

**Amended 08.03.12**

**The Royal College of Nursing of the United Kingdom**

**Charter**

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Elizabeth the Second by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

*To all whom these presents  
shall come, greeting*

**Whereas** His Majesty King George the Fifth in the year of our Lord One thousand nine hundred and twenty-eight by Royal Charter (hereinafter called "the Original Charter") dated the twenty-eighth day of July in the nineteenth year of His Reign and granted upon the Petition of the College of Nursing Limited (therein referred to as "the said Company") constituted a Body Corporate by the name of "The College of Nursing" with perpetual succession and with power to sue and be sued by the said name and to use a Common Seal:

**And whereas** by an Order of His Majesty King George the Sixth in Council dated the fourth day of September One thousand nine hundred and forty the name of the said Body Corporate was changed to "The Royal College of Nursing":

And whereas upon the Petition of the said Royal College of Nursing We did on the thirteenth day of May in the twelfth year of Our Reign by Royal Charter revoke the Original Charter save and except in so far as it constituted the President and other Members for the time being of the College of Nursing as one Body Corporate and continue and confirm the said President and other Members for the time being of the Royal College of Nursing and confirm them as one Body Corporate with the name of "The Royal College of Nursing and National Council of Nurses of the United Kingdom":

**And whereas** by an Order of Ourselves in Council dated the twentieth day of November One thousand nine hundred and seventy-four the name of the said Body Corporate was changed to "The Royal College of Nursing of the United Kingdom":

**And whereas** upon the Petition of the said Royal College of Nursing of the United Kingdom We did on the fifth day of February in the twenty seventh year of Our Reign by Royal Charter revoke the said Supplemental Charter except in so far as it continued and confirmed as one Body Corporate the President and other Members for the time being of the Royal College of Nursing:

**And whereas** by its humble Petition the said Royal College of Nursing of the United Kingdom has represented unto Us that it is expedient for the better execution of the purposes thereof that the provisions of the said Charter should be amended:

**And therefore know ye** that We have taken the said Petition into Our Royal Consideration and by virtue of Our Royal Prerogative in that behalf and of all other powers enabling Us so to do have of Our especial grace, certain knowledge and mere motion granted and declared and do by these Presents for Us, Our Heirs and Successors grant and declare as follows:

## 1. Incorporation and Revocation

- 1.1 Except insofar as it continued and confirmed as one Body Corporate the President and other Members for the time being of the Royal College of Nursing, the said Supplemental Charter shall be and the same is hereby revoked, but nothing in this revocation shall affect the legality or validity of any act, deed or thing lawfully done or executed under the provisions of the said Supplemental Charter.
- 1.2 The President and other Members for the time being of the Royal College of Nursing of the United Kingdom shall for ever hereafter be continued and confirmed as one Body Corporate with the name of "The Royal College of Nursing of the United Kingdom" and by the same name shall continue to have perpetual succession and a Common Seal and with full power by and in such name to sue and be sued and to take, hold, grant, demise, exchange or otherwise dispose of real or personal property and to do all other lawful acts whatsoever.

## 2. Definitions

In this our Charter unless the context otherwise requires:

“Area of Activity”	means Our United Kingdom of Great Britain and Northern Ireland, the Channel Islands and the Isle of Man;
“College”	means The Royal College of Nursing of the United Kingdom;
“Congress”	means the annual representative meeting of Members which focuses on influencing the policy and future direction of the College;
“Companies Acts”	means the Companies Acts as defined in the Companies Act 2006 or any replacement thereof;
“Council”	means the Council of the College, the governing body established by Article 7 of this Our Charter;
“Council Member”	means a Member of the Council;
“General Meeting”	means a meeting of the Members convened in accordance with Standing Orders;
“Member”	means a person who is a Member of the College in accordance with Article 6 of this Our Charter;
“Objects”	means the Objects of the College set out in Article 3 of this Our Charter;
“President”	means the President of the College as appointed in accordance with this Our Charter;
“Regulations”	means the Regulations for the running of the College as shall be adopted by Council from time to time to supplement Standing

	Orders;
“Rules”	means the Rules set out in the Schedule hereto as they may be amended from time to time;
“Special Resolution”	means a resolution of the Members of which 14 days’ written notice shall have been given to the Members before the meeting at which the motion is to be considered and passed by a majority of two thirds of those qualified to vote and voting, whether in person or by proxy;
“Special Resolution of Council”	Means a resolution of the Council of which 14 days’ written notice shall have been given to the Council Members before the meeting at which the motion is to be considered and passed by a majority of two thirds of those present, qualified to vote and voting; and
“Standing Orders”	means the Standing Orders for the internal governance of the College as shall be adopted by the Members from time to time.

Words importing the singular number only, include the plural number and vice versa, words importing the masculine gender only, include the feminine gender and vice versa and words importing persons include corporations and unincorporated associations.

### **3. Objects**

The College shall pursue the following Objects in the Area of Activity (other than object 3.5):

- 3.1 To promote the science and art of nursing and education and training in the profession of nursing;
- 3.2 To promote the advance of nursing as a profession in all or any of its branches;
- 3.3 To promote the professional standing and interests of Members;
- 3.4 To assist Members who by reason of adversity, ill-health or otherwise are in need of assistance of any nature; and
- 3.5 To promote through the medium of international agencies and otherwise the foregoing purposes in other countries as well as in Our United Kingdom.

### **4. Powers**

In pursuance of the Objects but not further or otherwise and without prejudice to the powers by law vested in the College by virtue of this Our Charter the College shall have the following powers:

- 4.1 To be a special register trade union body under Trade Union and Labour Relations (Consolidation) Act 1992;

- 4.2 To provide legal representation, advice and assistance as a provident benefit as defined in Section 467 Income and Corporation Taxes Act 1988 and HMRC Statement of Practice 1/84;
- 4.3 To apply the funds of the College for the payment of provident benefits;
- 4.4 Subject to Article 5, to engage and pay employees and professional or other advisers and make reasonable provision for the payment of pensions and other retirement benefits to, or on behalf of, employees and their spouses and dependants. In exercising this power the Council shall normally consult with the members of staff concerned through such machinery as may exist or may be set up for the purpose;
- 4.5 To seek alone or with other entities (whether or not having separate legal personality) to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the development and implementation of appropriate policies;
- 4.6 To institute and conduct examinations in all branches of work conducive to the efficient conduct of the nursing profession and grant certificates, diplomas and degrees to those who satisfy the requirements laid down by the Council;
- 4.7 To make such arrangements with any university or other educational institution as may from time to time be considered desirable for association with or admission as a school or college of such university or other institution;
- 4.8 To promote, encourage, carry out, commission and publish research, surveys, studies or other work;
- 4.9 To publish books, pamphlets, reports, leaflets, journals, films, tapes and instructional and informational matter on any media;
- 4.10 To provide or procure the provision of counselling and guidance;
- 4.11 To solicit and receive, accept or refuse subscriptions and gifts of all kinds whether absolute or conditional for the Objects or for any specific object connected with the science and art of nursing;
- 4.12 To acquire any real property or any interest, right or privilege therein or thereto and construct and maintain, alter and equip any buildings facilities and grounds on any real property acquired;
- 4.13 To acquire any personal property or any interest right or privilege therein or thereto;
- 4.14 To dispose of or otherwise deal with all or any of its undertaking, assets, rights, interests and privileges with or without payment and subject to such conditions as the Council thinks fit;
- 4.15 To sell, dispose of, exchange, mortgage, charge, let, deal with or turn to account any of the property and rights of the College as may from time to time be considered expedient or desirable in the interests of the College;
- 4.16 To borrow or raise and secure the payment of money;

- 4.17 To invest the College's money not immediately required for the Objects in any real or personal property, including shares, securities and other forms of investment;
- 4.18 To delegate the management of investments to a financial expert provided that:
  - 4.18.1 the financial expert is:
    - 4.18.2 (a) an individual who is an authorised person within the meaning of the Financial Services and Markets Act 2000; or
    - 4.18.3 (b) a society or firm or investment bank of repute which is an authorised or exempt person within the meaning of that Act, but excluding for this purpose persons exempt solely by virtue of Article 44 and/or Article 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001;
  - 4.18.4 the investment policy is set down in writing for the financial expert by the Council;
  - 4.18.5 the performance of the investments is reviewed regularly by the Council;
  - 4.18.6 the Council is entitled to cancel the delegation arrangement at any time;
  - 4.18.7 the investment policy and the delegation arrangements are reviewed by the Council at least once a year;
  - 4.18.8 all payments due to the financial expert are on a scale or at a level which is agreed in advance; and
  - 4.18.9 the financial expert may not do anything outside the powers of the Council;
- 4.19 To arrange for investments or other property of the College to be held in the name of a nominee and pay any reasonable fee required provided that the nominees must be a body corporate registered or having an established place of business in our United Kingdom and under the control of the Council or a financial expert within the terms of Article 4.18 acting under the Council's instructions;
- 4.20 To lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any natural person or other entity (whether or not having separate legal personality);
- 4.21 To open and operate bank accounts and other facilities for banking and to draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 4.22 To raise funds by way of subscription, donation or otherwise;
- 4.23 To provide indemnity insurance to cover the liability of any Council Member which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, or breach of duty of which they may be guilty in relation to the College. Provided that any such insurance shall not extend to the provision of any indemnity for a person in respect of:

- 4.23.1 any act or omission which he or she knew to be a breach of duty or which was committed by him or her in reckless disregard to whether it was a breach of duty or not; or
  - 4.23.2 any liability incurred by him or her in defending any criminal proceedings in which he or she is convicted of an offence arising out of any fraud or dishonesty, or wilful reckless misconduct by him or her; and
- 4.24 To do all such other lawful things as shall further the College's Objects.

## **5. Restrictions on Private Benefit**

- 5.1 The income and property of the College (whencesoever derived) shall be applied solely towards the promotion of the Objects: provided that no portion of the income and property of the College shall be paid or transferred directly or indirectly by way of dividend or bonus, or otherwise howsoever by way of profit, to the Members;
- 5.2 This shall not prevent any payment in good faith by the College:
  - 5.2.1 to any beneficiary of the College (including a Member but only in their capacity as beneficiary);
  - 5.2.2 of out-of-pocket expenses to any Member or Council Member (including the costs of attending Congress);
  - 5.2.3 of reasonable and proper remuneration lawfully due to any Member, officer or employee of the College (not being a Council Member) for any services rendered to the College;
  - 5.2.4 of pensions to former employees of the College whether Members or not;
  - 5.2.5 of interest at a reasonable and proper rate; or
  - 5.2.6 of reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 4.23 of this Our Charter.

## **6. Members**

- 6.1 The Members shall be those persons who qualify as Members in accordance with Standing Orders;
- 6.2 The Council may establish different classes of membership of the College which shall be detailed in Standing Orders;
- 6.3 The terms and conditions of admission to, and removal from membership of the College shall be as laid down in Standing Orders; and
- 6.4 The level of subscription paid by each Member shall be fixed in accordance with Standing Orders.

## **7. The Council**

- 7.1 There shall be a Council of the College which shall have the general control and management of the administration of the College and may exercise all the powers vested in it by law;
- 7.2 The composition, procedures and size of the Council shall be set out in Standing Orders;
- 7.3 Council Members shall serve for such maximum term as shall be specified in Standing Orders;
- 7.4 All acts done at any meeting of the Council or of a committee of the Council or by any person acting as a Council Member shall be as valid and effectual as if that person was qualified to be a Council Member or otherwise even if it is afterwards discovered that there is some defect in the appointment of any Council Member or person acting as aforesaid; and
- 7.5 A resolution in writing signed by two-thirds of the Council Members shall be as valid and effectual as if it had been passed at a Council meeting duly called and constituted, provided that notice of the resolution has been given to all Council Members.

## **8. Patron**

There shall be a Patron of the College who shall be such person as shall accept that office on the request of Council.

## **9. The President and Deputy President**

- 9.1 There shall be a President who shall be a Member nominated and elected to serve for a period as prescribed in Standing Orders; and
- 9.2 There shall be a Deputy President of the College who shall be a Member nominated and elected to serve for a period as prescribed in Standing Orders.

## **10. General Meeting**

- 10.1 There shall be an Annual General Meeting of the Members each calendar year at such time and place as shall be prescribed by the Council;
- 10.2 Not more than fifteen months shall elapse between Annual General Meetings; and
- 10.3 All General Meetings of the College shall be convened and conducted in the manner laid down in Standing Orders and subject thereto in such a manner as the Council may from time to time prescribe.

## **11. Congress**

- 11.1 The Council shall establish the RCN Congress consisting of representatives of Members as set out in Standing Orders;

- 11.2 The rules for the calling, operation and management of Congress shall be set out in Standing Orders; and
- 11.3 The RCN Congress may be held on the same date and place as the Annual General Meeting.

**12. The Chief Executive & General Secretary**

The Council shall appoint the Chief Executive & General Secretary who shall be the Chief Executive Officer of the College in accordance with Regulations.

**13. The Institute**

There shall be within the College an educational institution for the purposes of furthering the better education of the nursing profession. The governance and structure of the Institute shall be set out in Regulations.

**14. Rules**

The organisation of the College shall be undertaken and its affairs managed and regulated in accordance with the Rules. The Rules set out in Schedule 1 to this Our Charter shall be the Rules of the College until the same shall have been altered, added to or repealed in the manner hereinafter provided.

**15. Standing Orders**

The College may adopt or amend Standing Orders for the internal governance of the College by a Special Resolution of the Members provided that such Standing Orders shall not be repugnant to this Our Charter.

**16. Regulations**

The Council may adopt or amend Regulations to supplement the Standing Orders by a Special Resolution of Council provided that such Regulations shall not be repugnant to this Our Charter.

**17. Audit**

The Council shall ensure that the accounts of the College are audited by auditors who are authorised to audit the accounts of limited companies as specified in the Companies Acts from time to time.

**18. Indemnity**

Every Council Member or other officer or auditor of the College and every member of staff shall be indemnified out of the assets of the College against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any proceedings in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the College and against all costs, charges, losses, expenses or liabilities

incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

**19. Amendment of this Our Charter**

The provisions of this Our Charter may from time to time be altered, added to or revoked by Special Resolution provided that no such revocation, alteration or addition shall become effectual unless allowed by Us, Our Heirs or Successors in Council. This Article shall apply to this Our Charter and to any Supplemental Charter as altered, added to or revoked as aforesaid. No such alteration, addition or revocation shall affect the validity of anything done in pursuance of this Our Charter or of any Supplemental Charter before the date on which such alteration, addition or revocation becomes effectual but thereafter this Our Charter and any Supplemental Charter shall continue and operate as though they had respectively been originally granted and so made accordingly.

**20. Amendment of the Rules**

Any of the Rules may from time to time be altered, added to or repealed by Special Resolution and any new Rules may from time to time be made in the like manner: provided that no new Rule and no alteration of or addition to any of the Rules shall have any force or effect if it be repugnant to any of the provisions of this Our Charter or to the laws of Our Realm nor until it shall be approved by the Lords of Our Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

**21. Notices**

The College may give any notice or other document to Council Members and Members in accordance with such reasonable procedures for the serving of documents as shall be stipulated in Standing Orders.

**22. Winding Up**

22.1 The College may upon recommendation of the Council and by Special Resolution at a General Meeting duly convened for the purpose, surrender this Our Charter subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit and wind up or otherwise deal with the affairs of the College in such manner as shall be directed by the General Meeting having due regard to the liabilities of the College for the time being;

22.2 If on the winding up or the dissolution of the College there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, that property shall, subject to any special trusts affecting the same, be distributed among the members of the College.

**23. Construction**

Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourable to the College and the promotion of its Objects.

**24. Effective Date**

This Our Charter shall take effect on the 1<sup>st</sup> day of April in the year Two Thousand and Eleven.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the                      day of                      in

the                      year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

## **Schedule 1**

### **Rules**

1. The office of a Council Member shall be vacated if:
  - 1.1 he or she ceases to be a Member;
  - 1.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
  - 1.3 the Council Members reasonably believe he or she is suffering from mental disorder and is incapable of acting and the Council then resolves that he or she be removed from office;
  - 1.4 he or she resigns from the Council by notice to the College;
  - 1.5 he or she fails to attend four consecutive meetings of the Council in any period in which six consecutive meetings are held provided that where such Council Member's failure to attend meetings is due to illness the Council may in its discretion allow that Council Member to continue in office;
  - 1.6 he or she is removed by resolution of the College in General Meeting before the expiry of his or her term of office subject to the following procedures:
    - 1.6.1 At least 28 days' notice of intention to propose it shall have been given to all Members and the Council Member, whom it is proposed to remove;
    - 1.6.2 The Council Member concerned shall be entitled to be heard on the resolution at the meeting;
    - 1.6.3 Where notice is given of an intended resolution to remove a Council Member and such Council Member makes any representations in writing and requests their notification to the Members, the Council shall so far as is practical send a copy of the representation to every Member to whom notice of the meeting is sent;
  - 1.7 he or she ceases to be a Council Member in accordance with Regulations; and
  - 1.8 he or she ceases to be a Council Member by virtue of any provision of the Company Directors' Disqualification Act 1986 (or any replacement thereof) or he or she becomes prohibited by law from being a Council Member.

### **Delegation**

- 2.1 The Council may delegate any of its powers to any committee appointed by it or any individual including, without prejudice to the foregoing, powers in relation to investment or the implementation of any of its resolutions to any group provided that in the case of delegation to a committee:

- 2.1.1 The resolution making that delegation shall specify those who shall be asked to serve on and be in attendance at such committee (although the resolution may allow the committee to make co-options up to a specified number);
- 2.1.2 The composition of any such committee shall be entirely in the discretion of the Council;
- 2.2 Every committee shall have a chair;
- 2.3 The deliberations of any such committee shall be reported regularly to the Council and any resolution passed or decision taken by any such committee shall be reported forthwith to the Council;
- 2.4 All delegations under this Rule shall be revocable at any time;
- 2.5 The Council may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as the Council may from time to time think fit;
- 2.6 For the avoidance of doubt the Council may delegate all financial matters to any committee, and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit, whether or not requiring a signature of any Council Member: provided always that no committee shall incur expenditure on behalf of the College except in accordance with a budget which has been approved by the Council; and
- 2.7 The meetings and proceedings of any committee shall be governed by the provisions of this Our Charter regulating the meetings and proceedings of the Council so far as the same are applicable and are not superseded by Standing Orders.
- 3.1 The Council may delegate the implementation of any of its decisions to any group, which group shall be established in accordance with Standing Orders; and
- 3.2 The composition, meetings and procedures of any group shall be regulated by Standing Orders.

#### **4. The Chief Executive & General Secretary**

The Council may delegate to the Chief Executive & General Secretary, and through that role to other members of staff of the College as may be deemed appropriate, the responsibility for the appointment, management, suspension or dismissal of any member of staff.

#### **5. Auditors**

- 5.1 The Council shall appoint auditors to hold that office for such period as Council may determine and on such terms as are agreed; and
- 5.2 The Council may revoke the appointment of the auditors at any time.