

**CONFORMED VERSION OF THE CONSTITUTION OF THE FOUNDATION  
CALLED SIR JOHN SOANE'S MUSEUM<sup>1</sup>**

**THE FOUNDATION**

1. This Scheme relates to the Foundation called Sir John Soane's Museum (hereinafter referred to as "the Foundation"), now regulated by Sir John Soane's Museum Act 1833(a) (hereinafter referred to as "the said Act").

**SUBSTITUTION AND TITLE**

2. The provisions of this Scheme are hereby substituted for the provisions of the said Act and accordingly the Foundation and its endowment, including the particulars specified in the Schedule to this Scheme, shall henceforth be administered in conformity with the provisions of this Scheme under the name of SIR JOHN SOANE'S MUSEUM.

**TRUSTEES**

3. (1) There shall be a body of Trustees of the Foundation (in this Scheme called "the Trustees") which (subject as provided in clause 13 below) shall, when complete, consist of a minimum of NINE and a maximum of FOURTEEN persons, that is to say:-

A minimum of FOUR and a maximum of NINE Ordinary Trustees; and FIVE Representative Trustees, to be appointed:-

One by the Lord Mayor and Aldermen of the City of London;  
One by the President and Council of the Royal Academy of Arts;  
One by the President and Council of the Royal Society;  
One by the President and Council of the Society of Antiquaries; and  
One by the Council of the Society for the encouragement of Arts, Manufactures and Commerce (commonly called "The Royal Society of Arts").

- (2) A Representative Trustee need not be a member of the body by which he or she was appointed.
- (3) An appointing body may request in writing that the Trustees select and appoint a Representative Trustee on its behalf either on a single occasion or until further written notice. On each occasion that a Representative Trustee is so appointed, the Trustees shall notify the relevant appointing body of the appointment and provide it with the details of the Representative Trustee.

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<sup>1</sup> Set out in the Scheme appended to the Charities (Sir John Soane's Museum) Order 1969 (SI 1969/468) as amended by Schemes dated 24 May 1996 and 11 November 2003, Paragraph 7 of the Government Resources and Accounts Act 2000 (Audit of Public Bodies) Order 2003 (SI 2003/1326) and resolutions of the Trustees dated 17 October 2011 and 2 July 2012.

- (4) Subject as hereinafter provided, every Representative Trustee shall be appointed for a term of office of five years at a meeting convened and held according to the ordinary practice of the appointing body or, in the case of appointments made by the Trustees, in accordance with the procedure set out in clause 3(5).
- (5) Every Ordinary Trustee shall be appointed by a resolution passed at a duly constituted meeting of the Trustees for a term of five years.
- (6) The constitution of the Trustees as specified in this clause may, on the application of the Foundation, be altered from time to time by an Order of the Secretary of State for Digital Culture, Media and Sport (hereinafter called "the Secretary of State").

#### FIRST LIFE TRUSTEES

4. The following persons were the first Life Trustees under this Scheme:-

William Graham Holford, Baron Holford of Kemp Town, P.P.R.I.B.A., of Flat 4, 20 Eccleston Square, London, S.W.1;

Cyril John, the Rt. Hon. Viscount Radcliffe, P.C., C.B.E., of 5 Campden Hill Gate, London, W.8;

Hugh Denis Charles Fitzroy, Earl of Euston, M.A., F.S.A., of Northleys, Much Hadham, Hertfordshire; and

Sir Trenchard Cox, C.B.E., M.A., D.Litt., of 33 Queen's Gate Gardens, London, S.W.7.

#### LIFE TRUSTEES

5. Where a person is a Trustee by virtue of their appointment as a Life Trustee (an historical category of trusteeship which is not open to new Trustees) that person shall be deemed to be an Ordinary Trustee whose term of office commenced on 1<sup>st</sup> January 2021.

#### DECLARATION BY TRUSTEES

6. No person shall be entitled to act as a Trustee, whether on a first or on any subsequent entry into office, until he or she has signed a declaration of acceptance, of eligibility to serve and of willingness to act in the trusts of this Scheme.

#### TRUSTEES NOT TO BE PERSONALLY INTERESTED IN THE FOUNDATION

7. Except in special circumstances, with the approval in writing of the Secretary of State, no Trustee shall take or hold any interest in any property belonging to the Foundation, otherwise than as a trustee for the purposes thereof, or receive any remuneration, or be interested in the supply of work or goods, at the cost of the Foundation.

#### DETERMINATION OF TRUSTEESHIP

8. Any Trustee shall automatically cease to be a Trustee if he or she:
  - (i) is disqualified under the Charities Act 2011 from acting as a charity trustee;
  - (ii) is incapable, whether mentally or physically, of managing his or her own affairs and the Trustees resolve that his or her office be vacated;
  - (iii) is absent from all meetings of the Trustees during any period of twelve months , subject to a resolution passed at a duly constituted meeting of the Trustees;
  - (iv) communicates in writing to the Trustees a wish to resign; or
  - (v) is removed for gross misconduct or any other reason by a resolution passed at a duly constituted meeting of the Trustees after the other Trustees have invited the views of the Trustee concerned and considered the matter in light of any such views.

#### VACANCIES

9.
  - (1) Every vacancy in the office of Representative Trustee shall as soon as possible be notified to the proper appointing body.
  - (2) Any competent Trustee may be reappointed for a second term of five years and shall cease to be a trustee on the expiry of his or her second term subject as provided in clause 9(3).
  - (3) A Trustee shall not serve more than two full terms consecutively but shall be eligible for subsequent entry into office provided that a period of at least 12 months has passed since he or she ceased to be a Trustee.

#### MEETINGS OF TRUSTEES

10. The Trustees shall hold at least two ordinary meetings in each year and a special meeting may at any time be summoned by the Chair of the Trustees or by any two Trustees upon fourteen clear days' notice being given to the other Trustees of the matters to be discussed.

#### QUORUM AND VOTING

11. (1) There shall be a quorum when five Trustees are present at a meeting and every matter shall be determined by the majority of the Trustees present and voting on the question.
- (2) In case of equality of votes the Chair of the meeting shall have a second or casting vote.

#### CHAIR

12. The Trustees shall elect one of the Trustees to be Chair of the Foundation. The Chair shall hold office for five years from the date of his or her election unless he or she ceases to be a Trustee prior to the end of his or her term of office provided always that the Chair may be removed from office by resolution of a majority of the Trustees. If the Chair is absent from any meeting of the Trustees either the Lead Non-Executive (being the Trustee designated as such for the time being by resolution of a majority of the Trustees and whose role shall be defined by the Trustees) or the senior Trustee by date of election present shall preside thereat.

#### GENERAL POWERS OF THE TRUSTEES

13. (1) Within the limits prescribed by this Scheme the Trustees shall have power to make, alter and revoke rules for the management of the Foundation and to regulate their procedure.
- (2) The proceedings of the Trustees shall not be invalidated by any vacancy in trusteeship or by any defect in the appointment or qualification of any Trustee.

#### COMMITTEES AND SUB-COMMITTEES

14. The Trustees may appoint such committees and sub-committees as they think fit consisting either wholly or partly of persons who are Trustees and may delegate to such committees or sub-committees, with or without restrictions or conditions, such of their functions under this Scheme as they shall from time to time determine.

#### TRUST OBJECTS

15. (1) The object of the Foundation shall be the provision and maintenance at Numbers 12, 13 and 14, Lincoln's Inn Fields in Greater London of a public Museum, Library and Art Gallery, (hereinafter referred to as "the Museum") and of such ancillary facilities including, without prejudice to the generality of the foregoing, the provision of facilities for education, including lectures, meetings and classes, as the Trustees may from time to time think fit.
- (2) The books, manuscripts, prints, drawings, pictures, models, works of art and other objects belonging to the Foundation at the date of this Scheme and all other objects of the like kind which the Trustees may from time to time acquire for the purposes of the Foundation shall be held upon trust to be used for the general purposes of the Museum.

#### MANAGEMENT

16. (1) The Trustees shall have the general management and control of the Museum and may, subject as hereinafter provided, take such action as they deem expedient with a view to the better exhibition therein of the objects from time to time belonging to the Foundation or any of them, including the removal of objects exhibited at the date of this Scheme in Number 13 Lincoln's Inn Fields for exhibition in Number 12 or Number 14 Lincoln's Inn Fields:

Provided that in taking any action under this clause the Trustees shall have regard to the principle that Number 13 Lincoln's Inn Fields shall be maintained as nearly as circumstances will admit in the state and condition in which it was at the date of the death of the founder, Sir John Soane, in January 1837.

- (2) The Trustees may in their absolute discretion temporarily withdraw from exhibition objects for the time being belonging to the Foundation.

#### DIRECTOR

17. The Trustees shall appoint and pay a Director of the Museum, who shall be a person approved for the purpose by the Royal Academy of Arts. The Director shall be responsible to the Trustees for the efficient conduct and working of the Museum. The appointment of the Director shall be for such period and subject to such terms and conditions as the Trustees shall think fit.

#### OTHER STAFF

18. The Trustees shall, in consultation with the Director, appoint an Inspectress ("Inspector" in the alternative) and such other staff as appear to them to be necessary to ensure the efficient conduct and working of the Museum. Appointments shall in all cases be for such periods and subject to such terms and conditions as the Trustees shall think fit.

#### EXISTING APPOINTMENTS

19. The persons employed as Director and Inspectress at the date of this Scheme shall continue to hold those offices subject to the terms and conditions of their respective appointments.

#### PENSION FUND

20. The Trustees may contribute, or agree to contribute, in respect of such members of the paid staff of the Museum as they may determine, towards yearly or other payments for securing on behalf of such staff a pension or capital sum after their employment for the purposes of the Foundation has ceased.

#### APPLICATION OF INCOME

21. After payment of any expenses of administration the net income of the Foundation shall be applied by the Trustees towards the maintenance, upkeep and improvement of the Museum and the facilities provided by it and towards the furtherance of the powers and duties of the Trustees as set out in this Scheme or any of them.

#### ADDITIONAL FUNDS

22. The Trustees may receive any additional funds including subscriptions, grants or donations for the general purposes of the Foundation or for any special objects connected therewith. Such additional funds may be received on conditions which allow or require them to be applied as income or require their investment with a view to the application of the resulting income. The Trustees shall apply any sums received from public funds for the general or special purposes of the Foundation as any conditions subject to which such sums are made available may require.

#### VESTING

23. The Trustees and all other persons capable of being bound by this Scheme shall, unless the Secretary of State otherwise in writing directs, do all such acts as may be necessary in order to vest in and transfer to the Official Custodian for Charities all freehold and leasehold lands and hereditaments and all stocks, shares, funds and securities at any time belonging to the Foundation.

#### MANAGEMENT OF PROPERTY

24. The Trustees may let and otherwise manage any property of the Foundation not occupied for the purposes thereof according to the general law applicable to the management of property by Trustees of charitable foundations.

#### ACCOUNTS AND AUDIT

25. The accounts of the Foundation in respect of accounting years ending on or before 25<sup>th</sup> March 2003 and all books and other documents relating thereto shall be submitted yearly to audit by an auditor, which expression includes a firm of auditors, who publicly carries on the business of an accountant and who shall be a member of one of the bodies named or referred to in Section 8(3) of the Charities Act 1960.
- 25A. The accounts of the Foundation in respect of each accounting year ending on or after 25<sup>th</sup> March 2004 and all books and other documents relating thereto shall be submitted as soon as reasonably practicable after the end of the accounting year to which they relate to the Comptroller and Auditor General of the National Audit Office for audit.

#### INTERPRETATION

26. The Interpretation Act 1889 shall apply for the interpretation of this Scheme as it applies for the interpretation of an Act of Parliament.

#### DATE OF SCHEME

27. The date of this Scheme shall be the date of the coming into operation of the Order to which it is appended.

#### POWER TO FORM COMPANIES

28. With the consent of the Secretary of State and subject to any conditions he may impose, the Trustees may form or take part in forming one or more bodies corporate which, or each of which, has as its main object or objects one or more of the following:
- (1) the production and publication of books, films or other informative material relating to art, craft or design;
  - (2) the commissioning of works of art, craft or design;
  - (3) the production of replicas or reproductions of works of art, craft or design, or souvenirs;
  - (4) the sale of informative material relating to art, craft or design, of works of art, craft or design, of replicas or reproductions of such works, or of souvenirs;
  - (5) the provision of catering or car parking or other services or facilities for the public at any premises occupied or managed by the Trustees; and
  - (6) any other object or objects incidental to the Trustees' functions.

The Trustees may hold interests in any such body, exercise rights conferred by the holding of interests in it, and provide financial or other assistance to or in respect of it, in so far as such activities are charitable including assistance by way of guarantee of its obligations.

#### POWER OF AMENDMENT

29. (1) Subject to the provisions of this clause, the Trustees may amend the provisions of the governing document.
- (2) Any amendment must be made by a resolution passed at a meeting of the Trustees of which not less than 21 days' notice has been given. The notice of the meeting must include notice of the resolution, setting out the terms of the amendment proposed.
- (3) The Trustees must not vary any amendment which would:
- (a) vary this clause;
  - (b) vary the definitions clause;
  - (c) vary the Foundation's purposes (including the purposes for which any property of the Foundation is required to be used in specie);
  - (d) confer a power to dissolve the Foundation;

- (e) enable them to spend permanent endowment of the Foundation.
- (4) The Trustees must obtain the prior written approval of the Commissioners before making any amendment which would:
- (a) affect the composition of the Trustees or the terms on which they hold office;
  - (b) vary clause 7 of the governing document (Trustees not to be personally interested in the Foundation);
  - (c) vary the name of the Foundation;
  - (d) vary the Trustees' powers of investment.
- (5) The Trustees must:
- (a) promptly send to the Commissioners a copy of any amendment made under this clause; and
  - (b) keep a copy of any such amendment with the governing document and this Scheme.

#### GENERAL PROVISIONS

30. The Commissioners may decide any question put to them concerning:
- (1) the interpretation of this Scheme; or
  - (2) the propriety or validity of anything done or intended to be done under it.



## SCHEDULE

Please note that this Schedule is as at the creation of this 1969 Charities Order. The Foundation no longer holds any of the investments listed here.

Description	Extent or Amount	In Whom Vested	Gross Yearly Income £ s. d.
Site and premises situate at Numbers 12 and 13 Lincoln's Inn Fields, London, W.C.2	6,400 square feet	The Trustees	---
The Soane Collection		do.	---
3 per cent. Savings Bonds 1960/1970	£2,333 17s. 11d.	do.	70 0 4
£3 10s. 0d. per cent. War Stock	£13,456 0s. 0d.	do.	470 19 2
10s. Ordinary Shares Distillers Company Limited	672 shares	do.	36 19 2
10s. Ordinary Stock Units Ranks, Hovis, McDougall Limited	420 units	do.	35 14 0
5s. Ordinary Shares Dickinson Robinson Group Limited	562 shares	do.	37 4 8
7 <sup>3</sup> / <sub>4</sub> per cent. Unsecured Loan Stock 1986/1991 Dickinson Robinson Group	£234 0s. 0d.	do.	18 2 8
5s. Ordinary Shares Delta Metal Company	1,050 shares	do.	42 0 0
5s. "A" Deferred Ordinary Stock Units British Electric Traction Company Limited	250 units	do.	48 8 9
5s. Ordinary Shares Allied Breweries Limited	1,500 shares	do.	60 0 0

£1 Ordinary Stock Units Imperial Chemical Industries Limited	450 units	do.	56 5 0
Drawings, Manuscripts, Prints, Drawings, Pictures, Models, Works of Art, and all other objects belonging to the Foundation	Various	do.	— — —

This Schedule is made up to 16<sup>th</sup> November 1968.

The investments with which Sir John Soane endowed the Foundation, the remnants of which were held by the Foundation at 16<sup>th</sup> November 1968 are no longer held by the Foundation – they were liquidated and the funds expended on emergency building works prior to 2005.