

## ROYAL CHARTER

1996

(Amended 8th May 2003 and 2 August 2012 and 19 July 2017)

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 TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS by Royal Charter granted on the twenty-sixth day of March 1840 (hereinafter referred to as "the original Charter") Her Majesty Queen Victoria was pleased to constitute a body public and corporate by the name of the "Royal Agricultural Society of England" with perpetual succession and Common Seal:

AND WHEREAS by Supplemental Charters granted on the fourteenth day of January 1953, the fifteenth day of September 1964, the twenty-fourth day of April 1980 and an Order in Council made on the sixteenth day of October 1991, We were pleased to extend and amend the provisions of the original Charter:

AND WHEREAS the Society has by an humble Petition represented to Us that it is desirable for the better government of the Society and the furtherance of its objects that the original Charter (except in so far as it incorporates the Society and confers upon it perpetual succession and a Common Seal with the power to sue and be sued in the name of the Society and hold lands for the purposes of the Society) and the Supplemental Charters should be revoked and replaced by a new Charter appropriate to the current needs of the Society:

NOW, THEREFORE, KNOW YE that We having taken the said Petition into Our Royal Consideration, and being minded to accede thereto, of Our especial grace, certain knowledge and mere motion have granted and declared and by these Presents for Us, Our Heirs and Successors are graciously pleased to grant and declare as follows:

- 1 The provisions of the Original Charter (except in so far as they incorporate the Society and confer upon it perpetual succession and a Common Seal with the power to sue and be sued in the name of the Society and hold lands for the purposes of the Society) and the Supplemental Charters shall be and are hereby revoked, but nothing in this revocation shall affect the validity or legality of any Act, Deed or thing already done or executed thereunder.
- 2 The objects for which the Society is constituted are:

To promote and improve the science, technology, art and practice of agriculture, forestry, horticulture, kindred activities and the husbandry of livestock (including horses) and land and to promote the application of improved methods and processes connected therewith by demonstration and other appropriate means. To promote agricultural and environmental education, research and development and experimental work by maintaining and conducting a learned society and by publications, grants and other means. To advance religion by the promotion of religious activities and values amongst rural communities in such ways as the Board of Trustees may from time to time determine.
- 3 In furtherance of its objects the Society shall, subject to this Our Charter, have power to do any act or thing and to administer the affairs and deal with the assets of the Society in all respects without any restrictions whatsoever and, in particular (but without limitation):
  - (a) To enter into any contract or incur any obligation, borrow money, give guarantees and indemnities and mortgage or charge the whole or any part of the undertaking, assets and rights of the Society.
  - (b) To invest the Society's money in the purchase of or other acquisition of any investment or property (including land) of any sort and wheresoever situate in such

manner as the Society may think fit, and to hold and enjoy the same in perpetuity and from time to time to grant, demise, alienate or otherwise dispose of the same or any part thereof.

- 4 The Society shall have a President and such other Officers with such functions, tenure and terms of office as the Bye-Laws of the Society (hereinafter called "the Bye-Laws") may prescribe.
- 5 Categories of membership of the Society shall be as the Bye-Laws may prescribe. The qualifications, method and terms of admission, privileges and obligations including liability to expulsion or suspension of Members of the Society (the "Members") shall be such as the Bye-Laws for the time being shall prescribe.
- 6 There shall be an Advisory Council of the Society (hereinafter referred to as a "Council") with a membership (hereinafter referred to as "Members of the Council") comprising:
  - (a) The President (if a person is appointed to hold such office appointed by the Board of Trustees.
  - (b) Not more than twenty-three persons (all being Governors or Individual Members of the Society) to be called "Nominated Members of Council", appointed by the Board of Trustees.
  - (c) The Board of Trustees.
- 7 There shall be a Board of Trustees (the "Board"), the members of which are hereinafter referred to as the "Trustees") with a membership comprising:
  - (a) Between six and ten members of which:
    - (i) up to five of whom shall be Members of the Council selected by the Board of Trustees; and
    - (ii) up to five of whom shall be selected by the Board of Trustees but need not be Members of the Council.
  - (b) The Trustees shall serve for a term of three years before seeking re-appointment and shall retire from office in accordance with the Bye-Laws
  - (c) The Trustees may co-opt additional Members to attend meetings of the Board ("Co-optees") always provided that at no time shall the number of Co-optees exceed two. Co-optees will be appointed for a maximum of one year but can be reappointed by the Board. They will be entitled to attend and speak at, and receive notice of, but not vote at meetings of the Board. Co-optees will not count to towards the limits on the size of the Board set out above or its quorum set out below.
  - (d) The Board of Trustees will elect two Trustees to hold the offices of Chairman and Vice-Chairman of the Society for such terms of office as the Bye-Laws provide (or, in the absence of such provision, for such terms as the Board shall determine).
- 8 The Quorum for meetings of the Board of Trustees shall be not fewer than four.
- 9 The government and control of the Society, its property and affairs shall be vested in the Board of Trustees subject to the provisions of these Presents and to the Bye-Laws. The business of the Board of Trustees shall be conducted in such manner as the Board of Trustees may from time to time prescribe.
- 10 The property of the Society shall be applied solely towards the objects of the Society as hereinbefore defined.
- 11 The Trustees and Members of the Society shall have no personal claim on the property of the Society and no portion of such property shall be paid or transferred to any person who at any time is or has been a Trustee or a Member of the Society provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration in return for any services rendered to the Society or the reimbursement of out of pocket expenses properly

incurred or prevent the giving of prizes or scholarships to Trustees and Members of the Society or prevent the interest on money borrowed by the Society from Trustees and Members of the Society at a rate not exceeding one percentum greater than the base rate of the Society's bankers for the time being in force or prevent the receipt of other payments or benefits by Trustees as authorised by the prior written consent of the Charity Commission for England and Wales. Always provided that any Trustee rendering goods or services to the Charity shall have declared an interest and thereafter refrained from speaking or voting when the remuneration for such is approved by the Trustees.

- 12 The Trustees and every Officer or Servant of the Society shall be indemnified out of the funds of the Society against all costs, charges, losses, damages and expenses which they shall respectively incur or be put to on account of any act, deed, matter or thing which shall be executed, done or permitted by them respectively in or about the bona fide execution of their respective offices, and shall be reimbursed by the Society all reasonable expenses incurred by them in or about any legal proceedings or arbitration on account of the Society or otherwise in the bona fide execution of their respective offices.
- 13 The Bye-Laws shall be those of the Society at the date of this Our Charter.
- 14 The Board of Trustees may by resolution passed at any meeting by not less than two-thirds of the Trustees present in person and voting thereat (being an absolute majority of the whole number of the Trustees) in accordance with the procedure prescribed by the Bye-Laws from time to time make such Bye-Laws as to it shall seem requisite and convenient for the regulation, government and advantage of the Society, its Members and property for the furtherance of the objects and purposes of the Society and from time to time revoke, amend or add to any Bye-Law or Bye-Laws heretofore made so that the same be not repugnant to these Presents.
- 15 The Board of Trustees may by resolution passed at any meeting by not less than two-thirds of the Trustees present in person and voting thereat (being an absolute majority of the whole number of the Trustees) in accordance with the procedure prescribed by the Bye-Laws revoke, amend or add to any of the provisions of the original Charter, this Our Charter and any Supplemental Charter granted to the Society, and such amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as though it had been originally granted and made accordingly, and this provision shall apply to this Our Charter as amended or added to in the manner aforesaid, provided that no revocation, amendment or addition shall be made which shall cause the Society to cease to be a Charity in law.
- 16 The Society may enter into any agreements for the purpose of amalgamating with any kindred society provided that any such amalgamation is approved by a resolution passed by not less than two-thirds of the Members of the Society voting thereon in accordance with the procedure prescribed by the Bye-Laws and thereafter the members of such kindred society shall subject to such conditions as the agreement may prescribe be Members of the Society. No agreement entered into under this Article shall take effect until it shall have been submitted to and allowed by the Lords of Our Most Honourable Privy Council, of which allowance a certificate under the hand of the Clerk of Our said Council shall be conclusive evidence.
- 17 The Board of Trustees may by resolution passed and confirmed as required by Article 14 hereof surrender this Our Charter and any Supplemental Charter and wind up its affairs. Provided that no such resolution will take effect unless We, Our Heirs or Successors in Council shall think fit to accept such surrender on such terms or conditions and subject to such modifications (if any) that We or They shall think fit.
- 18 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 misrecital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

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

WITNESS Ourselves at Westminster the [date] in the [ ] year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL.