

# **Landscape Institute Royal Charter**

**The Landscape Institute Royal Charter was granted in 1997 and revised in 2008**

At the Court of Saint James's

THE 26th DAY OF JUNE 1997

PRESENT

THE COUNSELLORS OF STATE  
IN COUNCIL

WHEREAS Her Majesty, in pursuance of the Regency Acts 1937 to 1953, was pleased, by Letters Patent dated the 18th day of June 1997, to delegate to the six Counsellors of State therein named or any two or more of them full power and authority during the period of Her Majesty's absence from the United Kingdom to summon and hold on Her Majesty's behalf Her Privy Council and to signify thereat Her Majesty's approval for anything for which Her Majesty's approval in Council is required:

AND 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 25th day of June 1997, in the words following, viz:-

"YOUR MAJESTY having been pleased, by Your Order of the 15th days of May 1996, to refer unto this Committee the humble Petition of the Landscape Institute 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."

NOW, THEREFORE, His Royal Highness The Prince Charles, Prince of Wales and His Royal Highness The Prince Andrew, Duke of York, being authorised thereto by the said Letters Patent, have taken into consideration the said Draft Charter and do hereby, by and with the advice of Her Majesty's Privy Council, on her Majesty's behalf, approve thereof and order, and it is hereby ordered, that the Right Honourable Jack Straw to 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.H. Nicholls*

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 WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS by an Humble Petition Alan Tate, Richard Burden, Timothy Gale, Sarah Reynolds and Mary O'Connor as the Honorary Officers of and on behalf of the unincorporated body known as The Landscape Institute have petitioned Us for a Charter of Incorporation such as is in and by these Presents granted:

AND WHEREAS We are minded to comply with the prayer of such Petition:

NOW, THEREFORE, KNOW YE that We, having taken the said Petition into Our Royal consideration, of Our especial grace, certain knowledge and mere motion have granted and declared, and by these Presents for Us Our Heirs and Successors, are graciously pleased to grant and declare as follows:

1. The persons who are now members of the said Institute known as The Landscape Institute (hereinafter called “the Former Institute”) and all such persons as may hereafter become members of the Body Corporate hereby constituted pursuant to or by virtue of the powers granted by these Presents, 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 and Politic by the name of “The Landscape Institute” (hereinafter called “the Institute”) 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 property and monies of the Former Institute (including any property or monies held by the Former Institute as Trustees or by Trustees on behalf of the Former Institute) shall from the date of these Presents become and be deemed to be the property and monies of the Institute and as soon as may be shall be formally transferred to the Institute.
3. The income and property of the Institute shall be applied solely towards the promotion of the objects of the Institute as hereinafter defined. The Institute shall not carry on any trade or business or engage in any transaction with a view to the pecuniary gain or profit of the members thereof.
4. The Institute Members shall not have any personal claim on any property of the Institute and no portion of the income or property of the Institute shall be paid or transferred directly or indirectly by way of profit to any person who at any time is or has been an Institute Member, provided that nothing herein contained shall prevent payment of the Allowed Payments specified in clause 9.
5. (1) The objects and purposes for which the Institute is hereby constituted are to protect, conserve and enhance the natural and built environment for the benefit of the public by promoting the arts and sciences of Landscape Architecture (as such expression is hereinafter defined) and its several applications and for that purpose to foster and encourage the dissemination of knowledge relating to Landscape Architecture and the promotion of research and education therein, and in particular to establish, uphold and advance the standards of education, qualification, competence and conduct of those who practice Landscape Architecture as a profession, and to determine standards and criteria for education, training and experience.
- (2) In this Our Charter words and expressions shall have the meanings set out in clause 1 of the By-laws save where the context otherwise requires and “Landscape Architecture” shall mean all aspects of the science, planning, design, implementation and management of landscapes and their environment in urban and rural areas and the assessment, conservation, development, creation and sustainability of landscapes with a view to promoting landscapes which are aesthetically pleasing, functional and ecologically and biologically healthy and which when required are able to accommodate the built environment in all its forms, and without prejudice to the generality of the foregoing shall include:
  - a. the application of intellectual and analytical skills to the assessment and evaluation of the landscape and its character and the resolution of existing and potential conflicts through the organisation of landscape elements, space and activities based on sound principles of ecology, horticulture, design, planning, construction and management;
  - b. The planning and design of all types of outdoor and enclosed —spaces;
  - c. The determination of policies and planning for existing and future landscapes;

- d. The appraisal and harmonious integration of development and the built environment into landscapes;
  - e. The conservation, modification and continuing management of the landscapes of town and countryside and sustaining their characteristic features and habitats;
  - f. The promotion of a greater knowledge and understanding of materials and technology to enhance the appreciation of and resolution of practical landscape issues and problems; and
  - g. The promotion of a better understanding of the principles and purposes of natural, biological and physical systems affecting or relating to the landscape.
- (3) In furtherance of its objects and not otherwise the Institute shall, subject to this Our Charter and the By-Laws, have power to do any act or thing and to administer the affairs and deal with the assets of the Institute in all respects without any restrictions whatsoever, and in particular (but without limitation):
- (a) to buy, take on lease, sell, lease, share or otherwise dispose of, hire, charge or mortgage or acquire property of any sort;
  - (b) to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;
  - (c) to employ and pay any employees, officers, servants and professional or other advisers;
  - (d) to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade but not by means of Taxable Trading;
  - (e) to give or receive any guarantee or indemnity;
  - (f) to promote or undertake study or research and disseminate the results of such research;
  - (g) to produce, print and publish anything in any media;
  - (h) to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind;
  - (i) to promote and advertise the Institute's activities;
  - (j) to invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves;

- (k) to undertake any charitable trust;
- (l) to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- (m) to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Institute or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;
- (n) to establish, support, federate with or join or amalgamate with any charitable companies, institutions, societies or associations;
- (o) to transfer to or to purchase or otherwise acquire from any of the charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;
- (p) to open and operate banking accounts and other banking facilities;
- (q) to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees;
- (r) to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;
- (s) to insure any risks arising from the Institute's activities;
- (t) to provide Indemnity Insurance to cover liability of the Trustees:
  - (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Institute;
  - (ii) to make contributions to the assets of the Institute in accordance with the provisions of section 214 of the Insolvency Act 1986.

Any such insurance in the case of (t)(i) shall not extend to:

- (i) any liability resulting from conduct which the Trustees knew, or must be assumed to have known was not in the best interests of the Institute, or which the Trustees did not care whether it was in the best interests of the Institute or not;

- (ii) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Trustees;
- (iii) any liability to pay a fine.

Any insurance in the case of (t)(ii) shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is his knowledge prior to the insolvent liquidation of the Institute (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Institute would avoid going into insolvent liquidation;

- (u) to make such ex gratia payments as are considered reasonable and fair with the consent of the Charity Commission;
- (v) to pay all the expenses and costs of establishing the Institute;
- (w) to delegate upon such terms and at such reasonable remuneration as the Institute may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that :-

- (i) the Managers are properly authorised to carry on investment business;
- (ii) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Institute;
- (iii) the Managers are under a duty to report promptly to the Institute any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them;
- (iv) the Institute is entitled at any time to review, alter or terminate the delegation or the terms thereof;
- (v) the Institute is bound to review the arrangements for delegation at intervals but so that any failure by the Institute to undertake such reviews shall not invalidate the delegation;
- (x) to permit any investments belonging to the Institute to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Institute and to pay any such nominee reasonable and proper remuneration for acting as such;

(y) to do anything else within the law which helps promote the Objects.

6. There shall be a Council of the Institute (hereinafter called "the Council") consisting of such number of members with such qualifications and to be elected or constituted as such members of Council in such manner and to hold office for such period and on such terms as to re-election and otherwise as the By-Laws or Regulations for the time being of the Institute shall direct. The business of the Council shall be conducted in such manner as the Council may from time to time prescribe.

The Council shall:

6.1 advise the Board on any issues on which it is concerned or on which the Board asks it to advise connected with the Institute;

6.2 generally meet not less than three times a year; and

6.3 form an Appointments and Selection Committee of its members and such other persons as it thinks fit to nominate for the Council's approval those to be appointed as members of the Board.

7. The government and control of the Institute, its property and affairs shall be vested in a Board of Trustees (hereinafter called the "Board") subject to the provisions of these Presents and to the By-Laws and Regulations of the Institute. The business of the Board shall be conducted in such manner as the Board may from time to time prescribe. The Board shall consist of such number of persons with such qualifications to be elected or constituted as such members of the Board in such manner and to hold office for such period and on such terms as to re-election or otherwise as the By-Laws and Regulations for the time being of the Institute shall direct.

8. No Trustee may be appointed to any office of the Institute paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Institute except as shown below under "Allowed Payments" Provided this shall not prevent a member of the Institute receiving any benefit as a beneficiary.

9. Allowed Payments

9.1 The Institute may pay:-

(a) Reasonable and proper payment to any officer, servant, employee, professional or other adviser of the Institute who is not a Trustee for any services to the Institute.

(b) Reasonable and proper remuneration to a Trustee for services actually rendered to the Institute including the usual professional charges for services provided or business done by a Trustee engaged in a profession, or by any partner of his or her firm instructed by the Institute to act in a professional capacity on its behalf, PROVIDED THAT:-

(i) the number of Trustees so remunerated shall not exceed a minority of the

Board of Trustees;

- (ii) no resolution to approve such remuneration to a Trustee shall be effective unless it is passed at a meeting of the Board of Trustees where there is present a quorum;
  - (iii) the other Trustees are satisfied that his engagement, or that of his or her firm, is both necessary and expedient in the interests of the Institute and, where applicable, is entered into having complied with the Institute's financial standing orders; and
  - (iv) such Trustee shall not vote on any resolutions relating to his or her engagement by the Institute.
- (c) Reasonable interest on the money lent by any Institute Member or any Trustee. The annual rate of interest must not be more than two per cent below the base rate of one of the major clearing banks in the United Kingdom.
  - (d) Reasonable out-of-pocket expenses to any Trustee or Institute Member.
  - (e) Reasonable and proper payment to a company of which a Trustee or Institute Member holds not more than a hundredth of the capital.
  - (f) Reasonable and proper rent of premises demised or let by any Institute Member or Trustee.
  - (g) To the extent permitted by law, reasonable and proper premiums in respect of any insurance policy taken out pursuant to 5.3(s) and/or 5.3(t) above.
  - (h) Any payment to a Trustee under the indemnity provisions in the By-Laws.
  - (i) In exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no Institute Member or Trustee shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give any remuneration or a benefit to that Institute Member or Trustee other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the Trustees.

PROVIDED further that nothing shall prevent a Trustee receiving benefits as a beneficiary.

10. The first members of the Council shall be the persons who at the effective date of this Our Charter are the members of the Council of the Former Institute, who shall hold office until a new

Council is elected or constituted in accordance with the By-Laws following the date of this Our Charter.

11. The Institute shall have a President and Vice-President and such other Honorary Officers with such functions, tenure and terms of offices as the By-Laws for the time being of the Institute may prescribe.
12. The Institute shall consist of (i) Corporate Members, which ~~term~~ shall include Fellows ~~and~~, Chartered Members and such other categories of Institute Members as may be specified in the By-Laws and Regulations, and (ii) Non-Corporate Members, who shall be divided into such grades as the By-Laws of the Institute shall from time to time prescribe.
13. The qualifications, method and terms of admission, privileges and obligations including liability to expulsion or suspension of Corporate Members and of Non-Corporate Members, and the descriptions and designatory letters they may use, shall be such as the By-Laws for the time being of the Institute shall prescribe.
14. The Board shall alone have power to decide conclusively respecting each person proposed for or seeking admission to any grade of membership or seeking transfer from one grade of membership to another of the Institute whether or not such conditions as are applicable have been fulfilled.
15. The Institute may by resolution passed at a general meeting of the Institute by not less than two-thirds of the Corporate Members voting thereon in person or by proxy in accordance with the procedures prescribed by the By-Laws from time to time make such By-Laws as shall seem requisite and convenient for the regulation, government and advantage of the Institute, its members and property and for the furtherance of the objects and purposes of the Institute in like manner revoke, amend or add to any By-Law or By-Laws theretofore made so that the same shall not be repugnant to this Our Charter provided that no such By-Law revocation, amendment or addition shall take effect until the same has been 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.
16. The By-Laws set forth in the Schedule hereto shall be the By-Laws of the Institute until the same be revoked, amended or added to in manner hereinbefore provided.
17. The By-Laws may direct that any matter which pursuant to this Our Charter might be prescribed or regulated in the By-Laws may be further prescribed or regulated by Regulations made, added to, amended or revoked by the Board; provided that any such further prescription or regulation shall not be repugnant to the provisions of this Our Charter or the By-Laws.
18. The Institute may by resolution passed at a general meeting of the Institute by not less than two-thirds of the Corporate Members voting thereon in person or by proxy in accordance with the procedures prescribed by the By-Laws revoke, amend or add to any provision of this Our Charter or any Supplemental Charter granted to the Institute and any such revocation, amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter and any such Supplemental Charter shall thenceforward continue and operate as though it or they had been originally granted and made accordingly.
19. The Institute may enter into agreements for the purpose of amalgamating with any kindred society provided that any such amalgamation is approved by a resolution passed by not less than two-thirds of the Corporate Members voting thereon in person or by proxy in accordance with the procedures prescribed by the By-Laws and thereafter the members of such kindred society shall subject to such conditions as the agreement may prescribe be members of the

Institute. No agreement entered into under this Article shall take effect until it shall have been submitted to and allowed by the Lords of Our Most Honourable Privy Council of which allowance a certificate under the hand of the Clerk of Our said Council shall be conclusive evidence.

20. The Institute may by resolution passed by not less than two-thirds of the Corporate Members voting thereon in person or by proxy in accordance with the procedures prescribed by the By-Laws surrender this Our Charter and any Supplemental Charter granted to the Institute and wind up the affairs of the Institute provided that no such resolution shall take effect unless and until We Our Heirs or Successors in Council shall think fit to accept such a surrender on such terms or conditions and subject to such modifications (if any) as We or They shall think fit. If upon the winding-up or dissolution of the Institute there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Institute or any of them, but shall, subject to any special trusts affecting the same, be given and transferred to some association or associations having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Institute under or by virtue of this Our Charter, such association or associations to be determined by the Council at or before the time of dissolution, and if and in so far as effect cannot be given to such provisions, then to some charitable object.

21.- Nothing in this Charter shall authorise the application of the property of the Institute for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

22. And we do hereby for Us Our Heirs and Successors grant and declare that these Our letters good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken, constructed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of the Institute any misrecital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

2223. The provisions of this Our Charter shall come into effect on the 9 day of July 2008

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

Witness Ourself at Westminster the  
day of  
in the Year of Our Reign

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL