

Proposed Outline Merger Arrangements

1. The Faculty and the Institute should merge as soon as practically convenient. If the proposal has the support of the membership we will aim to launch the new body (designated "NewProf" for planning purposes) on 1 July 2009 (or as early in that sessional year as can be achieved).
2. NewProf will be governed by a group of up to 30 elected members (which has been designated the "Senate" for planning purposes). The first Senate will be formed only from the people serving on the Councils of the two predecessor bodies during the 2008/9 sessional year (see 6). The first open elections for some Senate seats will be in Spring 2010.
3. The constitution (Royal Charter) of NewProf will be written in such a way as to allow for seats on the Senate to be elected by specified geographic-linked constituencies. On commencement of NewProf, in addition to a general constituency, there will be a Scottish constituency which will initially be entitled to elect 10 members of the Senate (see 6 and 9).
4. It will be assumed that any member of NewProf who has a home address in Scotland will be in the Scottish constituency. Arrangements will also be put in place for any such member to opt out of the Scottish constituency and any other member, wherever he or she is based in the world, to opt in to the Scottish constituency.
5. With the agreement of the Senate, in future further constituencies could be introduced for other geographic groups which constitute a significant proportion of the qualified membership and make an appropriate case.
6. Initially the individual Councils of the Faculty and the Institute will form the first Senate by selecting 10 members from the Faculty Council to represent the Scottish constituency and 20 members from the Institute Council to represent the general constituency, taking into account positions held and duration on either Council since original appointment/election.
7. The first President of NewProf will be Ronnie Bowie (FFA) and the role in NewProf reserved for the Immediate Past President will be filled by Nigel Masters (FIA). The first President-elect of NewProf will be elected by the Faculty and the Institute Councils jointly from those identified to serve on the first Senate, no later than June 2009.
8. Presidents of NewProf will serve for a one year term, having served one year as President-elect. From 2010 onwards, the President-elect will be elected by the Senate from people who have at one time served on the Senate or the predecessor Faculty and Institute Councils. The President-elect may be a member of any geographic constituency. If there are to be any other officer appointments on NewProf Senate, these will be announced before the launch of NewProf.
9. Starting five years after the merger, the proportions of Senate members elected by each constituency will gradually be brought into line with the proportions of members of NewProf in each constituency, by adjusting the number of Senate members elected by each constituency by one every two years. This process will continue until the correct proportions are reached or until six places are reserved for the Scottish constituency.
10. If the correct proportionate number of Senate representatives for the Scottish constituency is significantly less than six, 15 years after the merger, then the situation will be reviewed by

NewProf Senate, with the aim of achieving fair representation for each geographic constituency which exists at that time.

11. The members of Senate elected by the Scottish constituency will also form the nucleus of a Scottish Council¹. This group will elect from within its own elected number a Leader of the Scottish Council. The Leader of the Scottish Council will be an *ex officio* member of the Management Board of NewProf, but cannot simultaneously be President of NewProf.
12. The President, the immediate Past President, the Leader of the Scottish Council and the Chief Executive will be *ex officio* members of the Management Board of NewProf. The Faculty and Institute Councils will jointly decide on the composition of the Management Board from July 2009, on recommendation of the merger project group (see 16). This will be announced before the launch of NewProf.
13. The duty of the Scottish Council will be to ensure that NewProf operates effectively in Scotland. This will include professional, academic and social activities. They may also deal with representational matters specific to Scotland (for example with the Scottish Government or Scottish-based professional bodies).
14. At the time of the merger, the Scottish Council will be endowed with a one-off (not annual) fund of £500,000. This fund will be for the Scottish Council to use at its own discretion, but subject to normal financial controls, in the discharge of its duties, over and above the normal expenditure of NewProf.
15. Some of the staff of NewProf will be based in Scottish premises (as happens under our current arrangements) and their duties will include servicing meetings of the Scottish Council. In addition, recognising that the Profession's office in Oxford is due to close in 2014 and that NewProf will not want premises in more than two locations, it is likely that the proportion of NewProf staff based in Scotland will increase from that time. Any final decision about accommodation and staffing will be based on the prevailing economic conditions for employment and premises.
16. A project group, appointed by the Faculty and the Institute Councils, will work out all the practical details, including legal and tax implications, draft a new charter for NewProf and make applications to the Privy Council. Only once this work begins will we know how achievable a start date of 1 July 2009 is for NewProf, and when a subsequent vote on the detail of the charter for NewProf can be taken.
17. A final decision on the name for NewProf will be taken by the Faculty and the Institute Councils (after canvassing member opinion and taking appropriate advice) before the NewProf charter is put to the membership eligible to vote.

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¹ The Scottish Council can have additional members who are not on the Senate but such matters will be matters for the Scottish Council itself and not written into the charter of NewProf.