

ELIZABETH THE SECOND

by the Grace of God of the United Kingdom of Great Britain and
Northern Ireland and of Our other Realms and Territories Queen,
Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS the National Army Museum was established for the purpose of collecting, preserving and exhibiting objects and records relating to the history of Our Army so that the achievements, history and traditions of Our Army should be better made known:

AND WHEREAS the Council of the said Museum (hereinafter referred to as "the Council") was accordingly incorporated by Royal Charter dated the 8th day of April 1960 (hereinafter called "the original Charter"):

AND WHEREAS by Orders in Council dated the 26th day of March 1964, the 15th day of October 1964, the 7th day of June 1968, the 18th day of February 1981 and the 8th day of July 2009, We were pleased to allow certain amendments to the original Charter:

AND WHEREAS it has been represented unto Us by the Right Honourable George Younger, one of Our Principal Secretaries of State, that it would greatly facilitate the promotion of the objects for which the Council was established if certain changes were made in the existing constitution and administration of the Council and it is therefore expedient that the Council should be granted a new Charter:

NOW THEREFORE KNOW YE that We by virtue of Our Prerogative Royal and of all other powers enabling Us in that behalf have, of Our especial grace, certain knowledge and mere notion, been pleased to grant and declare and do by these Presents for Us, Our Heirs and Successors, grant and declare as follows:

1. The provisions of the original Charter, as amended except in so far as they incorporate the Council, confer upon it perpetual succession, authorise it to have a Common Seal and authorise it to sue and be sued, are hereby revoked, but nothing in this revocation shall affect the legality or validity of any act, deed or thing lawfully done or executed thereunder.
2. In this Our Charter the expression "Our Army" includes the Standing Army, Militia, Yeomanry, Volunteers, Territorial Army of the British Islands, Territorial Army and Volunteer Reserve of the United Kingdom, Our Predecessors' Army in India and the Armies of the East India Company and the Land Forces of Our and Our Predecessors' possessions beyond the seas.

3. The objects of the Council are as follows:
- (a) to maintain the Museum known as "The National Army Museum" (hereinafter referred to as "the Museum");
 - (b) to collect, preserve and exhibit objects and records relating to the history and traditions of Our Army;
 - (c) to collect, collate and publish information relating to, and to carry out research into, the history and traditions of Our Army;
 - (d) to encourage research into, and the accumulation and dissemination of information and knowledge bearing on, the history and traditions of Our Army and all matters connected therewith.

4. The Council shall have power generally to do all things necessary or expedient for the proper and effective carrying out of any of the objects aforesaid, including without limitation:-

- (a) to purchase, take on lease or in exchange, borrow, hire or otherwise acquire any real or personal property or any rights or privileges which the Council may think necessary, desirable or convenient for the fulfilment of its objectives;
- (b) to sell, lease, exchange or otherwise dispose of any property of the Council which the Council considers to be not required for its purposes;
- (c) on such terms and subject to such conditions as the Council thinks fit to lend any object vested in it to any gallery, museum or exhibition;

Provided that this Article shall not empower the selling, leasing, exchanging, or otherwise disposing of, or lending any property or object, in any manner inconsistent with any condition lawfully attached to any gift or bequest by virtue or in consequence of which that object was vested in the Council.

5. (1) In relation to the moneys of the Council, the Council shall have power to invest them in any mode of investment or in any manner authorised by the general power of investment set out in the Trustee Act 2000 (as the same may from time to time be amended).
- (2) The Council may provide for its investments to be kept under review by an investment adviser who shall be a member of a firm of stockbrokers or a person of good standing with at least ten years' experience in business as a stockbroker, merchant banker or financial consultant. In the event of the Council exercising this power such

adviser shall be instructed and shall undertake to inform the Council of any changes in the disposition of investments which appear to be desirable.

6. All moneys and property howsoever received by the Council, including any moneys voted by Parliament, shall be applied solely towards the objects of the Council and no portion thereof (except as otherwise provided in this Our Charter) shall be paid or transferred directly or indirectly to the members thereof.
7. (1) The Membership of the Council shall be such number of persons as the Council shall from time to time determine being not more than twelve nor fewer than five.
- (2) Vacancies in the Membership occurring after the coming into effect of this Article shall be filled by persons nominated by the Council and approved by Our Army Board.
- (3) In nominating persons to be Members of the Council, the Council shall have regard to the need to include in the Membership a person or persons who have served in Our Army, a recognized military historian and persons of business experience.
- (4) Subject to the following provisions of this Article and to any Bye-Laws, Rules or Regulations of the Council made under Article 17 a Member shall be a Member of the Council for a period of three years from the date of his or her nomination.
- (5) A Member may at any time resign his or her Membership of the Council.
- (6) A person may be nominated to serve again as a Member of the Council on his or her ceasing to be a Member on the completion of the period of three years mentioned above
8. (1) The Chairman of the Council shall be appointed by the Council from among its Members and shall hold office (unless he or she shall earlier resign) for the residue of the period for which he or she has been appointed a Member.

- (2) In the event of the Chairman for any reason being absent from a Meeting of the Council the Members present shall appoint one of them to act as Chairman at the Meeting.
9.
 - (1) The Council shall meet together for the despatch of business at least once in every year but save as aforesaid may meet, adjourn and otherwise regulate meetings as the Council shall think fit. Not more than fifteen months shall elapse between each meeting of the Council. Questions at any meeting shall be decided by a majority of votes and in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote. The quorum necessary for the transaction of business at meetings of the Council shall be such as may from time to time be fixed by the Council but shall not be less than five.
 - (2) Subject to the provisions of this Our Charter, and to any Bye-Laws, Rules or Regulations of the Council made under Article 17, the Council may appoint Committees, which may include members who are not Members of the Council provided that the Chairman of each Committee and one other member shall be Members of the Council, and the Council may delegate any of its functions to any Committee so appointed. The Council shall make rules of procedure for such Committees including where appropriate, provision governing the taking of votes on specified matters before the Committee. The Council may also give directions to any Committee from time to time as regards the discharge of any delegated function.
 - (3) A resolution in writing signed by all Members of the Council or by all Members for the time being of any Committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such Committee duly convened and constituted.
10. The Council may appoint such officers and take into its employment such persons for such terms, at such remuneration, and upon such conditions (including conditions as to the payment of sick pay and gratuities and pensions on retirement) as the Council may determine.
11.
 - (1) Any instrument of the Council which, if made by a private person, would be required to be under Seal, shall be under the Seal of the Council. Any notice, appointment, contract, order or other document made by or proceeding from the Council which is not required to be under Seal shall be signed by such members or officers as the Council may direct.
 - (2) The Council shall provide for the safe custody of the Seal which shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two Members of the Council, and those Members of the Council shall sign every instrument to which the Seal is affixed in their presence.
12. The Council may make regulations as to the charges, if any, to be made for admission to the Museum and the times during which the Museum shall be open to the public.
13. The Council shall expend such sums for administrative purposes, including travel and subsistence (at rates approved by the Lords Commissioners of Our Treasury) for its Members and staff as the Council may determine.
14. The accounts of the Council shall be made at such times and in such manner as Our Treasury may direct, for each financial year ending on the thirty-first day of March or on such other day as the Council may direct, and shall be audited by the Comptroller and Auditor General.
15. No act or proceeding of the Council shall be questioned on account of any vacancy in the Council and no defect in the title of any person to act as a Member of the Council shall be deemed to invalidate any proceedings of the Council in which he has taken part in any case where the proceedings in which that person has taken part would have been valid and effectual if he had not been present or taken part therein.
16. The Council may, by special resolution in that behalf passed at any meeting by a majority of not less than two-thirds of the Members present and voting (being an absolute majority of the whole number of the Council), add to, amend or revoke the provisions of this Our Charter and any Supplemental Charter or any of them, and such addition, amendment or revocation shall, when allowed by Us, Our Heirs and Successors in Council, become effectual so that this Our Charter shall thenceforward continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter as added to, amended or revoked in manner aforesaid.
17. Subject to the provisions of this Our Charter the Council shall have full power from time to time to make and when made amend add to or revoke

any Bye-Laws, Rules and Regulations governing such matters as the Council shall deem fit for the conduct of their business, and for any matters whatsoever relating to the management or administration of the Council and its affairs.

18. The Members of the Council and its staff shall each be indemnified out of its funds against all costs, charges, expenses, losses and liabilities incurred by him or her in the conduct of the business of the Council or in the discharge of his or her duties, other than in respect of his or her own negligence, wilful default, breach of duty or breach of trust.
19. (1) The Council may only agree to make payments or provide benefits to Members or their employers if:
- (a) the remuneration or other sums paid to the Member or his employer does not exceed an amount that is reasonable in the circumstances for the provision by that Member of the services in question;
 - (b) the Member is absent from the part of any meeting at which there is discussion of:
 - (i) his contract, remuneration or compensation, or any matter concerning the contract;
 - (ii) any proposal to enter into any other contract or arrangement with him or his employer or to confer any benefit upon him or his employer;
 - (c) the Member does not vote on any such matter and is not to be counted when calculating whether a quorum of Members is present at the meeting;
 - (d) the remaining Members are satisfied and agree that it is in the interests of the Museum to employ or to contract with that Member or his employer rather than with someone who is not a Member or employer of a Member;
 - (e) the reason for their decision is recorded by the Members in the minute book;

(f) the amount or maximum amount of remuneration or benefit is set out in an agreement in writing between the Council and that Member or that Member's employer; and

(g) the number of Members then in office who have or whose employer has received such payments or benefits whether under an agreement referred to in (f) above or otherwise are in a minority,

or

the payment or benefit to the Member or employer in question has been previously and expressly authorised in advance and in writing by the Charity Commission.

- (2) The Council shall have regard to relevant guidance on public sector remuneration published by the Treasury from time to time prior to agreeing to make payments or provide benefits to Members or their employers.
- (3) The employment or remuneration of a Member includes the engagement or remuneration of any firm or company in which the Member is:
- (a) a partner; or
 - (b) an employee; or
 - (c) a consultant; or
 - (d) a director; or
 - (e) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Member holds less than 1% of the issued capital.
- (4) In this Article 19:
- (a) the restriction on payments made or benefits provided by the Council shall extend to those made or provided by any company in which the Council:
 - (i) holds more than 50% of the shares;

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more directors to the board of the company; and

(b) "Member" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Member or any person living with the Member in civil partnership.

20. This Our Charter 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 or elsewhere in the most favourable sense and for the best advantage of the Council any mis-recital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.