

At the Court at Buckingham Palace

THE 31st DAY OF JULY 1984

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 10th day of July 1984 in the words following, viz:

"YOUR MAJESTY having been pleased, by Your Order of the 27th day of July 1983, to refer unto this Committee the humble Petition of the British Computer Society, praying for the grant of a Charter of Incorporation:

"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 Leon Brittan, 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 an humble Petition has been presented unto Us by the Company incorporated in the year of our Lord One thousand nine hundred and fifty-seven under the Companies Act 1948 as a company limited by guarantee and not having a share capital and known as "The British Computer Society" (hereafter called "the Company") praying that We should constitute a Corporation incorporated by Our Royal Charter to acquire and take over the assets and carry on the activities of the Company in succession thereto and with such provisions as should seem to Us right and suitable:

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 Prerogative Royal and of Our especial grace, certain knowledge and mere motion have granted and declared and do hereby for Us, Our Heirs and Successors grant and declare as follows:

1. The members of the Company and all such persons as may hereafter become members of the Body Corporate hereby constituted shall forever hereafter be one Body Corporate and Politic by the name of "The British Computer Society" (hereinafter referred to as "the Society") and by the same name shall 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 suits, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.
2. The objects for which the Society is hereby constituted shall be to promote the study and practice of Computing and to advance knowledge and education therein for the benefit of the public. In this Our Charter and the Bye-laws the expressions "Computing" shall include matters concerned with the furtherance of computer science and technology and the design and development of computing systems

and applications; and "computer" shall include any form of computing system. Provided that, in pursuing these objects, insofar as they may be similar to those of existing organisations, the Society shall use its best endeavours to co-operate with them and to ensure that its activities are complementary to those of such organisations.

Throughout Our Charter 'charitable' means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with any statutory provision regarding the meaning of the word 'charitable' in force in any part of the United Kingdom. For the avoidance of doubt, the system of law governing the constitution of the charity is the law of England and Wales.

3. In furtherance of its objects (but not further or otherwise and only to the extent to which the same may lawfully be exercised by a body having exclusively charitable objects) the Society shall, subject to this Our Charter and the Bye-laws, have the following powers:
 - (a) to establish and maintain appropriate standards of education and experience for persons engaged in the profession of Computing or entering upon courses of study in Computing and allied subjects; and to undertake, supervise or encourage the education and training in all matters relevant to the advancement of Computing of persons who are engaged in or likely to be engaged in the practice of Computing paying due regard to the provisions of courses of instruction by other organisations;
 - (b) to establish and maintain a sound ethical foundation for the use of computers, data handling and information technology systems; and to adopt any lawful means conducive to the maintenance of a high standard of professional skill and conduct amongst members of the Society;
 - (c) to maintain a register of persons qualified in Computing by admission to one of the classes of professional membership of the Society and to enrol persons not so qualified as ordinary members;
 - (d) to maintain and publish other registers of persons, partnerships or incorporated bodies with particular professional or practical experience in Computing or any aspect thereof as the Society shall think fit and to prescribe minimum requirements for inclusion in such registers;
 - (e) to hold and to supervise examinations and to award certificates, diplomas,

prizes, bursaries or scholarships either alone or jointly with other educational or professional bodies Provided that no certificate or other like award issued by or on the authority of the Society shall contain any statement expressing or implying that it is granted by or on the authority of any Department or Authority of Our Government unless it is in fact so granted;

- (f) to prepare, print and publish criteria for the teaching of, and training in, Computing and its applications;
- (g) to confer, consult, communicate or co-operate with any other scientific, professional or technical institution, institute, society or association or body whether incorporated or not or formed for purposes of profit with a view to the pursuit of common objects in Computing and related subjects and to represent the Computing profession both nationally and internationally;
- (h) to enable and encourage all persons engaged in or interested in Computing to meet and correspond in order to facilitate the exchange of ideas and information on the science, practice, teaching, application and use of Computing;
- (i) to invite, receive, hear and publish communications relating to the science, teaching, application or use of Computing and to grant prizes or other awards in respect of them;
- (j) to prepare, edit, print, publish, acquire and circulate books, papers, periodicals, circulars or other literary works or films, photographs or other visual aids or recordings or any information stored in a retrieval system or by any electronic or mechanical means concerned with Computing and related subjects and their application and use and to translate, compile, collect, publish, lend, licence, hire or sell and to secure or contribute to, the translation, compilation, collection and publication by other bodies or persons of any such literature, information and statistics so collected, to disseminate information by means of reading papers, delivering lectures, organising conferences, seminars or other forms of meeting, giving advice, promoting, organising, taking part in or assisting in promoting or organising exhibitions, demonstrations or experiments which may advance any of the objects of the Society;
- (k) to found, aid, maintain and endow bursaries or scholarships and to make grants for the support and instruction (whether in the United Kingdom or

overseas) of persons engaged in Computing and related subjects and to employ and remunerate instructors or other staff, to retain or apply skilled, professional or technical advisers or other workers in connection with the objects of the Society, to pay such fees or remuneration as may be deemed expedient therefor and to use the funds of the Society in the employment of persons of learning or skill as may be required to undertake the objects of the Society;

- (l) to collect, index and publish information on any or all aspects of Computing and its teaching applications and uses and its applications and uses to industry and to maintain or support any library, bureau, database or information system conducive to this end;
- (m) to promote, establish and support standards and codes of practice for the handling, storage, acquisition, transmission, processing, protection and display of data relating to Computing and the information contained therein;
- (n) to procure that the Society be registered or recognised in any part of the world;
- (o) to make arrangements for the carrying out of the objects of the Society and for such purpose to engage and provide in whole or in part for the salaries, pensions and superannuation for officers, servants and employees and former officers, servants and employees both of the Society and the Company and of their widows, widowers and dependants;
- (p) so far as the law from time to time allows to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges in any part of the world necessary or convenient for the promotion of the objects of the Society and to construct, maintain and alter any buildings or erections necessary, convenient or fitted for the work of the Society;
- (q) to sell, let, mortgage, dispose of or turn to account any or all of the property or assets of the Society subject to such consents as may be required by law;
- (r) to administer the affairs and property of the Society in all respects without any restrictions whatever, in the same manner as an individual may manage his own affairs and property and in particular:
 - (i) to take over and acquire all the property and assets of the Company, to assume the obligations of the Company and to do all such acts

and things incidental thereto;

- (ii) to demand and receive fees, subscriptions and other charges;
- (iii) to seek and accept donations and legacies;
- (iv) to borrow moneys whether on the security of any or all of the property of the Society or without security;
- (v) to invest the funds of the Society in such a manner as the Bye-laws may prescribe;
- (vi) to accept obligations and liabilities;
- (s) to undertake and execute charitable trusts which may lawfully be undertaken by the Society and may further its objects;
- (t) to establish and support or aid in the establishment and support of any charitable associations or institutions having objects similar to those of the Society and to subscribe or guarantee money for charitable purposes calculated to further its objects;
- (u) to provide such assistance in connection with the housing of employees of the Society as is necessary for the objects of the Society;
- (v) to enter into and to give effect to agreements or arrangements of any kind with, or to, other institutions (including the Company) whose objects are not repugnant to this Our Charter whereby:
 - (i) activities may be carried on in co-operation;
 - (ii) any such institution may be or become recognised for any purpose by the Society;
 - (iii) any such institution may be or become incorporated in, federated or affiliated to, or associated with, the Society, or, if such institution shall be established for charitable purposes only but not otherwise, the Society may become affiliated to or associated with any such institution; Provided that no such incorporation or federation shall take place without the consent of the Lords of Our Most Honourable Privy Council, of which consent a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence;
- (w) to bear and use the Armorial Bearings granted and assigned unto the Company by Letters Patent dated the first day of December One thousand nine hundred and seventy under the hands and seals of Our Garter King of Arms, Clarenceux and Norroy and Ulster King of Arms and then duly

recorded in Our College of Arms provided that the Armorial Bearings so granted and assigned, the bearing and use of which by the Society is authorised by this Our Charter shall first be exemplified according to the laws of Arms and recorded in Our College of Arms otherwise this Our Permission and Authority shall be void and of none effect;

- (x) to bear and display in Scotland the Armorial Bearings matriculated in the Public Register of all Arms and Bearings in Scotland by the Lord Lyon King of Arms and duly recorded in the Public Register of all Arms and Bearings in Scotland on the twentieth day of November One thousand nine hundred and seventy-eight provided that the said Armorial Bearings, the bearing and use of which is authorised by this Our Charter shall first be exemplified according to the laws of Arms in Scotland and recorded in the Public Register of all Arms and Bearings in Scotland in default of which the said authority shall be void and of no effect;
- (y) To do such other acts and things (including the promotion of a Bill or Bills in Parliament), whether incidental to the powers aforesaid or not as may be requisite in order to further the objects of the Society.

4. The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in this Our 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 the members of the Society and no member of the Trustee Board 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; Provided that nothing herein shall prevent any payment in good faith by the Society:

- (a) of reasonable and proper remuneration to any member of the Trustee Board for services rendered by him to the Society as an examiner of any form of examination, written, practical or oral, set or approved by the Society;
- (b) of reasonable and proper remuneration to any member, officer or servant of the Society (not being a member of the Trustee Board) for any services rendered to the Society;
- (c) of interest at a reasonable and proper rate per annum on money lent by any member of the Society or of the Trustee Board ;
- (d) of reasonable and proper rent for premises demised or let by any member

of the Society or of the Trustee Board;

- (e) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Trustee Board of the Society may also be a member holding not more than one-hundredth part of the capital; and
 - (f) to any member of the Trustee Board or of its Committees of out-of-pocket expenses.
5. The Bye-laws or Regulations shall regulate the admission of members of the Society and the period or periods of such membership and the terms and conditions subject to which such membership shall be held and such Bye-laws or Regulations shall apply to all members of the Society from time to time and such Bye-laws or Regulations may prescribe such division of the membership into grades or classes as shall to the Society seem proper.
 6. There shall be a President, a Deputy President, and such number of Vice-Presidents, and such other officers of the Society as shall from time to time be prescribed by or in accordance with the Bye-laws or Regulations. They shall hold their respective offices for such terms and their successors shall be appointed in such manner and they shall have such powers and duties as shall from time to time be prescribed by or in accordance with the Bye-laws or Regulations.
 7. There shall be a Trustee Board of the Society consisting of such number of members of the Society, with such qualifications and to be elected or appointed in such manner to hold office for such period and on such terms generally as may be prescribed by or in accordance with the Bye-laws or Regulations.
 8. There shall be an advisory Council of the Society consisting of such members of the Society to be elected or appointed in such manner to hold office for such period and on such terms generally as may be prescribed by or in accordance with the Bye-laws or Regulations.
 9. Subject to the provisions of this Our Charter and of the Bye-laws and Regulations of the Society the government and control of the Society and its affairs shall be vested in the Trustee Board. The business of the Trustee Board shall be conducted in such manner as may be prescribed by or in accordance with the Bye-laws or Regulations.
 10. (a) The Bye-laws may, subject to the provisions of this Our Charter, govern such matters as the Society may deem fit and meet with respect to or for the governance of the Society and the promotion of the objects of this Our

Charter.

- (b) The Bye-laws set out in the Schedule hereto shall be the Bye-laws of the Society.
11. The members of the Society may by Special Resolution in that behalf, make Bye-laws adding to, amending or repealing the Bye-laws for the time being in force; but no Bye-laws so made 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 and provided always that no amendment shall be made to the Bye-laws which would cause the Society to cease to be a charity at law.
 12. The Bye-laws may direct that any matter which pursuant to this Our Charter might be prescribed or regulated in the Bye-laws may be further prescribed or regulated by Regulations; provided that any such further prescription or regulation shall not be repugnant to the provisions of this Our Charter or the Bye-laws. Regulations may be added to, repealed and varied in like manner to that in which they were respectively made.
 13. Regulations shall be made, amended or repealed by Special Resolution of the Society in General Meeting or by the Trustee Board as provided in the respective Bye-laws which authorise the making thereof. Regulations which shall be made by Special Resolution shall be known as "Members' Regulations". Members' Regulations may direct that any matter prescribed or regulated therein may be further prescribed or regulated as may be determined by the Trustee Board.
 14. The Society in General Meeting may at any time revoke, amend or add to any of the provisions of this Our Charter by a Special Resolution in that behalf and such revocation, amendment or addition shall when 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 provided always that no amendment shall be made to this Our Charter which would cause the Society to cease to be a charity at law. This Article shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.
 15. For the purposes of this Our Charter a "Special Resolution" means a resolution passed at a General Meeting of the members of the Society convened and held in accordance with the Bye-laws and Regulations by not less than two-thirds of the members present -at a General Meeting in person (to include for the avoidance of doubt presence virtually through the means of an electronic virtual meeting platform or similar virtual conferencing arrangements)-or by proxy and voting.

16. The members may by Special Resolution 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 Special Resolution or in default of such direction, as the Trustee Board shall think expedient having due regard to the liabilities of the Society for the time being and if, on the winding up or the 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 charitable 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 Trustee Board of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.
17. (a) In any case of conflict, the provisions of this Our Charter shall prevail over those of the Bye-laws and Regulations and the provisions of the Bye-laws shall prevail over those of the Regulations.
- (b) Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourably to the Society and the promotion of the objects of this Our Charter.

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

WITNESS Ourselves at Westminster the twenty first day of September in the thirty third year of Our reign.

BY WARRANT UNDER THE
QUEEN' S SIGN MANUAL

OULTON