



*From The Master
The Worshipful Society of Apothecaries of London
Black Friars Lane, London, EC4V 6EJ*

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Dear Members,

As you will be aware from recent Society communications, a re-structure and rebranding of the Society's academic activities has taken place and now sits under the umbrella of the Centre for Health Studies (CfHS). We are delighted with the positive changes that have occurred and the interest that has been shown from our current and new audiences. A number of development opportunities with other educational partners have also arisen and this all helps towards furthering the important message of the work being done by the Society and the Faculties.

As a final part of consolidating this area and to firmly establish the CfHS, consideration also needs to be given to its governance structure. With that in mind, I am writing to consult with you, as our members and important contributors, as we move towards this next stage.

It is proposed that the three charities of the Society of Apothecaries are merged to create one single entity charity which represents the academic and charitable giving of the Society. The three charities in question are the General Charity, the Faculty of Conflict and Catastrophe Medicine and the Faculty of History & Philosophy of Medicine & Pharmacy. I would like to reassure you that both the Faculties and the General Charity will remain as separate activity areas or 'departments' but effectively under this one charity entity. Activities carried out by the existing three charities will remain the same or 'business as usual' and this is also true of any monies earned, donations or legacies. These will be ring fenced so they are only for the use of the relevant area.

Again, I would like to reiterate that it is a proposal at this stage and no final decisions have been made. I am sure you will agree that it is important for the Trustees of the Society to consider all options and would appreciate your input on this matter. Expert legal advice has been sought and you will see from the remainder of this document an example of the potential way forward. The Trustees will meet in June to decide a final proposal of the merger and the governing structure. This will then be presented to the charities at Extraordinary General Meetings (EGM) which will be called later in the year, when there will also be an opportunity for you to vote.

There is nothing for you to do at this point in time and this document is intended to provide background information ahead of the future EGM.

You are most welcome to attend the upcoming Annual General Meetings and please do ask any questions.

Chair of the Board of Trustees
Worshipful Society of Apothecaries

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Merger of charities connected to the Worshipful Society of Apothecaries (“the Society”)

Briefing Note for Members of the Faculty of Conflict & Catastrophe Medicine and the Faculty of the History & Philosophy of Medicine & Pharmacy

1. The three charities connected to the Society

- 1.1 There are currently three separate registered charities which are connected to the Society:
- 1.2 Worshipful Society of Apothecaries General Charity (registered charity number 284450), a company limited by guarantee (company number 01618879) (“**the General Charity**”);
- 1.3 Faculty of Conflict & Catastrophe Medicine (with registered charity number 1131556), an unincorporated charity (“**FCCM**”); and
- 1.4 Faculty of the History & Philosophy of Medicine & Pharmacy (registered charity number 233234), an unincorporated charity (“**FHPMP**”).
- 1.5 The Society’s Court of Assistants are charity trustees of all three charities.
- 1.6 FCCM and FHPMP both run diploma courses in subjects for which examinations are available, plus a range of lectures and other activities. The Society has an Examinations Department which delivers a range of diploma examinations, including those for the taught courses offered by FCCM and FHPMP. The General Charity offers a range of small grants supporting medical education.

2. Proposal to merge the three charities

- 2.1 In order to streamline operations and reduce the administrative cost of running three separate charities connected to the Society, the Trustees have been considering the options for merging the three charities with the help of external legal advisors and have decided that, in principle, it would be in the best interests of each of the three charities to merge. The Court of Assistants also propose to transfer the Society’s exam function into the merged charity.
- 2.2 It is proposed that the most straightforward way to merge the charities would be for the FCCM and FHPMP (together with the Society’s exam function) to be transferred into the General Charity, and then the separate FCCM and FHPMP charities would be wound up.
- 2.3 It is intended to merge the FCCM and FHPMP into the General Charity as the General Charity is a corporate charity and so has the advantage of a limited liability structure. It also has broad charitable purposes which are broad enough to cover the current activities of the FCCM and FHPMP and the Society’s exam function.
- 2.4 Though this involves some legal changes, in practice, the activities of FCCM and FHPMP will be largely unaffected (this is explained further below).
- 2.5 At this stage, the members of FCCM and FHPMP are not being asked to make any formal decisions about merger, but there will be opportunity for discussion at the upcoming annual general meetings.
- 2.6 Formal decisions to merge will be put to future extraordinary general meetings of the FCCM and FHPMP which will be called for that purpose, and subject to formal recommendations to merge having been taken by the Trustees.

3. **How the current FCCM and FHPMP activities and operations will work as part of the merged charity**

3.1 It is intended that it will largely be “business as usual” for the two Faculties as part of the General Charity, although they would no longer be separate legal entities.

3.2 The main features of the Faculties under the merged charity are envisaged to be as follows:

3.2.1 As part of the merger, FCCM and FHPMP’s funds would be legally ring-fenced within the General Charity’s accounts, meaning that the Faculties’ funds can only be used for the purposes of FCCM or FHPMP, as applicable. It is intended that any future funds ear-marked for either of the Faculties will also be ring-fenced within the General Charity, including any Faculty membership fees.

3.2.2 Any funds raised for either of the Faculties, such as donations or legacies, or monies generated from activities such as courses and lectures, would usually be ring-fenced for the respective Faculty (subject to the terms of the donation/legacy).

3.2.3 Who will be the Trustees of the new structure is still subject to further consideration and consultation.

3.2.4 The day to day running of the Faculties would broadly replicate the current executive committees of the Faculties, reporting to the board of trustees. This is unlikely to result in any significant change, since the current executive committees already operate under this remit.

3.2.5 The current members of FCCM and FHPMP would become associate members of the respective Faculties. They would no longer be constitutional members, so would not have a vote in relation to changes to the governing document of the General Charity. Associate membership rights in relation to the Faculties would be reflected in the General Charity’s constitutional documents, such as its Articles of Association or any separate Bye Laws or Rules.

3.2.6 Associate membership fees in relation to the Faculties would be payable to the General Charity but would be ring-fenced for the relevant Faculty, as outlined at paragraph 3.2.1 above.

4. **Procedure**

4.1 Annual general meetings of FCCM and FHPMP are scheduled in May and June 2025, during which members will receive further information on the proposal to merge outlined in this briefing note and there will be opportunity for discussion.

4.2 Assuming that the Trustees decide to proceed with the merger, the FCCM and FHPMP will then hold extraordinary general meetings of members at a later date, at which members will be asked to formally resolve to merge by transferring the assets and operations of the FCCM and FHPMP to the General Charity and to dissolve the FCCM and FHPMP as separate charities. Further information on these meetings will be provided in due course, once the work required to merge the three charities has further progressed.

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