

At the Court at Buckingham Palace

THE 19th DAY OF MAY 1976

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY

IN COUNCIL

WHEREAS there was this day read at the Board a Report of a Committee of the Lords of Her Majesty's Most Honourable Privy Council, dated the 15th day of April 1976, in the words following, viz.:-

“YOUR MAJESTY having been pleased, by Your Order of the 22nd day of October 1975, to refer unto this Committee the humble Petition of the Viscount Caldecote and another, praying for the grant of a Charter of Incorporation to the Design Council:

THE LORDS OF THE COMMITTEE, in obedience to Your Majesty's said Order of Reference, have taken the said Petition into consideration and do this day agree humbly to report, as their opinion, to Your Majesty, that a Charter may be granted by Your Majesty in terms of the Draft hereunto annexed.”

HER MAJESTY, having taken into consideration the said Report and the Draft Charter accompanying it, was pleased, by and with the advice of Her Privy Council, to approve thereof and to order, as it is hereby ordered, that the Right Honourable Roy Jenkins, one of Her Majesty's Principal Secretaries of State, do cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under the Great Seal a Charter in conformity with the said Draft which is hereunto annexed.

N.E. Leigh

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 by an humble Petition presented unto Us in Our Council Our right trusty and well beloved Cousin Robert Andrew, Viscount Caldecote and another have most humbly prayed that We would be graciously pleased to grant a Charter of Incorporation to the unincorporated organisation established in the year of our Lord One thousand nine hundred and forty-four and known as the Design Council (hereinafter called “the unincorporated Council”):

NOW THEREFORE KNOW YE that We having taken the said Petition into Our Royal Consideration and being desirous of promoting the welfare of the Council and the furtherance of its objects have of Our especial grace, certain knowledge and mere motion granted and ordained and do by these Presents for Us, Our Heirs and Successors, grant and ordain as follows:

1. Incorporation

The persons now Members of the unincorporated Council and all other persons who may hereafter become Members of the body corporate hereby constituted shall for ever hereafter be one body corporate and politic by the name of “The Design Council” and by the same name shall continue to have perpetual succession and a Common Seal with power to break, alter and make anew the said Seal from time to time at their will and pleasure, and by the same name shall and may sue and be sued in all courts and in all manner of actions and proceedings and shall have power to do all other matters and things incidental or appertaining to a body corporate.

2. Definitions

In this our Charter unless the context otherwise requires:

“Board”	means the Board of Trustees of the Council, the governing body established by Rule 2 of this Our Charter;
“Council”	means The Design Council, the body corporate established by this Our Charter (and for the avoidance of doubt the term “Council” does not refer to any Advisory Council established pursuant to Standing Orders, notwithstanding that any such Advisory Council may also use the name “the Design Council”);
“Companies Act”	means the Companies Act as defined in the Companies Act 2006 or any replacement thereof;
“Effective Date”	means 1 st April 2011;
“General Meeting”	means a meeting of the Members convened in accordance with Standing Orders;

“Member”	means an individual who is a Member of the Council in accordance with Rule 1 of this Our Charter (and for the avoidance of doubt, the term “Member” in this Our Charter does not refer to the membership of any Advisory Council established by the Council pursuant to Standing Orders regardless of whatever name by which any such Advisory Council may from time to time be known);
“Objects”	means the Objects of the Council set out in Article 3 of this Our Charter;
“Rules”	means the Rules set out in the Schedule hereto as they may be amended from time to time;
“Special Resolution”	means a resolution of the Members of which 14 days’ written notice shall have been given to the Members before the meeting at which the motion is to be considered and passed by a majority of two thirds of those qualified to vote and voting, whether in person or by proxy;
“Special Resolution of the Board”	means a resolution of the Board of which 14 days’ written notice shall have been given to the Trustees before the meeting at which the motion is to be considered and passed by a majority of two thirds of those present, qualified to vote and voting;
“Standing Orders”	means the Standing Orders for the internal governance of the Council as shall be adopted by the Board from time to time; and
“Trustee”	means a member of the Board;

Words importing the singular number only, include the plural number and vice versa, words importing the masculine gender only, include the feminine gender and vice versa and words importing persons include corporations and unincorporated associations.

3. Objects

The Objects of the Council shall be for the public benefit:

- 3.1 The advancement of British industry and public services by the improvement of design in their products and services;
- 3.2 The protection, enhancement, improvement and revitalisation of the natural and built environment (including architecture), and the advancement of the education of the public in such subjects and in subjects relating to sustainable development and sustainable living, and to promote study and research in such subjects provided that the useful results of such study are disseminated to the public at large;

Sustainable development means “development which meets the needs of the present without compromising the ability of future generations to meet their own needs”.

4. Powers

The Council shall have power in pursuance of the above mentioned objects but not further or otherwise:

- 4.1 To support the establishment of centres for the display of well-designed products and services for the provision of information on design to industry, government and to the general public;
- 4.2 To provide national and local displays of products and in particular to hold or participate in exhibitions of such products both in Our United Kingdom and overseas;
- 4.3 To encourage the general and technical education of persons training or wishing to train as designers;
- 4.4 To encourage the incorporation of architecture and design education and education relating to the management and maintenance of the built environment in the national curricula, and particularly in the teaching of science, technology, engineering and maths;
- 4.5 To promote high standards in the furtherance of the objects;
- 4.6 To provide information and advice for industry, government and the general public on all matters connected with design;
- 4.7 To encourage and support publicity campaigns for the improvement of design and for increasing knowledge and educating opinion amongst the public, businesses and communities in matters of design (including building and spatial design);
- 4.8 To do all such other things as shall raise and maintain the standards of design at all levels throughout Our United Kingdom and overseas;
- 4.9 Subject to Article 5, to engage and pay employees and professional or other advisers and make reasonable provision for the payment of pensions and other retirement benefits to, or on behalf of, employees and their spouses and dependants;
- 4.10 To seek alone or with other entities (whether or not having separate legal personality) to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the development and implementation of appropriate policies;
- 4.11 To make such arrangements with any university or other educational institution as may from time to time be considered desirable for association with or admission as a school or council of such university or other institution;
- 4.12 To promote, encourage, carry out, commission and publish research, surveys, studies or other work;

- 4.13 To publish books, pamphlets, reports, leaflets, journals, films, tapes and instructional and informational matter in any media;
- 4.14 To provide or procure the provision of counselling and guidance;
- 4.15 To solicit and receive, accept or refuse subscriptions, gifts and grants of all kinds whether absolute or conditional for the Objects;
- 4.16 To acquire any real property or any interest, right or privilege therein or thereto and construct and maintain, alter and equip any buildings facilities and grounds on any real property acquired;
- 4.17 To acquire any personal property or any interest right or privilege therein or thereto and to acquire or undertake all or any of the property, liabilities and engagements of any body;
- 4.18 To dispose of or otherwise deal with all or any of its undertaking, assets, rights, interests and privileges with or without payment and subject to such conditions as the Board thinks fit;
- 4.19 To sell, dispose of, exchange, mortgage, charge, let, deal with or turn to account any of the property and rights of the Council as may from time to time be considered expedient or desirable in the interests of the Council;
- 4.20 To borrow or raise and secure the payment of money;
- 4.21 To invest the Council's money not immediately required for the Objects in any real or personal property, including shares, securities and other forms of investment;
- 4.22 To delegate the management of investments to a financial expert provided that:
 - 4.22.1 the financial expert is:
 - 4.22.2 (a) an individual who is an authorised person within the meaning of the Financial Services and Markets Act 2000; or
 - 4.22.3 (b) a society or firm or investment bank of repute which is an authorised or exempt person within the meaning of that Act, but excluding for this purpose persons exempt solely by virtue of Article 44 and/or Article 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001;
 - 4.22.4 the investment policy is set down in writing for the financial expert by the Board;
 - 4.22.5 the performance of the investments is reviewed regularly by the Board;
 - 4.22.6 the Board is entitled to cancel the delegation arrangement at any time;
 - 4.22.7 the investment policy and the delegation arrangements are reviewed by the Board at least once a year;

- 4.22.8 all payments due to the financial expert are on a scale or at a level which is agreed in advance; and
- 4.22.9 the financial expert may not do anything outside the powers of the Board;
- 4.23 To arrange for investments or other property of the Council to be held in the name of a nominee and pay any reasonable fee required provided that the nominees must be a body corporate registered or having an established place of business in Our United Kingdom and under the control of the Board or a financial expert within the terms of Article 4.22 acting under the Board's instructions;
- 4.24 To lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any natural person or other entity (whether or not having separate legal personality);
- 4.25 To open and operate bank accounts and other facilities for banking and to draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 4.26 To raise funds by way of subscription, donation or otherwise and to charge fees for services;
- 4.27 To provide indemnity insurance to cover the liability of any Trustee which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, or breach of duty of which they may be guilty in relation to the Council. Provided that any such insurance shall not extend to the provision of any indemnity for a person in respect of:
- 4.27.1 any act or omission which he or she knew to be a breach of duty or which was committed by him or her in reckless disregard to whether it was a breach of duty or not; or
- 4.27.2 any liability incurred by him or her in defending any criminal proceedings in which he or she is convicted of an offence arising out of any fraud or dishonesty, or wilful reckless misconduct by him or her; and
- 4.28 To do all such other lawful things as shall further the Objects.

5. Restrictions on Private Benefit

All monies and property received by the Council including any money voted by Parliament shall be applied solely towards the promotion of the objects of the Council and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever or by way of profit to the Members or Trustees of the Council, except repayment of out-of-pocket expenses, the payment of premiums to purchase indemnity insurance in accordance with clause 4.27 of this Our Charter, any payments under the indemnity in Rule 7 and remuneration for services actually rendered to the Council.

6. Rules

The organisation of the Council shall be undertaken and its affairs managed and regulated in accordance with the Rules. The Rules set out in Schedule 1 to this Our Charter shall be the Rules of the Council until the same shall have been altered, added to or repealed in the manner hereinafter provided.

7. Standing Orders

The Board may adopt or amend Standing Orders for the internal governance of the Council by a Special Resolution of the Board provided that such Standing Orders shall not be repugnant to this Our Charter.

8. Amendment of this Our Charter

The provisions of this Our Charter may from time to time be altered, added to or revoked by Special Resolution provided that no such revocation, alteration or addition shall become effectual unless allowed by Us, Our Heirs or Successors in Council. This Article shall apply to this Our Charter and to any Supplemental Charter as altered, added to or revoked as aforesaid. No such alteration, addition or revocation shall affect the validity of anything done in pursuance of this Our Charter or of any Supplemental Charter before the date on which such alteration, addition or revocation becomes effectual but thereafter this Our Charter and any Supplemental Charter shall continue and operate as though they had respectively been originally granted and so made accordingly.

9. Amendment of the Rules

Any of the Rules may from time to time be altered, added to or repealed by Special Resolution and any new Rules may from time to time be made in the like manner: provided that no new Rule and no alteration of or addition to any of the Rules shall have any force or effect if it be repugnant to any of the provisions of this Our Charter or to the laws of Our Realm nor until it shall be approved by the Lords of Our Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

10. Winding Up

The Council may at a General Meeting duly convened for the purpose 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 Council in such manner as shall be directed by such General Meeting having due regard to the liabilities of the Council for the time being. If, on the winding up or the dissolution of the Council, 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 Trustees of the Council or any of them, but shall, subject to any special trusts affecting the same, be given and transferred to some other charitable association or associations having objects similar to the objects of the Council, to be determined by the Council at or before the time of dissolution.

11. Construction

And We do hereby for Us, Our Heirs and Successors grant and declare that this Our Charter or the enrolment thereof shall be in all things valid and effectual in law according to the true intent and meaning of the same and shall be taken, construed and adjudged in the most favourable and beneficial sense and for the best advantage of the Council as well as in Our Courts of Record as elsewhere notwithstanding any non-recital, mis-recital, uncertainty or imperfection in this Our Charter.

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

Schedule

Rules

1. Members

- 1.1 Those individuals who are chosen by resolution of the Council holding office immediately before these Rules take effect shall be the first Members when these Rules take effect.
- 1.2 Thereafter, Members may be appointed or dismissed by a Special Resolution of the Board. In addition, any person appointed as a Trustee shall automatically become a Member on becoming a Trustee, and shall automatically cease to be Member at the same time as he or she ceases to be a Trustee.
- 1.3 The powers of the Members shall be:
 - 1.3.1 To appoint the first Board of Trustees to assume office after the Effective Date in accordance with Rule 2.2;
 - 1.3.2 To amend the Charter and these Rules by Special Resolution, subject to the procedure set out in clauses 8 and 9 of the Charter.

2. The Board

- 2.1 There shall be a Board of Trustees which shall have the general control and management of the administration of the Council and may exercise all the powers vested in it by law;
- 2.2 The Members appointed pursuant to Rule 1.1 shall appoint no less than three Trustees to take office on the Effective Date who shall act as interim Trustees. Thereafter (and within two months of the Effective Date) the Members shall appoint a Board of Trustees (consisting of up to ten people), having conducted an open recruitment process and considered the balance of skills and expertise which the first Members consider is required by the Board of Trustees as a whole;
- 2.3 Thereafter, Trustees shall be appointed by resolution of the Trustees;
- 2.4 The composition, procedures and size of the Board shall be set out in Standing Orders;
- 2.5 Trustees shall serve for such maximum term as shall be specified in Standing Orders;
- 2.6 All acts done at any meeting of the Board or of a committee of the Board or by any person acting as a Trustee shall be as valid and effectual as if that person was qualified to be a Trustee or otherwise even if it is afterwards discovered that there is some defect in the appointment of any Trustee or person acting as aforesaid; and
- 2.7 A resolution in writing signed by two-thirds of the Trustee shall be as valid and effectual as if it had been passed at a Board meeting duly called and constituted, provided that notice of the resolution has been given to all Trustees.

3. The Chief Executive

- 3.1 The Board shall appoint the Chief Executive who shall be the Chief Executive Officer of the Council in accordance with the Standing Orders.
- 3.2 The Board may delegate to the Chief Executive and through that role to other members of staff of the Council as may be deemed appropriate, the responsibility for the appointment, management, suspension or dismissal of any member of staff.

4. Trustees

- 4.1 The office of a Trustee shall be vacated if:
 - 4.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - 4.3 the Trustees reasonably believe he or she is suffering from mental disorder and is incapable of acting and the Board then resolves that he or she be removed from office;
 - 4.4 he or she resigns as a Trustee by written notice addressed to the Board;
 - 4.5 he or she fails to attend four consecutive meetings of the Board in any period in which six consecutive meetings are held provided that where such Trustee's failure to attend meetings is due to illness the Board may in its discretion allow that Trustee to continue in office;
 - 4.6 he or she is removed by resolution of the Board before the expiry of his or her term of office subject to the following procedures:
 - 4.6.1 At least 14 days' notice given to all the Trustees;
 - 4.6.2 The Trustee concerned shall be entitled to be heard on the resolution at the meeting;
 - 4.6.3 Where notice is given of an intended resolution to remove a Trustee and such Trustee makes any representations in writing, the Board shall send a copy of the representation to each Trustee.
 - 4.7 he or she becomes prohibited by law from being a Trustee.

5. Delegation

- 5.1 The Board may delegate any of its powers to any committee appointed by it or any individual including, without prejudice to the foregoing, powers in relation to investment or the implementation of any of its resolutions to any group provided that in the case of delegation to a committee:
 - 5.1.1 The resolution making that delegation shall specify those who shall be asked to serve on and be in attendance at such committee (although the resolution may allow the committee to make co-options up to a specified number);

- 5.1.2 The composition of any such committee shall be entirely in the discretion of the Board;
- 5.2 Every committee shall have a chair;
- 5.3 The deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board;
- 5.4 All delegations under this Rule shall be revocable at any time;
- 5.5 The Board may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as the Board may from time to time think fit;
- 5.6 For the avoidance of doubt the Board may delegate all financial matters to any committee, and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit, whether or not requiring a signature of any Trustee: provided always that no committee shall incur expenditure on behalf of the Council except in accordance with a budget which has been approved by the Board; and
- 5.7 The meetings and proceedings of any committee shall be governed by the provisions of the Charter regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by Standing Orders.
- 5.8 The Board may delegate the implementation of any of its decisions to any persons or group established in accordance with Standing Orders; and
- 5.9 The composition, meetings and procedures of any group shall be regulated by Standing Orders.

6. Auditors

- 6.1 The Board shall appoint auditors to hold that office for such period as the Board may determine and on such terms as are agreed; and
- 6.2 The Board may revoke the appointment of the auditors at any time.
- 6.3 The Board shall ensure that the accounts of the Council are audited by auditors who are authorised to audit the accounts of limited companies as specified in the Companies Act from time to time.

7. Indemnity

Every Trustee or other officer or auditor of the Council and every member of staff shall be indemnified out of the assets of the Council against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any proceedings in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Council and against all costs, charges, losses, expenses or liabilities

incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

8. Notices

- 8.1 The Council may give any notice or other document to Trustees and Members in accordance with such lawful procedures for the serving of documents as shall be stipulated in Standing Orders;
- 8.2 The accidental omission to give notice of any meeting of the Council or the Board to any person entitled to receive such notice or the failure to send such notice to the correct address shall not invalidate the meeting or any proceedings thereof.