



At the Court at Buckingham Palace

THE 11th DAY OF OCTOBER 2017

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL

The following Report of a Committee of the Privy Council dated 13th September 2017 was today considered:-

“YOUR MAJESTY was pleased, by Your Order of 14th June 2017, to refer to this Committee a Petition on behalf of the Worshipful Company of Educators, praying for the grant of a Charter of Incorporation:

“THE COMMITTEE have accordingly considered the Petition and have agreed to report it as their opinion that a Charter may be granted in terms of the annexed Draft.”

HER MAJESTY, having taken the Report and the Draft Charter accompanying it into consideration, was pleased, by and with the advice of Her Privy Council, to approve them. It is accordingly ordered that the Right Honourable the Lord High Chancellor of Great Britain should cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under the Great Seal a Charter in conformity with the annexed Draft.

Richard Tilbrook

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 the unincorporated organisation commonly known as the Worshipful Company of Educators (hereinafter referred to as 'the former Company') petitioned Us for a Charter of Incorporation:

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

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

The Worshipful Company of Educators

1. i. The persons now Members of the former Company 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 for ever hereafter (so long as they shall continue to be such members) be by virtue of these Presents one body corporate by the name of the Worshipful Company of Educators (hereinafter referred to as 'the Company') and by the same name shall and may sue and be sued in all Our Courts of law, and in all manner of actions and suits, and shall have power to

do all other matters and things incidental or appertaining to a body corporate.

- ii. The Arms, Crest, Supporters and a Device or Badge granted and assigned unto the Worshipful Company of Educators by Letters Patent under the hands and Seals of Garter, Clarenceux, and Norroy and Ulster Kings of Arms bearing date the Sixth day of December 2013 shall be transferred unto the Company on the date on which this Our Charter shall take effect, and We do hereby give and grant unto the Company Our Royal Licence and Authority that it may thenceforth bear and use the said Armorial Bearings according to the Laws of Arms, the said transfer being first recorded in Our College of Arms, otherwise this Our Licence and Permission to be void and of none effect.

OBJECTS

2. The objects for which the Company is hereby constituted are:
 - i. to raise public awareness of, and to promote, the education profession, and to uphold its standards of excellence and integrity;
 - ii. to promote, administer, and contribute to the Educators' Trust Fund.

POWERS

3. And the Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:
 - i. To exercise the role of a livery company within the traditions of the City of London and particularly to encourage Members to participate in the governance of the City of London and to support the Lord Mayor, the Aldermen, and the Commonalty.
 - ii. To arrange or assist others in arranging meetings, educational courses, lectures, and social occasions for the interest of the Members and for the development of their fellowship within the Company.
 - iii. To establish, manage, promote, organize, finance and encourage the study, writing, production and distribution of books, periodicals, monographs and pamphlets and the publication, in print or electronic form, of educational courses and lectures.
 - iv. To establish, manage, promote, organize, finance, equip and maintain libraries.
 - v. To promote, commission, undertake and publish research in areas useful to the Company's objects.
 - vi. To promote the formation of, and to support, organisations, including such units within the armed forces as the Court may decide, whether charitable or not, for the purpose of any of the objects of the Company, or similar thereto, and to assist such organisations as necessary in the fulfilment of their objects.
 - vii. To make provision for lectureships, bursaries, prizes and grants.
 - viii. To give or lend money for the furtherance of the objects of the Company.
 - ix. To create and manage any trusts or endowments and any scholarships and exhibitions for the furtherance of the objects of the Company.
 - x. To make suitable arrangements for undertaking the work of the Company, entering any contracts as may be desirable including insurance.
 - xi. To employ such staff, who shall not be members of the Court of the Company, as are necessary for the proper pursuit of the objects and to make

- all reasonable and necessary provision for the payment of salaries, pensions and any other benefits to them.
- xii. To raise funds and to invite or receive contributions from any person whatsoever by way of subscription, donation, and otherwise than through permanent trading unless undertaken through a subsidiary incorporated company.
- xiii. To invest the monies of the Company not immediately required in or upon such investments or other property or other assets as the Court may think fit.
- xiv. To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges therein, and to construct, maintain and alter buildings or erections.
- xv. To sell, let, mortgage, dispose of or turn to account all or any of the assets of the Company.
- xvi. To borrow or raise money on such terms and on such security as may be thought fit.
- xvii. To create such Bylaws subject to the approval of the Privy Council and the Court of Aldermen of the City of London as the Court of the Company may consider necessary for the good administration of the Company. The first such Bylaws are attached to this Charter as the Schedule.
- xviii. To do all such other lawful and charitable things as are incidental to the attainment or furtherance of the said objects.

APPLICATION OF INCOME AND PROPERTY

4.
 - i. The Company may also accept the transfer of the assets, rights and liabilities of the former Company (including any contractual rights and liabilities, property and monies held on behalf of, or in trust for, the former Company by any person or body corporate or unincorporate) and on such terms as the Company and the former Company may agree.
 - ii. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Our Charter.

- iii. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Company and no member of its Court shall normally be appointed to any Office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or in kind from the Company.
- iv. Nothing herein shall prevent any payment in good faith by the Company of:-
 - a. reasonable and proper remuneration to any Member, Officer or employee of the Company for any agreed services rendered to the Company; and/or
 - b. reasonable expenses to any member of its Court.

CHARTER CHANGES

- 5. i. The Liverymen, by a Special Resolution passed at any general meeting by not less than two-thirds of the Members present and voting, and with the approval of the Court of Aldermen of the City of London, may revoke, amend or add to the provisions of this Our Charter.
- ii. No such revocation, amendment or addition shall, until approved by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as revoked, amended or added to. This Article shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.

BYLAW CHANGES

- 6. i. The Liverymen, by a Special Resolution passed at any general meeting by not less than two-thirds of the Members present and voting, and with the approval of the Court of Aldermen of the City of London, may revoke, amend or add to the Bylaws for the time being in force.
- ii. No such revocation, amendment or addition shall have effect until approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of the Privy Council shall be conclusive evidence.

SURRENDER OF CHARTER

- 7. i. The Liverymen, by a Special Resolution passed at any general meeting by not less than two-thirds of the Members present and voting, may determine to surrender this Our Charter, subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit.
- ii. On surrender, the Liverymen may wind up or otherwise deal with the affairs of the Company in such manner as shall be determined by such resolution or, in default of such direction, as Our Courts of law shall think expedient having due regard to the liabilities of the Company for the time being.
- iii. If, on the winding up or dissolution of the Company, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Liverymen or any of them but, subject to any special trusts affecting the same, shall be given and transferred to some association having objects similar to the objects of the Company which shall prohibit the distribution of its income or property amongst its Liverymen to an extent at least as great as is imposed on the Company by this Our Charter, such association to be determined by the Liverymen at or before the time of dissolution.

CONCLUSION

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

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

WITNESS Ourself at Westminster the _____ day of _____
in the _____ year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

SCHEDULE

BYLAWS OF THE WORSHIPFUL COMPANY OF EDUCATORS

INTERPRETATION

1. In the Charter, and these Bylaws, the words standing in the first column of the table next hereinafter shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

The Company	The Worshipful Company of Educators.
Month	Calendar month.
In writing	Written, printed, or partly one and partly the other, and other modes of representing or reproducing words in a visible form including electronic form.
Members	The Liverymen, Freemen, Associate Members, and Apprentices belonging to the Company.
The Ordinances	Subsidiary rules made by the Court.
General Meetings	Meetings of the Company to which all Members have a right of access.
Statutory Meetings	Meetings which are required to be held by these statutes being the Royal Charter and its Schedule(s).
Special Resolution	Resolutions to be passed by a majority of two thirds of those present and voting.

- a. Words importing the singular number only shall include the plural number, and vice versa, and

- b. Words importing the masculine gender only shall include the feminine gender; and
- c. Words importing persons shall include corporations.

MEMBERSHIP

2. There shall be four categories of Member of the Company:
 - a. Liverymen (together with Honorary Livery and Honorary Livery *Virtute Officii*) who shall have the right to vote at the General Meetings of the Company, and to stand for election to the Court and serve on Court committees and who may have such other rights and duties as the Court may decide from time to time;
 - b. Freemen (together with Honorary Freemen) who shall not have the right to vote at General Meetings or to serve on Court but may have such other rights and duties as the Court may decide from time to time;
 - c. Associate Members who live abroad or are retired whom the Court, in its discretion, may admit to Membership but who shall not have the right to vote or to serve on Court but who may have such other rights and duties as the Court may decide from time to time;
 - d. Apprentices (See Bylaw 6b).
3. The qualifications, knowledge and experience required for admission to the Company shall be:
 - a. limited to persons who are or have been employed or engaged in a full-time, part-

time, or voluntary capacity in the provision of education or in its management, administration or governance, or have otherwise satisfied the Court of a serious and sustained involvement in the provision of education or, for Honorary Freedom, as the Court in its absolute discretion shall decide; and

- b. approved by the Court and published in the Ordinances.

4. Admission to the Company shall be obtained by Redemption, Patrimony, or Servitude, according to the Custom of London and as hereinafter provided.
5. The Court shall consider all Membership applications, submitted in the form required by the Court. When electing to Membership, the Court shall have regard to maintaining a reasonable balance between all sections of the education profession.

FREEMEN

6. The Court may elect and admit persons to the Freedom of the Company in the following ways.
 - a. Freedom by Redemption
 - i. Every candidate for the Freedom, otherwise than by Patrimony or by Servitude, must be proposed as shall be prescribed in the Ordinances;
 - ii. The Clerk shall give notice of the result of the election to the candidate and shall within twelve months give notice in writing of that fact to all Members of the Company;

b. Freedom by Servitude

- i. A person who is in training for an education-related career (for example by reason of undertaking a course of study directed to becoming a teacher) may be apprenticed to a Liveryman of the Company.
- ii. The Court shall cause a record of the Indentures of any Apprentice to be entered in the books of the Company.
- iii. The Master of an Apprentice shall cause Indentures to be entered in the books of the Chamberlain of London to the intent that such Apprentice, on proof of faithful service of the term of the apprenticeship, shall be admitted to the Freedom of the Company and be presented by the Court to the Chamberlain of London to be made a Freeman of the City of London.

c. Freedom by Patrimony

A child of a Liveryman of the Company, born after the parent Liveryman obtained the Freedom of the City, who is not necessarily an educator but has

- i. attained the age of not less than twenty-one years; and
- ii. desires to take up the Freedoms of the Company and of the City of London,

may be admitted by the Court to the Freedom of the Company by Patrimony and presented by the Court to the Chamberlain of London to be made a Freeman of the City of London.

d. Honorary Livery

The Court may, at its discretion, elect suitable persons to the Honorary Livery or Freedom of the Company.

e. Livery *Virtute Officii*

The Court may confer Honorary Livery *Virtute Officii* on the holder of a particular appointment or position of significance in the education profession for the duration of that holder's period of service. At the expiration of that period, the Honorary Liverymanship shall normally pass to the successor in Office.

7. Upon admission to the Freedom or to the Livery of the Company, the Freeman or, in the latter instance, Liveryman shall:

- a. make a Declaration in such form as the Court shall from time to time prescribe;
- b. excepting Honorary Members, pay such dues as the Court shall from time to time prescribe; and
- c. sign the Company Register.

LIVERYMEN

8. Provided that they have first been admitted to the Freedom of the City of London, Freemen of the Company may be admitted to the Livery of the Company on satisfying the Court that the criteria (*vide* Bylaw 3a) have been met and making such Declaration as the Court shall have prescribed.

9. Upon admission to the Livery of the Company, the Liveryman shall:

- a. make a Declaration in such form as the Court shall from time to time prescribe;

- b. excepting Honorary Members, pay such dues as the Court shall from time to time prescribe; and

- c. sign the Company Register.

FINES, FEES AND QUARTERAGE

10. The Court shall from time to time determine and publish the annual subscription (to be called the Quarterage) to be paid by each category of Membership and any other payments (such as an application Fee and a Fine for transfer from one category to another or for election to the Court or to a Wardenship) that may be required from Members.

11. The subscriptions for any subscription year shall become due on such dates as Court shall determine and publish.

TERMINATION OF MEMBERSHIP

12. Where dues are not paid before the time appointed for making the relevant Declaration, the Court, in its discretion, may remove the Liveryman or the Freeman from the Register of the Company.

13. The Court may also remove Liverymen and Freemen from the Register for good cause but only after enquiry giving the person concerned the opportunity to appeal against such proposed removal according to the Ordinances that the Court shall make.

14. The names of deceased Members shall be removed from the Register.

15. Resignation of Membership shall be signified to the Clerk in writing, and shall be immediately

effective save that the person so resigning shall be liable for payment of the annual quarterage for the year in which the Member resigns, together with any arrears to the date of such resignation. The name of a Liveryman or Freeman resigning shall be removed from the Register.

16. Removal from the Register means that the name on the Register shall be struck through. As appropriate, the Register shall be annotated with either a note stating the date of death or a note stating that the name was removed and the date on which it was removed. Removals and annotations shall be made only by the Clerk or other Officer of the Company, who shall initial the removal entry.

GENERAL MEETINGS

17. There shall be a General Meeting of the Members entitled the Annual Assembly, held no more than fifteen months after the date of incorporation by Our Royal Charter.
18. After the first Annual Assembly following incorporation, Annual Assemblies shall be held not more than fifteen months after their predecessors and shall:
 - a. affirm the election of and install the Master, Wardens, Officers and Court for the coming period;
 - b. receive, consider and, when satisfied, approve the Annual Report and Financial Statements; and
 - c. conduct any other business for which notice has been duly given.

19. There may be other General Meetings during each year which shall be called by the Clerk on the instruction of the Court or at the request in writing of twelve Liverymen.

20. The Chairman at any General Meeting of the Company shall be the Master or, if the Master is absent, a Warden.

21. At any General Meeting a quorum shall be twenty Liverymen present in person or by proxy, of whom at least twelve and at least one Officer shall be present in person.

22. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting shall be dissolved.

23. Notice of the Annual Assembly shall be published at least five weeks before the date of the Meeting and shall also be sent to the Auditors or Examiners.

24. A notice convening any other General Meeting of the Company shall be published at least three weeks before the date of the Meeting and shall give the date and place of the Meeting and the purpose for which it is called shall be explicitly stated. Such purpose shall be in the form of a motion proposed by the Court or by the twelve requisitionists. No other business shall be transacted at the meeting except on the directions of the Court.

25. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any proceedings or matters resolved at that Meeting.

26. The Chairman, with the consent of a General Meeting may (and shall if so directed by the Meeting) adjourn the Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned General Meeting other than business which might have been transacted at the General Meeting from which the adjournment took place.

27. Whenever a General Meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned General Meeting.

THE COURT

28. The business of the Company shall be managed by the Court.

29. The first Court members after incorporation shall be those who, under the Ordinances of the former Company, have been elected or appointed to serve on the Court for the period during which incorporation takes place. They shall hold Office as such until the expiration of their respective terms of Office and the election of their successors.

30. The Court shall consist of the following Liverymen who shall have one vote each on every matter that comes before the Court for decision:

- a. The Officers of the Company (*vide* Bylaw 53);
- b. The four Past Masters preceding the Immediate Past Master;

effective save that the person so resigning shall be liable for payment of the annual quarterage for the year in which the Member resigns, together with any arrears to the date of such resignation. The name of a Liveryman or Freeman resigning shall be removed from the Register.

16. Removal from the Register means that the name on the Register shall be struck through. As appropriate, the Register shall be annotated with either a note stating the date of death or a note stating that the name was removed and the date on which it was removed. Removals and annotations shall be made only by the Clerk or other Officer of the Company, who shall initial the removal entry.

GENERAL MEETINGS

17. There shall be a General Meeting of the Members entitled the Annual Assembly, held no more than fifteen months after the date of incorporation by Our Royal Charter.
18. After the first Annual Assembly following incorporation, Annual Assemblies shall be held not more than fifteen months after their predecessors and shall:
 - a. affirm the election of and install the Master, Wardens, Officers and Court for the coming period;
 - b. receive, consider and, when satisfied, approve the Annual Report and Financial Statements; and
 - c. conduct any other business for which notice has been duly given.

19. There may be other General Meetings during each year which shall be called by the Clerk on the instruction of the Court or at the request in writing of twelve Liverymen.

20. The Chairman at any General Meeting of the Company shall be the Master or, if the Master is absent, a Warden.

21. At any General Meeting a quorum shall be twenty Liverymen present in person or by proxy, of whom at least twelve and at least one Officer shall be present in person.

22. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting shall be dissolved.

23. Notice of the Annual Assembly shall be published at least five weeks before the date of the Meeting and shall also be sent to the Auditors or Examiners.

24. A notice convening any other General Meeting of the Company shall be published at least three weeks before the date of the Meeting and shall give the date and place of the Meeting and the purpose for which it is called shall be explicitly stated. Such purpose shall be in the form of a motion proposed by the Court or by the twelve requisitionists. No other business shall be transacted at the meeting except on the directions of the Court.

25. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any proceedings or matters resolved at that Meeting.

26. The Chairman, with the consent of a General Meeting may (and shall if so directed by the Meeting) adjourn the Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned General Meeting other than business which might have been transacted at the General Meeting from which the adjournment took place.

27. Whenever a General Meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned General Meeting.

THE COURT

28. The business of the Company shall be managed by the Court.

29. The first Court members after incorporation shall be those who, under the Ordinances of the former Company, have been elected or appointed to serve on the Court for the period during which incorporation takes place. They shall hold Office as such until the expiration of their respective terms of Office and the election of their successors.

30. The Court shall consist of the following Liverymen who shall have one vote each on every matter that comes before the Court for decision:

- a. The Officers of the Company (*vide* Bylaw 53);
- b. The four Past Masters preceding the Immediate Past Master;

- c. Such number of other Liverymen (to be known as Court Assistants) being not less than 8 or more than 20 to serve for such periods of Office as the Court from time to time shall determine:
 - i. Such Assistants shall be elected by the Liverymen at the Annual Assembly upon the nomination of the Court;
 - ii. The Court may itself appoint Liverymen to fill any casual vacancies for the remainder of the periods of Office of the persons causing the vacancy.
- 31. Past Masters who are not members of the Court by virtue of these Bylaws may attend all Court meetings but shall not vote.
- 32. The Court may determine that the chairman of the Educators' Trust Fund, the chairman of any trust created by the exercise of the power in Article 3(ix) of the Charter, any committee secretaries and other functionaries of the Company may attend and speak at any or all Court meetings but shall not vote.
- 33. A quorum at a Court meeting shall be half the number of voting members.
- 34. A member of Court may appoint another member of the Court as proxy by giving at least five clear working days' notice in writing to the Clerk.
- 35. Save in cases of emergency, at least two weeks' notice shall be given of Court meetings.
- 36. The agenda and papers for Court meetings shall normally be circulated to all Court Assistants at least one week in advance of the Court meeting.
- 37. The minutes of Court meetings shall be circulated to all Court Assistants normally within one month from the date of the meeting's conclusion.
- 38. Subject to the provisions of these Bylaws and any relevant Ordinances, the Court may govern its proceedings as it thinks fit.
- 39. Questions arising at a meeting of the Court shall be decided by a simple majority of votes unless the Charter or these Bylaws provide otherwise.
- 40. In the case of an equality of votes the chairman of the meeting shall have a second and casting vote.
- 41. The Court may make, alter, add to or repeal Ordinances which changes, when approved by the Court of Aldermen, shall be binding on all Members of the Company provided always that no Ordinance shall be inconsistent with, or shall affect or repeal anything contained in the Royal Charter and Bylaws.
- 42. The Court may form committees consisting of Liverymen of the Company and such other persons as it thinks fit and with such terms of reference as it shall determine and publish in writing. It may delegate any of its powers to such committees and any such committee so formed shall in the exercise of the powers so delegated, conform to the Ordinances. Normally each committee shall be chaired by one of the Officers as decided by the Court.
- 43. The Company shall indemnify every Court Assistant and committee member, Officer and employee of the Company against any loss or expense incurred through any act or omission done or committed by them in the course of the performance in good faith of their authorised duties on behalf of the Company.
- 44. Members of the Court shall avoid any situation in which they have, or might acquire or be perceived as having acquired, a direct or indirect interest that conflicts, or might conflict, with the interests of the Company.
 - a. Members of the Court in such a situation shall declare their interest or possible interest at a relevant meeting of the Court or by notice in writing to all the other members of the Court.
 - b. The Court shall decide how this conflict shall be managed.
 - i. It may permit the conflicted person to remain at the meeting, participate in the discussion, and vote on the matter concerned, or
 - ii. it may permit the conflicted person to remain at the meeting and participate in the discussion but not vote, or
 - iii. it may permit the conflicted person to remain at the meeting but not participate in the discussion and not vote, or
 - iv. it may require the conflicted person to withdraw from the meeting for the duration of the discussion and the voting on the issue (and not being counted in the quorum for the duration of the discussion and voting).
 - v. The conflicted person's presence shall not count towards the quorum unless the Court should decide otherwise.

ELECTION OF THE COURT

45. Each year, the Clerk shall notify Liverymen of imminent and present vacancies on Court and on committees and invite notifications of interest in serving.
46. Court Assistants shall be elected at the Annual Assembly upon the nomination of the Court to serve for a five year period of Office and may not normally stand for election for a further period until at least one year has elapsed.
47. Upon election as Court Assistants, those so elected shall pay any Fine determined by the Court and shall make the prescribed Declaration and sign the roll at their first Court meeting.
48. There shall be a Nominations Committee of the Court comprising the most recent five Past Masters, chaired by the Immediate Past Master, who shall recommend to the Court the candidates for Master, Wardens, Treasurer, and such other post holders as the Court may require.

COMMITTEES OF THE COURT

49. Committees of the Court, when created, may recommend to the Court their own memberships, excepting their chairmen, in accordance with the terms of reference that the Court has determined. The Court shall normally accept such recommendations.

OFFICERS

50. Only members of the Court shall be eligible for election as Master or as a Warden.
51. Save where a casual vacancy is to be filled, election as Master or as a Warden, shall be at a meeting of

the Court, which meeting shall be known as the Election Court, and shall be subject to affirmation at the Annual Assembly.

52. The Treasurer and other post holders shall be appointed by the Court.
53. The Officers of the Company comprise:
 - a. the Master,
 - b. the Wardens, being:
 - i. the Upper Warden
 - ii. the Middle Warden
 - iii. the Lower Warden
 - iv. the Renter Warden,
 - c. the Treasurer, and
 - d. the Immediate Past Master (as Deputy Master).
54. Officers other than the Renter Warden and the Treasurer shall normally serve for one year only in each position.
55. The Renter Warden and the Treasurer shall serve for two years and each may be re-elected to serve for one further term of two years.
56. The Renter Warden and the Treasurer shall not be eligible to proceed to the Lower Wardenship until at least one year has expired after their retirement as Renter Warden or Treasurer as the case may be.
57. In the event of a vacancy arising during the terms of Office of the Master, the Officers, the Court Assistants (as when a Court Assistant is elected Lower Warden), the Court may make a

temporary appointment for the remainder of the term of Office.

58. An appointee to a casual vacancy shall be eligible, at the conclusion of service in that vacancy, to stand for election or appointment to the substantive Office in the normal way.

THE CLERK

59. There shall be a chief executive of the Company, appointed by the Court, who shall be entitled 'The Clerk', who may or may not be a Member of the Company, and who shall have, and be responsible to the Court for, such duties, responsibilities and conditions of appointment as the Court shall determine, including:
 - a. ensure the keeping of the financial accounts of the Company and shall bank all receipts and make all payments from the Company's bank accounts (as the Company Accounting Officer);
 - b. maintain the Register of the Freedom and Livery (as the Company Registrar);
 - c. ensure that the Ordinances are published to the Members of the Company;
 - d. subject to the direction of the Master, issue summonses to all meetings of the Court and minute all of its meetings;
 - e. implement all decisions made by the Court;
 - f. organise the statutory meetings of the Company;
 - g. ensure the compilation and safekeeping of minutes of General Meetings and meetings of the Court and its committees;

- h. arrange for such other administration of the Company's affairs as shall be necessary;
- i. ensure the safekeeping of the Company's property; and
- j. carry out such further duties as the Court from time to time may prescribe.

THE TREASURER

- 60. The Treasurer shall be responsible to the Court for the management of the funds of the Company and shall:
 - a. ensure the preparation of the financial statements of the Company comprising the annual accounts in each year to such date as may from time to time be determined by the Court and shall present at the Annual Assembly such audited or examined statements;
 - b. provide annually to the Court a budget and a cash flow forecast for the coming financial year; and
 - c. during each financial year, provide such regular monitoring statements as the Court shall prescribe.

THE BEADLE

- 61. The Clerk shall appoint one or more suitable persons to be its Beadle or its Honorary Beadle to hold Office at the Court's pleasure or until resignation and to undertake such ceremonial duties as the Court may require.

THE CHAPLAIN

- 62. The Court shall appoint one or more suitable persons, whether or not a Liveryman or a

Freeman of the Company, to hold Office at the Court's pleasure or until resignation to provide such liturgical and pastoral support to the Company and its Members as the Court may require.

THE ALMONER

- 63. The Court shall appoint one or more suitable persons, whether or not a Liveryman or a Freeman of the Company, to hold Office at the Court's pleasure or until resignation to provide such pastoral support to Members of the Company as the Court may deem appropriate.

THE COMMON SEAL

- 64. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Court, and in the presence of at least two Court Assistants. The said Court Assistants and Clerk shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any person *bona fide* dealing with the Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

ACCOUNTS

- 65. The Court shall cause accounting records to be kept at such place as the Court shall think fit, and which shall be open to the inspection of the Court Assistants by arrangement with the Clerk.
- 66. The Court shall determine to what extent and at what times and places and under what conditions the accounts and books of the Company shall be open to the inspection of Members of the Company.

- 67. In accordance with these Bylaws, the Court, at the Annual Assembly, shall lay before the Company financial statements of the Company for the period since the last preceding account together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Court and the Auditors or Examiners and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any legal requirements for the time being in force) and of any other documents required by law to be attached thereto shall be sent not less than twenty-one clear days before the date of the meeting to the Auditors or Examiners and to all other persons entitled to receive notices of General Meetings in the manner in which notices are herein directed to be served.

AUDIT OR INDEPENDENT FINANCIAL EXAMINATION

- 68. Once at least in every year the accounts of the Company shall be audited (or examined if the Court of Aldermen of the City of London so allow) and the correctness of the income and expenditure account and balance sheet certified by the Auditors or Examiners.
- 69. Auditors or Examiners (who shall be qualified as such under the law) shall be appointed and their remuneration determined by the Court. Their duties shall be regulated in accordance with the provisions of the law.

NOTICES

- 70. A notice may be served by the Company upon any Member, either personally or by sending it

through the post in a pre-paid letter, addressed to such Member at the Member's registered address as appearing in the list of Members or by electronic means as agreed by the Member.

71. Any Member described in the list of Members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served, shall be entitled to have notices served by post at such address, but, save as aforesaid, only those Members who are described in the list of Members by an address within the United Kingdom shall be entitled to receive notices from the Company unless such notices are being served electronically.