THE ROYAL COLLEGE OF MIDWIVES

15 Mansfield Street, London W1G 9NH

RULES

These rules are made by the RCM Board under Article 10 of the Articles of Association of the RCM.

HOW TO USE THESE RULES

These Rules should be read with the RCM's Articles of Association (the Articles). Clauses from the Articles (shown against a shaded background) are included for completeness. Text that does not appear against a shaded background is Rules content.

Sometimes a clause from the Articles appears more than once because it is relevant to more than one part of the Rules. Such clauses from the Articles are distinguished by italicised text.

The Articles are those approved by the RCM on 12 November 2010. The complete Articles are available on the RCM's website (www.rcm.org.uk).

If you require these Rules in alternative formats, please telephone 020-7312-3535 or email Clifford.crisp@rcm.org.uk.

Amendment Control

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1. EQUALITY AND DIVERSITY

It is the policy of the RCM to eliminate discrimination and promote equality of opportunity and diversity in all its activities.

2. DEFINITIONS

SCHEDULE

INTERPRETATION

1. **Defined terms**

In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	Term	Meaning
1.1	**"Address"**	includes a number or address used for the purposes of sending or receiving documents by Electronic Means;
1.2	**"Articles"**	means the RCM's articles of association;
1.3	**"Chair"**	has the meaning given in Article 9
1.4	**"Circulation Date"**	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.5	**"Clear Days"**	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.6	**"Companies Acts"**	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the RCM;
1.7	**"Document"**	includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
1.8	**"Electronic Form" and "Electronic Means"**	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.9	**"Hard Copy" and "Hard Copy Form"**	have the meanings respectively given to them in the Companies Act 2006;

1.10	**"Midwife"**	A midwife whose name appears on the midwives part of the register maintained by the Nursing and Midwifery Council or any other statutory body appointed in the UK for the examination and registration of midwives or who is eligible to apply for registration by virtue of holding a midwifery qualification awarded by a statutory body in the United Kingdom;
1.11	**"Nurse"**	means a person whose name appears on any part of the register (other than that part for midwives) maintained by the Nursing and Midwifery Council;
1.12	**"the Nursing and Midwifery Council"**	means the Nursing and Midwifery Council established under (or such other body succeeding to its functions under) The Nurses and Midwives Order 2001 or any amending or subsequent legislation;
1.13	**"professional practice"**	means any practice for which registration as a midwife and/or nurse is required;
1.14	**"Proxy Notice"**	has the meaning given in Article 44;
1.15	**"Proxy Notification Address"**	has the meaning given in Article 45;
1.16	**"Public Holiday"**	means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
1.17	**"RCM"**	means The Royal College of Midwives;
1.18	**"RCM Board"**	Means the board of company directors of the RCM;
1.19	**"RCM Board member"**	means a company director of the RCM, and includes any person occupying the position of company director, by whatever name called;
1.20	**"Rules"**	means rules of the RCM made by the RCM Board in accordance with these Articles.

1.21	**"Writing"**	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the RCM.

Terms defined in the schedule to the Articles have the same meanings in these Rules as in the Articles. The following additional terms in the Rules have the following meanings.

TERM	MEANING
CEO	The Chief Executive Officer/ General Secretary of the RCM referred to at Articles 23-25.
NMC	The Nursing and Midwifery Council defined in paragraph 1.12 of the Schedule to the Articles

3. PURPOSE AND POWERS OF THE RCM

2. Objects

The RCM is a membership organisation the objects of which are to promote and advance the art and science of midwifery and to promote the effectiveness and protect the interests of its members.

3. Powers

To further its objects the RCM may carry on any lawful activity including the activities of a trade union.

8. **Members' reserve power**

8.1 The members may, by special resolution, direct the RCM Board to take, or refrain from taking, specified action.

8.2 No such special resolution invalidates anything which the RCM Board has done before the passing of the resolution.

4. RCM MEMBERSHIP

LIMITATION ON PRIVATE BENEFITS

4. ***Limitation on private benefits and RCM Board Member remuneration***

The income and property of the RCM must be applied only to promote the objects of the RCM set out in these Articles, and no part may be paid or transferred directly or indirectly to the members of the RCM, or to any of them except for the payment in good faith of remuneration to any officer or employee, or member of the RCM, in return for any services given to the RCM and of reasonable travelling and other out of pocket expenses incurred in carrying out the duties of any officer or employee or member of the RCM.

5. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the RCM in the event of its being wound up while the member is a member or within one year after the member ceases to be a member, for:

5.1 payment of the RCM's debts and liabilities contracted before the member ceases to be a member;

5.2 payment of the costs, charges and expenses of winding up; and

5.3 adjustment of the rights of the contributories among themselves.

10. ***Rules***

10.1 The RCM Board may make and, from time to time, add to and alter Rules for the organisation and conduct of the RCM Board; for the election of RCM Board members; for determining the categories of membership of the RCM, the criteria for assigning members to each category of membership and the

rights, responsibilities, entitlements and benefits of members in each category of membership; and for any other matter.

10.2 *Rules made by the RCM Board must not be inconsistent with these Articles or amount to an alteration of these Articles which could only be made by special resolution.*

4.1 Eligibility for RCM membership

26. **Eligibility**

Subject to conditions which the RCM Board may from time-to-time determine, membership of the RCM is open to all midwives and such other persons not being Midwives who the RCM Board is satisfied have an interest or involvement in the care of childbearing women and the newborn.

4.2 Applications for RCM membership

27. **Applications**

27.1 Any person satisfying the conditions for membership as determined by the RCM Board and whose application is approved by the RCM shall be admitted as a member of the RCM with effect from the date of receipt of the application by the RCM.

27.2 Applications for membership must be delivered to the RCM in the prescribed form with the appropriate subscription

4.3 Membership categories

28. **Membership Categories**

The RCM Board shall determine and may vary:

28.1 categories of membership;

28.2 criteria for assigning members to each category of membership; and

28.3 the rights, responsibilities, entitlements and benefits of members in each category of membership;

4.3.1. The categories of RCM membership, the criteria for assigning members to each category and the entitlement of members in each category to vote at general meetings and to vote for the election of members of the RCM Board are as follows.

FULL MEMBERS

Full membership of the RCM is open to qualified midwives who have registered a midwifery qualification with the NMC and as a result are on the appropriate part or parts of the NMC register for their sphere of practice. This means that non practising midwives included on parts 1 and/or 3 of the NMC register can be full members of the RCM whilst practising as a nurse or health visitor.

Full members may vote at general meetings and vote for the election of members of the RCM Board.

FULL MEMBERS (JOINT AGREEMENT)

Full members (joint agreement) are midwife lecturers who satisfy the conditions for full membership and are also members of another professional body or trade union representing midwife lecturers with which the RCM has agreed an arrangement for joint membership.

Full members (joint agreement) may vote at general meetings and vote for the election of members of the RCM Board.

SPECIAL CATEGORY ASSOCIATE MEMBERS OF THE RCM

Special category associate members of the RCM are midwives who are full members of the RCN.*

Special category associate members may vote at general meetings and vote for the election of members of the RCM Board (until the first anniversary of becoming special category associate members if in full membership prior to entering the category).

* Full members of the RCM may also apply to become associate members of the RCN.

ASSOCIATE MEMBERS

Associate members are no longer in professional practice as midwives or nurses in the UK and must previously have been full and/or student members of the RCM for at least 5 years before transferring to the category.

Midwives may become associate members whether living in the United Kingdom or overseas.

Associate members may vote at general meetings and vote for the election of members of the RCM Board (for one year after entering the category).

MATERNITY SUPPORT WORKERS

Maternity support worker members are people who are employed to support the work of midwives in the care of childbearing women, the newborn and their families.

Maternity support worker members may vote at general meetings and vote for the election of members of the RCM Board.

RETIRED MEMBERS

Retired members are those who, having been full members for at least 15 years, have ceased to be actively employed by virtue of retirement at statutory pensionable age or early retirement recognised by employers and who are not engaged in paid employment of any kind.

Retired members may vote at general meetings and vote for the election of members of the RCM Board for one year after entering the category.

HONORARY MEMBERS

Honorary members are those admitted as such before 10 May 2005.

Honorary members are exempt from paying subscriptions.

Honorary members may not vote at general meetings and may not vote for the election of members of the RCM Board.

STUDENT MIDWIFE MEMBERS

Student midwife members are those undertaking programmes of education and training in the UK to become midwives as prescribed by the NMC.

Student midwife members may not vote at general meetings and may not vote for the election of members of the RCM Board.

INTERNATIONAL MEMBERS

International members are midwives outside the UK whose registration has lapsed or who have never been registered with the NMC but have recognised midwifery qualifications and are registered with a relevant responsible or statutory body (recognised as such by the CEO) in their country of employment or residence.

International members may not vote at general meetings and may not vote for the election of members of the RCM Board.

AFFILIATES

Affiliates have never been registered or qualified as midwives but have an interest / involvement in the care of childbearing women and the newborn. They may be in the UK or overseas.

Affiliates may not vote at general meetings and may not vote for the election of members of the RCM Board.

4.3.2. Except for the voting rights determined in rule 4.3.1 above the RCM Board delegates to the CEO the determination of rights, responsibilities, entitlements and benefits of RCM members in each category of membership. The CEO shall not make any change to such rights, responsibilities, entitlements and benefits without first giving notice to the RCM membership.

4.4 Register of members

29. **Register of Members**

The names of the members of the RCM shall be entered in the register of members.

4.5 Termination of membership

30. **Termination of membership**

A member of the RCM shall cease to be a member immediately:

(a) on receipt by the RCM of the member's written resignation; or

(b) if the member ceases to satisfy the conditions determined by the RCM Board for membership of the RCM; or

(c) if the RCM Board resolves to terminate the member's membership because it considers there are reasonable grounds for so doing (but only after giving the member at least 14 days' notice of the proposed resolution and after considering any written representations which the member concerned puts forward).

The RCM Board delegates to the CEO its power and function as described in Article 30(c).

4.6 Membership subscriptions

31. **Subscriptions**

The level of subscriptions for members of the RCM and arrangements for payment shall be determined by the RCM Board.

The RCM Board delegates to the CEO the determination of subscriptions payable by members of the RCM and arrangements for payment.

4.7 Membership structures

12. **National structures for members**

The RCM Board may form structures for members wherever it operates and may make Rues concerning such structures.

After consulting the RCM Membership, the CEO may constitute membership structures within the RCM and arrange RCM members into such divisions of the overall membership as appear appropriate for efficient and effective operation of the RCM. After consulting the RCM Membership, the CEO will determine arrangements for regulating the proceedings and administration of such divisions of the overall membership.

4.8 Complaints by members

The CEO will determine procedure for dealing with complaints made by or on behalf of members of the RCM. Such procedure shall provide for a member who is dissatisfied with the CEO's review of a complaint to have the matter finally reviewed by the RCM Board or a committee of the Board.

4.9 Fellows of the RCM

4.9.1 The RCM may appoint as Fellows RCM members who have made exceptional contributions to promoting and advancing the art and science of midwifery or promoting the effectiveness of midwives.

4.9.2 To apply for appointment as Fellows, RCM members must:

(a) at the date of application, have been practising as midwives for at least seven years; and

(b) be full members or special category associate members of the RCM and have continuously held membership of the RCM in one or more of those categories of membership for at least five years; and

(c) demonstrate to the satisfaction of the RCM that they have made exceptional contributions of the sort described in 4.9.1 above. Such exceptional contributions must take the form of:

(i) professional excellence in midwifery practice, education, research, or management; or

(ii) leadership in midwifery practice, education, research or management; or

(iii) exceptional academic achievement in midwifery.

Advanced studies in midwifery, the possession of a higher university degree, long and faithful service in midwifery and outstanding service to the RCM are not in themselves sufficient.

4.9.3 Fellows of the RCM may use the letters FRCM after their name and statutory qualifications and may meet together to consider and make recommendations to the RCM on matters relevant to the RCM. Fellows will receive fellowship certificates and distinctive insignia. Fellows may make available for the RCM to publish as it deems appropriate biographies of their professional achievements (up to 300 words) and may be invited to attend RCM forums concerning midwifery and related matters.

4.9.4 Procedures for the submission and consideration of applications and the granting and withdrawal of Fellowship will be determined and, as necessary modified from time to time, by the CEO after consultation with the RCM Board.

4.10 President of the RCM

4.10.1 THE ROLE AND PERFORMANCE

4.10.1.1 A President of the RCM must, while holding office, be a midwife who is registered on the midwives part of the register of the NMC.

4.10.1.2 A President is the RCM's ceremonial figurehead and one of the RCM's two principal ambassadors. A President must work in close collaboration with the CEO, the RCM's other principal ambassador.

4.10.1.3 The role of President includes:
representing the RCM at national events;
representing the RCM at international events;
representing the RCM at social occasions; and
leading deputations of the RCM when appointed to do so by the RCM Board.

In undertaking these representative duties a President must reflect the agreed position of the RCM Board and is required to ensure that s/he is fully briefed. If, exceptionally, timing or occasion does not allow guidance to be sought s/he must make clear that views expressed are not those of the RCM but are given in a purely personal capacity.

A President has no power to make decisions for the RCM or to commit the RCM to any course of action.

4.10.1.4 The President is accountable to the RCM Board.

4.10.1.5 The RCM Board will hold the President to account and may take such action as appears to the Board to be necessary to secure complete and proper performance of the role. The RCM Board may remove a President from office if the Board is satisfied that to do so is in the best interests of the RCM.

4.10.1.6 If a member of the RCM Board is elected as President they will take on two roles. They will be a member of the RCM Board and they will be President of the RCM.

If a member of the RCM who is not a member of the RCM Board is elected as President their role will be solely that of President. They must, to the extent required by, and only at the express invitation of, the RCM Board, attend meetings of the RCM Board as an observer so that they are well informed of RCM affairs at the highest level. But they will not have the responsibilities and entitlements

of a Board member and will not participate in Board decision making. The provisions of rule 6.5.1 apply when a President attends a meeting of the RCM Board.

If a member of the RCM who is not a member of the RCM Board is elected as President and is subsequently also elected as a member of the RCM Board they will take on two roles. They will be President of the RCM and they will be a member of the RCM Board.

4.10.2. SUPPORT

The CEO will be the President's first point of contact for advice and support. Secretarial services will be provided by RCM staff as directed by the CEO.

4.10.3. EXPENSES

A President shall be reimbursed expenses on the same terms as those applying to members of the RCM Board and the RCM Board will determine any other allowances in respect of the Office of President.

4.10.4. TERM OF OFFICE

A President will normally hold office for three years and may be re-elected for one further period of two years but must then retire. If a casual vacancy arises the RCM Board will decide the term of office.

4.10.5. ELIGIBILITY TO STAND FOR ELECTION

To be eligible for election candidates must:

4.10.5.1 be full members of the RCM who on the date of commencement of the office for which they are standing for election will have been full members of the RCM for at least five years;

4.10.5.2 have notified the NMC of their intention to practise as midwives for the year in which the election takes place;

4.10.5.3 provide the election documents required by these Rules;

4.10.5.4 give consent for the RCM to carry out relevant checks including, if necessary, identity checks, Criminal Records Bureau checks and checks against lists of removed or disqualified trustees held by a regulator of charities in the UK;

4.10.5.5 give undertakings to fulfil the responsibilities and duties of the Office of President in good faith, in accordance with the rules of the RCM and any additional requirements of the RCM Board;

4.10.5.6 have obtained undertakings from their employers regarding time off to undertake the duties of the Office or be prepared to commit their own time for those duties;

4.10.5.7 not have been expelled from the RCM Board for breach of the RCM Board's Code of Conduct;

4.10.5.8 not have been removed from the Office of President of the RCM;

4.10.5.9 not have their professional conduct under investigation by the NMC;

4.10.5.10 not be employed by, or members of, organisations which are competitors in the field of professional or trade union representation;

4.10.5.11 not be undischarged bankrupts or subject to any arrangement or composition with their creditors generally;

4.10.5.12 not, by a Court or a statutory regulator of charities in the UK, have been removed or disqualified from trusteeship of a charity;

4.10.5.13 not be disqualified by virtue of any provision of the Companies Acts or prohibited by law from being company directors;

4.10.5.14 not have been convicted of an offence involving deception or dishonesty (unless the conviction is spent);

4.10.5.15 not be disqualified under the Charities Acts from acting as charity trustees;

4.10.5.16 not be employees of the RCM;

4.10.5.17 not be subject to court orders because their mental health prevents them from personally exercising any powers or rights which they would otherwise have.

4.10.6. ELECTION

4.10.6.1 The RCM Board may schedule elections as it thinks fit. An election for a President shall be entirely separate from elections for members of the RCM Board.

4.10.6.2 An election will be held and conducted in accordance with a timetable and other arrangements determined by the CEO. Those arrangements may provide for voting by electronic means.

4.10.6.3 Candidates for election must complete an election address (no more than 300 words) and competency statement (no more than 1000 words) on forms supplied by the RCM for that purpose. The CEO may:

(a) curtail election addresses and competency statements which are longer than the prescribed length; and
(b) alter the format to ensure documents look the same; and
(c) reject election addresses and competency statements which contain inappropriate material.

4.10.6.4 If the CEO finds that a candidate has not complied with the RCM's Rules or with the timetable and other arrangements for the election, the CEO will refer the matter to the RCM Board to determine.

4.10.6.5 Candidates must demonstrate to voters that they are competent and possess the necessary personal and professional qualities to undertake the role.

Candidates must demonstrate that they:

(i) have an established professional profile and reputation;
(ii) are recognised for personal achievement;
(iii) are inspiring examples for midwives and maternity services;
(iv) are highly skilled and experienced in political acumen and diplomacy;
(v) have presence and authority;
(vi) are communicators of the highest order;
(vii) are finely attuned to the RCM's membership;
(viii) have good interpersonal skills and are adept at developing new relationships.

By means of entries under headings reflecting (i) to (viii) above (on competency statement forms provided by the RCM for that purpose) candidates are required to explain in writing how they demonstrate those competencies.

4.10.6.6 Election addresses and competency statements will be made available by such means as the CEO may determine to persons entitled to vote.

4.10.7. RCM members entitled to vote for the election of members of the RCM Board may vote for election of a President.

5. GENERAL MEETINGS

GENERAL MEETINGS

32. **Calling General meetings**

32.1 The RCM Board may call a general meeting at any time.

32.2 The RCM Board must call a general meeting if required to do so by the members under the Companies Acts.

33. **Length of notice**

All general meetings must be called by either:

33.1 at least 14 Clear Days' notice; or

33.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

34. **Contents of notice**

34.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.

34.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

34.3 In every notice calling a meeting of the RCM there must appear with reasonable prominence a statement informing the members of their rights to appoint proxies at a meeting of the RCM.

34.4 If the RCM gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

35. **Service of notice**

Notice of general meetings must be given to every member entitled to vote on the resolutions proposed to be put to the relevant meeting, to the RCM Board members and to the auditors of the RCM.

36. **Quorum for general meetings**

No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present. The quorum shall be fifty persons entitled to vote on the business to be transacted (each

being a member or a proxy for a member).

37. **Chairing general meetings**

37.1 The Chair (if any) or in the Chair's absence some other RCM Board member nominated by the RCM Board shall chair general meetings.

37.2 If neither the Chair nor any RCM Board member nominated in accordance with Article 37.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the RCM Board members present shall elect one of their number to chair the meeting and, if there is only one RCM Board member present and willing to act, that person shall chair the meeting.

37.3 If no RCM Board member is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the eligible members present in person or by proxy and entitled to vote must choose one of the members present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting under this Article.

38. **Adjournment**

38.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

38.1.1 the meeting consents to an adjournment; or

38.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

38.2 The chair of the meeting must adjourn a general meeting at which a quorum is present if directed to do so by the meeting.

38.3 When adjourning a general meeting, the chair of the meeting must:

38.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the RCM Board; and

38.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

38.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the RCM must give at least 7 Clear Days' notice of it:

38.4.1 to the same persons to whom notice of the RCM's general meetings is required to be given; and

38.4.2 containing the same information which such notice is required to contain.

38.5 No business may be transacted at an adjourned general meeting which could

not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

39. Voting

39.1 References in these Articles to eligible members are references to members entitled to vote on the resolution before the members in accordance with the Rules.

39.2 A member shall have no vote on any resolution unless authorised by the Rules.

39.3 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded in accordance with the Articles.

39.4 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:

39.4.1 has or has not been passed; or

39.4.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting is also conclusive evidence of that fact without such proof.

40. Votes

Votes on a show of hands

40.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

40.1.1 each eligible member present in person; and

40.1.2 (subject to Article 45.2) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution;

provided that if a person attending the meeting falls within both of the above categories, that person is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

40.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

40.2.1 every eligible member present in person; and

40.2.2 every eligible member present by proxy (subject to Article 45.2).

Chair's casting vote

40.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote the chair of the meeting may have.

41. **Errors and disputes**

41.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

41.2 Any such objection must be referred to the chair of the meeting whose decision is final.

42. **Polls**

42.1 A poll on a resolution may be demanded:

42.1.1 in advance of the general meeting where it is to be put to the vote; or

42.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

42.2 A poll may be demanded by the chair of the meeting or five or more eligible members present in person or by proxy.

42.3 A demand for a poll may be withdrawn if:

42.3.1 the poll has not yet been taken; and

42.3.2 the chair of the meeting consents to the withdrawal.

43. **Procedure on a poll**

43.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

Results

43.2 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.

43.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

43.4 No poll may be demanded on the election of a chair of a meeting or on any question of adjournment.

43.5 Polls must be taken within 30 days of being demanded.

43.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

Notice

43.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.

43.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

44. **Proxies**

Power to appoint

44.1 A member is entitled to appoint another person as the member's proxy to exercise all or any of the member's rights to attend and speak and vote at a meeting of the RCM. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

Manner of appointment

44.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:

44.2.1 states the name and address of the member appointing the proxy;

44.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

44.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the RCM Board may determine;

44.2.4 is delivered to the RCM in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.

44.3 The RCM may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

44.4 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

44.5 Unless a Proxy Notice indicates otherwise, it must be treated as:

44.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

44.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

45. Delivery of Proxy Notices

45.1 The Proxy Notification Address in relation to any general meeting is:

45.1.1 the registered office of the RCM; or

45.1.2 any other Address or Addresses specified by the RCM as an Address at which the RCM or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form.

Attendance

45.2 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the RCM by or on behalf of the relevant member. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

45.3 Subject to Articles 45.4 and 45.5, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.

45.4 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

45.5 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

45.5.1 received in accordance with Article 45.3; or

45.5.2 given to the chair, Secretary (if any) or any RCM Board member at the meeting at which the poll was demanded.

Interpretation

45.6 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 45.

Revocation

45.7 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.

45.8 A notice revoking the appointment of a proxy only takes effect if it is received before:

45.8.1 the start of the meeting or adjourned meeting to which it relates; or

45.8.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

45.9 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

46. **Amendments to resolutions**

46.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

46.1.1 notice of the proposed amendment is given to the RCM in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and

46.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution

46.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

46.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

46.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

46.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

47. **Attendance at general meetings by non-members**

The chair of a general meeting may permit non-members to attend and speak, but not vote, at the meeting.

6. RCM BOARD

6.1 Appointment, Retirement and Removal of RCM Board Members

20. **Appointment and retirement under Rules**

The RCM Board members shall be elected and shall retire in accordance with the Rules.

21. **Disqualification, resignation and removal of RCM Board members**

An RCM Board member shall cease to hold office if that member:

21.1 ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;

21.2 is the subject of a bankruptcy order or an order in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;

21.3 makes a composition with the member's creditors generally in satisfaction of the member's debts;

21.4 is the subject of a written opinion to the RCM from a registered medical practitioner who is treating that person stating that the person has become physically or mentally incapable of acting as a company director and may remain so for more than three months;

21.5 is the subject of a court order made by reason of that person's mental health, which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

21.6 resigns by notice in writing to the RCM;

21.7 is, for more than six consecutive months, absent from meetings of the RCM Board held during that period without permission of the RCM Board and the RCM Board resolves that the member be removed from office;

21.8 is expelled from office for breach of the Code of Conduct in accordance with the Rules;

21.9 ceases to be a Midwife; or

21.10 at a general meeting of the RCM, a resolution is passed that the member be removed from office, provided the member's views have been invited and the meeting has considered the matter in the light of such views.

22. **Suspension of RCM Board members**

If an allegation is made against an RCM Board member in relation to the member's professional conduct or competence, or if an RCM Board member is suspended as a Midwife, that person may be suspended from attending and voting at meetings of the RCM Board until the allegation has been resolved or until re-instatement as a Midwife, as the case may be.

6.1.1 Succession planning and establishing the Board's needs are the responsibility of the Board. The Board will determine the particular competencies, skills, knowledge and experience required on the Board and the criteria to be met. In undertaking this exercise the Board will be committed to the RCM's equality and diversity policy and will seek to build a Board which has the support of RCM members, is democratically elected and comprises the individuals who are best placed to deliver the high standards of governance that RCM members deserve.

6.1.2 A person holding office as a member of the RCM Board is required, if the RCM Board so decides, to accept appointment as a Trustee of the Royal College of Midwives Trust.

6.1.3 Members of the RCM Board will normally hold office for an initial term of up to four years and may be re-elected for one further period of up to two years. Any member who has held office for six consecutive years must stand down for at least three years before again being eligible for election.

6.1.4 Elections to the RCM Board will normally be held every two years with the intention that the term of office of approximately one half of the Board members will expire every two years.

6.1.5 The RCM Board shall comprise not more than 12 members elected in accordance with these rules. The RCM Board may act in spite of any vacancy and has discretion as to whether or not to call elections to fill vacancies.

6.1.6 Where the RCM Board has decided to call an election the election will be held and conducted in accordance with a timetable and other arrangements determined by the CEO.

6.1.7 Subject to the eligibility criteria in these Rules, all members of the RCM may stand for election as members of the RCM Board.

6.1.8 The result of an election will be announced within a reasonable time (and not later than 5 working days) after receipt of the scrutineer's report.

6.1.9 A person may hold only one office of member of the RCM Board at any time.

6.1.10 An RCM member wishing to stand for election must complete a self nomination questionnaire on a form supplied by the RCM for that purpose.

The CEO will consider the completed questionnaire and apply the RCM Rules to determine whether the RCM member is eligible to stand for election.

6.1.11 (a) A cv submitted by a candidate must be on a form supplied by the RCM for that purpose.

(b) A competency statement submitted by a candidate must be on a form supplied by the RCM for that purpose.

(c) An election address submitted by a candidate must be on a form supplied by the RCM for that purpose and must not exceed 300 words.

(d) The CEO may curtail at 300 words election addresses longer than the prescribed length.

6.1.12 Neither a cv, a competency statement nor an election address may include any photograph or any other matter not in words.

6.1.13 To be eligible to stand for election candidates must:

6.1.13.1 be full members of the RCM who on the date of commencement of the office for which they are standing for election will have been full members of the RCM for at least three years;

6.1.13.2 have notified the NMC of their intention to practise as midwives for the year in which the election takes place;

6.1.13.3 provide the election documents required by these Rules;

6.1.13.4 give consent for the RCM to carry out relevant checks including, if necessary, identity checks, Criminal Records Bureau checks and checks against lists of removed or disqualified trustees held by a regulator of charities in the UK;

6.1.13.5 give undertakings to accept appointment as trustees of the Royal College of Midwives Trust;

6.1.13.6 give undertakings to fulfil the responsibilities and duties of the Office for which they are candidates in good faith, in accordance with the law and in accordance with the Codes of Conduct for members of the RCM Board and Trustees of the RCM Trust;

6.1.13.7 have obtained undertakings from their employers regarding time off to undertake the duties of the Office for which they are seeking election or be prepared to commit their own time for those duties;

6.1.13.8 not have been expelled from the RCM Board for breach of the RCM Board's Code of Conduct;

6.1.13.9 not have their professional conduct under investigation by the Nursing and Midwifery Council;

6.1.13.10 not be employed by, or members of, organisations which are competitors in the field of professional or trade union representation;

6.1.13.11 not be undischarged bankrupts or subject to any arrangement or composition with their creditors generally;

6.1.13.12 not, by a Court or a statutory regulator of charities in the UK, have been removed or disqualified from trusteeship of a charity;

6.1.13.13 not be disqualified by virtue of any provision of the Companies Acts or prohibited by law from being company directors;

6.1.13.14 not have been convicted of an offence involving deception or dishonesty (unless the conviction is spent);

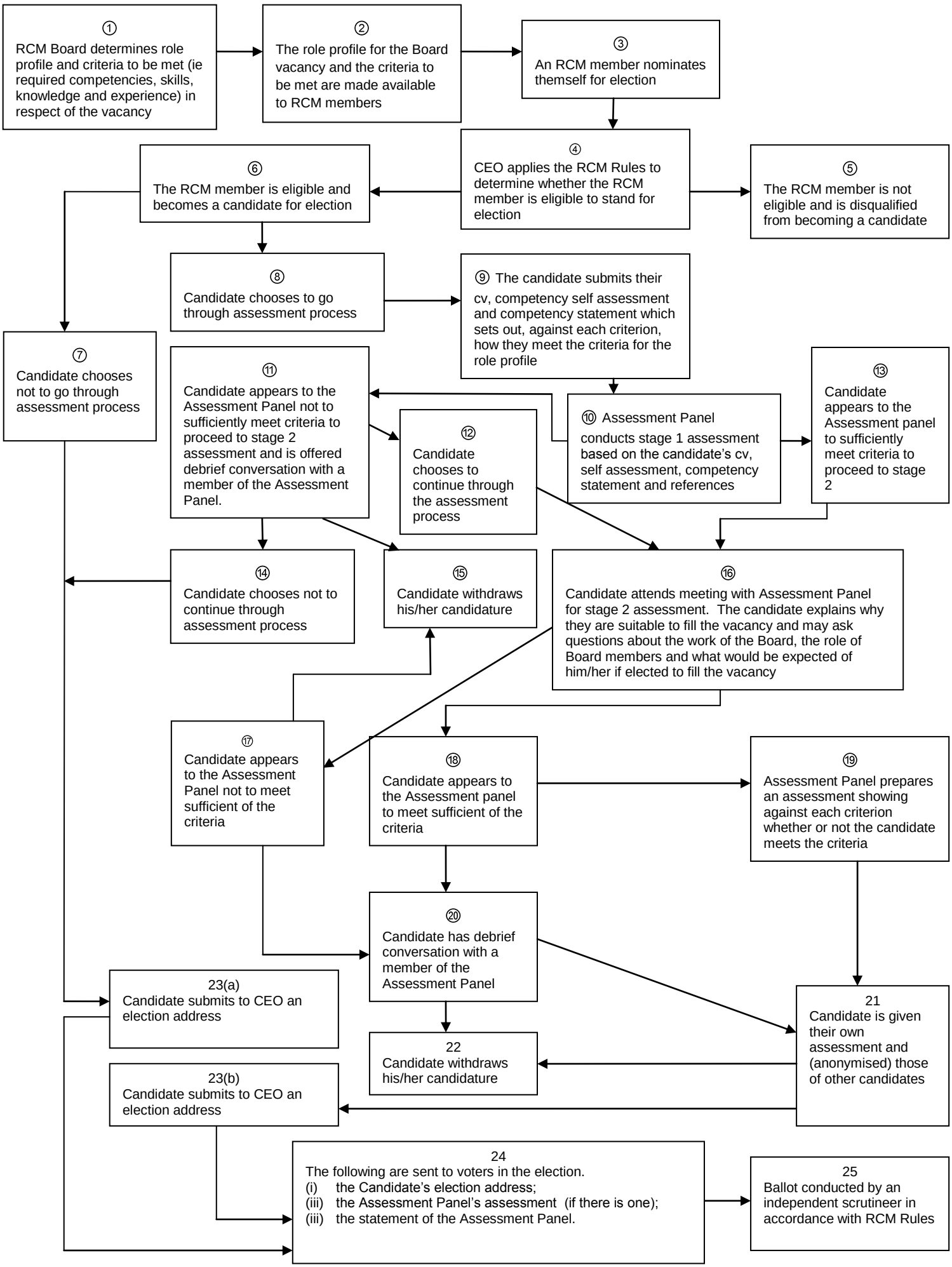
6.1.13.15 not be disqualified under the Charities Acts from acting as charity trustees;

6.1.13.16 not be employees of the RCM;

6.1.13.17 not be subject to court orders because their mental health prevents them from personally exercising any powers or rights which they would otherwise have.

6.1.14 For each election there will be an assessment panel. A panel will normally comprise up to 5 people including some who are members of the Board and others drawn from among RCM members and non-RCM members. Where reasonably practicable to do so a panel will be chaired by a person from outside of the RCM who has some prominence in their field or profession.

6.1.15 The role profile for the Board vacancy and the criteria to be met (ie required competencies, skills, knowledge and experience) will be made available to RCM members and the process shown in the following flow chart will be applied.


①
RCM Board determines role profile and criteria to be met (ie required competencies, skills, knowledge and experience) in respect of the vacancy
②
The role profile for the Board vacancy and the criteria to be met are made available to RCM members
③
An RCM member nominates themself for election
④
CEO applies the RCM Rules to determine whether the RCM member is eligible to stand for election
⑤
The RCM member is not eligible and is disqualified from becoming a candidate
⑥
The RCM member is eligible and becomes a candidate for election
⑦
Candidate chooses not to go through assessment process
⑧
Candidate chooses to go through assessment process
⑨ The candidate submits their cv, competency self assessment and competency statement which sets out, against each criterion, how they meet the criteria for the role profile
⑩ Assessment Panel conducts stage 1 assessment based on the candidate's cv, self assessment, competency statement and references
⑪
Candidate appears to the Assessment Panel not to sufficiently meet criteria to proceed to stage 2 assessment and is offered debrief conversation with a member of the Assessment Panel.
⑫
Candidate chooses to continue through the assessment process
⑬
Candidate appears to the Assessment panel to sufficiently meet criteria to proceed to stage 2
⑭
Candidate chooses not to continue through assessment process
⑮
Candidate withdraws his/her candidature
⑯
Candidate attends meeting with Assessment Panel for stage 2 assessment. The candidate explains why they are suitable to fill the vacancy and may ask questions about the work of the Board, the role of Board members and what would be expected of him/her if elected to fill the vacancy
⑰
Candidate appears to the Assessment Panel not to meet sufficient of the criteria
⑱
Candidate appears to the Assessment panel to meet sufficient of the criteria
⑲
Assessment Panel prepares an assessment showing against each criterion whether or not the candidate meets the criteria
⑳
Candidate has debrief conversation with a member of the Assessment Panel
23(a)
Candidate submits to CEO an election address
21
Candidate is given their own assessment and (anonymised) those of other candidates
22
Candidate withdraws his/her candidature
23(b)
Candidate submits to CEO an election address
24
The following are sent to voters in the election.
(i) the Candidate's election address;
(iii) the Assessment Panel's assessment (if there is one);
(iii) the statement of the Assessment Panel.
25
Ballot conducted by an independent scrutineer in accordance with RCM Rules

6.1.16 In respect of each candidate the information sent to voters in an election to the Board will include the following.

(i) The candidate's election address.
(ii) The assessment panel's assessment (if there is one).
(ii) One or other of the following statements of the assessment panel.

Either
(a) This candidate completed the RCM's assessment process for candidates for election to the RCM Board. The assessment panel is of the view that this candidate sufficiently meets the criteria which should be met in order to fit the role profile of the vacancy. The assessment panel's assessment of the candidate against each of the criteria is shown below.

Or
(b) This candidate completed the RCM's assessment process for candidates for election to the RCM Board. The assessment panel is of the view that this candidate does **not** currently sufficiently exhibit the competencies required to fit the role profile of the vacancy. The assessment panel's assessment of the candidate against each criteria is shown below.

Or
(c) This candidate chose not to complete the RCM's assessment process for candidates for election to the RCM Board. Therefore, the assessment panel has no view of the candidate's suitability to serve as a member of the RCM Board.

6.1.17 Before an election is held, the RCM will appoint a qualified independent person ("the scrutineer") to carry out the functions which are required under the relevant legislation and such additional functions as the RCM may specify.

Before a scrutineer begins to carry out their functions, the RCM will notify the name of the scrutineer to the

members who are eligible to vote in the election either:

(a) by sending a notice to every such member to whom it is reasonably practicable to send such a notice; or

(b) by taking all such other steps as it is the practice of the RCM to take when matters of general interest to all its members need to be brought to their attention.

6.1.18 Except as provided below all members of the RCM may vote for the election of members of the RCM Board.

The following may not vote in such elections.

(a) Members who have ceased professional practice for one year or longer.

(b) Members who for more than three months are in arrears in respect of any subscription or contribution due to the RCM.

(c) Members who are in a category of membership that does not afford the right to vote in such elections.

6.1.19 Voting will be in accordance with the relevant legislation, using the system of single transferable vote.

6.1.20 The RCM Board will establish a code of conduct for members of the RCM Board and procedure for dealing with breaches of the code of conduct.

The procedure for dealing with breaches of the code of conduct may provide for a range of measures including expulsion from office and suspension from attending and voting at meetings of the RCM Board.

6.2 Chair and Deputy Chair of the RCM Board

9. Chair and Deputy Chair

A Chair and Deputy Chair of the RCM Board shall be appointed by the RCM Board from among its members in accordance with the Rules.

The RCM Board will determine, and review from time-to-time, role descriptions for the Chair and Deputy Chair. The role

descriptions will be taken into account by the RCM Board in deciding which of its members to appoint as Chair and Deputy Chair.

The Chair and Deputy Chair will be appointed for such terms as the Board may decide; may be removed from office by the RCM Board and will, in any event, relinquish office upon ceasing to be members of the RCM Board.

6.3 RCM Board's powers and responsibilities

8. Members' reserve power

8.1 The members may, by special resolution, direct the RCM Board to take, or refrain from taking, specified action.

8.2 No such special resolution invalidates anything which the RCM Board has done before the passing of the resolution.

***7.* RCM Board's general authority**

Subject to the Articles, the RCM Board is responsible for the management of the RCM's business, for which purpose it may exercise all the powers of the RCM.

6.4 RCM Board's power to make rules

10. Rules

10.1 The RCM Board may make and, from time to time, add to and alter Rules for the organisation and conduct of the RCM Board; for the election of RCM Board members; for determining the categories of membership of the RCM, the criteria for assigning members to each category of membership and the rights, responsibilities, entitlements and benefits of members in each category of membership; and for any other matter.

10.2 Rules made by the RCM Board must not be inconsistent with these Articles or amount to an alteration of these Articles which could only be made by special resolution.

6.5 Decision-making by the RCM Board

DECISION-MAKING BY RCM BOARD

13. Power to regulate RCM Board's proceedings

Subject to the Articles, the RCM Board may conduct its business and regulate its proceedings as it thinks fit.

14. The quorum for meetings of the RCM Board shall be two or such other number as the RCM Board may specify in the Rules.

15. **RCM Board to take decisions collectively**

15.1 Any decision of the RCM Board must be either:

15.1.1 by decision of a majority of the RCM Board members present and entitled to vote at a quorate RCM Board meeting; or

15.1.2 a decision taken in accordance with Article 17.

15.2 If the votes are equal on a decision under Article 15.1, the Chair of the meeting shall have a second vote.

16. **Participation in RCM Board meetings**

16.1 Subject to the Articles, RCM Board members participate in an RCM Board meeting, or part of an RCM Board meeting, when:

16.1.1 the meeting has been called and takes place in accordance with the Articles; and

16.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

16.2 In determining whether RCM Board members are participating in an RCM Board meeting, it is irrelevant where any RCM Board member is or how they communicate with each other.

16.3 If all the RCM Board members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

6.5.1 No person who is not a member of the RCM Board shall attend, speak or otherwise participate in any meeting of the RCM Board except at the express invitation of the Board (or the Chair on the Board's behalf) for the purpose of providing the Board with technical or professional advice with respect to

matters taken into account by the RCM Board in carrying out its functions.

6.5.2 The quorum for meetings of the RCM Board is one third of the number of RCM Board members holding office at the time of the meeting. If the number of RCM Board members holding office cannot be divided exactly by three the quorum will be the number of members holding office divided by three rounded up to the nearest whole number.

17. **Unanimous decisions without a meeting**

17.1 A decision is taken in accordance with this Article when all of the eligible RCM Board members indicate to each other by any means that they share a common view on a matter.

17.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each eligible RCM Board member or to which each eligible RCM Board member has otherwise indicated agreement in Writing.

17.3 References in this Article to eligible RCM Board members are to RCM Board members who would have been entitled to vote on the matter had it been proposed as a resolution at an RCM Board meeting.

19. **Validity of RCM Board member actions**

All acts done by a person acting as an RCM Board member shall, even if afterwards discovered that there was a defect in the person's appointment or that the person was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be an RCM Board member.

6.6 Delegation by the RCM Board

11. **RCM Board may delegate**

11.1 Subject to the Articles, the RCM Board may delegate any of its powers or functions to such person or committee:

11.1.1 by such means;

11.1.2 to such an extent;

11.1.3 in relation to such matters or territories; and

11.1.4 on such terms and conditions;

as it thinks fit.

11.2 The RCM Board may authorise further delegation of the relevant powers or functions by any person or committee to whom they are delegated.

11.3 The RCM Board may revoke any delegation in whole or part, or alter its terms and conditions.

11.4 The RCM Board may by power of attorney or otherwise appoint any person to be the agent of the RCM for such purposes and on such conditions as it determines.

11.5 Only members of a committee who are RCM Board members may vote when exercising powers delegated to the committee by the RCM Board.

11.6 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the RCM Board so far as they apply and are not superseded by any Rules made by the RCM Board.

6.6.1 A committee of the RCM Board is a committee:

(a) which the RCM Board has established and which includes the words “Committee of the RCM Board” within its title;

(b) for which terms of reference and rules governing its conduct have been determined by the RCM Board.

6.6.2 These rules apply only to committees of the RCM Board. They do not apply to any other RCM committees.

6.6.3 A committee of the RCM Board shall include some members of the RCM Board and may also include as members of the committee such other people who are not members of the RCM Board as the RCM Board may determine but in exercising any powers or functions of the RCM Board which the RCM Board has delegated to a committee only those members of the committee who are members of the RCM Board may vote.

6.6.4 No decision of a committee of the RCM Board shall be valid unless the decision has been approved by a majority of those members of the committee who are members of the RCM Board.

6.6.5 The RCM Board shall appoint as Chair of a committee one of the RCM Board members whom it has appointed as members of that committee.

6.6.6 A committee of the RCM Board may invite others who are not members of the committee to attend meetings for the purpose of providing the committee with technical or professional advice.

6.6.7 The minutes of a meeting of a committee of the RCM Board (or a written summary) should normally be circulated to the members of the RCM Board before the next meeting of the RCM Board and there should be an opportunity at that meeting for members of the RCM Board to ask questions concerning the contents of the minutes or written summary. If, exceptionally, circumstances do not permit the advance circulation of minutes (or written summary) it will be sufficient for the person who chaired (or in that person's absence another member of the RCM Board who was present at) the meeting of the committee to report orally on the meeting of the committee at the next meeting of the RCM Board.

6.6.8 (a) The RCM Board shall establish committees for the purposes outlined at part (b) of this rule and may establish such other committees as the RCM Board may determine from time-to-time.

(b) Committees which the RCM Board must establish are:

(i) a committee to determine, or advise the RCM Board on, matters relating to audit and risk;

(ii) a committee to advise the RCM Board on remuneration of the CEO;

(iii) a committee to determine, or advise the RCM Board on, matters relating to membership of the RCM Board (including succession planning and arrangements for the assessment and election of candidates) and arrangements for evaluating the performance of the RCM Board and its members and its committees.

6.7 RCM Board members' conflicts of interest

18. **Conflicts of interest**

The RCM Board members shall comply with the procedures for dealing with conflicts of interest as set out in the Rules.

LIMITATION ON PRIVATE BENEFITS

4. ***Limitation on private benefits and RCM Board Member remuneration***

The income and property of the RCM must be applied only to promote the objects of the RCM set out in these Articles, and no part may be paid or transferred directly or indirectly to the members of the RCM, or to any of them except for the payment in good faith of remuneration to any officer or employee, or member of the RCM, in return for any services given to the RCM and of reasonable travelling and other out of pocket expenses incurred in carrying out the duties of any officer or employee or member of the RCM.

6.7.1 In this part of these Rules the terms shown below have the meanings indicated.

"interest"

any interest or loyalty of a member of the RCM Board that conflicts, or might conflict, or might appear to conflict with the interests of the RCM.

This includes the following.

(a) Interests in existing or proposed transactions with the RCM.

(b) Relevant interests in other organisations:
directorships;
trusteeships or other committee positions;
employed positions;
membership of organisations which are competitors of the RCM in the field of professional or trade union representation;
significant investments;
other significant connections.

(c) Land or property in which the member of the RCM Board, or a connected person, has a direct

interest and which is within the RCM's sphere of activities. Examples would be:

- ownership of premises which the RCM may be interested in leasing;
- a connected person selling equipment which the RCM might be considering buying.

(d) Interests (of which they are aware) that connected persons have in organisations where it is reasonably likely that a conflict could arise.

"connected persons"

(i) a member of the family of an RCM Board member;("family" means a spouse; civil partner; any person with whom the member of the RCM Board lives as a partner in an enduring family relationship; a child or stepchild of the member of the RCM Board; a child or step-child of a partner (if living with the member of the RCM Board and under the age of 18); or one of the member of the RCM Board's parents.

(ii) a company if the member of the RCM Board (together with connected persons) holds 20% or more of the shares of the company or can exercise more than 20% of the voting power at a general meeting of the company;

(iii) a trust if it is established to benefit the RCM Board member or connected persons (other than pension and employee share scheme trusts;

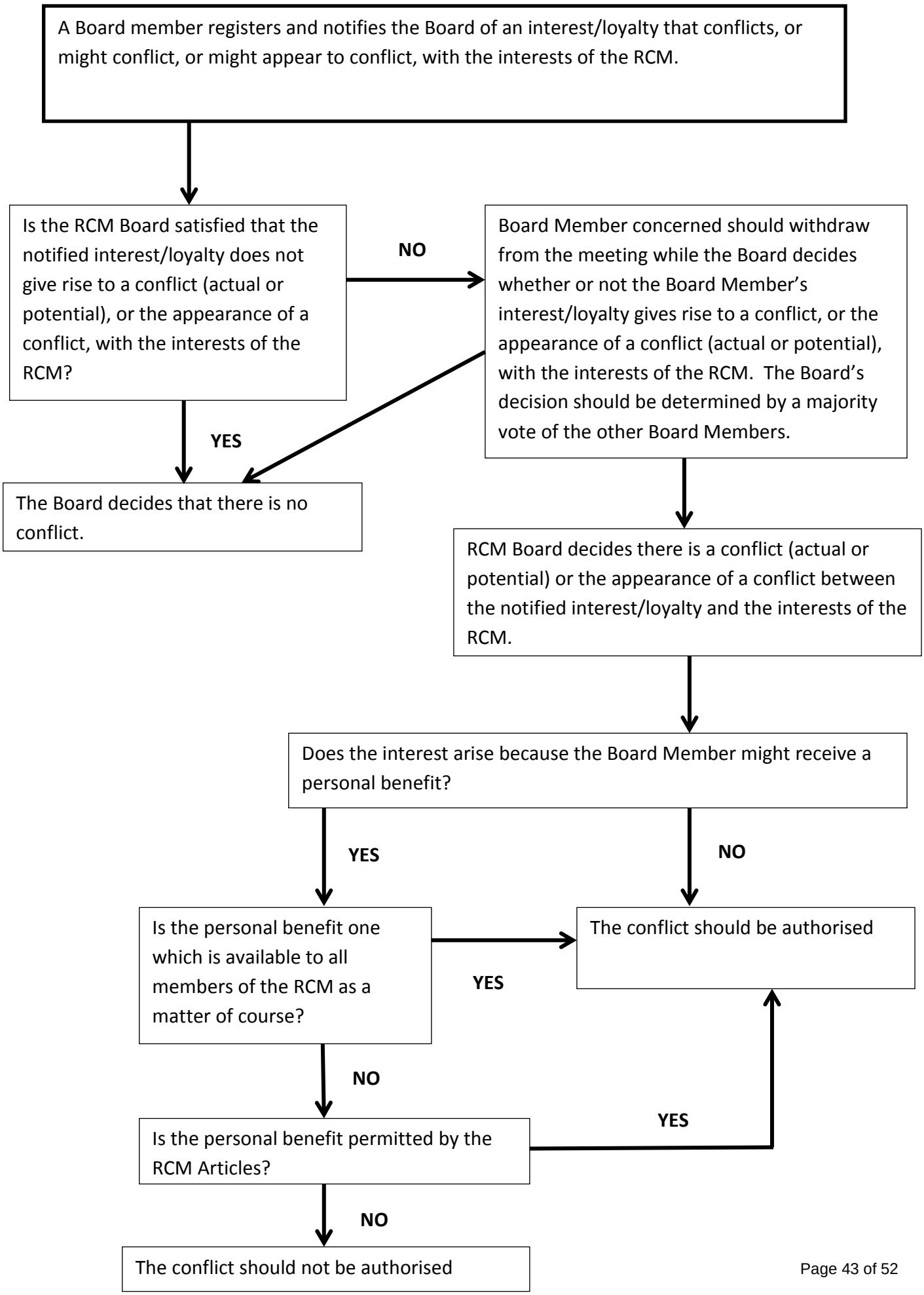
(iv) a partnership in which the RCM Board member or a connected person is a partner.

6.7.2 Being Members of the RCM, members of the RCM Board are not entitled to receive any benefits from the RCM beyond those permitted by the Articles. Those permitted benefits are described in Article 4 as *"the payment in good faith of remuneration to any officer or employee, or member of the RCM, in return for services given to the RCM and of reasonable travelling and other out of pocket expenses incurred in carrying out the duties of any officer or employee or member of the RCM."* In addition, Article 6 provides an indemnity and provides for insurance cover to be provided for members of the RCM Board.

6.7.3 Members of the RCM Board must register relevant interests/loyalties on appointment and thereafter as soon as possible after acquiring them or becoming aware that a connected person has a relevant interest/loyalty. Members of the RCM Board should register interests/loyalties by completing, and returning to the Board Secretary, the form prescribed for that purpose. The register of the Board members interests will be made available to RCM members.

Members of the RCM Board should also ensure that registered interests/loyalties are notified and discussed at the first possible meeting of the RCM Board.

6.7.4


A Board member registers and notifies the Board of an interest/loyalty that conflicts, or might conflict, or might appear to conflict, with the interests of the RCM.
Is the RCM Board satisfied that the notified interest/loyalty does not give rise to a conflict (actual or potential), or the appearance of a conflict, with the interests of the RCM?
NO
Board Member concerned should withdraw from the meeting while the Board decides whether or not the Board Member's interest/loyalty gives rise to a conflict, or the appearance of a conflict (actual or potential), with the interests of the RCM. The Board's decision should be determined by a majority vote of the other Board Members.
YES
The Board decides that there is no conflict.
RCM Board decides there is a conflict (actual or potential) or the appearance of a conflict between the notified interest/loyalty and the interests of the RCM.
Does the interest arise because the Board Member might receive a personal benefit?
YES
NO
Is the personal benefit one which is available to all members of the RCM as a matter of course?
YES
The conflict should be authorised
NO
Is the personal benefit permitted by the RCM Articles?
YES
NO
The conflict should not be authorised

6.7.5

Arising from rule 6.7.4 the Board has decided that there is a conflict (actual or potential) or the appearance of a conflict between a notified interest/loyalty and the interests of the RCM.

Has the Board authorised that conflict?

NO

Whenever a matter giving rise to the conflict is discussed at a meeting, or otherwise decided by the Board, the conflicted Board Member must

(a) declare the conflict
(b) withdraw from the meeting
(c) not be counted in the quorum
(d) not vote

YES

RCM Board should:

(a) state the duration of the authorisation and that it can be revoked at any time;
(b) state any circumstances when the conflicted member of the RCM Board must revert to the RCM Board for the authorisation to be reviewed;
(c) include, where appropriate, provisions as to whether or not the member of the RCM Board may receive information relating to the matter which gave rise to the conflict; and
(d) where appropriate, state that where the conflicted member obtains information as a result of their position in another organisation that is confidential to that other organisation the conflicted member will not be obliged to disclose that information to the RCM or to use the information in relation to the RCM's affairs.

Whenever a matter giving rise to the conflict is discussed at a meeting, or otherwise decided by the Board, the conflicted Board Member:

(a) must declare the conflict
(b) can remain only for such part of the meeting as in the view of other Board Members is necessary to inform the debate
(c) cannot be counted in the quorum for that part of the meeting
(d) cannot vote

6.7.6 All transactions with members of the RCM Board and persons connected with them shall be reported to the auditors and noted in the RCM's annual financial statements as required by the relevant regulations.

6.8 Receipt of gifts and hospitality by RCM Board Members

6.8.1 REGISTER OF GIFTS AND HOSPITALITY

The CEO must keep a register of gifts and hospitality declared by members of the RCM Board and committees of the RCM Board and will make the register available to RCM members.

6.8.2 GIFTS

Gifts, other than items of little intrinsic value such as diaries, calendars and flowers should not normally be accepted but discretion is necessary to avoid causing offence to persons or organisations with whom the RCM wishes to maintain beneficial relations. In considering whether or not to accept a gift the question to be asked is: What is in the best interest of the RCM? Advice of the CEO should be sought if necessary and in all cases the receipt of an offer of a gift, and whether or not it was accepted, must promptly be recorded in the Register of Gifts and Hospitality.

6.8.3 HOSPITALITY

Recipients should not allow themselves to be influenced, or be perceived by others to have been influenced, as a consequence of accepting hospitality.

The receipt of hospitality must promptly be recorded in the Register of Gifts and Hospitality.

6.8.4 Form for the Register of Gifts and Hospitality

[RCM /Board /Committee member's name to be inserted here]	
Gifts	
Date gift offered	

Date registered	
Description of gift offered	
Name of person or organisation offering the gift (if an organisation, you should also register the name(s) of the people involved in making the offer)	
Estimated value	
Was the gift accepted and, if so, what did you do with it?	

Hospitality	
Date hospitality received	
Date registered	
Description of hospitality received	
Name of host (person or organisation). If an organisation, you should also register the name(s) of the people involved in providing hospitality	
Estimated value	
Names of other people who were present	

7. CEO

GENERAL SECRETARY/CHIEF EXECUTIVE OFFICER

23. The RCM shall have a chief executive officer who shall be the general secretary of the RCM.

24. The chief executive officer / general secretary shall be appointed by the RCM Board for such term, at such remuneration, and upon such conditions as the RCM Board may think fit. Any chief executive officer / general secretary so appointed may be removed by the RCM Board.

25. The functions of the chief executive officer / general secretary, which include management of the RCM, shall be set out in the Rules.

7.1 The RCM Board may appoint as CEO only a midwife who has notified their intention to practice as a midwife.

7.2 The functions of the CEO are:

- leadership of the staff of the RCM;
- leadership of the midwifery profession in the UK (including representing it internationally);
- operational management of the RCM.

7.3 The RCM Board will determine, and keep under review, a role description for the CEO and may convey to the CEO additional requirements and expectations which arise from time-to-time.

7.4 The RCM Board will annually give direction to the CEO as to strategy to be achieved.

7.5 The RCM Board will determine arrangements for evaluating the performance of the CEO and for determining the CEO's remuneration and other benefits.

8. HONORARY FELLOWS

The RCM may appoint as Honorary Fellows people who have made an outstanding contribution, or given outstanding service, to midwifery, maternity services, services for women and their families or to the RCM.

Honorary Fellows of the RCM may use the letters HFRCM after their name. Honorary Fellows receive honorary fellowship certificates and distinctive insignia.

Procedures for the submission and consideration of nominations and the granting and withdrawal of Honorary Fellowship will be determined, and as necessary modified from time to time, by the CEO after consultation with the RCM Board.

9. INDEMNITY AND INSURANCE

6. **Indemnity and Insurance**

6.1 Without prejudice to any indemnity to which an RCM Board member may otherwise be entitled, every RCM Board member of the RCM shall be indemnified out of the assets of the RCM in relation to any liability incurred in that capacity but only to the extent permitted by the Companies Acts; and every other officer and member of the RCM may be indemnified out of the assets of the RCM in relation to any liability incurred in that capacity, but only to the extent permitted by the Companies Acts.

6.2 The RCM Board may decide to purchase and maintain insurance, at the expense of the RCM, for the benefit of any relevant person in respect of any relevant loss.

6.3 In Article 6.2:

6.3.1 A “relevant person” means any RCM Board member or former RCM Board member or an associated company, any other officer of the RCM and any member of the RCM;

6.3.2 A “relevant loss” means any loss or liability which has been or may be incurred by a relevant person in connection with that person’s duties or powers in relation to the RCM, any associated company or any pension fund or employees’ share scheme of the RCM or associated company; and

6.3.3 Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

10. COMMUNICATIONS BY THE RCM

48. **Communications by the RCM**

Methods of communication

48.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice) sent or supplied by the RCM under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the RCM, including without limitation:

48.1.1 in Hard Copy Form;

48.1.2 in Electronic Form; or

48.1.3 by making it available on a website.

48.2 A Document or information may only be sent or supplied in Electronic Form or by making it available on a website if the recipient has agreed that it may be sent or supplied in that form or manner or is deemed to have so agreed under the Companies Acts (and has not revoked that agreement).

48.3 Subject to the Articles, any notice or Document to be sent or supplied to an RCM Board member in connection with the taking of decisions by the RCM Board may also be sent or supplied by the means which that RCM Board member has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

48.4 A member present in person or by proxy at a meeting of the RCM shall be deemed to have received notice of the meeting and the purposes for which it was called.

48.5 Where any Document or information is sent or supplied by the RCM to the members:

48.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

48.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

48.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:

(a) when the material was first made available on the website; or

(b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on

the website.

48.6 Subject to the Companies Acts, an RCM Board member or any other person may agree with the RCM that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

48.7 Where any Document or information has been sent or supplied by the RCM by Electronic Means and the RCM receives notice that the message is undeliverable:

48.7.1 if the Document or information has been sent to a member and is notice of a general meeting of the RCM, the RCM is under no obligation to send a Hard Copy of the Document or information to the member's postal address as shown in the RCM's register of members, but may in its discretion choose to do so;

48.7.2 in all other cases, the RCM shall send a Hard Copy of the Document or information to the member's postal address as shown in the RCM's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and

48.7.3 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.

Exceptions

48.8 Copies of the RCM's annual accounts and reports need not be sent to a person for whom the RCM does not have a current Address.

48.9 Notices of general meetings need not be sent to a member who does not register an Address with the RCM, or who registers only a postal address outside the United Kingdom, or to a member for whom the RCM does not have a current Address.

49. Communications to the RCM

The provisions of the Companies Acts shall apply to communications to the RCM.

50. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

11. MINUTES

51. **Minutes**

The RCM Board must cause minutes to be made:

51.1 of all resolutions of the RCM and of the RCM Board (including, without limitation, decisions of the RCM Board made without a meeting); and

51.2 of all proceedings at meetings of the RCM and of the RCM Board and of committees including the names of the RCM Board members present at each such meeting;

and any such minute, if purported to be signed (or, in the case of minutes of RCM Board meetings, signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall be sufficient evidence of the proceedings.

12. RECORDS AND ACCOUNTS

52. **Records and accounts**

52.1 The RCM Board shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of:

52.1.1 annual reports;

52.1.2 annual returns; and

52.1.3 annual statements of account.

52.2 The accounting records of the RCM must always be open to inspection by the officers of the RCM and, subject to any reasonable conditions which may from time to time be imposed by the RCM in general meeting, by members of the RCM at all reasonable times during business hours.

52.3 The RCM shall send a copy of its annual accounts and reports to every member of the RCM by the date on which the RCM delivers its accounts and reports to the Registrar of Companies. Copies need not be sent to any person for whom the RCM does not have an Address.

13. WINDING UP

54. WINDING UP

If any property remains after the RCM has been wound up and the debts and liabilities have been satisfied it shall not be paid to or distributed among the members of the RCM, but will be given to some other institution or institutions with objects similar to the objects of the RCM, to be decided by the members of the RCM at or before the winding up and otherwise by the RCM Board at the time of winding up.