

[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- **amended Charter to be issued by King Charles the Third, wording tbc**]:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS the Royal Pharmaceutical Society of Great Britain (hereinafter referred to as "the Society") was incorporated by Royal Charter granted on 18th February 1843 (hereinafter referred to as "the **Charter of 1843**"):

AND WHEREAS We were pleased, by Supplemental Charter granted on 19th November 1953 (hereinafter referred to as "the **Supplemental Charter of 1953**"), to revoke the Charter of 1843 except in so far as it incorporates the Society and authorises it to have a common seal and to sue and be sued:

AND WHEREAS by an humble petition the Council of the Society (hereinafter referred to as "the Council") have represented in particular that the Society should, for the public benefit, be more appropriately equipped to function as a regulator, to lead the strategic development and policies of the profession of pharmacy, to support the science and practice of pharmacy, and to engage in the wider public debate on health related matters and on the role of pharmacy in contributing to the health of the public, and have accordingly prayed that We might be graciously pleased to revoke the Supplemental Charter of 1953 and to make new provision in respect of the objects, powers and constitution of the Society:

NOW THEREFORE KNOW YE that We, having taken the said petition into Our Royal Consideration, and being minded to accede thereto, have by virtue of Our Prerogative Royal and of Our Especial Grace, certain knowledge and mere motion, granted and declared and do, for Us, Our Heirs and Successors hereby grant and declare as follows:

1. Royal College

Pursuant to the express power of amendment in this Royal Charter (the "**Charter**" or "**Our Royal Charter**"), the Society resolved by Special Resolution on [date] 2025, subject to the approval of His Majesty King Charles III and with effect from such date as may be specified in writing by the Clerk of the Privy Council (the "**Effective Date**"):

- (1) To amend the Charter as set out below; and
- (2) To amend the name of the Society to **ROYAL COLLEGE OF PHARMACY** (and it is accordingly referred to below as the "**College**").

2. Status

The College shall in accordance with the remaining effect of the Charter of 1843 continue to be a body corporate with a common seal, and the right to renew the said seal from time to time, and to sue and be sued in all Our Courts, and the Supplemental Charter of 1953 shall be and is hereby revoked, provided that such revocation shall not affect the validity or legality of any act or thing done thereunder.

3. Objects

- (1) The objects of the College ("Objects") shall be, for the public benefit:
 - (a) to advance education in the science and practice of pharmacy;
 - (b) to preserve and protect good health and to relieve sickness; and
 - (c) to relieve poverty, financial hardship or other distress among current and former Members and Associate Members of the College and their dependants and among those studying or training to be a pharmacist, and such others who practice or have practised the profession of pharmacy as the Trustees may determine from time to time
- (2) Nothing in this Our Supplemental Charter shall authorise an application of property for purposes which are not Charitable.

4. Powers

In furtherance of the objects, but not otherwise, and without prejudice to its powers at law as a chartered corporation, the College shall have power to do anything which helps to promote its objects, including (without limitation):

- (1) to promote the public understanding of pharmacy so that its contribution to the preservation and protection of good health and relief of sickness is understood and recognised;
- (2) to promote compliance with good practice and the law, and to establish and promote professional standards amongst healthcare professionals engaged in the practice of pharmacy;
- (3) to promote the safe and effective use of medicines;
- (4) to support and develop high standards of education or training, to hold, or cause to be held, assessments open to Members or other persons, to administer assessment systems and to deal conclusively with appeals thereunder, and to cooperate with any other body or authority in connection with the exercise of power under this article;
- (5) to award fellowships, honorary fellowships or memberships, and other distinctions of the College;
- (6) to establish and maintain databases, indices, libraries, museums and collections, and to publish or promote the publication of information or other material in any form;
- (7) to undertake, encourage, fund or commission research and to publish or promote the publication of the results thereof;

- (8) to co-operate with other bodies and authorities, and to enter into affiliations or any other arrangements conducive to the objects;
- (9) to amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any bodies or groups of persons;
- (10) to establish or incorporate subsidiary organisations, to acquire any undertaking, to assume any liability or obligation and to undertake or carry out any trusts or agencies;
- (11) become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limit any Charitable trust, including a Charitable trust of permanent endowment property held for any of the Charitable purposes included in the Objects);
- (12) subject to Article 5:
 - (a) to engage and remunerate agents, staff and advisers;
 - (b) to provide pensions and other benefits to or on behalf of employees and their spouses, partners and dependants: and
 - (c) enter into compromise and settlement arrangements with any person referred to in (a) or (b) above:
- (13) alone or with other organisations, to seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which a UK charity may properly undertake;
- (14) to provide indemnity insurance for:
 - (a) Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011 and section 68A of the Charities and Trustee Investment (Scotland) Act 2005; and
 - (b) members of the Senate, members of National Pharmacy Councils and officers who are not Trustees, subject to such conditions as the Board of Trustees shall determine;
- (15) subject to such consents as may be required by law, to acquire, dispose of, mortgage or otherwise deal with any real or personal property whatsoever and wheresoever situated, and any interest in any such property (but only in accordance with the restrictions in the Charities Act 2011 and the Charities and Trustee Investment (Scotland) Act 2005);
- (16) to acquire, rent, build, maintain, alter and equip any building or premises;
- (17) to impose (revocable or irrevocable) restrictions on the use of any property of the College, including (without limitation) by creating permanent endowment;
- (18) to take out any insurance for the protection of the College in respect of any potential liability of the College;

- (19) to raise funds and receive any form of income, legacy or gift,
- (20) to borrow money or obtain any form of credit, and to give guarantees or other security for the repayment of money borrowed, for a grant, or for the discharge of an obligation (but only in accordance with the restrictions in the Charities Act 2011)
- (21) to draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques or other instruments, whether transferable or not,
- (22) to open and operate bank accounts;
- (23) to lend money and give credit to any person and take security for such loans or credit;
- (24) to guarantee or give security for the performance of contracts by any person;
- (25) to invest monies of the College not immediately required for its purposes in any manner and arrange for investments or other property of the College to be held in the name of a nominee or nominees (and pay any reasonable fee for this);
- (26) to set aside funds for particular reasons, or as reserves; and
- (27) to carry on trade in furtherance of the objects or for purposes ancillary or incidental thereto.

5. Limitation on private benefit

- (1) The income and property of the College shall be applied solely towards the promotion of the objects.
- (2) In light of the College's Charitable status:
 - (a) no part of its income or property may be paid or distributed to any of the College's Members, whether directly or indirectly by way of dividend, bonus or otherwise by way of profit:
 - (b) no Trustee, or person Connected to a Trustee, may:
 - (i) sell goods, services or any interest, in land or other property to the College;
 - (ii) be employed by or receive any remuneration from, the College;
 - (iii) buy any goods, services or property from the College on terms preferential to those applicable to Members or members of the public; or
 - (iv) receive any other financial benefit from the College (that is, a benefit, direct or indirect, which is either money or has a monetary value),

except as set out in Article 5(3) below.

- (3) Notwithstanding Article 5(2), the College may:
 - (a) reimburse reasonable expenses properly incurred when acting on behalf of the College;

- (b) subject to the safeguards in Article 5(4), pay an amount (the “Day Rate”) to or in respect of:
 - (i) fewer than half of the Trustees;
 - (ii) Fewer than half of the Senate members; and
 - (iii) Fewer than half of the members of a National Pharmacy Council;
- (c) subject to the safeguards in Article 5(4), pay reasonable and proper remuneration to the chair of the Board of Trustees in compensation for discharging their duties as chair;
- (d) pay reasonable and proper remuneration for any goods or services supplied to the College in accordance with the terms set out in s185 of the Charities Act 2011;
- (e) pay reasonable and proper rent for premises let to the College;
- (f) (pay a reasonable and proper rate of interest on money lent to the College;
- (g) provide a benefit to a person in their capacity as a beneficiary of the College;
- (h) provide a benefit which is made generally available to the Members; which is calculated to further the Objects; and where the benefit is incidental to the furtherance of the Objects;
- (i) pay reasonable and proper premiums in respect of indemnity insurance, as permitted under Article 4(14);
- (j) make payment under an indemnity from the College in accordance with Article 6; or
- (k) make, provide or undertake any other payment, benefit or action which is authorised by the court or the Charity Commission (or where the Commission has confirmed that its authority is not required).

(4) The safeguards mentioned in Article 5(3)(b) and (c) are as follows:

- (a) before making the payment, the Trustees will have in place a policy or policies explaining the amounts payable under the Day Rate and explaining why they consider any such payment to be in the best interests of the College;
- (b) the policy or policies will be reviewed and subject to approval annually by the Trustees;
- (c) the policy will not allow the payment of a Day Rate to Trustees which exceeds the rate payable generally to members of the Senate and the National Pharmacy Boards;
- (d) the maximum amount of any remuneration to the chair will be set out in a written agreement, setting out the maximum remuneration; and
- (e) the maximum Day Rate payable from time to time will be set by the Senate.

- (5) Before the Board of Trustees authorises any payment or benefit to a Trustee or person Connected with a Trustee under Articles 5(3)(b) or (g) of the Charter, it shall:
 - (a) have regard to any guidance given by the Charity Commission concerning the making of such payments or provision of such benefits; and
 - (b) comply with Article 12 of the Charter concerning the management of conflicts of interest.
- (6) In Articles 5(2) and 5(3), a reference to the College includes any Subsidiary Company of the College (in which case, cross-references to particular articles in Articles 5(3)(i) and 5(3)(j) should instead be interpreted as referring to the equivalent articles (if any) in the governing document of that Subsidiary Company).
- (7) The requirements of section 67 of the Charities and Trustee Investment (Scotland) Act 2005 also apply.

6. Indemnity

Without prejudice to any indemnity to which a Trustee or former Trustee might otherwise be entitled, the College shall indemnify every Trustee and former Trustee of the College in respect of all claims made against them in respect of any costs, charges, expenses, losses and liabilities incurred by them in the discharge of their duties as a Trustee, other than in respect of their own negligence, default, breach of duty or breach of trust.

7. Membership

- (1) The Members of the College shall consist of those admitted by the College:
 - (a) as persons registered as pharmacists in the United Kingdom;
 - (b) as persons formerly registered as pharmacists in the United Kingdom; and
 - (c) to such other categories of membership as may be established by Special Resolution.
- (2) The Board of Trustees may establish one or more categories of associate membership, but such Associate Members are not Members of the College for the purposes of this Our Supplemental Charter.
- (3) Subject to this Our Supplemental Charter, Members and Associate Members of the College shall have such rights, privileges and obligations (and may be charged such subscriptions) as may be specified in Regulations.

8. General Meetings

There shall be an Annual General Meeting of the College in every year at intervals of not more than fifteen months and such other general meetings as may be required or permitted by this Our Supplemental Charter or regulations.

9. Board of Trustees

- (1) The control, direction and management of the policies and affairs of the College shall be vested in the Board of Trustees, which shall consist of between three and twelve individuals who shall be appointed in accordance with the Regulations and serve such terms of office as are set out in the Regulations:
- (2) A Trustee may be removed or retire before the end of their term in accordance with the Regulations.
- (3) Any casual vacancies among the Trustees may be filled in accordance with Regulations.
- (4) The Board of Trustees may exercise all the powers and functions of the College except where, by virtue of this Our Supplemental Charter, such exercise requires approval by Special Resolution, and shall in particular have power:
 - (a) to establish or dissolve, and regulate procedures of boards, committees and other standing or ad hoc bodies, including bodies to advance professional leadership and bodies to provide appropriate expert advice to the Board of Trustees to support the development of the profession, consisting of Trustees or others;
 - (b) by resolution, to delegate powers and functions (except the power to make Regulations) to any board, committee or other body, or to officers, individuals or groups of individuals;
 - (c) to provide for the use and custody of the Common Seal of the College.

10. Senate

There shall be a Senate, which shall be charged with determining the strategic direction of UK pharmacy professional and policy leadership and reporting to the Trustees, in accordance with the Regulations. It shall when complete consist of fifteen individuals who shall be appointed in accordance with Regulations and serve such terms of office as are set out in Regulations.

11. National Pharmacy Councils

There shall be National Pharmacy Councils which shall be charged with guiding the implementation of the College's strategy within the devolved nations, including in relation to policy in the devolved nations and the delivery of professional development, member support and engagement and reporting to the Trustees; the functions and composition of which shall be as set out in Regulations.

12. Conflicts of Interest

- (1) A Trustee must declare the nature and extent of:

- (a) any direct or indirect interest which they have in a proposed transaction or arrangement with the College; and
- (b) any duty, or any direct or indirect interest, which they have which conflicts or may conflict with the interests of the College or their duties to the College.

(2) A Trustee's entitlement to participate in decision-making in relation to a matter depends on whether:

- (a) their situation could reasonably be regarded as likely to give rise to a conflict of interest or duties in respect of the College (a "**Potential Conflict Situation**"); or
- (b) this is not the case (a "**No Conflict Situation**").

(3) Any uncertainty about whether a situation is a Potential Conflict Situation or a No Conflict Situation in relation to a matter shall be decided by a majority decision of the other Trustees taking part in the relevant decision.

(4) A Trustee in a No Conflict Situation can participate in the decision-making process, be counted in the quorum and vote in relation to the relevant matter.

(5) A Trustee in a Potential Conflict Situation can participate in the decision-making process, be counted in the quorum and vote in relation to the relevant matter, unless:

- (a) a majority of the other Trustees taking part in the relevant decision decide otherwise;
- (b) subject to Article 12(5)(c) below, the decision could result in the Trustee or any person who is Connected with them receiving a benefit, in which case Article 12(6) applies to the decision;
- (c) the following benefits are not counted for the purposes of Article 12(5)(b):
 - (i) any benefit received by any person in their capacity as a beneficiary of the College (see Article 5(3)(g)) which is available generally to the beneficiaries of the College;
 - (ii) a benefit to further the purposes which is available generally to the Members under Article 5(3)(h);
 - (iii) any payment of the Day Rate approved in accordance with this Charter;
 - (iv) the payment of premiums in respect of indemnity insurance (see Article 5(3)(i));
 - (v) payment under the indemnity in Article 6;
 - (vi) reimbursement of expenses (see Article 5(3)(a)); or
 - (vii) any benefit authorised by the court or the Charity Commission under Article 5(3)(i), so long as any conditions accompanying that authorisation are complied with.

(6) If this Article 10(6) applies, the relevant Trustee must:

- (a) take part in the relevant decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;
- (b) not be counted in the quorum for that part of the process; and
- (c) have no vote on the matter.

(7) Where a Trustee has a conflict of interest or conflict of duties and the Trustee has complied with their obligations under the Charter in respect of that conflict:

- (a) the Trustee shall not be in breach of their duties to the College by withholding confidential information from the College if to disclose it would result in a breach of any other duty or obligation of confidence owed by them; and
- (b) the Trustee shall not be accountable to the College for any benefit expressly permitted under this Our Royal Charter which they or any person Connected with them derives from any matter or from any office, employment or position.

13. Saving provision

All acts done by a person acting as a Trustee shall be valid, notwithstanding that it is afterwards discovered that there was a defect in their appointment, or that they were disqualified from holding office or had vacated office, or that they were not entitled to vote on the matter in question.

14. Regulations

The Board of Trustee shall have power to make, amend, add to or revoke Regulations for any purpose relating to the governance, management or functions of the Trustees or the College, whether in pursuance of a provision of this Our Supplemental Charter or otherwise, and shall publish any such Regulations, amendment, addition or revocation in draft for sixty days for representations. The said Regulations may then be made by the Board of Trustees under such procedure as the Board of Trustees may determine, either as published or as modified by the Board of Trustees in light of representations received during the period of publication. If no such representations are received, the proposed Regulations may be made on behalf of the Board of Trustees as published.

The initial Regulations in force at the Effective Date will be those approved for this purpose by the body known as the Assembly, prior to the Effective Date.

15. Seal

- (1) Without limitation, a deed may be executed by the College by the affixing of its Common Seal.
- (2) Subject to the Regulations, the Common Seal shall be affixed with the authority of the Trustees (which may be a general or specific authority) in accordance with any requirements specified in the Regulations.

16. Power of amendment

The College may by Special Resolution amend, add to or revoke any of the provisions of this Our Supplemental Charter or of any further Charter granted to the College, or may amend the name of the College, provided that any such amendment, addition or revocation or name shall not be effective unless approved by Us, Our Heirs or Successors in Council.

17. Definitions

In this Our Supplemental Charter

- (1) **Associate Member** means an associate member of the College in accordance with Article 7(2);
- (2) **Charitable** means charitable in accordance with the law of England and Wales, Scotland and Northern Ireland;
- (3) **Charity Commission** means the Charity Commission for England and Wales or any successor body;
- (4) **Connected** means in respect of a Trustee:
 - (a) the Trustee's parent, child, sibling, grandparent or grandchild;
 - (b) the spouse or civil partner of the Trustee or another person described in paragraph (a);
 - (c) a person carrying on business in partnership with the Trustee, or a person described in paragraph (a) or (b);
 - (d) an institution controlled by the Trustee and/or one or more person(s) described in paragraph (a), (b) or (c); or
 - (e) a body corporate in which the Trustee and/or one or more person(s) described in paragraph (a), (b) or (c) have a substantial interest.

Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition;

- (5) **Member** means a member of the College in accordance with Article 7(1) and for the avoidance of doubt it does not mean an Associate Member;
- (6) **Regulations** means regulations made by the Board of Trustees in accordance with Article 14;
- (7) **Special Resolution** means a resolution of the Board of Trustees confirmed by a ballot of the Members by not less than a two-thirds majority of the votes of such Members who cast a vote.
- (8) **Subsidiary Company** means any company in which the College holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company.
- (9) **United Kingdom** for the purposes of this Charter includes the Isle of Man and the Channel Islands.

18. Surrender and winding up

The College may by Special Resolution determine to surrender this Our Supplemental Charter and the Charter of 1843 subject to the sanction of Us, Our Heirs or Successors in Council upon such terms as We or They consider fit and wind up or otherwise deal with the affairs of the College in such manner as shall be directed in such Special Resolution or in the absence of such direction as the Senate shall think expedient having regard to the liabilities of the College for the time being and if, on the winding up or dissolution of the College there remains, after the satisfaction of debts and liabilities, any property or funds whatsoever, the same shall not be distributed amongst the members of the College or any of them but shall, subject to any special trusts affecting the same, be given or transferred to some other body or bodies with objects similar to those of the College and the distribution of whose income and property is restricted to the same or greater extent as that of the College.

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

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

[WITNESS Ourself at Westminster the seventh day of December in the fifty-third year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL – wording of the previous Charter to be superceded by issue of updated Charter by HM King Charles the Third]