



**Charity Registration Number: 233234**

**Notice of the Annual General Meeting  
of  
Faculty of History & Philosophy of Medicine & Pharmacy of the Worshipful Society of  
Apothecaries of London (the "Faculty")**

This is notice that the annual general meeting of the members of the Faculty will be held at the following address: Apothecaries' Hall, Black Friars Lane, London EC4V 6EJ

On: Thursday 4 June 2026

At: 18.00

The business of the meeting will be as follows:

1. **Approval of the minutes of the previous meeting**
2. **Faculty President's report**
3. **Financial summary**
4. **Election of officers and members to vacancies**
5. **Resolutions**

To consider and, if thought fit, pass the resolutions contained in **Attachment A**.

6. **Other business**

The date of this notice is: Friday 8 May 2026

By order of the Trustees

Master Dr DB Jefferys MD DSc FRCP FFPM FRAPS LLM

Trustee

The address of the Faculty is:

Apothecaries Hall  
Black Friars Lane  
London  
EC4V 6EJ

## Attachment A

### Proposed Resolutions for the Annual General Meeting of the Faculty of History & Philosophy of Medicine & Pharmacy of the Worshipful Society of Apothecaries of London on 4 June 2026

#### 1. Resolution 1 to amend the Faculty's constitution:

##### 1.1 Background

At a meeting of the Trustees of the Faculty last year, in exercise of the power in section 280A of the Charities Act 2011 and any other available power, the Trustees (i.e. the Court of Assistants) resolved to add a power to merge and a power to dissolve the Faculty in the Faculty's constitution, subject to obtaining Charity Commission consent and subject to the approval of the Faculty's members by resolution passed at a general meeting in accordance with section 280A. The Charity Commission has provided its consent to the addition of the power to merge and power to dissolve (see the exact approved wording in Resolution 1 below) and the approval of the members to this proposed amendment is now sought. If Resolution 1 is passed by the members, the change to the constitution will take effect immediately. The members are asked to approve the following resolution:

##### 1.2 Resolution 1: To resolve to approve the addition of the following new clauses 15 and 16 to the Faculty's constitution (to be inserted after clause 14 (Membership) of the Faculty's current constitution):

###### ***"15. Power to merge***

*a. The trustees of the Faculty shall have the power to acquire, merge with or enter into any partnership or arrangement with any other charity formed for any of the objects or which has purposes which include any of the objects, in order to further the objects (but not for any other purpose).*

###### **16. Dissolution**

*a. If the members resolve to dissolve the Faculty, the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the Faculty in accordance with this clause.*

*b. The trustees must collect in all the assets of the Faculty and must pay or make provision for all the liabilities of the Faculty.*

*c. The trustees must apply any remaining property or money:*

*i) directly for the objects;*

*ii) by transfer to any charity or charities for purposes the same as or similar to the Faculty; or*

*iii) in such other manner as the Charity Commission for England and Wales ("the Commission") may approve in writing in advance.*

*d. The members may pass a resolution before or at the same time as the resolution to dissolve the Faculty specifying the manner in which the trustees are to apply the remaining property or assets of the Faculty and the trustees must comply with the resolution if it is consistent with paragraphs 16.c.i) – 16.c.iii) inclusive in sub-clause 16.c. above.*

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*e. In no circumstances shall the net assets of the Faculty be paid to or distributed among the members of the Faculty.*

*f. The trustees must notify the Commission promptly that the Faculty has been dissolved. If the trustees are obliged to send the Faculty's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Faculty's final accounts."*

### 2. **Resolution 2 to approve the merger and transfer of assets:**

#### 2.1 **Background**

As previously noted to the members, it is proposed that the Faculty should merge with the Worshipful Society of Apothecaries General Charity Limited (registered charity number 284450) (the **General Charity**) in order to streamline operations and reduce the administrative cost of running three separate charities connected to the Worshipful Society of Apothecaries (the **Society**). It is intended that it will largely be "business as usual" for the Faculty as part of the General Charity, although it would no longer be a separate legal entity.

The General Charity has a limited liability structure which will better protect the trustees from the risk of personal liability. It is intended that the members of the Faculty will become associate members of the General Charity on completion of the merger. The Faculty's assets will be transferred to the General Charity on a restricted basis to be used for the purposes of the Faculty (i.e. to foster and extend more general interest in medical history and to attract the co-operation of general historians, so that work in this field may be co-ordinated with wider historical studies).

New Clause 16.d. of the constitution (see Resolution 1) will allow the members to pass this resolution.

The members are asked to pass the following resolution:

2.2 **Resolution 2:** To resolve, in exercise of the power in Clause 16.d of the Faculty's constitution, to merge and transfer all assets and liabilities of the Faculty to the General Charity to be used for the Faculty's charitable purposes, on a date to be determined by the Trustees which must be no later than [4 June 2027] (the **Effective Date**), and authorise the Trustees' Reference Group and the Trustees (individually and jointly) to take any steps they consider necessary to progress and facilitate the merger and transfer, including but not limited to:

- (a) Identifying and transferring the assets, responsibilities, undertakings and operations of the Faculty to the General Charity, and obtaining any necessary Order or consent from the Charity Commission; and
- (b) Taking any other actions and entering on behalf of the Faculty into any transfer agreement and other documents, that are necessary in order to progress the merger and transfer of assets of the Faculty to the General Charity.

### 3. **Resolution 3 to transfer the membership of the Faculty to the General Charity**

#### 3.1 **Background**

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It is proposed that, following the merger and transfer of assets and liabilities of the Faculty to the General Charity, the members of the Faculty shall become associate members of the General Charity, subject to approval of the trustees of the General Charity. In particular, it is intended that there will be separate categories of associate membership of the General Charity, including a category of associate members for this Faculty. Associate members for this Faculty will continue to engage in activities relating to the Faculty but would not be voting members and so would not, for example, have a vote in relation to constitutional matters such as changes to the governing document of the General Charity. The members are asked to approve the following resolution:

- 3.2 **Resolution 3:** To resolve that all existing members of the Faculty will, following the merger and transfer of assets and liabilities of the Faculty to the General Charity and subject to approval of the trustees of the General Charity, be admitted as associate members of the General Charity on a date to be determined by the trustees of the General Charity following the Effective Date (subject to meeting any applicable data protection requirements and criteria for associate membership of the General Charity).

## 4. **Resolution 4 to wind up the Faculty post-transfer:**

### 4.1 **Background**

It is proposed that the Faculty should be dissolved and wound up following the transfer of assets and liabilities to the General Charity, since the Faculty will no longer have any assets. Clause 16 of the Faculty's constitution allows the members to resolve to dissolve the Faculty. The members are asked to approve the following resolution:

- 4.2 **Resolution 4:** To resolve, pursuant to the power in clause 16.a. of the Faculty's constitution, to dissolve the Faculty with effect from a date to be determined by the Trustees following the transfer of the Faculty's assets and liabilities to the General Charity (at which point the members shall cease to be members), it being noted that following the transfer the Faculty will have no assets, and that the Reference Group and the Trustees (individually and jointly) be authorised to take any steps they consider necessary to facilitate the winding up of the Faculty, including but not limited to:

- (a) applying for the Faculty to be removed from the Register of Charities and for any filings in relation to the transfer of the Faculty's assets to be filed with the Charity Commission as required;
- (b) preparing and filing the final accounts, financial statements and any other required documents with the Charity Commission; and
- (c) to do all such other things and to execute any documents, contracts or deeds to give effect to the Resolution.