

At the Court at Buckingham Palace

THE 19th DAY OF DECEMBER 1989

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 Lord's of Her Majesty's Most Honourable Privy Council, dated the 21st day of November 1989, in the words following, viz:-

“YOUR MAJESTY having been pleased, by Your Order of the 26th day of October 1988, to refer unto this Committee the humble Petition of the Royal Commonwealth Society for the Blind, praying for the grant of a Charter of Incorporation:

“THE LORDS OF THE COMMITTEE, in obedience to Your Majesty's said Order of Reference, have taken the said 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 Draft hereunto annexed.”

HER MAJESTY, having taken into consideration the said 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 hereby ordered, that the Right Honourable David Waddington, one of Her Majesty's Principal Secretaries of State, 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 said Draft which is hereunto annexed.

G. I de Deney

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 an humble Petition has been presented unto Us in Our Council by the Society incorporated in the year of our Lord One thousand nine hundred and fifty under the Companies Act 1948 and now known as “The Royal Commonwealth Society for the Blind” (hereinafter called “the Society”) praying for the grant of a Charter of Incorporation (hereinafter referred to as “the Original Charter”):

AND WHEREAS the Society has by its humble Petition represented unto US that it is expedient that the Original Charter be amended with effect from the Effective Date and that this can be effected by revisions to the Original Charter and has applied for approval to the revisions, accordingly:

NOW THEREFORE KNOW YE that We, having taken the said Petition into Our Royal Consideration and being minded to accede thereto 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 persons now members of the Society and all other persons who may hereafter become members of the body corporate hereby constituted shall for ever hereafter (so long as they remain such members) be one body corporate and politic by the name of “The Royal Commonwealth Society for the Blind” and by the same name shall have perpetual succession and a Common Seal with power to break, alter and make a new 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 proceedings and shall have power to do all other matters and things incidental or appertaining to a body corporate.

2. Definitions

In this Our Charter unless the context otherwise requires:

- 2.1 “Objects” means the objects of the Society as set out in Article 3 of this Our Charter;
- 2.2 “Special Resolution” means a resolution of the Members of which 14 days’ written notice shall have been given to the Members before the meeting at which the motion is to be considered and passed by a majority of two thirds of those present, qualified to vote and voting;

- 2.3 “Standing Orders” means The Standing Orders for the internal governance of the Society as shall be adopted by the Council from time to time;
- 2.4 “blind people” means persons who are totally blind or who are partially or intermittently deprived of sight or who are threatened with blindness;
- 2.5 “the Council” means the board of Trustees, the governing body of the Society established by Article 8 of this Our Charter;
- 2.6 “the effective date” means 1st January 2009;
- 2.7 “the Rules” means the Rules set out in the Schedule hereto, as they may be amended from time to time;
- 2.8 “the Society” means the Royal Commonwealth Society for the Blind hereby incorporated;
- 2.9 “the territory” means the countries and territories specified in accordance with Article 4;
- 2.10 words importing the singular number only include the plural number and *vice versa*, words importing the masculine gender only include the feminine gender and *vice versa* and words importing persons include corporations and unincorporated associations.

3. Objects

The objects of the Society shall be:

- 3.1 To advance health but always with particular emphasis on taking or promoting measures to prevent and or cure blindness in the Territory.
- 3.2 To advance the education of people with disabilities in the Territory but always with particular emphasis on blind people.
- 3.3 To prevent or relieve poverty amongst people with disabilities but always with particular emphasis on blind people.

4. The Territory

- 4.1 The Society shall pursue its Objects in relation to the Territory.
- 4.2 Any country or territory that is within the Commonwealth may be specified under this Article, other than:
- 4.2.1 Our United Kingdom of Great Britain and Northern Ireland;

- 4.2.2 Australia, Canada and New Zealand and their respective dependencies.
- 4.3 A country or territory that is not within the Commonwealth may also be specified under this Article if it is a country or territory:
- 4.3.1 that has at any former time been part of the Commonwealth;
 - 4.3.2 that, because of its close association with the Commonwealth or its close proximity to any other country or territory specified under this Article, may appropriately benefit from the activities of the Society; or
 - 4.3.3 in which the Society, as part of a Commonwealth or international effort for the relief of disaster, may appropriately provide temporary facilities for the alleviation of suffering among the Society's Beneficiaries.
- 4.4 A decision that a country or territory shall be specified, or shall cease to be specified, under this Article shall be taken by the Council by a resolution passed by not less than two-thirds of the Trustees present and voting
- 4.5 A country or territory in relation to which the Society is operating on the day immediately preceding the date of this Our Charter shall be deemed to be a country or territory specified under this Article until the Council decides in accordance with the provisions of paragraph 4.4 of this Article, that it shall cease to be so specified.

5. Powers

In pursuance of the Objects but not further or otherwise and without prejudice to the powers by law invested in the Society by virtue of this Our Charter the Society shall have the following powers:

- 5.1 to provide and assist in the provision of money, materials or other help;
- 5.2 to raise funds through public appeals;
- 5.3 to collaborate with agencies of the United Nations, with other international organisations, with governments and with non-governmental organisations of or for the blind or for the prevention of blindness in providing technical consultation and in sponsoring programmes for the prevention and cure of blindness and for the education, rehabilitation, training and employment of the blind;
- 5.4 to establish regional field offices for the purpose of implementing the Society's policies, administering funds allocated to regions and monitoring programmes sponsored by the Society;

- 5.5 to train or assist the training of persons employed by governments or by non-governmental organisations or by any persons in work connected with the prevention of blindness and the provision of services for the education, rehabilitation, training and employment of the blind;
- 5.6 to promote, encourage, carry out, commission and publish research, surveys, studies or other work;
- 5.7 to publish books, pamphlets, reports, leaflets, journals, films, tapes and instructional and informational matter on any media;
- 5.8 to promote, encourage, carry out, commission and publish research, surveys, studies or other work;
- 5.9 to provide or procure the provision of counselling and guidance;
- 5.10 to seek alone or with other entities (whether or not having separate legal personality) to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the development and implementation of appropriate policies, provided that all such activities shall be conducted on the basis of well founded, reasoned argument and shall in all other respects be confined to those which an English charity may properly undertake;
- 5.11 to acquire any real property or any interest, right or privilege therein or thereto and construct and maintain, alter and equip any buildings, facilities and grounds on any real property acquired;
- 5.12 to acquire any personal property or any interest right or privilege therein or thereto;
- 5.13 to dispose of or otherwise deal with all or any of its undertaking, assets, rights, interests and privileges with or without payment and subject to such conditions as the Trustees think fit;
- 5.14 to borrow or raise and secure the payment of money;
- 5.15 to invest the Society's money not immediately required for the Objects in any real or personal property, including shares, securities and other forms of investment, subject to the following:
 - 5.15.1 in exercising any power of investment the Trustees must have regard to the standard investment criteria (as defined in Article 5.15.5);
 - 5.15.2 before exercising any power of investment the Trustees must (unless the exception in Article 5.15.6 applies) obtain in writing and consider proper advice (as defined in Article 5.15.7) about the way in which, having regard to the standard investment criteria, the power should be exercised;

- 5.15.3 the Trustees must from time to time review the investments of the Society and consider whether, having regard to the standard investment criteria, they should be varied;
- 5.15.4 when reviewing the investments of the Society the Trustees must (unless the exception in Article 5.15.6 applies) obtain in writing and consider proper advice about whether, having regard to the standard investment criteria, the investment should be varied;
- 5.15.5 the standard investment criteria in relation to the Society are:-
- 5.12.5.1 the suitability to the Society of investments of the same kind as any particular investment proposed to be made or retained and of that particular investment as an investment of that kind; and
 - 5.12.5.2 the need for diversification of investments of the Society in so far as is appropriate to the circumstances of the Society;
- 5.15.6 the exception is that the Trustees need not obtain such advice if they reasonably conclude that in all the circumstances it is unnecessary or inappropriate to do so; and
- 5.15.7 proper advice is the advice of a person who is reasonably believed by the Trustees to be qualified to give it by their ability in and practical experience of financial and other matters relating to the proposed investment;
- 5.16 to delegate the management of investments to a financial expert provided that:
- 5.16.1 the financial expert is:
 - 5.13.1.1 an individual who is an authorised person within the meaning of the Financial Services and Markets Act 2000; or
 - 5.13.1.2 a society or firm or investment bank of repute which is an authorised or exempt person within the meaning of that Act, but excluding for this purpose persons exempt solely by virtue of Article 44 and/or Article 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001;
 - 5.16.2 the investment policy is set down in writing for the financial expert by the Trustees;
 - 5.16.3 every transaction is reported promptly to the Trustees;
 - 5.16.4 the performance of the investments is reviewed regularly by the Trustees;
 - 5.16.5 the Trustees are entitled to cancel the delegation arrangement at any time;

- 5.16.6 the investment policy and the delegation arrangements are reviewed at least once a year;
- 5.16.7 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
- 5.16.8 the financial expert may not do anything outside the powers of the Trustees;
- 5.17 to arrange for investments or other property of the Society to be held in the name of a nominee and pay any reasonable fee required provided that the nominee must be a body corporate registered or having an established place of business in England and Wales and under the control of the Trustees or a financial expert within the terms of Article 5.16.1 acting under the Trustees' instructions;
- 5.18 to lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any natural person or other entity (whether or not having separate legal personality);
- 5.19 to open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 5.20 to raise funds by way of subscription, donation or otherwise;
- 5.21 to trade in the course of carrying out the Objects and carry on any other trade which is not expected to give rise to taxable profits;
- 5.22 to incorporate bodies corporate to carry on any trade;
- 5.23 subject to Article 6 engage and pay employees and professional or other advisers and make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 5.24 to establish and support or aid in the establishment and support of any other charitable entity (whether or not having separate legal personality) and (with or without taking security therefore) subscribe funds, lend money or give credit to any such entity for its charitable purposes;
- 5.25 to undertake and execute charitable trusts;
- 5.26 to co-operate with any charity having charitable objects wholly or in part similar to the Objects;
- 5.27 to acquire or undertake all or any of the undertaking, assets, rights, interests and privileges, obligations, liabilities and engagements of any charity as part of a joint venture, partnership or otherwise;

- 5.28 to provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society: Provided that any such insurance shall not extend to the provision of any indemnity for a person in respect of:
- 5.28.1 any act or omission which he or she knew to be a breach of trust or breach of duty or which was committed by him or her in reckless disregard to whether it was a breach of trust or breach of duty or not; or
 - 5.28.2 any liability incurred by him or her in defending any criminal proceedings in which he or she is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct by him or her; and
- 5.29 to do all such other lawful things as shall further the Society's Objects.

6. Restrictions

All the income, revenue, profits and assets of the Society shall be applied solely towards the promotion of its objects and (except as provided below) no part may be paid or transferred directly or indirectly by way of benefit to the members of the Society or to any Trustee.

This shall not prevent any payment in good faith by the Society of:

- 6.1 any payments made to any beneficiary of the Society (including a member but only in their capacity as a beneficiary);
- 6.2 reasonable and proper remuneration to any member, officer or servant of the Society (not being a Trustee) for any services rendered to the Society;
- 6.3 interest on money lent by any person at a reasonable and proper rate;
- 6.4 any reasonable and proper rent for premises let by any person;
- 6.5 fees, remuneration or other benefits in money or money's worth to a body corporate or other entity (whether or not having separate legal personality) of which a Trustee or a member of his or her immediate family holds less than one per cent of its shares, securities or other form of participation in its assets, income, profits or revenues;
- 6.6 reasonable and proper out-of-pocket expenses of the Trustees; or
- 6.7 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 5.28 of this Our Charter.

7. Patronage and Honorary Roles

- 7.1 There shall be a President of the Society appointed by the Council and such Vice-Presidents of the Society as the Council may from time to time appoint. They shall not be Trustees.
- 7.2 The Council may appoint other persons to such other honorary roles as it may determine from time to time and remove such persons.

8. The Council

- 8.1 There shall be a Council of the Society which shall have the general control and management of the administration of the Society and may exercise all the powers vested in it by law.
- 8.2 The composition, procedures and size of the Council shall be set out in Standing Orders;
- 8.3 The quorum for the transaction of the business of the Council shall be eight Trustees;
- 8.4 Trustees shall serve for such maximum term as shall be specified in Standing Orders.

9. Audit

The Council shall ensure that the accounts of the Society are audited by auditors who are authorised to audit the accounts of limited companies as specified in the Companies Acts from time to time.

10. Indemnity

Every Trustee or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any proceedings in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

11. Rules

The organisation of the Society shall be undertaken and its affairs managed and regulated in accordance with the Rules as approved by the Board. The Rules set out in Schedule 1 to this Our Charter shall be the Rules of the Society until the same shall have been altered, added to or repealed in the manner hereinafter provided.

12. Amendment of this Our Charter

The provisions of this Our Charter may from time to time be altered, added to or revoked by Special Resolution provided that no such revocation, alteration or addition shall become effectual unless allowed by Us, Our Heirs or Successors in Council. This Article shall apply to this Our Charter and to any Supplemental Charter as altered, added to or revoked as aforesaid. No such alteration, addition or revocation shall affect the validity of anything done in pursuant of this Our Charter or of any Supplemental Charter before the date on which such alteration, addition or revocation becomes effectual but thereafter this Our Charter and any Supplemental Charter shall continue and operate as though they had respectively been originally granted and so made accordingly.

13. Amendment of the Rules

Any of the Rules may from time to time be altered, added to or repealed by Special Resolution and any new Rules may from time to time be made in the like manner: provided that no new Rule and no alteration of or addition to any of the Rules 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 be approved by the Lords of Our Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

14. Notices

The Society may give any notice or other document to Trustees and Members in accordance with such reasonable procedures for the serving of documents as shall be stipulated in Standing Orders.

15. Standing Orders

The Board may adopt or amend Standing Orders for the internal governance of the Society by a Special Resolution, provided that such Standing Orders shall not be repugnant to this Our Charter.

16. Winding Up

- 16.1 The Society may at a General Meeting duly convened for the purpose 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 Society in such manner as shall be directed by the General Meeting having due regard to the liabilities of the Society for the time being.
- 16.2 If on the winding up or the dissolution of the Society there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, that property shall not be paid or distributed among the members of the Society or any of them, but shall, subject to any special trusts affecting the same, be given and transferred to some other charitable association or associations having objects similar to the objects of the Society to be determined by the Council at or before the time of dissolution.

17. Construction

Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourable to the Society and the promotion of its objects.

18. Effective Date

This Our Charter shall take effect on the 1st day of January in the year Two Thousand and Nine.

IN WITNESS whereof We have caused these 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

Schedule 1

Rules

1. The office of a Trustee shall be vacated if:
 - 1.1 he or she ceases to be a Trustee by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a Trustee;
 - 1.2 he or she is disqualified under the Charities Act 1993 from acting as a Trustee;
 - 1.3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - 1.4 the Trustees reasonably believe he or she is suffering from mental disorder and is incapable of acting and they resolve that he or she be removed from office;
 - 1.5 he or she resigns by notice to the Society (but only if at least eight Trustees will remain in office when the notice of resignation is to take effect);
 - 1.6 he or she fails to attend three consecutive meetings of the Trustees and the Trustees resolve that he or she be removed for this reason;
 - 1.7 at a meeting of the Trustee/ s at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Trustee has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees; or
 - 1.8 he or she ceases to be a member of the Society.

Delegation

2. The Board may delegate any of its powers to any committee appointed by the Trustees including, without prejudice to the foregoing, powers in relation to investment or the implementation of any of its resolutions to any group provided that in the case of delegation to a committee:
 - 2.1 The resolution making that delegation shall specify those who shall be asked to serve on and be in attendance at such committee (although the resolution may allow the committee to make co-options up to a specified number).

- 2.2 The composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify.
- 2.3 Every committee shall have a chair and a secretary.
- 2.4 The deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees.
- 2.5 All delegations under this Rule shall be recoverable at any time.
- 2.6 The Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as the Trustees may from time to time think fit.
- 2.7 For the avoidance of doubt the Trustees may delegate all financial matters to any committee, and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit, whether or not requiring a signature of any Trustee: provided always that no committee shall incur expenditure on behalf of the Society except in accordance with a budget which has been approved by the Board.
- 2.8 The meetings and proceedings of any committee shall be governed by the provisions of this Our Charter regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by Standing orders.
3. The Board may delegate the implementation of any of its decisions to any group, which group shall be established in accordance with Standing Orders.
 - 3.1 The composition, meetings and procedures of any group shall be regulated by Standing Orders.