

ELIZABETH II



1966 CHAPTER X

An Act to make better provision for the improvement, repair, maintenance and equipment of the Royal Albert Hall; to provide additional funds for the Corporation of the Hall of Arts and Sciences and to extend the powers of that Corporation as to the application of their existing funds; to amend and extend the existing provisions as to seat rates and seatholders and the use and letting of the hall; and for other purposes.

[3rd August 1966]

WHEREAS—

(1) The Corporation of the Hall of Arts and Sciences (hereinafter called “the Corporation”) was incorporated by Royal Charter dated the 8th April, 1866 (hereinafter called “the original charter”) for the purpose of building and maintaining a hall and buildings connected therewith on the estate of the Commissioners for the Exhibition of 1851 (hereinafter called “the exhibition commissioners”) at South Kensington and appropriating the hall to purposes connected with science and art as therein mentioned; and the Corporation accordingly built the Royal Albert Hall (hereinafter called “the hall”) which was opened on the 29th March, 1871, and is the largest hall in the country and capable of accommodating 7,438 people:

(2) The membership of the Corporation consists of the registered holders of permanent seats in the amphitheatre of the hall or of private boxes containing a certain number of seats or of seats in such boxes such seats having been allotted to them in proportion to the amount of subscriptions paid by them towards the building of the hall or having been subsequently purchased by them. The seatholders now number 365 holding 1,287 seats:

(3) The exhibition commissioners subscribed large sums towards the building of the hall in respect of which they held rights to seats which they have since surrendered. They also made a free grant to the Corporation of a lease of the site of the hall for a term of 999 years from the 25th March, 1867, at a nominal rent:

(4) The said lease included covenants by the Corporation to keep the hall in good repair and not to use it or permit its use for any ends, intents or purposes except such as were authorised by the original charter without the consent in writing of the commissioners and a right of entry for the exhibition commissioners in the event of breach of any of the covenants on the part of the Corporation contained in the lease:

(5) The original charter provided for the drawing up and sanctioning of a constitution for the Corporation and under such constitution the management of the hall was vested in an elective council consisting of a president and eighteen ordinary members. A supplemental charter dated the 7th December, 1928, provided for the addition to the council of five appointed members appointed respectively by the parties therein mentioned. The members of the council all serve in an honorary capacity:

(6) The original charter provided that no dividend should be payable to any member of the Corporation and all profits which the Corporation might make by the use of the hall or by the sale or letting of any seats belonging to the Corporation for the time being after completion of the hall should be applied in carrying into effect the purposes of the Corporation. The constitution provided that the boxes or seats in the hall remaining at the disposal of the Corporation might be sold or let by the council either for the remainder of the term of the said lease or for any less period on such terms as the council might think fit:

(7) The purposes for which the hall was authorised by the original charter to be used were the following:—

(a) congresses both national and international for purposes of science and art;

(b) performances of music including performances on the organ;

- (c) the distribution of prizes by public bodies and societies;
- (d) conversaciones of societies established for the promotion of science and art;
- (e) agricultural, horticultural and the like exhibitions;
- (f) national and international exhibitions of works of art and industry including industrial exhibitions by the artisan classes;
- (g) exhibitions of pictures, sculpture and other objects of artistic or scientific interest;
- (h) generally any other purposes connected with science and art:

The original charter empowered the Corporation subject to the rights reserved to the members of the Corporation to let the use of the hall " for a limited period " for any purposes for which the Corporation might themselves use the hall:

(8) By a supplemental charter dated the 25th October, 1887 (hereinafter called " the charter of 1887 "), the said purposes were supplemented under article 9 by the following purposes:—

- (a) public or private meetings of any body of persons;
- (b) operettas, concerts, balls or any " other than theatrical " entertainments for the amusement and recreation of the people;

and the council of the Corporation was authorised under article 10 to let the hall for any of those purposes and also to arrange with individual members of the Corporation for the exchange purchase renting or temporary user of their boxes or seats:

(9) The charter of 1887 provided under article 11 that the Corporation in general meeting might by resolution after notice and with the support of a majority of not less than two-thirds of the votes of those voting empower the council to exclude the members of the Corporation from the hall on a certain number of days not exceeding ten in any one year on any occasion on which the hall should be used for private meetings or entertainments to which the general public should be unable to obtain admission by payment of money only:

(10) The Royal Albert Hall Act, 1876 (hereinafter called ^{1876 c. lvi.} " the Act of 1876 "), after reciting that the funds at the disposal of the council for maintaining, repairing and furnishing the hall and supporting an adequate staff of officers and servants were wholly insufficient for those purposes and that a majority of the members were willing that the seats should be charged at a rate not exceeding two pounds per annum for providing a fund for those purposes empowered the Corporation to rate the members

in every year at such sum (in the said Act called "the seat rate") not exceeding two pounds for every seat as the members present at a general meeting called for that purpose some time in the month of February in each year should determine:

The Act of 1876 further provided that any member might at any time compound for all sums thereafter to become due in respect of seat rate for any seat or seats belonging to him upon payment of all sums then in arrear for seat rate thereon and a sum of fifty pounds for each of such seats. The holder for the time being of a seat in respect of which such composition was made was thereafter to be exempt from seat rate thereon:

All sums received for seat rate under the Act of 1876 were to be carried to a "special maintenance" account and paid into a bank to credit of trustees appointed under the Act; and moneys on the special maintenance account were to be applicable under the direction of the council in or towards maintaining, repairing and furnishing the hall, defraying all rates and taxes and providing and keeping up the necessary staff for such purposes but if disapproved by the trustees then only by order of a meeting of the Corporation:

Sums received for composition of seat rates were to be carried to an "endowment fund" account and invested by the trustees. The income of the endowment fund was to be applied towards payment to the special maintenance account of sums equal to and in place of the seat rates from time to time payable on seats in respect of which seat rate had been compounded for and any surplus over such payments was to be invested by the trustees in augmentation of the fund. The number of seats in respect of which the seat rate has been the subject of composition is thirty-nine leaving 1,248 uncompounded for:

1927 c. lxxiv.

(11) The Royal Albert Hall Act, 1927 (hereinafter called "the Act of 1927") after reciting that the funds at the disposal of the council for the purposes recited in the Act of 1876 were again insufficient by reason of increased cost of those purposes and that the expenditure of large sums of money on the hall had become necessary in order to comply with the requirements of the London County Council relating to means of escape in case of fire and safety of persons resorting to the hall and that the Corporation had no funds to enable them to comply with such requirements included (inter alia) provisions to the following effect:—

- (a) imposing on every member for the time being of the Corporation a compulsory seat rate in place of the seat rate under the Act of 1876 for a period of six years from the 1st January, 1927; and as from the expiration of that period increasing to three pounds the maximum sum of two pounds chargeable in any year for seat rate under the Act of 1876;

- (b) substituting seventy-five pounds in place of the fifty pounds payable under the Act of 1876 for composition of the seat rate in respect of a seat;
- (c) providing that for any seat in respect of which composition is made for the seat rate no seat rate shall be chargeable for any year after the year in which the composition is made;
- (d) repealing the provision in the Act of 1876 as to application of the income of the endowment fund but re-enacting it in substance subject to a maximum limit of two pounds in any year upon the payment out of such income to the special maintenance account in place of the seat rate charged for that year on any seat in respect of which the seat rate has been compounded for;
- (e) providing that notwithstanding anything in the original charter or in article 9 of the charter of 1887 the hall may be used for theatrical entertainments and operatic performances but without affecting the operation of the Theatres Act, 1843;

1843 c. 68.

(f) providing under sections 17 and 18 as follows:—

(i) that the occasions on which the Corporation in general meeting may under article 11 of the charter of 1887 by resolution empower the council to exclude the members of the Corporation from the hall shall be extended so as to include firstly occasions on which the hall is used for balls for the purposes of which a floor is erected over the amphitheatre stalls and secondly occasions when it is used for other entertainments (not being (a) balls for the purposes of which a floor is not so erected or (b) boxing entertainments) whether or not the general public can obtain admission thereto by payment of money;

(ii) that on occasions (other than those to which the said extension applies) on which the hall is used for any purpose for which it is necessary or convenient to erect a floor over the amphitheatre stalls a floor may be erected thereover and the holders of such amphitheatre stalls shall be disentitled to use such stalls but entitled to free admission to the hall and to all rights and privileges as such holders other than the use of their stalls. The floor may not remain over the amphitheatre stalls longer than six weeks unless with the consent in writing of the holders of a majority of such stalls;

(g) prohibiting the Corporation from letting the main hall for any continuous period exceeding one year:

1951 c. xviii.

(12) The Royal Albert Hall Act, 1951 (hereinafter called "the Act of 1951") after reciting that after eighty years of existence and constant use the hall was urgently in need of large structural and other repairs and improvements to render it safe and commodious for those who resorted to it and properly equipped for the many uses to which it was and might be put, and that heavy expenditure mainly of a capital nature was involved for which the funds and resources of the Corporation and possibilities of revenue from use or letting of the hall were insufficient to provide, included (inter alia) provisions to the following effect:—

(a) imposing a capital contribution charged upon and in respect of every seat of two hundred and eighty pounds payable by yearly instalments of seven pounds for a period of forty years, the sums so charged when received by the Corporation being applicable solely to capital purposes;

(b) providing that the occasions on which the council might be empowered to exclude members from the hall pursuant to the provisions of article 11 of the charter of 1887 should comprise all occasions on which the hall was let for any purposes for which the Corporation was empowered to let the hall and that in addition the council might exclude the members from the hall on certain further occasions not exceeding eight in number:

(13) The present funds and resources of the Corporation and present possibilities of revenue from the use or letting of the hall are insufficient to meet the expenditure of the Corporation essential for the preservation, repair, maintenance, equipping and management of the hall:

(14) In order to enable the present funds of the Corporation to be used to the best advantage and the financial resources of the Corporation to be augmented to the necessary extent and to give the Corporation increased means of earning revenue it is expedient that further powers should be conferred upon the Corporation and the council and that further provision should be made with respect to the use and letting of the hall and the rights of seatholders therein as in this Act set forth:

(15) The purposes of this Act cannot be effected without the authority of Parliament:

May it therefore please Your Majesty that it may be enacted, and be it enacted, by the Queen's most Excellent Majesty, by and

with the advice and consent of the Lords Spiritual and Temporal, and Commons, in this present Parliament assembled, and by the authority of the same, as follows:—

1.—(1) This Act may be cited as the Royal Albert Hall Act 1966. Short and collective titles.

(2) The Royal Albert Hall Acts, 1876 to 1951, and this Act may be cited together as the Royal Albert Hall Acts, 1876 to 1966.

2.—(1) In this Act, unless the subject or context otherwise requires— Interpretation.

“ the Act of 1876 ” means the Royal Albert Hall Act, 1876; 1876 c. lvi.

“ the Act of 1927 ” means the Royal Albert Hall Act, 1927; 1927 c. lxxiv.

“ the Act of 1951 ” means the Royal Albert Hall Act, 1951; 1951 c. xviii.

“ the annual contribution ” has the meaning assigned to that expression by section 3 (Annual contribution) of this Act;

“ the charter of 1887 ” means the supplemental charter of the Corporation dated the 25th October, 1887;

“ the constitution ” means the constitution of the Corporation provided for by the original charter;

“ the Corporation ” means the Corporation of the Hall of Arts and Sciences;

“ the council ” means the council of the Corporation;

“ the endowment fund account ” means the endowment fund account provided for by the Act of 1876;

“ the hall ” means the Royal Albert Hall of Arts and Sciences at South Kensington (constructed in pursuance of the provisions of the original charter and commonly known as “ the Royal Albert Hall ”) as for the time being existing;

“ member ” means a person who is for the time being a member of the Corporation whether a body corporate or an individual and in the case of several persons jointly entitled to the same seat means all such persons collectively;

“ the original charter ” means the Royal Charter dated the 8th April, 1866, by which the Corporation was incorporated;

“ seat ” means a permanent seat in the hall with a registered holder whether such seat be in the amphitheatre or form one of several seats in a private box;

“ the special maintenance account ” means the special maintenance account provided for by the Act of 1876;

“ the Treasury Mortgages ” means the mortgage dated the 15th day of March, 1954, and issued by the Corporation to the Solicitor for the Affairs of Her Majesty’s Treasury as nominee of the Commissioners of Her Majesty’s Treasury as amended by an agreement made the 1st day of September, 1955, and made between the said commissioners of the one part and the Corporation of the other part;

“ the Westminster Mortgages ” means the mortgage dated the 13th day of August, 1954, and made between the Corporation of the one part and the Westminster Bank Limited of the other part and the further charge dated the 27th day of October, 1964, and made between the Corporation of the one part and the Westminster Bank Limited of the other part.

(2) Except where the context otherwise requires, any reference in this Act to any enactment shall be construed as a reference to that enactment as applied, extended, amended or varied by, or by virtue of, any subsequent enactment, including this Act.

Annual
contribution.

3.—(1) (a) The council shall in every year not later than the 31st July determine what sum will be required in that year for the general purposes of the hall and shall determine at what sum, not being less than ten pounds for every seat, the members shall be rated for that year for those purposes and the sum so determined is in this Act called “ the annual contribution ”:

Provided that for the period of six years beginning on the 1st January, 1966, the annual contribution shall not exceed thirty-six pounds for every seat and for each succeeding period of six years shall not exceed such amount for every seat as shall from time to time be determined for each such period of six years at a general meeting of the Corporation to be held for the purpose by a resolution approved by not less than three-quarters of the votes of the members attending in person or by proxy and voting.

(b) The council shall not determine an annual contribution exceeding ten pounds for every seat except with the consent of two-thirds of the votes of the members either voting in a poll taken by means of postal voting papers or attending in person or by proxy and voting at a general meeting of the Corporation to be held for the purpose.

(2) Subject to the provisions of this section, every member for the time being is hereby charged with and made liable for the payment to the Corporation of the annual contribution in respect of the seat or seats of which he is the registered holder.

(3) If in any year any member refuses, or for one month after demand has been made by the council for payment thereof neglects, to pay the annual contribution in respect of any seat of which he is the registered holder, such member shall not be entitled to use such seat or to vote at any general meeting of the Corporation or in any poll of the members until the full amount of the annual contribution for which such member is liable be paid:

Provided that when and as soon as the council shall have received the full amount for which such member is liable, they shall forthwith give notice in writing to him that they have received such an amount and that he is again entitled to the use of his seat and to vote.

(4) If at any time any member refuses, or for three months after demand has been made by the Corporation for payment thereof neglects, to pay the amount of any annual contribution for which he is liable, the amount thereof, or so much as shall then be due, shall be recoverable by action of debt in any court of competent jurisdiction.

4. In all cases of doubt as to the person entitled to any seat, the person whose name appears in the register of the Corporation as the holder thereof shall, for the purpose of enforcing payment of any sum due in respect of annual contribution, be deemed the holder thereof and the Corporation may accordingly recover payment of the said sum from him, or, in case of his death, from his estate.

Recovery of annual contribution when ownership of seat is doubtful.

5. The Corporation may enforce payment of any sum due in respect of an annual contribution against any one or more of the joint members to whom the seat may belong. Any joint member paying the annual contribution shall, subject to any agreement between the joint holders to the contrary, be entitled to be reimbursed so much of the sum paid as is in excess of his fair proportion thereof from the other joint members.

When seat belongs to joint members.

6. The Corporation may refuse to register the transfer of any seat in respect of which any sum is due on account of annual contribution until the same and all sums incurred by them in endeavouring to recover payment thereof have been paid.

Corporation may refuse to register transfer of seat when annual contribution in arrear.

7. The receipt of the secretary or other officer of the Corporation duly authorised by the council in that behalf for any annual contribution shall be a sufficient discharge for the same to the member paying the annual contribution and taking the receipt.

Receipts.

8. All sums received under this Act in respect of the annual contribution shall be carried to a separate account to be called "the annual contribution account" and shall be paid to such bank as the council from time to time direct to the credit of the account of the Corporation with that bank.

Annual contribution account.

Application of annual contribution account.

9. The moneys standing to the credit of the Corporation on the annual contribution account shall be applicable under the direction of the council in or towards maintaining, repairing and furnishing the hall, defraying all rates and taxes, and providing and keeping up the necessary staff for such purposes and for such other purposes as the council shall from time to time determine.

Transfer of existing accounts.

10. All sums of money and investments forming part of the special maintenance account and the endowment fund account on the passing of this Act shall be transferred to and form part of the annual contribution account and shall be applicable for the purposes specified in section 9 (Application of annual contribution account) of this Act.

As to borrowing powers of Corporation.

11. Section 9 (Corporation may borrow) and section 10 (Form of mortgage) of and the schedule to the Act of 1927 shall have effect as if for references therein to the seat rate there were substituted references to the annual contribution.

Saving for existing mortgages.

12.—(1) The Treasury Mortgages and the Westminster Mortgages shall be read and have effect as if in lieu of the references therein to the seat rate and the capital contribution respectively there were substituted references to the equivalent proportion of the annual contribution and accordingly all moneys secured by the Treasury Mortgages and the Westminster Mortgages on the seat rate and the capital contribution respectively shall be secured to the like extent on the equivalent proportion of the annual contribution.

(2) In this section “the equivalent proportion” means in relation to the Treasury Mortgages the amount of three pounds for every seat and in relation to the Westminster Mortgages means the amount of seven pounds for every seat.

Exemption of compounded seatholders.

13.—(1) Notwithstanding anything contained in this Act, no annual contribution shall be chargeable for any seat in respect of which a composition was made before the passing of this Act under the provisions of section 11 (Power to compound for seat rate) of the Act of 1876, save to the extent that any annual contribution determined by the council under section 3 (Annual contribution) of this Act exceeds the sum of three pounds per annum and the member shall be charged and made liable in respect of such seat only for the payment of the amount by which the said annual contribution exceeds three pounds.

(2) Notwithstanding anything contained in this Act, until the 31st December, 1992, no annual contribution shall be chargeable for any seat in respect of which a composition was made before the passing of this Act under the provisions of section 4 (Capital contribution) of the Act of 1951 save to the extent that any annual contribution determined by the council as aforesaid

exceeds the sum of seven pounds per annum and the members shall be charged and made liable in respect of such seat only for the payment of the amount by which the said annual contribution exceeds seven pounds.

(3) Notwithstanding anything contained in this Act, until the 31st December, 1992, no annual contribution shall be chargeable for any seat in respect of which compositions were made before the passing of this Act under the said section 11 of the Act of 1876 and under the said section 4 of the Act of 1951, save to the extent that any annual contribution determined by the council as aforesaid exceeds the sum of ten pounds per annum and the member shall be charged and made liable in respect of such seat only for the payment of the amount by which the said annual contribution exceeds ten pounds.

14.—(1) Notwithstanding anything in the original charter, the charter of 1887, the Act of 1927 or the Act of 1951, the following provisions shall have effect:—

Power to exclude members from hall.

(a) The council may from time to time by resolution exclude the members from the hall on any day or days not exceeding seventy-five in any year on which the hall is let for any purpose for which the Corporation is empowered to let the hall other than a concert, a recital or a boxing or wrestling entertainment:

(b) In addition, the council may from time to time by resolution exclude the members from the hall—

(i) on any day or days not exceeding twelve in any year on which the hall is let for any purpose for which the Corporation is empowered to let the hall;

(ii) from one-third of the functions included in any series of six or more functions which are consecutive and substantially identical:

Provided that the council shall not under the provisions of paragraphs (a) and (b) of this subsection exclude the members from more than one-half of the functions included in any such series as is referred to in sub-paragraph (ii) of the said paragraph (b).

(2) Any additional rent received in respect of the letting of the hall on any occasion on which the members are excluded from the hall pursuant to paragraph (a) or sub-paragraph (ii) of paragraph (b) of subsection (1) of this section which is attributable to such exclusion shall be applied by the council in or towards the reduction of the annual contribution.

15.—(1) Byelaws made by the council pursuant to clause 11 (General powers of the Council) of the constitution may include byelaws prohibiting the sale by or on behalf of members in the hall or in the vicinity thereof of tickets for seats.

Power for council to prohibit sale of tickets in hall or in vicinity thereof.

(2) Byelaws made pursuant to this section may provide for imposing upon any member a fine not exceeding twenty-five pounds for the breach or non-observance of such byelaws.

(3) Every fine imposed by any byelaw made pursuant to this section shall be paid to the council and shall be recoverable by action of debt in any court of competent jurisdiction.

(4) If any member refuses, or for one month after demand made by the council for payment thereof neglects, to pay a fine imposed by the council under any byelaw made pursuant to this section such member shall not be entitled to use any seat of which he is the registered holder or to vote at any general meeting of the Corporation or in any poll of the members until the full amount of such fine for which he is liable be paid.

Modification
of certain
provisions of
constitution.

- 16.—(1) Notwithstanding anything in the original charter—
- (a) the provisions of the constitution mentioned in column (1) of Part I of Schedule 1 to this Act shall have effect subject to the modifications mentioned in column (2) of the said schedule; and
 - (b) the constitution shall have effect as if there were included therein the additional provisions mentioned in Part II of the said schedule.

(2) The constitution as altered and amended by the foregoing provisions of this section shall as from the passing of this Act be deemed to be as set out in Schedule 2 to this Act.

As to joint
holding of
seats.

17. Notwithstanding anything in the original charter, one or more persons may be registered as the holder or holders of any seat, whether in the amphitheatre or in a box.

Repeals.

18.—(1) The following enactments are hereby repealed:—

The Act of 1876—

- Section 3 (Trustees for purposes of the Act);
- Section 4 (Annual meeting to be held for fixing the amount to be paid by the members for maintenance of the Hall and carrying out the purposes of the Charter);
- Section 5 (As to votes of members for certain purposes);
- Section 6 (Charge upon members of £2 per annum for each seat held by them);
- Section 8 (Recovery of seat rate when ownership of seat is doubtful);
- Section 9 (When seat belongs to joint members);
- Section 10 (Corporation may refuse to register transfer of seat when seat rate in arrear);
- Section 11 (Power to compound for seat rate);
- Section 12 (Receipts);

Section 13 (Annual sums to be carried to separate account and paid to trustees);

Section 14 (Application of special maintenance account);

Section 15 (When trustees disapprove of application of special maintenance account);

Section 16 (Composition to be carried to separate account and invested by trustees);

Section 17 (Power to change securities);

Section 20 (For indemnity of trustees):

The Act of 1927—

Section 3 (Rate on seats);

Section 4 (Amount due at end of year to be recovered by action);

Section 5 (Application of seat rate);

Section 6 (Payments from endowment fund);

Section 7 (As to moneys paid to special maintenance account);

Section 8 (Application of sections of Act of 1876);

Section 21 (Exemption of compounded seatholders):

The Act of 1951—

Section 4 (Capital contribution);

Section 6 (Power to mortgage capital contribution);

Section 7 (Amending section 16 of 1876 Act);

Section 8 (Amendment of provisions for composition of seat rate).

(2) The following paragraphs of the schedule to the original charter are hereby repealed:—

Paragraph 4 (which relates to the registration of holders of seats);

Paragraph 33 (which relates to the qualification of members to vote);

Paragraph 34 (which relates to the manner in which votes of members may be given);

Paragraph 35 (which relates to the appointment of proxies);

Paragraph 36 (which relates to the stamping and deposit of instruments appointing proxies);

Paragraph 37 (which relates to the form of instruments appointing proxies).

19. The costs, charges and expenses preliminary to and of and incidental to the preparing, applying for, obtaining and passing of this Act shall be paid by the Corporation. Costs of Act.

SCHEDULES

SCHEDULE 1

PART I

MODIFICATION OF PROVISIONS OF CONSTITUTION

Section 16.

Provisions of constitution (1)	Modifications (2)
Clause 4 (Who eligible to Council)	<p>For clause 4 there shall be substituted the following clause:—</p> <p>“ 4. Any individual member of the Corporation holding one or more seats and any member or director or other officer of any corporation or society holding not less than five seats in the Hall shall be eligible as a member of the Council; provided that not more than two members, directors or officers of any such corporation or society shall be eligible, as such, to be members of the Council at any one time.”</p>
Clause 5 (Election of President)	<p>After the first paragraph there shall be inserted the following paragraph:—</p> <p>“ No person other than a retiring President shall, unless recommended by the Council, be eligible for election as President at any General Meeting unless, not less than seven, nor more than twenty-one days before the date of the meeting, there shall have been left at the office of the Corporation notice in writing, signed by not less than ten Members duly qualified to attend and vote at the meeting for which such notice is given, of their intention to propose such person for election and also notice in writing signed by such person of his willingness to be elected.”</p>
Clause 6 (Election of the Council)	<p>At the end of the third paragraph there shall be inserted the following paragraphs:—</p> <p>“ The notice of the Annual General Meeting shall specify the names of the ordinary Members of the Council retiring at that meeting.</p> <p>No person other than a Member of the Council retiring at the meeting shall, unless recommended by the Council, be eligible for election as a Member of the Council at any Annual General Meeting unless, not less than seven, nor more than twenty-one, days before the date appointed for the meeting, there shall have been left at the office of the Corporation notice in writing, signed by three Members duly qualified to attend and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.”</p>

SCH. 1
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Provisions of constitution (1)	Modifications (2)
Clause 20 (The Annual General Meeting)	<p>In the first paragraph for the first sentence there shall be substituted the following words:—</p> <p>“ The Corporation shall in each year on or before the 31st July hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. The Annual General Meeting shall be held at such time and place as the Council shall appoint.”</p> <p>In the third paragraph the words “ in one or more of the London daily newspapers ” shall be omitted; for the word “ seven ” there shall be substituted the words “ twenty-one ”; and the words from “ and any such special notice ” to the end of the clause shall be omitted.</p>
Clause 21 (Special General Meetings)	<p>In the fourth paragraph the words “ in one or more of the London daily newspapers ” shall be omitted; for the word “ seven ” there shall be substituted the word “ fourteen ”; and the words from “ and any such special notice ” to the end of the clause shall be omitted.</p>
Clause 22 (Proceedings at General Meetings)	<p>For the last three paragraphs there shall be substituted the following paragraphs:—</p> <p>“ The Chairman of any meeting at which a quorum is present may regulate the proceedings of the meeting and may, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll (before or on the declaration of the result of the show of hands) is demanded—</p> <p>(a) by the chairman; or</p> <p>(b) by at least five members present in person or by proxy; or</p> <p>(c) by any member or members present in person or by proxy holding not less than twenty seats in the hall.</p> <p>Unless a poll be so demanded, a declaration by the chairman that the resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Corporation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.</p>

SCH. 1
—cont.

Provisions of constitution (1)	Modifications (2)
Clause 22 (<i>cont.</i>)	<p>The demand for a poll may be withdrawn.</p> <p>Except as hereinafter provided, if a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.</p> <p>In the case of an equality of votes whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.</p> <p>A poll demanded on the election of a chairman or on the question of adjournment shall be taken forthwith.</p> <p>A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.</p> <p>A poll may be taken by means of postal voting papers, and shall be a poll of all members who at the time of the despatch of such papers shall be entitled to receive notice of a general meeting of the Corporation. The form and contents of the voting papers, the arrangements for the despatch and return thereof, for the counting of votes and for the custody of the voting papers and all other matters relating to the conduct of the poll shall be as may be prescribed by byelaws made pursuant to clause 11 (General powers of the Council) of this Constitution.”</p>
Clause 24 (Joint Seatholders)	<p>For clause 24 there shall be substituted the following clause:—</p> <p>“ 24. In the case of two or more persons registered as joint holders of a seat or seats, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of Members.”</p>
Clause 25 (Vote, how given)	<p>For clause 25 there shall be substituted the following clause:—</p> <p>“ 25. On a poll, other than a poll taken by means of postal voting papers, votes may be given either personally or by proxy.”</p>
Clause 26 (Proxies, form of)	<p>For clause 26 there shall be substituted the following clause:—</p> <p>“ 26.—(1) The instrument appointing a proxy shall be in writing under the hand of the</p>

SCH. 1
—cont.

Provisions of constitution (1)	Modifications (2)
Clause 26 (cont.)	<p>behalf at the [annual or special, as the case may be] general meeting of the Corporation, to be held on the _____ day of _____, 19____, and at any adjournment thereof.</p> <p>Signed this _____ day of _____, 19____.</p> <p>This form is to be used <u>*in favour of</u> _____ <u>against</u> _____ the resolution.</p> <p>Unless otherwise instructed, the proxy will vote as he thinks fit.</p> <p>*Strike out whichever is not desired.</p> <p>(5) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.</p> <p>(6) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the seat in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Corporation at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.</p> <p>(7) Any corporation which is a member of the Corporation may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Corporation and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Corporation.”</p>
Clause 27 (Council to keep accounts)	For the word “credits” there shall be substituted the word “assets”.
Clause 28 (Annual Statement of Accounts)	<p>The words “made up to a date not more than three months before such meeting” shall be omitted; and for the last paragraph there shall be substituted the following paragraph:—</p> <p>“A copy of every balance-sheet and of every statement of income and expenditure which is to be laid before the Corporation at the Annual General Meeting shall not less than fourteen days before the date of the meeting be sent to every member: Provided that this clause shall not require a copy of the balance-sheet or the statement of income and expenditure to be sent to any person of whose address the Corporation is not aware or to more than one of the joint holders of any seat.”</p>

SCH. 1
—cont.

Provisions of constitution (1)	Modifications (2)
<p>Clause 29 (Appointment of Auditors)</p>	<p>In the first paragraph, for the words "Three Auditors" there shall be substituted the words "An auditor or auditors".</p> <p>For the second paragraph there shall be substituted the following paragraphs:—</p> <p style="padding-left: 2em;">"The auditor shall be an accountant or firm of accountants:</p> <p style="padding-left: 2em;">Provided that no person shall be qualified to audit the accounts unless he is a member or, in the case of a firm, all the partners therein are members, of one or more of the following bodies:—</p> <p style="padding-left: 4em;">The Institute of Chartered Accountants in England and Wales;</p> <p style="padding-left: 4em;">The Institute of Chartered Accountants of Scotland;</p> <p style="padding-left: 4em;">The Association of Certified and Corporate Accountants;</p> <p style="padding-left: 4em;">The Institute of Chartered Accountants in Ireland;</p> <p style="padding-left: 4em;">Any other body of accountants established in the United Kingdom and for the time being recognised for the purposes of paragraph (a) of subsection (1) of section 161 of the Companies Act, 1948, by the 1948 c. 38. Board of Trade."</p>
<p>Clause 30 (Audit of Accounts)</p>	<p>In the first paragraph the words "and the correctness of the balance sheet ascertained" shall be omitted; and after the word "balance-sheet" there shall be inserted the words "and of the statement of income and expenditure".</p> <p>For the second paragraph there shall be substituted the following paragraphs:—</p> <p style="padding-left: 2em;">"The auditors shall make a report to the members on the accounts examined by them, and on every balance-sheet and every statement of income and expenditure laid before the Corporation at the Annual General Meeting during their tenure of office.</p> <p style="padding-left: 2em;">The auditor's report shall be laid before the Corporation at the Annual General Meeting and shall be open to inspection by any member.</p> <p style="padding-left: 2em;">The report shall state whether the balance-sheet and statement of income and expenditure are properly drawn up in accordance with the requirements of this Constitution, and whether, in the opinion of the auditors, they give a true and fair view—</p> <p style="padding-left: 4em;">(a) in the case of the balance-sheet, of the state of the Corporation's affairs as at the end of its financial year, and</p> <p style="padding-left: 4em;">(b) in the case of the statement of income and expenditure, of the income and expenditure of the Corporation for its financial year."</p>

SCH. 1
—cont.

Provisions of constitution (1)	Modifications (2)
Clause 31 (Books of Account)	The words from “and shall be open” to the end of the clause shall be omitted.
Clause 32 (Service of notices)	<p>For clause 32 there shall be substituted the following clause:—</p> <p>“A notice may be given by the Corporation to any member either personally or by sending it by post to him to his registered address or, if he has no registered address within the United Kingdom, to the address, if any, within the United Kingdom supplied by him to the Corporation for the giving of notice to him. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted.”</p>
Clause 33 (Notice of joint seatholders)	<p>For clause 33 there shall be substituted the following clause:—</p> <p>“A notice may be given by the Corporation to the joint holders of any seat by giving the notice to the joint holder first named in the register of members in respect of the seat.”</p>
Clause 34 (Service by post)	Clause 34 shall be omitted.

PART II

ADDITIONAL PROVISIONS TO BE INCLUDED IN CONSTITUTION

Notice of
General
Meetings.

21A. Notice of every general meeting shall be given in any manner hereinafter authorised to—

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Corporation an address within the United Kingdom for the giving of notices to them;
- (b) every person upon whom the ownership of a seat devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the auditor or auditors for the time being of the Corporation.

No other person shall be entitled to receive notices of general meetings.

Notice to
personal
representatives,
etc.

33A. A notice may be given by the Corporation to the persons entitled to a seat in consequence of the death or bankruptcy of a

member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within the United Kingdom supplied for the purpose by the persons claiming to be so entitled, or, until such address has been so supplied, by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

SCH. 1
—cont.

SCHEDULE 2

Section 16.

THE CONSTITUTION AS AMENDED AND ALTERED BY THIS ACT

WHEREAS by Royal Charter under the Great Seal of the United Kingdom, dated the 8th day of April, in the Thirtieth year of Her Most Gracious Majesty Queen Victoria, The Corporation of the Hall of Arts and Sciences (hereinafter called "The Corporation") were incorporated for the purpose of building and maintaining a Hall and Buildings connected therewith, on the Estate of Her Majesty's Commissioners for the Exhibition of 1851, at South Kensington, and of appropriating the Hall to the purposes therein mentioned.

AND WHEREAS it was provided by the said Charter that with a view to raise the required funds for the building and maintenance of the said Hall the Corporation might receive subscriptions or donations from any persons or societies desirous of giving the same; and subject to the rights reserved to Members of the Corporation by the said Charter, might grant to the persons or societies giving such subscriptions or donations such interests in the Hall as the Corporation might deem expedient.

AND WHEREAS it was provided by the said Charter that the Governing Body of the said Corporation, until a Council should be substituted for them as thereafter mentioned, should be a Provisional Committee consisting of the persons therein mentioned, and that within twelve months, at the furthest, after the opening of the Hall, the Provisional Committee should call a General Meeting of the Corporation, by advertisement published in some London newspaper; and on the occasion of such meeting, should propose to the Corporation a Form of Constitution, containing such provisions as might be deemed expedient in relation to the Government of the Corporation, and to the management of the Hall, and generally to the regulation of all matters whatever (whether of the same description or not as those thereinbefore specified) which the Provisional Committee might deem it expedient to provide for in such Constitution, with as ample a power in the Corporation of making regulations for the administration of their affairs (subject only to those provisions of the Charter which defined the purpose of the Corporation and the right of Members) as if the Corporation were the absolute and uncontrolled owners of the property belonging to them. And it was by the said Charter also provided that the Form of Constitution proposed by the Provisional Committee, or any modification thereof, when accepted by the Corporation, and approved by Her Majesty, should be as valid as if contained in the said Charter, and that the acceptance by the Corporation

SCH. 2
—cont.

of any such Constitution as aforesaid should be certified by a Resolution passed by a majority of the Members of the said Corporation present personally, or by proxy, at the General Meeting summoned as aforesaid by the Provisional Committee. And it was by the said Charter also provided that in the Constitution to be proposed by the Provisional Committee an Elective Council should be substituted for the Provisional Committee as the Governing Body of the Corporation, but that the first Members of that Council should be named in the proposed Constitution, and that all or any Members of the Provisional Committee might be proposed as the first Members of the Council.

AND WHEREAS the Hall was opened on the 29th day of March, 1871.

AND WHEREAS at a General Meeting of the Corporation summoned by advertisement in the manner in the said Charter prescribed, and held on the 25th day of March, 1872, the Provisional Committee proposed to the Corporation the Form of Constitution hereinafter set forth, and such Form of Constitution was accepted by the Corporation, subject to the approval of Her Majesty, and such acceptance was, in conformity with the said Charter, certified by a Resolution passed by a majority of Members of the Corporation present, personally or by proxy, at such meeting.

NOW THEREFORE the said Corporation do by this present writing, sealed with their Common Seal, declare that the Form of Constitution hereinafter set forth (which said Form of Constitution is intended to be by them humbly submitted for the approval of Her Majesty, and is subject to such approval) contains the provisions which they deem expedient for the Government of the Corporation and the Management of the Hall, and the regulation of all matters whatsoever relating thereto, and is, and shall be the Constitution of the Corporation. That is to say—

THE COUNCIL.

Constitution
of the Council.

1. The government of the Corporation, and the direction of its concerns, shall be entrusted to a Council, consisting of the President for the time being of the Corporation as an ex-officio member, and of eighteen ordinary Members.

First President
of the
Corporation.

2. The first President of the Corporation shall be His Royal Highness the Prince of Wales, K.G., and no person shall be eligible to the office of President unless he is a member of the Corporation.

First Members
of the Council.

3. The first ordinary Members of the Council shall be His Royal Highness the Duke of Edinburgh, K.G.; The Earl Granville, K.G.; The Earl Faversham; The Right Honourable Lord Clarence Edward Paget, K.C.B.; Major-General Sir Thomas Myddelton Biddulph, K.C.B.; Mr. Thomas Baring, M.P.; Mr. Edgar Alfred Bowring, C.B., M.P.; Mr. Edward Lyall Brandreth; Mr. Henry Cole, C.B.; Mr. Warren Delarue, F.R.S.; Captain John Frecheville Dykes Donnelly, R.E. (Secretary); Mr. John Fowler; Mr. Charles James Freake; Mr. John Hawkshaw, F.R.S. (Treasurer); Mr. Henry Arthur Hunt, C.B.; Dr. Lyon Playfair, C.B., M.P.; Mr. Henry Cadogan Rothery; and Major-General Henry Young Darracott Scott, C.B.

4. Any individual member of the Corporation holding one or more seats and any member or director or other officer of any corporation or society holding not less than five seats in the Hall shall be eligible as a member of the Council; provided that not more than two members, directors or officers of any such corporation or society shall be eligible, as such, to be members of the Council at any one time.

SCH. 2
—cont.

Who eligible
to Council.

5. The President shall be elected by resolution at the Annual General Meeting, and shall hold his office for a year, but shall be re-eligible.

Election of
President.

No person other than a retiring President shall, unless recommended by the Council, be eligible for election as President at any General Meeting unless, not less than seven, nor more than twenty-one days before the date of the meeting, there shall have been left at the office of the Corporation notice in writing, signed by not less than ten Members duly qualified to attend and vote at the meeting for which such notice is given, of their intention to propose such person for election and also notice in writing signed by such person of his willingness to be elected.

The President shall in each year appoint four of the ordinary Members of the Council to be Vice-Presidents for that year, and may fill up any vacancy arising in such office during the course of the year.

If any vacancy occurs in the office of President before the expiration of his term of office, the Council shall, as soon as possible, summon a General Meeting of the Corporation for the purpose of filling up such vacancy.

6. At the Annual General Meeting to be held in the year 1873, six of the original ordinary Members of the Council shall retire from office; at the Annual General Meeting to be held in the year 1874, six other of the original ordinary Members of the Council shall retire from office; and at the Annual General Meeting to be held in the year 1875, the remaining six original ordinary Members shall retire from office.

Election of the
Council.

The Council shall determine among themselves which of their number shall be those to retire at the Annual General Meetings to be held in the years 1873 and 1874. At every subsequent Annual General Meeting the six ordinary Members of the Council who have been longest in office shall retire. Retiring ordinary Members of the Council shall be re-eligible at the meeting at which they retire, or at any subsequent meeting.

The Corporation at the General Meeting at which any Members of the Council retire in manner aforesaid shall fill up the vacated offices by electing by resolution a like number of persons.

The notice of the Annual General Meeting shall specify the names of the ordinary Members of the Council retiring at that meeting.

No person other than a Member of the Council retiring at the meeting shall, unless recommended by the Council, be eligible for election as a Member of the Council at any Annual General Meeting unless, not less than seven, nor more than twenty-one days before

SCH. 2
—cont.

the date appointed for the meeting, there shall have been left at the office of the Corporation notice in writing, signed by three Members duly qualified to attend and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

If at any meeting at which an election of Members of the Council ought to take place, no such election is made by reason of a quorum not being present or otherwise, the meeting shall stand adjourned to such day, not being later than the fourteenth day from the day of adjournment, as the Council may appoint; and if at such adjourned meeting no election takes place, the former Members of the Council shall continue to act until new Members are appointed in the following year or years.

Resignation
of Members of
Council.

7. Any Member of the Council may resign his office by giving written notice to the Secretary of his desire to do so, and his resignation shall date from the time in that behalf specified in such notice; or, if no such time is specified, from the date of the notice.

Power for
Council to fill
up casual
vacancies.

8. Any casual vacancy occurring in the Council by reason of the death or resignation of any of the ordinary Members shall be filled up by the Council. Any Member appointed to fill any such vacancy shall, for the purpose of retirement from office, and for all other purposes, be deemed to occupy the position of the person to whose place he has been appointed.

Power to
remove
Members of
Council.

9. The Corporation in General Meeting may, by a Resolution passed by a majority of two-thirds of the votes recorded at the meeting, remove any Member of the Council before the expiration of his period of office, and may, by an ordinary Resolution, appoint another person in his stead. The person so appointed shall hold office during such time only as the Member of the Council in whose place he is appointed would have held the same if he had not been removed.

Offices to be
Honorary.

10. The offices of President and Member of the Council shall be honorary.

POWERS OF THE COUNCIL.

General
powers of the
Council.

11. The Council may exercise all such powers of the Corporation as are not by the said Charter or by this Constitution required to be exercised by the Corporation in General Meeting, subject nevertheless to the provisions of the said Charter and of this Constitution, and to such regulations (not being inconsistent with the said Charter and Constitution) as may be prescribed by the Corporation in General Meeting; but no regulation made by the Corporation in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been passed.

In particular the Council shall have power to do all or any of the following things, that is to say:—

- (1) They may furnish and decorate the Hall in such manner and with such works of scientific and artistic interest as they think fit, within the limits of the funds at the disposal of the Corporation.

SCH. 2
—cont.

- (2) They may, subject to the rights reserved to the Members of the Corporation, let the use of the Hall for a limited period, either wholly or partially, exclusively, or reserving certain rights of entry to any persons for any purposes for which the Corporation might themselves use the Hall. They may also appropriate, for a limited period, any buildings connected with the Hall, and which may not for the time being be required for the purposes thereof, to the use of any society or societies established for purposes similar to those for which the Corporation are themselves established, and upon such terms as the Council may think expedient.
- (3) They may, subject to the provisions of the Charter, undertake such musical or other performances, lectures, or other entertainments, on account of and at the risk of the Corporation, and may make such regulations for the admission of the public by payment, and enter into such engagements and generally take such steps for carrying out their undertakings as they think fit.
- (4) They may sell or let the boxes or seats in the Hall which remain at the disposal of the Corporation, either for the full remainder of the period of nine hundred and ninety-nine years for which the Hall is held by the Corporation, or for any less period, on such terms as they think fit.
- (5) They may from time to time appoint a General Manager and all such other salaried officers, clerks, servants, and persons as may be necessary for transacting the business of the Corporation; may determine their number, duties and salaries, and may remove such persons whenever they think fit.
- (6) They may from time to time make, revoke, and alter bye-laws for regulating the mode of nominating and proposing Members of the Council, the conduct of business at meetings of the Corporation, the use of the Hall, and such other matters whether of the same character or not as the foregoing, as they may deem expedient to be regulated by bye-laws. Any bye-laws so made shall be valid until the next ensuing General Meeting, at which Meeting they shall be submitted for the approval of the Corporation.

12. The continuing Members of the Council may act, notwithstanding any vacancy in their number.

Continuing
Members of
Council may
act.

PROCEEDINGS OF THE COUNCIL.

13. The Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit, with this qualification, that no business shall be transacted at any meeting of the Council unless at least five Members be present.

Meetings of
Council.

The President, Secretary, or any three Members of the Council, may at any time call a meeting of the Council.

- SCH. 2
—cont.
- Chairman. 14. The President, or, in case of his absence, the senior Vice-President present, or, if there be no Vice-President present, some other Member of the Council, to be elected by the meeting, shall be the Chairman at all meetings of the Council.
- Votes. 15. The decision of the majority of Members voting at a meeting of the Council on any question shall be considered as the decision of the meeting on that question, and the Chairman shall be entitled to vote, and in case of an equality of votes, to give a casting vote.
- Minutes. 16. Notes of the proceedings of every meeting of the Council shall be taken by the Secretary or Assistant Secretary, and minutes thereof shall afterwards be copied fairly into a Minute-book to be kept for that purpose. The first business at every meeting of the Council shall be to read the minutes of the last previous meeting, and the Chairman shall sign the same.
- Committees. 17. The Council may delegate any of their powers to committees consisting of such Member or Members of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Council.
- A committee may elect a Chairman of their meetings; if no such Chairman is elected, or if he is not present at the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of such meeting.
- A committee may meet and adjourn as they think proper; questions arising at any meeting shall be determined by a majority of votes of the Members present, and in case of an equality of votes the Chairman shall have a second or casting vote.
- Proceedings of Council not to be invalidated by irregularity in election. 18. All acts done by any meeting of the Council, or of a committee of the Council, or by any person acting as a Member of the Council, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Member of the Council or person acting as aforesaid, or that he was disqualified, be as valid as if every such person had been duly appointed and was qualified to be such Member.
- Clause 19 of the Constitution of the Royal Albert Hall altered at General Meeting, 13th July, 1875, and Confirmed by Royal Warrant, 17th November, 1875.*
- TREASURER.
- Treasurer. 19. A Treasurer of the Corporation shall be elected by the Corporation yearly at the Annual General Meeting from amongst the Members for the time being of the Council. His office shall be honorary, and he shall on vacating his office be re-eligible.
- GENERAL MEETINGS.
- The Annual General Meeting. 20. The Corporation shall in each year on or before the 31st July hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as

such in the notices calling it. The Annual General Meeting shall be held at such time and place as the Council shall appoint. At this meeting the Council shall present and cause to be read a Report of their proceedings, and of the general concerns of the Corporation during the preceding year; vacancies in the Council shall be filled up, and any other business relating to the affairs of the Corporation may be transacted.

SCH. 2
—cont.

For the purposes of this Constitution, the expression “a year”, and words having reference to a year, shall mean the interval between the Annual General Meetings held in two successive years, whether such interval be or be not in fact greater or less than a year.

Notice of the time and place of the Annual General Meeting shall be given twenty-one clear days at least before holding a meeting.

21. The Council may, whenever they think fit, and they shall upon a requisition in writing signed by not less than twenty Members of the Corporation, call a Special General Meeting for the purpose of taking into consideration special matters relating to the business of the Corporation.

Special General Meetings.

Every such requisition shall express the object of the meeting proposed to be called, and shall be left at the Offices of the Corporation, addressed to the Secretary.

Upon receipt of such requisition, it shall be the duty of the Council to call a Special General Meeting, to be held within twenty-one days thereafter.

Notice of the time of holding a Special General Meeting, and a general description of the business to be transacted thereat, shall be given fourteen clear days at least before the meeting.

21A. Notice of every general meeting shall be given in any manner hereinafter authorised to—

Notice of General Meetings.

(a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Corporation an address within the United Kingdom for the giving of notices to them;

(b) every person upon whom the ownership of a seat devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the auditor or auditors for the time being of the Corporation.

No other person shall be entitled to receive notices of general meetings.

22. No business shall be transacted at any General Meeting, except the reading of the Annual Report presented by the Council, unless a quorum of Members is present at the commencement of such business, and such quorum shall consist of not fewer than ten Members present in person.

Proceedings at General Meetings.

SCH. 2
—cont.

If, within one hour from the time appointed for the meeting, a quorum of Members is not present, the meeting, if convened upon the requisition of the Members, shall be dissolved; in any other case it shall stand adjourned to such day, not being later than the fourteenth day from the day of adjournment, as the Chairman of the Council may appoint; and if at such adjourned meeting a quorum of Members is not present, it shall be adjourned *sine die*.

The President of the Corporation, or, in case of his absence, the senior Vice-President present, or, if there be no Vice-President present, some person chosen by the meeting shall preside as Chairman at every General Meeting of the Corporation.

The Chairman of any meeting at which a quorum is present may regulate the proceedings of the meeting and may, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll (before or on the declaration of the result of the show of hands) is demanded—

- (a) by the chairman; or
- (b) by at least five members present in person or by proxy; or
- (c) by any member or members present in person or by proxy holding not less than twenty seats in the Hall.

Unless a poll be so demanded, a declaration by the chairman that the resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Corporation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

Except as hereinafter provided, if a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

In the case of an equality of votes whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

A poll demanded on the election of a chairman or on the question of adjournment shall be taken forthwith.

A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

A poll may be taken by means of postal voting papers, and shall be a poll of all members who at the time of the despatch of such papers shall be entitled to receive notice of a general meeting of the Corporation. The form and contents of the voting papers, the arrangements for the despatch and return thereof, for the counting of votes and for the custody of the voting papers and all other matters relating to the conduct of the poll shall be as may be prescribed by byelaws made pursuant to clause 11 (General powers of the Council) of this Constitution.

SCH. 2
—cont.

VOTES OF MEMBERS.

23. Every Member shall have one vote for every seat of which he is registered as holder. Number of
Votes.

24. In the case of two or more persons registered as joint holders of a seat or seats, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of Members. Joint
Seatholders.

25. On a poll, other than a poll taken by means of postal voting papers, votes may be given either personally or by proxy. Vote, how
given.

26.—(1) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Corporation. Proxies, form
of.

(2) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Corporation, not less than forty-eight hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll (other than a poll taken by means of postal voting papers), not less than forty-eight hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

(3) An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:—

“ I/We
of
in the county of , being a member/members
of the Corporation of the Hall of Arts and Sciences, hereby
appoint
of
or failing him,
of
as my/our proxy to vote for me/us on my/our behalf at the
[annual or special, as the case may be] general meeting of the
Corporation, to be held on the day of , 19 ,
and at any adjournment thereof.

Signed this day of , 19 ”.

SCH. 2
—cont.

(4) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:—

“ I/We _____ ,
of _____ ,
in the county of _____ , being a member/members
of the Corporation of the Hall of Arts and Sciences, hereby
appoint _____ ,
of _____ ,
or failing him, _____ ,
of _____ ,
as my/our proxy to vote for me/us on my/our behalf at the
[annual or special, as the case may be] general meeting of the
Corporation, to be held on the _____ day of _____ , 19 _____ ,
and at any adjournment thereof.

Signed this _____ day of _____ , 19 _____ .

This form is to be used _____ *in favour of
against the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired.”

(5) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

(6) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the seat in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Corporation at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

(7) Any corporation which is a member of the Corporation may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Corporation and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Corporation.

ACCOUNTS.

Council to
keep Accounts.

27. The Council shall cause true accounts to be kept of the property of the Corporation, of the sums of money received and expended by the Corporation, of the matters in respect of which such receipt and expenditure take place, and of the assets and liabilities of the Corporation.

Annual
Statement of
Accounts.

28. The Council shall lay before the Corporation at the Annual General Meeting a statement of the income and expenditure for the past year.

A balance-sheet shall be made out in every year, and laid before the Corporation at the Annual General Meeting, and such balance-sheet shall contain a summary of the property and liabilities of the Corporation, arranged under convenient heads.

SCH. 2
—cont.

A copy of every balance-sheet and of every statement of income and expenditure which is to be laid before the Corporation at the Annual General Meeting shall not less than fourteen days before the date of the meeting be sent to every member: Provided that this clause shall not require a copy of the balance-sheet or the statement of income and expenditure to be sent to any person of whose address the Corporation is not aware or to more than one of the joint holders of any seat.

29. An auditor or auditors shall be elected by the Corporation at the Annual General Meeting in each year to act for the ensuing year. The Auditors shall not be Members of the Council, but may be Members of the Corporation; and in the case of any Auditor dying, resigning, or becoming incapable of performing his duties during the course of the year, the Council shall have power to appoint another in his place. Retiring Auditors shall be re-eligible.

Appointment
of Auditors.

The auditor shall be an accountant or firm of accountants:

Provided that no person shall be qualified to audit the accounts unless he is a member or, in the case of a firm, all the partners therein are members, of one or more of the following bodies:—

The Institute of Chartered Accountants in England and Wales;

The Institute of Chartered Accountants of Scotland;

The Association of Certified and Corporate Accountants;

The Institute of Chartered Accountants in Ireland;

Any other body of accountants established in the United Kingdom and for the time being recognised for the purposes of paragraph (a) of subsection (1) of section 161 of the Companies Act, 1948, by the Board of Trade.

1948 c. 38.

30. Once at the least in every year the accounts of the Corporation shall be examined by the Auditors. The Auditors shall be supplied with a copy of the balance-sheet, and of the statement of income and expenditure, and it shall be their duty to examine the same, with the accounts and vouchers relating thereto. The Auditors shall have a list delivered to them of all books kept by the Corporation, and shall at all reasonable times have access to the books and accounts of the Corporation.

Audit of
Accounts.

The Auditors shall make a report to the members on the accounts examined by them, and on every balance-sheet and every statement of income and expenditure laid before the Corporation at the Annual General Meeting during their tenure of office.

The Auditor's report shall be laid before the Corporation at the Annual General Meeting and shall be open to inspection by any member.

SCH. 2
—cont.

The report shall state whether the balance-sheet and statement of income and expenditure are properly drawn up in accordance with the requirements of this Constitution, and whether, in the opinion of the Auditors, they give a true and fair view—

- (a) in the case of the balance-sheet, of the state of the Corporation's affairs as at the end of its financial year; and
- (b) in the case of the statement of income and expenditure, of the income and expenditure of the Corporation for its financial year.

Books of
Account.

31. The books of account of the Corporation shall be kept at the offices of the Corporation.

NOTICES.

Service of
notices.

32. A notice may be given by the Corporation to any member either personally or by sending it by post to him to his registered address or, if he has no registered address within the United Kingdom, to the address, if any, within the United Kingdom supplied by him to the Corporation for the giving of notice to him. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted.

Notice of
joint
seatholders.

33. A notice may be given by the Corporation to the joint holders of any seat by giving the notice to the joint holder first named in the register of members in respect of the seat.

Notice to
personal
representatives,
etc.

33A. A notice may be given by the Corporation to the persons entitled to a seat in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within the United Kingdom supplied for the purpose by the persons claiming to be so entitled, or, until such address has been so supplied, by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

GENERAL.

Constitution
supplemental
to Charter.

35. This Constitution shall be deemed to be supplemental to, and not in derogation of, the Charter of the Corporation; and such Charter shall remain in full force, and this Constitution may be altered in manner provided by the said Charter.

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CHAPTER x

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