

GEORGE THE FIFTH by the Grace of God of the United Kingdom of Great Britain and Ireland and of the British Dominions beyond the Seas, King, Defender of the Faith.

To All to whom these Presents shall come Greeting.

WHEREAS the “Academy of Dramatic Art,” a Company incorporated under The Companies Acts, 1908 and 1913, has presented to Us in Our Council a humble Petition setting forth:-

THAT the Academy of Dramatic Art was so incorporated with the object of promoting and carrying on a School or Academy of Dramatic Art and by its Memorandum of Association it was provided that upon the winding-up or dissolution of the said Academy its surplus assets should be given or transferred to some institution having objects similar to those of the said Academy and which should prohibit the distribution of its income and property among its Members to an extent as great as was imposed on the said Academy under its said Memorandum of Association.

THAT the said Academy proposed to place at the disposal of the Council of the Royal Academy of Dramatic Art when constituted certain premises and property now vested in the said Academy.

THAT the said Academy believes that the incorporation of The Royal Academy of Dramatic Art under Our Royal Charter will tend to the great advantage of Dramatic Art in this Country and in Our Dominions.

AND MOST HUMBLY PRAYING US IN OUR COUNCIL to grant Our Royal Charter for incorporating the Members for the time being of the Council of the proposed Academy and the Associate Members for the time being thereof under the name and title of “The Royal Academy of Dramatic Art” and with such powers and privileges and in such manner in all respects as to Us in Our Council may seem fit.

AND WHEREAS We have taken the said Petition into Our Royal consideration and are minded to accede thereto.

NOW THEREFORE KNOW YE that **WE** by virtue of Our Royal Prerogative and of all other powers enabling Us in that behalf, do of Our Special Grace certain knowledge and mere Motion by these presents for Us Our Heirs and Successors grant will direct ordain and declare as follows namely:-

ARTICLE I

There shall be, and there is hereby established an Academy with the name of “The Royal Academy of Dramatic Art,” by which name the Members for the time being of the Council hereinafter constituted shall be and are hereby created one body corporate with perpetual succession and a common seal, with full power and capacity by and in such name to sue and be sued and to take hold and, subject to such consent as may by law be required, to grant demise exchange or otherwise dispose of real or personal property; and to do all other lawful acts whatsoever; which Academy shall have the constitution and powers and be subject to the regulations in this Our Charter prescribed and contained, and which Academy is in this Our Charter referred to as “The Academy”.

And We do hereby also for Ourselves and Our Successors give and grant Our licence to any person or persons and any body politic or corporate to assure in perpetuity or otherwise or to demise to or for the benefit of the Academy any lands, tenements or hereditaments, or any interest in any lands, tenements or hereditaments whatsoever within Our United Kingdom of Great Britain and Ireland within the limits of value aforesaid.

ARTICLE II

The objects for which the Academy is established and incorporated ("the Objects") are as follows:-

- (1) To acquire and take over the effects and liabilities of the existing institution incorporated under the said Acts and known as the "Academy of Dramatic Art."
- (2) To promote and carry on a School or Academy of Dramatic Art.
- (3) To advance the art of the Drama by means of giving instruction in and promoting the study, practice and knowledge of dramatic literature and acting in all or any of its branches exclusively.
- (4) To promote and supervise such instruction as may be thought most conducive to the cultivation and dissemination of the Art of the Drama in the United Kingdom.
- (5) Generally to encourage and promote the cultivation of the Drama as an Art throughout the world.

ARTICLE III

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

- (1) To solicit and receive subscriptions and gifts of all kinds, whether absolute or conditional.
- (2) To borrow, or raise, or secure the payment of money in such manner as the Academy shall think fit and in particular via mortgaging or charging all or any of the Academy's property (both present and future) and to purchase, redeem or pay off any such securities.
- (3) To pay out of the funds of the Academy the cost of any premium in respect of any indemnity insurance to cover the liability of the Members of the Council of the Academy (or any of them) 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 Academy; provided that any such insurance shall not extend to any claim arising from any act or omission which the Members of the Council of the Academy (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Members of the Council of the Academy (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.
- (4) To do all or any such other things as may be conducive or incidental to any of the Objects.

ARTICLE IV

The income and property of the Academy whencesoever derived shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit, to the Members of the Academy: Provided that nothing in this Our Charter shall prevent:-

- (1) the payment of reasonable and proper remuneration to the director of the Academy (the "Principal"), whether or not the Principal is a Member of the Council;
- (2) the payment of reasonable and proper remuneration of members of staff of the Academy appointed to the Council of the Academy ("Staff Members") in the course of their employment;
- (3) the payment in good faith of reasonable and proper remuneration to any officers or servants of the Academy, or to any Member of the Academy in return for any services actually

rendered to the Academy but so that no Member of the Council of the Academy shall be appointed to any office of the Academy paid by salary, except that Staff Members and the Principal may be employed by the Academy and receive salary or fees in that capacity, and save that no more than a minority of Members of the Council benefit at any time from any such remuneration, the other Members of the Council are satisfied that such remuneration is in the interests of the Academy, and the Member of the Council in question is absent from any meeting of the Council at which their remuneration or contract or related matter is discussed;

- (4) the sale to Members of the Academy, at such prices as may be determined, of copies of any publications issued by the Academy in furtherance of the Objects;
- (5) the payment in good faith to any firm or company of which the Member of the Council of the Academy is a partner or a shareholder holding not more than one hundredth part of the capital of the company, of reasonable and proper remuneration or prices for services rendered or goods supplied;
- (6) the payment of interest at a rate not exceeding the published base lending rate of a clearing bank to be selected by the Council on money borrowed from any Member of the Council of the Academy;
- (7) the payment of reasonable and proper rent for premises demised or let to the Academy by any Member of the Academy or any Member of the Council of the Academy;
- (8) the reimbursement to any Member of the Council of the Academy of reasonable and proper out of pocket expenses incurred by them in the discharge of their duties; or
- (9) the payment of reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article III (3).

ARTICLE V

Monies of the Academy awaiting investment may be invested in the purchase or upon mortgage of, freehold or leasehold property or in or upon such shares, stocks, funds, securities, units of unit trusts and other investments whatsoever and wheresoever and whether involving liability or not as the Council of the Academy (or any committee to which the Council may delegate the matter) shall in its absolute discretion think fit and whether in the name of the Academy or of trustees or nominees for the Academy as the Council (or such committee) shall decide in their absolute discretion to the intent that the Council (or such committee) shall have the same full and unrestricted powers of investing and transposing investments in all respects as if they were absolutely entitled thereto beneficially and no Member of the Council (or member of such committee) shall be responsible or accountable for any loss occasioned by reason of the exercise of such powers unless the same shall happen through the dishonesty or wilful default of such Member of Council or member of such committee.

ARTICLE VI

The Members of the Academy shall consist of the Members of the Council of the Academy.

ARTICLE VII

- (1) There shall be a Council of the Academy (herein referred to as "the Council") consisting of such number of persons to be elected or appointed in such a manner and to hold office for such period and on such terms generally as may be prescribed by the Rules or any regulations made thereunder.
- (2) The first Members of the Council shall be the following persons: Sir Squire Bancroft, Knight, Sir James Matthew Barrie, Baronet, Sir John Hare, Knight, Sir Arthur Wing Pinero, Knight, Sir Johnston Forbes-Robertson, Knight, Cyril Maude, Esq, George Bernard Shaw, Esq, Miss Irene Vanbrugh, Gerald du Maurier, Esq, Henry Ainley, Esq and Dame Maud Tree.
- (3) The Council may from time to time and for such period and to such extent and generally on such terms as the Council shall think fit delegate to any officer, employee or other person in connection with the management, administration, organisation and conduct of the affairs of the Academy any powers and duties of the Council as may be reasonable.

ARTICLE VIII

- (1) Subject to the provisions of this Our Charter, the Council shall have such powers of general supervision, direction and control over the Academy and its property and affairs as they consider necessary for the purposes of the Academy.
- (2) The Council shall have power from time to time to make Rules, and from time to time to revoke or alter any Rules for the time being in force, subject to the provisions hereinafter contained. The Rules may provide for all matters whatsoever connected with the management of the Academy, its objects, property and affairs not otherwise provided for by this Our Charter. The Rules set forth in the Schedule to this Our Charter shall, until they shall be revoked or altered in manner herein provided, be the Rules of the Academy.
- (3) No new Rule and no alteration or revocation of any existing Rules shall have any force or effect unless and until it shall have been approved by the Council by resolution passed by a majority of three-quarters of the members present at a meeting of the Council.
- (4) The Council may appoint such committee or committees (each consisting either wholly or partly of Members of the Council) as they think necessary and may delegate to any such committee such of their powers or functions (except the appointment and dismissal of the Principal or other person substantially carrying out the Principal's role) subject to such conditions as they think fit.

ARTICLE IX

- (1) The Council may appoint and remove a President and one or more Vice-President(s) and such other Honorary Officers of the Academy as the Council shall see fit, and such persons need not be members of the Council.
- (2) The Council shall appoint and may dismiss a Principal or such other executive officer of the Academy who shall, under the Council, be responsible for the general discipline of the Academy and such appointee shall have such powers and duties as the Council may determine.

ARTICLE X

Unless the context otherwise requires, the Interpretation Act 1978 shall apply to the interpretation of this Our Charter as it applies to the interpretation of an Act of Parliament so, however, that this Our Charter shall always be construed and adjudged in the most favourable and beneficial sense for the best advantage of the Academy and the promotion of the Objects as well as in all Our Courts as elsewhere, and any non-recital, mis-recital, uncertainty or imperfection herein notwithstanding. The Council may, by Special Resolution in that behalf, being a resolution passed at any meeting of

the Council by a majority of not less than two-thirds of the Members of the Council present (where those present are an absolute majority of the whole Council), alter, amend or add to this Our Charter and such alteration, amendment or addition shall, when approved by Us in Council, become effectual, so that this Our Charter shall thenceforth continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter, as altered, amended or added to in manner aforesaid.

MOREOVER, WE reserve to Ourselves power from time to time to alter, amend, or add to these Presents by Supplemental Charter.

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

WITNESS Ourselves at Westminster the Sixteenth day of July, in the Year of Our Lord 1920, and in the 11th Year of Our Reign.

BY WARRANT under the King's Sign Manual.

SCHUSTER.

SCHEDULE

RULES

1 COUNCIL POWERS

- 1.1 The Council may exercise all the powers of the Academy and do on behalf of the Academy all such acts as may be exercised and done by the Academy, and as are not required by statute or the Charter or these Rules or any regulations made thereunder to be exercised or done in some other manner.
- 1.2 The Council may appoint and dismiss such officers and servants (whether permanent, temporary or occasional) of or in connection with the Academy as the Council may consider necessary or expedient. All appointments shall be made upon such terms and at such remuneration (except as by the Charter otherwise expressly provided) as the Council shall determine and establish adopt or participate in any scheme for providing pensions for the staff of the Academy.
- 1.3 The Council may, if they consent, be constituted trustees of any endowment the trusts of which are consistent with the provisions of the Charter.
- 1.4 The Council may found and endow scholarships and prizes and may award such diplomas or other certificates of distinction or proficiency to students of the Academy and subject to such regulations and conditions as the Council determine.
- 1.5 The Council, subject to the provisions of the Charter and of the Rules for the time being in force may make regulations with respect to the carrying into effect of all or any of the purposes of the Academy or provisions of the Charter or Rules.
- 1.6 Any of these Rules may from time to time be altered, added to or repealed as provided by the Charter.

2 COUNCIL APPOINTMENT & RETIREMENT

- 2.1 The Council shall comprise (1) individuals elected to office in accordance with Rules 2.3 to 2.6 ("Elected Members"), (2) the individual appointed to office in accordance with Rules 2.7 to 2.9 ("Ex-Officio Member") and (3) members of staff of the Academy appointed to office in accordance with Rules 2.10 to 2.14 ("Staff Members"), together the "Members of the Council". The total number of Members of the Council who are Ex-Officio Members, Staff Members and Elected Members who are presently enrolled as students at the Academy ("Student Members") must always be in the minority.
- 2.2 If at any time the remaining Members of the Council are satisfied that any Member of the Council (1) is unfit or unable to discharge the functions of a Member of the Council, or (2) has been absent from meetings of the Council for a period longer than six consecutive months without the permission of the Council, the Council may by notice in writing to that Member of the Council remove the Member of the Council from office and the office shall then be vacant, and a replacement may be elected or appointed in accordance with the provisions of these Rules.

Elected Members of the Council

- 2.3 Save as provided in the Charter and subject to the provisions of this Rule, Elected Members of the Council shall be elected by the Council at a meeting of the Council or by written resolution signed by a majority of Members for the time being of the Council but no person shall be eligible as a candidate for election to the Council unless nominated and seconded by a Member of the Council.

- 2.4 Every Elected Member of the Council shall hold office for a period of three years from the date of their last election, unless they die or resign or cease to be a Member of the Academy under the provisions of Rule 5. An Elected Member of the Council who becomes bankrupt or in relation to whom a medical practitioner has given the opinion that they are physically or mentally incapable of so acting shall cease to hold office.
- 2.5 A retiring Elected Member of the Council shall remain in office until the close of the meeting at which they retire.
- 2.6 On each occasion that an Elected Member of the Council retires they shall be eligible for re-election for a further period of three years, subject to the provisions of Rule 2.4, and provided that such Member shall not serve for more than nine consecutive years without a break of at least one year, unless the Council shall by Special Resolution otherwise determine.

Ex-Officio Member of the Council

- 2.7 Subject to resignation, Rule 2.2 or ceasing to be the Principal of the Academy, the Principal shall be an Ex-Officio Member of the Council.
- 2.8 An Ex-Officio Member of the Council shall hold office for so long as they hold the post set out in Rule 2.7, unless they die or resign or cease to be a Member of the Academy under the provisions of Rule 5. An Ex-Officio Member of the Council who becomes bankrupt or in relation to whom a medical practitioner has given the opinion that they are physically or mentally incapable of so acting, shall cease to hold office upon the happening of that event.
- 2.9 If unwilling or unable to act as a Member of the Council, an Ex-Officio Member may give notice in writing to the remaining Members of the Council of their unwillingness or inability to act in that capacity. That Ex-Officio Member post on the Council will then remain vacant until the individual holding that office for the time being ceases to hold that office and a new person is appointed in his or her place who is able and willing to act as such.

Staff Members of the Council

- 2.10 Save as provided in the Charter and subject to the provisions of this Rule, the Council may appoint up to three Staff Members , but no person shall be eligible for appointment as a Staff Member unless they are able and willing to act, and the Council may from time to time establish and publish the criteria and process for the selection and recruitment of Staff Members.
- 2.11 A Staff Member of the Council shall hold office for a period of three years from the date of their last election, unless they die or resign or cease to be a member of staff of the Academy. A Staff Member of the Council who becomes bankrupt or in relation to whom a medical practitioner has given the opinion that they are physically or mentally incapable of so acting shall cease to hold office upon the happening of that event.
- 2.12 A retiring Staff Member of the Council who has not ceased to be a member of staff of the Academy shall remain in office until the meeting at which they retire.
- 2.13 On each occasion that a Staff Member of the Council retires they shall be eligible for re-appointment for a further period of three years, subject to the provisions of Rule 2.4, and provided that such Member shall not serve for more than nine consecutive years without a break of at least one year, unless the Council shall by Special Resolution otherwise determine.
- 2.14 The Council may make supplementary rules or regulations relating to the appointment of Staff Members as it thinks fit, provided that such rules or regulations shall not conflict with the provisions of these Rules.

3. COUNCIL PROCEEDINGS

- 3.1 The Council shall hold at least one meeting in each term of the Academy and shall present a report and a statement of their accounts to the Annual Meeting.
- 3.2 A Member of the Council may, and the Principal or other duly appointed officer of the Academy on the requisition of a Member of the Council shall, at any time summon a meeting of the Council. At least fourteen days' notice in writing of every meeting of the Council shall be given to members of the Council, and the Auditors.
- 3.3 The acts or proceedings of the Council shall not be invalidated by any vacancy in their number or by irregularities in the election of any Member of the Council.
- 3.4 The Chairman of the Council shall be appointed by the Council from among the Elected Members for such term and subject to such conditions as the Council may determine, provided that they shall cease to be Chairman upon ceasing to be an Elected Member of the Council. The Chairman shall preside at every meeting of the Council at which they shall be present, and in their absence the Members of the Council present at the meeting shall choose one of the remaining Elected Members to preside at that meeting.
- 3.5 No business shall be transacted at any meeting of the Council unless a quorum is present. There shall be a quorum when five (or such larger number as the Council shall determine) Members of the Council are present at a meeting, save that the Principal, Staff Members and Student Members when taken together must be in the minority, and (except as herein provided) every matter shall be determined by the majority of the Members of the Council present and voting on the question. In case of equality of votes the Chairman of the Council or other person acting as chairman of the meeting shall have a second or casting vote.
- 3.6 The Council shall designate one of its meetings in every calendar year as the Annual Meeting of the Academy which shall be held at such time not being more than fifteen calendar months after the holding of the preceding Annual Meeting and in such place as the Council may determine.
- 3.7 Save as provided by the Charter or these Rules, a resolution in writing signed by a majority of Members (provided that the Principal, the Student Members and the Staff Members when taken together are in the minority of those voting on the resolution) shall be as effectual as if it had been passed at a meeting of the Council duly convened and held and may consist of several instruments in like form each signed by one or more Members of the Council.
- 3.8 Any person entitled to be present at a meeting of the members may participate in a meeting of the Members by means of a conference telephone or other facility whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. Such a meeting shall be deemed to take place where it is convened to be held or (if no member is present in that place) where the largest group of those participating is assembled, or if there is no such group, where the chairman of the meeting is. The word "meeting" in these Rules shall be construed accordingly.

4 CESSATION OF MEMBERSHIP

If at any meeting of the Council, whereof at least fourteen days' notice in writing shall have been given stating the object of the meeting, a Special Resolution shall be passed calling upon any Member to withdraw from Membership, such Member unless they have previously resigned shall at the expiration of ten days from the passing of such resolution cease to be a Member of the Academy: Provided that no such resolution shall be valid or effective unless at least twelve days before the holding of the meeting at which it is passed the Member thereby called upon to withdraw from Membership shall have received notice

in writing containing a copy of this Article and specifying the charge in respect of which they are called upon to withdraw from Membership, and shall have been given an opportunity at such meeting of defending themselves against such charge.

5 INDEMNITY

The Members, the Honorary Officers and members of staff of the Academy shall each be indemnified out of its funds against all costs, charges, expenses, losses and liabilities incurred by them in the conduct of the business of the Academy or in the discharge of their duties, other than in respect of their own negligence, wilful default, breach of duty or breach of trust.

6 ACCOUNTS

6.1 The Council shall cause proper books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Charities Act 1993 and any amending, replacement or subsidiary legislation and regulation and any Statement of Recommended Practice issued by the Charity Commission. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Academy and to explain its transactions.

6.2 The books of account shall be kept at the offices of the Academy or at such other place or places as the Council shall think fit and shall always be open to the inspection of the Council or any Member of the Council.

7 NOTICES

7.1 Any notice to be sent to or by any person pursuant to these Rules including a notice calling a meeting of the Council shall be in writing and may be delivered or sent by post or using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Rule "address" in relation to electronic communications includes any number or address used for the purpose of such communications.

7.2 Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted. A notice or other document contained in an electronic communication shall be deemed sent on the day following that on which the electronic communication was sent and electronic confirmation of receipt shall be conclusive evidence that a notice was given to a facsimile number or email address.

8 INTERPRETATION

Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender shall include the feminine gender. Words importing individuals shall include corporations.