

BRITISH FILM INSTITUTE

(Charity Registration Number: 287780)

Royal Charter

(As amended and in effect from 19 April 2000)

21 Stephen Street, London W1P 2LN

Royal Charter

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 it has been represented unto Us that it is expedient that We should be graciously pleased to grant a Charter of Incorporation to the unincorporated organisation founded in the year of our Lord One thousand nine hundred and eighty-three and formed to succeed The British Film Institute (a company incorporated under the Companies Act 1948 limited by Guarantee and not having a share capital) (hereinafter called "the Company"):

NOW THEREFORE KNOW YE THAT WE, by virtue of Our Prerogative Royal and of all other powers enabling Us in that behalf have granted and ordained and do by these Presents for Us, Our Heirs and Successors, grant and ordain as follows:

1. The persons now Members of the said unincorporated organisation (being the Chairman and the Governors of the Company) and all other persons who may hereafter become Members of the Body Corporate hereby constituted shall forever hereafter (so long as they continue to be Members of the said body) be one body corporate and politic by the name of "The British Film Institute" (hereinafter called "the Institute") and by the same name shall have perpetual succession and a Common Seal with power to break, alter and make anew 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. The objects of the Institute shall be to encourage the development of the arts of film, television and the moving image throughout Our United Kingdom, to promote their use as a record of contemporary life and manners, to promote education about film, television and the moving image generally, and their impact on society, to promote access to and appreciation of the widest possible range of British and world cinema and to establish, care for and develop collections reflecting the moving image history and heritage of Our United Kingdom. In

furtherance of these objects the Institute shall have power to acquire the assets subject to the liabilities of the Company provided always that:-

- (i) the Institute is established for charitable purposes only and its property and income shall be held and applied for those purposes only and the objects and powers of the Institute shall be construed as limited by the foregoing terms of this proviso;
- (ii) the Institute shall not support with its funds any object or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction or condition which, if an object of the Institute, would make it a trade union; and
- (iii) in case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Institute shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property, the Governors of the Institute shall be chargeable for such property as may come into the Institute's hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would, as such Governors, have been if no incorporation had been effected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Governors who shall, as regards any such property, be subject jointly and separately to such control or authority as if the Institute were not incorporated by this our Charter. In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with the same in such manner as allowed by law, having regard to such trusts.

3.(a) All moneys and property however received by the Institute, including all moneys voted by Our United Kingdom Parliament, shall be applied solely towards the promotion of the objects of the Institute and no portion thereof (except as otherwise provided in this Our Charter) shall be paid or applied directly or indirectly to the Members.

(b) Money subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested by the Institute in such securities or property and with such sanction (if any) as may for the time being be authorised by law.

4. There shall be a Patron of the Institute and His Royal Highness The Prince of Wales, KG, KT, GCB, AK shall be the first Patron (having been Patron of the Company). Subsequent Patrons shall be such persons as may from time to time accept that office upon the invitation of the Governing Body of the Institute.

5. The management of the affairs of the Institute shall be vested in the Governing Body of the Institute (herein called "the Governing Body") who may exercise all such powers and do all such things as may further the objects of the Institute.

6.(a) The Governing Body shall consist of a Chairman, and not more than fourteen other Governors. The Chairman and the Governors for the time being shall be Members of the Institute.

(b) The Chairman shall be appointed with the approval of the Secretary of State for Culture Media and Sport by the Film Council (or any successor body to whom the functions thereof shall be devolved) (hereinafter called "the Film Council") which shall determine the Chairman's terms of appointment.

(c) Governors shall be appointed by the Governing Body, provided that Governors in respect of whom re-appointment is to be considered shall not be entitled to vote either in respect of their own re-appointment or the appointment of any other Governor to be considered at that time. Any appointment of a Governor by the Governing Body shall be subject to ratification by the Film Council before such appointment shall become effective.

(d) The Governors may appoint an individual, who is willing to act, to be a Governor to fill a vacancy, provided that such appointment shall not cause the number of Governors to exceed the maximum number of Governors. A Governor so appointed shall hold office only until the next meeting of Governors at which appointments to the Governing Body are to be considered generally. Any such appointment shall not constitute a term of office for

the purposes of Article 6(f) of these presents, but in any event no such person shall serve in office for more than nine years in aggregate.

(e) In the event that there shall be insufficient Governors to form a quorum, the Film Council shall be entitled to appoint such number of Governors as shall be required to make up a quorum sufficient to appoint further members, and to determine the term of such appointments, subject to the restrictions in Article 6(f) of these presents.

(f) An individual shall not be appointed to be a Governor for a first term of more than three years and shall be eligible for re-appointment for a second term of up to three years. No Governor shall (save as provided in these presents) serve more than two terms of office. An individual may with the approval of a majority of the Governors for the time being be appointed to be Chairman of the Institute pursuant to Article 6(b) of these presents for a further term but may not serve in office for more than nine years in aggregate.

(g) A Governor may at any time by notice in writing to the Chairman of the Institute resign his office.

(h) The office of Governor shall be vacated if he be removed from office by a resolution of the Governors passed by a majority of 75 per cent of those present and voting (being an absolute majority of all the Governors).

(i) The Institute shall not (unless authorised to do so by an Order of the Charity Commission or the High Court) make to any Governor any payment by way of remuneration for his services, but may reimburse to any Governor expenses reasonably incurred by him in the performance of his duties.

7.(a) The quorum for meetings of the Governing Body may be determined by the Governing Body and unless so determined shall be five. Except where otherwise provided in this Our Charter questions arising at any meeting shall be decided by a majority of votes and in case of any equality of votes the Chairman shall have a second or casting vote.

(b) It shall not be necessary to give notice of a meeting of the Governing Body to any Governor for the time being absent from Our United Kingdom. The Governing Body may

act notwithstanding a vacancy in their number and the validity of any proceedings of the Governing Body shall not be affected by any defect in the appointment of a Governor.

(c) A resolution in writing signed by all the Governors for the time being entitled to receive notice of a meeting of the Governing Body shall be as valid and effectual as if it had been passed at a meeting of the Governing Body duly convened and held.

(d) The Governors attending at any meeting of Governors need not be present at one place provided that they are able to hear and communicate with each other by telephone or other instantaneous means throughout the proceedings and both the Governor or Governors present at the place where the meeting is deemed to be held and the Governor or Governors in communication are willing to treat the Governor or Governors in communication as being present. Unless the Governors determine to the contrary, the meeting shall be deemed to be held at the place where the majority of the Governors attending are present or, if there is no majority present in any one place, the place where the Chairman of the meeting is present.

8. The Governing Body may delegate any of their powers to committees consisting of such Governors and subject to such regulations as they think fit. In addition, the Governing Body may appoint persons other than Governors to serve on any committee and may at any time revoke the appointment of any such person. Article 6(i) of this Our Charter shall apply to all members of committees as it applies to Governors.

9. (Deleted)

10. Subject to the provisions of this Our Charter, the Governing Body shall meet and may regulate their own procedure and that of any committee as they shall think fit.

11.(a) The Governing Body shall appoint a chief executive officer who shall be known as the Director of the Institute for such term, at such remuneration and upon such conditions as they shall think fit, and the Governing Body may from time to time entrust to and confer upon the Director such of the powers exercisable by the Governing Body as they may think fit upon such terms and conditions and with such restrictions as they may determine and may from time to time revoke, withdraw, alter and vary all or any of such powers.

(b) The Governing Body may appoint such other officers and take into the Institute's employment such other persons and in each case on such terms and conditions as they shall determine.

(c) The Governing Body may pay to or in respect of any officers or other persons employed by the Institute such pensions (including gratuities) or provide and maintain for them such pension schemes (whether contributory or not) as the Governing Body may determine.

12.(a) The Institute shall keep proper accounts and other records, and shall prepare and publish for each financial year statements of account.

(b) The Governing Body shall cause the statements of account prepared for each financial year to be audited by an auditor qualified in accordance with the Companies Acts 1985 and 1989 or any statutory modification or re-enactment thereof.

(c) The Governing Body shall as soon as possible after the end of each financial year publish a report on the exercise and performance of their functions and of the affairs of the Institute during that year.

13. The Common Seal shall be kept in safe custody and shall not be used except with the authority of the Governing Body or a committee thereof and its use shall be authenticated by the signature of a Governor and the counter-signature of an officer of the Institute appointed by the Governing Body for the purpose.

14. The Governing Body may confer such benefits on such other persons (to be called "Members, Associate Members or Student Members of The British Film Institute" or such other class of "Member of the British Film Institute" as the Governing Body shall from time to time determine) in return for such subscriptions as the Governing Body shall from time to time determine. Such persons shall have the right in such manner as the Governing Body shall from time to time determine to put forward a list of individuals in order of preference which the Governing Body shall consider for appointment as Governors of the Institute.

15. The Governing Body may by a Resolution passed at a meeting of the Governing Body by not less than three-quarters of the Governors present and voting (being an absolute majority of all the Governors) revoke, amend or add to any of the provisions of this Our Charter and

such revocation, amendment or addition when allowed by Us, Our Heirs or Successors in Council shall 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 revoked, amended or added to in the manner aforesaid.

16. The Governing Body may by a Resolution passed by not less than three-quarters of the Governors present and voting (being an absolute majority of all the Governors) at a meeting of the Governing Body duly convened for the purpose surrender this Our Charter and any Supplemental 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 Institute in such manner as the Governing Body shall think expedient having due regard to the liabilities of the Institute for the time being: If upon the winding up or dissolution of the Institute there remains 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 or any of them but shall, subject to any special trust affecting the same, be given and transferred to some other charitable institution or institutions having objects similar to the object of the Institute and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under Article 3 hereof, such institution or institutions to be determined by the Governing Body at or before the time of dissolution or in default thereof then to some other charitable object.

17. In this Our Charter unless the contrary intention appears words importing the masculine gender shall include the feminine and words in the singular shall include the plural and vice versa.

18. And We do hereby for Us, Our Heirs or 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 Institute any misrecital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

THIS Our Charter shall take effect on the thirtieth day of September One thousand nine hundred and eighty-three.

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

WITNESS Ourselves at Westminster the eighteenth day of July in the 32nd year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

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NOTE

The Royal Charter was originally granted on 18 July 1983 and this edition incorporates amendments made by the Governors of the British Film Institute on 29 March 2000 as authorised by a Scheme of the Charity Commissioners for England and Wales dated 10 April 2000 and approved by the Privy Council on 19 April 2000.