

British Council

Royal Charter and Bye-laws **1993**



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**The United Kingdom's international organisation for educational opportunities
and cultural relations.** We are registered in England as a charity.

The British Council Supplemental Charter 1993

The British Council was incorporated by Royal Charter in 1940 and the Supplemental Charter was granted on 26 November 1993. The British Council's Charter and the Bye-laws contained in its Schedule are here printed with the incorporation of amendments approved by Orders in Council dated 22 July 1976, 5 October 1983, 4 December 1984, 27 October 1993, and 16 July 2002.

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 His Majesty King George the Sixth in the year of our Lord one thousand nine hundred and forty by Royal Charter (hereinafter called 'the Original Charter') dated the seventh day of October in the fourth year of His Reign constituted a Body Corporate by the name of The British Council (hereinafter called 'the Council') with perpetual succession and with power to sue and be sued by the said name and to use a Common Seal:

AND WHEREAS it has been represented unto Us by Our Principal Secretary of State for Foreign and Commonwealth Affairs that it is expedient to revise the objects and powers of the Council and that the provisions of the Original Charter, except in so far as they incorporate the Council, should be replaced:

NOW THEREFORE KNOW YE that We, by virtue of Our Prerogative Royal and of all other powers enabling Us so to do, 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:

- 1 The provisions of the Original Charter, except insofar as they incorporate the Council and confer upon it perpetual succession and a Common Seal, are hereby revoked, but nothing in this revocation shall affect the legality or

validity of any act, deed or thing lawfully done or executed under the provisions of the Original Charter.

- 2 The Council may sue and be sued in all courts and in all manner of actions and suits and generally shall have power to do all matters and things incidental or appertaining to a Body Corporate.
- 3 The objects for which the Council is established and incorporated are to advance any purpose which is exclusively charitable and which shall:
 - (a) promote a wider knowledge of Our United Kingdom;
 - (b) develop a wider knowledge of the English language;
 - (c) encourage cultural, scientific, technological and other educational co-operation between Our United Kingdom and other countries; or
 - (d) otherwise promote the advancement of education.
- 4 In pursuance of the foregoing objects, the Council may in any part of the world do all such things as are necessary or desirable, and without prejudice to the generality of the foregoing, shall have the following powers:

- a) to accept, hold and dispose of money or other personal property including sums voted by Our Parliament;
- (b) to enter into contracts;
- (c) to purchase, take on lease or hire, or otherwise acquire and hold any land, buildings, easements, or hereditaments of any tenure and any other real or personal property and to construct, provide, maintain, repair and alter any buildings, works, or plant and things that may from time to time be deemed requisite in any part of the world for the objects of the Council and to accumulate, improve, manage, develop or sell, exchange, lease, mortgage, or otherwise dispose of or deal with or turn into account all or any property or rights of the Council provided that no disposition of any real or leasehold property situate within Our United Kingdom shall be made without such consent or approval (if any) as may be by law required therefore;
- (d) to accept donations of property of any kind whatsoever, including endowments, gifts of money, lands, hereditaments, stocks, funds, shares, securities and other assets and subject or not subject to any special trust or conditions and in particular to accept on reasonable terms the undertaking and assets of any society or body, whether incorporated or not, carrying on work which is within the objects of the Council;

(e) to borrow or raise money with or without security for the objects of the Council or for the purpose of investment, provided that no money shall be raised by mortgage or charge of any real or leasehold property of the Council situate in Our United Kingdom without such consent or approval (if any) as may be by law required therefore;

(f) to make and give effect to any arrangement for the joint working or co-operation with any other society or body, whether incorporated or not, carrying on work which is within the objects of the Council;

(g) to undertake, execute and perform any trusts or conditions affecting any real or personal property of any description acquired by the Council;

(h) generally to do all other lawful acts whatsoever that are conducive or incidental to the attainment of the objects of the Council.

- 5 Any monies available for investment may be invested or laid out in any of the following ways (it being intended that the Council shall have the same full and unrestricted powers of investing and transposing investments and buying and selling property in all respects as if it were absolutely entitled to such monies beneficially): by depositing such money at interest with any bank, building society, insurance company, finance company, or any like institution; or by investing or laying out such money in the purchase or otherwise in the acquisition of or at interest on the security of any shares, stocks, securities, new trading

subsidiaries, land, buildings or other investments or property (real or personal) of whatever nature and wheresoever situate and whether involving liability or not and whether or not authorised by law for the investment of trust monies in the absence of an express power (any monies so invested or laid out hereinafter called 'the Invested Monies'). The Council may leave the Invested Monies and every part thereof in the state of investment in which they may be from time to time and may sell or call in any investments or property for the time being comprised in the Invested Monies or transpose or convert such investments or property into any other investments or property the acquisition of which with monies subject hereto is hereby authorised.

- 6 The income and property of the Council wheresoever derived shall be applied solely towards the promotion of the objects of the Council 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 Council: provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration and expenses to any employee of the Council or to any member thereof in return for services actually rendered or reasonable and proper pensions to former employees of the Council or their dependants, or reasonable and proper rent for premises demised or let by any member to the Council, or reasonable and proper interest on money borrowed

by the Council from a member for the objects of the Council, or all reasonable and proper premiums in respect of trustees' indemnity insurance effected in accordance with Article 10 of this Our Charter.

- 7 The members of the Council shall consist of such persons and shall have such rights and privileges as may be prescribed by the bye-laws of the Council for the time being to be framed in pursuance of this Our Charter.
- 8 All the powers of the Council shall be vested in a Board consisting of not less than ten and not more than fifteen members: provided that if at any time the Board consists of less than ten members it shall have power pursuant to this Our Charter and the bye-laws to increase the number of members to fifteen.
- 9 In execution of their powers under this Our Charter, no Board member shall be liable for any loss to the property of the Council arising by reason of any improper investment made in good faith (so long as where appropriate advice shall have been sought before making such investment) or for the negligence or fraud of any other Board member or by reason of any mistake or omission made in good faith by any Board member or by reason of any other matter or thing whatsoever except wilful and individual fraud, wrong-doing or wrongful omission on the part of the Board member.

- 10 The Board of the Council may pay out of the funds of the Council the cost of any premium in respect of insurance or indemnities to cover any liability of the Board (or any Board member) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Council; provided that any such insurance or indemnity shall not extend to any claim arising from criminal or wilful or deliberate neglect or default on the part of the Board (or Board member).
- 11 The Board of the Council may by Special Resolution in that behalf alter, amend or add to any of the provisions of this Our Charter and such alteration, amendment or addition shall, when approved 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 or added to in manner aforesaid.
- 12 The bye-laws scheduled to the Original Charter as amended from time to time shall continue to be the bye-laws of the Council. The Board of the Council may by Special Resolution in that behalf revoke, alter or add to the said bye-laws. No new bye-law and no such revocation, alteration or addition as aforesaid shall have any force or effect if it be repugnant to any of the provisions of this Our Charter or to the laws of Our Realm, nor until it shall have been

approved by Our Privy Council of which approval a certificate under the hand of the Clerk of Our Privy Council shall be conclusive evidence. This provision shall apply to the bye-laws as revoked, altered or added to in manner aforesaid.

- 13 The Board may delegate any of its powers (other than its powers under Articles 11 and 12 of this Our Charter) to a sub-committee, or sub-committees, consisting of such member, or members, of the Board, or of the Council, as it thinks fit provided that the Chairman of any such sub-committee shall be a member of the Board appointed by the Board. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations or directions that may from time to time be imposed upon it by the Board and shall report back as soon as practicable to the Board.
- 14 A Resolution shall be a Special Resolution when it has been:
- (a) passed by a majority of not less than three-fourths of the members of the Board present and voting at a meeting of which not less than 21 clear days' notice specifying the intention to propose the Resolution as a Special Resolution has been given, and
- (b) confirmed by a like majority of the members of the Board present and voting at a subsequent meeting of which not less than seven clear days' notice has been given and held after an interval of not less than 14 days nor more than one month from the date of the first meeting.

- 15 The accounts of the Council shall be made up for each financial year ending on the 31st day of March and shall be audited in such a manner as the Treasury may direct.
- 16 The Board may by Special Resolution surrender this Our Charter subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit and wind up or otherwise deal with the affairs of the Council in such manner as they shall be directed by the Special Resolution having due regard to the liabilities of the Council for the time being and if on the winding up or dissolution of the Council there remain after satisfaction of debts and liabilities any properties whatsoever, that property shall not be paid or distributed among the members of the Council or any of them but shall subject to any special trust affecting the same be given and transferred to some

other charitable association or associations having objects similar to the objects of the Council to be determined by the Board at or before the time of dissolution.

- 17 And We do by these Presents for Us, Our Heirs and Successors grant and declare that this Our Charter or the enrolment thereof shall in all things be valid and effectual in the law according to the true intent and meaning of the same and shall be recognised as valid and effectual by all Our Courts and Judges and by other officers, persons and bodies politic and corporate whom it may concern, and that the same shall be construed in the most favourable and beneficial sense and for the best advantage of the Council as well in all Our Several Courts of Record as elsewhere, any non-recital, mis-recital, uncertainty or imperfection notwithstanding.

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

WITNESS Ourselves at Westminster the 26th day of November in the 42nd Year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

1 *Interpretation*

In these Bye-laws, if not inconsistent with the subject or context:

“The Charter” means the Charter of Incorporation of the Council;

“The Council” means the British Council;

“Member” means a member of the Council;

“The Board” means the Board for the time being appointed pursuant to the Charter and these Bye-laws;

“Board member” means a member of the Board.

Words denoting the singular number include the plural and vice versa; words importing the masculine gender include the feminine gender; and words importing persons include corporations.

2 *Membership of the Council*

A person shall become a Member on his written acceptance to the Board of:

- a) an invitation from the Board to become a Member on such terms, if any, as are set out in the invitation; or

- b) his election as an officer of the Board or his election, nomination or co-option to the Board.

His name shall be entered in a register kept for that purpose together with an address in the United Kingdom to which all notices and other communications to him may be sent. It shall be the Member's responsibility to inform the Council of any amendment necessary to be made to the entry referring to him in the register.

- 3 Every Member shall be bound to further to the best of his ability the objects, interests and influence of the Council.

- 4 a) A person shall cease to be a Member:

- 1 on his written resignation being received by the Board; or
- 2 on the fulfilment of any relevant condition contained in his invitation to membership; or
- 3 on his Membership being terminated under the procedure prescribed by paragraph (b) of this Bye-law.

- b) if not less than three Board members request the Board to discuss the possible termination of the Membership of any person, such discussion shall take place

at the next following meeting of the Board of which not less than ten days' notice shall have been given to Board members. If the Board resolves to proceed the Member shall be invited to comment on the proposed termination of his Membership personally or in writing to a subsequent meeting of the Board of which he shall be given not less than seven days' notice. If the Board so resolves the Board may further resolve that the Membership of the Member under consideration be suspended and thereupon he shall be suspended immediately and the suspension shall continue until the passing or rejection of a resolution whether his Membership shall be terminated. Having considered the said comments, if any, and made such further enquiries as it considers necessary, the Board shall resolve whether the said Membership shall be terminated. Provided that no resolution in favour of suspension or termination shall be valid unless supported by the votes of not less than one half of the Board members for the time being and not less than three-fourths of the Board members present at the meeting.

5 The Board members

The Board members shall be the officers of the Board, elected Board members, nominated Board members and co-opted Board members. No person shall be eligible for membership of the Board unless he is a British citizen.

6 Officers of the Board

The officers of the Board shall be the Chairman and the Deputy Chairman. They shall be elected by the Board and shall be previously approved by the Secretary of State for Foreign and Commonwealth Affairs; they shall hold office for such period or periods not exceeding three years as the said Secretary of State shall approve. At the expiry of the said period, they shall be eligible for re-election for one further period of three years subject to the previous approval of the Secretary of State for Foreign and Commonwealth Affairs. Any time previously spent as an elected Board member shall not count towards any period as an officer of the Board

7 Elected Board members

Every elected Board member shall be elected by the Board from persons whose names have been proposed in writing by two Board members to the Board not less than seven days before the meeting of the Board at which an election is to take place and who have agreed to such proposal. Every elected Board member shall hold office for a first term of three years and on expiry of that term may be re-elected for such additional term or terms not exceeding in total a further three years as the Board shall determine. Every elected Board member who has held office for first and additional terms of a total duration of six years shall then be ineligible for re-election for the period of one year but thereafter may be re-elected in exceptional circumstances for one further additional term of three years.

8 Nominated Board members

The Secretary of State for Foreign and Commonwealth Affairs may nominate one person to be a Board member and may also at any time replace that person. Any such nomination or replacement shall take effect when written notice thereof is received by the Board. The provisions of Bye-law 4(b) shall not be applicable to nominated Board members.

9 Co-opted Board members

The Board may co-opt eligible persons as Board members for such period or periods not exceeding two years as the Board may decide and such persons shall be eligible for further co-option after the expiry of such period provided that the number of co-opted Board members shall at no time exceed five or the number of elected Board members, whichever shall be the lesser.

10 Cessation of Board membership

A person shall cease to be a Board member:

- a) on his written resignation being received by the Board; or
- b) on the written withdrawal of his nomination by his nominator being received by the Board in accordance with Bye-law 8; or
- c) on the expiry of his term of office; or
- d) on his becoming bankrupt or compounding with his creditors or taking the benefit of any Act for the time being in force for the relief of insolvent debtors; or

e) on his becoming incapacitated by illness or otherwise from action for a period of more than three months; or

f) on attaining the age of seventy years; or

g) on his being absent from three or more consecutive Board meetings, unless in this case the Board otherwise decides.

h) on his failure to perform his duties to the standards required by the Board, in which case the Chairman or Deputy Chairman shall propose cessation of Board membership and such proposal shall be approved by the Board.

11 Proceedings of the Board

Subject to the provisions of the Charter and these Bye-laws, the Board shall have the power to regulate its meetings and the despatch of business thereat as it may from time to time decide. The Chairman or the Deputy Chairman may, and at the written request of three Board members shall, at any time convene a meeting of the Board.

12 At any meeting of the Board:

a) The Chairman shall preside but in his absence the chair shall be taken by a Board member in the following order of preference namely:

- 1 The Deputy Chairman
- 2 A Board member chosen by those Board members present at the commencement of the meeting.

b) Subject to the provisions of the Charter and these Bye-laws decisions shall be taken by majority vote of Board members present and voting and if there is an equality of votes the chairman of the meeting shall have a second or casting vote.

c) The quorum necessary for the taking of any decision of the Board shall be seven Board members present at the meeting.

d) The names of the Board members attending any meeting together with a record of the proceedings and of the decisions taken thereat shall be recorded and the record preserved and kept available for inspection by any Board member.

13 Seal

The Board may empower the Chairman to appoint persons by name or by office to authorise the affixing of the Common Seal of the Council to any instruments on its behalf and also to attest the same by signing the said instruments. Provided that no fewer than two such persons shall authorise the affixing of the Common Seal and sign each such instrument.

14 Expenses

Board members shall be paid out of the funds of the Council all out-of-pocket expenses properly and necessarily incurred by them on behalf of the Council.

15 Employees

The Board may appoint a Director-General and such other employees of the Council on such terms as it thinks fit provided only that the appointment of the Director-General shall be previously approved by the Secretary of State for Foreign and Commonwealth Affairs and that he shall hold office for such period as the said Secretary of State shall approve.

16 General Meetings

An Annual General Meeting of the Council shall be held in every calendar year and within fifteen months of the previous Annual General Meeting for the purpose of receiving a report on the affairs of the Council. All other General Meetings of the Council shall be Extraordinary General Meetings.

17 The Board may convene an Extraordinary General Meeting whenever it thinks fit and shall convene such a Meeting within three months of receiving a written requisition thereof signed by not less than one-tenth of all the Members and stating the business to be transacted thereat.

18 Conduct of general meetings

At any General Meeting:

a) No business shall be transacted unless not less than ten Members including at least one Board member are present. If the General Meeting does not start the transaction of business within half an hour of the appointed time, the Meeting shall be automatically adjourned to such date if any as the Board may fix at the next Board meeting.

b) The Chairman shall preside or if he is absent, the chair shall be taken in accordance with the procedure prescribed in Bye-law 12 (a) for Board meetings.

c) No business shall be transacted unless written notice of it has been given to all Members not less than seven days previously provided that the accidental omission to give notice to a Member or Members shall not invalidate any proceeding at the Meeting.

19 Notices

Where any notice or other communication is by the Charter, these Bye-laws or otherwise required to be sent to any Member it shall be deemed to have been received by him if it is posted by first class mail addressed to him at the address shown in the register previously referred to and shall further be deemed to have been received by him not later than three days after it has been so posted.

20 Indemnity

Every Board member and employee of the British Council shall be indemnified by the Council against, and it shall be the duty of the Board out of the funds of the Council to pay, all costs, losses and expenses which any such person may incur or become liable to by reason of any contract entered into, or act or thing done or omitted to be done by him as such Board member or employee or in any other way in the proper discharge of his duties, including reasonable travelling expenses.