



THE DRAFT ROYAL CHARTER OF INCORPORATION

Chartered Institute of Brewers and Distillers

PREAMBLE

CHARLES THE THIRD by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories King, Head of the Commonwealth, Defender of the Faith.

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS the incorporated organisation commonly known as the Institute of Brewing and Distilling (hereinafter referred to as 'the former Company') petitioned Us for a Charter of Incorporation,

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

NOW THEREFORE KNOW YE that We by virtue of Our Royal Prerogative in that behalf and of all others powers enabling Us so to do of Our Especial grace, certain knowledge, and mere motion do hereby for Us Our Heirs and Successors will grant, direct, appoint and declare as follows:

Chartered Institute of Brewers and Distillers

1. The persons now members of the former Company and all such persons who may hereafter become members of the body corporate hereby constituted and their successors shall forever hereafter (so long as they shall continue to be such members) be by virtue of these Presents one body corporate by the name of the **Chartered Institute of Brewers and Distillers** (hereinafter referred to as 'the Company') and by the same name shall and may sue and be sued in all Our Courts of law, 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 Arms and Crest granted and assigned unto The Institute of Brewing by Letters Patent under the hands and Seals of Garter, Clarenceux and Norroy Kings of Arms bearing the date 10th day of March 1931 shall be transferred unto the Company on the date on which this Our Charter shall take effect, and We do hereby give and grant unto the Company Our Royal Licence and Authority that it may thenceforth bear and use the said Armorial Bearings according to the Laws of Arms, the said transfer being first recorded in our College of Arms, otherwise this Our Licence and Permission to be void and of none effect.

OBJECTS

3. The objects for which the Company is hereby constituted are to advance education in the sciences of brewing, fermentation and distillation to the benefit of the public or a section thereof.



POWERS

4. And the Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:

(i) To encourage the maintenance of scholarship and scientific integrity in all matters of interest to the Company.

(ii) To arrange or assist others in arranging for meetings, educational courses, lectures, and other occasions for the interest of the members of the Company and for the general public.

(iii) To establish, manage, publish, promote, organise, finance and encourage the study, writing, production and distribution gratuitously or otherwise of books, periodicals and other publications, or other documents, educational courses and lectures or materials reproduced on electronic media in print or electronic form.

(iv) To establish, manage, promote, organise, finance, equip and maintain libraries and laboratories.

(v) To promote, commission, foster, undertake and publish research into any area of the objects and to disseminate and exchange the results of any such research.

(vi) To promote the formation of organisations, whether charitable or not, and whether jointly or singly, for the purpose of any of the objects of the Company and to assist such organisations as necessary in the fulfilment of their objects.

(vii) To make provision for scholarships, lectureships, bursaries, prizes and grants.

(viii) To create, and undertake the management of, any trusts, funds, or endowments and any scholarships and exhibitions for the furtherance of the objects of the Company.

(ix) To support, including affiliation with any institutions or persons having objects, charitable or otherwise, similar to those of the Company and to acquire or merge with any other charity.

(x) To make suitable arrangements for undertaking the work of the Company and for organising meetings of the Company.

(xi) To employ such staff, who shall not be trustees of the Company, as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of salaries, pensions and any other benefits to them.

(xii) To raise funds and to invite or receive contributions from any person whatsoever by way of subscription, donation, and otherwise than through permanent trading unless undertaken through a subsidiary incorporated company.

(xiii) To invest the monies of the Company, not immediately required, in or upon such investments or other property or other assets as the trustees may think fit.

(xiv) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal estate.



(xv) To erect, maintain, improve, or alter any buildings in which the Company for the time being has an interest.

(xvi) To sell, let, mortgage, dispose of or turn to account all or any of the assets of the Company.

(xvii) To borrow or raise money on such terms and on such security as may be thought fit.

(xviii) To create such Bylaws subject to the approval of the Privy Council as the trustees of the Company may consider necessary for the good administration of the Company. The first such Bylaws are attached to this Charter as the Schedule.

(xix) To arrange insurance cover of every kind in respect of the Company, its property and assets, its employees, Officers, volunteers or members as required and to provide indemnity insurance for the trustees and staff acting in good faith in accordance with and subject to the conditions under current legislation.

(xx) To enter into contracts to provide services to or on behalf of other bodies.

(xxi) To act as trustee of any trust.

(xxii) To petition Our Government or other public persons or bodies in respect of any matter affecting the objects of the Company.

(xxiii) To develop, organise and conduct examinations and award qualifications, certificates and diplomas, to apply for authorisations or recognition under relevant statutory regulatory schemes and to establish and maintain a register of chartered practitioners.

(xxiv) To do all such other lawful things as are incidental to the attainment or furtherance of the said objects.

Provided that:

(a) the Company's objects shall not extend to the representation of the interests of members with regard to their conditions of employment, and

(b) nothing herein shall prevent any payment in good faith by the Company:-

(i) of reasonable and proper remuneration to any member, Officer or employee of the Company (not being a trustee of the Company) for any agreed services rendered to the Company other than service as a trustee;

(ii) to any member, Officer, employee or trustee of reasonable out-of-pocket expenses;

(c) the Company shall exercise its powers and influence always with regard to safeguarding the environment.



MATTERS RELATED TO PROPERTY

5.

(i) The Company, or any person on its behalf, may acquire for the purposes of the Company any lands tenements or hereditaments or any interest therein; and hold the same in perpetuity or otherwise and from time-to-time grant demise alienate or otherwise dispose of the same or any part thereof.

(ii) Any person and any body corporate may assure in perpetuity, or otherwise, or demise or devise to, or for the benefit of, the Company any lands, tenements, or hereditaments whatsoever, or any interest therein, within Our United Kingdom of Great Britain and Northern Ireland.

(iii) The Company may also accept the transfer of the assets, rights and liabilities of the former Company (including any contractual rights and liabilities, property and monies held on behalf of, or in trust for, the former Company by any person or body corporate or unincorporate) and on such terms as the Company and the former Company may agree and exercised in the best interests of the parties, subject to the agreement of the Charity Commission.

(iv) In the investment of monies belonging to, or held by, the Company, the Company shall seek such advice as it may see fit and shall take into account any law relating to charitable or other investment applicable at the time of such investment. Subject as aforesaid no liability shall attach to any Officer, employee or member of the Company in respect of any loss or depreciation of any investment so made as aforesaid and any investment may be varied from time to time at the discretion of the Company.

(v) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(vi) The income and property of the Company 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 members of the Company and no trustee shall be appointed to any Office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or in kind from the Company.

CHARTER CHANGES

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

BYLAW CHANGES



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

SURRENDER OF CHARTER

8. The members, by a Special Resolution passed at any General Meeting by not less than two-thirds of the members present and voting, may 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 Company in such manner as shall be determined by such resolution or, in default of such direction, as Our Courts of law shall think expedient having due regard to the liabilities of the Company for the time being, and if, on the winding up or dissolution of the Company, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members or any of them but shall, subject to any special trusts affecting the same, be given and transferred to some association having objects similar to the objects of the Company which shall prohibit the distribution of its income or property amongst its members to an extent at least as great as is imposed on the Company by this Our Charter, such association to be determined by the members at or before the time of dissolution.

CONCLUSION

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

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

WITNESS Ourselves at Westminster the [] day of [] in the [] year of Our Reign

BY WARRANT UNDER THE KING'S SIGN MANUAL