

At the Court at Buckingham Palace

THE 27TH DAY OF JULY 2004

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY IN COUNCIL

WHEREAS there was this day read at the Board a Report of a Committee of the Lords of Her Majesty's Most Honourable Privy Council dated 22nd July 2004 in the words following, viz:-

"YOUR MAJESTY having been pleased by Your Order of the 10th December 2003 to refer to this Committee the humble Petition of The Royal Photographic Society of Great Britain, praying for the grant of a Charter of Incorporation":

"THE LORDS OF THE COMMITTEE, in obedience to Your Majesty's Order of Reference, have taken the Petition into consideration and do this day agree humbly to report, as their opinion to Your Majesty, that a Charter may be granted by Your Majesty in terms of the annexed Draft."

HER MAJESTY, having taken into consideration the Report and the Draft Charter accompanying it, was pleased, by and with the advice of Her Privy Council, to approve thereof and to order, and it is hereby ordered, that the Right Honourable the Lord High Chancellor of Great Britain do cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under the Great Seal a Charter in conformity with the annexed Draft.

A.K.Galloway



ELIZABETH THE SECOND

by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS the incorporated Society commonly known as The Royal Photographic Society of Great Britain has petitioned Us for a Charter of Incorporation.

AND WHEREAS we are minded to comply with the prayer of such Petition:

NOW THEREFORE WE by virtue of Our Royal Prerogative in that behalf and of all other powers enabling US so to do of Our special grace certain knowledge and mere motion do hereby for Us Our Heirs and Successors grant direct appoint and declare as follows:

The Royal Photographic Society

1. The persons now members of the said Society and all such persons as may hereafter become members of the Body Corporate or Corporation hereby constituted pursuant to or by virtue of the powers granted by these Presents and their successors shall for ever hereafter (so long as they shall continue to be such members) be by virtue of these Presents one Body Corporate and Politic by the name of The Royal Photographic Society of Great Britain (hereinafter referred to as The Society) and by the same name shall have perpetual succession and a Common Seal with power to break alter and make anew the said Seal from time to time at their will and pleasure and by the same name shall and may sue and be sued in all Courts and in all manner of actions and suits and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

Objects and powers of The Society

2.1. The objects of The Society are to educate members of the public by increasing their knowledge and understanding of Photography and in doing so to promote the highest standards of achievement in Photography in order to encourage public appreciation of Photography.

2.2. In this Charter 'Photography' shall mean the Art or Science of the recording of light or other radiation on any medium on which an image is produced or from which any image may by any means be produced.

3. The Society may promote its said objects by:

(a) holding or promoting events meetings seminars conferences and exhibitions

(b) organising or promoting competitions examinations and appraisals whether or not leading to the granting of awards and distinctions



- (c) promoting or carrying out research
- (d) providing advice
- (e) publishing or distributing information
- (f) co-operating with other bodies
- (g) supporting administering or setting-up other charities
- (h) raising funds (but not by means of taxable trading) and in its discretion disclaiming any particular contribution
- (i) borrowing money and giving security for loans (but only in accordance with the restrictions imposed by the Charities Acts)
- (j) making grants or loans of money and giving guarantees provided that where any payment is made to the Treasurer or other proper official of a Society the receipt of such Treasurer or official shall be a complete discharge to the Members of Council
- (k) setting aside funds for special purposes or as reserves against future expenditure
- (l) depositing or investing funds in any manner not inconsistent with the law at that time (but investing only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification) provided that The Society shall have power to retain any investments donated to it
- (m) arranging for investments or other property of The Society to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Members of Council or of a financial expert acting under their instructions and paying any reasonable fee required
- (n) insuring the property of The Society against any foreseeable risk and taking out other insurance policies to protect The Society when required
- (o) insuring the Members of Council against the costs of a successful defence to a criminal prosecution brought against them as Society Members of Council or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty unless the Trustee concerned knew that or was reckless whether the act or omission was a breach of trust or breach of duty
- (p) subject to clause 8 employing paid or unpaid agents staff or advisers
- (q) entering into contracts to provide services to or on behalf of other bodies
- (r) establishing subsidiary companies to assist or act as agents for The Society
- (s) doing anything else within the law which promotes or helps to promote the Objects



4. The income and property of The Society shall be applied solely towards the promotion of the objects of The Society. The Society shall not carry on any trade or business or engage in any transaction with a view to the pecuniary gain or profit of the members thereof. In particular The Society shall not act as a Trade Union and shall not pursue any of the following objects:

- (i) the regulation of the relations between employers and employees or between employees and employees or employers and employers or
- (ii) the imposing of restrictive conditions on the conduct of any trade business or profession or
- (iii) the provision of other pecuniary benefits for members.

Save that

- (a) members who are not Members of Council may be employed by or enter into contracts with The Society and receive reasonable payment for goods or services supplied
- (b) members (including Members of the Council) may be paid interest at a reasonable rate on money lent to The Society
- (c) members (including Members of Council) may be paid a reasonable rent or hiring fee for property let or hired to The Society
- (d) individual members who are not Members of Council but who are beneficiaries may receive charitable benefits in that capacity
- (e) a Member of Council shall not receive any payment of money or other material benefit (whether directly or indirectly) from The Society except
 - (i) as mentioned in clauses 4 (b-d)
 - (ii) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running The Society
 - (iii) an indemnity in respect of any liabilities properly incurred in running The Society (including the costs of a successful defence to criminal proceedings)
 - (iv) payment to any company in which a Member of Council has no more than a 1 per cent shareholding

5. Whenever a Member of Council has a personal interest in a matter to be discussed at a meeting of the Members of Council or a committee the Member concerned shall:

- (i) declare an interest at or before discussion begins on the matter
- (ii) withdraw from the meeting for that item unless expressly invited to remain in order to provide information



(iii) not be counted in the quorum for that part of the meeting

(iv) withdraw during the vote and have no vote on the matter

Matters in respect of real and personal property

6. We do also hereby for Us Our Heirs and Successors license authorise and for ever hereafter enable the Body hereby incorporated or any persons or person on its behalf to acquire for the purposes of The Society any lands tenements or hereditaments or any interest in any lands tenements or hereditaments whatsoever and to hold the same in perpetuity or otherwise and from time to time (subject to all such consents as are by law required) to grant demise alienate or otherwise dispose of the same or any part thereof.

7. The property and moneys of the existing Society including any property and moneys held on behalf of or in trust for the existing Society by any person or persons or body politic or corporate and including any subsidiary of The Society such as RPS Trading Ltd. shall from the date of these Presents become and be deemed to be the property and moneys of The Society and shall as soon as may be formally transferred to The Society or such person or persons on its behalf as the By-laws prescribe.

Membership and qualifications

8. There shall be such classes of members of The Society with such rights including voting rights privileges and obligations as the By-laws of The Society (hereinafter referred to as the By-laws) or the Rules of The Society (hereinafter referred to as the Rules) for the time being shall provide. However members may not use with their names any description letters or title pertaining to membership of The Society except as may be provided for from time to time in the By-laws of The Society.

9. The distinctions qualifications method and terms of admission privileges and obligations including liability to expulsion or suspension of members of each of the classes respectively shall be such as the By-laws or the Rules for the time being shall direct. The power of election of persons seeking admission to any class of membership shall be vested in the Council (as hereinafter defined) whose responsibility it shall be to decide whether they have or have not fulfilled such conditions as are applicable to their case.

10. In particular The Society shall not award the professional designations of Chartered Status for photographers or imaging scientists unless the By-laws shall be changed so to allow.

Meetings

11. The meetings of The Society shall be held at such times and for such purposes and shall observe such procedures as may be prescribed by or under the By-laws or the Rules.

Governance



12.1. There shall be a Council of The Society consisting of such number of members with such qualifications and to be elected or constituted as such members of Council in such manner and to hold office for such period and on such terms to seek re-election and otherwise as the Bylaws or the Rules for the time being shall direct.

12.2. The first Council members after incorporation shall be those who have been elected to serve on the Council for the period during which incorporation shall take place. They shall respectively hold office as such until due election and coming into office of their successors in accordance with the By-laws and the Rules.

13. The direction and management of The Society and its affairs and business shall be vested in the Council subject to the provisions of these Presents and to the By-laws and to the Rules. The business of the Council shall be conducted in such manner as the Council may from time to time prescribe.

14. The Society shall have such Officers with such functions tenure and terms of office as the By-laws and the Rules may prescribe and such other officers and servants as the Council may from time to time appoint.

15. The Council may by a resolution in that behalf passed at any meeting by not less than two-thirds of the members of Council present and voting (being an absolute majority of the whole numbers of the members of the Council) and confirmed at a General Meeting of The Society duly convened and held not less than one month or more than four months after the date of such meeting of the Council by not less than two-thirds of those present and voting alter amend or add to these Presents and such alterations amendment or additions shall when allowed by Us Our Heirs and Successors in Council become effectual so that these Presents shall thenceforward continue and operate as though they had been originally granted and made accordingly. This provision shall apply to these Presents as altered amended or added to in a manner aforesaid.

16. The Society in General Meeting held with due notice and otherwise in accordance with the By-laws and the Rules may make and from time to time revoke amend or add to the By-laws or the Rules as required for the regulation government and advantage of The Society its members and property and for the furtherance of the objects and purposes of The Society. Provided that no such By-law or any revocation of or amendment or addition to any such Bylaw shall be repugnant to this Our Charter or to the Laws and Statutes of Our Realm and provided also that no By-law concerning the granting of individual chartered status shall be included or revoked or amended or added to until the same has been allowed by the Lords of Our Privy Council of which allowance a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

17. The first By-laws and Rules to be made under these Presents shall be those made by the Voters of The Society and annexed hereto.

Dissolution

18. If The Society is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:



(a) by transfer to one or more other bodies established for exclusively charitable purposes within the same as or similar to the Objects

(b) directly for the Objects or charitable purposes within or similar to the Objects

(c) in such other manner consistent with charitable status as the Charity Commission approve in writing in advance.

Conclusion

19. And We do hereby for Us Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good firm valid and effectual according to the true intent and meaning of the same and shall be taken construed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of The Society any mis-recital non-recital omission defect imperfection matter or thing whatsoever notwithstanding.

In Witness whereof We have caused Our Letters to be made Patent.

WITNESS Ourselves at Westminster the day

of in the year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

