



*At the Court at Buckingham Palace*

THE 7th DAY OF NOVEMBER 2012

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY  
IN COUNCIL

The following Report of a Committee of the Privy Council dated 5th November 2012 was today considered:—

“YOUR MAJESTY was pleased, by Your Order of 13th May 2009, to refer to this Committee a Petition on behalf of The College of Chiropractors, praying for the grant of a Charter of Incorporation:

“THE COMMITTEE have accordingly considered the Petition and have agreed to report it as their opinion that a Charter may be granted in terms of the annexed Draft.”

HER MAJESTY, having taken the Report and the Draft Charter accompanying it into consideration, was pleased, by and with the advice of Her Privy Council, to approve them. It is accordingly ordered that the Right Honourable the Lord High Chancellor of Great Britain should cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under the Great Seal a Charter in conformity with the annexed Draft.

*Richard Tilbrook*



# 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 TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS The College of Chiropractic (“the Former College”), a voluntary organisation, private company limited by guarantee registered under the Companies Act 2006 and registered charity, was founded in 1998:

AND WHEREAS in 1999 the name of the Former College was changed by resolution to “The College of Chiropractors”:

AND WHEREAS a humble Petition has been presented unto Us by the Former College praying that We would be graciously pleased to grant it a Charter of Incorporation:

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW KNOW YE that We, by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion have willed and ordained and by these Presents for Us, Our Heirs and Successors do will and ordain as follows:

1. The persons who at the date hereof are members of the Former College and all such persons who may hereafter become members of the College hereby constituted shall forever hereafter be one Body Corporate and Politic by the name

of “The College of Chiropractors” and by that name shall have perpetual succession and a Common Seal, with power to break, alter and make anew the said Seal from time to time at the will and pleasure of the College and by the same name shall and may sue and be sued in all Courts, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

2. In this Our Charter:

“Byelaws” mean the Byelaws of the College set out in the Schedule to this our Charter as amended from time to time as provided below;

“the College” means the College of Chiropractors constituted by this Our Charter;

“Connected Person” means any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of a member of Council, any firm or body corporate (including a limited liability partnership) of which a member of Council is a partner, member or employee and any company of which a member of Council is a director, employee or shareholder having a beneficial interest in more than one per cent of the share capital;

“the Council” means the Council of the College;

“Financial Expert” means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000 (as re-enacted or modified);

“the Former College” means The College of Chiropractors incorporated on 16 October 1998;

“Members” means the members of the College;

“Objects” means the objects of the College as defined in Article 3;

“President” means the President of the College;

“Regulations” means regulations made by the Council under this Our Charter;

“Seal” means the Common Seal of the College;

“Special Resolution” means a resolution passed at a general meeting of the Members convened and held in accordance with the Byelaws and Regulations and passed by not less than two-thirds of the Members present in person or by proxy and voting at the meeting;

“Trustee” means ‘charity trustee’ as defined by section 177 of the Charities Act 2011 (as modified or re-enacted).

3. The objects of the College shall be:

- (a) to promote the art, science and practice of chiropractic;
- (b) to improve and maintain standards in the practice of chiropractic for the benefit of the public;
- (c) to promote awareness and understanding of chiropractic amongst medical practitioners and other healthcare professionals and the public;
- (d) to educate and train practitioners in the art, science and practice of chiropractic;
- (e) to advance the study of and research in chiropractic.

4. For the purpose of attaining the Objects, but not otherwise, the College shall have the power to do any lawful thing and, without prejudice to the generality of the foregoing, shall have power:

- (a) to examine practitioners for entry to the College Membership;
- (b) to award diplomas, certificates, prizes or other equivalent recognition of special knowledge or proficiency or standard in chiropractic either alone or in association with other bodies enabling chiropractic professionalism to be advanced for the benefit of patients and public;
- (c) to promote and advance continuing professional development by organising lectures, seminars, conferences and instructional courses and by any other means, and to use the College’s authority to approve the same offered by other bodies;
- (d) to promote and advance postgraduate chiropractic training by organising programmes of practice-based study to support the development of clinical proficiency among chiropractic graduates in the public interest;
- (e) to institute and establish such Clinical Specialist Faculties of the College as the Council may think fit in order to recognise, and ensure the professional development of, chiropractors in areas of special clinical interest defined by the College, and to foster the development of other relevant interests among chiropractors through the establishment of College societies;
- (f) to institute or assist in instituting, and provide continuing support for, any research, which may involve:
  - (i) co-operation with persons carrying on research relating to chiropractic in any part of the world;
  - (ii) ethical review and approval for chiropractic research;
  - (iii) endowment of Chairs, Readerships, Scholarships, Fellowships and Lectureships at, and provide other support to, appropriate institutions to facilitate the conduct of study and research;
- (g) to foster active patient and public involvement in attaining the Objects through patient and public representation on College committees and through cooperation and collaboration with the Chiropractic Patients’ Association and/or other appropriate patient and public bodies;
- (h) to promote best practice in risk management and patient safety through active involvement in the development of incident reporting and other forms of cooperative learning;

- (i) to cause to be written, published, produced and circulated, and to encourage contributions to and publication and production of, periodicals, journals, books, papers, abstracts, pamphlets, posters and other documents and films, videos, recorded discs and communications in any medium;
- (j) to apply for, purchase or otherwise acquire and hold or use any patents, copyrights, trademarks, design rights and other intellectual property rights, licences, concessions and the like, conferring any right to use or publish any information, and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired;
- (k) to act as a consultative body on chiropractic to any Government Department, public or private institution or body of persons on matters pertaining to the Objects;
- (l) to foster and promote contacts and exchange of information and ideas among persons working in chiropractic and other health professions, and the public, and to provide a forum to this end;
- (m) to take over and acquire all the property, assets and undertakings of the Former College and to assume all the obligations and liabilities of the Former College and to do all such acts and things as may be incidental thereto;
- (n) to cooperate or associate with other bodies and statutory authorities and to exchange information and advice with them;
- (o) to foster and promote greater interest and knowledge of the practice of chiropractic among the medical community, the public and patients and to this end to assist the media in providing factual information on the subject;
- (p) to maintain an overarching register of Members, and to maintain supplementary registers for those Members with demonstrable experience and qualifications in areas of special clinical interest defined by the College;
- (q) to:
  - (i) engage a Financial Expert as a professional fund manager and to delegate the management of investments to such a manager;
  - (ii) arrange for the investments or other property of the College to be held in the name of a nominee;

- (r) to provide indemnity insurance for members of Council in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (as modified or re-enacted);
- (s) to establish or acquire companies;
- (t) to raise funds provided that, in so doing, the College must not undertake any trading activity in respect of which some or all of the profits are liable to tax;
- (u) to borrow money and to charge the whole or any part of the property of the College as security for the repayment of the money borrowed or as security for a grant or the discharge of an obligation;
- (v) to acquire and undertake all or any part of the property, assets, liabilities and engagements of any persons, trusts, corporations, associations or other bodies pursuing the Objects or to merge with any other charity;
- (w) to draw, make, accept, endorse, discount, execute and issue bills, cheques and other instruments and to operate bank or building society accounts in the name of the College;
- (x) to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property or rights, and to construct, alter, improve, develop, manage and maintain any of the same as are necessary or convenient for the Objects and (subject to such consents as may be required by law) sell, let or otherwise dispose of, turn to account or charge any such real or personal property as may be thought expedient in furtherance of the Objects;
- (y) to invest the monies of the College not immediately required for the Objects in or on such investments, securities or property and in such manner as may be thought fit (subject to such conditions and such consents as may be required by law) and to dispose of or otherwise deal with any investments so made;
- (z) to make any donation either in cash or assets;
- (aa) to establish or support, or aid in the establishment or support of, subscribe to or become a member of any body having charitable purposes in any way connected with all or any of the Objects or calculated to further any of the Objects and to guarantee money for charitable purposes in any way connected with all or any of the Objects or calculated to further all or any of

the Objects, and to undertake and execute any charitable trusts which may lawfully be undertaken by the College and may promote the Objects;

(bb) to employ such staff as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees, their widows or widowers, and other dependants;

(cc) to enter into contracts to provide services;

(dd) to insure and arrange insurance cover for and to indemnify employees, voluntary workers and Members from and against all such risks incurred in the course of the performance of their duties in relation to the College, provided that such persons shall not be indemnified against any wilful or individual fraud and shall be sought to be made liable for such acts;

(ee) to pay out of the funds of the College the costs, charges and expenses of and incidental to the incorporation of the College and its registration as a charity.

5. The property and monies of the Former College (including any property or monies held by them as trustees) shall from the date of this Our Charter become and be deemed to be the property and monies of the College and shall as soon as possible be formally transferred to the College.

6. The income and property of the College shall be applied solely towards the promotion of the Objects and shall not be paid or transferred directly or indirectly in any way by way of profits to its Members or to any member of Council provided that nothing herein shall prevent the payment by the College:

a) of reasonable expenses properly incurred by a member of Council when acting on behalf of the College;

b) of any premium for trustee indemnity insurance purchased in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011 (as modified or re-enacted);

c) of an indemnity from the College for the benefit of members of Council in the circumstances specified in the Byelaws;

d) of reasonable and proper remuneration to any Member who is not a member of Council for any goods or services supplied to the College;

e) of interest on money lent to the College at a reasonable rate by a Member or member of Council or Connected Person;

f) of rent for premises let by a Member, member of Council or Connected Person to the College if the amount of the rent and the other terms of the lease are reasonable and provided that the member of Council concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion;

g) to a member of Council or Connected Person pursuant to a contract entered into by him or it for the supply of services, or of goods that are supplied in connection with the provision of services, to the College where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011 (as modified or re-enacted).

7. The College shall have such classes of Members of the College as shall be specified in the Byelaws which shall prescribe the requirements for admission to, and all other rights, privileges and obligations of, membership of the College.

8. There shall be a President and such other officers of the College who shall be elected or appointed in such manner and shall hold office for such period and on such terms as to re-election, re-appointment and otherwise as the Byelaws shall direct.

9. The government and control of the College and its affairs shall be vested in a Council which shall be constituted as set out in the Byelaws. The Council, who shall be the Trustees of the College, may exercise all the powers of the College under this Our Charter except those reserved by this Our Charter or the Byelaws to the Members in general meeting. The business of the Council shall be conducted in such manner as set out in the Byelaws.

10. The Byelaws set forth in the Schedule hereto shall be the first Byelaws of the College and shall remain in force until the same shall be amended in manner hereinafter provided.

11. The Council may revoke, amend or add to the Byelaws for the time being in force; but no such revocation, amendment or addition shall have effect until approved by a Special Resolution in that behalf and by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.



# BYELAWS OF THE COLLEGE OF CHIROPRACTORS

## Definitions and Interpretation

1. In these Byelaws, except where the context otherwise requires, the following words and expressions shall have the following meanings:

- (a) “Address” means a postal address or, for the purposes of communication in electronic form, a fax number or an e-mail (but excluding a telephone number for receiving text messages) in each case registered with the College;
- (b) “Charter” means the Charter to which these Byelaws are scheduled, as revoked, amended or added to from time to time, and all Supplemental Charters for the time being in force;
- (c) “the Former College” means the College of Chiropractors incorporated on 16 October 1998;
- (d) “clear day” in relation to a period of notice means that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect;
- (e) “the College” means the College of Chiropractors constituted by the Charter;
- (f) “the Council” means the Council of the College;
- (g) “members” means the members of the College;
- (h) “President” means the President of the College;
- (i) “Treasurer” means the Treasurer of the College;

- (j) “Trustee” means ‘charity trustee’ as defined by section 177 of the Charities Act 2011;
  - (k) “President-Elect” means the President-Elect of the College;
  - (l) “College Secretary” means the person employed to perform the duties of the secretary of the College, who will normally be the Chief Executive;
  - (m) “Regulations” means regulations of the College made by the Council under the Byelaws;
  - (n) “Seal” means the Common Seal of the College;
  - (o) “in writing” and “written” includes all modes of representing or reproducing words in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;
  - (p) “notice” includes any paper or document of any kind which a member may be entitled to have served upon him;
  - (q) “office” means the main office of the College;
  - (r) “United Kingdom” means Great Britain and Northern Ireland.
2. Words importing the singular number shall include the plural number, and vice versa; words importing the masculine gender shall include the feminine gender; and words importing persons shall include corporations.
3. Any words and terms which may be defined by the Charter shall, unless the context otherwise requires, have a corresponding meaning in these Byelaws and the Regulations.

4. All references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.

## Objects

5. The College is established for the objects expressed in the Charter.

## Members

6. The following shall be members of the College:
- (a) the persons who are members of the Former College at the date of the Charter; and
  - (b) persons who are admitted as members under the Charter and Byelaws.
7. Membership shall be personal and shall not be transferable by act of the member or by operation of the law.
8. The voting members of the College shall consist of:
- (a) Fellows who may use the designation FCC;
  - (b) Full Members who may use the designation MCC; and
  - (c) Licentiate Members who may use the designation LCC.
9. The non-voting members of the College shall consist of:
- (a) Honorary Fellows who may use the designation FCC (Hon);
  - (b) Senior Fellows and Senior Members who may use the designations FCC or MCC respectively;
  - (c) Fellows (overseas), Full Members (overseas) or Licentiate Members (overseas) who may use



the designation FCC, MCC or LCC respectively;

(d) Provisional Members who shall not be entitled to use any designation;

(e) Affiliate Members and Affiliate Members (overseas) who shall not be entitled to use any designation; and

(f) Student members who shall not be entitled to use any designation.

10. Voting members shall be entitled to receive notices of, and to attend, speak and vote at, General Meetings. Non-voting members may attend General Meetings but shall not be entitled to vote. Subject to the Byelaws, members shall have such other rights and privileges as set out in the Regulations.

11. The persons who at the date of the Charter are members of the Former College in the class shown in the left-hand column below shall as from that date be members of the College in the class shown in the right-hand column below and shall be subject to the provisions of the Charter and the Byelaws:

<b>Old class</b>	<b>New class</b>
Fellow	Fellow
Ordinary Member	Full Member
Licentiate Member	Licentiate Member
Honorary Fellow	Honorary Fellow
Senior Fellow	Senior Fellow
Senior Member	Senior Member
Provisional Member	Provisional Member
Affiliate Member	Affiliate Member
Overseas Fellow	Fellow (overseas)

Overseas Member	Full Member (overseas)
Overseas Associate	Licentiate Member (overseas)
Overseas Affiliate	Affiliate Member (overseas)
Student Member	Student Member

12. Eligibility for the various classes of membership shall be as follows:

(a) Full Members shall be those chiropractors registered with the General Chiropractic Council who:

i. have completed a period of postgraduate training, or equivalent, as approved by the Council; and

ii. have passed the examination or assessment for membership of the College as determined in accordance with the Regulations; and

iii. who apply for admission as Full Members and are admitted by a resolution of Council.

(b) Fellows shall be elected by the Council from among the Full Members in such manner as may from time to time be prescribed by the Regulations.

(c) The Licentiate Members shall be those chiropractors registered with the General Chiropractic Council who:

i. have not passed the examination or assessment for Full Membership of the College; but

ii. have completed a period of postgraduate training, or equivalent, as approved by the Council; and

iii. who apply for admission as Licentiate Members and are admitted by a resolution of Council.

(d) Provisional Members shall be those chiropractors registered with the General Chiropractic Council who:

i. are not eligible to be Full Members or Licentiate Members; but

ii. are undergoing a period of postgraduate training approved by the Council; and

iii. who apply for admission as Provisional Members and are admitted by a resolution of Council.

(e) The Honorary Fellows shall be those who are elected as Honorary Fellows in accordance with the Regulations and by a resolution of Council.

(f) The Senior Members shall be those Full Members, and Senior Fellows shall be those Fellows, who declare themselves to have retired permanently from clinical practice as chiropractors.

(g) Affiliate Members shall be those who may not be eligible for any other class of membership of the College, but who have a demonstrable interest in chiropractic and are admitted in accordance with the Regulations and by a resolution of Council.

(h) Full Members (overseas) shall be those chiropractors who are practising outside the UK and:

i. are registered with the GCC or relevant registering body, where one exists, in the country in which they practice; and

ii. have passed the examination or assessment for membership of the College as determined in accordance with the Regulations; and

iii. who apply for admission as Full Members (overseas) and are admitted by a resolution of Council.

(i) Fellows (overseas) shall be elected by the Council from among the Full Members (overseas) in such manner as may from time to time be prescribed by the Regulations.

(j) Overseas Licentiate Members shall be those chiropractors who are practising outside the UK, are registered with the General Chiropractic Council or relevant registering body, where one exists, in the country in which they practice and:

i. have not passed the examination or assessment for Full Membership (overseas) of the College; but

ii. have completed a period of provisional registration training, or equivalent, as approved by the Council; and

iii. who apply for admission as Overseas Licentiate Members and are admitted by a resolution of Council.

(k) Affiliate Members (Overseas) shall be those who may not be eligible for any other class of membership of the College, but who have a demonstrable interest in chiropractic and are admitted in accordance with the Regulations and by a resolution of Council.

(l) Student members shall be those who are currently enrolled on an undergraduate chiropractic programme.

13. Subject to the Byelaws, the Council may by Regulation determine the terms and conditions of admission to, retention of, exclusion from, and readmittance to, membership of the College and such terms and conditions shall be binding as well upon those who were members of the Former College as those who may be admitted after the incorporation of the College under the Charter.

14. The Council shall have power by Regulations to prescribe for the affiliation or association of other persons, or corporations, with the College in such manner as the Council may from time to time determine and with such privileges and rights and upon such conditions as the Council shall think fit. No person so becoming associated or affiliated as aforesaid shall by virtue of this Byelaw or Regulations made under it be a member of the College, but this shall not preclude such person from applying for membership.

15. A register of members shall be kept at the office in which shall be entered the name, address and class of every member.

#### **Termination of Membership**

16. A person shall cease to be a member of the College if:

(a) by at least one month's notice in writing to the College Secretary he resigns his membership;

(b) (excluding any Senior Member or Senior Fellow) his name is removed from any register maintained by the General Chiropractic

Council or, in countries other than the United Kingdom, by the appropriate registering body or his registration in any such register is suspended (save on an interim basis or on grounds of serious impairment of his ability to practise because of his physical or mental condition);

(c) the Council, after due enquiry, resolves that the interests of the College so require;

(d) he has falsely represented himself to be a registered chiropractor;

(e) (being an Affiliate Member) he becomes registered with the General Chiropractic Council;

(f) he does not comply with a condition of membership prescribed in Regulations and the Council resolves that he shall cease to be a member.

17. In the event of any person ceasing to be a member of the College under Byelaw 16, his name shall be removed from the Register and he will not be entitled to describe himself as being a Fellow or Member (as the case may be) or to use the appropriate designation or to any of the privileges of a member.

#### **Fees and Subscriptions**

18. The fees and subscriptions for the different categories of membership shall be such sums as shall be set by the Council and shall be due on the date or dates prescribed by the Council.

19. Regulations may provide for the remission of all or any of such fees or subscriptions or the forfeiture of rights or privileges of membership or the cessation

of membership for those in arrears and for any other matter relating to fees and subscriptions.

20. The Council may also provide for the charging of fees in respect of examinations and training.

### **General Meetings**

21. An annual general meeting of the College shall be held each calendar year at such time and place as may be determined by the Council; provided that not more than fifteen months shall elapse between the date of one annual general meeting of the College and that of the next. All other general meetings of the College shall be called extraordinary general meetings.

22. Twenty-one clear days' notice of any general meeting in a form prescribed in Regulations shall be given to voting members and such other members as the Council may determine. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any member, or a defect in the conduct or voting at a meeting, shall not invalidate the meeting or the business transacted thereat.

23. The Council may call an extraordinary general meeting when it thinks fit. An extraordinary general meeting shall also be convened on requisition by no fewer than five percent of the voting members who may act to convene such a meeting in the event of default provided such a meeting is requisitioned in accordance with Regulations.

24. The business of an annual general meeting shall include:

- (a) the receipt of the report of Council and the accounts of the College for its preceding financial period;

(b) the appointment of the Auditors and either determination of their remuneration or authorisation of the Council to determine the same;

(c) declaration of the results of elections to the Council;

(d) the consideration of any special resolutions proposed by the Council.

25. No business shall be transacted at any general meeting unless a quorum of members is present. The quorum for a general meeting of the College shall be 3% of voting members being present in person or by proxy. Regulations shall provide for all matters relating to the dissolution of an inquorate meeting and to its adjournment and reconvening and the transaction of business notified for the meeting.

26. The President, or in his absence the President-Elect, shall preside as chairman at every general meeting but, if none is present or willing to preside, another person, as determined by Regulations, shall preside.

27. Regulations shall prescribe the circumstances in which general meetings may be adjourned from time to time or from place to place, and the circumstances and manner in which notice of the adjourned meeting is to be given but no business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

28. (Except where the Charter specifies otherwise) every question submitted to a general meeting shall be decided by a simple majority of those members

who are entitled to vote, present in person or by proxy and voting. In the case of an equality of votes on any resolution, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

29. No objection shall be taken to the validity of any vote except at a meeting or poll at which such vote shall be tendered and every vote not disallowed at such meeting shall be valid. The chairman of the meeting shall be the sole and absolute judge of the validity of every vote tendered at that meeting or poll resolved at that meeting to be taken.

30. At any general meeting a declaration by the chairman of such meeting that a resolution has been carried or carried by a specified majority or lost or not carried by a specified majority, and an entry to that effect in the minute books of the College, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

31. Subject to the Charter and Byelaws, Regulations may provide for all other matters related to (a) the summoning or requisitioning, and giving notice of general meetings (b) the conduct of business (including voting, proxies, and demanding and conduct of polls) at and chairmanship of such meetings, and the adjournment and reconvening of such meetings.

### **Officers**

32. The Officers shall be the Trustees of the College and shall consist of:

- (a) the President;
- (b) the President-Elect;
- (c) the Director of Academic Affairs;
- (d) the Director of Continuing Professional Development;
- (e) the Director of Provisional Registration Training;
- (f) the Director of Research;
- (g) the Director of International Affairs;
- (h) the Treasurer;
- (i) the Director of Regional Faculties; and
- (j) the Director of Clinical Specialist Faculties.

33. No person may at any time hold more than one of the offices.

34. A person shall only be eligible to be elected an Officer if he is a Fellow of the College.

35. All candidates for election as an Officer (other than as the President, the Director of Research, the Director of Regional Faculties or the Director of Clinical Specialist Faculties) must be nominated by at least two persons being a voting member.

36. All candidates for the election as the President must be nominated by at least six persons being voting members.

37. All Officers, other than the Director of Research, the Director of Regional Faculties and the Director of Clinical Specialist Faculties, shall be elected by the voting members by postal or electronic ballot. The procedure for the nomination and election by postal

or electronic ballot of such Officers shall be as defined in the Regulations.

38. The results of the election shall be declared at the annual general meeting next following the ballot. The election of Officers as aforesaid shall take effect as from the close of the annual general meeting, when the retiring Officers (if any) shall be deemed to retire.

39. A College Secretary shall be appointed by the Council on such terms as it may think fit, and any College Secretary so appointed may be removed by the Council. The appointment and duties of the College Secretary shall be as defined in the Regulations.

40. The Director of Research shall be appointed by a majority of the Officers from persons nominated in accordance with the Regulations and shall hold office for a period of three years from the date of his appointment at the end of which he shall retire but be eligible for re-election for one or more further terms of three years.

41. The Director of Regional Faculties shall be a serving Regional Faculty Chairman elected by a majority of Regional Faculty Chairmen from persons nominated in accordance with the Regulations and shall hold office for a period of three years from the date of his election at the end of which he shall retire but be eligible for re-election for one or more further terms of three years.

(a) The College shall have Regional Faculties as defined in the Regulations and the boundaries between the Regional Faculties and any other regulations concerning them shall be as defined in the Regulations;

(b) Unless otherwise prescribed in the Regulations, each member shall be deemed to belong to the Regional Faculty in which he practises as a chiropractor, works in connection with chiropractic, studies as a student or in the case of a Provisional Member undertakes postgraduate training. In the case of a member who has retired from clinical practice, he shall be deemed to belong to the Regional Faculty either in which he last practised or where he resides;

(c) The Chairman of each Regional Faculty shall be elected as prescribed in the Regulations;

(d) The office of Director of Regional Faculties shall be vacated if he ceases to be a Regional Faculty Chairman.

42. The Director of Clinical Specialist Faculties shall be a serving Clinical Specialist Faculty Chairman elected by a majority of the Clinical Specialist Faculty Chairmen from persons nominated in accordance with the Regulations and shall hold office for a period of three years from the date of his election at the end of which he shall retire but be eligible for re-election for one or more further terms of three years.

(a) The Council may from time to time constitute, dissolve or re-constitute Clinical Specialist Faculties in clinical fields of chiropractic with such objects and subject to such membership and regulations as the Council prescribes from time to time in Regulations;

(b) Members who meet the requirements as prescribed in the Regulations shall be eligible for supplementary membership of one or more Clinical Specialist Faculties and shall be eligible

to use appropriate designations as the Regulations prescribe;

- (c) The Chairman of each Clinical Specialist Faculty shall be elected as prescribed in the Regulations;
- (d) The office of Director of Clinical Specialist Faculties shall be vacated if he ceases to be a Clinical Specialist Faculty Chairman.

43. The President shall hold office for the first year after election as the President Elect and for the following three years as President, at the end of which he shall retire but, subject to prior approval by the Council, be eligible for re-election for one or more further terms of three years.

44. Other Officers shall hold office for a period of three years from their election, at the end of which they shall retire but, subject to the prior approval by the Council, be eligible for re-election for one or more further terms of three years.

45. The Council may at any time elect a person to fill a vacancy in any Office and such person must be a Fellow or, exceptionally, a Full Member with skills of particular relevance. Any person so elected shall hold office until the next annual general meeting.

### **The Council**

46. The Council shall consist of the College Officers.
47. The College Secretary shall participate in Council meetings as an advisor. Council may invite other advisors or observers, such as patient representatives, to participate in Council meetings from time to time. The College Secretary and such other advisors and observers are not Trustees or members of Council.

### **Powers, Functions and Proceedings of the Council**

48. Subject to the provisions of the Byelaws, the Council may regulate their proceedings as they think fit. The President, or any three members of Council, may, and on the request of the President or any three members of Council, the College Secretary shall, at any time summon a meeting of the Council by serving at least seven days' notice on each member of Council at his address. A member of Council who is absent from the United Kingdom shall not be entitled to have a notice of meeting sent to him abroad.

49. Questions arising at a meeting of the Council shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

50. The quorum for the transaction of the business of the Council may be fixed by the Council and, unless fixed, shall not be fewer than five members of Council, one of whom shall be the President, President-Elect or Treasurer.

51. The President, or failing him, the President-Elect, shall chair all meetings of the Council at which he shall be present, but if at any meeting neither the President nor the President-Elect is willing to preside or neither is present within five minutes after the time appointed for holding the meeting, the Council present shall elect one of their number to chair the meeting.

52. All acts bona fide done by the Council or any of its committees, or by any person acting as a member of Council, shall, despite the later discovery that there was some defect in the appointment or continuance

in office of any member of Council or of any committee or that he was disqualified, be as valid as if every such person had been duly appointed, had duly continued in office and was qualified to be a member of Council or member of the relevant committee.

53. The Council shall cause proper minutes to be made of the proceedings of all meetings of the College, the Council and its committees, and all business transacted at such meetings. Any such minutes, if purporting to be signed by the chairman of the meeting or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts stated in the minutes.

54. The Council may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the Byelaws as the necessary quorum of members of the Council, the Council may act for the purpose of increasing the number of members of Council to that number or of summoning a general meeting of the College but for no other purpose.

55. A resolution in writing of the Council or of any of its committees signed or approved by letter, electronic mail or facsimile transmission by all the members of Council or all the members of the committee entitled to receive notice of a meeting of the Council or of its committees shall be as valid and effective as if it had been passed at a meeting of the Council or (as the case may be) its committees duly convened and held. Such a resolution may consist of several documents in the same form, each signed or approved by one or more members of Council or members of the committee of the Council, as the case may be.

56. All or any of the members of Council or any committee of the Council may participate in a meeting of the Council or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

#### **Declaration of Interests of Members of Council**

57. A member of Council must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the College in any transaction or arrangement entered into by the College which has not previously been declared. A member of Council must absent himself from any discussions of the Council in which it is possible that a conflict will arise between his duty to act solely in the interests of the College and any personal interest (including but not limited to any personal financial interest).

#### **Committees**

58. The Council may delegate any of its powers or functions to committees consisting of such persons as the Council may think fit. All such committees shall, in the exercise of powers of functions so delegated, conform to any regulations imposed on them by the Council. The meetings and proceedings of all committees shall be governed by the provisions of the Byelaws for regulating the meetings and

proceedings of the Council so far as applicable and except where these Byelaws or any Regulations of the Council otherwise provide. All committees shall fully report their acts and proceedings to the Council as soon as is reasonably practicable.

#### **Disqualification of members of Council**

59. The office of a voting member of Council shall be vacated if:

- (a) he resigns by notice in writing (but only if the number of members of Council necessary for a quorum at a Council meeting will remain in office when the notice of resignation is to take effect);
- (b) he becomes disqualified from being a charity trustee or trustee for a charity under section 178 of the Charities Act 2011.
- (c) he becomes bankrupt, makes a declaration of insolvency or suspends payment or makes any arrangement or composition with his creditors;
- (d) he fails without good reason to attend three consecutive Council meetings;
- (e) he is removed under Byelaw 60;
- (f) he ceases to be a member of the College.

60. The Council may, by a vote of not less than three-quarters of the members of the Council present and voting at a meeting of the Council, at any time remove a member of the Council if he is considered to have acted contrary to the interests of the College or is unable properly to carry out the duties of a Council member. The member whose removal is resolved upon under this Byelaw shall have a right of appeal in accordance with Regulations.

#### **Patrons of the College**

61. The Council may from time to time invite persons who are eminent and distinguished to accept the office of Patron of the College. Such persons shall enjoy such privileges as the Council may confer upon them, but shall not be entitled to vote on any motion at any of meetings of the Council, of any committees or at any general meeting.

#### **Regulations**

62. The Council may from time to time make such regulations as it may think fit and add to, repeal or vary any such regulations. All regulations so made and for the time being in force shall be binding on all members of the College and the Council shall adopt such means as it may think fit to bring such regulations to the notice of members of the College. Regulations may concern the following subjects:

- (a) the procedure at general meetings and meetings of the Council and its committees insofar as such procedure is not regulated by the Byelaws;
  - (b) the procedure for, and the conduct of, nominations and elections of Officers insofar as not regulated by the Byelaws;
  - (c) any matters provided by the Byelaws to be provided in Regulations;
  - (d) generally all such matters as are commonly the subject matter of company rules
- provided that no regulation shall contravene any of the provisions of the Charter, the Byelaws or the Charities Act 2011.

### **The Seal**

63. The common seal of the College shall only be used by the authority of a resolution of the Council or of a committee of the Council authorised for the purpose by the Council. Every document to which the common seal is affixed shall be signed by at least two members of the Council and countersigned by the College Secretary or other person appointed by the Council for such purpose.

### **Accounts**

64. The Council shall cause proper and sufficient books of account to be kept in such manner as to give a true and fair view of the state of the College's affairs and to explain its transactions, with respect to the assets and liabilities of the College; sums of money received and expended by the College and the matters in respect of which such receipts and expenditure takes place and; all sales and purchases of goods and services by the College.

65. The books of account shall be kept at the office or in such place as the Council shall determine and shall be open to inspection by the members of the Council.

66. The Council shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations the accounting records of the College or any of them shall be open to the inspection of members other than members of Council, and no member (not being a member of Council) shall have any right of inspecting any account or book or records of the College except as conferred by statute or authorised by the Council.

67. The Council shall comply with their obligations under the Charities Act 2011 with regard to the preparation of an annual report, annual accounts and annual return and their transmission to the Charity Commission for England and Wales.

### **Audit**

68. Auditors shall be appointed and hold office, and their duties and remuneration regulated, in accordance with Regulations.

### **Bank Account**

69. Any bank or building society account in which any part of the assets of the College is deposited shall be under the control of the Council and shall indicate the name of the College. All cheques, negotiable instruments and orders for the payment of money from such account shall be signed or given in such manner as the Council shall from time to time determine.

### **Indemnity**

70. All members of the Council, the members of the committees, panels and delegations appointed by the Council or by the College in general meeting, the representatives of the Council or of the College, and all the officers, officials and servants of the College shall out of the property and funds of the College be indemnified against all liabilities arising out of the proper exercise of their offices, or the proper execution of their duties to the College; provided that such indemnity shall not apply to:

- (a) any claim or liability arising from any act or omission of a member of Council which the member of Council knew to be a breach of trust or breach of duty or which was

committed by the member of Council in reckless disregard of whether it was a breach of trust or breach of duty or not; or

- (b) the costs of an unsuccessful defence to a criminal prosecution brought against a member of Council in his capacity as a trustee of the College.

The Council may take such reasonable and proper measures as it may deem suitable to offset or provide for the possibility of such an indemnity being required.

### **Notices**

71. Any notice to be given to or by any person pursuant to the Byelaws shall be in writing to the Address for the time being notified for that purpose to the person giving the notice (except that a notice calling a meeting of the Council or of any of its committees need not be in writing).

72. The College may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his Address or by leaving it at that Address or by giving it in electronic form to an Address for the time being notified to the College by the member. A member whose registered address is not within the United Kingdom and who gives to the College an address within that area at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the College.

73. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be

conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 72 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic form, at the expiration of 48 hours after the time it was sent.

79. The business of the first annual general meeting of the College shall include the appointment of the first Auditors of the College.

#### **Transitional Provisions**

74. The first members of the Council shall be the Officers of the Former College in office immediately prior to the date of the Charter and shall continue in office from the date of the Charter for such period as set out in the Byelaws and Regulations.

75. The activities, assets and liabilities of the Former College shall transfer to the College, and the College shall become operational, on a date to be specified by the Council.

76. The Regulations of the Former College shall so far as they shall be consistent with the Charter and the Byelaws be deemed to be Regulations of the College until such time as they shall have been repealed, by a resolution of the Council, or replaced by Byelaws or Regulations made under the Charter.

77. The Council shall have the power to resolve all questions of doubt which may relate to any transitional matter following the grant of the Charter and the establishment of these Byelaws and such determination shall be final and binding upon every person who may be affected thereby.

78. The first annual general meeting of the College shall be convened in such manner and shall be conducted in accordance with such rules, as may be determined by the Council.