

THE WORSHIPFUL COMPANY

OF

CHARTERED SECRETARIES AND ADMINISTRATORS

ROYAL CHARTER

Incorporating

ORDINANCES

AND

STANDING ORDERS

**Granted by Her Majesty Queen Elizabeth the Second in the Fifty
Seventh year of Her Reign and effective from the Twenty-fourth
day of July in the Year Two Thousand and Eight**

CHARTER

ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories, Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS a humble Petition has been presented unto Us by the Master and Wardens of the association formed in the year of our Lord One thousand nine hundred and seventy seven under Letters Patent issued by the Lord Mayor of London as a Livery Company of the City of London and known as "The Worshipful Company of Chartered Secretaries and Administrators" (hereinafter called "the former Company") praying that We might be pleased to grant to it a Charter of Incorporation for the object of promoting and supporting good governance and the highest standards of administration in the private public and not-for-profit sectors and the better discharge of responsibilities under such regulations and with such powers as to Us might appear meet and expedient:

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

NOW THEREFORE KNOW YE that We by virtue of Our Prerogative Royal and of Our especial grace certain knowledge and mere motion have granted and declared and by these Presents do for Us Our Heirs and Successors grant and declare as follows:

1. (a) The persons who are now the members of the former Company and all such persons as may hereafter become members of the Body Corporate hereby constituted shall forever hereafter be one Body Corporate and Politic by the name of "The Worshipful Company of Chartered Secretaries and Administrators" (hereinafter referred to as "The Worshipful Company") and by that 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

(b) The Arms Crest Supporters and Badge granted and assigned unto the Master Wardens and Court of Assistants of the former Company of the City of London by Letters Patent under the hand and Seal of Garter King of Arms bearing date 6 May 1980 shall be transferred to the said Worshipful Company on the date on which this Our Charter shall take effect and We do hereby give and grant unto the Worshipful Company our Royal Licence and Authority that it may thenceforth bear and use the said Armorial Ensigns 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

2. In this Our Charter and in the Ordinances unless the context otherwise requires the following words shall have the following meanings:-

"the Court" shall mean the Governing Body of the Worshipful Company;

"the Ordinances" means the Ordinances set out in the Schedule hereto or the other Ordinances for the time being in force;

"the Members" mean the Freemen and Liverymen of the Worshipful Company for the time being as defined in the Ordinances;

"the Institute" means the Institute of Chartered Secretaries and Administrators;

"Special Resolution" means a Resolution passed by not less than two-thirds of the members of the Court present and voting at a meeting of the Court and a Resolution passed by not less than two-thirds of the Liverymen present and voting at a General Meeting of the Liverymen of the Worshipful Company of which not less than twenty-eight days notice shall have been given to those entitled to such notice specifying the substance of the Resolution and the intention to propose it as a Special Resolution

3. The objects and intention of the Worshipful Company shall be:

(a) To promote and support the development and advancement of the art of communication and the practice of administration to the highest professional standards in all areas of corporate governance for the benefit of the public and to afford means of professional and social intercourse and the exchange of information between members of the Institute and between the Worshipful Company and Societies and other professional and educational establishments whose objects and aims are compatible with those of the Worshipful Company and who give support in furtherance of the said objects and intention but not in any way in limitation thereof;

(b) To create and accumulate invest and manage funds for the benefit of members of the Worshipful Company and to apply the same for the purposes of advancement of the interests of the Worshipful Company and its members the relief of active and retired members suffering hardship and in distress and other necessitous persons engaged or having been engaged in the profession of Chartered Secretary and Administrator and the spouses widows widowers children orphans and others depending on them and to accept moneys securities or trusts for the purposes aforesaid and for charitable objects in general;

(c) To aid and assist the Institute and other Societies connected with the Worshipful Company being benevolent social or otherwise and to promote support and encourage standards of excellence integrity and honourable practice in the profession of Chartered Secretary and Administrator by the promotion of high educational standards and the award of scholarships exhibitions prizes and research in connection therewith or elsewhere in industry and commerce generally;

(d) To further interest within the Worshipful Company in the history traditions and customs of the City of London and to support the Lord Mayor Aldermen and Corporation and all worthy objects of Livery within the City of London;

(e) To establish and maintain an historical archive of the Worshipful Company

4. The income and property of the Worshipful 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 the members of the Worshipful Company

Provided that nothing herein shall prevent any payment in good faith by the Worshipful Company

- (a) of reasonable and proper remuneration to any member officer or servant of the Worshipful Company for any services rendered to the Worshipful Company;
- (b) of interest on money lent by any member of the Worshipful Company or of the Court at a rate per annum not exceeding the Clearing Banks Base Rate for the time being;
- (c) of reasonable and proper rent for premises demised or let by any member of the Worshipful Company or of the Court;
- (d) of fees remuneration or other benefit in money or money's worth to any company of which a member of the Court of the Worshipful Company may also be a member holding not more than one hundredth part of the capital; and
- (e) to any member of the Court or of its Committees of out-of-pocket expenses

5. In furtherance of its objects the Worshipful Company shall subject to this Our Charter and the Ordinances have the following powers:

- (a) To serve the public interest by acting in an advisory or representative capacity in all matters concerned with the objects set out in Article 3;
- (b) To procure that the Worshipful Company be registered and recognised in any part of the world;
- (c) To make arrangements for the carrying on of the work of the Worshipful Company and for such purpose to engage and provide in whole or in part for the salaries pensions and superannuation for officers servants and employees and former officers servants and employees of the Worshipful Company and their widows widowers and dependants;
- (d) So far as the law from time to time allows to purchase take on lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges in any part of the world necessary or convenient for the promotion of the objects of the Worshipful Company and to construct maintain and alter any buildings or erections necessary convenient or fitted for the work of the Worshipful Company;
- (e) To sell let mortgage dispose or turn to account all or any of the property or assets of the Worshipful Company;
- (f) To administer the affairs and property of the Worshipful Company in all respects without any restrictions whatsoever and in the same manner as an individual may manage his own affairs and property and in particular
 - (i) to take over and acquire all the property and assets of the former Company and to assume the obligations of the former Company and to do all such acts and things as may be incidental thereto;
 - (ii) to demand and receive fines fees subscriptions and other charges;

- (iii) to seek and receive donations and legacies;
 - (iv) to borrow moneys whether on the security of any or all of the property of the Worshipful Company or without security;
 - (v) to invest the funds of the Worshipful Company not immediately required for its purposes in such manner as may be prescribed by the Ordinances; and
 - (vi) to accept obligations and liabilities
- (g) To undertake and execute and administer in any manner that may be prescribed by the Ordinances any charitable trust which may be lawfully undertaken by the Worshipful Company and may further its objects;
 - (h) To establish and support or aid in the establishment and support of any association or institution having objects similar to those of the Worshipful Company and to subscribe or guarantee money for purposes being purposes calculated to further its objects;
 - (i) To give guarantees to Building Societies Friendly Societies Insurance Companies Housing Associations and any similar bodies whether in pursuance of continuing arrangements or not and generally to provide such assistance in connection with the housing of employees of the Worshipful Company as the Worshipful Company shall deem fit;
 - (j) To enter into and to give effect to agreements or arrangements of any kind with or to any institutions or societies whose objects are not repugnant to those of this Our Charter or with the respective members of such institution or society whereby
 - (i) activities may be carried out in co-operation;
 - (ii) any such institution may be or become recognised for any purpose by the Worshipful Company;
 - (iii) any such institution may be or become incorporated in federated or affiliated to or amalgamated or associated with the Worshipful Company Provided that no such incorporation federation affiliation amalgamation or association shall take place without the agreement of the Court of Mayor and Aldermen of the City of London and the consent of the Lords of Our Most Honourable Privy Council of which consent a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence and in the case of an amalgamation without the sanction of a Special Resolution in that behalf;
 - (k) To do such other acts and things (including the promotion of a Bill or Bills in Parliament) whether incidental to the powers aforesaid or not as may be requisite in order to further the objects aforesaid of the Worshipful Company or any of them

6. The Ordinances shall regulate the admission of members of the Worshipful Company and the period or periods of such membership and the terms and conditions subject to which such membership shall be held and such Ordinances shall apply as well to the first members of the Worshipful Company as to those admitted hereafter and the Ordinances may prescribe such division of the membership into grades or classes as shall to the Worshipful Company seem proper and such division shall likewise be binding upon the first members of the Worshipful Company as well as upon members admitted hereafter

7. There shall be a Master and not less than two nor more than three Wardens of the Worshipful Company with such functions tenure and terms of office as the Ordinances shall prescribe and such other officers and servants as the Court may from time to time appoint The first Master and Wardens shall be the persons holding the said offices in the former Company at the date of this Our Charter They and their successors shall hold their respective offices in such manner as shall from time to time be prescribed by or in accordance with the Ordinances

8. There shall be a Court of the Worshipful Company consisting of the Master and Wardens and of such number of members of the Worshipful Company with such qualifications and to be appointed in such manner and to hold office for such period and on such terms generally as may be prescribed by or in accordance with the Ordinances

9. Subject to the provisions of this Our Charter and of the Ordinances of the Worshipful Company the government and control of the Worshipful Company and its affairs shall be vested in the Court The business of the Court shall be conducted in such manner as may be prescribed by or in accordance with the Ordinances

10. (a) The Ordinances may subject to the provisions of this Our Charter govern such matters as the Worshipful Company may deem fit and meet with respect to or for the governance of the Worshipful Company and the promotion of the objects of this Our Charter

(b) The Ordinances set out in the Schedule hereto shall be the first Ordinances of the Worshipful Company

11. The Liverymen of the Worshipful Company in General Meeting may at any time amend or add to this Our Charter by engaging in the procedure for a Special Resolution as prescribed in this Our Charter but no amendment or addition shall become effectual until allowed (i) by the consent of the Court of Mayor and Aldermen of the City of London and (ii) by the consent of Us Our Heirs or Successors in Council of which consent a Certificate under the hand of the Clerk of Our said Council shall be conclusive evidence so that this Our Charter shall thenceforward continue and operate as amended or added to

12. The Court of the Worshipful Company may at any time amend repeal or add to the Ordinances for the time being in force by engaging in the procedure for a Special Resolution as prescribed in this Our Charter but no amendment repeal or addition so made shall have effect until approved (i) by the Court of Mayor and Aldermen of the City of London and (ii) 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

13. The Ordinances may direct that any matter which pursuant to this Our Charter might be prescribed or regulated in the Ordinances may be further prescribed or regulated by Standing Orders provided that any such further prescription or regulation shall not be repugnant to the provisions of this Our Charter or the Ordinances Standing Orders may be added to repealed and varied in like manner to that in which they were respectively made

14. Standing Orders shall be made amended or repealed by Special Resolution of the Court of the Worshipful Company as provided in the respective Ordinances which authorise the making thereof Standing Orders which shall be made by Special Resolution shall be known as "Standing Orders"

15. (a) In any case of conflict the provisions of this Our Charter shall prevail over those of the Ordinances and Standing Orders and the provisions of the Ordinances shall prevail over those of the Standing Orders

(b) Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourably to the Worshipful Company and the promotion of the objects of this Our Charter

16. The Liverymen of the Worshipful Company may by Special Resolution determine to surrender this Our Charter subject to the sanction of Us Our Heirs or Successors in Council and upon such terms as We or They may consider fit and wind up or otherwise deal with the affairs of the Worshipful Company in such manner as shall be determined by such Special Resolution or in default of such direction as the Court shall think expedient having due regard to the liabilities of the Worshipful Company for the time being and if on the winding up or the dissolution of the Worshipful 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 or associations having objects similar to the objects of the Worshipful Company which shall prohibit the distribution of its or their income or property amongst its or their members to an extent at least as great as is imposed on the Worshipful Company by this Our Charter such association or associations to be determined by the Court of the Worshipful Company at or before the time of dissolution

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

WITNESS OURSELF at Westminster the Twenty-fourth day of July in the Fifty-seventh year of Our Reign

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

Suma Chakrabarti - Permanent Secretary - Ministry of Justice

ORDINANCES

THE SCHEDULE
ORDINANCES
OF
THE WORSHIPFUL COMPANY OF CHARTERED
SECRETARIES AND ADMINISTRATORS

1. ADMISSION TO FREEDOM AND LIVERY

- 1.01 The Freedom of the Company shall be obtainable by Patrimony Servitude or Redemption
- 1.02 To qualify for admission to the Freedom of the Company by way of Redemption a person shall either
- (a) be a Chartered Secretary and Administrator that is to say a person registered as an Associate or Fellow (or any re-enactment thereof) of the Institute of Chartered Secretaries and Administrators or
 - (b) be a person not being a member of the Institute who has shown exceptional affinity with and a commitment to the Company and the profession being in each case a person who in the opinion of the Court is a fit and proper person worthy of admission to the Freedom of the Company
- 1.03 When it shall happen that the son or daughter of a Freeman of the Company and of the City of London born after such Freeman shall have obtained the Freedom of the City shall have arrived at the age of being an adult person of not less than 21 years and such person is qualified as a Chartered Secretary and Administrator and is registered as prescribed in Ordinance 1.02(a) and is desirous of taking up the Freedom of the Company and of the City of London the Court shall admit the said person to the Freedom of the Company and present the said person to the Chamber of London to be made a Freeman by Patrimony and such Freedom so obtained shall be and be deemed to be Freedom by Patrimony according to the Custom of London Any such Freeman shall be liable to pay such dues as the Court shall from time to time decide
- 1.04 When it shall happen that a person is apprenticed to a Chartered Secretary and Administrator being a Freeman of the Company and of the City of London the Company shall cause a record of the Indenture of such apprentice to be entered in the books of the Company and the Master of such apprentice shall cause the Indenture to be entered in the Books of the Chamber of London to the intent that such apprentice having served the term of his or her apprenticeship and being desirous of taking up the Freedom of the Company and of the City of London shall on proof of faithful service and having qualified as a Chartered Secretary and Administrator and having been registered as prescribed in Ordinance 1.02(a) be admitted to the Freedom of the Company and be presented to the Chamber of London to be made a Freeman of the City of London and any such Freedom so obtained shall be deemed to be Freedom by Servitude according to the Custom of London Any such Freeman shall be liable to pay such dues as the Court shall from time to time decide

1.05 Subject to such Orders as may hereafter be made by the Court of Mayor and Aldermen the Court of the Company may call nominate choose elect and admit into the Livery of the Company such and so many persons being Freemen of the City of London and of the Company as it shall think meet and able to be of the same Livery provided

- (i) the number of the Livery shall not exceed 300 persons
- (ii) the fine for admission to the Livery shall not be less than £150
- (iii) No person shall be admitted to the Livery unless that person first produces a copy of the Freedom for that person of the City of London

2. HONORARY MEMBERSHIP OF THE FREEDOM AND LIVERY

2.01 The Court may in its absolute discretion and if appropriate without requiring compliance with the qualification for admission by Patrimony Servitude or Redemption

A) Admit to the Freedom of the Company any person who holds or has held high office or rank in public military or civic office or in commerce

B) Admit to the Livery of the Company any person who has demonstrated particular association with the Company and is a person already Free of the City and a Liveryman of another Company

and such person shall be an Honorary Freeman or Honorary Liveryman as the case maybe without the customary declaration and without payment of admission fees or fines Such person shall however be subject to exclusion from membership should circumstances arise as are contemplated in the Ordinance next following

3. EXCLUSION FROM MEMBERSHIP

3.01 If the conduct or circumstances of a Freeman or Liveryman shall in the opinion of the Court or of any ten Liverymen of the Company (who shall certify the same in writing) be injurious to the character and interests of the Company the Court shall have the power to exclude the member from active participation in the affairs benefits and amenities of the Company either generally or for any specified period The powers given to the Court by this Ordinance shall only be exercised at a meeting of the Court in respect of which not less than fourteen days notice has been given to every member of the Court and to the member concerned of the intention to bring under consideration at that meeting the conduct of the member Before exercising any such power the member shall be given the opportunity and choice of being heard either by the Court itself or by a committee thereof

4. FINES FEES AND QUARTERAGE

4.01 Subject to any other governing provision in these Ordinances the Fines Fees and Quarterage shall be such sum as the Court shall from time to time determine Any change in the amount of the said Fees Fines or Quarterage shall be notified by the Clerk in writing to the Chamberlain of London

5. DECLARATIONS

- 5.01 The Master Wardens Assistants Liverymen and Freemen shall upon admission make and sign such declaration as shall from time to time be prescribed and approved by the Court

6. THE COURT

- 6.01 The affairs of the Company shall be managed in accordance with Our Charter and these Ordinances and Standing Orders by a Court which shall comprise a Master not less than two nor more than three Wardens and not less than ten nor more than twenty-four Assistants all being Freemen of the Company and of the City of London and Liverymen of the Company Without prejudice to Ordinance 8.02 of these Ordinances the Master of the Company shall on vacating the office of Master remain a member of the Court for a period of five years and thereafter the provisions of Ordinance 7 of these Ordinances shall apply
- 6.02 Any Liveryman of the Company will be eligible for election as an Assistant provided that the candidate is able to demonstrate a commitment to the Company and to the profession propensity for future office as Warden and Master and possession of a resource adequate to meet the financial demands of office and support of the Company and its charitable objects and further provided that the Liveryman has not (i) for any reason ceased to be registered as a member of the Institute or (ii) been disqualified from holding office under the due process of law or (iii) been convicted of a recordable offence unless there are special extenuating circumstances
- 6.03 Whenever a vacancy among Assistants is declared the Court in seeking to fill the vacancy shall comply with the procedure laid down in Standing Orders
- 6.04 An Assistant who for any reason ceases to be a Liveryman shall ipso facto cease to hold that office
- 6.05 An Assistant will be expected to attend all Court meetings and all meetings of a committee of which the Assistant is a member unless prevented by ill-health or other important business or social engagements and in the event of an Assistant being unable for reasons other than ill-health to attend two or more successive Court and/or committee meetings the Assistant may request leave of absence by written application to the Master whereupon the Master shall invoke the procedure laid down in Standing Orders
- 6.06 An Assistant may be removed from office if after admission the Assistant has failed for reasons other than temporary ill-health to attend two or more meetings of the Court in any period of twelve consecutive months without leave of absence from the Court or who has been guilty of conduct which in the opinion of the Court would be likely to discredit the good name of the Company In such cases the Master shall invoke the procedure laid down in Standing Orders
- 6.07 An aggrieved Assistant in any matter shall have the right to state a case in writing to the Master who may then consult the Master's Advisory Committee as to the appropriate response to be made

7. HONORARY ASSISTANTS

- 7.01 The following members of the Court shall be endowed with the distinction and title of Honorary Assistant:
- A) Past Masters of the Company upon expiry of a period of five years beginning on the First day of November immediately following completion of their year as Master.
 - B) An Assistant who for good reason is unable to fulfil the office of Assistant and at the Court's discretion accepts an invitation from the Master to become an Honorary Assistant
- 7.02 Save as provided below an Honorary Assistant howsoever appointed shall upon the expiry of a period of five years as an Honorary Assistant be required to resign from the Court but if on being required to resign an Honorary Assistant is invited by the Court in exercise of its discretion to continue in office the Honorary Assistant shall remain an active member of the Court for such period and for such purpose as the Court shall determine An Honorary Assistant may relinquish active membership of the Court voluntarily at any time

8. THE MASTER AND WARDENS

- 8.01 At an Election Court to be held each year and to be convened and conducted in accordance with these Ordinances and Standing Orders the election of the Master and Wardens for the ensuing year shall take place At an Installation Court to be held following the Election Court and convened and conducted in accordance with these Ordinances and Standing Orders and in the presence of the Livery should the Court so decide the Master and Wardens elected to office for the ensuing year shall take office by making the appropriate declaration and being invested with the collar and badge of office and they shall hold office until their successors in title take office at the Installation meeting in the year next following
- 8.02 A Master or Warden may be removed from office in circumstances similar to that applied to an Assistant and in accordance with the procedure laid down in these Ordinances and Standing Orders save that in the case of the Master the role attributed to the Master shall be carried out by a Past Master selected from among and by the Past Masters meeting together A Master or Warden who for any reason ceases to be a Liveryman shall ipso facto cease to hold the office of Master or Warden as the case maybe
- 8.03 In the event of a Master or any Warden dying resigning retiring or being removed while in office the Court shall have power to elect a replacement to hold office until the next following Installation meeting which election shall take place in accordance with the procedures laid down in these Ordinances and Standing Orders

9. ELECTION OF OFFICERS

- 9.01 At the Election Court each year and in accordance with the procedure laid down in Standing Orders the Court shall elect one fit and proper person to fill each of the appointments as follows:

The Clerk
The Treasurer
The Beadle
The Chaplain
The Auditor
Any other appointment as the Court shall in its discretion determine which may include an Assistant Clerk Archivist and an Almoner

- 9.02 With the exception of the Auditor and any officer appointed for a set period of time all other officers shall hold office from one Installation meeting to the next but at each Election Court they may offer themselves for re-election
- 9.03 An officer may be removed from office if the Court in exercise of its discretion is satisfied that the officer is no longer capable of carrying out the role held by the officer or if the officer has been guilty of conduct which in the opinion of the Court would be likely to discredit the good name of the Company Removal shall be by way of a procedure in manner similar to the removal of an Assistant save that in the case of an employee removal shall be in accordance with the due process of law and in the case of any other officer removal shall be by way of a simple majority of members present and voting at a meeting of the Court
- 9.04 In the event of an officer while in office dying resigning retiring or being removed from office the Court shall have power to elect a replacement to hold office until the next following Installation meeting

10. DUTIES OF MASTER WARDENS AND OFFICERS

- 10.01 The Master shall have the prime responsibility of upholding Our Charter Ordinances and Standing Orders and the proper governance of the Company and in doing so the Master shall preside at all Court meetings dinners and functions of the Company save in the event of an exigency when a Warden shall preside
- 10.02 The Wardens shall support the Master and assist the Master to the best of their ability and in such manner and in such role as the Master may propose and in particular by attendance at Court meetings dinners and functions of the Company unless prevented from doing so due to an exigency
- 10.03 The Clerk being the senior executive officer of the Company shall be responsible for the day-to-day and overall management of the Company the control of income and expenditure and the preparation of accounts the preparation for meetings and functions the provision of administrative services to the Master Court committees and the Livery and such other duties as the Court may from time to time determine or specify and in doing so the Clerk shall if appropriate be assisted by an Assistant Clerk performing duties as prescribed by the Court or the Clerk

- 10.04 The Treasurer shall be responsible for producing proper financial accounting records in compliance with all relevant law and regulations and financial data adequate to enable the Master Wardens Clerk and the Court to control the financial affairs of the Company in a spirit of good governance and solvency
- 10.05 The Beadle shall undertake duties customarily associated with the ceremonial of the Company and in particular shall attend upon the Master and Wardens at Court meetings dinners and functions of the Company
- 10.06 The Chaplain shall be responsible for the spiritual welfare of the members of the Company and shall provide opportunities for worship and counsel including arrangements in conjunction with the Master and Clerk for the Church Services of the Company
- 10.07 The Auditor shall carry out the normal duties expected of such office

11. COURT MEETINGS

- 11.01 The Court as the governing body of the Company shall meet not less often than four times in each calendar year of which one meeting shall be the Election Court and the meeting next following shall be the Installation Court The dates of the meetings and the proceedings shall be determined by regulations set out in Standing Orders which regulations shall make reference in particular to the length of notice to be given the quorum required and voting procedures

12. THE MASTER'S ADVISORY COMMITTEE

- 12.01 There shall be created and maintained a committee to give counsel and advice to the Master when required which committee shall comprise the Master Wardens and Past Masters The committee may regulate its proceedings as it thinks fit subject only to any regulations the Court may prescribe and which shall be laid down in Standing Orders

13. OTHER DELEGATED FUNCTIONS

- 13.01 Without prejudice to the appointment and role of officers as set forth in these Ordinances the Court may entrust to a person or body of persons tasks designed to assist the Court in the management of the affairs and for the benefit of the Company provided that such persons are all Liverymen of the Company
- 13.02 Such person or body of persons whether described as a committee or otherwise shall carry out the task entrusted by resolution of the Court and quoted in the record of the Court's proceedings The record shall prescribe the composition of the body if more than one person the remit and the parameters (if any) within which the task shall be carried out Persons appointed may collectively regulate their proceedings as they think fit subject only to any regulations the Court may prescribe and which shall be laid down in Standing Orders

- 13.03 Except as otherwise provided herein no person or body of persons whether described as a committee or otherwise shall have the power to disburse or receive any moneys belonging to the Company except by express sanction of the Court

14. ADVISERS/COUNSELLORS

- 14.01 For specific projects requiring the benefit of professional expertise the Court shall have the power to engage the services of an adviser or counsellor with specialist knowledge being a person partnership or corporate body to advise the Court or a committee on questions arising and to pay any reasonable fee arising therefrom

15. MANAGING TRUSTEES

- 15.01 The Court may from time to time appoint not less than four nor more than eight members of the Court as Managing Trustees and may in addition appoint a Trust Corporation which Managing Trustees and/or Trust Corporation shall have the custody of all documents of title and securities of the Company Upon any Trustee ceasing to be a member of the Court the member shall forthwith vacate office as a Managing Trustee

16. FINANCIAL AFFAIRS

- 16.01 The management of the financial affairs of the Company shall be exercised by the Master Wardens and Clerk and conducted in accordance with all relevant law and best practices more particularly delineated in Standing Orders

17. CHARITABLE ACTIVITIES

- 17.01 To engage in charitable works the Company shall establish and maintain one or more funds and such funds shall be administered by members of the Company appointed as Trustees pursuant to the power conferred by the respective Trust Deeds
- 17.02 The said funds shall be registered with the Charity Commission and HM Revenue and Customs and the Trust Deeds shall contain powers enabling the Trustees to administer the funds in accordance with the objects therein stated The Trustees shall whenever possible co-operate with the Court by observing any practice or procedure set out in Standing Orders

18. STANDING ORDERS

- 18.01 Standing Orders for the guidance of the Master Wardens and Court of Assistants shall be those made in accordance with the provisions of Our Charter which Standing Orders may be amended or repealed or added to by notice of motion sent to the Clerk in writing not less than twenty-eight days before a meeting of the Court which motion must be included in the summons convening that Court The motion shall not be declared carried unless it is passed by not less than two-thirds of the members of the Court present and voting at that Court meeting

19. ORDINANCES - AMENDMENT

19.01 These Ordinances may at any time be amended repealed or added to in the manner set forth in Our Charter

20. ORDINANCES - TO BE PREFERRED

20.01 In the event of conflict between the Ordinances and Standing Orders the Ordinances shall prevail

See also Standing Orders

STANDING ORDERS

THE WORSHIPFUL COMPANY OF CHARTERED SECRETARIES AND ADMINISTRATORS

STANDING ORDERS

(Made by Special Resolution of the Court at a meeting held on 24th July 2008)

S1 ADMISSION TO FREEDOM AND LIVERY

- S1.01 Any candidate for admission to the Freedom by way of Servitude or Redemption shall complete a proposal form giving particulars of the candidate including age profession or occupation and business and private addresses and such form incorporating consent to act if elected and an undertaking to support the activities of the Company and its charities and to pay such fines and quarterage as the Ordinances shall prescribe shall be submitted to the Clerk duly signed by the Proposer and Secunder one of whom must be a member of the Court
- S1.02 Unless otherwise directed by the Master each candidate will be required to attend a meeting of the Master's Advisory Committee who will consider the candidate on merit and if found worthy will recommend such candidate for the grant of the Freedom of the Company The deliberations of the Committee shall at all times be confidential and no reasons for the acceptance or rejection of any candidate will be given unless otherwise directed by the Court
- S1.03 After acceptance by the Master's Advisory Committee the full names of the candidate with particulars referred to in these Standing Orders will appear on the Agenda for the next meeting of the Court where the candidate must be proposed by the member of the Court who either proposed or seconded the candidate A Secunder in Court will not be required and voting on acceptance or rejection shall be in accordance with these Standing Orders
- S1.04 After approval by the Court and having paid the fine for admission to the Freedom the candidate shall be admitted at a ceremony at which the Master and Clerk and such other officers or members of the Court (if any) as the Master may direct are present when the candidate shall make the Declaration prescribed by the Court and sign the Roll Thereafter the candidate (if not already Free of the City) shall apply for the Freedom of the City of London.
- S1.05 Having been admitted to the Freedom of the City an applicant for admission into the Livery who has been called and elected by the Court in accordance with the provisions of the Ordinances shall pay the fine and be formally admitted into the Livery of the Company at a ceremony in Open Court by making the Declaration of a Liveryman prescribed by the Court and signing the Roll

S2. THE COURT OF ASSISTANTS

- S2.01 Within the parameters declared in the Ordinances and for the purpose of determining when a vacancy shall exist the Court shall from time to time consider and determine an optimum membership of the Court that it considers appropriate for the proper and efficient management of the affairs of the Company Such determination shall be duly recorded in the minutes of proceedings of the Court making the determination The presence of Honorary Assistants shall not be taken into account in determining optimum membership
- S2.02 For the purpose of recording data appropriate to the Master Wardens Assistants and Honorary Assistants the Clerk shall maintain a register so that the Clerk can amongst other things inform the Master when a vacancy arises in the Court of Assistants
- S2.03 The Master having been so informed shall when appropriate declare there is a vacancy and invite nominations from the Court meaning any member including the Master and Wardens Each nomination to be made in writing and signed by the Proposer shall be accompanied by a curriculum vitae of the candidate incorporating amongst other things evidence that the candidate complies with the criteria prescribed in the Ordinances and such further statement as may signify qualities of professionalism motivation leadership ability in public speaking and a personal presence possessed by the candidate

- S2.04 A candidate will not be accepted for nomination until the candidate has been interviewed by the Master or at the Master's discretion by a Warden or the Clerk and an understanding obtained from the candidate as to what membership of the Court means in terms of financial commitment and also what commitment is expected in terms of regular attendance at Court and committee meetings and support for the affairs and governance of the Company. If required by the Court the candidate shall also have served a period of apprenticeship as a member of a committee or other body providing support to the Court and Company.
- S2.05 Each nomination accompanied by a written statement from the candidate consenting to act if elected and undertaking to support the activities of the Company and its charities and to pay such fines as the Ordinances prescribe shall be submitted to the Master by a due date who shall then submit the nomination to the Master's Advisory Committee for consideration the proceedings of which shall be confidential. After appraisal of each nomination the Committee shall make known to the Master its preferred candidates by commending a number of nominations in excess (by one) of the number of vacancies to be filled and in order of preference. At the next following meeting of the Court the Master shall place the names and details of the preferred nominations before the Court the merits of whom may be debated after which a vote shall be taken in accordance with the procedure set out in these Standing Orders. The candidate if elected and having paid the prescribed fine shall be admitted to the Court at its next meeting by making the appropriate Declaration and by signing the Roll.
- S2.06 A Liveryman who having qualified is invited to become a member of the Court may request deferment for personal or business reasons and such deferment shall not prejudice the re-instatement of the candidature for later consideration by the Court.
- S2.07 If an Assistant having been appointed is unable to the honour the commitment required as expressed in the Ordinances and requests leave of absence the Master shall seek the opinion of the Master's Advisory Committee as to the terms upon which such leave of absence may be granted and the matter shall then be placed on the Agenda and debated and voted on by the Court save that a majority of two thirds of those present and voting will be required to remove an Assistant from office if leave of absence is refused.
- S2.08 If an Assistant is at risk of being removed from office in circumstances prescribed in the Ordinances the Master will first interview the Assistant privately to ascertain the reasons for non-compliance which the Master will report to the Master's Advisory Committee and if the Assistant has not requested leave of absence and if as a result of such report the Master's Advisory Committee so recommends the Master will privately ask the Assistant to tender the Assistant's resignation. If this request is refused the matter will be placed on the Agenda and debated and voted on by the Court save that a majority of two thirds of those present and voting will be required to remove the Assistant from office.

S3. HONORARY ASSISTANTS

- S3.01 A member of the Court having been endowed with the distinction and title of Honorary Assistant in accordance with the provisions of the Ordinances shall as an Honorary Assistant be entitled to receive the Agenda Minutes and documentation relevant to each meeting of the Court and shall further be entitled to attend meetings of the Court and speak but shall not be entitled to vote. Upon resignation the Honorary Assistant shall be entitled to continue to receive Court papers and comment on issues arising and have such comment taken into account.
- S3.02 Honorary Assistants shall not be taken into account when determining the size of the Court in accordance with the provisions of the Ordinances and the attendance of Honorary Assistants shall not count in determining the presence of a quorum at meetings of the Court.
- S3.03 The provision to be found in Ordinance 7.02 requiring an Honorary Assistant to resign from the Court upon the expiry of a period of five years as an Honorary Assistant shall not apply to the Master Wardens and Assistants in office at the date of the Grant of Letters Patent to the Company who shall for so long as it shall be their wish remain as Honorary Assistants entitled to attend meetings of the Court and speak but not vote.

S4. MASTER AND WARDENS

- S4.01 At the Election Court each year the Master and Wardens for the ensuing year shall be elected in manner following:
- A) At least two persons shall be nominated for each of the offices of Master and Wardens and in all cases such persons shall be serving members of the Court and have served on the Court as an Assistant for a minimum period of three years
 - B) Unless the Court shall otherwise direct the persons nominated for office shall include For the
office of Master - the Senior Warden
For the office of Warden - persons already holding office next in order of seniority
- S4.02 In the event that any of the foregoing offices is not filled by election the Election Court shall stand adjourned to a suitable place time and date not being more than fourteen days later for further nominations to be received and for a further vote to be taken and a like procedure shall continue until an election for the office is made
- S4.03 Installation of the Master and Wardens for the ensuing year shall take place at the Installation Court Having paid the fine prescribed by the Court and if the Court so decides in the presence of the Livery assembled the Master and Wardens shall take office by making and signing the Declaration prescribed by the Court and being invested with the collar and badge of office and they shall hold office until their successors in title take office at the Installation Court in the year following
- S4.04 No Liveryman shall hold office as Master for more than 56 weeks or as Warden for more than 160 weeks and having held office shall not be eligible for re-appointment to the same office unless in exceptional circumstances the Court shall determine otherwise
- S4.05 A Warden or Assistant who declines further office when nominated shall resign from the Court unless given leave to remain a member by a majority of two thirds of members present at a Court meeting and voting

S5. COURT MEETINGS

- S5.01 Meetings of the Court shall be convened in accordance with the provision of the Ordinances The Master shall determine the dates upon which meetings of the Court shall take place and unless otherwise determined by a two thirds majority of members present and voting at a meeting of the Court the Election Court shall be held in the month of July and the Installation Court shall be held in the month of October next following
- S5.02 The Master in consultation with the Wardens and on giving not less than seven day's notice to all members of the Court may summon a special meeting of the Court to transact urgent business or business that cannot reasonably be transacted within the time span of a normal Court meeting
- S5.03 At the direction of the Master the Clerk shall convene Court meetings by sending a summons specifying the place day and hour of the meeting by post or electronic process to all persons entitled thereto not less than seven days before the date of the meeting which summons shall be accompanied by an Agenda paper stating the business to be transacted and supported by documents (if any) approved by the Master
- S5.04 The accidental omission to give notice of the meeting to or the non-receipt of notice by any one member shall not invalidate the proceedings of that meeting

S6. PROCEEDINGS AT COURT MEETINGS

- S6.01 No business shall be transacted at any Court meeting unless a quorum of members is present at the time when the meeting proceeds to business and remains present throughout the meeting
- S6.02 Seven members present including the Master and Wardens but excluding Honorary Assistants shall constitute a quorum but no meeting shall be held unless there is present the Master or in the Master's absence a Warden

- S6.03 If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a day time and place to be determined by the Master and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum but the meeting shall not proceed to business unless there is present the Master or in the Master's absence a Warden
- S6.04 If within fifteen minutes after the time appointed for holding a meeting the Master shall not be present the most senior Warden present shall preside
- S6.05 Business transacted at Court meetings shall be the business prescribed in the Agenda paper provided that an item 'Any other business' shall be included in every Agenda and any member of the Court or the Clerk may under this heading bring to the notice of the Chairman any matter believed to require urgent or future attention and if the Chairman is of the opinion that for the purpose of proper debate prior notice to all members of the Court is not required the Chairman may give approval and such matter shall be discussed as if it had been included in the Agenda
- S6.06 Any member of the Court wishing to place any matter for discussion at a Court meeting may do so on giving written notice to the Clerk that will enable the matter to be brought before the Master for his approval and for inclusion in the Agenda
- S6.07 Discussion of items on the Agenda paper shall be at the direction of the Chairman who may call on such members of the Court for observations and questions as thought fit provided that all members of the Court shall be entitled to speak ask questions or make observations at least once on each item of business
- S6.08 All items requiring a resolution of the Court shall have a Proposer and Seconder and the manner in which such resolution is put to the meeting including any proposed amendment shall be in accordance with best practice then prevailing for the conduct of meetings
- S6.09 Any item on the Agenda which has been the subject of debate and put to the vote shall not be debated and voted on again either at the same meeting or any subsequent meeting of the Court unless
- A) an irregularity has occurred in the voting procedure and/or the conduct of the meeting or
 - B) a majority of not less than two thirds of the members entitled to attend and vote at a Court meeting shall so request when the Proposer and Seconder shall be given reasonable notice that the item is to be discussed again and they shall be given opportunity to speak at the meeting
- S6.10 An item on the Agenda paper or which may be raised under 'Any other business' that concerns or may concern the conduct or behaviour of any member of the Court or any Liveryman or Freeman of the Company shall not be discussed unless the individual concerned has been given reasonable notice that such discussion is intended and the opportunity to be present at the meeting is given
- S6.11 The decision of the Chairman in respect of any procedural matters not herein specified and on all points of order shall be final
- S6.12 For the purpose of these Standing Orders references to the Chairman shall mean the Master or Warden presiding at the meeting
- S6.13 The minutes of each meeting of the Court shall be circulated as soon as possible after the meeting and when confirmed with such amendments as may be agreed the minutes will be signed by the Chairman whose signature will be conclusive evidence of all matters therein recorded
- S6.14 Minutes of all Court meetings and of meetings of committees shall be recorded in minute books kept for the purpose which minutes when approved as a correct record by the Court or committee as the case maybe and signed by the Master or by the person then occupying the Chair shall become the permanent record of the Company
- S6.15 The Court shall use its best endeavours to create and maintain an archival record of the Company and for that purpose the Court may appoint an Archivist and give such support as is reasonably required

S7. VOTING AT COURT MEETINGS

- S7.01 Voting shall be by a show of hands unless a secret ballot shall be demanded by any two members of the Court present and entitled to vote
- S7.02 Each member of the Court shall be entitled to one vote
- S7.03 Unless otherwise stated in the Ordinances or these Standing Orders all matters requiring decision by the Court shall be determined by a majority of votes and in the event of an equality of votes The Chairman shall have a casting vote except that the Chairman shall not exercise a casting vote on any item of business of which the Chairman is the Proposer or Seconder in which event the item shall be declared lost
- S7.04 For the items of business prescribed below a resolution shall not be passed unless it has been approved by a majority of not less than two thirds of the members present and voting:
- A) The election of the Master Wardens and Officers of the Company for the ensuing year
 - B) The election of Assistants
 - C) The election and admission of candidates for the Freedom and Livery of the Company
 - D) The election of a person as an Honorary Freeman or Honorary Liveryman
 - E) The exclusion of a Freeman or Liveryman from membership
 - F) The removal of an Assistant from office
 - G) The change of month for the holding of the Election and/or Installation Court
 - H) The retention of a Warden or Assistant who declines further office
 - I) Amendment of the Ordinances or Standing Orders
- S7.05 A declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect is made in the minutes of the proceedings which have been duly approved and signed shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution provided that if the Chairman shall be in any doubt the Chairman may or shall if requested by not less than one third of those present and entitled to vote direct that the resolution be put to the vote a second time

S8. THE MASTER'S ADVISORY COMMITTEE

- S8.01 The Master's Advisory Committee shall comprise the Master Wardens and Past Masters Three Past Masters present shall constitute a quorum but no meeting shall be held unless there is present the Master or in the Master's absence a Warden.
- S8.02 At each meeting of the committee the Master or in the Master's absence a Past Master elected by the members present shall preside
- S8.03 The Master's Advisory Committee shall render to the Master and the Court advice only on questions remitted to it from time to time by the Master and/or the Court and duties shall include:
- A) The appraisal and recommendation of candidates for election to the Freedom and Livery of the Company
 - B) The appraisal and recommendation of candidates for election to the Court
 - C) Generally advice on the conduct and management of the Company's affairs
- The Clerk shall serve as Secretary to the Committee

S9. FINANCIAL AFFAIRS

- S9.01 Until otherwise determined by the Court the financial year of the Company shall be from 1st July until 30th June of the year next following

- S9.02 Immediately following the close of a financial year the Clerk shall cause to be prepared accounts in respect of that year which accounts shall comply with statutory requirements then prevailing and be duly audited and presented for approval to the Court. Contemporaneously the Clerk shall also cause to be prepared for approval by the Court a report on the conduct of the Company's affairs during the said year which report and accounts shall be circulated to every Liveryman and Freeman and be the subject of a presentation at an assembly of the Livery.
- S9.03 Except for settlement of costs incurred in routine administrative services and the payment of retainers to the Company's officers and salaries to the Company's employees no expenditure shall be incurred without the express sanction of the Court given either directly or by delegated authority or in exceptional circumstances without the sanction of the Master.
- S9.04 The retainers paid to the Company's officers and the salaries paid to employees shall be reviewed and if appropriate adjusted effective from the beginning of each financial year.
- S9.05 At each regular meeting of the Court there shall be presented an interim report of income and expenditure and other relevant financial transactions including a report on the management of funds invested for the period from the beginning of the financial year.
- S9.06 Once a year the matter of insurance for the protection of both personnel and property of value including the Treasures of the Company shall be reviewed and placed with reputable insurers and upon payment of the premium.

S10. CHARITABLE ACTIVITIES

- S10.01 The Trusts administering the Charitable activities of the Company shall at all times act in pursuit of the charitable objects of the Company as expressed in its Charter and for that purpose the Chairman of each Trust or a Trustee delegated for the purpose if more than one Trust shall give at regular meetings of the Court an account of business transacted by the Trust since the last Court meeting which account shall be duly recorded in the minutes of the Court meeting.
- S10.02 Each Trust shall whenever possible conform to a financial year compatible with the financial year of the Company and immediately following the close of each financial year the Trustees shall produce for circulation audited accounts and a report of activities during the year.

S11. DELEGATED FUNCTIONS

- S11.01 Under a power conferred by the Ordinances the Court may entrust to a person or body of persons tasks for the benefit of the Company and the Court and in so doing the Court shall by resolution recorded in the minutes of its proceedings prescribe the composition of the body if more than one person and describe the task to be performed and the parameters (if any) within which the task is to be carried out.
- S11.02 The Court shall select and each body shall comprise one or more members of the Court willing to serve and where possible having specialised knowledge of the tasks to be undertaken.
- S11.03 The Master shall be an ex-officio member of each body and each body shall have the power to co-opt members of the Livery having relevant knowledge or experience of assistance provided that at all times the majority of members shall be members of the Court.
- S11.04 Unless otherwise determined by the Court the members of each body shall meet together adjourn or otherwise regulate their meetings as they think fit. The members shall appoint one of their number to be Chairman and determine the quorum for the transaction of business. Questions arising at any meeting shall be decided by a majority of votes and in the event of an equality of votes the Chairman shall have a second or casting vote.
- S11.05 Recommendations and a report of the proceedings of each body shall be submitted in writing to the Court.
- S11.06 Each body shall elect one of its number or a member of the Livery to be the Secretary.

S12. TREASURES AND INSIGNIA OF OFFICE

- S12.01 The treasures of the Company being gifts donated to the Company from time to time shall be insured and placed in safe custody under the control of the Clerk. The Clerk shall be responsible for the maintenance of an inventory and a periodic valuation and shall once in each financial year in conjunction with the Junior Warden give a report to the Court on his stewardship of the treasures.
- S12.02 All insignias of office shall remain the property of the Company and all other badges bestowed by presentation shall become the personal property of the person receiving the same.
- S12.03 Badges and insignia of office shall be worn at Court meetings and upon attendance at official functions of the Company and at Livery functions within the City of London at which the Company has been invited to be represented. The treasures of the Company shall be exhibited in accordance with the traditions of the Company and of the City.

S13. GENERAL

- S13.01 These Standing Orders are for the guidance of the Master Wardens and Court of Assistants. They may be repealed, amended or added to without time limit or for a fixed period being not less than one year by notice of motion sent to the Clerk in writing not less than twenty-eight days before a meeting of the Court, which motion must be included in the summons convening that Court. The motion shall not be declared carried unless it is passed by not less than two-thirds of the members of the Court present and voting at that Court meeting.

S14. ORDINANCES - TO BE PREFERRED

- S14.01 In the event of conflict between the Ordinances and Standing Orders the Ordinances shall prevail.