

FACULTY OF PHARMACEUTICAL MEDICINE

(of the Royal Colleges of Physicians of the United Kingdom)

Company No: 06870644 Charity No: 1130573

ANNUAL GENERAL MEETING: 18 NOVEMBER 2025

SPECIAL RESOLUTION – Updated Articles of Association

PURPOSE

To seek members' approval to adopt a revised set of Articles of Association for the Faculty of Pharmaceutical Medicine ("the Faculty").

DISCUSSION

Since incorporation as a company in April 2009, FPM has reviewed and updated its governing document (Articles of Association) only once, with a minor amendment relating to the removal of membership for people in arrears in December 2019.

Whilst technically still valid, company law and accepted governance practice has evolved significantly during the last 15 years and thus it is good practice to routinely review and, if necessary, refresh the Articles, not least because no other document is used to define and grant Trustees' legal authority and powers. Whilst Trustees may create bylaws to supplement the Articles, the Articles are the only document enshrined in statute and therefore it is important that they be fit-for-purpose. The new Articles make clear that Trustees of the Faculty are also Directors under company law; as such, the title of "Director" has been removed from any contractor or staff roles.

Within this context, we have prepared an updated set of Articles (attached). These are based on the model articles that are published by Companies House, and have been updated to also reflect good practice in terms of governance within the membership sector. They are intended to give written clarity on the legal powers afforded to both the company and individual Trustees, as well as the legal processes for managing membership and administering the company.

They retain the Faculty's charitable objects and structure as a company limited by guarantee, while introducing refinements designed to:

- ensure compliance with the Companies Act 2006 and Charities Act 2011;
- clarify the size, composition, and appointment of the Board;
- embed defined term limits, performance review provisions, and succession planning; and
- simplify and modernise language, aligning with the Charity Governance Code and the Corporate Governance Code.

No change is proposed to the Faculty's charitable objects, trustee-benefit provisions, or dissolution clauses, and therefore no Charity Commission consent is required.

THE CHANGES

The Articles are (and should be) self-explanatory but there are a number of particular amendments to the Articles that members should consider when reviewing this new constitution:

1. **Introduce a streamlined Board structure, moving from fourteen Trustees to nine, with a phased reduction in numbers over a one-year transitional period (falling through natural attrition to eleven from November 2025, reducing thereafter to a maximum of nine by November 2026).**

Reducing the Board from fourteen to nine members, with an interim cap of eleven, aligns with modern governance standards which favour smaller, more effective boards. A streamlined structure improves focus, accountability, and decision-making, and ensures the Board enjoys clearly defined roles and relevant expertise. The process is to be facilitated through natural attrition, which enables the Board to enjoy continuity while strengthening collective responsibility and proportional, skilled leadership.

2. Retain three Officer positions (President, Vice President, and Registrar) all to be held by Fellows of the Faculty.

Retaining three Officer positions—President, Vice President, and Registrar—provides clear leadership, defined responsibilities, and continuity. All three posts will be held by Fellows of the Faculty, ensuring professional credibility and alignment with the Faculty’s purpose.

The fourth Officer role, the former Treasurer, has been removed. Removing the Treasurer role modernises the Faculty’s governance and reflects best practice across the charitable and membership sectors. Financial oversight is a collective legal duty of the Board, supported by a new Finance, Audit & Risk Committee chaired by a Lay Trustee with strong financial and commercial experience. This embeds accountability, ensures appropriate expertise, and allows the Officer roles to focus on strategy and leadership rather than operational finance, consistent with contemporary governance models that are used by comparable organisations.

3. Clarify Officer eligibility, requiring Fellows to have held a relevant governance or leadership role within the previous five years.

The new Articles seek to strengthen the Faculty’s governance by ensuring that candidates for Officer roles have recent, relevant leadership experience that enables them to make an effective contribution to the work of the Board. Requiring candidates to have had prior service as a Faculty Trustee, committee Chair or member, or as a trustee for another charity within the last five years promotes competence and sector understanding. The change is not designed to exclude candidates but to ensure continuity, to support informed decision-making and succession planning, and to prepare Fellows to take up a future senior leadership role within the Faculty.

4. Confirm that the Vice President is not President-elect, recognising these as distinct offices with separate skillsets.

This change is intended to bring into focus the distinct role of the Vice President and its relationship with the role of President. Clarifying that the Vice President is not “President-elect” removes any assumptions of automatic succession between the two roles and reinforces the principle that postholders for both roles will be appointed on merit and following due process. Each Officer role is filled according to current strategic needs and skills, encouraging wider participation, opening up leadership opportunities, and affirming the distinct, independent contributions of Vice President and President to effective governance and continuity.

5. Maintain a formal link with the Royal Colleges, with one Trustee position reserved for a Royal Colleges representative appointed by a process to be agreed from time to time with the three Colleges.

Maintaining a formal link with the three Royal Colleges – London, Edinburgh and Glasgow – is very important to the Faculty, the relationship we have with them is greatly valued and the support and advice we receive from them at strategic level invaluable. The proposed change preserves that foundational relationship within the context of a smaller Board of Trustees. We have already shared our thinking on this change with the three Colleges and are engaging with them on how best to ensure College representation in a way that balances tradition with modern governance and ensures continued alignment with shared clinical and educational standards.

This arrangement guarantees that the Royal Colleges will continue to have direct representation at Board level, maintaining the historic and professional link that underpins the Faculty's identity and standing.

The Faculty also engages strategically and operationally with the Royal Colleges, and with other Faculties of the Royal Colleges, through the Federation of Royal Colleges of Physicians of the UK and the Academy of Medical Royal Colleges (AoMRC), as well as through a variety of technical, professional and policy fora. We look forward to those relationships deepening and strengthening in the years to come.

6. Ensure balanced Board composition, comprising three Lay Trustees (including the Royal Colleges representative) and three Member/Fellow Trustees, one of whom shall have fewer than ten years' industry experience.

Ensuring the composition of the Faculty's Board is balanced enables the Board to draw upon a diversity of thought, expertise, and experience. A structure which comprises three Lay Trustees alongside three Member/Fellow Trustees (comprising at least one Fellow and one Member, the third either a Member or Fellow) plus three Officers is designed to embed external insight and accountability, and ensuring that one seat on the Board is reserved for an early-career Member encourages succession and generational diversity. This balance supports informed decisions, constructive challenge, and representation of both profession and public interest.

7. Define clear appointment routes, with Officers elected by Fellows and Members and all other Trustees appointed through open and competitive recruitment overseen by the Nominations Committee.

The new Articles aim to modernise and streamline how Trustees are appointed to the Board, which in turn strengthens accountability and aligns the Faculty with contemporary governance practice. Candidates for the President and Vice President will continue to be elected by Fellows and Members, as happens at present, maintaining a democratic link for these two roles. The Registrar, as at present, will be an appointed role. Rather than being appointed by the existing Trustees (which is the position in the current Articles), all other Trustees will be appointed through a process of open, merit-based recruitment, ensuring transparency, diversity, balance and strategic alignment.

8. Introduce fixed term limits, under which:

- a. Trustees who do not serve, and do not intend to serve, as an Officer may serve a maximum of two consecutive three-year terms (capped at six years in total).
- b. Trustees who intend to seek election as an Officer may serve one three-year term as a Trustee followed by up to two further three-year terms as an Officer, or two three-year terms as a Trustee followed by one three-year term as an Officer (capped at nine years in total).

- c. The roles of Vice President and President may each be held for one three-year term only, as at present.
- d. The role of Registrar may be held for a maximum of two three-year terms, as at present.

Introducing these fixed term limits promotes absolute clarity as to how long a Trustee may sit on the Board, and ensures renewal, succession planning, and accountability. This aligns with best practice in governance, encouraging fresh perspectives and balanced, forward-looking leadership.

9. Set a new quorum of five Trustees for Board meetings and embed expectations of attendance and performance review.

With a smaller Board of nine, setting a quorum of five Trustees for meetings of the Board ensures that decisions are made with sufficient participation while enabling the business of the meeting to proceed efficiently. Clear attendance expectations and annual performance reviews for Trustees, supported by a more robust system of Trustee induction and training, will promote accountability and collective responsibility. Regular engagement supports informed decision-making, professionalism, and continuity, strengthening governance discipline as the Board streamlines and ensuring it operates effectively and in the Faculty's best interests.

10. Establish and formalise three standing governance committees (Finance, Audit & Risk; Nominations; and Remuneration).

Establishing and formalising these three standing committees strengthens the Faculty's governance through clear oversight, accountability, and delegation. The respective roles of the Committees are as follows:

- a. The Finance, Audit & Risk Committee will monitor risk, finance, and control.
- b. The Nominations Committee will manage recruitment, succession, and evaluation.
- c. The Remuneration Committee will ensure fairness in reward and recognition.

Terms of reference for the Committees have been drafted and recruitment to fill Committee roles will commence further to the AGM as appropriate. All three committees will be chaired by a Trustee. Together, the three reflect best practice in governance, promote balanced decisions, and support strategic, efficient Board operation.

11. Modernise and clarify general provisions, including provisions around conflicts of interest, electronic communication, membership categories, and indemnity clauses.

Modernising and clarifying the Faculty's general provisions keeps the Articles practical, compliant, and aligned with current legislation. Updated clauses on conflicts, indemnity, and communication reflect best practice and legal duties. Streamlined wording improves transparency and flexibility, removes outdated language, reduces administrative burden, and future-proofs the Faculty's governance framework.

CONCLUSIONS

Together, these changes ensure the Faculty's constitution remains fit for purpose, compliant, and aligned with modern governance standards. The revised Articles clarify roles and responsibilities, embed accountability through term limits and performance expectations, and establish a balanced, skills-based Board. They simplify outdated provisions, strengthen transparency, and formalise best practice in oversight and delegation. Retaining democratic elections for Officers and introducing open recruitment for other Trustees preserves member engagement alongside professional governance. Collectively, these reforms enhance effectiveness, legitimacy, and trust, ensuring the Faculty operates with integrity, independence, and confidence in advancing pharmaceutical medicine.

TIMING

This Special Resolution is submitted for decision at the Annual General Meeting on Tuesday 18 November 2025.

If approved, the revised Articles will take effect immediately following the AGM and be filed with Companies House.

SPECIAL RESOLUTION

That, with effect from the close of the Annual General Meeting on 18 November 2025, the Faculty of Pharmaceutical Medicine adopts the revised Articles of Association attached to this notice, and that these Articles be substituted for, and henceforth stand in place of, the existing Articles of Association adopted on 6 December 2019, to reflect current standards in non-profit corporate governance.

Proposed by the Board of Trustees
18 November 2025