

# **The Royal College of Nursing of the United Kingdom ("the College")**

## **Standing Orders**

### **Background to Standing Orders**

- (A) The College was established as a Royal College by Royal Charter in 1928 under the name "The College of Nursing" with exclusively Charitable purposes and was recognised as a charity;
- (B) In 1940 the College's name was changed to The Royal College of Nursing;
- (C) In 1974 the College's name was changed to the Royal College of Nursing of the United Kingdom;
- (D) In 1977 the College adopted a new object:
- (E) "To promote the professional standing and interests of Members of the nursing profession".
- (F) This object was not appropriate for a charity which is established for public benefit and not for the benefit of members of a profession. But the inclusion of this new object allowed the College to register with the Certification Officer for Trades Unions as a Special Register Body – namely a professional trade union;
- (G) At the same time RCN established a new charitable trust, The RCN Charitable Trust (the Trust), with the same exclusively charitable objects as the College had had up to that point. The College became the sole trustee of the Trust so that the College's Council became the Trustees of the Trust. The Trust was registered with the Charity Commission, registered charity number 273463 on 18<sup>th</sup> May 1977;
- (H) The College at that point declared a trust in favour of the Trust over all its property so the Trust became the legal owner of all the property that up to that point had belonged to the College;
- (I) On 7<sup>th</sup> September 1978 the College was also registered with the Charity Commission under the name "The Income and Property of the Royal College of Nursing" (the Property Trust) registered charity number 276435;
- (J) The close interrelationship between the College and the Trust – because the Members of Council served as both the Council of the College and the Trustees of the Trust – meant that the two organisations were not clearly separated in governance or management. This was compounded by the fact that the College was itself registered as a charity in the form of the Property Trust, even though the College did not have exclusively charitable objects which is a prerequisite for the registration of a charity;
- (K) On 31<sup>st</sup> March 2010 The Charity Commission approved a Scheme with effect from 1<sup>st</sup> April 2010 whereby:

- (L) The assets of the Trust were divided between the College and a new registered charity with more separate governance, the RCN Foundation registered charity no 1134606;
- (M) With effect from 1<sup>st</sup> April 2010 the Privy Council approved amendments to the College's Royal Charter removing specific references to it acting as a charity and giving it express powers to provide Provident Benefits appropriate to a professional trade union, those amendments having been approved by the members at the annual general meeting held on 28<sup>th</sup> October 2009;
- (N) The Trust and the Property Trust were removed from the Charity Commission Register on 21<sup>st</sup> December 2010 thus creating the current governance structure which comprises:
  - the College, established by Royal Charter and a special register body under Trades Union law; and
  - the RCN Foundation, a separate registered charity linked to the College but legally separate from it;
- (O) As a Royal College the College is obliged to provide educational and training commensurate with its role. The governance structure has to reflect this role. At the same time, the College is also one of the largest trade unions in the country. Hence within the College there are two distinctive strands of activity, which reflect the fact that the College is accountable to two principal regulators, The Privy Council for Royal College status and the Certification Office for Trade Union status;
- (P) On 12<sup>th</sup> May 2011 a supplemental Charter for the College took effect which supersedes the previous Charter. In particular the supplemental Charter allows the College to adopt or amend Standing Orders for the internal governance of the Society, by Special Resolution (Article 16); and
- (Q) These Standing Orders were adopted by the College on 20<sup>th</sup> October 2010 to take effect from 1<sup>st</sup> April 2011. They were subsequently amended by the membership in general meeting on 26<sup>th</sup> October 2011, 17<sup>th</sup> October 2012, 21<sup>st</sup> June 2016, 20<sup>th</sup> May 2019, 27<sup>th</sup> November 2020, 14<sup>th</sup> May 2021, 10<sup>th</sup> July 2023 and 17<sup>th</sup> July 2024.

## **1. Definitions**

In these Standing Orders all words and phrases which are defined in the Royal Charter shall have the same meaning as in the Royal Charter:

- 1.1 "Address" means a Member's mailing address as specified in the Roll but also includes a number or address for the purpose of sending or receiving documents by Electronic Means;
- 1.2 "Annual General Meeting" means the annual general meeting held in accordance with Article 10 of the Charter;
- 1.3 "Associate or Affiliate" means a person admitted as an Associate or Affiliate of the College in accordance with Standing Orders;

- 1.4 “Branch” means a branch of the College in England, Wales, Scotland and Northern Ireland recognised by the Council;
- 1.5 “Chair” means the Chair for the time being of the Council as elected by Council Members in accordance with Standing Order 21;
- 1.6 “Council Officers” means the Chair, Vice-Chair and Honorary Treasurer for the time being of the Council as elected by Council Members in accordance with Standing Order 21;
- 1.7 “Electronic Form” means if a document or information is sent or supplied by Electronic Means (for example by email or fax) or by any other means while in an electronic form (for example sending a disk by post);
- 1.8 “Electronic Means” means if a document or information is sent or supplied so that it is sent initially and received at its destination by means of electronic equipment for the processing (which expressly includes digital compression) or storage of data and entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means;
- 1.9 “Executive Team” means the Chief Executive & General Secretary and the senior employees of the College who report to the Chief Executive & General Secretary and who are designated as such from time to time by the Chief Executive & General Secretary;
- 1.10 “General Meeting” has the meaning ascribed to it in Standing Order 13;
- 1.11 “Hard Copy” or “Hard Copy Form” means if a document or information is sent or supplied in a paper copy or similar form capable of being read;
- 1.12 “Member” means a person who is a member of the College and includes Student Members;
- 1.13 “National and Regional Board” means a National or Regional Board of the College established by the Council in accordance with Standing Order 23;
- 1.14 “Nursing Support Worker” means a nursing support worker admitted to nursing support worker membership of the College in accordance with Standing Order 5.2.4;
- 1.15 “Nursing Support Workers Committee” means that body recognised by the Council as representing the nursing support workers constituency of the College;
- 1.16 “RCN Forums” means those bodies established [by Council] to provide an opportunity for members to network, share best practice and lead the development of knowledge within specialist areas of interest;
- 1.17 “Returning Officer” means a person appointed by the Council to serve as Returning Officer in the event of any election conducted in accordance with Standing Orders and who is not a Member of the College;

- 1.18 “Roll” means the roll of Members maintained by the College by whatever means;
- 1.19 “Students’ Committee” means that body recognised by the Council as representing the Student Members;
- 1.20 “Student Member” means a student admitted to Student Membership of the College in accordance with Standing Order 5.2.2;
- 1.21 “Vice-Chair” means the Vice-Chair of the Council elected by Council in accordance with Standing Order 21.

## **2. The Headquarters**

- 2.1 The Headquarters of the College will be at 20 Cavendish Square, London W1G 0RN unless the Council with the approval of the Members in General Meeting decides otherwise.

## **3. Power to Call Industrial Action**

- 3.1 It is a fundamental principle of the College that its Members shall not act in any way which is detrimental to the wellbeing or interests of their patients or clients. Without prejudice to this fundamental principle, the Council is empowered to authorise action by Members in furtherance of an industrial dispute and to make regulations governing the procedure to be followed;
- 3.2 No industrial action shall be taken by any Member without the prior authorisation of the Council;
- 3.3 Any decision of the Council to call a ballot for industrial action must be approved by way of a Special Resolution of Council The Council will not authorise any form of industrial action unless satisfied that such form will not be detrimental to the wellbeing or interests of patients or clients;
- 3.4 The Council will ensure that any authorised industrial action complies with both the relevant trade union legislation in force at the time and with the RCN Code of Practice on Industrial Action;
- 3.5 The Council may delegate to a committee of the Council the power to make recommendations when, where and in what form industrial action may be taken by Members (subject always to the provisions of the above clauses). Such committee may be convened at the request of the Chair of the Council or the Chief Executive & General Secretary; and
- 3.6 This order may not be altered, amended, added to or repealed other than by Special Resolution of the College in General Meeting.

## **4. Membership of the International Council of Nurses**

- 4.1 The College shall continue in membership of the International Council of Nurses representing the United Kingdom, unless the Council with the approval of the College in General Meeting shall otherwise determine.

## **5. Membership**

5.1 Council shall maintain the Roll;

5.2 The Council may admit to membership of the College in its discretion any persons who are:

5.2.1 on a register of persons engaged in nursing;

5.2.2 studying to acquire any of the qualifications necessary for them to have their name included on any register established by an Act of Parliament or by licence;

5.2.3 admitted to membership on the grounds of distinction in nursing;

5.2.4 engaged in supporting nursing in health and social care as Council may from time to time determine.

Provided that the Council may at its discretion decline to admit any person to membership of the College provided that it shall state its reasons in writing and return any subscription paid by any such person;

5.3 The Council may, if it thinks fit order the removal from the Roll the name of any Member whose subscription is in arrears for not less than three months;

5.4 The rights and privileges of every Member shall be personal and not transferable or transmissible;

5.5 Subject to a Member's statutory rights the Council shall have power to discipline any Member (including power to order the removal of the Member from the Roll) who in the opinion of the Council has not met the standards of behaviour and conduct expected of them, provided that no Member's name be removed (or suspended) from the Roll for this reason unless that Member shall have been given a reasonable opportunity of being heard by the Council or a committee established by Council in his or her own defence. The Council shall for this purpose make Regulations laying down how an allegation that a member has not met the standards of behaviour and conduct expected of them shall be investigated and adjudicated upon, what duty there shall be to report it and what sanctions (including removal or suspension from the Roll) may be imposed where misconduct or gross misconduct is found, as well as any matters attendant thereon;

5.6 The Council may also in its discretion restore the name of any person so removed if that person has complied with such conditions or requirements as may be laid down by the Council for the restoration of the name of such person to the Roll;

5.7 The Council may admit any person as an associate/affiliate of the RCN on such conditions as the Council shall, subject to the provisions of these Standing Orders, from time to time determine.

5.8 The Council shall have power from time to time to establish, recognise and change the name, nature or constitution of membership bodies.

- 5.9 The Council shall have the power to define who are RCN activists and representatives and to accredit and disaccredit RCN members as representatives. The Council shall lay down regulations, policies and processes for this purpose. Any disaccreditation process shall include a reasonable opportunity for the member to be heard.

## **6. Subscription Rates**

- 6.1 Every Member shall pay an annual subscription as shall from time to time be determined by the College in General Meeting on the recommendation of the Council.
- 6.2 Save as provided in the Charter or in Standing Orders no fee or other contribution shall be demanded from any person as a condition of that person becoming or continuing a Member.

## **7. Composition of the Council and Method of Election**

- 7.1 Those Council Members who are serving at the date on which these Standing Orders take effect shall continue in office in accordance with the terms of their tenure;
- 7.2 The Council shall, when complete, comprise:
- 7.2.1 the President, Deputy President and 14 Council Members elected in accordance with Standing Orders;
  - 7.2.2 the Chair of Congress, in a non-voting capacity;
  - 7.2.3 the Chief Executive & General Secretary in a non-voting capacity;
  - 7.2.4 up to 10 Executive Team members in a non-voting capacity, such Executive Team members to be appointed by the Chief Executive & General Secretary, provided that the Executive Team member with responsibility for governance shall not be so appointed. Executive Team members shall cease to be Council members on ceasing to be Executive Team members.
- 7.3 No Council Member may serve in more than one of the 17 Council Member roles [in 7.2.1 and 7.2.2.] simultaneously;
- 7.4 The term of office of Members elected to the Council shall be four years except for the place allocated to the Student Member which shall be filled in accordance with the provisions of Standing Orders. One half of the Members elected to the Council shall retire every two years;
- 7.5 For the purposes of nomination and election to the Council there shall be fourteen constituencies: nine regional constituencies in England, and a country constituency in each of Scotland, Wales and Northern Ireland, a student constituency, and a Nursing Support Worker constituency. One Council Member shall be elected in each constituency;

- 7.6 For the purposes of the election of Council Members in the nine English

regions the Council may from time to time fix or revise the geographical boundaries of such regions. One English region shall for the purposes of this Standing Order and of any determinations made thereunder be deemed to include the Channel Islands and another English region shall be deemed to include the Isle of Man;

- 7.7 No salaried Member who is on the staff of the College shall be eligible for election to the Council and for a minimum of a further 2 years after they leave the employment of the College;
- 7.8 The President and Deputy President shall be Members of the Council ex-officio;
- 7.9 Any person serving as a Council Member ex-officio shall continue as such for so long as he or she occupies the relevant office and on relinquishing the same he or she shall vacate his or her place on the Council which shall be filled by his or her successor in office.

## **8. Elections**

- 8.1 Not less than six months before the 1 January in any given calendar year in which Council Members are to be elected, the Council shall appoint a Returning Officer, to be responsible for, and to make such regulations as are necessary for, the proper conduct of the election. The Council with the approval of the Returning Officer shall fix the date by which nominations and voting papers are to be received;
- 8.2 The right of nomination for election to the Council in the nine regional constituencies in England and a country constituency in each of Scotland, Wales and Northern Ireland shall be reserved to Nurse Members. Candidates for election must be nominated by two Nurse Members of the constituency in which the election is being held.
- 8.3 The Council shall procure that there be sent to every Member before the date at which the results of the election are to be received a voting paper in such form as the Council with the approval of the Returning Officer shall determine setting out the names of all candidates and the constituencies in which they are standing for election and categories in which they are standing for election. Every Member shall be entitled to cast one vote or to express an order of preference for each seat to be filled in the constituency in which the notified address of the Member falls and for no candidate in any other constituency;
- 8.4 If there is no duly qualified person nominated to fill a vacancy in any constituency the Council may appoint a person to fill such vacancy. Any person so appointed shall be a person who under the terms of Standing Order 10 would have met the requirements for election in that constituency;
- 8.5 The vacancies for the places on the Council in each constituency shall be filled by the candidate or candidates who receive the highest number of votes in the constituency, as the case may be;
- 8.6 Candidates may not stand for more than one position in a Council election;  
and

- 8.7 Notwithstanding the provision that the results of the election of Council Members shall be received by the 1 January in any given calendar year it shall be permissible to notify candidates of the outcome of their candidature in advance of that date.

**9. Student member and Nursing Support Worker member of Council**

- 9.1 The election to the Student place on the Council shall take place every two years in advance of 1 January in the year the term of office starts. Six months before that date the Council shall appoint a Returning Officer to be responsible for and to make such regulations as are necessary for the proper conduct of the election. The Council, with the approval of the Returning Officer, shall determine the date by which nomination and voting papers are to be received;
- 9.2 The Student Members eligible for nomination shall be those who are at such a stage in their education as to be ineligible to qualify for initial or further registration as the case may be before completing at least six months of their term of office;
- 9.3 The right of nomination to this place shall be reserved to the Student Members through student units recognised by the Council where such units exist or by the Student Members within the Branches. In the event of there being no person nominated to fill this place on the Council, the Council may appoint a person to fill the vacancy but before making such an appointment shall consult with the Students' Committee;
- 9.4 Every Student Member shall be entitled to cast one vote for any candidate for the Student Member place to be filled on the Council; and
- 9.5 A Student Member shall have all the rights as regards voting in ballots and at meetings of the College accorded to Members but no Student Member of the College shall have the right to be nominated for election to the Council or to vote in the election of Council Members (other than in the election of President and Deputy President) except to fill the Student Member place on the Council.
- 9.6 The Students Committee, or such other body as may for the time being be recognised by the Council as representative of the Student Membership, shall elect a chair from amongst its members annually.
- 9.7 The right of nomination to the Nursing Support Worker place on Council shall be reserved to the Nursing Support Worker membership through the constituency of such members recognised by the Council in the manner described in the RCN regulations. In the event of there being no person nominated to fill this place on the Council, the Council may appoint a person to fill the vacancy but before making such an appointment shall consult with the Nursing Support Workers Committee or that body recognised by Council as representing the Nursing Support Workers.
- 9.8 Every Nursing Support Worker shall be entitled to cast one vote for any candidate for the Nursing Support Worker place on the Council; and



- 9.9 A Nursing Support Worker shall have all the rights as regards voting in ballots and at meetings of the College accorded to Members but no Nursing Support Worker of the College shall have the right to be nominated for election to the Council or to vote in the election of Council Members (other than in the election of President and Deputy President) except to fill the Nursing Support Worker place on the Council.
- 9.10 The Nursing Support Workers Committee, or such other body as may for the time being, be recognised by the Council as representative of the Nursing Support Workers, shall elect a chair from amongst its members annually.

## **10. Eligibility for Council Membership**

- 10.1 Any person being an elected Council Member who ceases to have an address within the constituency for which he or she was elected shall thereupon cease to be a Council Member.

## **11. Casual Vacancies**

- 11.1 In exercising its power to fill any casual vacancy which may arise on the Council, the Council shall adopt the following procedure:
- 11.2 Where a vacancy occurs after the election of a Council Member, the Council shall cause a by-election to be held to replace such Council Member; such by-election shall be conducted in accordance with the procedure laid down in Standing Order 8.3, except that the timing shall not be related to start of the calendar year.

## **12. The President and Deputy President**

- 12.1 The President and the Deputy President shall each hold office from the 1 January in any given year and hold office for a period of two years from that date. In exceptional circumstances, the term of office can be extended by up to six months by Council.
- 12.2 They shall each be eligible for re-election for one further period of two years but no person who has served in either office for two periods of office shall be eligible to stand for election to that office thereafter;
- 12.3 In the case of the death or resignation of the President or Deputy President whilst in office or their ceasing for any other reason to be a Member, Council shall elect some other person to be President or Deputy President as the case may be for the remainder of the term of office;
- 12.4 The President and Deputy President shall be elected by the Members (including the Student Members and Nursing Support Workers) from among members (but not Student Members or Nursing Support Workers).
- 12.5 Not less than six months before the 1 January in any given calendar year in which the new or re-elected President and Deputy President shall take up office the Council shall appoint a Returning Officer to be responsible for and to make such regulations as are necessary for the proper conduct of the elections to these offices. The elections to the office of President and

Deputy President shall be separate but concurrent;

- 12.6 The Council shall determine the dates by which nomination and voting papers are to be received. Nominations must be made by two members of the College and shall be signed by the person nominated and shall incorporate a declaration of his or her ability, if elected, to fulfil the commitments of the President or Deputy President as the case may be. No person may be nominated for both offices in the same elections.
- 12.7 The Council shall procure that there be sent to every Member before the date at which the new or re-elected President and Deputy President shall take up office, voting papers in such form as the Council shall determine setting out the names of the candidates. Every Member shall be entitled to cast one vote in each election.

### **13. General Meetings**

- 13.1 At least twenty-one clear days' notice shall be given of all General Meetings of the College specifying the place, day and hour of the meeting and the nature of the business to be transacted;
- 13.2 The Council may in its discretion convene a General Meeting;
- 13.3 If at least 5% of the Members sign a requisition for a meeting complying with Standing Order 13.5 and Regulations made under Standing Order 13.9, the Council shall either convene a General Meeting to consider the business specified in the requisition or include the specified business on the agenda of a General Meeting or Annual General Meeting due to be held, provided that such meeting shall take place within three months of receipt of such requisition.
- 13.4 If the Council does not comply with Standing Order 13.3, the requisitionists may themselves convene a General Meeting in accordance with this Standing Order 13.4, and the expenses of convening such meeting shall be borne by the College. A meeting so convened must be held within six months from the date of delivery of the requisition and must be called in the same manner, as nearly as possible, as that in which General Meetings are required to be called by the Council. Where the requisition received by the College included the text of a resolution intended to be moved at the meeting, the notice of the meeting produced by the requisitionists must include the wording of the proposed resolution.
- 13.5 The requisition must:
- 13.5.1 specify the nature of the business to be transacted at the meeting clearly enough to enable members attending the meeting to understand the purpose for which it has been requisitioned and the effect of any resolution proposed to be moved at the meeting;
  - 13.5.2 only propose business or resolutions that can be lawfully carried into effect;
  - 13.5.3 not contain material that, in the reasonable opinion of the Chief

Executive & General Secretary, is defamatory of any person; and

13.5.4 not propose resolutions that are frivolous or vexatious.

- 13.6 The Council may reject any requisition that does not satisfy the requirements of this Standing Order or the Regulations made under Standing Order 13.9.
- 13.7 The Council may seek to agree with the lead requisitionist(s) (identified in accordance with Regulations made under Standing Order 13.9) how any proposed resolution should be amended to meet the requirements of this Standing Order, and any revised resolution agreed with the lead requisitionist(s) shall be included in the notice of the relevant meeting in place of the resolution originally proposed.
- 13.8 A requisition submitted in accordance with this Standing Order may be withdrawn by the lead requisitionist(s) at any time before it is put to a vote of the Members.
- 13.9 The Council may make Regulations establishing how requisitions under Standing Order 13.3 are to be submitted and authenticated, to ensure their validity.
- 13.10 The Council may make Regulations setting out the method by which Members may propose resolutions at General Meetings called by the Council, and any proposed resolution meeting the requirements of those Regulations shall be submitted by the Council to the Members at the relevant meeting.

#### **14. Annual General Meeting**

- 14.1 A copy of the balance sheet and accounts and report of the auditor shall be available to all Members on request and at the Annual General Meeting;
- 14.2 The Council shall ensure that a summary of the annual report of Council is published at the same time as the notices convening the Annual General Meeting are dispatched to Members; and
- 14.3 The business of the Annual General Meeting shall be to receive the annual report of the Council, the balance sheet and accounts of the College and report of the auditors, and to discuss matters of a professional character which in the opinion of the chair of the meeting are of importance in the interests of the Members.

#### **15. Quorum**

- 15.1 One hundred and fifty Members in person or by proxy shall be a quorum for a General Meeting and no business shall be transacted unless a quorum be present; and
- 15.2 If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened on requisition shall be dissolved, but if an Annual General Meeting it shall stand adjourned until such time not later than two months from the date fixed therefore as the chair shall think fit and

if at such adjourned meeting a quorum is not present then any Members who are present in person or by proxy shall form a quorum and transact any business for which the meeting was called.

## **16. Chairing General Meetings**

- 16.1 The President or in the absence of the President, the Deputy President, shall take the chair at any General Meeting and if neither of these persons is present within fifteen minutes of the time appointed for the meeting the Members personally present shall choose another Member to take the chair;
- 16.2 The chair of a General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

## **17. Voting**

- 17.1 Subject to the provisions of the Charter every question submitted to a General Meeting shall be decided in the first instance by a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chair or by at least ten Members present in person and in the case of equality of votes the chair of the meeting shall on a show of hands or on a poll have a second or casting vote;
- 17.2 Votes may be given personally or in the event of a poll either personally or by proxy;
- 17.3 The instrument appointing a proxy which shall be valid only for the meeting specified therein or its adjournment, shall be either:
- 17.3.1 in writing and signed by the appointor and shall be deposited at the office of the Chief Executive & General Secretary; or
- 17.3.2 provided by the appointor electronically in accordance with Standing Order 26.4.2
- and in either case shall be received by the College not less than forty-eight hours before the time for holding the meeting or adjournment (as the case may be) at which the person named in such instrument proposes to vote;
- 17.4 No person may be appointed a proxy who is not a Member;
- 17.5 When an official form of proxy is supplied that form shall be used; and
- 17.6 On a show of hands every Member present in person shall have one vote and on a poll every Member present in person or by proxy shall have one vote.

## **18. Voting By Poll**

- 18.1 Where an issue being referred by the Council to the College in General Meeting shall be considered by the Council to be of such importance that all Members should be accorded the opportunity to vote upon it whether or

not present in person at the General Meeting the Council may request the President as chair of the meeting or such person as may act as chair of the meeting in the absence of the President to demand a poll in order that proxy votes may be counted;

- 18.2 In such an instance the Council shall ensure that the issue to be voted upon, which shall generally be in the form of a resolution or resolutions put forward by the Council, shall be notified to all Members if possible at the time of giving formal notice of a General Meeting but in any event not less than twenty-one clear days before the date on which the meeting is to be held. A proxy voting form and instructions in respect of proxy voting shall be issued at the same time;
- 18.3 As required by Standing Order 17.3 the official proxy voting form shall be received by the College not less than forty-eight hours before the time for the holding of the meeting; and
- 18.4 Where a poll is to be called for in the circumstances described above, the Council shall appoint a Returning Officer to record the votes received either by proxy or in person at the meeting and to report to the chair of the meeting the outcome of the voting.

## **19. Council Meetings**

- 19.1 Meetings of the Council shall take place at least three times in every year. Notices of every meeting of the Council stating the purposes for which the meeting is convened shall be sent to every Council Member at least three clear days before the day of the meeting; and
- 19.2 Subject to Standing Order 19.4, the quorum for Council meetings at which business is to be conducted shall be half of the Council members eligible to vote plus two Executive Team Council Members.
- 19.3 This shall not prevent the Council from holding meetings in the absence of the Executive Team members:
- 19.3.1 in order to discuss the performance management of the Chief Executive & General Secretary;
- 19.3.2 to conduct business where there are fewer than two unconflicted Executive Team Council Members, provided that if there is one unconflicted Executive Team Council Member, the quorum shall include that person; or
- 19.3.3 if, despite a Council meeting having been properly called, no member of the Executive Team is present, in which case, the meeting shall be adjourned for such period (not being less than three days) as the Chair decides, due notice of the time and place of the adjourned meeting shall be given to all Council Members, and the quorum at the adjourned meeting shall be one half of the Council Members eligible to vote.
- 19.4 Questions arising at any meeting shall be decided by a majority of votes,

and in the case of an equality of votes the chair shall have a second or casting vote.

## **20. Chair, Vice-Chair and Honorary Treasurer of Council**

- 20.1 There shall be a Chair, Vice-Chair and Honorary Treasurer of Council who are elected from amongst the Council members. These are the Officers of the Council.

## **21. Elections for Chair, Vice-Chair and Honorary Treasurer**

- 21.1 The Council shall hold biennial elections for the officers of Council. These elections shall be separate but concurrent. With the exception of the President, Deputy President, student members and Nursing Support Workers member, all voting Council Members shall be eligible for election. Council shall determine the manner and timescale of these elections. The persons elected shall take up office immediately after the results of the election have been announced. They [the Chair and Vice-Chair] shall each be eligible for re-election for one further term but no person who has served either office for more than one term shall be eligible to stand for election to that office thereafter. In the case of the death or resignation of an officer or their ceasing for any other reason to be a Member whilst in office the Council shall elect a successor to serve for the balance of the term which would have been served by the deceased or retiring officer.
- 21.2 No person may hold more than one officer position at the same time.
- 21.3 No person who holds an Officer role may be elected to the roles of President or Deputy President.

## **22. Chairing meetings of the Council**

- 22.1 The Chair or in his or her absence the Vice-Chair shall take the chair at meetings of the Council, but if the Chair or Vice-Chair is not present at the time appointed for holding any meeting, the Council Members present shall choose one of their number to be chair at such meeting.

## **23. National and Regional Boards**

- 23.1 The Council shall establish National Boards in Scotland, Northern Ireland and Wales and nine Regional Boards in England to which the Council shall delegate responsibility for the management and transaction of the affairs of the College in their respective countries and regions on such terms and in such manner as it shall think fit; and
- 23.2 The Council shall approve the constitution of the National and Regional Boards provided always that members appointed to the relevant Board are from amongst the Members whose notified addresses fall within the country of the respective National Board, or the region of the respective Regional Board. The National and Regional Boards shall be responsible for the conduct of the elections in the countries and regions concerned in conjunction with Council's procedures and regulations for elections.
- 23.3 The Country and Regional Boards shall elect a chair from amongst their members annually.

## **24. Congress**

- 24.1 The Council shall make regulations for the election of a chair of Congress; and
- 24.2 The Council may also make alter or repeal Regulations for the election and appointment of such representatives and for the conduct of such representative body, in such manner and subject to such provisions as the Council shall in its discretion determine.

## **25. Accounts**

- 25.1 The Council shall cause true accounts to be kept of all money received and expended by the College and of the assets, credits and liabilities of the College. The books of account shall be kept at the offices of the College or at such other place as the Council shall think fit; and
- 25.2 At each Annual General Meeting the Council shall lay before the College a balance sheet containing a summary of the property, assets and liabilities of the College, and an income and expenditure account made up from the date up to which the last preceding balance sheet and income and expenditure account were made and to a date not more than nine months before the date of such meeting. Every such balance sheet shall be accompanied by a report of the auditors and shall be signed by any two of the following, namely, the Chair or Vice-Chair or the Honorary Treasurer and countersigned by the Chief Executive & General Secretary or such other officer as the Council may designate.

## **26. Notices**

- 26.1 Subject to the provisions of the Charter and these Standing Orders, a document or information (including any notice) to be given, sent or supplied to a Member may be given, sent or supplied in Hard Copy Form, in Electronic Form or (in the case of communications by the College) by making it available on a website, provided that a document or information

(including any notice) may only be given, sent or supplied:

- 26.1.1 in Electronic Form if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner; or
- 26.1.2 by being made available on a website if the recipient has been requested to consent (generally or specifically) that the document or information may be sent or supplied in that manner and the College has not received a response within the period of 28 days beginning with the date on which the request was sent, provided that:
  - (a) the request stated clearly what the effect of a failure to respond would be; and
  - (b) no such request has been sent by the College in the preceding 12 months;

and the recipient has not revoked that agreement;

- 26.2 Any notice or document to be sent or supplied to Council Members in connection with the Council Members taking decisions may also be sent or supplied by the means by which that Member has asked to be sent or supplied with such notices or documents for the time being;
- 26.3 Any document or information (including any notice) sent to a Member may be sent to the Member's postal address as shown on the Roll or (in the case of documents or information sent by Electronic Means) to an Address specified for the purpose by the Member, provided that:
  - 26.3.1 a Member whose registered address is not within the United Kingdom and who gives to the College an address within the United Kingdom at which notices may be given to him or her, or an Address to which notices may be sent by Electronic Means, shall be entitled to have notices given to him or her at that Address, but otherwise no such Member shall be entitled to receive any notice from the College; and
  - 26.3.2 the College is not required to send notice of a General Meeting to a Member for whom it no longer has a valid Address; and
- 26.4 Any document to be sent or supplied by a Member to the College under these Standing Orders may only be sent or supplied:
  - 26.4.1 in the case of documents in Hard Copy Form, by sending or delivering them to the Chief Executive & General Secretary at the College's head office or to such other address as may be specified by the College; or
  - 26.4.2 in the case of documents in Electronic Form, by sending them by Electronic Means to an Address notified to the Members for that purpose.

- 27 Member present in person or by proxy at any meeting of the College shall be deemed to have received notice of the meeting and of the purposes for which



it was called.

28. Where any document or information is sent or supplied under these Standing Orders:
  - 28.1 Where the document or information is sent or supplied by post, service or delivery it shall be deemed to be effected 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted;
  - 28.2 Where the document or information is sent or supplied by Electronic Means to an Address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed; and
  - 28.3 Where the document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when:
    - 28.3.1 the material is first made available on the website; or
    - 28.3.2 (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.
- 29.1. A Member may agree with the College that notices or documents sent to that Member in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours; and
- 29.2 Where any document or information has been sent or supplied by the College by Electronic Means and the College receives notice that the message is undeliverable:
  - 29.2.1 if the document or information has been sent to a Member and is notice of a General Meeting, the College is under no obligation to send a Hard Copy of the document or information to the Member's postal address as shown on the Roll, but may in its discretion choose to do so;
  - 29.2.2 in all other cases, the College will send a Hard Copy of the document or information to the Member's postal address as shown on the Roll, or in the case of a recipient who is not a Member, to the last known postal address for that person;
  - 29.2.3 the date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.
- 30 The accidental omission to give notice of any meeting of the College or of the Council to any person entitled to receive such notice or the failure to send such notice to the correct address shall not invalidate the meeting or any proceedings thereof.

### **31. Signing Documents**

- 31.1 The Chief Executive & General Secretary, on behalf of the Council may sign any contract that needs to be signed for the management and transaction of the College's affairs; and
- 31.2 A senior staff member of the College may also sign any such contract, provided they are authorised to do so by the Chief Executive & General Secretary and that it lies within their area of responsibility, subject to any restriction that the Chief Executive & General Secretary or Council may impose.

### **32. Execution of Deeds**

- 32.1 The College may execute a deed in accordance with the following provisions:
- 32.2 A deed may be executed under the signatures of two Members of Council; or one Member of Council and the Chief Executive & General Secretary; or
- 32.3 Under the signature of one Member of Council or the Chief Executive & General Secretary in the presence of a witness who attests the signature.

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

- 33.1 The Chief Executive & General Secretary shall have responsibility for implementing the strategy and leading and managing the executive functions and the day-to-day affairs of the College in accordance with the policies and budgets approved from time to time by the Council; and for carrying out such other functions as are conferred on them by these Standing Orders.
- 33.2 The Chief Executive & General Secretary shall have (and may delegate as appropriate) the responsibility for the appointment, management, suspension or dismissal of any member of staff.
- 33.3 The Chief Executive & General Secretary shall report to the Council regularly on the performance of these functions.
- 34 The Council, with the support of the Executive Team, shall prepare a budget annually. The agreed budget and the College's financial regulations may provide for (and delegate authority for) limited discretionary spending outside the budget. All other spending not authorised under the budget and financial regulations, and all unbudgeted commitments to dispose of assets with a value greater than £1m, must be approved by way a Special Resolution of Council.

**Footnote** – RCN Council agreed, at its meeting on 28 April 2016, a transition plan which starts to implement the changes agreed by the membership in General Meeting on 21 June 2016