

FIRST SCHEDULE

BYE LAWS OF THE WORSHIPFUL COMPANY OF SECURITY PROFESSIONALS

INTERPRETATION

1. In these Bye Laws 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:

WORDS	MEANINGS
Ordinances	Subsidiary rules
The Company	The Worshipful Company of Security Professionals
Quarterage	The annual subscription
The Court	The governing committee for the time being of the Company
Officers	The Master, the Immediate Past Master, the Wardens and the Treasurer
Court Assistants	Liverymen elected as members of the Court not being Officers or Past Masters
Honorary Court Assistants	Liverymen appointed to the Court without prior election
Liveryman	A Freeman admitted to the Livery of the Company
Freeman	A Member of the Company admitted to the Freedom of the Company
Member	A person accepted as a Member of the Company

Membership
The Liverymen, Honorary Liverymen, Freemen, Companions, Members and Apprentices of the Company

United Kingdom
Great Britain and Northern Ireland

Month
Calendar month

In writing
Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form including electronic form.

Words importing the singular number only shall include the plural number and vice versa, words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations.

MEMBERSHIP

2. Any persons shall be eligible to be nominated and elected to the Membership of the Company provided that they are, or have been, a security practitioner by profession or a person adjudged by the Court to have a strong interest in the Objects of the Company as the Court shall decide in its absolute discretion. Membership shall be regarded as merely a preparatory stage to admission as a Freeman of the Company and Members shall have no rights and privileges other than participating in events and functions organised by the Company.

3 (i) The Company shall comprise (a) Liverymen, (b) Honorary Liverymen, (c) Freemen, (d) Honorary Freeman, (e) Companions, (f)

Members, and (g) Apprentices. Apart from Members, those who are admitted to the specified membership categories within the Company shall have such rights as the Court may determine from time to time as published in the Ordinances.

(ii) Persons of distinction who have contributed to the Company or to its Objects shall be eligible for election as Honorary Liverymen at an appropriate general meeting of the Court upon the nomination of the Officers and Court Assistants. Honorary Liverymen shall have all the rights and privileges of Liverymen but shall not be required to pay quarterage or any Fines and Fees.

(iii) Persons who are associated with the Company or who represent organisations which are associated with the Company shall be eligible, in the discretion of the Court, for election as Honorary Freemen for such periods as the Court shall decide. Such Honorary Freemen shall have all the rights and privileges of Freemen but shall not be required to pay quarterage or any Fines and Fees.

(iv) Persons who may not qualify for membership but whom the Court, in its absolute discretion, wish to include within the fellowship of the Company may be offered the privilege of Companionship. Such Companions shall have such rights and privileges as the Court shall determine and may not be called upon to pay quarterage or any Fines and Fees.

4 Persons seeking admission to the Company by means of indentures of Apprenticeship shall satisfy such criteria as the Court shall from time to time determine and publish in the Ordinances.

- 5 Every application for admission to the Company, shall be in such form as shall be required by the Court.
- 6 Resignation from the Company shall be signified in writing, but the person so resigning shall be liable for payment of the annual quarterage for the current year, together with any arrears to the date of such resignation. A Liveryman, Freeman or Member who has acted in a manner deemed to be injurious to the character and interests of the Company, or whose quarterage is more than six months in arrears, or who has failed to settle an invoice from the Company within 90 days of its delivery to that person, may be subject to a process of expulsion from the Company. Honorary Livery status and Companion status may be withdrawn by the Court, and Apprenticeship may be terminated, if the person acts in a manner deemed to be injurious to the character and interests of the Company.

THE REGISTER OF CHARTERED SECURITY PROFESSIONALS

- 7 The Company may maintain separately or in association with, or under licence from another organisation, a Register of current Chartered Security Professionals or such other Chartered Practitioner description as any other licensing authority may allow.
- 8 Admission to the Register shall be open to Liverymen and Freemen and in exceptional circumstances to those who have not been admitted to the Company according to criteria agreed from time to time by the Court and published in the Ordinances

- 9 Those who are entered onto the Register shall satisfy the Company in respect of their current active status, their qualifications and experience and their willingness to abide by the code of professional conduct including the regular undertaking of mandatory continuing professional development. Registrants may describe themselves as any licence may allow and shall be subject to whatever Disciplinary Procedure, in the event of breach of the code, the Company shall provide.
- 10 The Court may charge such registration fees as are necessary to cover the costs of maintaining the Register and shall exercise such other powers in this connection as are provided from time to time by the Ordinances.

QUARTERAGE, FINES AND FEES

- 11 The Court shall from time to time determine the Quarterage (annual subscription), and such other Fees (for Admission) and Fines (for such purposes as the Court shall decide) to be paid by each category of membership.
12. The Quarterage for any twelve months period shall become due on such dates as the Court shall determine.
- 13 The Court in its absolute discretion may waive or reduce any Quarterage, Fine, Fee or other amount payable by those in membership of the Company in any appropriate circumstances including for those who have retired from practice.

COURT

- 14 The business of the Company shall be managed by a Court of Liverymen elected by a ballot

of the Liverymen and Freemen, assisted by Liverymen appointed by the Court as Honorary Court Assistants. The first Court members after incorporation shall be those who have been elected to serve on the Court for the period during which incorporation shall take place. They shall respectively hold office as such until the election and coming into office of their successors according to the provisions of the Ordinances.

- 15 The Court shall consist of the following voting members:
 - (i) Officers of the Company
 - (ii) The Founding Master of the originating Guild
 - (iii) Past Masters of the Company for the four years following their year as Master
 - (iv) Such number of Court Assistants being not less than 8 or not more than 20 and for such periods of office as the Court from time to time shall determine. Such Assistants shall be elected by the Liverymen and Freemen of the Company although the Court shall fill any casual vacancies for the remainder of the period of office in which the vacancy occurs
 - (v) Honorary Court Assistants being any Liverymen whose service to the Company has been such that the Court decides to appoint them to the Court without prior election.
- 16 The Officers of the Company shall consist of:
 - (i) The Master
 - (ii) The Wardens (Senior, Middle, and Junior)
 - (iii) The Immediate Past Master

- (iv) The Treasurer
- 17 A quorum at a Court meeting shall be as determined from time to time by the Court and published in the Ordinances. Subject to the provisions of these Bye Laws, the Court may regulate its proceedings as it thinks fit. Questions arising at a meeting of the Court shall be decided by a majority of votes and in the case of an equality of votes the chairman of the meeting shall have a second and casting vote
- 18 The Court may make from time to time such Ordinances as it deems necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing conditions of admission, and in particular but without prejudice to the generality of the foregoing, such Ordinances may regulate:
- (i) the admission to the Company and the rights and privileges and the conditions of membership
 - (ii) the conduct of those admitted to the Company in relation to one another and to the Company's employees, and
 - (iii) the procedure at general meetings and meetings of the Court and committees of the Court.
- 19 The Court shall have the power to make, alter, add to or repeal the Ordinances and the Court shall adopt such means as it thinks sufficient to bring to the notice of the membership of the Company all such Ordinances, which shall be binding on the membership. No Ordinance shall be inconsistent with, or shall affect or repeal, anything contained in the Royal Charter and Bye Laws.
- 20 The Court shall open and control such bank

accounts as it may consider necessary and shall authorise from time to time the procedures for withdrawing money from such accounts.

- 21 The Court may form committees and 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 rules imposed on it by the Court.
- 22 The Company shall indemnify every Officer, Court Assistant, committee member, and employee of the Company against any loss or expense incurred through any act or omission done or committed by them in good faith in the course of the performance of their authorised duties on behalf of the Company.

THE CLERK

- 23 There shall be appointed by the Court a chief executive of the Company who shall be entitled 'The Clerk' and who shall have such duties, responsibilities and conditions of appointment as the Court shall decide. The Clerk may or may not be a Liveryman of the Company.

THE TREASURER

- 24 There shall be appointed by the Court a Treasurer who shall have oversight of the management of the funds of the Company. The person so appointed shall be a Liveryman and a qualified accountant or some other suitable person as the Court may decide.
- 25 The Treasurer shall ensure the preparation of the annual accounts of the Company in each year to such date as may from time to time be determined by the Court and shall present to the Court an Income and Expenditure Account and a Balance

Sheet duly certified by the Auditors or Examiners. His duties shall be regulated by provisions in the Ordinances.

THE CONDUCT OF MEETINGS

- 26 The Court shall hold its meetings in the City of London and shall meet regularly each year. One such meeting shall be known as the Election Court. The Court may also hold meetings of Liverymen, Freemen and Members as it shall decide. The manner in which all meetings shall be conducted shall be provided in the Ordinances.

THE SEAL

- 27 The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Court.

ACCOUNTS

- 28 The Court shall cause accounting records to be kept.
- 29 The accounting records shall be kept at such place or places as the Court shall think fit, and shall always be open to the inspection of members of the Court.
- 30 The Court shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be opened to the inspection of Liverymen and Freemen.

AUDIT OR EXAMINATION

- 31 Once at least in every year the accounts of the Company shall be audited (or examined if the

Lord Mayor and Aldermen of the City of London so allow) and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditors or Examiners.

- 32 Auditors shall be appointed and their duties regulated in accordance with the provisions of the law. The Auditors or Examiners (who shall be qualified under the law) shall be appointed and their remuneration determined by the Court.

NOTICES

- 33 A notice may be served by the Company upon the membership, either personally or by sending it through the post in a pre-paid letter, addressed to such member at the registered address as appearing in the Membership List or, by agreement, in electronic form.

- 34 Anyone described in the Membership List 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 at such address, but, save as aforesaid, only those who are described in the Membership List by an address within the United Kingdom shall be entitled to receive notices from the Company.

- 35 Any notice, if served by first-class post, shall be deemed to have been served on the working day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to certify that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice served electronically shall be deemed to have been served within 24 hours of despatch.

EMENDATIONS

Bye Law 3 amended by the Privy Council 28th February 2014

Schedule changed to First Schedule by THE QUEEN'S MOST EXCELLENT MAJESTY IN COUNCIL 16th Day of February 2022