

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 The Royal Archaeological Institute of Great Britain and Ireland (hereinafter referred to as ‘the Company’) a company incorporated under the Companies Act, 1862 to 1977, has presented to Us in Our Council an humble Petition praying that We would be graciously pleased to grant them a Charter of Incorporation under the name and style of ‘The Royal Archaeological Institute’ and with such powers and privileges and in such manner in all respects as to Us in Our Council may seem fit:

AND WHEREAS We have taken the said Petition into Our Royal consideration and are minded to accede thereto:

NOW THEREFORE Know Ye that We by virtue of Our Royal Prerogative and of all other powers enabling Us in that behalf have of Our especial grace, certain knowledge and mere motion granted and declared and do by these Presents for Us, Our Heirs and Successors grant and declare as follows:

I. The President and other Members for the time being of the Corporation hereby constituted shall be and are hereby created one Body Corporate (hereinafter referred to as ‘the Institute’) and with the name of ‘The Royal Archaeological Institute’ with perpetual succession, and a Common Seal, and with further power and capacity by and in such name to sue and be sued, and to take, hold, and, subject to such consent as may by law be required, to grant, demise, exchange, or otherwise dispose of, real or personal property and to do all other lawful acts whatsoever; the said Institute shall have the constitution and powers and be subject to the regulations in this Our Charter prescribed and contained.

II. The purposes for which the Institute is established and incorporated are as follows:

- a) To acquire and take over all the assets, property, possessions, effects, and liabilities of the Company.
- b) To examine, preserve and illustrate the ancient monuments, past history, manners, customs, arts and literature of Great Britain and Northern Ireland and other countries (hereinafter called ‘the primary objects’) and so far as may be done by a body of persons established for charitable purposes only and not otherwise to hold, once or oftener in every year, a Local Meeting at some city or town in the United Kingdom or elsewhere, an Annual General Meeting, and monthly or other Meetings in London or elsewhere, at which papers may be read, subjects discussed, and objects exhibited; to contribute funds for the preservation of ancient monuments, for research and other antiquarian purposes; to publish a Journal; to collect and maintain a Library; and to do all such other lawful things as are incidental to the attainment of the primary objects.

III. The Governing Body of the Institute shall be called ‘the Council’ and shall consist of a President, Vice-Presidents, Ordinary Members and Ex-officio Members. The President and Council of the Company, as constituted immediately before the date of this Our Charter, shall be the first President and Council of the Institute.

IV. The business of the Institute shall be managed by the Council who may exercise all such powers of the Institute, and do on behalf of the Institute, all such acts as may be exercised or done by the Institute in General Meeting, subject nevertheless to any regulations of this Our Charter and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Institute in General Meeting, but no regulation made by the Institute in General Meeting shall contravene the provisions of this Our Charter or invalidate any prior act of the Council which would have been valid if such regulation had not been made. In particular and without prejudice to the generality of the foregoing provisions of this Article, the election or appointment of a Treasurer, Secretary and an Editor of the Journal known as The Archaeological Journal and of all officers and servants of the Institute, shall be in the hands of the Council, who may grant such salaries or honoraria to such officers and servants and fix the terms and conditions of their employment by the Institute as the Council may think fit: Provided always that until otherwise determined by the Institute in General Meeting the offices of Treasurer, Secretary and Editor of The Archaeological Journal shall be Honorary.

V. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Our Charter, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit to the Members of the Institute. Provided always that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officers or servants of the Institute, or to any member of the Institute, other than a Member of the Council, or other person in return for any services actually rendered to the Institute nor to prevent the payment of interest at a rate not exceeding Five Pounds per centum per annum of money which may be borrowed for the purposes of the Institute from any Member of the Institute.

And provided also that it is declared that any mortgage or other security may be given to any Member of the Institute who may advance money to the Institute, and that any such mortgage or security may be agreed on, provided the interest does not exceed the rate of Five Pounds per centum per annum and provided that the Member to whom such mortgage or security shall be given shall not vote on any resolution or question relating to such advance, mortgage or security.

VI. If upon the dissolution of the Institute, there shall remain, after the after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Institute, but shall be given or transferred to some other Institution or.

Institutions having the same or similar objects as the Institute, to be determined by the Members of the Institute, at or before the time of dissolution.

VII. The Members of the Company immediately before the date of this Our Charter shall be the first Members of the Institute. Those of them were Life Members of the Company shall be Life Members of the Institute: those of them who were Ordinary Members shall become Annual Subscribing Members of the Institute: those of them who were Associated Members shall become Associate Members of the Institute and those of them who were Honorary Members shall become Honorary Members of the Institute: those of them who were Subscribing Libraries shall become Subscribing Library Members. Subsequent Members shall be those admitted by the Council to membership in accordance with the provision of this Our Charter and of the Statutes hereinafter referred to.

VIII. Members of the Institute shall be elected by the Council, which shall determine from time to time the form and manner in which application shall be made.

IX. The Institute shall hold its first General Meeting at such time being not more than eighteen months after the date of this Our Charter and at such place as the Council may determine. Subsequently the Institute shall hold such General Meetings as may be prescribed by the Statutes hereinafter mentioned.

X. (1) The Council shall cause proper books of account to be kept with respect to:

- a) all sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place;
- b) all sales and purchases of goods by the Institute; and
- c) the assets and liabilities of the Institute.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Institute and to explain its transactions.

(2) The books of account shall be kept at such place or places as the Council shall think fit and shall always be open to the inspection of the Members of the Council.

(3) At the Annual General Meeting in every year the Council shall lay before the Institute a proper income and expenditure account for the period since the last preceding account made up to a date not more then six months before such meeting, together with a proper balance sheet made up as at the same date duly audited by properly qualified Auditors. No person shall be considered to be a duly qualified Auditor unless he is a member of a body of accountants

established in the United Kingdom and for the time being recognised by the Board of Trade for the purposes of Section 161 of the Companies Act,1948. Every such balance sheet be accompanied by proper reports of the Council and the said Auditors, and copies of such account, balance sheet and reports shall not less than twenty-one clear days before the date of the meeting be sent to the said Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The said Auditors' report shall be open to inspection and be read before the meeting.

XI. The Statutes set forth in the Schedule hereto shall be the Statutes of the Institute and may be added to, repealed or altered in manner hereinafter provided.

XII. The Council shall have full power, but subject always to the provisions of this Our Charter, to add to, repeal and alter Statutes touching the government of the Institute, the appointment and removal of all persons holding office in or employed by the Institute, and any matters whatsoever relating to the administration and management of the Institute.

XIII. No addition to, repeal of or alterations in the Statutes shall have any force or effect unless and until the same shall have been approved by at least two-thirds of those present and voting at a meeting of the Council convened by twenty-eight days written notice specifying clearly the substance of the proposed addition, repeal or alteration, nor until it shall have been approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of Our said Council shall be conclusive evidence. Provided also that no Statute shall have any force or effect if it be repugnant to the provisions of this Our Charter or to the laws of Our Realm.

XIV. Unless the context otherwise requires, in construing the provisions of this Our Charter, the Interpretation Act, 1889, shall apply to the interpretation thereof as it applies to the interpretation of an Act of Parliament, but so however that this Our Charter shall always be construed and adjudged in the most favourable and beneficial sense for the best advantage of the Institute and the promotion of the objects of this Our Charter as well in Our Courts of Record as elsewhere by all Judges, Justices, Officers, Ministers and other Subjects whatsoever of Us, Our Heirs and Successors any non-recital, mis-recital, uncertainty or other omission, defect or thing to the contrary notwithstanding.

XV. The Institute may by Resolution passed at a Meeting of the Council and confirmed by Resolution of a General Meeting by a majority of not less than three-fourths of those Members present entitled to vote and voting, of which in respect of each meeting at least 21 clear days' notice shall have been given, alter, amend or add to this Our Charter, and such alteration, 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. This provision shall apply to this Our Charter as altered, amended and added to in manner aforesaid.

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

WITNESS Ourself at Westminster the twenty-seventh day of November in the tenth year of Our Reign.

BY WARRANT

UNDER THE QUEEN'S SIGN MANUAL

Coldstream