



*At the Court at Buckingham Palace*

THE 9th DAY OF OCTOBER 2008

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY  
IN COUNCIL

The following Report of a Committee of the Privy Council dated 3rd October 2008 was today considered:—

"YOUR MAJESTY was pleased, by Your Order of 9th July 2008 to refer to this Committee a Petition of the Royal Microscopical Society, praying for the grant of a Supplemental Charter:

"THE COMMITTEE have accordingly considered the Petition and have agreed to report it as their opinion that a Charter may be granted in terms of the annexed Draft."

HER MAJESTY, having taken the Report and the Draft Supplemental Charter accompanying it into consideration, was pleased, by and with the advice of Her Privy Council, to approve them. It is accordingly ordered that the Right Honourable the Lord High Chancellor of Great Britain, should cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under the Great Seal a Supplemental Charter in conformity with the annexed Draft.

*Judith Simpson*

# 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 organisation entitled The Royal Microscopical Society which was incorporated by Royal Charter on 28 August 1866 and was originally established in 1839 as an unincorporated company entitled The Microscopical Society of London (hereinafter referred to as 'the former Society') has petitioned Us for a Supplemental Charter,

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 in that behalf and of all others powers enabling Us so to do of Our special grace, certain knowledge, and mere motion do hereby for Us, Our Heirs and Successors will grant, direct, appoint and declare as follows – that is to say that the Provisions set forth in the original Charter and the subsequent Supplemental Charter shall be treated as if they read in the manner following, namely;

## **The Royal Microscopical Society**

- 1 The persons now members of the said organisation and all such persons as may hereafter become members of the Body Corporate or Corporation hereby constituted pursuant to or by virtue of the powers granted by these Presents and their successors shall for ever hereafter (so long as they shall continue to be such members) be by virtue of these Presents one Body Corporate and Politic by the

name of The Royal Microscopical Society (hereinafter referred to as the Society) and by the same name shall and may sue and be sued in all Courts, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

## **OBJECTS**

- 2 The Objects for which the Society is hereby constituted are:
  - (i) to promote the advancement of microscopical science by such means as the discussion and publication of research into improvements in the construction and application of microscopes and into those branches of science where microscopy is important and
  - (ii) to organise educational activities concerned with microscopy for the benefit of the general public and for the science community.

## **POWERS**

- 3 And the Society shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:–

- (i) To arrange or assist others in arranging educational courses, meetings and lectures.
- (ii) To establish, manage, promote, organize, finance and encourage the study, writing, production and distribution of books, periodicals, monographs and pamphlets and the publication of microscopical courses and lectures.
- (iii) To establish, manage, promote, organize, finance, equip and maintain libraries.
- (iv) To promote, commission, undertake and publish research in areas useful to the Society's Objects.
- (v) To undertake such assessing and examining in microscopy and to issue such diplomas and certificates of competence as the Council shall decide.
- (vi) To impose a code of professional conduct upon some or all of the members of the Society as the Society shall decide and to operate a supporting disciplinary procedure.
- (vii) To create and maintain a Register of Chartered practitioners in microscopy, whether separately or in association with one or more other organizations, and to establish such conditions of registration as may be desirable.
- (viii) To promote the formation of organizations for the purpose of any of the objects of the Society and to assist such organisations as necessary in the fulfilment of their objects.
- (ix) To make provision for lectureships, bursaries, prizes and grants.
- (x) To give or lend money for the furtherance of the objects of the Society.
- (xi) To undertake the management of any trusts or endowments and any scholarships and exhibitions for the furtherance of the object of the Society.
- (xii) To work together with any institutions or persons having a charitable object similar to that of the Society.
- (xiii) To make suitable arrangements for undertaking the work of the Society and for organising meetings of the Society.
- (xiv) To employ such staff who shall not be members of the Council of the Society as are necessary for the proper pursuit of the Objects and to make all

reasonable and necessary provision for the payment of pensions and any other benefits to staff.

- (xv) To raise funds and to invite or receive contributions from any person or persons whatsoever by way of subscription, donation, and otherwise than through permanent trading.
- (xvi) Subject to any consents (if any) as may be required by law, to invest the monies of the Society not immediately required in or upon such investments or other property or other assets as may be thought fit.
- (xvii) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
- (xviii) Subject to such consents (if any) as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the assets of the Society.
- (xix) Subject to such consents (if any) as may be required by law to borrow or raise money on such terms and on such security as may be thought fit.
- (xx) To do all such other lawful and charitable things as are incidental to the attainment or furtherance of the said objects or any of them.

Provided that:

- (a) the Society's objects shall not extend to the representation of the interests of members with regard to their conditions of employment, and
- (b) nothing herein shall prevent any payment in good faith by the Society -
  - (i) of reasonable and proper remuneration to any member, officer or employee of the Society (not being a member of its Council) for any agreed services rendered to the Society;
  - (ii) to any member of its Council of reasonable out-of-pocket expenses;
  - (iii) to a company of which a member of the Society may be a member holding not more than one hundredth or such other part of the capital of such company as the Council may agree.

- (c) the Society shall be managed in accordance with the provisions of its By-Laws.

#### MATTERS RELATED TO PROPERTY

- 4 (i) The Society hereby incorporated or any persons or person on its behalf may acquire for the purposes of the Society any lands tenements or hereditaments or any interest in any lands tenements or hereditaments whatsoever and to hold the same in perpetuity or otherwise and from time to time (subject to all such consents as are by law required) to grant demise alienate or otherwise dispose of the same or any part thereof.
- (ii) And any person and any Body Politic or Corporate may assure in perpetuity or otherwise or demise or devise to or for the benefit of the Society any lands tenements or hereditaments whatsoever or any interest in any lands tenements or hereditaments within Our United Kingdom of Great Britain and Northern Ireland.
- (iii) The assets and liabilities of the former Society including any property and monies held on behalf of or in trust for the former Society by any person or persons or body politic or corporate shall from the date of this Charter become and be deemed to be the property and monies of the Society and, where necessary and as soon as may be, shall be formally transferred to the Society or such person or persons on its behalf as the Society may prescribe. Likewise, the continuing contracts of the former Society shall be assigned to the Society as from the date of this Charter.
- (iv) In the investment of monies belonging to or held by the Society, the Society shall seek such advice as it may see fit and shall take into account any law relating to charitable investment applicable at the time of such investment. Subject as aforesaid no liability shall attach to any officer, employee or member of the Society in respect of any loss or depreciation of any investment so made as aforesaid and any investment may be varied from time to time at the discretion of the Society.
- (v) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (vi) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales, the Society shall not sell,

mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of the Society shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as it would have been if no incorporation had been effected and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the courts or the Charity Commission over such Council but it shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.

- (vii) The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in this Charter and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Society and no member of its Council shall be appointed to any office of the Society paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Society.

#### CHARTER CHANGES

- 5 The members may, by a resolution passed at any general meeting by not less than two-thirds of the members present and voting, revoke, amend or add to the provisions of these Presents; but no such revocation, amendment or addition shall, until allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as revoked, amended or added to. This Article shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.

#### BY-LAW CHANGES

- 6 The members may, by a resolution passed at any general meeting by not less than two-thirds of the members present and voting, revoke, amend or add to the By-laws for the time being in force; but no such revocation, amendment or addition shall have effect until approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

## SURRENDER OF CHARTER

- 7 The members may, by a resolution passed at any general meeting by not less than two-thirds of the members present and voting, determine to surrender this Our Charter, subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit, and wind up or otherwise deal with the affairs of the Society in such manner as shall be determined by such resolution or, in default of such direction, as the court of law shall think expedient having due regard to the liabilities of the Society for the time being, and if, on the winding up or dissolution of the Society, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members or any of them but shall, subject to any special trusts affecting the same, be given and transferred to some association or associations having objects similar to the objects of the Society which shall prohibit the distribution of its or their income or property amongst its or their members to an extent at least as great as is imposed on the Society by this Our Charter, such association or associations to be determined by the members at or before the time of dissolution.

## CONCLUSION

- 8 And We do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good firm valid and effectual according to the true intent and meaning of the same and shall be taken construed and adjudged in all Our Courts of law and elsewhere in the most favourable and beneficial sense and for the best advantage of the Society any mis-recital, non-recital, omission, defect, imperfection, matter, or thing whatsoever notwithstanding.

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

WITNESS Ourselves at Westminster the

day of

in the

year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL