

CONSOLIDATED ROYAL CHARTER (INCORPORATES 2008, 2011
AND 2013 AMENDMENTS)

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

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS We, by Royal Charter dated the thirtieth day of March 1994 (hereinafter called "the Charter of 1994"), constituted and established a Body Corporate by the name of "The Arts Council of England":

AND WHEREAS it has been represented unto Us that it is desirable in the interests of the better pursuance of the objects for which the Arts Council of England (hereinafter referred to as "the Council") was established that the Council should be reconstituted by Supplemental Charter to give effect to revised and new arrangements for its structure and activities:

NOW THEREFORE KNOW YE that We, having taken the said representation into Our Royal Consideration, by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion have granted and ordained and by these Presents do for Us, Our Heirs and Successors, grant and ordain as follows:

1. With effect from the date of this Our Supplemental Charter, the Charter of 1994, except in so far as it incorporates the Council as a Body Corporate under the name of "The Arts Council of England", with the powers and capacities specified in Article 1(2) thereof, shall be and is hereby revoked.
2. The name of the Council may be changed by resolution passed by the majority specified in Article 14 hereof, subject to the approval of Us, Our Heirs or Successors in Council.
3. In this Our Supplemental Charter and the regulations, unless the context otherwise requires:
 - (1) "**Chair**" means the Chair of the Council;
 - (2) "**Chief Executive**" means the principal administrative officer of the Council;
 - (3) "**Code**" means a document which sets out the standards and principles of conduct expected of members of the Council;"
 - (4) "**the objects**" means the objects of the Council set out in Article 4;
 - (5) "**organisation**" includes any body whether incorporated or not;
 - (6) "**Area Council**" means an Area Council of the Council established under Article 11;
 - (7) "**regulations**" means regulations made by the Council;
 - (8) "**the Secretary of State**" means Our Secretary of State for Culture, Media and Sport, or such of Our Ministers as for the time being is responsible for the arts, museums and libraries in England;

- (9) "**written**" and "**in writing**" include any method of representing or reproducing words in visible form;
 - (10) the singular includes the plural, the masculine includes the feminine, and references to persons includes corporations;
 - (11) reference to an Act of Parliament or subordinate statutory provision includes any re-enactment or modification thereof; and
 - (12) subject to the terms of any relevant employment contract, any reference to a power of appointment includes the power of removal.
4. The objects of the Council shall be, for the public benefit, to:
- (1) develop and improve the knowledge, understanding and practice of the arts;
 - (2) increase accessibility of the arts to the public in England; and
 - (3) advance the education of the public and to further any other charitable purpose which relates to the establishment, maintenance and operation of museums and libraries (which are either public or from which the public may benefit) and to the protection of cultural property; and
 - (4) advise and co-operate, where it is appropriate to do so, with the Departments of Our Government, Our Scottish Administration, the Northern Ireland Executive and the Welsh Ministers, local authorities, the Arts Councils and equivalent organisations in the museums and libraries sector for Scotland, Wales, and Northern Ireland (or their successors) and other bodies on any matter related to the objects.
5. In addition to the powers set out in Article 1(2) of the Charter of 1994 (and without prejudice to the powers at law of the Council as a chartered corporation), in furtherance of the objects, but not otherwise, the Council shall have the following powers:
- (1) subject to Article 11 and to such consultation as may be directed by the Secretary of State, to establish and dissolve, and to delegate powers (including the power to make grants) and functions to, Area Councils ;
 - (2) to raise funds and to invite and accept any form of funding, gifts, loans and any form of property;
 - (3) to make grants and loans for charitable purposes upon such terms and conditions as it sees fit, and to enforce, waive, vary, rescind or defer the terms and conditions of such grants and loans;
 - (4) to establish funds, including restricted funds, for particular purposes consistent with the objects;
 - (5) subject to such consultation as may be directed by the Secretary of State, to establish arrangements, upon such terms and conditions as it sees fit, with Area Councils for the funding of activities in each geographical area from time to time covered by an Area Council (including grant-making activities);
 - (6) to establish and dissolve panels and committees, consisting of members of the Council or other persons, and to delegate powers and functions to such panels or committees or to other persons in accordance with regulations;

- (7) to indemnify the members of the Council against personal civil liability for any act done honestly and in good faith in the course of the execution or purported execution of their duties and functions as Council members, except where such a member has acted recklessly;
 - (8) to insure the property of the Council against any foreseeable risk, and to take out other insurances as required;
 - (9) to borrow money and, subject to such consents as may be required by Law, to mortgage or charge any of the Council's property as security for such borrowing;
 - (10) to acquire, purchase, or otherwise take over any business and other undertaking, to accept transfers of assets, and to accept, incur, or discharge liabilities of any kind, and to amalgamate with any other body by absorbing it;
 - (11) to give guarantees and indemnities and to accept, undertake, execute and perform any trusts which may be lawfully undertaken and are consistent with or conducive to the attainment of the objects;
 - (12) subject to the requirements of the law relating to trustees, to invest the moneys of the Council not immediately required for its purposes and to appoint and delegate powers to investment managers;
 - (13) to employ and remunerate staff;
 - (14) to provide and maintain such pension schemes as it sees fit;
 - (15) subject to this Our Supplemental Charter, to make regulations in respect of any aspect of the management and affairs of the Council;
 - (16) to co-operate with any person, body or organisation for purposes connected with the objects; and
 - (17) to do all such other things as may be deemed necessary for the purpose of attaining the objects
6. The money, property and income of the Council, including any money voted by Parliament, shall be applied solely towards the objects, and no portion thereof shall be paid or transferred directly or indirectly to the members of the Council: provided that nothing herein shall prevent the payment in good faith by the Council of
- (1) reasonable out of pocket expenses;
 - (2) (subject to the consent of the Charity Commission) such remuneration and other benefits to the Chair as may be determined from time to time by the Secretary of State;
 - (3) payments made in pursuance of the powers contained in Article 5(7);
 - (4) loans, grants or other payments to any organisations, individual, or supplier of goods or services made in accordance with regulations in pursuance of the objects, notwithstanding that any member of the Council may have a connection to such organisation, individual or supplier of goods or services which may confer an indirect financial benefit on that member of Council provided that:
 - (a) such a payment is in the best interest of the Council;

- (b) any member of the Council in receipt of such benefit complies with the Code;
 - (c) the number of members of Council in receipt of any such material indirect benefit does not constitute more than two thirds of the Council in any financial year (commencing 1 April in each year).
 - (5) (subject to the consent of the Charity Commission) such remuneration and other benefits to those members of the Council who are Chairs of Area Councils as may be determined from time to time by the Secretary of State in consultation with the Chair.
7. (1) The Council shall consist of
- (a) a Chair,
 - (b) the persons appointed by the Secretary of State or the Mayor of London in accordance with Article 11 to be the Chairs of the Area Councils, and
 - (c) such other persons ("appointed members") who may be appointed from time to time by the Secretary of State:
- provided that the total number of members of the Council including the Chair shall consist of fourteen, or such other number as may be provided in regulations.
- (2) The terms of office and periods of appointment of the Chair and the appointed members of the Council shall be determined by the Secretary of State, and for the London based Area Council the Mayor of London in accordance with Article 11.
 - (3) A person who is a Chair of any Area Council who ceases to hold that office shall thereby cease to be a member of the Council,
 - (4) A person who is a Chair of any Area Council or an appointed member of the Council may cease to hold office by resigning by written notice to the Chair. The Chair may cease to hold office by resigning by written notice to the Secretary of State.
 - (5) The Chair, or a person who is a Chair of any Area Council or an appointed member of the Council, may be removed from office by the Secretary of State for reasonable cause by written notice.
8. The Secretary of State may appoint any person to be an observer to attend all or any meetings of the Council or of any panel or committee established by the Council.
9. (1) The Council shall meet at least five times in each calendar year, and the quorum shall be seven or such higher number as may be specified in regulations. The Council may act notwithstanding a vacancy in its number or any defect in the appointment of any member.
- (2) Subject to this Our Supplemental Charter, the Council may provide for its own procedure in regulations.
10. Subject to the approval of the Secretary of State, the Council may appoint a Chief Executive of the Council. Subject to any directions of the Council, including directions in relation to the requirement to consult in relation to any particular appointment or class or level of appointment, the Chief Executive shall be responsible for the appointment of all other staff of the Council, and may delegate such responsibility as appropriate.
11. (1) There may be such Area Councils for the regions of England as may be established by the Council from time to time with the approval of the Secretary of State.

- (2) Each Area Council shall consist of twelve members, or such other number as may be specified by the Council in any particular case including:
 - (a) A Chair of the London based Area Council who shall be appointed by the Mayor of London, subject to approval by the Secretary of State. The Mayor of London shall also appoint four other members of the London based Area Council. The remaining members of the London based Area Council shall be appointed by the Council in accordance with regulations. The Mayor of London shall, subject to the approval of the Secretary of State, determine the terms of office, period of appointment and have the power to remove for reasonable cause the Chair of the London based Area Council.
 - (b) The Chairs of all the other Area Councils shall be appointed by the Secretary of State. The members of the Regional Council other than the Chair of that Area Council shall be appointed by the Council in accordance with the regulations. The Secretary of State shall determine the terms of office and period of appointment of the Chair of each Area Council.
 - (3) Subject to such reporting, accounting and control mechanisms as may be determined by the Council in regulations, the Council may delegate to the Area Councils the power to
 - (a) determine spending plans for submission to and approval by the Council;
 - (b) determine Area strategies, plans and priorities for submission to and Approval by the Council;
 - (4) Subject to such restrictions as apply to the Council in its capacity as a body of trustees, the Council may by regulations, or by separate instrument, prescribe powers and functions of Area Councils in pursuance of, or in addition to, the powers and functions listed in Article 11(3).
12. The Council shall keep proper accounts and records, subject to any directions of the Secretary of State and shall provide him with such financial and other annual reports in such form and at such times as he may require.
 13. The Council shall provide for the safe custody of the Seal of the Council and the method of its use shall be prescribed in regulations.
 14. The Council may by resolution passed at a meeting of the Council by a majority of not less than three-quarters of the members present and voting (being an absolute majority of the total number of members of the Council for the time being) add to, amend or revoke any of the provisions of this Our Supplemental Charter or the remaining provisions of the Charter of 1994: provided that no such addition, amendment or revocation shall be of effect unless and until allowed by Us, Our Heirs or Successors in Council. This Article shall apply equally to this Our Supplemental Charter and to the remaining provisions of the Charter of 1994, as added to, amended or revoked under this provision.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the thirty-first day of May in the fifty-first year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

