

LAWS OF THE MEDICAL SOCIETY OF LONDON

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SECTION I. THE OBJECTS AND CONSTITUTION OF THE SOCIETY

1. The Medical Society of London, founded in 1773 and based at 11 Chandos Street, London, has for its object

“The Advancement of the Sciences of Medicine, Surgery and those branches of Science connected therewith”.

2. The Society shall consist of Fellows¹, Visiting Fellows, Honorary Fellows and Life Fellows.

3. The Society shall have a Council responsible for the day to day operation of the Society who shall in turn appoint 5 Ordinary Trustees, one of whom will be the Chairman, responsible for the Governance of the Society.

SECTION II. THE FELLOWSHIP

4. Entitlement to Fellowship: Fellowship is open to any medical practitioner who is eligible, at the time of election, for registration in the UK and is ordinarily resident in the UK. Clause 15 below deals with subsequent registration issues. Fellowship thereafter is not conditional upon remaining on the medical register or having a licence to practice.

5. Fellowship is also open to those in other health professions who hold a relevant registerable qualification and a higher qualification or are otherwise distinguished and whose qualifications are satisfactory to the Council. Such health professionals shall be eligible for nomination as Fellows up to a limit of 10% of Fellowship

6. Honorary Fellowship can be conferred at the sole discretion of Council to distinguished members of the medical profession, persons connected with medicine, persons eminently skilled in other branches of science connected with medicine and persons who have made a significant contribution to medicine and who are not otherwise Fellows. The maximum number of Honorary Fellowships offered in one year cannot exceed one and will normally only be offered to an individual who has also brought benefit to the Society.

7. Visiting Fellows are individuals who were they to be permanent residents in the UK would be eligible for Fellowship. Visiting Fellows shall be admitted at the discretion of the Council for the term of their stay in the UK or 2 years whichever is the shorter.

8. Life Fellows are individuals who at the time of enactment of these Laws are Life Fellows, or upon whom Council has bestowed Life Fellowship as a mark of appreciation.

¹ Wherever in the Laws of the Society the words “Fellow”, Honorary Fellow”, “Candidate”, “he”, “his”, etc occur, they shall be understood to refer to either sex.

Application for and Admission to Fellowship

9. Those wishing Fellowship or Visiting Fellowship are to complete the form prescribed in Standing Orders which is to be countersigned by a Fellow. The procedure for the application is prescribed in Standing Orders. Once elected at the Ordinary Meeting and the applicant (unless a Visiting Fellow) having paid the subscription due, his name shall be read by an Honorary Secretary at an Ordinary Meeting and the Fellow shall be admitted by the President having made the following obligation:

“I, whose name is hereunto subscribed, promise that I will observe and obey the Laws and Regulations of the Medical Society of London, and endeavour to promote its honour and that of our profession, so long as I shall continue a Fellow thereof.”

10. The President or his deputy shall then greet the Candidate and say, *“In the name and by the authority of the MEDICAL SOCIETY OF LONDON I admit you a Fellow thereof.”* The President will confirm the admission by signing against the name of the nominee in the Obligation Book.

11. The names of those elected by Council to Honorary Fellowship shall be read by an Honorary Secretary at an Ordinary Meeting and the Honorary Fellow shall be admitted on making the same obligation as Ordinary Fellows and admitted by the President in the same manner as Ordinary Fellows.

12. Council may refuse an application for membership if, in the proper exercise of their discretion, they consider it to be in the best interests of the Society to refuse the application. Council must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

13. Council must consider any written representations that the applicant may make about the decision. The Council's decision following any written representations must be notified to the applicant in writing but shall be final.

14. Council must ensure that a database of names and contact details of Fellows is maintained. The Registrar (as Data Controller) is to ensure that the database and any use made of it complies with appropriate legislation

The Withdrawal, Removal and Re-Admission of Fellows

15. A Fellow may resign giving one month's notice to that effect in writing to the Registrar, and paying all moneys due the Society.

16. It is a duty of Fellows to inform the President should there be any reason why their Fellowship should be suspended or ended. Such reasons include having being disciplined by their Professional body, or suspended, or had restrictions placed on their practice other than by virtue of ill health, or has been convicted of a criminal offence for which he or she is liable to a term of imprisonment of one month or more (whether suspended or not), or demonstrated any behaviour which is likely to bring the profession or Society into disrepute. Should the President consider that the reason is potentially so

serious he can, having consulted with at least one Trustee, suspend the Fellow from the Society forthwith pending the matter being brought forward to Council.

17. A Fellow who has been suspended, or one who has not been suspended but where there is a reason to end their membership of the Society, will be referred to Council for a determination as to whether the suspension should continue (and if so for how long) or their membership ended. Council must give the Fellow at least twenty one days' notice of the meeting of the Council at which the matter is to be considered, together with the reasons as to why the suspension is to continue or the membership ended. The Fellow or, at the option of the Fellow, the Fellow's representative (who need not be a Fellow of the Society) is to be allowed to make representations to the Council meeting at which the matter is to be considered.

18. Except where a Fellow has been erased from his professional Register, where there is no right of appeal, a Fellow has a right of Appeal to a Special General Meeting of the Society, convened by the Council for the consideration of the case, which shall precede the next General Meeting. Council shall give at least one Calendar month's notice, by circular, to all Fellows of the Society including the Fellow whose conduct is in question.

19. Such a Special General Meeting shall be quorate only if there are at least 10 Fellows present. An appeal shall succeed if less than two-thirds of the votes cast are for the expulsion. A Fellow thus expelled shall thereby forfeit all claim upon the Society.

20. It will be assumed that a Fellow who has not paid his dues has resigned, such resignation taking effect 6 months after the due date for payment of the dues, having been reminded of the same by the Registrar, by letter to the address notified by the Fellow to the Society 6 weeks previously

21. Fellows who have resigned or whose Fellowship has been suspended or ended may be re-admitted on their application for that purpose, upon such terms as the Council may think proper.

The Contributions of Fellows

22. The annual contributions of Fellows shall be as laid down in Standing Orders.

SECTION III: POWERS OF THE SOCIETY

Application of the Income and Property:

23. The income and property of the Society shall be applied solely towards the promotion of the Object.

24. Trustees or Members of Council may pay out of, or be reimbursed from, the property of the Society reasonable expenses properly incurred by themselves when acting solely and exclusively on behalf of the Society and with the prior approval of the Trustees or Council.

25. None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Fellow. This does not prevent:

- (1) a Fellow who is not also a Trustee or member of Council from receiving reasonable and proper remuneration for any goods or services supplied to the Society;
- (2) a Trustee or Member of Council from:
 - (a) buying goods or services from the Society upon the same terms as other Fellows or members of the public;
 - (b) receiving a benefit from the Society in the capacity of a beneficiary of the Society, provided that the Trustee or Council Member comply with the provisions of Law 26, or as a Fellow of the Society and upon the same terms as other Fellows;
 - (c) the purchase of indemnity insurance for the Trustees and/or Council Members against any liability that by virtue of any rule of law would otherwise attach to a Trustee or Council Member or other officer in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Society but excluding:
 - (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
 - (iii) liabilities to the Society that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Society or in respect of which the person concerned did not care whether that conduct was in the best interests of the Society or not.
- (3) No Trustee or Council Member may be paid or receive any other benefit for being a Trustee or Council Member.

26. A Trustee or Council Member may:

- (1) sell goods, services or any interest in land to the Society;
- (2) be employed by or receive any remuneration from the Society;
- (3) receive any other financial benefit from the Society, if :
 - (a) he or she is not prevented from so doing by Rule 24; and

(b) the benefit is permitted by Rule 24; or

(c) the benefit is authorised by the Trustees in accordance with the conditions in Rule 27.

27. If it is proposed that a Trustee or Council Member should receive a benefit from the Society that is not already permitted under Rule 25 , he or she must:

- (1) declare his or her interest in the proposal;
- (2) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
- (3) not be counted in determining whether the meeting is quorate;
- (4) not vote on the proposal.

28. In cases covered by Rule 26, those Trustees and Council Members who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Society to contract with or employ that Trustee or Council Member rather than with someone who is not a Trustee or Council Member and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee or Council Member against the disadvantage of doing so (especially the loss of the Trustee's or Council Member's services as a result of dealing with the Trustee's or Council Members conflict of interest).

29. The Trustees must specifically authorise a transaction falling within Rule 26(1) - 26(3) but may only do so if the Trustee body comprises a majority of Trustees who have not received any such benefit.

30. If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee or Council Member will be void and the Trustee or Council Member must repay to the Society the value of any benefit received by the Trustee or Council Member from the Society.

31. A Trustee or Member of Council must absent himself or herself from any discussions of the Trustees or Council in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

32. In considering any benefit or potential benefit accruing to a Trustee or Member of Council under this Section, "Trustee" or "Member of Council" shall include any person firm or company connected with the Trustee or the Member of Council.

Dissolution

33. If the Fellows at a General Meeting resolve to dissolve the Society the Trustees will remain in office as Society Trustees and be responsible for winding up the affairs of the Society in accordance with this clause.
34. The Trustees must collect in all the assets of the Society and must pay or make provision for all the liabilities of the Society.
35. The Trustees must apply any remaining property or money (a) directly for the Object; (b) by transfer to any Society or charities for purposes the same as or similar to the Society; (c) in such other manner as the Charity Commission for England and Wales (“the Commission”) may approve in writing in advance.
36. The members may pass a resolution before or at the same time as the resolution to dissolve the Society specifying the manner in which the Trustees are to apply the remaining property or assets of the Society and the Trustees must comply with the resolution if it is consistent with paragraphs (a)–(c) inclusive in Law (34) above.
37. In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society (except to a member that is itself a Society).
38. The Trustees must notify the Charity Commission promptly that the Society has been dissolved. If the Trustees are obliged to send the Society’s accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Society’s final accounts.

Amendments

39. The Society may amend any provision contained in the Laws provided that:
- (1) no amendment may be made that would have the effect of making the Society cease to be a Charity at law;
 - (2) no amendment may be made to alter the Object if the change would not be within the reasonable contemplation of the Fellows of or donors to the Society;
 - (3) no amendment may be made to the Laws on Application of the Income and Property without the prior written consent of the Charity Commission.
 - (4) no Trustee will be paid or receive any other benefit without the prior written consent of the Charity Commission;
 - (5) any resolution to amend a provision of these Laws is passed by not less than two thirds of the members present and voting at a General Meeting.

(6) A copy of any resolution amending this constitution shall be sent to the Commission by the Registrar within twenty one days of it being passed. On dissolution, they must send the Commission the Society's final accounts.

SECTION IV. THE OFFICERS AND COUNCIL OF THE SOCIETY, THEIR ELECTION AND THEIR DUTIES

Composition, Election, Dismissal, Co-Option and Quorum

40. Council shall comprise a President, a President-Elect (who must hold a registerable medical qualification), three Vice-Presidents, an Honorary Treasurer, an Honorary Librarian, an Honorary Editor, two Honorary Secretaries, of which one shall be Senior and the other the Junior Secretary, the Registrar and nine other Fellows of the Society who shall be termed Councillors. With the exception of the Registrar all Council Members shall be Honorary.

41. Council shall be quorate if there is present one President or Vice-President and 10 others. Council shall meet at least 6 times annually.

42. Each year the Fellowship shall elect, to take office the following year, the President-Elect, the Junior Secretary and 3 Councillors. Each 5 years, the membership shall elect an Honorary Librarian and Honorary Editor. The President will on relinquishing office assume the post of Vice President which Office he shall hold for 3 years. The Senior Secretary will on relinquishing office become a Councillor for the next 3 years. Councillors shall serve for 3 years and are eligible for re-election. The Honorary Treasurer shall be a Trustee (see below).

43. Elections shall take place at a time and in a format laid down in Standing Orders. The Standing Orders are to make provision for:

(1) Trustees to form a sub-committee to identify a suitable nominee for President-Elect to recommend to the Fellowship.

(2) Council to identify suitable candidates for other Council vacancies to recommend to the Fellowship.

(3) An opportunity for the Fellowship to nominate alternative candidates in good time, permitting the Fellowship to be informed 2 weeks before the Second General Meeting of the vacancies to be contested.

(4) Where there are no alternative candidates to those recommended by Council, the Senior Secretary is to notify the outcome at the Second General Meeting.

44. Where vacancies are contested, the Senior Secretary is to oversee and announce the results of a secret ballot of those present and voting on the day and is to be administered by the Registrar.

45. Council, but not individual Councillors (other than by virtue of Rule 17), can be dismissed by a vote of the Fellowship at a Special General Meeting held for that purpose, subject to a quorum of 60 members, a two thirds majority and notification of the Special General Meeting by circular to those Fellows with a UK or BFPO address 4 weeks previously. Should Council be dismissed, the Trustees are to make arrangements for a new Election and in the meantime ensure that the Society continues to meet all its legal obligations.

46. The Council shall have the power of co-option to Council to fill any vacancies occurring through death or resignation in the Council between the General Meetings. The Council can also from time to time co-opt to Council non-voting individuals, who need not be Fellows of the Society, who have particular skills that are considered necessary to the management of the Society.

47. Each member of Council shall, before taking part in the meeting, sign his name in the book kept for the purpose, and this shall be taken as the sole evidence of his attendance.

Duties and Responsibilities of Council

48. The duties of the Council are to:

- (1) Elect the Ordinary Trustees, as per Law 56.
- (2) With the Trustees, to oversee, and where appropriate assist, the Registrar in his day to day running of the society.
- (3) Consider applications for Fellowship and suspension and ending of Fellowship.
- (4) Assist the President Elect formulate the next year's academic programme and subsequently formally endorse it.
- (5) Amend, subject to endorsement of the Trustees, the Standing Orders of the Society.
- (6) Assist the Trustees, when requested, in discharging the statutory responsibilities of Trustees.

49. In discharging their duties, Council can delegate routine duties to the sub-committees that from time to time are listed in Standing Orders and can also form and disband temporary working parties to consider specific matters.

50. Council must, subject to the endorsement of Trustees, ensure that the Council and Registrar manage the business of the Society and have the following powers in order to further the Object (but not for any other purpose):

- (1) to raise funds. In doing so, Council must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
- (4) to borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if they intend to mortgage land;
- (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (7) to acquire, merge with or enter into any partnership or joint venture arrangement with any other Society formed for any of the Object;
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) to obtain and pay for such goods and services as are necessary for carrying out the work of the Society;
- (10) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;
- (11) to do all such other lawful things as are necessary for the achievement of the Objects;

51. No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees or Council;

52. Any meeting of Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Council.

TRUSTEES

Composition, Election, Dismissal, Co-Option and Quorum

53. There shall be five Ordinary Trustees who will appoint one of their number as Chairman. One of the Trustees shall also be the Honorary Treasurer of Council. Three Ordinary Trustees, in conference by whatever method and including by digital media shall be a quorum and decisions shall be by simple majority, with the Chairman voting and in the event of a tie also having a casting vote. No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

54. The Ordinary Trustees can at their discretion appoint up to 3 Additional Trustees for their specialist knowledge, such as, but not restricted to, a lawyer or an accountant. Additional Trustees shall be appointed for such time as determined by the Ordinary Trustees. Such additional Trustees shall be available to assist and advise Council in which capacity they may attend meetings of Council and its sub-Committee. The appointment of such Trustees is to be first discussed with Council (who however have no power to oppose such appointments) and, when appointed, be notified to Council.

55. An Ordinary Trustee must be a Fellow of the Society and, apart from the Honorary Treasurer who is elected by Council and then becomes a Trustee, should normally have been a former President. In the absence of a former President or Treasurer willing to be appointed, an individual who is serving, or has previously served on Council may be appointed. No-one may be appointed as an Ordinary Trustee if he or she would be disqualified from acting under the provisions of Rule 17. A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

56. Ordinary Trustees will be elected by Council who will take account of any recommendation from existing Trustees. Trustees will each serve for 5 years and are eligible for re-election for one further term of 5 years. One Trustee will retire per year. In the event a vacancy unexpectedly occurs, or arises as a result of Rule 57 or 58, Council will expeditiously elect a replacement who will serve the balance of the term of the Trustee who has vacated the position.

57. Any Ordinary Trustee may resign and may also be removed from office by resolution of the Council, passed by a two-thirds' majority of the members of the Council, not less than ten being present and voting upon such resolution. If a Trustee ceases to be a Fellow of the Society he shall ipso facto cease to be a Trustee. Trustees can appeal against dismissal to the Fellowship using the same mechanism and with the same conditions as laid down for an appeal by a Fellow against suspension or ending of his Fellowship. Any dismissal will not take place until the outcome of any appeal has been determined, but pending an appeal an Ordinary Trustee is to be suspended from all Trustee duties.

58. A Trustee shall cease to hold office if he or she: (1) is disqualified from acting as a Trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); (2) if an Ordinary Trustee ceases to be a Fellow of the Society; (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; (4) resigns as a Trustee by notice to the Society (but only if at least two Ordinary Trustees will remain in office when the notice of resignation is to take effect); or (5) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

Duties and Responsibilities of Trustees

59. All property shall be vested in the Incorporated Trustees of the Medical Society of London under the Charities Act². The Incorporated Trustees shall be the Trustees of the Medical Society of London. Where documents have to be executed by an incorporated body of Trustees, a minimum of 3 Trustees are to sign such document.

60. Trustees shall fulfil the duties laid down in the Charities Act. They shall ensure that Council and any sub-committees act in accordance with the Charities Act and with the Laws and Standing Orders of the Society. They shall consider any proposals to alter the Standing Orders and shall agree such proposals except where they contravene any Statutory Provisions, these Laws, or in the opinion of the Trustees change the ethos or nature of the Society. In order to fulfil these duties, Trustees can attend Council and can also nominate one of their number to attend any sub-committee formed by Council, subject only to such a Trustee withdrawing in the event that Council is debating an issue in which the Trustee has a significant conflict of interest.

61. Trustees are responsible for the interpretation of these Laws and Standing Orders, for resolving any contradictions or for ruling on any matters not covered by these Laws or Standing Orders, subject always to their duties under Charities Laws.

62. Trustees have absolute right of veto over any decisions taken by Council that contravene Charity Law or other Acts or Statutes or Statutory Regulation that are from time to time enacted.

63. The Trustees shall not be responsible for any loss or damage whatsoever which may befall or happen to any property of the Society, and shall be indemnified out of the funds of the Society against all liabilities in respect thereof.

64. Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Charity (except those buildings that are

² The Charities Act is that Act that governs in England and Wales the operations of Charities, being the Charities Act 2011 or its successor and any Regulations deriving therefrom.

required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employers' liability. Trustees are to ensure Council are aware of the status of repair and insurance as they apply to all the buildings of the Charity.

65. Trustees shall meet (whether in person or by a minuted digitally enabled conference) at least once in each of the 3 academic terms per year and when called upon to do so by any one Trustee. Each Trustee shall, before taking part in a meeting of Trustees, ensure his name is recorded as participating in the meeting in the book kept for the purpose, and this shall be taken as the sole evidence of his attendance. Minutes of the Trustee meeting are to be presented to the next meeting of Council following the Trustee meeting.

66. The Chairman shall chair meetings of the Trustees. If the Chairman is unwilling or unable to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting. The person appointed as acting Chair of meetings of the Trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Trustees. A Trustee acting on behalf of the Chairman in their absence shall have the casting vote in the event of a split vote.

67. A resolution signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

68. Delegation:

- (1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any such delegation must be recorded in the minute book.
- (2) The Trustees may impose conditions when delegating, including the conditions that: the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- (3) No expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the Trustees.
- (4) The Trustees may revoke or alter a delegation.
- (5) All acts and proceedings of any committees, including Council and sub-committees of Council, must be fully and promptly reported to the Trustees.

THE PRESIDENT AND VICE-PRESIDENTS

69. The President, who shall hold a registrable medical qualification, shall be the previous year's President-elect. Either the President or a Vice-President, or in the absence of any Vice-President, the President-Elect, shall preside at all meetings of the Society. The President shall be an *ex-officio* member of all committees. He shall sign the minutes of the meetings and shall present the thanks of the Society to contributors and donors.

70. The President, at the end of his term of office, shall become a Vice-President for a period of three years.

71. Subject to any specific direction of the Council, the President shall, between its meetings, be responsible for issuing direction and guidance to the Registrar for the general management of the business of the Society.

72. The Vice-Presidents, in addition to being members of Council, shall in the absence, illness or death of the President assume the duties of the President, the newest Vice-President present having primacy.

THE HONORARY TREASURER

73. The Honorary Treasurer shall be elected by Council and become a Trustee (should he or she not already be a serving Trustee) for a period of five years. The Honorary Treasurer need not be a Past President. He or she shall be Chairman of the House and Finance Committee and shall be an *ex officio* member of other committees and sub-committees dealing with financial matters or likely to incur costs or financial liabilities.

74. The Honorary Treasurer shall be responsible for the overall supervision of the Society's finances with professional advice as approved by the Trustees. He shall ensure that any investments or financial transactions and accounts appertaining thereto shall be in conformity with Charity laws. He may be empowered by Council (subject to any veto by the Trustees) to authorise expenditure up to a specified amount and Council can place any restrictions they see fit upon such power. He shall report to both Council and the Trustees as required.

75. The Honorary Treasurer shall present, at the Second General Meeting in each year, a Report of the income and expenditure of the Society during the past session. This Report shall normally be presented to Council at the May meeting.

76. The Society shall not and may not make any dividend, gift, division or bonus to any of its Fellows (unless they are employees of the Society) except that it can, at the discretion of Council and with the concurrence of the Trustees, reimburse Fellows for any necessary expenses incurred in the course of duties undertaken on behalf of and with the prior consent of the Society. Such reimbursement includes Trustee Liability Insurance, to the extent that such insurance is allowed under Charity Laws.

THE HONORARY LIBRARIAN AND HONORARY EDITOR AND HONORARY ARCHIVIST AND HONORARY CURATOR

77. The duties of the Honorary Librarian and Honorary Editor shall be laid down in Standing Orders.

78. Standing Orders may also provide for Council to appoint other Honorary Officers, such as an Honorary Archivist and an Honorary Curator, who need not be Fellows of the Society. Such Honorary Offices shall be appointed for a period of five years and be entitled to attend and speak, but not vote, at meetings of Council and shall undertake such duties as are from time to time are included in Standing Orders.

THE HONORARY SENIOR SECRETARY AND HONORARY JUNIOR SECRETARY

79. There shall be two Honorary Secretaries, with each year a Junior Secretary being elected who shall ordinarily proceed to be Senior Secretary after one year and thereafter may serve either as President-Elect or for a further 3 years as a Councillor.

80. The Secretaries will assist the President at Special, General and Ordinary meetings of the Society. The Senior Secretary, or in his absence the Junior Secretary, should attend every meeting of the Society and of the Council and of any sub-committees of which he is a member. He is to ensure that meetings, applications for Fellowship and elections are conducted in accordance with the Laws and Standing Orders

81. The Junior Secretary shall deputise for the Senior Secretary whenever necessary.

REGISTRAR

82. The Registrar, who shall be a Member of Council, shall be a salaried employee of the Society and shall transact the general business of the Society in accordance with the duties and responsibilities laid down in the job description prepared and approved on behalf of Council by the House and Finance Committee and included in Standing Orders. Council may also at its discretion appoint a Deputy Registrar who may deputise for the Registrar at meetings of Council.

THE ORATOR

83. The Council shall annually appoint an Orator to deliver the Oration which may be followed by a conversazione.

SECTION V: THE LETTSOMIAN LECTURE AND FOTHERGILL MEDAL

84. The Council shall annually appoint a Fellow of the Society to give the Lettsomian Lecture on a subject in connection with medical science.

85. The Council shall every three years in consultation with the Royal College of Physicians select the recipient of the Fothergill Medal in the appropriate triennial session.

SECTION VI. THE MEETINGS OF THE FELLOWSHIP

86. The Society shall have three types of meetings:

- (1) Ordinary Meetings of the Society whose main purpose is the delivery of the academic programme.
- (2) General Meetings, two per year and called respectively the First and Second General Meetings of the Society, for conducting business and elections, to be followed by an Ordinary Meeting.
- (3) Special General Meetings called to consider specific matters at which no resolution or amendment shall be considered carried unless at least two-thirds of the votes cast are in favour of such resolution or amendment. Special General Meetings may be convened by the President or Chairman of Trustees or on application by 20 Ordinary Fellows using the format laid down in Standing Orders. If required, the Registrar is to notify the Fellowship, giving a minimum of 2 full weeks' notice. Other than in exceptional circumstances, Special General Meetings should precede an Ordinary or a General Meeting.

87. The procedure to be used at Meetings is to be specified in Standing Orders.

SECTION VII. THE SOCIETY'S TRANSACTIONS

88. The Transactions of the Society, under the designation of TRANSACTIONS OF THE MEDICAL SOCIETY OF LONDON, shall be prepared by the Honorary Editor at such times and in such manner as specified in Standing Orders.

89. Each Honorary Fellow, Life Fellow and Fellow of the Society shall be entitled to receive the Transactions which may be produced after his admission as a Fellow, provided his subscription is not more than three months in arrears.

SECTION VIII. THE MAKING AND REPEALING OF LAWS

90. New Laws shall be enacted and old Laws repealed or altered only at the First or Second General Meeting of the Society, or at such Special General Meetings as shall be summoned for the purpose. A minimum of 4 weeks' notice is to be given of any changes in the Laws.

91. All proposed changes in the Laws shall be advertised to all Fellows through the website (and other digital media) and displayed on the Notice Board for the inspection of Fellows for one month before the meeting at which it is intended to

submit such proposed changes and individual copies made available on request to Fellows.

92. No alterations of the Laws at the First or Second General Meeting shall be valid unless two-thirds of the Fellows voting ballot in its favour, not fewer than twenty-one Fellows being present and recording their votes.

SECTION IX. SALARIED OFFICIALS

93. The salaried officials shall not be Fellows of the Society other than by virtue of their qualifications.

94. The Registrar and other salaried officials shall be appointed by a sub-committee comprising Trustees and Councillors as laid down in Standing Orders.

95. The job descriptions, remuneration, terms of service, salaries and wages of all employees shall be proposed by Council or a sub-committee thereof for approval by Trustees.

96. The Registrar must ensure that the Society keeps in repair and insures to their full value against fire and other usual risks all the buildings of the Society (except those buildings that are required to be kept in repair and insured by a tenant). He must also insure suitably in respect of public liability and employers' liability. The Registrar must confirm to both Council and the Trustees that such action has been taken.

SECTION X: NOTICES

97. Any notice required by this constitution to be given to or by any person must be:

- (1) in writing; or
- (2) made available through electronic communications.

98. The Society may give any notice to a member either:

- (1) personally; or
- (2) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (3) by leaving it at the address of the member; or
- (4) by giving it using digital communications to the member's email address.

99. A member who does not register a postal address or an email address with the Society or who registers only a postal address that is not within the United Kingdom (unless it is a British Forces Post Office address) shall not be entitled to receive any notice from the Society.

100. A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.

101. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

102. Proof that a notice contained in an digital communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

103. A notice shall be deemed to be given 96 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

SECTION XI: STANDING ORDERS

104. Council shall from time to time make Standing Orders for the conduct of their business.

105. Standing Orders are to be endorsed by the Trustees.

106. The Standing Orders may regulate the following matters but are not restricted to them:

(1) the admission of members of the Society (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees,

(2) subscriptions and other fees or payments to be made by members;

(3) the conduct of members of the Society in relation to one another, and to the Society's employees and volunteers;

(4) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;

(5) the procedure at general meetings and meetings of the Council and of Trustees in so far as such procedure is not regulated by this Constitution;

(6) the keeping and authenticating of records. If regulations made under this clause permit records of the Society to be kept in digital form and require a Trustee to sign the record, the Standing Orders must specify a method of recording the signature that enables it to be properly authenticated.)

(7) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

107. Council shall have the power to alter, add to or repeal Standing Orders, subject to them being endorsed by the Trustees. Such amendments are to be notified to the Fellowship at the next Ordinary Meeting of the Society.

108. Council must adopt such means as they think sufficient to bring the Laws and Standing Orders to the notice of members of the Society.

109. The Laws and Standing Orders shall be binding on all members of the Society. No Standing Order shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

SECTION XII: ANNUAL REPORT AND RETURN AND ACCOUNTS

110. The Trustees must comply with their obligations under the Charities Act 2011, or any Act that replaces it or Regulation made pursuant to any such Act, with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the Charity;
- (3) the transmission of the statements of account to the Charity;
- (4) the preparation of an annual report and its transmission to the Commission;
- (5) the preparation of an annual return and its transmission to the Commission.

111. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

112. The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

113. The Trustees must ensure the title to:

- (1) all land held by or in trust for the Charity that is not vested in the Official Custodian of Charities; and
- (2) all investments held by or on behalf of the Charity, is vested either in a corporation entitled to act as custodian Trustee or in not less than three individuals appointed by them as holding Trustees.
- (3) The terms of the appointment of any holding Trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Charity.

(4) The Trustees may remove the holding Trustees at any time.