

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

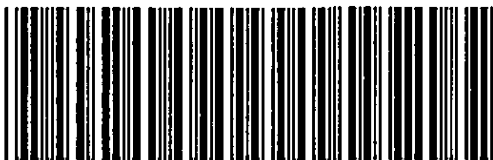
Company No. 6298947

The Registrar of Companies for England and Wales hereby certifies that

THE ROYAL ACADEMY OF ARTS

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, London, the 2nd July 2007



\*N06298947W\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —



12

Please complete in typescript,  
or in bold black capitals

CHFP025

**Declaration on application for registration**

6298947

**Company Name in full**

THE ROYAL ACADEMY OF ARTS

I, ELIZABETH JONES

of FARRER &amp; CO LLP, 66 LINCOLN'S INN FIELDS, LONDON, WC2A 3LH

† Please delete as appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] ~~PERSON WHO HAS BEEN A SOLICITOR OR A MEMBER OF A FIRM OF SOLICITORS~~  
~~PERSON WHO HAS BEEN A MEMBER OF A FIRM OF SOLICITORS~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

**Declarant's signature**

Declared at

BRISTOWS, 3 LINCOLN'S INN FIELDS, LONDON

Day Month Year

On

02 07 2007

① Please print name

before me ①

DR ANNA WRAY

Signed

Date

02 July 2007

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query

Farrer & Co LLP  
66 Lincolns Inn Fields  
London  
WC2A 3LH

Tel +44 (0)20 7242 2022

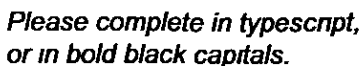
DX number 32

DX exchange Chancery Lane

When you have completed and signed the form please send it to the Registrar of Companies at  
**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**



Laserform International 12/99



**CHFP025**

# 30(5)(a)

### Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

6298947

**Company Name in full**

THE ROYAL ACADEMY OF ARTS

1. ELIZABETH JONES

of FARRER & CO LLP, 66 LINCOLN'S INN FIELDS, LONDON, WC2A  
3LH

† Please delete as appropriate

a [Solicitor engaged in the formation of the company] ~~XXXXXX~~ do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the Companies Act 1985

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

**Declarant's signature**

EAZ

Declared at BRISTOWS, 3 LINCOLN'S INN FIELDS, LONDON

Day      Month      Year

on 0 2 0 7 2 0 0 7

**① Please print name**

before me ① RACHEL BURFITT

**Signed**

Rachel G. Smith

**Date** 02.07.07

~~A Confidential and Privileged Communication~~ Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query

Farrer & Co LLP  
66 Lincolns Inn Fields  
London  
WC2A 3LH

Tel +44 (0)20 7242 2022

**DX number** 32

DX exchange Chancery Lane

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for companies registered in England and Wales

**or**  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235**



Laserform International 12/99



# 10

Please complete in typescript,  
or in bold black capitals.

CHFP025

## First directors and secretary and intended situation of registered office

Notes on completion appear on final page

### Company Name in full

62 98947  
THE ROYAL ACADEMY OF ARTS

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

66 LINCOLN'S INN FIELDS

Post town

LONDON

County / Region

Postcode

WC2A 3LH

If the memorandum is delivered by  
an agent for the subscriber(s) of  
the memorandum mark the box opposite  
and give the agent's name and address

X

Agent's Name

FARRER & CO LLP

Address

66 LINCOLN'S INN FIELDS

Post town

LONDON

County / Region

Postcode

WC2A 3LH

Number of continuation sheets attached

1

You do not have to give any contact  
information in the box opposite but if you  
do, it will help Companies House to  
contact you if there is a query on the  
form. The contact information that you  
give will be visible to searchers of the  
public record.

Farrer & Co LLP (Ref TMS/ERS)  
66 Lincolns Inn Fields  
London  
WC2A 3LH

Tel +44 (0)20 7242 2022

DX number 32

DX exchange Chancery Lane

When you have completed and signed the form please send it to the  
Registrar of Companies at

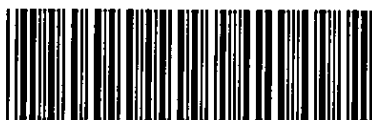
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

MONDAY



LD1

\*L4VIAQWY\*

02/07/2007

204

COMPANIES HOUSE

**Company Secretary** (see notes 1-5)

Company name

THE ROYAL ACADEMY OF ARTS

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

TYROLESE (SECRETARIAL) LIMITED

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

66 LINCOLN'S INN FIELDS

Post town

LONDON

County / Region

Postcode

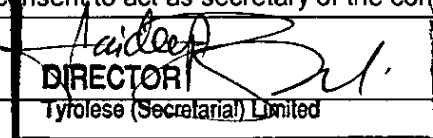
WC2A 3LH

Country

UK

I consent to act as secretary of the company named on page 1

Consent signature

  
DIRECTOR  
Tyrolese (Secretarial) Limited

Date

2 July 2007

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

SIR

\*Honours etc

CBE PRA

Forename(s)

NICHOLAS THOMAS

Surname

GRIMSHAW

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

17 CHALCOT SQUARE

Post town

LONDON

County / Region

Postcode

NW1 8YA

Country

UK

Date of birth

Day Month Year

09 10 1939

Nationality

BRITISH

Business occupation

ARCHITECT

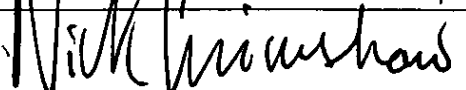
Other directorships

NICHOLAS GRIMSHAW &amp; PARTNERS LTD,

PLEASE SEE ATTACHED SHEET

I consent to act as director of the company named on page 1

Consent signature



Date

27/6/07

CHFP025

Company name

THE ROYAL ACADEMY OF ARTS

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

PROFESSOR

\*Honours etc

RA

Forename(s)

PAUL

Surname

HUXLEY

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

2 DALLING ROAD

LONDON

W6 0JB

UK

Day Month Year

Date of birth

1 | 2 | 0 | 5 | 1 | 9 | 3 | 8

Nationality

BRITISH

Business occupation

ARTIST

Other directorships

ABBAY SCHOLARSHIP FUND, EDWIN AUSTIN ABBAY MEMORIAL,

FUND FOR MURAL PAINTING, MARK ROTHKO MEMORIAL FUND

I consent to act as director of the company named on page 1

Consent signature

Date

29-06-07

## Company Secretary (see notes 1-5)

\* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

**Directors**

(see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MR

\*Honours etc

CBE

\* Voluntary details

Forename(s)

IAN CARL

Surname

RITCHIE

Previous forename(s)

Previous surname(s)

Address ††

14 GARFORD ST



Post town

LONDON

County / Region

Postcode

E14 8JG

Country

UK

Day Month Year

Date of birth

2 | 4 | 0 | 6 | 1 | 9 | 4 | 7

Nationality

BRITISH

Business occupation

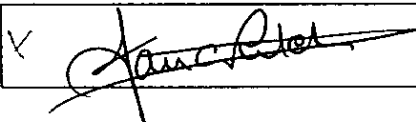
ARCHITECT

Other directorships

IAN RICHIE ARCHITECTS LTD

I consent to act as director of the company named on page 1

Consent signature



Date

29 06 07

**This section must be signed by**

Either

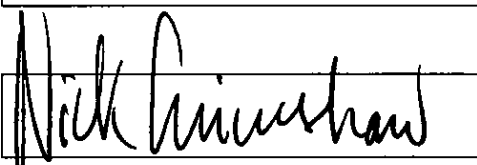
an agent on behalf  
of all subscribers

Signed

Date

Or the subscribers

Signed

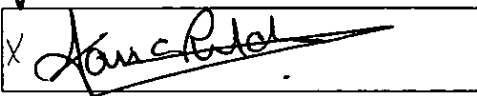


Date

27/6/07

(i.e those who signed  
as members on the  
memorandum of  
association)

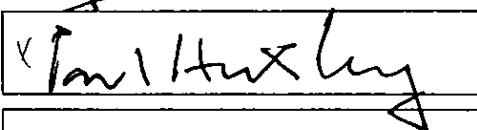
Signed



Date

29 06 07

Signed



Date

29.06.07

Signed

Date

Signed

Date

Signed

Date



## Notes

- 1 Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s)

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line

Give previous forename(s) or surname(s) except that

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it

### Address

Give the usual residential address

In the case of a corporation or Scottish firm give the registered or principal office

### Subscribers

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s)

- 2 Directors known by another description

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council

### 3 Directors details

- Show for each individual director the director's date of birth, business occupation and nationality

**The date of birth must be given for every individual director.**

### 4 Other directorships

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director

- 5 Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors

## **The Royal Academy of Arts**

Other company directorships of Sir Nicholas Grimshaw.

- Nicholas Grimshaw Holdings Ltd
- Grimshaw Services Ltd
- Nicholas Grimshaw & Partners (ITW) Ltd

142514

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE



MEMORANDUM OF ASSOCIATION

- of -

THE ROYAL ACADEMY OF ARTS

Incorporated on 2007

1. **NAME**

The name of the Royal Academy is THE ROYAL ACADEMY OF ARTS

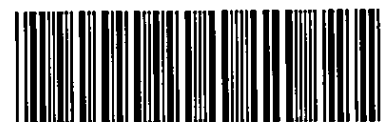
2. **REGISTERED OFFICE**

The registered office of the Royal Academy is to be in England and Wales

3. **OBJECTS**

The Objects are

- 1 The promotion of the Arts of Design
- 2 The education of the public in the creation, enjoyment, appreciation and understanding of the arts, through exhibitions, educational programmes and debate by all charitable means as the members of Council may think fit



- 3 The relief of poverty by the payment of pensions or donations to any person connected with the Royal Academy who is in need

#### 4. POWERS

The Royal Academy has the following powers, which may be exercised only in promoting the Objects

- 4 1 to promote or carry out research,
- 4 2 to create and maintain in good repair a collection of works of art,
- 4 3 to provide advice,
- 4 4 to organise or make grants towards the costs of others organising exhibitions, meetings, lectures, conferences, broadcasts or courses of instruction and to publish or distribute information in any form,
- 4 5 to co-operate with other bodies,
- 4 6 to support, administer or set up other charities and undertake and execute charitable trusts,
- 4 7 to raise funds (but not by means of taxable trading),
- 4 8 to take and accept any gift of money, property or other assets whether subject to any special trusts or not,
- 4 9 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act),
- 4 10 to acquire or hire property rights or privileges of any kind and to acquire, hire, construct, restore, improve, maintain and alter property of any kind,

- 4 11 to let or dispose of or turn to account property of any kind including works of art (but only in accordance with the restrictions imposed by the Charities Act),
- 4 12 to pay any rent and other outgoings and expenses and execute and do all such other instruments, acts, and things as may be requisite in connection with the use, maintenance, upkeep, expansion, alteration or improvement of such property,
- 4 13 to make planning applications, applications for consent under bye-laws or building regulations and other like applications,
- 4 14 to purchase, lease or hire, and operate and maintain any equipment necessary or convenient for the administration of the Royal Academy,
- 4 15 to make grants or loans of money and to give guarantees and in respect of grants or loans for institutions to accept as good discharge the receipt of the treasurer, secretary or other authorised officer of the institution,
- 4 16 to set aside funds for special purposes or as reserves against future expenditure,
- 4 17 to draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 4 18 to deposit or invest funds in any manner (but to invest only after obtaining such advice from a financial expert as the Council considers necessary or appropriate and having regard to the suitability of investments and the need for diversification),

4 19 to delegate the management of investments to an investment manager, but only on terms that

- (a) the investment policy is set down in writing for the investment manager by the Council,
- (b) every transaction is reported promptly to the Council,
- (c) the performance of the investments is reviewed regularly with the Council,
- (d) the Council is entitled to cancel the delegation arrangement at any time,
- (e) the investment policy and the delegation arrangement are reviewed at least once a year,
- (f) all payments due to the investment manager are on a scale or at a level which is agreed in advance and are notified to the Council on receipt,
- (g) the investment manager must not do anything outside the powers of the Council

4 20 to arrange for investments or other property of the Royal Academy to be held in the name of a nominee company, being a corporate body registered or having a registered place of business in England and Wales acting under the control of the Council, or of an investment manager acting under its instructions and to pay any reasonable fee required,

4 21 to deposit documents and physical assets with any company registered or having a place of business in England and Wales as custodian and to pay any reasonable fee required,

4 22 to insure the property of the Royal Academy against any foreseeable risk and take out other insurance policies to protect the Royal Academy when required,

4.23 to pay for indemnity insurance for the members of Council or any other officer of the Royal Academy in relation to any such liability as is mentioned in sub-clause 4 22(a) but subject to the restrictions specified in sub-clauses 4 22(b) and (c),

(a) the liabilities referred to above are

(i) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach or duty or breach of trust of which he or she may be guilty in relation to the Royal Academy,

(ii) the liability to make a contribution to the Royal Academy's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading),

(b) the following liabilities are excluded from Clause 4 22

(i) fines,

(ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or willful or reckless misconduct of a member of Council or other officer, and

(iii) liabilities to the Royal Academy that result from conduct that the member of Council or other officer knew or must be assumed to have known was not in the

best interests of the Royal Academy or about which the person did not care whether it was in the best interests of the Royal Academy or not,

- (c) there is excluded from sub-clause 4 22(a)(ii) any liability to make such a contribution where the basis of the member of Council's liability is his knowledge prior to the insolvent liquidation of the Royal Academy (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Royal Academy would avoid going into insolvent liquidation,

- 4 24 subject to Clause 5, to employ paid or unpaid agents, staff or advisers,
- 4 25 to provide and contribute to superannuation or pension funds for the officers and servants of the Royal Academy or any of them or otherwise to assist such officers and servants their widows and children,
- 4 26 to enter into contracts to provide services to or on behalf of other bodies,
- 4 27 to arrange for the amalgamation of the Royal Academy with any charitable organisation the purposes of which in the opinion of the Council are similar to the purposes of the Royal Academy either alone or as amalgamated,
- 4 28 either alone or jointly with others to establish or acquire subsidiary companies to assist or act as agents for the Royal Academy,
- 4 29 to pay the reasonable and proper costs of forming and administering the Royal Academy ,
- 4 30 to do anything else within the law which promotes or helps to promote the Objects



**5. BENEFITS TO ROYAL ACADEMICIANS AND MEMBERS OF COUNCIL**

5 1 The property and funds of the Royal Academy must be used only for promoting the Objects and do not belong to the Royal Academicians but

- (a) Subject to Clauses 5 4, 5 5, 5 6 and 5 7, Royal Academicians who are not members of Council may be employed by or enter into contracts with the Royal Academy and receive reasonable payment for goods or services supplied,
- (b) Royal Academicians (including members of Council) may be paid interest at a reasonable rate on money lent to the Royal Academy,
- (c) Royal Academicians (including members of Council) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Royal Academy, and
- (d) individual Royal Academicians (including members of Council) who are also beneficiaries of the Royal Academy may receive charitable benefits in that capacity

5 2 A member of Council must not receive any payment of money or other material benefit (whether directly or indirectly) from the Royal Academy except

- (a) as mentioned in Clauses 4 22 (indemnity insurance), 5 1(b) (interest), 5 1(c) (rent), 5 1(d) (charitable benefits), 5 3 (contractual payments), 5 4 (President), 5 5 (Keeper) , 5 6 (Treasurer) and 5 7 (Secretary and Chief Executive),

- (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Royal Academy,
- (c) an indemnity in respect of any liabilities properly incurred in running the Royal Academy (including the costs of a successful defence to criminal proceedings),
- (d) payment to any company in which a member of Council has no more than a 1% holding, and
- (e) in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission in advance)

5 3 Subject to Clauses 5 4, 5 5, 5 6 and 5 7 a member of Council may not be an employee of the Royal Academy, but a member of Council or a connected person may enter into a contract with the Royal Academy to supply goods or services in return for a payment or other material benefit if:

- (a) the goods or services are actually required by the Royal Academy,
- (b) the nature and level of the benefit is no more than is reasonable in relation to the value of the goods or services and is set at a meeting of Council in accordance with the procedure in Clause 5 8, and
- (c) no more than one half of the members of Council are interested in such a contract in any financial year

5 4 The President may receive and retain any reasonable sum paid to him by the Royal Academy in respect of his office notwithstanding that he is a member of Council, provided that the procedure in Clause 5 8 is followed whenever the terms of his appointment are discussed at a meeting of Council or a committee

- 5 5 The Keeper may be appointed a member of Council and may receive and retain any reasonable sum paid to him by the Royal Academy in respect of his office notwithstanding that he is a member of Council, provided that the Royal Academy obtains the consent of the Charity Commission and the procedure in Clause 5 8 is followed whenever the terms of his appointment are discussed at a meeting of Council or a committee
- 5 6 The Treasurer may be appointed a member of Council and may receive and retain any reasonable sum paid to him by the Royal Academy in respect of his office notwithstanding that he is a member of Council, provided that the Royal Academy obtains the consent of the Charity Commission and the procedure in Clause 5 8 is followed whenever the terms of his appointment are discussed at a meeting of Council or a committee
- 5 7 The Secretary and Chief Executive may receive and retain any reasonable remuneration paid to him in respect of his employment notwithstanding that he is a member of Council, provided that the procedure in Clause 5 8 is followed whenever the terms of his employment are discussed at a meeting of Council or a committee
- 5 8 Whenever a member of Council has a personal interest in a matter to be discussed at a meeting of Council or a committee (other than a decision to purchase indemnity insurance for the members of Council contained in Clause 4 22), he must
- (a) declare an interest before the meeting or at the meeting before discussion begins on the matter,
  - (b) be absent from the meeting for that item unless expressly invited to remain in order to provide information,
  - (c) not be counted in the quorum for that part of the meeting, and
  - (d) be absent during the vote and have no vote on the matter

- 5 9 Clause 5 may not be amended without the written consent of the Charity Commission in advance

6. **LIMITED LIABILITY**

The liability of the Royal Academicians is limited

7. **GUARANTEE**

Every Royal Academician undertakes to contribute such amount as may be required (not exceeding £10) to the Society's assets if it should be wound up while he is a Royal Academician or within one year after he ceases to be a Royal Academician, for payment of the Royal Academy's debts and liabilities contracted before he ceases to be a Royal Academician and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves

8. **DISSOLUTION**

- 8 1 If the Royal Academy is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways

- (a) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects,
- (b) directly for the Objects or for charitable purposes which are within or similar to the Objects,
- (c) in such other manner consistent with charitable status as the Charity Commission approves in writing in advance

- 8 3 A final report and statement of account must be sent to the Charity Commission

9. **INTERPRETATION**

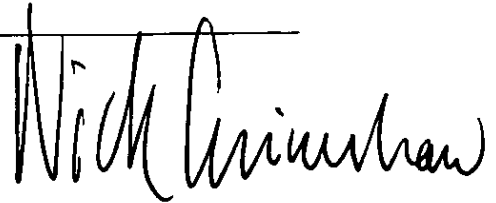
Unless the context otherwise admits


- 9 1 Words and expressions defined in the Articles have the same meanings in the Memorandum
- 9 2 References to an Act of Parliament are references to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it
- 9 3 Words importing the singular only shall include the plural, and vice-versa
- 9 4 Words importing the masculine gender only shall include the feminine gender
- 9 5 Words importing persons shall include corporations

We wish to be formed into a company under this Memorandum of Association

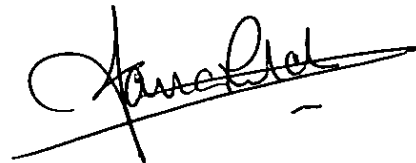
NAMES & ADDRESSES OF SUBSCRIBERS    SIGNATURES OF SUBSCRIBERS


Name    NICHOLAS THOMAS GRIMSHAW  
Address    17, CHALCOT SQUARE,  
              LONDON NW1 8YA.



Witness Signature      
Witness Name    ELIZABETH JONES  
Address    FARRELL & CO, 66 LINCOLN'S INN FIELDS  
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Occupation    SOLICITOR

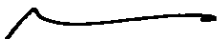
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Witness Name    ANTHONY SUMMERS  
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Witness Signature      
Witness Name    MARYANNE STEVENS  
Address    ROYAL ACADEMY OF ARTS  
              BURLINGTON HOUSE  
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Occupation    ACTING SECRETARY

DATED this    29<sup>th</sup>    day of    June

2007

THE COMPANIES ACTS 1985 AND 1989

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION

- of -

THE ROYAL ACADEMY OF ARTS

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INTERPRETATION

- 1 In these Articles and the Memorandum the following terms have the meanings set against them below

"Academicians" means Royal Academicians who have not yet attained the age of 75 years,

"the Act" means the Companies Act 1985 ,

"the Articles" means these Articles of Association of the Royal Academy,

"Affiliate Academicians" means those people who are referred to as "members" or "Academicians" of the Royal Academy but who are not members of the Royal Academy for the purposes of the Act and who shall not have the right to vote at General Assemblies,

"Charities Act"	means the Charities Act 1993 ,
"Charity Trustees"	Has the meaning prescribed by Section 97(1) of the Charities Act 1993,
"clear days"	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,
"Charity Commission"	means the Charity Commissioners for England and Wales,
"Company Secretary"	means the company secretary of the Royal Academy or any other person appointed to perform the duties of the company secretary of the Royal Academy,
"connected person"	means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a member of Council, any firm of which a member of Council is a member or employee, and any company of which a member of Council is a director, employee or shareholder having a beneficial interest in more than 1% of the share capital,



"the Council"	means the board of directors of the Royal Academy for the purposes of the Act,
"custodian"	means a person or body who undertakes safe custody of assets or of documents or records relating to them,
"executed"	includes any mode of execution,
"financial expert"	means a person who is reasonably believed by the Council to be qualified to give the relevant services by his ability in and practical experience of financial and other matters relating to the investment,
"financial year"	means the Royal Academy's financial year,
"firm"	includes a limited liability partnership,
"General Assembly"	means a general meeting for the purposes of the Act,
"indemnity insurance"	means insurance against personal liability incurred by any member of Council for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the member of Council concerned knew that, or

was reckless whether, the act or omission was a breach of trust or a breach of duty,

"the Keeper"

means the person who is from time to time the Keeper of the Royal Academy in accordance with the Laws,

"the Laws"

means the regulations governing the administration of the Royal Academy formulated in accordance with Article 18 and confirmed by the Royal Academicians in General Assembly from time to time in force;

"material benefit"

means a benefit that might not be financial but has a monetary value,

"member of Council"

means a member of the Council, who shall be a director of the Royal Academy for the purposes of the Act,

"the Memorandum"

means the Memorandum of Association of the Royal Academy;

"month"

means a calendar month,

"Objects"

means the Objects of the Royal Academy as defined in Clause 3 of the Memorandum,

"Office"

means the registered office of the

	Royal Academy,
"these presents"	means the Articles and the Laws,
"the President"	means the person who is from time to time the President of the Royal Academy in accordance with the Articles and the Laws,
"the President's Deputies"	means those persons who are from time to time the President's Deputies in accordance with the Laws;
"Royal Academicians"	means the members of the Society for the purposes of the Act, who shall have the right to vote at General Assemblies,
"the seal"	means the common seal of the Royal Academy, if it has one,
"Secretary and Chief Executive"	means the person who is from time to time the Secretary and Chief Executive of the Royal Academy in accordance with the Laws,
"the Royal Academy"	means the above-named company,
"taxable trading"	means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to

corporation tax,

"the Treasurer"

means the person who is from time to time the Treasurer of the Royal Academy in accordance with the Laws,

"the United Kingdom"

means Great Britain and Northern Ireland,

"written" or "in writing"

refers to a legible document on paper not including a fax message,

"year"

means a calendar year

Unless the context otherwise admits references to an Act of Parliament are references to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it, words importing the singular only shall include the plural, and vice-versa, words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations

## **MEMBERSHIP OF THE ROYAL ACADEMY**

- 2 The number of Royal Academicians with which the Royal Academy proposes to be registered is limited to all living Academicians and Senior Academicians
- 3 The Royal Academicians shall be admitted in such numbers and proportions as the Laws shall specify
- 4 The Laws shall from time to time prescribe different orders or classes of Royal Academician and Affiliate Academician under whatever title or nomenclature

the Laws shall specify and shall bestow upon the persons concerned such rights, privileges, duties and obligations as shall be specified in the Laws

- 5 The Council shall admit as Royal Academicians and Affiliate Academicians such persons who in each case fulfil the criteria prescribed by the Laws for membership of a particular order or class of Royal Academician or Affiliate Academician and who

(a) are selected in accordance with the Laws, and

(b) fulfil such conditions for admission as are prescribed by the Laws

- 6 Membership of the Royal Academy shall not be transferable and a Royal Academician or Affiliate Academician shall cease to be so in any of the circumstances stated in the Laws

#### **GENERAL ASSEMBLIES**

- 7 The Annual General Meeting of the Royal Academy for the purposes of the Act shall be called the Annual General Assembly

- 8 The first Annual General Assembly shall be held at such time not being more than 18 months after the incorporation of the Royal Academy and at such place as the President shall determine

- 9 Subject to Article 8, the Royal Academy shall in each year hold an Annual General Assembly in addition to any other meetings in that year Not more than fifteen months shall elapse between the date of one Annual General Assembly and that of the next Annual General Assemblies shall be held at such times and places as the President shall determine in accordance with the Laws

10. The Annual General Assembly shall be held for the purposes stated in the Laws

11 The President shall call General Assemblies and notice shall be given in accordance with the Laws

12 A resolution put to the vote of a General Assembly shall be decided as determined in the Laws.

### **THE PRESIDENT**

13 The President shall be elected annually from among the Academicians in accordance with the Laws and shall be ex officio a member of Council

### **THE COUNCIL**

14 The number of members of Council shall be not less than 10 and not more than 20 in addition to the President

15 The first members of Council shall be the subscribers to the Memorandum, who shall be deemed to have been appointed under the Articles Future members of Council shall be appointed as provided subsequently in the Articles and the Laws

16 Except to the extent permitted by Clause 5 of the Memorandum, no member of Council shall take or hold any interest in property belonging to the Royal Academy or receive remuneration or be interested otherwise than as a member of Council in any other contract to which the Royal Academy is a party

### **POWERS OF THE COUNCIL**

17 The Members of Council as charity trustees have the general control and management of the administration of the Royal Academy and its property and funds Subject to the provisions of the Act, the Memorandum and the Articles, the business of the Royal Academy shall be managed by the Council, which may exercise all the powers of the Royal Academy and do on behalf of the Royal Academy all such acts as may be exercised and done by the Royal

Academy and are not by statute or by these presents required to be exercised by the Royal Academicians in General Assembly. No alteration to the Memorandum or the Articles shall invalidate any prior act of the Council which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council

- 18 The Council shall have power from time to time to make such Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Royal Academy and the affairs thereof, as to prescribing orders and classes of Royal Academician and Affiliate Academician, the criteria for membership of particular orders and classes of Royal Academician and Affiliate Academician and the rights, privileges, duties and obligations of Royal Academicians and Affiliate Academicians, as to the duties of any officers or servants of the Royal Academy, as to the conduct of the business of the Royal Academy by the Council or any committee or sub-committee and as to any of the matters or things within the power or under the control of the Council provided that the same shall not be inconsistent with the Articles and provided further that such Laws shall be confirmed by the Royal Academicians in General Assembly in accordance with the Laws
- 19 The Council, subject to confirmation by the Royal Academicians in General Assembly in accordance with the Laws, shall have power to repeal or alter or add to any Laws and the Council shall adopt such means as they think sufficient to bring to the notice of Royal Academicians and Affiliate Academicians all such Laws which shall be binding on Royal Academicians and Affiliate Academicians

## **APPOINTMENT AND RETIREMENT OF COUNCIL**

- 20 The Council shall consist of the following persons who shall hold office for such term as the Laws shall specify
- (a) The President,
  - (b) Six Academicians selected by rotation in accordance with the Laws,
  - (c) Three Academicians selected from among the newly admitted Academicians in accordance with the Laws,
  - (d) Four Academicians elected in accordance with the Laws,
  - (e) Up to three individuals elected in accordance with the Laws who are not Royal Academicians

## **DISQUALIFICATION AND REMOVAL OF MEMBERS OF COUNCIL**

- 21 A member of Council shall cease to hold office in the circumstances described in the Laws
- 22 In addition and without prejudice to the provisions of Section 303 and 304 of the Act, the Royal Academicians may by resolution at a General Assembly remove any member of Council before the expiration of his period of office and may by resolution appoint another individual in his stead but any person so appointed shall retain his office only until the next following Annual General Assembly. If not reappointed at such Annual General Assembly, he shall vacate office at the conclusion of that meeting



## **PROCEEDINGS OF THE COUNCIL**

- 23 Subject to the provisions of the Articles and the Laws, the Council may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit
- 24 The Council may act notwithstanding any vacancies, but if the number of members of Council is less than the number fixed as the quorum, the continuing members of Council may act only for the purpose of filling vacancies or of calling a General Assembly
- 25 The Council may delegate any of its powers or the implementation of any of its resolutions to any committee or committees comprising in every case such of the Council (if any) and such other persons as the Council may select or authorise the relevant committee to select, subject to the provisions relating to such committees specified in the Laws
- 26 An act of the Council that is technically invalid shall be valid in the circumstances described in the Laws
- 27 A resolution in writing, signed by all the members of Council or any committee, shall be valid in the circumstances described in the Laws

## **OFFICERS AND EMPLOYEES**

- 28 Subject to the provisions of the Act to Clause 5 of the Memorandum and to the Laws, the Council may appoint or engage and dismiss such employees and officers as they shall see fit and any such appointment or engagement may be made for the purpose of discharging such duties and upon such terms as the Council determines and the Council may dismiss any employee so appointed or engaged

## **MINUTES**

- 29 The Council shall keep minutes in books kept for the purpose
- (a) of all appointments of officers made by the Council, and
  - (b) of all proceedings at meetings of the Royal Academy and of the Council and of committees and sub-committees of the Council including the names of those present at each such meeting

## **THE SEAL**

- 30 The seal shall only be used by the authority of the Council or of a committee of the Council authorised by the Council. The members of Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of Council and by the Company Secretary or by a second member of Council

## **BANK ACCOUNTS**

- 31 Any bank account in which any part of the assets of the Royal Academy is deposited shall indicate the name of the Royal Academy. All cheques and orders for the payment of money from such account shall be executed in such manner and by such persons as the Laws shall specify. No account shall be opened which includes the name "The Royal Academy" or "the Royal Academy of Arts" without the full knowledge and consent of the President and Council

## **ACCOUNTS**

- 32 Accounting records sufficient to show and explain the transactions and assets and liabilities of the Royal Academy and otherwise complying with the Act shall be kept at the Office or such other place within the United Kingdom as the Council think fit

- 33 Subject to the requirements of the Act, the Royal Academicians may at a General Assembly impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Royal Academy may be inspected by Royal Academicians and subject to those restrictions the books and accounts shall be opened to inspection by Royal Academicians at all reasonable times during usual business hours
- 34 The Council shall lay before the Annual General Assembly of the Royal Academy in each year an income and expenditure account for the period since the last preceding account (or in the case of the first account since incorporation of the Royal Academy) together with a balance sheet made up as at the same date Such accounts and balance sheet shall be accompanied by a report of the Council as to the state of affairs of the Royal Academy and a report of the Auditors and shall comply with the provisions of the Act Copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached to them shall, not less than 21 clear days before the date of the meeting before which the same have to be laid, be sent to all persons entitled to receive notices of General Assemblies of the Royal Academy

#### **AUDIT**

- 35 Auditors shall be appointed and their duties regulated in accordance with the Act

#### **ANNUAL REPORT AND ANNUAL RETURN**

- 36 The members of Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and an annual return and their transmission to the Charity Commission

## NOTICES

- 37 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Council need not be in writing
- 38 The Royal Academy may give any notice to a Royal Academician either personally or by sending it by post in a prepaid envelope addressed to the Royal Academician at his registered address or by leaving it at that address A Royal Academician whose registered address is not within the United Kingdom and who gives to the Royal Academy an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Royal Academician shall be entitled to receive any notice from the Royal Academy
- 39 A Royal Academician present in person at any meeting of the Royal Academy shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called
- 40 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given A notice shall be deemed to be given 48 hours after the envelope containing it was posted
- 41 The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by a person entitled to receive a notice shall not invalidate the proceedings of that meeting

## INDEMNITY

- 42 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of Council may otherwise be entitled every member of Council or other officer or auditor of the Royal Academy shall be indemnified out of the assets of the Royal Academy against any liability incurred by him in

defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Royal Academy, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto


### **WINDING-UP**

- 43 The provisions of Clauses 7 and 8 of the Memorandum relating to the winding-up or dissolution of the Royal Academy shall have effect and be observed as if the same were repeated in these Articles

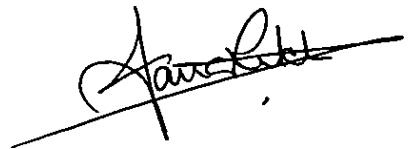
NAMES & ADDRESSES OF SUBSCRIBERS    SIGNATURES OF SUBSCRIBERS


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Address    17, CHALCOT SQUARE,  
             LONDON NW1 8YA



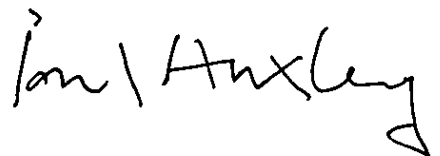
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Witness Signature      
Witness Name    MARYANNE STEVENS  
Address    Royal Academy of Arts  
             Burlington House  
             Piccadilly W1J 0BD.  
Occupation    Acting Secretary

DATED this    29<sup>th</sup>    day of    June

2007