

# The Worshipful Company of Security Professionals

(Founded 1999)



## ORDINANCES

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## **1. Scope of this Document**

- 1.1.** This document lays out rules and processes to be observed by the Worshipful Company of Security Professionals [hereinafter called “the Company”] and those who have been admitted into Membership of the Company.
- 1.2** This document exists by virtue of the power granted by Articles 18 and 19 of the Bye-Laws of the Company. These Ordinances came into force on the date that Charter status was granted to the Company.
- 1.3.** Words importing the singular number only shall include the plural number and vice versa and words importing one gender shall include all genders. Master, Liveryman and Freeman as used as dual descriptors.
- 1.4.** Power to amend this document rests with the Court of the Company (see also Section 29 below).

## **2. Qualification for Membership**

- 2.1. Members.** With the exception of Apprentices, and those persons granted Honorary or Companion status, no person will be accepted as a member unless:
  - a. they satisfy the requirement for Membership of the Company as laid down in Article 2 of the Bye-Laws;
  - b. they are of the full age of twenty-one years;
  - c. they have applied in writing for Membership, using a form prescribed by the Court;
  - d. they have agreed to be bound by the Charter, Bye-Laws and Ordinances of the Company;
  - e. they have signed and submitted a direct debit agreement with the Company;
  - f. they have paid an appropriate joining fee and quarterage;
  - g. their application has been proposed and seconded by a Liveryman or a Freeman of the Company in writing and,
  - h. their application has been considered and approved by the Membership Committee and recognised by the Court.
- 2.2.** It is intended that the Membership shall at all times reflect a reasonable balance between all sections of the security profession. This should be kept in mind by the Membership Committee and refusal or deferment of Membership may be made on the grounds of reasonable balance notwithstanding that other membership qualifications are met.

**2.3.** The Company will not exceed 700 members without the consideration of the Court. That figure does not include Honorary Liverymen, Honorary Freeman, the Honorary Chaplain, or Companions.

**2.4.** Membership of the Company is for life, subject to but not limited by payment of annual quarterage and acceptable conduct. However, Membership is regarded as the preliminary stage to becoming a Freeman, and then a Liveryman, this should be impressed upon applicants for Membership by their sponsor.

### **3. The Process for Membership of the Company**

#### **3.1.**

- a. Application forms for membership will be held by the Clerk. On being informed that a person wishes to apply for membership, the Clerk will forward an application form to the applicant.
- b. If Applicants do not have sponsors, they must identify potential sponsors from a list of members provided by the Clerk. If an applicant cannot find suitable sponsors within three months, then they can withdraw their application or, exceptionally, request a formal interview.
- c. A selection panel drawn from the Membership Committee, and including at least one member of Court, will meet on a quarterly basis to interview applicants who are unable to find sponsors and request a formal interview. If refused, the applicant will be sent a formal letter of explanation within 30 days of the interview.

**3.2.** It is the duty and responsibility of the Sponsor to ensure that the candidate:

- a. understands and appreciates the nature of a Livery Company;
- b. understands the Objects and charitable aims of the Worshipful Company of Security Professionals;
- c. understands the structure of the Company and the manner in which it conducts its affairs;
- d. satisfies the requirement for Membership of the Company as laid down in these Ordinances;
- e. is a suitable person for admission into the Company;
- f. is willing to abide by the rules and regulations as laid down in the Bye-Laws and Ordinances;
- g. has properly completed and signed the application form;
- h. has attached a short curriculum vitae to the application form;

- 3.3.** Fully completed application forms, together with the curriculum vitae and appropriate fee will be forwarded to the Clerk. The Clerk will forward the completed application form and curriculum vitae to the Secretary of the Membership Committee.
- 3.4.** The Membership Committee, a Standing Committee, will scrutinise the application to determine whether the membership criteria are met, and whether the candidate is of suitable character to become a Member of the Company. The Committee in their determination may defer further consideration whilst they seek clarification of detail from the applicant via their Sponsor.
- 3.5.** The Secretary of the Membership Committee will inform the Clerk of the outcome of the application. The Clerk will inform the applicant and their sponsor and, if the application has been successful, will add the applicant's name to the Membership roll.
- 3.6.** Once a candidate has been approved by vote of the Membership Committee, the person is considered as accepted into the Company (subject to payment of Fee). The approval date is the date the final approval is received by the Membership Secretary. That approval will be reported to and formally recognised by the Court at the next Court meeting.
- 3.7.** The Membership Committee will monitor the progress of each application to ensure that no undue delay takes place in completing and processing it.

#### **4. Freedom by Redemption**

- 4.1.** Any Member shall be eligible to be nominated, elected and admitted a Freeman of the Company by Redemption, provided that:
  - a. they have been a Member of the Company for at least 12 months;
  - b. they have attended a New Members' briefing;
  - c. they have attended at least 2 of the Company's City of London events; and
  - d. there are no outstanding monies due either to the Company or to its Charitable Trust.
- 4.2.** The Court shall have the exclusive power to elect and admit Freemen of the Company by Redemption. Every candidate for the Freedom of the Company otherwise than by patrimony or servitude must be supported by the Court.
- 4.3.** Should an Honorary Freeman seek to join the Company when their time in office has expired and they are no longer able to continue as an Honorary Freeman, the Honorary Freeman may seek to join the Company on a personal basis. The Court, on the proposal of the Chair of Membership who will have received a completed application form from the Honorary Freeman, may consider offering admittance to an Honorary Freeman directly to the

Freedom of the Company by Redemption (Ordinance 4.2). If the proposal is approved by Court the applicant would not have to pay a joining fee but would have to pay the quarterage due, attend a New Members' Briefing and then a Freedom Ceremony.

- 4.4.** The Clerk shall give notice of each proposal for admission as a Freeman to the Court with the agenda for the meeting at which the election is to take place.
- 4.5.** The election of Freemen can either be taken individually or collectively and may be conducted on a show of hands or by ballot.
- 4.6.** The Clerk shall notify the applicant that their application to progress has been accepted, as well as the details of the Court Meeting which they should attend to make their declaration.
- 4.7.** The granting of Freedom of the Company is a privilege for life, subject to the prompt payment of quarterage, fines and dues, and acceptable conduct.

## **5. Freedom by Patrimony**

- 5.1.** According to the Custom of London, when it shall happen that the child of a Freeman of the Company and of the City of London, born after such Freeman shall have obtained their Freedom of the City of London, or a person lawfully adopted by a Freeman of the City of London, being a person whose date of birth is after that adopter has been admitted to the Freedom, or one or both of whose parents is a Freeman of the City of London at the date of their birth, who has been legitimated in accordance with the law relating to legitimisation currently applicable in the United Kingdom, shall have arrived at the age of not less than twenty one years, and in the opinion of the Court complies with the requirement of Article 2 of the Bye-Laws, and desires to take up their Freedom of the Company and of the City of London, the Court shall admit them to the Freedom of the Company and present them to the Chamber of London to be made a Freeman by Patrimony.

## **6. Freedom by Servitude**

- 6.1.** According to the Custom of London, when it shall happen that a person is apprenticed to a Member of the Company being a Freeman of the Company and of the City of London (hereinafter referred to as the Master of such Apprentice), the Company shall cause a record of the Indentures of such an apprentice to be entered in the books of the Company. The Master of such Apprentice shall cause the Indentures to be entered in the Books of the Chamber of London to the intent that such apprentice having served the term of their apprenticeship shall on proof of faithful service, and having attained the age of 21 years, be

admitted to the Freedom of the Company and be presented to the Chamber of London to be made a Freeman by Servitude.

## **7. Livery**

**7.1.** The Court shall and may call, nominate, choose, elect and shall then admit into the Livery of the Company such and so many persons being Freemen of the Company and of the City of London as it shall think meet and able to be of the same Livery, subject nevertheless to the Order of the Court of the Mayor and Aldermen dated the 19th day of February 2008 which limited the number of Liverymen to 350, and to such other Orders of the said Court of the Mayor and Aldermen as may hereafter be made.

**7.2.** Livery will be granted to a Freeman of the Company, provided that:

- a. the Freeman is also a Freeman of the City of London;
- b. the Freeman has been free of the Company for at least two years;
- c. the Freeman is and has been an active Member of the Company, having attended at least four of the Company's City of London events as listed on the present Events and Communications Events Schedule (see Appendix U to these Ordinances);
- d. the Freeman's conduct is and has been acceptable;
- e. the cap of 350 has not been reached;
- f. an appropriate Livery fine has been paid; and
- g. there are no outstanding monies due either to the Company or to its Charitable Trust.

**7.3.** When the cap on Liverymen has been reached, vacancies arising will be allocated on the basis of the date of application for Livery with the earliest having priority unless the Court, in its absolute discretion, determines otherwise.

**7.4.** The granting of Liveryman status is a privilege for life, subject to the prompt payment of quarterage, fines and dues, and acceptable conduct. Failure to pay quarterage, fines and other dues within 90 days may put the 'privilege for life' at risk and could lead to suspension and, ultimately, expulsion.

**7.5.** A Liveryman may surrender the grant of Livery to them and shall thereafter remain a Freeman of the Company.

## **8. This section is 'not used'**

## **9. Apprentices**

- 9.1.** The Court may from time to time create Apprenticeships for skilled and promising young people who, it is hoped, will develop an active interest in the Company. A well-structured programme, with an enjoyable social dimension, will provide each Apprentice with an introduction to the objects and powers of the Company as well as an understanding of the history of the City of London, its Livery and its customs. An apprenticeship shall last for not less than four and not more than six years and it is anticipated that a successful Apprentice will seek Freedom by Servitude by the age of 25 years.
- 9.2.** Apprentices will be nominated individuals in the age range of 17 to 20 years at the time of binding. Each will be bound to an appointed Apprentice Master – a Liveryman or Freeman of the Company and the City of London for whom the Worshipful Company of Security Professionals is their first or ‘mother’ Company – who will act as their personal sponsor throughout the apprenticeship. Apprentice Masters may take on more than one Apprentice at any one time should they wish to do so. Upon being bound an apprentice will be admitted to the Membership of the Company and will be subject to the same code of conduct and disciplinary process as the rest of the Company Membership (see these Ordinances section 20).
- 9.3.** Apprentices shall not pay annual quarterage during their apprenticeship (see paragraph 22.18). It is anticipated that Apprentice Masters will materially assist with the related incidental costs incurred by the Apprentice and the Company will provide funds for the Apprentice Programme.
- 9.4.** A member of the Court, a Past Master Emeritus or a Honorary Court Assistant Emeritus shall be appointed to oversee the Apprentice Programme.

## **10. Honorary Chaplain**

- 10.1.** The Court may appoint an Honorary Chaplain.

## **11. The Court**

- 11.1.** The Master and Wardens shall be elected annually by and from the Court. To proceed to such Office, the person must:
- a. be a current member of the Court;
  - b. not have served as Master within the previous five years; and
  - c. be elected to the office by the Court.



- 11.2.** A member of Court seeking to progress to become Junior Warden should, in the first instance, write to the Master to express such an interest so that the Master can raise the request at the CSAG where the request will be considered and then discussed with the applicant.
- 11.3.** The CSAG maintain a schedule of Court members who have expressed a desire to progress to become Junior Warden and are responsible for recommending a nominee for the position of Junior Warden to Court each Year, for Court to consider and to decide if they wish to accept the nominee.
- 11.4.** It will be normal practice and custom for Officers to progress in the order of Junior Warden, Middle Warden, Senior Warden, and then Master, subject to the agreement of the Court. However, in exceptional circumstances, the Court may appoint a qualified person to any such Office regardless of the progressive principle stated above.
- 11.5.** Upon election, an Officer of the Company will serve in the designated office for a period starting at the Installation Court of their appointment until the next Installation Court. At the end of that period, the Master will automatically become the Immediate Past Master, and a Warden will either progress to the next office or revert to the status of Honorary Court Assistant, Court Assistant or Liveryman of the Company.
- 11.6.** A member of Court however has the right to stand for any office but in the case of the position of Junior Warden to do so should have first declared their interest in progression to the CSAG to be considered as a future Junior Warden.
- 11.7.** The Immediate Past Master is an Officer of the Court by right.
- 11.8.** The Assistants will be elected from Liverymen of the Company, by the Liverymen and Freemen of the Company, as detailed in these Ordinances. A Court Assistant must have served as a Standing Committee Member, a Member of an Ad-Hoc Group created by Court that becomes a Standing Committee or as a Trustee of the Charitable Trust for a minimum of two years, but such service does not have to be current.
- 11.9.** Upon election, Court Assistants will serve a period of four years from the date of their initial appointment. In order to continue as a Court Assistant after four years, the person must submit themselves, before the Court meeting where the Court Assistant vacancies are decided, for re-election for a further four years. If elected they will then serve for a period of four years. In order to continue as a Court Assistant after eight years, the person must again submit themselves, before the Court meeting where the Court Assistant vacancies are decided, for re-election for a further four years. If elected they will then serve for a period of four years. No person may serve as an elected Court Assistant for a

continuous period exceeding twelve years. After completing a full term of twelve years a person may apply to rejoin Court only after a period of one year has elapsed from their date of leaving. Any Court Assistant who resigns from Court for any reason and at any point during their tenure may also only apply to rejoin Court after a period of one year has elapsed from their date of leaving.

- 11.10.** A Past Master of the Company may remain a member of the Court for a period not exceeding four years from the date of installation of their successor. After that period, a Past Master is eligible for re-election as a Court Assistant.
- 11.11.** A Past Master of the Company at any time after the period of four years from the date of installation of their successor may, by application to the Court, be appointed Emeritus Honoris Causa in recognition of their services to the Company. Past Masters Emeriti may receive Court papers, and may attend Court and speak, but may not vote or be counted towards a quorum. They may also chair or serve on committees, sub-committees and ad hoc groups as voting members if invited to do so; however, Past Masters Emeriti may not chair any Court Committee as they are not Court Assistants.
- 11.12.** Notwithstanding 11.10 above, the Founding Master of the originating Guild is a permanent honorary member of the Court.
- 11.13.** The Court shall appoint a Liveryman or some other suitable person within the Company as Treasurer. That person should be a qualified accountant or such person as the Court considers suited to the task. Upon election, the Treasurer will serve a period of four years from the date of their initial appointment. In order to continue as the Treasurer after four years, the person must submit themselves for re-election for a further term of four years.
- 11.14.** Honorary Court Assistants may be appointed by the Court where such Liverymen have served the Company in such excellent and consistent manner that the Court feels it is right to appoint them to active office in the Court and not subject them to an election process.
- 11.15.** An Honorary Court Assistant of the Company at any time after a period of four years from the date of installation may, by application to the Court, be appointed Emeritus Honoris Causa in recognition of their services to the Company. Honorary Court Assistants Emeriti may receive Court papers, and may attend Court and speak, but may not vote or be counted towards a quorum. They may also chair or serve on committees, sub-committees and ad hoc groups as voting members if invited to do so. They may not however become Chairman of Standing Committees as they are not Members of Court.
- 11.16.** Officers, Court Assistants and Honorary Court Assistants will, ordinarily, be admitted to office or appointment at the Installation Court; normally held in the month of June.

## **12. Temporary Appointments to Court**

- 12.1.** In the event of the death, retirement or removal of a Master, Warden, or any other member of the Court, the Court shall have the power to make a temporary appointment for the remainder of the term of office of the person or persons so dying, retiring or being removed. A person so appointed will take up office immediately.
- 12.2.** No person may be so appointed to a temporary appointment unless they fulfil the requirements for appointment to Court as detailed above, subject to the qualification at 12.3 below.
- 12.3.** In the event of no qualified person being available to take a temporary Office or position, a Past Master may be appointed to that Office or position on a temporary basis notwithstanding the date on which that Past Master occupied the Master's chair.
- 12.4.** Any period of temporary appointment as a Court Assistant shall not count as a term served for the purposes of 11.8 above, and those so appointed must submit themselves for election in the election year if they wish to continue as a Court Assistant.

## **13. Meetings of the Court**

- 13.1.** The Court shall hold its meetings in the City of London and shall meet not less than four times a year. One such meeting shall be known as the Election Court and one as the Installation Court.
- 13.2.** The Master may, and the Clerk shall at the request of three members of the Court, summon an extraordinary meeting of the Court.
- 13.3.** An Agenda containing the details of the venue, the time of the meeting and the matters to be considered and discussed at the Court Meeting will be prepared by the Clerk, in consultation with the Master, (a requirement of Ordinance 24.3.c), and will be circulated to all the members of the Court in advance of the meeting. The period of advance notice required shall be determined by the Court.
- 13.4.** The Master, or in their absence the Immediate Past Master, or in their absence the Senior Warden, or in their absence the Middle Warden, or in their absence the Junior Warden shall preside as Chair over all meetings of the Court, but no meeting shall be held unless the Master, Immediate Past Master or a Warden is present.
- 13.5.** Court meetings shall require a quorum of at least six (6) voting members, one of whom must be the Master or, in their absence, the other nominated Chair of that meeting.

- 13.6.** Members of the Court are expected to attend all Court meetings in person as required by the Court of Alderman.
- 13.7.** Should travel to the City of London either not be possible or advised against and/or should meetings in person either not be possible or advised against, the Court may need to meet by teleconference, video conference or such other remote meeting software as may be available at the time. For Court Meetings taking place under such circumstances, with no physical location, the meeting is to be regarded as being convened at the Company's Registered Office in the City of London, and as such shall be deemed to be held within the City of London in compliance with Bye-Law Clause 26.
- 13.8.** The Clerk will take notes at and prepare minutes of all Court meetings, Ordinance 24.3.b, which will be circulated to all Members of the Court within a reasonable period of the meeting as agreed with the Master and Court. In the absence of the Clerk the Master or Chair of the meeting will nominate another member of Court to take notes and prepare the minutes of that meeting.

#### **14. Committees**

- 14.1.** Chartered Security Professionals Registration Authority
- a. Pursuant to Article 3(v) and Schedule 2 of the Charter of Incorporation and Bye Laws 7 to 10 inclusive, a Committee of the Court, to be entitled the Chartered Security Professionals Registration Authority (CSPRA) will be established, to implement and manage the Register of Chartered Security Professionals Register (the Register).
  - b. The CSPRA will be the agent for the Company acting under the Company's delegated authority. The Court shall grant the CSPRA such delegated authority to act on its behalf as shall be consistent with the requirements of the CSPRA reporting its proposals and actions to the Court given that the Court bears the ultimate responsibility for all matters concerned with its operation under its Charter.
  - c. The CSPRA will operate under Terms of Reference approved by the Court as stated in Appendix A to these Ordinances.
  - d. The CSPRA shall comprise an independent Chair and Deputy Chair who shall be appointed by the Court and, in addition, two nominated representatives of the Court as voting members who shall represent the interests of the Company as the

owner of the Register for such periods of time as the Company shall decide. A representative from each Licensee shall be invited to sit as a voting member on the CSPRA for terms of membership it shall decide. Furthermore, additional representatives of a Licensee may be invited to join the CSPRA on such terms as shall be decided. Non-voting advisers may be invited to attend some or all of the meetings.

- e. The Court will also set up a Sub-Committee, the Chartered Security Professionals Sub-Committee, to focus on and deal with particular issues that will include the annual review of the Administrator's performance and the Administrator's and Licensees' contracts. The Chair of the Sub-Committee will be one of the two nominated Court representatives of the CSPRA.

#### **14.2. Standing Committees**

- a. The Company may create any number of Standing Committees, provided that each has a specific title and a specific remit, and each operates under Terms of Reference approved by the Court and stated in the Annexes to these Ordinances. The Company must have Standing Committees which deal with:
  - i. Finance, Audit and other General Purposes;
  - ii. Membership;
  - iii. Events and Communications;
  - iv. Services [Managing the link with Military and Security Affiliates];
- b. Each Standing Committee will have a Chair, who will be a Liveryman and who should usually be a Court Assistant and must be appointed by the Court. Court however may appoint either the Junior or the Middle Warden as a voting Chair of a Standing Committee, other Officers cannot Chair Standing Committees but may be ex-officio members without a vote.
- c. The members of a Standing Committee will be appointed by its Chair, who will consult any current members of their Committee before making any appointment. Equally, members of a Standing Committees may be dismissed by the Chair who will have consulted the Committee. Failure to pay the annual quarterage within 90 days will be grounds for the removal of a member of a committee.
- d. Members of a Standing Committee should be actively engaged in the Company. Members of the Company with specific skills, interests or a willingness to help should be encouraged and should seek to join a Standing Committee. The Company does not wish to preclude such Members from being able to join a Standing

Committee so Members of the Company at all levels of progression can join a Standing Committee.

- e. The Company recognises that not all Members will be seeking to progress rapidly and that some Members will be content to join a Committee. However, as a Livery Company the understanding is that until the Livery cap is reached Members will aspire to become Liverymen and that Members will seek to become Freemen of the Company at the earliest opportunity.
- f. Each Standing Committee shall, in consultation with the Court Succession Advisory Group, appoint a Deputy Chair, to act in the absence of the Chair.
- g. Each Standing Committee will itself appoint from its members a Secretary/Minute Taker, who will record and keep minutes of each meeting and deliver a copy thereof to the Clerk.
- h. Standing Committees will meet formally at least twice in every Master's year, and on other occasions as directed by their Chair. Where appropriate, there is no objection to a Standing Committee conducting routine business by electronic mail or conference calls between its membership.
- i. The primary purpose of a Member seeking to join a Standing Committee is to actively engage in the work/function of that Committee and to help the Company. The Chair of each Standing Committee should therefore consider the responsibilities of that Committee and ensure that there, are at least, the required number of active Members to allow the Committee to function, discharge its responsibilities and to allow for succession planning and development. Non active Members of a Standing Committee should be removed.
- j. The Chair of each Standing Committee should take every opportunity to introduce "new blood" and thus persons with new ideas to their Committee, with the intention of keeping the Company progressive.
- k. The Chair of a Standing Committee may set up a Sub-Committee to focus on and deal with particular issues that arise within the remit of that Standing Committee. The Chair of the Standing Committee will appoint a Sub-Committee Chair, and the reporting line will be through the Chair of the Standing Committee to the Court.
- l. When setting up any Sub-Committee, the Standing Committee Chair will state its terms of reference and supply a copy of those terms to the Clerk.

## **15. Ad Hoc Groups, Working Parties and Sub-committees**

- 15.1** The Court may set up Ad Hoc Groups, Working Parties and Sub-Committees to focus on and manage specific functions and issues. In doing so the Court will appoint a Chair, and a Court Assistant who will act as a reporting line to the Court if the Chair of the Working Party or Ad Hoc Group is not already a member of the Court. Such Ad Hoc Groups, Working Parties and Sub-Committees will be listed in the Ordinances and the Court will review annually the need to keep them in existence.
- 15.2** Ad Hoc Groups, Working Parties and Sub-Committees that the Court has established are:
- a. The Sheriffs' Award Working Group;
  - b. The Chartered Security Professionals Sub-Committee;
  - c. The Security Dog Awards Group;
  - d. The Court Succession Advisory Group;
  - e. The Apprentice Management Group;
  - f. The Ordinance Working Group;
  - g. The Strategy Working Group;
  - h. The Young Members Group;
  - i. Officers Continuity Group.
  - j. The Whittington Course Group
- 15.3** When setting up any Ad Hoc Groups, Working Parties and Sub-Committees, the Court will approve its terms of reference.
- 15.4** Such bodies shall not disburse any monies belonging to the Company except by express sanction of the Court.
- 15.5** Any Member of the Company may serve on Ad Hoc Groups, Working Parties and Sub-Committees and the appointment of its membership is a matter for the Chair as defined in the Terms of Reference of that body.
- 15.6** The membership of Ad Hoc Groups, Working Parties and Sub-Committees may be changed by the Chair of the body in line with the Terms of Reference for the body without the need for a reason being given.
- 15.7** Time as a member of an Ad-Hoc Group that becomes a Standing Committee will qualify towards the time served on a Standing Committee required for qualification for election as a Court Assistant.

## **16 The Conduct of Business at Court and by Committees**

- 16.1** The decision of the Master, Immediate Past Master or Warden presiding at Court shall be conclusive on all points of order. Similarly, the decision of the Chair of a Committee, Working Party or Ad-hoc Group shall be conclusive on all points of order arising at that meeting.
- 16.2** Questions arising at any meeting shall be decided by a majority of votes, unless otherwise specified in these Ordinances.
- 16.3** In the case of equality of votes, the Chair of the meeting shall have a second or casting vote.
- 16.4** Any proposal put must be seconded before the matter can be put to a vote.
- 16.5** On any issue arising at Court, any two members of the Court may demand a ballot.
- 16.6** The Court may invite specific Liverymen and Freemen of the Company to attend a Court meeting where the presence of such Liverymen and Freemen will assist the business of the Company. The Court may also invite professional or technical advisors to attend such Court meetings as the Court deems appropriate. Apprentices may also attend and observe the Court by invitation.
- 16.7** A Committee may also invite professional or technical advisors to attend such Committee meetings as the Committee deems appropriate.
- 16.8** Any Liveryman, Freeman or Apprentice of the Company may attend a Committee meeting as an observer.

## **17 Special Responsibilities**

- 17.1** The Court may nominate a Liveryman or Freeman of the Company to have a special responsibility within the Company and provide a title for that special responsibility; the terms of reference – which should be annexed to these Ordinances; the initial tenure of the appointment; and the process by which any re-appointment will be agreed.
- 17.2** In so doing, the Court must allocate that special responsibility to the jurisdiction of the Chair of an appropriate Standing Committee, who will oversee the work done and provide a communication link to Court.
- 17.3** The appointment of a Liveryman or Freeman of the Company to have a special responsibility must not compromise, undermine, or cut across the work done by a Standing Committee under its laid down terms of reference. If any such conflict of function arises, the Standing Committee must have supremacy.



- 17.4** One such special responsibility will be a Welfare Officer, who will be appointed by the Court and attached to the Membership Committee. The Welfare Officer Terms of Reference are listed at Appendix N.
- 17.5** One such special responsibility will be a Safeguarding Officer, who will be appointed by the Court and attached to the Membership Committee. The Safeguarding Officer Terms of Reference are listed at Appendix Q.
- 17.6** One such special responsibility will be a Merchandise Champion, who will be appointed by the Court and attached to the F&GP Committee. The Merchandise Champion Terms of Reference are listed at Appendix P.
- 17.7** Notwithstanding what is said in 17.1 to 17.6 above, the Court may select and appoint Liverymen or Freemen to be Stewards. A Steward's term of office will be two years and commence at the Installation Court. Such Stewards will assist the Master, Wardens and the Court at Company functions. They will also provide aid and help to the Clerk and Beadle and come under their jurisdiction whilst so appointed. The Stewards Terms of Reference are listed at Appendix O. A Steward may be re-appointed for a further term of two years. Stewards may serve up to two terms, i.e. a maximum of four years unless there are insufficient applicants to fill the vacancies in which case a retiring Steward may serve an additional term. Stewards should be elected on the basis of:
- i. showing promise for advancement within the Company; or
  - ii. serious commitment to the Company but not wishing to engage in the management of it.

## **18 Elections**

- 18.1** Elections are required for appointment as Master and Wardens and for appointment as a Court Assistant. Such an election can only be held in the Company year preceding the intended appointment.
- 18.2** The Master, Senior Warden and Middle Warden will be elected by a vote of the Court. Such a vote does not need to be a secret ballot unless the Court, on the application of three (3) or more Court Assistants, decides otherwise. The Junior Warden shall be elected by a secret ballot of the Court unless the Court, on the application of three (3) or more Court Assistants, decides otherwise.
- 18.3** Court Assistants will be elected by ballot of the Liverymen and Freemen of the Company. This will be a ballot using electronic or surface mail, or a mixture of both as appropriate.

Any Liveryman or Freeman whose subscription is more than 90 days in arrears will not be permitted to vote.

- 18.4** For either election, a simple majority in favour of a candidate or candidates will decide the result. Any tied vote will be decided by the casting vote of the current Master, irrespective of whether they have already cast a personal vote.
- 18.5** The election process for Officers, and for Court Assistants required to fill vacancies on the Court, will take place annually.
- 18.6** The election process for Court Assistants will be as follows:
- a. at the first meeting of the Court in the calendar year, the Court will agree the number of Court Assistant positions required for the forthcoming Company year, as allowed by Bye Laws 15(iv);
  - b. thereafter, the Clerk will invite nominations from those who meet the qualifications set out in paragraph 11.8, to be received by them within one calendar month of the invitation;
  - c. a qualified person may nominate themselves;
  - d. each and every nomination must include a declaration by the nominee that they understand the duties and responsibilities of the position and that they are prepared to invest the necessary time and effort;
  - e. the nomination, declaration and any supporting statement will be in writing on a form prescribed by the Clerk for the purpose. The form must be signed by the nominee. The signature must be accompanied by the name in bold print to enable the signature to be easily identified;
  - f. on receipt of a nomination form, the Clerk will check and certify the eligibility of the nominee, and forward their name to the Court Succession Advisory Group;
  - g. The Court Succession Advisory Group will arrange interviews with all candidates to confirm they understand the duties and responsibilities of the position and ascertain whether it is their intention to put themselves forward for progression to Master;
  - h. Following interviews at paragraph 18.6.g above the Court Succession Advisory Group will confirm the names of the nominees to be entered on the voting paper prepared by the Clerk for that purpose;
  - i. as soon as practicable after receiving confirmation of the nominees from the Court Succession Advisory Group the Clerk will send out a voting paper containing the names and a brief biography of each of the nominees to all eligible Liveryman and

Freeman of the Company. Eligibility will be determined by reference to paragraph 18.3;

- j. The Clerk will set a closing date for receipt of voting papers which will be no later than two weeks prior to the Installation Court papers being sent out. That closing date will be clearly shown on the voting papers;
- k. The Clerk will nominate a return email and surface mail address, and papers must be received at that return address by the due date to be valid;
- l. Each voter will be able to apply one vote in favour of a nominee for each vacancy.
- m. Proxy voting is not permitted in the election of Court Assistants;
- n. The vote will close at 5p.m. on the day set by the Clerk;
- o. When the vote has closed, the Clerk will count the votes, collate the result, and complete that task within seven days;
- p. the Clerk has absolute discretion to accept or discount a vote if a voting paper has not been correctly completed or if it contains some irregularity or additional material;
- q. having counted and collated the vote, the Clerk will deliver the result and all ballot papers to the Immediate Past Master who will audit and certify the result. The Immediate Past Master cannot overturn a decision made by the Clerk under 18.6.p above;
- r. the Immediate Past Master will then inform the Master of the result (who may have to use a casting vote or votes as at 18.4 above), and instruct the Clerk to notify the result to the Court and all Liverymen, Freeman and Members of the Company;
- s. the Immediate Past Master will return all ballot papers to the Clerk who will retain them for six months, and then dispose of them as confidential waste.

**18.7** If, due to illness, incapacity, or other good reason, the Clerk is unable to fulfil their duties for the election process, the Court may nominate a Liveryman or Freeman of the Company to fulfil the role. In this instance, all references to the Clerk in 18.6 above or 18.11 below apply to the nominated person.

**18.8** The Court has the power, and the option, to appoint an independent person, partnership, or company to conduct the election to the Court. Such appointee should be a solicitor, accountant, or like person. In such a case, all references to the Clerk in 18.6 above or 18.11 below apply to the appointed person, partnership, or company.

**18.9** Once the result of the election has been announced to the Membership, the result may be acted upon.

**18.10** Any challenge to the validity of the count, or the veracity of the process will be referred to the Master, who will consult with Past Masters currently serving on the Court and then decide what action, if any, to take. No challenge will be entertained if made more than six months after the result is declared to the Membership.

**18.11** An election need not be held if valid nominations for Court Assistant do not exceed the number of positions open for election. In such an event, the Clerk will inform the Immediate Past Master on close of nominations and the Immediate Past Master will declare the nominees elected without ballot, having satisfied themselves that there is no requirement for a ballot. The Master will be notified, and the result declared to the Membership of the Company.

## **19 Discharge from Office and Appointment**

**19.1** All Liverymen of the Company elected to Office, appointed as Court Assistants, or serving as a Past Master on the Court are expected to carry out their duties with enthusiasm, decorum, and ability. Members of the Court may be removed from their position if they:

- a. act or have acted in a manner likely to bring discredit on themselves, the Court, or the Company;
- b. fail, without good and reasonable cause, to carry out a duty, task, or obligation assigned to them;
- c. fail, without good reason, to attend meetings of the Court;
- d. demonstrate that they are not prepared to invest the time and effort required for the position;
- e. are more than 90 days in arrears with their quarterage.

**19.2** A Member of Court failing to attend two consecutive Court meetings without apparent good reason will be formally written to by the Court Succession Advisory Group (CSAG) and asked to explain their absences. Failure to respond with good reason(s) will trigger a request to resign by CSAG at the next Court meeting and start the formal process for removal.

**19.3** Court and Committee members who settle their quarterage following the issue of a 90 days' letter (see paragraphs 20.5 and 20.6) may not re-join the Court or Committee without having sought re-election or re-appointment, as appropriate, in accordance with the prevailing Ordinances.

- 19.4** A member of the Court who brings discredit on themselves, the Court or the Company or who appears to fail in their responsibilities may be asked by the Court to resign from Office or appointment. If the person refuses to resign when so requested, the Court may institute a formal process for removal.
- 19.5** That formal process for removal will include:
- a. provision to the Court member concerned of twenty-eight days' notice in writing of the intention to discuss the subject of their removal from the Court at the next meeting of the Court;
  - b. placing the matter of the Member's removal from the Court on the formal agenda of a regular meeting of the Court;
  - c. circulating the agenda of the relevant meeting in writing to all members of the Court at least ten days prior to the date of the next Court meeting;
  - d. a vote for removal by the Court.
- 19.6** There is no requirement for the subject of the proposal to be present at Court when the matter is discussed and voted upon. If, however, the subject of the proposal does attend the meeting, that person must be given the opportunity to speak on their own behalf.
- 19.7** There is no appeal against a vote in favour of removal from Court. The person so removed by a vote of the Court must absent themselves immediately from the Court.

## **20 Conduct and Termination of Membership**

- 20.1** All Liverymen, Freemen, Members and Apprentices shall conduct themselves in a manner which is not injurious to the character, interests or reputation of the Company and does not therefore bring the Company into disrepute, "Disreputable Conduct".
- 20.2** A Liveryman, Freeman, Member or Apprentice who has acted in a manner deemed to bring the Company into disrepute may be subject to a process which could result in exclusion from Membership of the Company.
- 20.3** Any such Disreputable Conduct should in the first instance be reported to an Officer of the Company (Master, IPM, Senior Warden, Middle Warden, Junior Warden or Treasurer) or the Company Welfare Officer or Safeguarding Officer.
- 20.4** On receipt of an initial report of Disreputable Conduct the Officer will consult with two other Officers, one of whom would normally be the Master, and those officers will then make a decision as to whether an immediate suspension of the Member pending a full investigation is appropriate. The duration and extent of any suspension shall be a matter for these three Officers.

**20.5** Exclusion from Membership of the Company is a matter for the Court. No decision to exclude will be valid unless the procedure laid out in these Ordinances is followed.

**20.6** Disreputable Conduct

- a. On receipt of a complaint making an allegation of Disreputable Conduct the Court has the power, on reasonable grounds and pending a full investigation, to immediately suspend any Liveryman, Freeman, Member or Apprentice from active participation in the affairs, benefits and amenities of the Company.
- b. A complaint making such an allegation may be made by any Member of the Company, or by another person, or by any entity including the Statutory Authorities. Any investigation undertaken by a Statutory Authority will take precedence over the internal procedures of the Company.
- c. An immediate suspension of a Member may be indefinite or for any other specified period of time.
- d. An allegation of Disreputable Conduct should be made to the Master, IPM, Senior, Middle or Junior Warden, Treasurer, Welfare Officer or the Safeguarding Officer.
- e. Any one of the Officers identified in paragraph 20.4d. above may instigate the Disreputable Conduct process with regard to any Member should the Company become aware of any conduct by that Member which, in the view of that Officer, may be capable of bringing the good name of the Company into disrepute.
- f. Due to the need to maintain confidentiality and act in a timely manner the Court has delegated the authority to act in all matters of this type to a group of three Officers to be known as the Reviewing Officers. The intention is that all matters will be dealt with as quickly as is reasonably possible.
- g. The individual receiving the allegation will then select two other Officers from the group identified in paragraph 20.4d. above to form the group of Reviewing Officers. These Officers must not have been involved in the matter which is the subject of the complaint. The Reviewing Officers will keep full notes of all stages of the process. Where the individual receiving the complaint is the Master, they may nominate another Officer identified in paragraph 20.4d. above to act as a Reviewing Officer in their place.
- h. Except in cases where they are the subject of the allegation, the Master must be informed that an allegation of Disreputable Conduct has been made and must then be kept informed of the progress, but not the detail, of the process. In the event that the Master forms the opinion that they have gained too much prior knowledge of

the detail of an allegation, they must recuse themselves from taking part in any subsequent appeal – see paragraph 20.6r. below.

- i. The Reviewing Officers will decide if an immediate suspension is necessary and for what duration that suspension should be. Any such immediate suspension will be kept confidential until an investigation has been completed. There is no right of appeal against an immediate suspension. Where an investigation or enquiry is being undertaken by a Statutory Authority it is likely that any immediate suspension will last for the duration of that investigation or enquiry.
- j. Where an external investigation is undertaken by a Statutory Authority, the Reviewing Officers will take no further action once a decision has been made on the matter of immediate suspension. At the conclusion of such an external investigation the Reviewing Officers may, at their discretion, adopt the findings and/or outcome of that investigation without the need for a further internal investigation. Thereafter process set out from paragraph 20.6o. below will be followed.
- k. Where it is appropriate for an investigation to be undertaken internally the individual making the complaint will be interviewed by at least two of the Reviewing Officers. In considering the allegation, the Reviewing Officers will cause such enquiries to be made as they deem necessary. For the avoidance of doubt this discretion will include the right to co-opt any other person for any reason or to seek legal advice which, if chargeable, will be paid for by the Company. Following the interview the Reviewing Officers will decide on whether to notify the accused person of the details of the allegation.
- l. Where the Reviewing Officers find there is a case to answer they must give the accused person the opportunity of being heard in person. The accused person also has a right to hear the basis of the allegation before responding. If the accused person declines to attend a meeting the Reviewing Officers will consider the allegation in their absence and will take into account any written submission received from the accused person.
- m. An accused person may not be represented nor delegate their right to speak on their own behalf to any other person.
- n. The Reviewing Officers may however, at their discretion, permit the accused person to be accompanied by another member of the Company.

- o. Where an allegation is found to be proved the Reviewing Officers will decide on an appropriate sanction. This will range from a formal apology to permanent expulsion from the Company.
- p. The Reviewing Officers will provide written notification of their decision to the accused person. The accused person then has 30 days to lodge written notice of appeal. Where no appeal is received by the Reviewing Officers, they will notify the Clerk to place the matter on the Agenda for the next Court meeting.
- q. If the decision is permanent expulsion from the Company the individual will be named in Court for the decision to be confirmed.
- r. If the accused person decides to appeal the decision an Appeal Group consisting of the remaining, eligible Officers identified in paragraph 20.4d. above will be formed to review the facts and findings of the Reviewing Officers. The Appeal Group will not include any of the Reviewing Officers, however, the provision in paragraph 20.6k. above to co-opt others applies equally to the Appeal Group. The Appeal Group will not include any Officer who has been involved in the matter which is the subject of the complaint. This review should be completed within 30 days of the notice of appeal being received.
- s. If the Appeal Group decide to uphold the appeal the case will be dismissed and no sanction will be applied. If the appeal is rejected then the original sanction may be implemented as outlined above or the Appeal Group will have the right to determine any alternative sanction from a formal apology to permanent expulsion from the Company.
- t. The decision of the Appeal Group is final and there is no further right of appeal.
- u. The Appeal Group will provide written notification of their decision to the accused person.
- v. If the decision of the Appeal Group is permanent expulsion from the Company, they will notify the Clerk to place the matter on the Agenda for the next Court meeting, and the individual will be named in Court for the decision to be confirmed.
- w. At the conclusion of the process all the documentation will be sent to the Clerk to be kept safe for future reference.
- x. At any point in the process described above the Clerk may be kept informed to enable decisions to be implemented.

## **20.7 Non-Payment of Fines and or Invoices**



- a. Any Liveryman, Freeman, Member or Apprentice who fails to pay their quarterage and/or fines within 90 days of the date of the invoice, or fails to pay any other monies due to the Company within 90 days of the date of the invoice may be subject to a process for suspension or exclusion from Membership of the Company.
- b. Any Liveryman, Freeman, Member or Apprentice of the Company who is more than 90 days in arrears of payments of their quarterage, fines and/or other payments due to the Company shall be subject to a formal process for securing payment which may result in suspension or exclusion from Membership of the Company. At a time when that process has been completed in full and payment is still outstanding the Treasurer shall seek an order from the Court for the Clerk to send a notice of exclusion to the person's last known address. The Court shall issue a notice of exclusion in all cases unless the process for securing payment has not been completed in full. Unless payment in full is received from the debtor within 30 days of the date of issue of the notice of exclusion, that person shall be excluded from the Company.
- c. Any Liveryman, Freeman, Member or Apprentice of the Company who is more than 90 days in arrears of their quarterage, fines or other debts shall not be permitted to purchase any ticket(s) for a Company event until all the outstanding amount has been paid.
- d. Any Liveryman, Freeman, Member or Apprentice who has failed to settle their debt with the Company in 90 days but who has settled that debt within the next 30 days must agree to sign and maintain a direct debit agreement with the Company. Failure to do so may result in that person not being permitted to purchase any ticket(s) for a Company event.
- e. A Liveryman, Freeman, Member or Apprentice who has been excluded by decision of the Court for non-payment of Fines or Invoices may appeal by giving written notice to the Clerk within 14 days of the receipt of notice of the Court meeting at which the exclusion order was made. On receiving notice of appeal within the specified period the Clerk will inform the Master who will appoint an Appeal Panel in accordance with g. below.
- f. A notice of appeal against exclusion will not suspend the exclusion order pending an appeal hearing.
- g. An appeal will be heard by a panel of three Officers or serving Past Masters appointed by the Master for that purpose.
- h. That Appeal Panel will meet and come to a decision as soon as practicable and in any case within three months of the original decision to exclude or the appeal will automatically succeed. The Appeal Panel will consider all evidence and procedures appertaining to the exclusion order. The appeal panel must give the person concerned the opportunity to

speak in person on their own behalf before coming to a decision. The decision of the Appeal Panel is final.

- i. A person who has been excluded from the Membership of the Company for non-payment of quarterage, fines and/or other monies may be re-admitted, provided that (i) all outstanding quarterage, fines and other monies have been paid, (ii) all the quarterage for the period between the Members exclusion and re-admittance that would have been due had the individual remained a Member have been paid, and (iii) the Membership Committee approves the re-admittance.
- j. If the Membership Committee approves the re-admittance of the former Member, it will usually be as a Member or Freeman. Former Liverymen will normally be re-admitted as Freemen. Any recommended re-admittance would not include any previously held offices or Committee Memberships.

**20.8** A person who is excluded from Membership forfeits all rights to any monies paid to the Company, regardless of the nature of such payments.

**20.9** A person who resigns from the Company is not entitled to any pro-rata refund for any period of Membership for which they have already paid.

**20.10** A person who has resigned their Membership but wishes to be re-admitted may do so under the terms outlined in O20.7.i and O20.7.j above.

## **21 Declarations**

**21.1** All Liverymen, Freemen and Apprentices upon admission to the Company shall make and sign such Declarations as the Court shall from time to time determine.

**21.2** Such declarations will be made before one or more of the Master, Immediate Past Master, or Warden of the Company.

**21.3** The Master, Wardens, Treasurer, Honorary Court Assistants, Court Assistants and Stewards shall upon admission make and sign such Declarations as the Court shall from time to time determine.

**21.4** Upon taking office, the Clerk, Beadle and other appropriate persons shall make such declaration as the Court may from time to time determine.

## **22 Financial Matters**

- 22.1** The Company will regulate and manage its financial affairs according to the incorporated status granted by Royal Charter.
- 22.2** The Treasurer will be a member of the Finance and General Purposes Committee and the Events and Communications Committee. The Court will also put the Treasurer forward for consideration of the Trustees of the Charitable Trust when a vacancy for a Court Trustee of the Charitable Trust becomes available.
- 22.3** The Treasurer will present regular reports and accounts to the Court, as directed by the Court.
- 22.4** The Treasurer will present regular reports and accounts to the meetings of the Finance and General Purposes Committee and the Events and Communications Committee.
- 22.5** The Treasurer will be responsible for liaison with the Bank of the Company and for negotiating such terms, as may be required, with the Bank to maintain the Banking facilities required by the Company. The Treasurer may also from time to time, if felt appropriate, make recommendations to the Court to change the Bank of the Company.
- 22.6** The Treasurer will be responsible for the Insurances of the Company and maintaining such Insurance Policies as the Court deem to be appropriate.
- 22.7** The Treasurer will:
- a. maintain accurate accounts of the income and expenditure in the Company;
  - b. oversee the banking of all monies paid to the Company;
  - c. effect payment of all liabilities incurred by the Company;
  - d. be a joint signatory on all cheques and monetary transactions including on-line payments made on behalf of the Company;
  - e. liaise on a regular basis with the Company's accountants;
  - f. draft the Company's annual accounts;
  - g. present the annual accounts for approval by the Court on the due date;
  - h. submit an annual report to the Finance and General Purposes Committee;
  - i. offer annual recommendations in respect of the level of Fines and Membership fees;
  - j. tender advice of a financial nature to the Court on any item under discussion which has financial implications for the Company;

- k. submit to Court in due time any item, of which they become aware, with financial implications for the Company, so that it may be discussed and dealt with by the appropriate Committee(s) or the Court;
- l. take on any reasonable task, other than the direct management or involvement in the running of an event or function of the Company, involving the finances of the Company that the Court shall request;
- m. arrange for the payroll of the Company to be operated by a suitably qualified person or company and for such records that are required to be produced and maintained;
- n. agree the remuneration with the person or company tasked to perform the payroll function;
- o. manage the financial investments of the Company in line with the investment criteria defined by the Court and offer advice on alternative investment options that may be available to the Company.

**22.8** The Treasurer may request or the F&GP Committee may suggest and propose that a Deputy Treasurer is appointed by the Chair of the F&GP Committee to assist the Treasurer. Any person appointed to the role of Deputy Treasurer will be a member of the F&GP Committee, and the appointment will be reviewed periodically.

**22.9** The Court, at its discretion, may appoint a qualified accountant (or a firm of accountants) who is (are) not a Member(s) of the Company to manage all or some of the financial affairs of the Company. The Treasurer retains overall responsibility for the financial duties so carried out. Where the appointment is outside the Company, this may be a paid position.

**22.10** Joining Fees shall be paid into the Charitable Trust. Quarterage and other Fines shall be paid into the Company account.

**22.11** The Treasurer will calculate at the end of each financial year the amount of working capital the Company requires for the following financial year. The Treasurer will then advise the Court of the details of the calculation so that any funds in excess of the fixed asset value and the working capital requirements can be agreed by the Court and, save for any other consideration, donated to the Charitable Trust before the end of the financial year. The Court reserves the right to invest money surplus to requirements in any reasonable way that it sees fit.

**22.12** Any income raised by the Company may be reinvested in the Company with no portion to be distributed or transferred in any way directly or indirectly to any Member of the

Company except payment made in good faith to any Member for services rendered to the Company.

- 22.13** Accounts shall be prepared each year for the Company and be presented at the next meeting of the Court to be held after the Company year end.
- 22.14** The Court in its absolute discretion may waive or reduce the quarterage, fines or dues payable by Liverymen, Freemen and Members who have retired from practice or in any other appropriate circumstances.
- 22.15** A Liveryman, Freeman or Member who has attained the age of 65 years, who is no longer in receipt of any income from employment or practice, and who has been a fully paid up Member of the Company for at least 7 years, may, on application, have their quarterage reduced by 50%. Application to be registered on the Membership roll as a retired person must first be made to the Membership Committee. The Membership Committee may then recommend to the Court that retired status be granted from the first day of the next new Company year. It is for the Court to decide if retired status will be granted. A person granted retired status will suffer no loss of privilege. It will be the responsibility of the Member claiming retired status to immediately inform the Clerk should the conditions of that status no longer apply.
- 22.16** Any Liverymen, Freemen or Member who, on the first day of the new Company Year, are employed and living overseas or are permanently living overseas may apply to have their quarterage for that year reduced by 50% providing the application is received prior to the commencement of that Company year. It will be the responsibility of each qualifying Liveryman, Freeman or Member to claim the reduction annually by notifying the Clerk at least 30 days prior to the beginning of the Company year.
- 22.17** Any Liverymen, Freemen or Member who, on the first day of the new Company Year has been a fully paid up Member of the Company for at least two years, may on application to the Chair F&GP and the Welfare Officer seek to claim Sabbatical Membership for a period not exceeding two financial years, if the following eligibility criteria is met, Parental Leave, return to full time education or unemployment. The Sabbatical Membership rate will be at 33% of the current full Member rate.
- 22.18** The Court shall from time to time determine the appropriate scale of charges applicable to Court Assistants, Liverymen, Freemen, Members and Apprentices. The current scale of charges shall at all times be stated in an Appendix to these Ordinances:
- a. Joining Fee – payable to the Charitable Trust by persons seeking Membership of the Company. Those aged between 31 and under 41 years at the date they are

admitted to the Membership will pay 67% of the current rate and those aged between 21 and under 31 years at the date they are admitted to the Membership will pay 33% of the current rate. This fee will not be applied to applicants for Apprenticeship;

- b. Apprentices – there shall be a Binding Fee payable on Inrolement, and a Fine upon being admitted to the Freedom (by Servitude) of the Company;
- c. Freedom – there shall be a Fine upon being admitted to the Freedom (by Redemption or Patrimony) of the Company. Those aged between 31 and under 41 years will pay 67% of the current rate and those aged between 21 and under 31 years will pay 35%;
- d. Livery – there shall be a Fine for all Freemen being clothed in the Livery of the Company;
- e. Court Assistants – there shall be a Fine for those Liverymen elected to the Court as an Assistant for the first time. Subsequent elections to the Court will not attract a Fine until the period of continuous service ends;
- f. Annual Quarterage – Liverymen, Freemen and Members will be invoiced each June for their annual quarterage which is due for payment on or before 1<sup>st</sup> July. Those who are aged between 31 and under 41 years will pay 67% of the current rate and those aged between 21 and under 31 years will pay 33%. Age qualification will be taken as at 1st July at the start of each Company year. Overseas Members (see paragraph 22.16 above) shall pay 50% of the current rate as will those to whom the Court has granted Retired Member status (see paragraph 22.15 above). Apprentices shall not pay annual quarterage during their apprenticeship.

## **23 Audit of Accounts**

- 23.1** There is a requirement for annual auditing of Company accounts.
- 23.2** For this purpose, the Court will appoint a qualified person, partnership, or company to conduct a thorough and comprehensive audit of the Company accounts. The person, partnership, or company chosen must be of recognised standing and reputation, and totally independent of the Company.
- 23.3** It is the responsibility of every Officer of the Company to ensure that all relevant material of which they have knowledge is declared and made freely available to the auditor(s).

- 23.4** A copy of either the accounts of the Company or of the Charitable Trust shall be made available from the Clerk to any Liveryman, Freeman or Member of the Company requiring them and who has provided to the Clerk a sufficiently stamped self-addressed envelope for that purpose.
- 23.5** The audited accounts of the Company will be filed appropriately with any relevant body in a timely manner.

## **24 Paid Officials of the Company**

- 24.1** Article 23 of the Bye-Laws decrees that there shall be a Clerk to the Company. The Court, if it thinks fit, may appoint one or more persons to be Assistant Clerk or Clerks. All such appointments are to be governed by the terms of an appropriate contract.
- 24.2** The Clerk to the Company must be a Freeman of the City of London. The Clerk may also be a Member of the Company, but there is no absolute requirement for this.
- 24.3** The duties of the Clerk will include:
- a. maintaining the Membership roll of Liverymen, Freemen, Members and Apprentices;
  - b. recording and keeping minutes of all Court Meetings;
  - c. issuing summonses to all meetings of the Court, subject to the direction of the Master;
  - d. being the custodian of all minutes of Standing Committees of the Company;
  - e. overseeing the election process as laid down in Section 18 above;
  - f. further reasonable duties as the Court may from time to time direct.
- 24.4** The Court shall appoint one fit and proper person to serve as Beadle to the Company and, if it thinks fit, may appoint one or more persons to be Assistant Beadle or Beadles. The positions will be reviewed periodically.
- 24.5** The Court may appoint other paid staff to assist in the management and administration of the Company. Such appointments are to be governed by the terms of an appropriate contract.

## **25 Custodial Trustees**

- 25.1** The Court shall from time to time appoint Trustees to be the custodians of property owned by, or loaned to, the Company.

- 25.2** The books and records of the Company shall be kept in such custody as the Court shall from time to time determine.

## **26 Military Affiliations**

- 26.1** The Court may approve affiliation to one or more military bodies provided such bodies have some tangible link to the provision of security, in its widest sense.
- 26.2** The Court may approve the provision of merit awards to individuals within such affiliated military bodies and may invite selected individuals to attend a social event in order that the company may make such awards and honour the recipient.
- 26.3** The Court has approved that in Company documents Military Affiliations will be listed in date order of affiliation to the Company, not by service seniority.

## **27 Activities and Events**

- 27.1** The Company may arrange meetings, functions and events. Such meetings, functions and events may be either restricted to Liverymen, Freemen, Members and Apprentices of the Company, or additionally open to guests of such Liverymen, Freemen, Members and Apprentices.
- 27.2** Any meeting, function or event so organised will have a Liveryman, Freeman or Clerk of the Company appointed as the organiser. That person will have responsibility for producing an event outline and budget statement to the Events and Communications Committee for approval prior to any expense being incurred or committed, and then, once the event has been approved and organised, for managing the meeting, function or event. Once the activity has taken place, the organiser must produce a report for the next meeting of the Events and Communications Committee.
- 27.3** The organiser is also responsible for ensuring that all monies due to the Company from the meeting, function or event are promptly paid to the Company. Persons attending a meeting, function or event should be encouraged to pay invoices prior to attending.
- 27.4** No meeting, function or event may be promoted by a Liveryman, Freeman or Member of the Company as a Company meeting, function or event unless prior authority for the meeting, function or event has been granted by the Court or a Standing Committee having delegated power under 27.5 below.
- 27.5** The Court may delegate the granting of authority for the holding of a Company meeting, function or event to a Standing Committee. Such delegation of authority may be without limit of time.



- 27.6** The Company will not be liable for any costs, expenses, debts, or other liabilities of any nature incurred by a Liveryman, Freeman, Member or Apprentice of the Company who organises, promotes, supports, or participates in any meeting, function, event or other activity which has not been sanctioned by the Court or a Standing Committee with delegated authority.

## **28 Master's Biannual Report**

- 28.1** During their year of office, the Master should present two half-yearly reports on the state of the Company, any changes or developments, achievements, aims for the future, and progress towards those aims.
- 28.2** The reports should be made to the Court and then published to the Membership.
- 28.3** The reports should also be an opportunity to thank Liverymen, Freemen and Members who have contributed significantly to the aims and objectives of the Company by provision of their time and expertise.

## **29 Amendment of the Ordinances**

- 29.1** These Ordinances may be amended and/or added to by a vote at Court, provided that the amendment and/or addition has been fully specified in the summons, and is not inconsistent with, or affects or repeals, anything contained in the Royal Charter and Bye Laws. A two thirds majority of those in attendance at Court is required. Ordinance 13.5 states how many voting members of Court should attend such a Meeting before a change may be considered and a two thirds majority of those in attendance at Court is required to effect such a change.

## **30 Publication of the Charter, Bye-Laws and Ordinances**

- 30.1** The Company will operate a website for the benefit of members and for the information of the public.
- 30.2** The Charter, Bye-Laws and Ordinances of the Company and the rules for the creation and operation of the Register of Chartered Security Professionals will be posted on the Company Website.
- 30.3** Any amendment to those documents will be posted on the Company Website.

- 30.4** Any Liveryman, Freeman, Member or Apprentice of the Company may obtain a written copy of such documents by sending a request with a suitably stamped self-addressed envelope to the Clerk.

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## **Emendations**

Paragraphs 7.2, 14.1, 17.5, 22.1 amended, and paragraph 17.5 added, by decision of the Court on 31 March 2010

Paragraph 22.18A added by decision of the Court on 7 June 2011

Paragraphs 11.5 and 11.8 amended by decision of the Court on 7 September 2011

Paragraph 7.2(c) amended by decision of the Court on 8 February 2012

Paragraphs 2.1, 4.1, 9.1-9.3, 14.4 (typo), 22.9, 22.15-22.16 amended by decision of the Court on 7 June 2012

Paragraph 2.3, 2.4, 3.2, 3.6, 4.4, 7.1, 7.3, 11.6, 11.7, 11.8, 11.9, 13.3, 14.2, 14.7, 15.1, 16.1, 16.6, 16.8, 17.1, 18.1, 18.2, 18.3, 18.5, 18.6, 21.1, 21.3, 21.4, 22.2, 22.4, 22.7, 22.9, 22.10, 22.14, 22.15, 22.16, 23.7, 24.2, 24.3, and 27.2 amended, section 20 re-written, and 3.7, section 8, 18.12, 23.3 and 23.6 deleted by decision of the Court on 26 November 2014 and 11 February 2015.

Paragraph 18.2 amended by Court decision on 15 April 2015

Appendix D amended by Court decision on 25 November 2015

Paragraphs 2.1(e) inserted, and paragraphs 14.1 and 14.3 amended by Court decisions on 13 April 2016.

Paragraphs 7.4, and 14.5 amended, and paragraphs 19.1(e), 19.2, 20.5(b) and 20.6(b) inserted by Court decisions on 8 June 2016.

Appendix D inserted following a decision of the Court on 28 September 2016 with the result that the Current Scale of Charges now becomes Appendix E and the Company's City of London Events now becomes Appendix F.

Paragraphs 2.1(f) and 20.5 amended and a new paragraph 20.6 inserted resulting in the renumbering of paragraphs 20.7 to 20.15 following a decision of the Court on 12 April 2017.

Appendix E, Current Scale of Charges, amended following the decision to increase rates of quarterage at the 7 June 2017 Court.

Paragraphs 2.1.g, 3.1 and Appendix C amended following a decision of the Court on 14 February 2018.

Paragraphs 11.5, 14.1, 14.4, 15, 15.1, 15.2, 15.3, 15.4, 15.5, 15.6, 15.7, 17.4, 17.5, 18.6.n. (typo), 22.2 amended and paragraph 15.2 added and a new Appendixes E-N following a decision of the Court on 16 May 2019.

Paragraphs 22.16 a, c, f and Appendix M following the decision to increase rates of quarterage from 1<sup>st</sup> July 2019 at the 16 May 2019 Court. Updated Apprentice Management Group Terms of Reference were approved by Court on 19<sup>th</sup> February 2020 and 29<sup>th</sup> July 2020.

Paragraphs 20.5-20.7 were updated and 20.8 deleted. Updated Court Succession Advisory Group, Events and Communications Committee and Ordinance Working Group Terms of Reference and an amendment to section 15.2 and Appendix M were approved by Court on 13<sup>th</sup> May 2020.

Updates to paragraph 2.3, 3.4, 22.17.1, a new Paragraphs 14.1 inserted, and new Appendix A added and updated Terms of Reference for the Security Dog Awards Group, and The Chartered Security Professionals Sub-Committee by a decision of Court on 29<sup>th</sup> July 2020.

A new Court Working Group, The Strategy Working Group, was created at the Court meeting on 5<sup>th</sup> November 2020. To be noted as 15.2.h and Appendix N

Terms of Reference for the Strategy Working Group and updated Terms of Reference for The Sheriffs Award Working Group and the Stewards and amendments to 11.3, 11.8, 11.12, 13.1, 13.3, 13.4, 13.5, new 13.6, new 13.7, 13.8, and 29.1, were approved by Court on 10<sup>th</sup> February 2021

Document reviewed and updated to be gender neutral. O32 incorporated into new O1.3; O31 updated and incorporated into O1.2; O26.2 amended; updated Terms of Reference for the Ordinance Working Group, Apprentice Management Group, The Stewards, and The Strategy Working Group and Appendix Q following the decision to increase rates of quarterage from 1<sup>st</sup> July 2021 were all approved by Court on 12 May 2021.

Terms of Reference for Welfare Officer approved by Court 28<sup>th</sup> July 2021. Gender neutral Terms of reference were also approved for the Finance & General Purposes Committee, the Marketing & Fundraising Committee and the Membership Committee.

New O11.12 to create role of Honorary Court Assistant Emeritus and change in Committee name from Marketing & Fundraising to Events and Communications approved by Court 30 Sept 2021.

Gender neutral Terms of Reference were approved for the CSPRA Committee, the Chartered Security Professionals Sub-Committee and the Sheriffs Award Committee.

Amendments to 2.4; 3.1.a; 4.5; 11.13; 22.4; 22.7; & 22.14 were approved and an update to 14.2 b at the Court meeting held on 24 February 2022.

Amendment to 20.12-20.16 including new 20.12 and 20.16, new 26.3 and new Appendix Q approved at the Court meeting held on 19 May 2022.

Updated Terms of Reference for Young Members Committee and Services Committee approved at the Court meeting held on 21 September 2022

O13.6 updated following dispensation from the Court of Alderman for hybrid/virtual meetings expiring. O15.2(g) The Covid Working Group and related Appendix M removed. New 17.5 Safeguarding Officer, New 22.8 Deputy Treasurer added. Section 20, update 20.1, update 20.2, New

20.3, New 20.4, New 20.6 now Disreputable conduct, New 20.7 Non-payment of Fines and invoices replacing 20.5-20.13. 30.2 updated to include reference to the Second Charter schedule. Updated Finance and General Purposes ToR. All approved at the Court meeting held on 9 November 2022.

A new O4.3 and a change to O9.3 and a new O9.4, and updated Terms of Reference for the Apprentice Management Group, Appendix K were approved at the Court meeting held on 23 February 2023.

A new category of Membership Application for individuals holding the CSyP accreditation was approved by the Court on 23 February 2023. CSyP accredited applicants will not have to pay a Joining Fee.

New annual Quarterage charges, updated Appendix Q, approved at the Court meeting held on 11 May 2023.

New Terms of Reference for the Sheriffs' Award Working Group, Appendix G, and the change of payment of the Freedom Fine from the Charitable Trust to the Livery Company for a three year period, O22.10 updated approved at the Court meeting held on 5 July 2023.

O14.2(d) updated, new 14.2(e) added and 14.2(h) updated. Updated ToR for Events and Communications Committee all approved at the Court meeting held on 27<sup>th</sup> September 2023.

New ToR Young Members Committee and clarification to O4.3, approved by Court on 23 November 2023.

New annual Quarterage charges, updated Appendix Q, approved at the Court meeting held on 16 May 2024.

Young Members Standing Committee reconstituted as an Ad-Hoc group, O11.6, O11.7, O12.2, O22.2 Amended, NEW O11.2, O11.3, O11.5, O19.2, New O17.6 Merchandise Champion added at Court meeting held on 26<sup>th</sup> September 2024.

Merchandise Champion Terms of Reference Approved, Whittington Course Group approved as a Court Ad-Hoc Group, 15.2.j. added and Terms of Reference Approved, update to Chartered Security Professionals Registration Authority Terms of Reference Approved at Court meeting held on 20<sup>th</sup> November 2024.

Updated Terms of Reference for the Sheriffs Award Working Group were approved at the Court meeting held on 21<sup>st</sup> February 2025.

Updated Quarterage figures, Appendix T were approved at the Court meeting held on 21<sup>st</sup> February 2025. Updated Terms of Reference for the Sheriffs Award Working Group were approved at the Court meeting held on 15<sup>th</sup> May 2025. An Updated version of O17.7 and updated Terms of Reference for the Stewards were approved at the Court meeting held on 4<sup>th</sup> June 2025.

Maximum Membership number increase to 700, O2.3, Updated CSAG ToR approved at the Court meeting held on 9<sup>th</sup> July 2025.

LIST OF APPENDIXES

- A. The Chartered Security Registration Authority Terms of Reference
- B. The Finance and General Purposes Committee Terms of Reference
- C. The Events and Communications Committee Terms of Reference
- D. The Membership Committee Terms of Reference
- E. The Services Committee Terms of Reference
- F. The Young Members' Group Terms of Reference
- G. The Sheriffs Award Working Group Terms of Reference
- H. The Chartered Security Professionals Sub-Committee Terms of Reference
- I. The Security Dog Award Group Terms of Reference
- J. The Court Succession Advisory Group Terms of Reference
- K. The Apprentice Management Group Terms of Reference
- L. The Ordinance Working Group Terms of Reference
- M. The Strategy Working Group
- N. Welfare Officer Terms of Reference
- O. Stewards Terms of Reference
- P. Merchandise Champion Terms of Reference
- Q. Safeguarding Officer Terms of Reference (To be inserted)
- R. Officers Continuity Group Terms of Reference (To be inserted)
- S. Whittington Course Group Terms of Reference
- T. The Current Scale of Charges
- U. The Company's City of London Events

**APPENDIX A**

**THE CHARTERED SECURITY PROFESSIONALS REGISTRATION AUTHORITY TERMS OF REFERENCE**

1. The Chartered Security Professionals Registration Authority, (CSPRA), shall be responsible for agreeing and regularly renewing the terms of registration of licensed organisations, for inspecting the activities of the Licensees in respect of their members admitted to the Register, for deciding who shall be admitted to and removed from the Register according to criteria determined by the CSPRA and approved by the Court from time to time, and for liaising and communicating with all interested parties. The CSPRA shall also provide oversight of the application of its Code of Professional Conduct, including the requirement of continuing professional development, in respect of the Registrants.
2. The Court shall appoint an independent Chair and Deputy Chair to preside over all meetings of the CSPRA. In addition, the Court shall appoint two members of its Court as voting members who shall represent the interests of the Company as the owner of the Register. A Court appointed member may only serve on condition that they remain a member of the Court.
3. The Court appointed members will serve for an initial term of three years, at the end of which they may stand for reappointed for up to three more terms of three years 12 years in total. The Court, may at its absolute discretion, appoint a nominated representative for a further term of 3 years for continuity and to aid succession planning. No person shall serve for more than a total of 15 years.
4. Any Court appointed representative who resigns from CSPRA for any reason and at any point during their tenure may only apply to be a Court appointed CSPRA representative after a period of one year has elapsed from their date of leaving.
5. The Master of the Company will be an ex-officio non-voting member of the CSPRA for their period in office.
6. The administration of the Register may be undertaken by a suitable professional institution (the Administrator) as selected by the CSPRA under a five-year renewable contract with the Company and subject to the direction of the CSPRA. In the event that the contract between the Company and this Administrator is not renewed on any occasion, the CSPRA may seek another suitable professional institution with which to contract to the Company on similar terms.
7. Those membership professional organisations in the security sector which are appointed as Licensees of the Registration Authority may each nominate a maximum of two representatives to serve on the CSPRA. Representatives of Licensees may serve on the CSPRA for a maximum of three terms of three years each, and only whilst the nominating organisation remains a Licensee of the CSPRA.
8. The CSPRA shall therefore be comprised of the following:
  - a) An independent Chair (appointed by the Company);

- b) An independent Deputy Chair (appointed by the Company);
  - c) Two members nominated by the Company;
  - d) Two members nominated by the Board of the Administrator, one of whom must be the current Chair or Chief Executive;
  - e) No more than two representatives of each Licensee;
  - f) Any other organisation representative that the CSPRA may decide.
9. Each Licensee organisation shall have one vote on all matters to be decided by the CSPRA and that vote may be cast by either of its representatives in attendance at a meeting.
10. The Chair, or in their absence the Deputy Chair, shall preside as Chair over all meetings of the CSPRA, and no meeting shall be held unless the Chair or the Deputy Chair is present.
11. The Chair of any meeting shall normally have one vote on any matter to be decided at that meeting; in the event of a split vote the Chair of that meeting will have a second and deciding vote.
12. CSPRA meetings shall require a quorum as follows:
- a) The Chair or the Deputy Chair;
  - b) At least one representative of the Company;
  - c) At least one voting representative from the Administrator;
  - d) At least one nominated representative of each Licensee.
- NB: Non-voting advisers may be invited to attend some or all of the meetings, but they shall not form part of the quorum.
13. The Administrator will provide a secretary/note taker to attend all meetings of the CSPRA who will produce minutes of all meetings of the CSPRA, and who shall not be permitted to vote.
14. As required under the terms of the Administrator's contract the CSPRA will arrange for the Administrator to produce an annual budget and business plan, a copy of which will be provided to the Court.
15. An Agenda will be issued prior to each meeting of the CSPRA covering all matters to be discussed with a request for comments to be submitted for discussion at the meeting.
16. Minutes of all meetings of the CSPRA will be provided to the next Court meeting.
17. The CSPRA may have its processes and procedures regularly reviewed and audited by an independent organisation, chosen by the Company, having equivalent professional standing and Charter-awarding capabilities.

23<sup>rd</sup> June 2020

Updated 6<sup>th</sup> May 2021 & 20<sup>th</sup> November 2024

**APPENDIX B**

**THE FINANCE AND GENERAL PURPOSES COMMITTEE TERMS OF REFERENCE**

(As approved by the Court on 9 November 2022)

**1) Mission**

- 1.1. To examine and advise on the finances and other general matters of the Worshipful Company of Security Professionals (hereinafter referred to as 'the Company') so that the Court can take decisions with the benefit of sound advice. To carry out all such examinations in an efficient, effective and ethical manner that complies with the requirements of law and the best traditions of the City of London.

**2) Function**

- 1.1. It is the function of the Finance and General Purposes Committee (hereinafter referred to as 'the Committee'):
- a) to receive and consider information about anticipated income and expenditure in relation to future events being organised by the Company;
  - b) to receive and consider information about all other likely sources of anticipated income and expenditure;
  - c) to consider recommendations from the Treasurer on the levels of Membership subscription, annual quarterage and other personal fees/fines;
  - d) to receive reports from the Treasurer about any unpaid invoices relating to subscription, quarterage or fees/fines, or any other payment default, and to consider appropriate action;
  - e) to make recommendations to the Court on requests for expenditure and on changes to income streams;
  - f) to receive and consider information about matters of a more general purpose – not necessarily having immediate financial implications – and make such recommendation or determinations as are appropriate;
  - g) to assist the Treasurer in compiling a draft annual budget;
  - h) to receive and discuss drafts of the annual budget prepared by the Treasurer and, when content, to recommend its adoption by the Court of Assistants prior to the commencement of the Company Year;
  - i) to receive and consider the Annual Financial Report (for the preceding year) prepared by the Treasurer and, when content, to recommend its acceptance by the Court;
  - j) to receive regular reports from other Committees of the Company on the progress financial outcome of individual events and other areas of approved expenditure;
  - k) exceptionally, to receive and consider requests for non-budgeted expenditure PRIOR TO commitment of that expenditure.
  - l) to discuss and, if appropriate, recommend retrospective authority where very urgent applications have been provisionally approved by the Chair who will have consulted the Treasurer, and to report that to the Court;
  - m) to receive and consider at each meeting a report from the Treasurer about the finances of the Company, including a Statement of Financial Activity and Balance Sheet and make such recommendations as are necessary for that report to be placed before the Court;
  - n) to identify and recommend to the Court, when required, one or more suitably qualified individuals from whom the Court can select a Treasurer. It is expected that the Chair of the Committee and the Chair of the Audit sub-committee will be involved in any selection procedure;
  - o) to receive and consider reports from the Audit sub-committee;



- p) to provide advice and guidance to the Master and to the Court on all financial matters relating to the Company.

3. Committee Structure:

3.1. The structure of the Committee is as follows:

- a) it is a Standing Committee of the Company under the prevailing Ordinances,
- b) paragraph 14.1(a), and it is bound by the prevailing Charter, Bye Laws and Ordinances of the Company;
- c) membership of the Committee shall comprise no less than EIGHT Liverymen and/or Freemen of the Company in addition to the Chair, the Treasurer, and ex-officio members. There is no upper limit but the Chair should be mindful to keep numbers to a minimum to achieve the Committee's objectives (Ordinances, paragraph 14.8), and take every opportunity to introduce new members (Ordinances paragraph 14.9);
- d) the Treasurer is a permanent member of the Committee, with full voting rights, but cannot be or act as Chair;
- e) the Chair must be a member of, and be appointed by, the Court of Assistants. The appointment shall be reviewed by the Court every THREE years;
- f) Committee members shall be appointed by the Chair, after consultation with current members of the Committee. It is anticipated that appointed members will serve a minimum of TWO years and make every effort to attend all formal meetings. Appointments shall be reviewed by the Chair every TWO years. The Chair may remove any appointed member from the Committee;
- g) the Committee will appoint from amongst its members a Deputy Chair to act in the absence of the Chair;
- h) the Committee will appoint from amongst its members a Minute Taker who will record and keep minutes of the proceedings of each meeting and will deliver a copy of the agreed minutes to the Clerk; the Master and Wardens may be ex-officio members of the Committee but they may not chair any of its meetings, nor vote if one is called for; the Chair of other Standing Committees shall be ex-officio members of the Committee and, in the event that they are unable to attend meetings of this Committee, they may send a representative of their Committee to act in their stead.
- i) At the request of the Treasurer or on the suggestion of the Chair or the Committee, the Chair will appoint a Deputy Treasurer. This appointment may be from the amongst the members of the Committee or following a recruitment process from the wider membership. In the event that the person appointed is not currently a member of the Committee the person appointed will become a permanent member of the Committee with full voting rights. Any person appointed to the role of Deputy Treasurer will be subject to 3.1.f) above.
- j) the Committee may nominate individual members to liaise directly with those individual members of the Marketing & Fundraising Committee responsible for the specific events.

4. Committee Process:

4.1. The Committee will conduct itself in the following manner:

- a) the Committee shall meet formally FIVE times in every Master's year – on a date prior to every Court meeting which will allow sufficient time to produce such minutes and reports as are necessary for the Court. Preferably, meetings will be held in the City of London;
- b) formal meetings of the Committee shall require a quorum of not less than FIVE voting members, one of whom must be the Chair or, in his absence, the Deputy Chair or other Committee member nominated by those present to specifically Chair that meeting;

- c) provided that a quorum is reached, any decision taken at a formal meeting shall be binding upon the whole Committee. If there is an equal split in the voting at such a meeting, the Chair of that meeting shall have a second and deciding vote;
  - d) the Chair will ensure that minutes of and reports from the Committee, as are required by the Court, are completed and forwarded to the Clerk for circulation to members of the Court in a timely manner.
5. The Audit Sub-Committee:
- 5.1. The Committee will create an Audit Sub-Committee comprising a Chair and no less than two and no more than five other members. Three members, including its Chair, will be current members of, and be appointed by, the Committee; other members may be selected from the membership of the Company as the Audit sub-committee Chair deems appropriate. At least one member shall have significant, recent and relevant financial experience.
  - 5.2. It is expected that the Treasurer will work closely with the Audit sub-committee, but he/she shall not be a member.
  - 5.3. The Committee will review the appointment of the Chair of the Audit sub-committee every THREE years and the appointment of its members every TWO years. The Audit subcommittee Chair will review the appointment of other members every TWO years
  - 5.4. The Audit sub-committee will:
    - a) monitor the integrity of the financial statements of the Company, reviewing significant financial reporting judgements;
    - b) receive and review regular reports on the Company's internal financial controls and risk management;
    - c) take the lead in compiling a Company Risk Register and identify the appropriate allocation of individual risks;
    - d) in association with the Treasurer, make recommendations to the Court, through the Committee, on the appointment, remuneration and terms of engagement of the external auditor;
    - e) monitor and review the external auditor's independence, objectivity and effectiveness, taking account of current and relevant UK professional and regulatory requirements;
    - f) develop and implement policy on the engagement of the external auditor to supply non-audit services taking account of relevant ethical guidance regarding the provision of non-audit services by the external auditor;
    - g) consider, with the Treasurer, the content of the management letter from the Company's auditors; draft a response to the letter for consideration of the Committee; and monitor the progress of actions being taken to address any issues raised in the letter;
  - 5.4 The Audit sub-committee will meet formally at least twice in any master's year - and more often as its Chair deems necessary.
  - 5.5 The Audit sub-committee Chair may invite, as required, the services of qualified non-members provided that, if there is a cost, such expenditure has been previously agreed by the main committee.
  - 5.6 The Audit sub-committee will be accountable to the Committee and will provide a report of its meetings to the next Committee meeting.
  - 5.7 The Audit sub-committee will provide a minute taker from amongst its members who will ensure that such minutes are available for the next meeting of the Committee.

## THE EVENTS & COMMUNICATIONS COMMITTEE TERMS OF REFERENCE

### 1. Mission

- 1.1. Our mission is to serve The Worshipful Company of Security Professionals (hereinafter referred to as 'the Company') by managing the organising and promotion of a programme of events; by the management and coordination of a regular and structured communications strategy and of all things of a events and communications nature. As a Standing Committee we will act in an ethical manner, mindful of the Charter, Bye Laws, Ordinances, guidance of the Court and the traditions of the City of London.

### 2. Objectives / Functions

- 2.1. Our objectives are to:
- a. plan, arrange and manage, in each Master's year, a full range of events as agreed in the Event Business Plan and Company Budget;
  - b. plan, arrange and manage fundraising events for the WCoSP Charitable Trust;
  - c. ensure all events and functions shall have an "Accessibility Statement" on the Web Site Events Section and on any booking sheets.
  - d. raise money for charitable concerns governed by WCoSP Charitable Trust;
  - e. communicate effectively to our membership, via a regular Newsletter and Event updates;
  - f. maintain a website to market the Company's activities, a calendar of recent and planned events, support the membership with E-commerce in the sale of event tickets / merchandise and document the master's year;
  - g. support the CSPRA Committee to promote the Register of Chartered Security Professionals;
  - h. establish and maintain a strong brand, agreeing styles and imaging with the guidance and agreement from the Court;
  - i. manage press and PR statements and relationships; Ensure communications are unbiased and inclusive
  - j. Promote the activities of the Company to both the Private and Public Security Sectors (Government Departments and Agencies, the Armed Forces, and the Police).
  - k. Use the marketing and promotion of the Company to attract members from both Sectors to join the Company and actively engage in its activities, both socially and through involvement with its various Committees.
  - l. raise awareness of the Company within the Livery movement;

- m. Manage and promote a range of Company Merchandise through a Merchandise Champion.

### **3. Committee Structure**

3.1. The structure of the Events & Communications Committee (hereinafter referred to as 'the Committee') is as follows:

- a. it is a Standing Committee of the Company under the prevailing Ordinances, paragraph 14.1(c), and it is bound by the prevailing Charter, Bye Laws and Ordinances of the Company;
- b. the Committee will comprise no less than 9 members, Liverymen and/or Freemen of the Company in addition to the Chair, the Treasurer, and ex-officio members. There is no upper limit, but the Chair should be mindful to keep numbers to a minimum to achieve the Committee's objectives (Ordinances, paragraph 14.2 h), and take every opportunity to introduce new members (Ordinances paragraph 14.2 i);
- c. The Chair shall be appointed by the Court and shall also be an ex-officio member of the Finance and General Purposes Committee. The appointment shall be reviewed by the Court every THREE years;
- d. Committee members shall be appointed by the Chair, after consultation with current members of the Committee. It is anticipated that appointed members will serve a minimum of TWO years and make every effort to attend all formal meetings. Appointments shall be reviewed by the Chair every TWO years. The Chair may remove any appointed member from the Committee after consultation with current members of the Committee
- e. The Committee will also establish from within its Members a Communications sub-Committee;
- f. the Committee shall elect from its Members a Deputy Chair to act in the absence of the Chair and who will also Chair the Communications Sub Committee;
- g. the Committee will appoint from amongst its members a Secretary (Minute Taker) who will record and keep minutes of the proceedings of each meeting and will deliver a copy of the agreed minutes to the Clerk;
- h. the Committee will appoint from amongst its members a "Merchandise Champion" who will be responsible for the maintenance development and sale of a range of Company Merchandise. The Merchandise Champion will also be a member of the Finance and General Purposes Committee;

- i. the Chairs of other Standing Committees shall be ex-officio members of the Committee and, in the event that they are unable to attend meetings of this Committee, they may send a representative of their Committee to act in their stead;
- j. the Master will be an ex-officio member of the Committee but may not chair any of its meetings, nor vote if one is called for;
- l. Officers of the Court may be ex-officio members of this Committee but may not chair any of its meetings, nor vote if one is called for;
- j. the Treasurer will attend the Committee meetings and support the Chair on the maintenance of the Financial Business Plan;
- k. the Treasurer will support the Chair in the preparation of the Annual Events Budget as part of the annual budget process;
- l. the Clerk will attend the Committee meetings and support the Chair on matters arising from general Company business.

#### **4. Committee Process**

##### **4.1. The Committee will conduct itself in the following manner:**

- a. the Committee shall meet formally at least five times in every Master's year;
- b. such formal meeting shall require a quorum of not less than six Committee members, one of whom shall be the appointed Chair in the absence of the Chair;
- c. an Agenda will be issued prior to each Committee meeting covering all matters to be discussed with regards to Marketing & Fundraising;
- d. the Committee meetings will be minuted as a point of good record and these minutes, once accepted as a true record, will be submitted to the Court for the Company records;
- e. the Chair in consultation with the Treasurer will produce an annual Business Plan detailing planned events to take place in the Budget Year for distribution to all Committee Members and inclusion within the Company accounts;
- f. the Committee has the responsibility of reviewing each event proposed costs to ensure they are in line with the agreed Budget and once agreed the Chair will then sign off the Event Control Sheet;
- g. production of a Company yearly newsletter to be circulated to all Company members and affiliates;
- h. the Committee will review all recent and planned events to consider how to improve both the marketing and funds raised process;

- i. the Committee will actively pursue and or collect all articles and photography associated to the Company's business for inclusion as appropriate into Company newsletter / website;
- j. the Committee will support and assist the Company historian with regards to the collections of all the Company's business through bygone years.

UPDATED 11<sup>th</sup> September 2023

**APPENDIX D**

**THE MEMBERSHIP COMMITTEE TERMS OF REFERENCE**

**1. Mission**

“To serve the Worshipful Company of Security Professionals by promoting the benefits of Membership in the wider Security community. To conduct recruitment activities that attract new members to the Company and consider the merits of applicants for membership in a fair, open and independent manner, and subsequently approving or rejecting such applicants. Paramount to the decision to accept or reject any candidate is the requirement to consider the high ethical standards on which the Security Professionals are based.”

**2. Function**

2.1 It is the function of the Membership Committee to:

- 2.1.1 Be a screening body for access to membership of the Company by considering and deciding upon applications for membership using the criteria for membership laid down in the Bye-Laws, and the guidance approved by the Court (Appendix 1);
- 2.1.2 Conduct a review of each membership application without bias, and to make a decision impartially and fairly on the merits.
- 2.1.3 Draw up application processes in respect of potential new members;
- 2.1.4 Provide advice and information on the membership application process to the Court;
- 2.1.5 Receive and consider applications for “retired member status” or other special status allowed under the Ordinances and to make recommendations to the Court;
- 2.1.6 To develop and implement a Membership Recruitment Strategy that attracts applications from people in or connected to the security industry who meet the entry criteria.
- 2.1.7 To promote Membership of the Company to the wider Security community.

- 2.2 The Chair and Welfare officer in conjunction with the Master and Chair of F&GP, will consider and determine individual cases of hardship as they relate to payment of quarterage;
- 2.3 The Welfare Officer will deal with welfare cases arising within the membership;
- 2.4 Assist the Treasurer in respect of payment defaulters;
- 2.5 The Membership Committee is not responsible for recommending or approving honorary membership status.

### **3. Committee Structure**

#### **3.1 The structure of the Membership Committee is as follows:**

- 3.1.1 It is a Standing Committee of the Company under the prevailing Ordinances, paragraph 14.2(a), and it is bound by the prevailing Charter, Bye Laws and Ordinances of the Company;
- 3.1.2 The Committee will comprise no less than 8 members, Liverymen and/or Freemen of the Company in addition to the Chair, the Welfare Officer, and ex-officio members;
- 3.1.3 There is no upper limit of Committee members, but the Chair should be ever mindful of the Ordinances, particularly 14.2(h) (keep numbers to the minimum needed to achieve the Committee's objectives) and 14.2(i) (take every opportunity to introduce new members);
- 3.1.4 The Chair shall be a member of, and be appointed by, the Court, and shall also be an ex-officio member of the Finance and General Purposes Committee. The appointment shall be reviewed by the Court every THREE years.
- 3.1.5 The members of the Committee will be appointed by the Chair, who may also remove any member after consultation with the members;
- 3.1.6 The Committee shall elect a Deputy Chair to act in the absence of the Chair;
- 3.1.7 The Committee will appoint from amongst its members someone who will record and keep minutes of the proceedings of each meeting and will deliver a copy of the agreed minutes to the Clerk;
- 3.1.8 The Court will appoint a Welfare Officer, Ordinance 17.4, who shall be attached to and be a member of the Committee;
- 3.1.9 The Master and Wardens may be ex-officio members of the Committee but they may not chair any of its meetings, nor vote if one is called for.

### **4. Committee Process**

#### **4.1 The Membership Committee will conduct itself in the following manner:**

- 4.1.1 The Committee shall meet formally at least twice in every Master's year;
- 4.1.2 Such formal meeting shall require a quorum of not less than five members, one of whom shall be the appointed Chair or, in their absence the Deputy Chair or other member specifically appointed to Chair that meeting;
- 4.1.3 In a vote at a formal meeting, if there is a split decision then the Chair for that meeting will have the deciding vote;
- 4.1.4 Provided that a quorum is reached at a formal meeting, any decision taken will be binding on the whole Membership Committee;
- 4.1.5 The Chair will provide a written Membership Status report on the work of the Committee for each Court Meeting, which will include reports on processed applications and membership numbers for that year, and such report will be provided to the Clerk in sufficient time to allow circulation to Members of the Court prior to their meetings;



- 4.1.6 Normal Committee business (i.e. dealing with membership applications) will be conducted by e-mail or other appropriate means, on an immediate real-time basis;
- 4.1.7 On receipt of a correctly completed application from the Clerk, the Deputy Chair will circulate details to members of the Committee;
- 4.1.8 Any ex-officio member will not consider the merits of an application, but other available Committee Members will so consider and make a decision which will be communicated to the Deputy Chair;
- 4.1.9 A member of the Committee who has sponsored or seconded an applicant may not take part in the approval process of that application;
- 4.1.10 Using the criteria for membership laid down in the Bye-Laws, the guidance approved by the Court, (Appendix 1) and the over-riding requirement for high ethical standards implicit for membership, a member may decide to approve, reject, or request that the application is sent back to the Sponsor for further information;
- 4.1.11 The Deputy Chair can declare that a decision has been made on an applicant when a minimum of six members have made a decision;  
In the event of an evenly split vote by the members, the Deputy Chair will refer the matter to the Chair who will make a binding decision Where the Chair acts as a sponsor, the deciding vote in a split decision falls to the Deputy Chair
- 4.1.12 Once the Deputy Chair has declared that a decision has been made on an applicant, that decision is binding on the whole Committee;
- 4.1.13 A determination of an application should be conducted by the Membership Committee within one calendar month of the date that a correctly completed application was received by the Deputy Chair;
- 4.1.14 When a decision on an applicant has been made by the Committee, the Deputy Chair will inform the Chair who will then complete the Approved Applications document and send to the Clerk, Assistant Clerk and Accounts, who will action it.

## **5. Additional Provision**

An individual may make application for membership but be unable to provide a sponsor or sponsors to support the application. In such circumstances, members of the Committee (including the Chair and the Deputy Chair) may act as sponsors and make the necessary enquiries to be able to do so.

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**Approved in Membership Committee meeting 22 July 2021**

**APPENDIX E**

**THE SERVICES COMMITTEE TERMS OF REFERENCE**

1. The Services Committee is a Standing Committee of the Worshipful Company of Security Professionals within the meaning of the prevailing Ordinances.
2. **Mission**
  - 2.1. “To serve the Worshipful Company of Security Professionals by creating, maintaining and enriching Service Affiliations across the Security Sector in order to enhance the profile and values of our Worshipful Company to current and former members of The Services.”
3. **Definitions**
  - 3.1. “The Company” – The Worshipful Company of Security Professionals.
  - 3.2. “The Services” – The Armed Services, Civil Police and other Security Agencies.
4. **Function**
  - 4.1. It is the function of The Services Committee to:
    - a. Establish and maintain good and cordial relationships with our Service Affiliates (as laid down in the prevailing Ordinances) with guidance and approval by the Court;
    - b. Appoint members of the committee to have special responsibility for an individual affiliate;
    - c. Appoint a member of the committee to have special responsibility for Public Relations matters pertaining to activities with our Affiliates;
    - d. Conduct an annual review of each Affiliation and make a plan to promote and enhance the two-way relationship and benefits to both parties;
    - e. Draw up an annual plan for each Service Affiliate;
    - f. Provide information, advice and recommendations to Court;
    - g. Receive and consider applications for further affiliations and make recommendations to The Court;
    - h. Form a sub-committee to consider any application from a current or former member of The Services for advice in resettling into The Security Sector;
    - i. Coordinate with the Events and Communications Committee to conduct an appropriate annual Service Affiliations event at which awards may be presented.
5. **Committee Structure**
  - 5.1. The structure of The Services Committee is as follows:
    - a. It is a Standing Committee under the prevailing Ordinances;
    - b. It comprises not less than 8 members of the Worshipful Company who are duly qualified in accordance with the prevailing Ordinances;

- c. There is no upper limit of Committee members, but the Chair should be ever mindful of the prevailing Ordinances, particularly 14.2.h. (keep numbers to the minimum needed to achieve the Committee's objectives) and 14.2.i. (take every opportunity to introduce new members);
- d. The Chair shall be a member of, and be appointed by, the Court of Assistants, and shall also be an ex-officio member of the Events and Communications Committee;
- e. The members of the Committee will be appointed by the Chair, who may also remove any member;
- f. The Committee shall, in consultation with The Court Succession Advisory Group, appoint a Deputy Chair to act in the absence of The Chair;
- g. The Services' Committee Chair will usually be a Court Assistant and must be appointed by the Court. Court, however, may appoint either the Junior or Middle Warden as the voting Chair of the Committee. Other Officers cannot chair the Committee but may be ex-officio members without a vote.

## **6. Committee Process**

### **6.1. The Services Committee will conduct itself in the following manner:**

- a. The Committee shall meet formally at least twice in every master's year, to discuss procedures and processes and any policy changes;
- b. Such formal meeting shall require a quorum of not less than four members, one of whom shall be the appointed Chair or, in his/her absence the Deputy Chair, or any other qualified member specifically appointed by the Chair for that meeting;
- c. In a vote at a formal meeting, if there is a split decision then the Chair for that meeting will have the deciding vote;
- d. Provided that a quorum is reached at a formal meeting, any decision taken will be binding on the whole Services Committee;
- e. The Chair will provide a report on the work of the Committee for each Court Meeting;
- f. Normal Committee business (i.e. dealing with advice requests) will be conducted by e-mail or other appropriate means, on an immediate real-time basis.

21<sup>st</sup> September 2022

**APPENDIX F**

**THE YOUNG MEMBERS' GROUP TERMS OF REFERENCE**

**1. Mission**

“To serve the Worshipful Company of Security Professionals by creating, maintaining and enriching the participation of Members who are under the age of 41 on the 1<sup>st</sup> July each membership year in both the Company and in the workings of the City and the Livery in general”

FULL TOR TO BE INSERTED ONCE APPROVED BY THE GROUP AND COURT

**2.**

## APPENDIX G

### THE SHERIFFS' AWARD WORKING GROUP TERMS OF REFERENCE

#### 1. Preamble

- 1.1 The City of London Sheriffs' Award for Bravery (hereinafter referred to as the Award) is an annual award to individuals whom, without thought for their own safety, have acted to confront immediate danger in order to protect another from serious harm or prevent serious damage to property. The Sheriffs' Award celebrates such heroism and selflessness as an inspiration to others.
- 1.2 There are two categories of the Award:
  - 1.2.1 The **Principal Bravery Award** is an annual award presented to an individual whose bravery, in the opinion of the Sheriffs, most deserves the honour and is chosen from a list of nominations, each with descriptions of their respective actions.
  - 1.2.2 The **Commendation Bravery Award** is an annual award presented to one or more individuals whose nominations and brave actions appear in the list above, and whose bravery is, in the opinion of the Sheriffs, worthy of specific commendation.
- 1.3 There shall be one **Principal Bravery Award** and there may be one or more, **Commendation Bravery Awards** in each Master's year.
- 1.4 The individual selected to receive the **Principal Bravery Award** will receive a trophy, a framed certificate, a cheque or payment from the Charitable Trust for an amount agreed between the Sheriffs' Award Working Group and the Trustees of the WCoSP Charitable Trust. By order of the Sheriffs, their name will be permanently inscribed on an Honours Board and in a Book of Honour on permanent display at the Central Criminal Court in London (The Old Bailey).
- 1.5 Those individuals whose names appear on the list from which the principal candidate is chosen and whose bravery is adjudged by the Sheriffs to be deserving of commendation, will receive **Commendation Bravery Awards** in the form of a framed certificate.

*Important Note. Great care should be taken to ensure that the term 'Winner' is never used when referring to the **Principal Bravery Award** holder. Equally, the term 'Runner-Up' should never be applied to individuals receiving **Commendation Bravery Awards**.*

- 1.6 The Award has its origins following the London bombings of 7 July 2005 and was particularly, although not exclusively, conceived to recognise spontaneous and heroic acts by members of the public.
- 1.7 Initially intended to recognise and honour acts of bravery performed by citizens within the Greater London area, individuals are now eligible for the award from across the whole of the United Kingdom.

## **2. Sheriffs' Award Working Group**

- 2.1 The Sheriffs' Award Working Group (SAWG) is a Working Group of the Court and is responsible for the management of the Award. The SAWG is accountable to the Court.
- 2.2 The SAWG is formed of the following individuals:
  - 2.2.1 The Master of the Company (*ex officio*)
  - 2.2.2 The Junior Warden, becoming the Middle Warden (normally the Chair)
  - 2.2.3 The Middle Warden becoming Senior Warden (*ex-officio*)  
  
The Senior Warden becoming Master (*ex-officio*)  
  
The IPM (*ex-officio*) becoming a Past Master until the presentation of the Awards
  - 2.2.4 The Awards Lead – the lead member of the Group normally undertaking the bulk of the work to gather nominations, arrange the annual launch of the Award and manage selection procedures and Awards ceremonies
  - 2.2.4 The Media Lead - also responsible for advice on how best to market the Award
  - 2.2.5 Leads individually liaising with the City of London Corporation, Security industry, the Armed Forces, the Police, and the Emergency Services
  - 2.2.6 At the invitation of the Chair of the Group, those persons who possess knowledge, experience, or associations of benefit to the work of the SAWG
  - 2.2.7 The Clerk to the Worshipful Company of Security Professionals
  - 2.2.8 Past Master Peter French MBE, one of the originators of the Award
  - 2.2.9 After the Election Court (usually held in April or May) the Nominee for Junior Warden, in the following year, will be invited to join the Group.

- 2.3 Generally, members of the SAWG shall meet once in every calendar month during the period of the Award Group's operation in each year.
- 2.4 The SAWG shall be guided by, and be responsible for maintaining and updating, documentation listing the policies and procedures for administering the Award, and for maintaining and updating the eligibility criteria for the Award.
- 2.5 A report on the administration and progress of the Sheriff's Award shall be submitted to each meeting of the Court occurring during the period of the Award Group's operation in each year.

### 3. Award Nominations & Selection Criteria

- 3.1 Nominations for the Award shall be sought, collected, and collated by the Awards Lead either directly or indirectly via the Clerk to the Worshipful Company of Security Professionals.
- 3.2 Nominations for the Award shall relate to acts of bravery performed by individuals during the year generally commencing on the 1 August of each year, or as close as possible to the closing date for submission of a previous year's nominations.
- 3.3 Each nomination will be acknowledged by the Awards Lead and added to a list until expiry of the annual period for which nominations are eligible.
- 3.4 To ensure that nominations meet the criteria of eligibility for an Award, a preliminary check of all nominations will be made by the Middle Warden and the Awards Lead before the first formal sift is carried out.
- 3.5 The list of nominations and supporting information will become subject of a first formal sift conducted individually by each member of the SAWG. Each member will judge each nomination according to a common score card matrix approved by the SAWG, and separately notify their scores to the Awards Lead.
- 3.6 From the results of the first sift the Awards Lead will compile a list of the top nominations (generally six), to be placed before the Sheriffs for final selection.
- 3.7 The final selection of the individual chosen to receive the **Principal Bravery Award** and those individuals (if any) chosen to receive **Commendation Bravery Awards**, will be made by the Sheriffs of the City of London, (ideally both serving and both incoming Sheriffs) sitting together and at their invitation with: the Master of the Company, the Warden chairing the SAWG, the Awards' Lead, the Clerk, and the originators of the Award - Past Masters Stephen Neville and Peter French.

- 3.8 In order that the Sheriffs may, to their satisfaction, identify the Principal Award Nominee and also those nominations worthy of Commendation Bravery Awards, the description of each act of bravery and attendant circumstances should be as full and informative as possible. This may require further enquiry to be made of the originator of the nomination.
- 3.9 The decisions will be notified, in writing, to all individuals, by the Awards Lead.

#### **4. Awards Presentation**

- 4.1 The individual chosen to receive the **Principal Bravery Award** will be invited, together with one guest, to receive their Award at the Annual Dinner of the Worshipful Company of Security Professionals.
- 4.2 The individuals chosen to receive a **Commendation Bravery Award** will be invited, with up to two guests, to receive their Award at the occasion of the Company's Common Hall.
- 4.3 In each case, reasonable travel and accommodation costs will be paid or reimbursed by the Company.

#### **5. Award Year Review**

- 5.1 Each year following Common Hall, the Awards Lead will present to the SAWG a report of the workings and outcomes of the Award processes including suggestions for future improvements. This report, together with any additional information, will be formally presented to the Court by the Warden chairing the SAWG.
- 6 These Terms of Reference supersede the original Terms of Reference, dated April 2010 and the amended Terms of Reference dated 20<sup>th</sup> January 2021, 5 May 2021, 5<sup>th</sup> July 2023 and 7<sup>th</sup> February 2025.



**APPENDIX H**

**THE CHARTERED SECURITY PROFESSIONALS SUB-COMMITTEE TERMS OF REFERENCE**

1. The Chartered Security Professionals Sub-Committee (the CSyP Sub-Committee) is a “Sub-Committee” of the Worshipful Company of Security Professionals (the Company) within the meaning of the prevailing Ordinances, 15.1.
2. 15.1 of the Ordinances states that “The Court may set up Ad Hoc Groups, Working Parties and Sub-Committees to focus on and manage specific functions and issues.
3. The Ad Hoc Groups, Working Parties and Sub-Committees that the Court has established are listed in section 15.2 of the Ordinances. “The Chartered Security Professionals Sub-Committee” is listed as entry H.
4. The CSyP Sub-Committee was set up by the Court on the 23<sup>rd</sup> March 2010.
5. The CSyP Sub-Committee of the Court shall comprise the following members of the Company: The Master of the day (*ex-officio* member of the CSPRA), the two CSPRA representatives nominated by the Court, the Treasurer of the Company, the Chair of F&GP and the Chair of M&F.
6. The Chair of the CSyP Sub-Committee will be one of the two CSPRA representatives nominated by the Court (Ordinance 14.1.5).
7. Each member of the CSyP Sub-Committee shall have one vote in all matters, with the Chair having a second, casting vote if necessary.
8. The CSyP Sub-Committee may invite any other Company Member or external adviser to attend any meeting where it is believed they may be able to assist, however such persons shall be “in attendance” at the meeting and shall not be entitled to vote. Due to the sensitive and confidential nature of the negotiations being undertaken, no uninvited observers will be permitted to attend meetings of the CSyP Sub-Committee.
9. Membership of the CSyP Sub-Committee will not be time limited as it will be made up of Company post-holders, thus any one individual may continue to serve on the CSyP Sub-Committee for as long as they hold their respective post within the Company.
10. The output from the CSyP Sub-Committee will be reports to Court with proposed recommendations.
11. **Mission**
  - 11.1 To conduct such negotiations with the Administrator and the Licensees of the Registration Authority as may be required in order to avoid a conflict of interest occurring between the CSPRA and its Administrator and/or its Licensees; such conflicts being foreseeable due to the fact that the Administrator and the Licensees may both have nominated representatives to sit as CSPRA members.
  - 11.2 Whilst such negotiations will be the primary function of the CSyP Sub-Committee it may also be called upon by the Company or the CSPRA to undertake negotiations with any other interested party should the need arise.
12. **Function**
  - 12.1 The CSyP Sub-Committee will have such powers delegated to it by the Court as necessary to undertake and complete negotiations on behalf of the Company. However, the CSyP Sub-Committee will have no power to enter into contracts or make binding commitments or undertakings on behalf of the Company.
  - 12.2 Once the contract negotiations are complete between the CSyP Sub-Committee and the parties, the CSyP Sub-Committee must make a proposal to the Court for its prior approval before any contracts are entered in to or become in any way binding.

- 12.3 Where contracts exist between the CSPRA and third-party bodies, those contracts will not be binding unless and until they have been approved by the Court.
- 12.4 Once the Court has approved the terms of any contract between the CSPRA and a third-party, the CSPRA will have no authority to change the terms of that contract, and no option other than to implement and carry out the terms of that contract in full. Any queries or issues that may arise must be referred back to the CSyP Sub-Committee and ultimately to the Court.
- 12.5 The CSyP Sub-Committee has no authority to commit additional Company resources without the prior approval of the Court. Where payment of fees or any other monies is required in order to complete its task, the CSyP Sub-Committee must in the first instance revert to the Administrator. If the requirement is not within the scope of the Administrator's contract and budget then the CSyP Sub-Committee must apply to the Company's F&GP Committee for prior approval.
- 12.6 Minutes must be taken at all meetings of the CSyP Sub-Committee, and these must be made available to the Court as and when required.

### **13. Chartered Security Professionals Sub-Committee Process**

- 13.1 The CSyP Sub-Committee will conduct itself in the following manner:
- 13.1.1 The CSyP Sub-Committee will be constituted as and when required, but normally there will be a minimum requirement for the following:
    - a. annual review of the Administrator's performance against the agreed targets;
    - b. 5-yearly negotiation for the renewal of the CSPRA Administrator contract;
    - c. 5-yearly negotiation for the renewal of each Licensee's contract;
  - 13.1.2 Additionally, the CSyP Sub-Committee may be called upon from time to time to negotiate a contract with a new Licensee, or to have dealings with an existing Licensee where there has been a change of circumstances or some other issue has arisen which results in a conflict of interest for the CSPRA;
  - 13.1.3 Where an agreement cannot be reached with the incumbent Administrator, the Company may seek another professional institution with which to contract on similar terms. In the event of this occurring, it will not be the role of the CSyP Sub-Committee to be involved in sourcing such a professional institution, but it will then be called upon to undertake any subsequent negotiations;
  - 13.1.4 Other than in exceptional circumstances, the CSPRA will give the Company no less than 30 days' notice that the CSyP Sub-Committee will need to be constituted in order to consider any matter that can be properly put before it;
  - 13.1.5 The CSPRA will be responsible for giving the Company sufficient advance notice of any upcoming contract negotiations so as to allow the CSyP Sub-Committee sufficient time to carry out the negotiations with all due diligence;
  - 13.1.6 The Group shall meet formally at least once in each Master's year, to discuss procedures and processes and any policy changes.

**23<sup>rd</sup> March 2010**

**Updated 23<sup>rd</sup> May 2020**

**Updated 6<sup>th</sup> May 2021**

**APPENDIX I**

**THE SECURITY DOG AWARDS GROUP TERMS OF REFERENCE**

1. The Security Dog Awards Group was created in 2010 with the first Awards being presented at the Annual Dinner in 2010. The Security Dogs Awards Group is an “Ad-Hoc” Group of the Worshipful Company of Security Professionals (the Company) within the meaning of the prevailing Ordinances, 15.1.
2. The “Ad Hoc” Groups, Working Parties and Sub-committees that the Court has established are listed in section 15.2 of the Ordinances. “The Security Dog Awards Group” is listed as entry c.
3. A member of the Court shall be appointed to oversee the Security Dog Awards Group. This Court member is therefore the de facto Chair of the Ad-Hoc Group.
4. 15.5 of the Ordinances states that “Any Member of the Company may serve on Ad-Hoc Groups, Working Parties and Sub-committees and the appointment of its membership is a matter for the Chairman as defined in the Terms of Reference of that body.”
5. The Security Dog Awards Group will consist of the Chairman, a Secretary and up to six (6) additional Members one of whom shall be the ex Officio Master.
6. Members shall be appointed by the Chairman, after consultation with current members of the group. It is anticipated that group members will serve a minimum of FIVE years and make every effort to attend all formal meetings. Appointments shall be reviewed by the Chairman every FIVE years.
7. The Chairman may remove any appointed member from the group on seven days’ notice.
8. Minutes will record the details of each meeting which should be available for Court meetings, with any reference to Award scoring being redacted.
9. Records of the detailed scoring of all entrants to each year’s Awards will be kept by the Secretary.
10. **Mission**

The Worshipful Company of Security Professionals prides itself on its encouragement of professionalism in every aspect of security and in promoting greater appreciation by the general public of all the many established and emerging fields of security.

The use of dogs in security has expanded beyond public order, guarding and the detention of suspects to include dogs trained to detect drugs and explosives both in the UK and in theatres of conflict abroad. The trained dog has many advantages over mechanical/chemical detectors, not least their mobility, adaptability and robustness. As such, detector dogs are proving increasingly effective in law enforcement, anti-terrorism, military combat and the wider civil security industry.

The Annual Security Dog Awards therefore have the joint objective of both promoting the outstanding work and service of this sector of the Security Industry and in recognising those handlers and dogs that have made the most significant contribution in the field of security.

**11. Function**

- 11.1 To control and manage the Company Security Dogs Award scheme in accordance with the agreed Security Dog Award judging scheme (WCoSP/88/12).
- 11.2 The awards shall be known as the 'Worshipful Company of Security Professionals Annual Awards for Outstanding Achievement by a Dog and Handler'.
- 11.3 To maintain and update as necessary the rules and criteria for the Awards (in consultation with invited civil, police, law enforcement and military canine specialists) and circulated to all eligible services and forces and the security industry.
- 11.4 To promote, organise and run a Security Dog Awards in each Master's Year.
- 11.5 To award annually the three Company's Security Dog Awards for "Outstanding Achievement" to representatives of the:
  - (a) The Armed Services
  - (b) The Police and Law Enforcement
  - (c) The Private Security Industry
- 11.6 In addition to the Awards for Outstanding Achievement, the Security Dog Awards Group may, at its discretion, award one or more Certificates of Outstanding Merit to any of the dogs-and-handlers submitted for the Awards.
- 11.7 The Security Dog Awards will be presented to the selected recipients at Common Hall each year with the winners being presented with a ceremonial coat which will be worn by the winning dog and a photograph taken of the dog and handler. The photograph will be incorporated with the certificate into a frame for the winning handler to keep with a second copy presented to the handler's service, constabulary or security company for display. There is no monetary award to an Award recipient.
- 11.8 To maintain a register of Award winners and highly commended recipients.
- 11.9 The Chairman will provide a report to each Court on each year's annual awards process.
- 11.10 The Chairman will provide information to the Treasurer on spending requirements in the financial year and information on projected financial requirements for the Budget and Business Plan.

- 11.11 The Chairman will produce an annual Business Plan detailing the budget and process for that year's awards for distribution to all Committee Members.

## **12. The Security Dog Awards Group Structure**

- 12.1 The structure of the Security Dog Awards Group is as follows:

- 12.1.1 It is an Ad-Hoc Group under the Charter Ordinances;
- 12.1.2 The Chairman must be a member of, and be appointed by, the Court. The appointment shall be reviewed by the Court every THREE years;
- 12.1.3 The Group will comprise of a maximum of eight (8) members of which at least four (4) will be Members of the Company who are duly qualified in accordance with the Charter Ordinances;
- 12.1.4 The quorum for a meeting will be three members;
- 12.1.5 The Master will be an Ex-Officio member of the Security Dog Awards Group during his year in office;
- 12.1.6 The Clerk may also attend the Security Dog Award Group meetings, but will be "in Attendance" when present and support the Chairman and Secretary on matters arising from general Company business.

## **13. Security Dog Award Group Process**

- 13.1 The Security Dog Awards Group will conduct itself in the following manner:

- 13.1.1 the Group shall meet formally at least twice in every Master's year, to discuss procedures and processes and any policy changes and in at least one meeting will consider and agree on that year's Award Recipients;
- 13.1.2 an Agenda will be issued prior to each meeting covering all matters to be discussed with a request for comments to be submitted for discussion at a meeting;
- 13.1.3 in a vote at a formal meeting, if there is a split decision then the Chairman for that meeting will have the deciding vote;
- 13.1.4 the decision of the Chairman shall be conclusive on all points of order arising at that meeting;
- 13.1.5 the Chairman may invite specific Liverymen and Freemen of the Company or canine experts to attend a meeting where the presence of such Liverymen and Freemen and experts will assist the business of the Group;
- 13.1.6 the Chairman may also invite professional or technical advisors to attend such meetings as the Security Dog Awards Group deems appropriate;
- 13.1.7 any Liveryman, Freeman or Apprentice of the Company may attend a meeting as an observer.

**16<sup>th</sup> March 2020**

**APPENDIX J**

**THE COURT SUCCESSION ADVISORY GROUP TERMS OF REFERENCE**

**Court Succession Advisory Group  
Terms of Reference  
as at 9<sup>th</sup> July 2025**

**1. Purpose of the Group**

To provide guidance and advice to the Court to ensure there is an agreed succession plan for membership of the Court and progression to Master.

**2. Constitution and Membership of the Group**

- a. The Court Succession Advisory Group (CSAG) shall comprise:
  - i. The Master (Chair)
  - ii. The Immediate Past Master (Deputy Chair)
  - iii. The Senior Warden
  - iv. The Middle Warden
  - v. The Past Masters
  - vi. Up to three Past Masters who are either Court Assistants or Past Masters Emeritus
  - vii. The Clerk who does not have a vote
  - viii. The Secretary, who must be a Member of Court or a Past Master Emeritus or Honorary Court Assistant Emeritus. The Secretary does not have a vote.
- b. A minimum of four members, excluding the Clerk and Secretary are required for a quorum. One of the four must be a Past Master as identified in item 2a.v. above.
- c. The maximum number of voting members is 10.
- d. Prior to the Election Court, either a volunteer elects to leave the group, or the longest serving member will step down from CSAG from the date of the Installation Court. The group will advise the Election Court of the names of the Court Assistants (Past Masters), or Past Masters Emeritus, who will serve for a year from the Installation Court. There will be up to, but not more than, three (3) of these.

**3. Responsibilities**

- a. To identify and assess candidates for the Key Company Appointments, Standing Committees and Key Working Groups as listed below, and make recommendations concerning their appointment or election.
- b. To review the attendance and intentions of Court Assistants and make appropriate recommendations annually. The attendance of Court Assistants is to be reported annually to the Court.

- c. To undertake any other relevant task which the Court may direct.

#### **4. Key Company Appointments**

- a. Officers of the Company:
  - i. Junior Warden
  - ii. Treasurer
  - iii. any other officer appointments as required.
- b. Court Assistants.
- c. The two Court representatives who sit on the Chartered Security Professionals Registration Authority (CSPRA).
- d. Chairs and Deputy Chairs of Standing Committees:
  - i. The Finance and General Purposes Committee
  - ii. The Events and Communications Committee
  - iii. The Membership Committee
  - iv. The Services Committee
- e. Chairs of Court Ad-Hoc Groups.
  - i. The Apprentice Management Group
  - ii. The Ordinance Working Group
  - iii. The Dog Awards Working Group
  - iv. The Chartered Security Professionals Sub-Committee
- v. The Young Members Group
- f. Honorary Liveryman and Honorary Freeman.
- g. Stewards
- h. The Welfare Officer
- i. The Safeguarding Officer

#### **5. Administration.**

The Group will meet as required to fulfil their responsibilities and provide advice and recommendations to the Court in a timely manner. Minutes will be kept of all meetings.

#### **6. Confidentiality**

All members of CSAG, voting and non-voting, shall keep all information confidential unless CSAG gives their explicit consent for that information to be shared outside the Group to whatever extent it specifies. This undertaking will not override any situation where there is an obligation for a CSAG member to report matters for legal or safeguarding reasons.

**APPENDIX K**

**THE APPRENTICE MANAGEMENT GROUP TERMS OF REFERENCE**

1. The Apprentice Management Group (AMG) is an “Ad-Hoc” Group of the Worshipful Company of Security Professionals (the Company) within the meaning of the prevailing Ordinances (O15.1). The AMG is listed as an Ad Hoc Group in O15.2e.
2. In these Terms of Reference words importing the singular number only shall include the plural number and vice versa and words importing one gender shall include all genders. Master, Liveryman and Freeman as used as dual descriptors.
3. O9.4 of the Ordinances states that “A member of the Court or Past Master Emeritus or Honorary Court Assistant Emeritus shall be appointed to oversee the Apprentice Programme”. The Chair is appointed by Court (O15.1).
4. The Chair will invite a number of willing and committed members of the Company to be members of the AMG who will meet to implement and maintain the Company’s current policy on the Admission of Apprentices–WCoSP/95/16, 3<sup>rd</sup> Nov 2016.
5. Minutes will record the details of each meeting which should be available for Court meetings.
6. **Mission**  
To successfully run the Company Apprentice Programme within the current policy defined by the Court so that Apprentices graduate after four to six years and become Freeman of the Company. The programme is intended to give young people an introduction to the Company, the security sector, the customs and traditions of the City of London, and the London Livery. It is aimed at individuals in the age range of 17 to 20 years who demonstrate a broad interest in the field of security and have potential for future advancement in their chosen profession. It is not designed to be a professional training scheme for the security industry.
7. **Function**
  - 7.1. To control and manage the Company Apprentice Programme;
  - 7.2. To maintain the application processes, for Apprenticeship, laid down in the Charter Bye-Laws, and the guidance approved by the Court, “The Policy on the Recruitment of Apprentices”, WCoSP/95/16, 3<sup>rd</sup> Nov 2016, agreed by Court, in respect of potential new Apprentices and to propose amendments and changes to Court when they are required;
  - 7.3. To provide a well-structured programme, lasting four to six years, with an enjoyable social dimension, with the aim of enabling Apprentices to begin developing career skills whilst also obtaining an understanding of the Security Sector, the City of London, the London Livery, their history and traditions;
  - 7.4. To organise and run a series of Apprentice Events in each Master’s Year;
  - 7.5. To recruit annually, in accordance with the recruitment policy, Apprentices from schools and universities associated with the Company and from cadets and family members of members;
  - 7.6. To achieve a rolling programme of 32-36 Apprentices at any one time;
  - 7.7. Where practical, to conduct leaving/feedback surveys of those Apprentices resigning or otherwise leaving or completing the Apprentice Programme;



- 7.8. To recruit Apprentice Masters and to ensure that there is an Apprentice Master for each new Apprentice;
- 7.9. The Chair will provide a report to each Court meeting on the AMG;
- 7.10. The Chair will provide information to the Treasurer on spending requirements in the financial year and information on projected financial requirements for the Budget and Business Plan;
- 7.11. The Chair will produce an annual Business Plan detailing Apprentice numbers and events for distribution to all Committee Members;
- 7.12. Through its Chair, the Clerk and the Company Welfare officer consider and determine individual cases of hardship as they relate to an Apprentice.

## **8. Apprentice Management Group Structure**

- 8.1. The structure of the Apprentice Management Group is as follows:
  - 8.1.1. It is an Ad-Hoc Group under the Charter Ordinances;
  - 8.1.2. The Chair must be appointed by the Court (O15.1). The appointment shall be reviewed by the Court every THREE years;
  - 8.1.3. The Group will comprise not less than 6 Members of the Worshipful Company who are duly qualified in accordance with the Charter Ordinances (this includes Trustees of the WCoSP Charitable Trust);
  - 8.1.4. Members shall be appointed by the Chair after consultation with current members of the Group. It is anticipated that group members will serve a minimum of TWO years and make every effort to attend all formal meetings. Appointments shall be reviewed by the Chair every TWO years. The Chair may remove any appointed member from the Group after consultation with current members of the Group (O15.6);
  - 8.1.5. The quorum for a meeting will be three members;
  - 8.1.6. The Chair will appoint a Deputy Chair to act in the absence of the Chair;
  - 8.1.7. The Chair may appoint a Secretary to take notes and produce minutes of each meeting;
  - 8.1.8. Members of the Group will take on specific responsibilities within the management of the Apprentice scheme;
  - 8.1.9. The Master will be an Ex-Officio member of the AMG during their year in office;
  - 8.1.10. The Senior Warden will be an Ex-Officio member of the AMG during their year in office;
  - 8.1.11. All Apprentice Masters have a standing invitation to attend an AMG meeting or to submit a report for consideration at an AMG meeting;
  - 8.1.12. The Chairs of Events and Communications, Finance and General Purposes, Membership, Young Members and Services Committees have a standing invitation to attend AMG meetings when appropriate;
  - 8.1.13. The Clerk will attend the AMG meetings and support the Chair on matters arising from general Company business;

## **9. Apprentice Management Group Process**

- 9.1. The Apprentice Management Group will conduct itself in the following manner:
  - 9.1.1. the Group shall meet formally at least twice in every Master's year to discuss procedures and processes and any policy changes;
  - 9.1.2. an Agenda will be issued prior to each AMG meeting covering all matters to be discussed with a request for comments to be submitted for discussion at the Apprentice Management Group meeting;

- 9.1.3. in a vote at a formal meeting, if there is a split decision then the Chair for that meeting will have the deciding vote;
- 9.1.4. the decision of the Chair shall be conclusive on all points of order arising at that meeting.
- 9.1.5. the Chair may invite any Liverymen or Freemen of the Company to attend any meeting where the presence of such Liverymen and Freemen will assist the business of the Apprentice Management Group;
- 9.1.6. the Chair may also invite professional or technical advisors to attend such AMG meetings as the AMG deems appropriate;
- 9.1.7. any Liveryman, Freeman or Apprentice of the Company may attend a meeting as an observer.

**Updated 14<sup>th</sup> January 2023**

**Updated 30<sup>th</sup> April 2021**

**Updated 9<sup>th</sup> July 2020 & 29<sup>th</sup> July 2020**

**Updated 11 Jan 2020**

**Originally Issued 4<sup>th</sup> July 2018**

## APPENDIX L

### THE ORDINANCE WORKING GROUP TERMS OF REFERENCE

1. The Ordinance Working Group (OWG) is an “Ad-Hoc” Group of the Worshipful Company of Security Professionals (the Company) within the meaning of 15.1 of the prevailing Ordinances.
2. The “Ad Hoc” Groups, Working Parties and Sub-committees that the Court has established are listed in section 15.2 of the Ordinances. “The Ordinance Working Group” is listed as entry g.
3. A member of the Court shall be appointed as “Keeper of the Ordinances” and will oversee the Ordinance Working Group. This Court member is therefore the de facto Chair of the Ad-Hoc Group.
4. 15.5 of the Ordinances states that “Any Member of the Company may serve on Ad Hoc Groups, Working Parties and Sub-committees and the appointment of its membership is a matter for the Chair as defined in the Terms of Reference of that body.” Members of the OWG are however likely to be senior Members of the Company with an understanding of the Governance process.
5. In addition to the Chair the Ordinance Working Group will consist of up to four (4) additional members.
6. The Chair will invite willing and committed Members of the Company to be members of the OWG who will usually work remotely, but may meet in person, to both review proposed alterations and updates, and suggest updates on the Company’s Ordinances.
7. Members shall be appointed by the Chair, after consultation with current members of the Group. It is anticipated that Group members will serve a minimum of TWO years. Appointments shall be reviewed by the Chair every TWO years. The Chair may remove any appointed member from the Group;
8. The output from the OWG will be proposed updates to the Ordinances with any explanatory document that the Group feels is required relating to those changes.
9. **Mission**  
To manage, maintain and keep current and accurate the Ordinances of the Company while ensuring that they are consistent with the Royal Charter and Bye-Laws of the Company.  
  
To advise the Court of what changes would be required to the Company’s Bye-Laws, if the Court wishes to operate in a way that is inconsistent with those Bye-Laws.
10. **Function**
  - 10.1 To review and maintain the Ordinances of the Company;
  - 10.2 To ensure that the current version of the Ordinances is available to the Membership of the Company via the Company website;
  - 10.3 To update the Ordinances annually when the Quarterage and fees applicable to the Membership are changed;

- 10.4 To update the Court as required on such work as the Court has asked to take place or that the OWG has identified as being required.

## **11. Ordinance Working Group Structure**

- 11.1 The structure of the Ordinance Working Group is as follows:

- 11.1.1 It is an Ad-Hoc Group under the Charter Ordinances;
- 11.1.2 The Chair must be a member of, and be appointed by, the Court. The appointment shall be reviewed by the Court every THREE years;
- 11.1.3 The Group will comprise of no more than five (5) members (including the Chair) who are duly qualified in accordance with the Charter Ordinances. It is likely therefore that all the members of the OWG will be members of the Court;
- 11.1.4 A decision by simple majority of the OWG, on a one vote per member basis, is an acceptable basis for proposing a change of the Ordinances to the Court. The Chair, unlike other groups and committees, does not have a casting vote.

## **12. Ordinance Working Group Process**

- 12.1 The Ordinance Working Group will conduct itself in the following manner:
- 12.1.1 The Group may undertake such work as may be required remotely and electronically by email, conference calls and video links;
- 12.1.2 The OWG may also meet in person if it is felt that such a meeting would assist the process;
- 12.1.3 Any and all changes and alterations to the Ordinances must be put before the OWG for consideration before they can be proposed to the Court.
- 12.1.4 If for whatever reason the OWG cannot achieve an agreed collective decision by a simple majority, the OWG will prepare a paper outlining the issue and the points of difference which the Chair will take to the next Court meeting for a decision;
- 12.1.5 The Chair may invite specific Liverymen and Freemen of the Company to assist with a particular matter where the assistance of such Liverymen and Freemen will assist the business of the OWG;
- 12.1.6 The Chair may also invite professional or technical advisors to assist on such matters as the OWG deems appropriate.

**29<sup>th</sup> May 2020**

**Updated 30<sup>th</sup> April 2021**

**APPENDIX M**

**THE STRATEGY WORKING GROUP**

**Terms of Reference**

1. This document sets out the terms of reference for the above named Working Group established by agreement of the Court at its meeting on 5<sup>th</sup> November 2020.
2. The purpose of the Working Group is to review the current company strategy and propose to Court a revised strategy fit for purpose for the next five years from the date of acceptance by the Court. The revised strategy will seek to achieve the Objectives as set out in the Royal Charter, viz:

The objects for which the Company is hereby constituted are:

- (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 and the Aldermen.
  - (ii) To promote, support and encourage standards of excellence, integrity and honourable practice in conducting the profession of security practitioners and to aid societies and other organisations connected to such profession.
  - (iii) To promote and uphold the established honourable traditions of the security profession.
  - (iv) To encourage the advancement of knowledge of security practice.
  - (v) To foster recognition of the honourable profession of security practitioner within the City of London and elsewhere.
  - (vi) To raise funds for such charitable purposes in respect of the security profession as the Company may decide from time to time.
3. The Working Group will report at every Court meeting its progress until Court accepts a Strategy and Implementation Plan that is fit for purpose. The report may be verbal.
  4. The Working Group will be chaired by the Immediate Past Master and will include The Master, Wardens, up to two Past Masters, Chair F&GP, Chair M&F and either one or two Court Assistants.
  5. Ad hoc members may be seconded to the group on an 'as and when needed' basis.
  6. Decisions and actions made at the meetings will be recorded.

## APPENDIX N

### THE WELFARE OFFICER TERMS OF REFERENCE

1. The role of Welfare Officer was created by the Court.
2. The role of Welfare Officer is covered by section 17 of the Ordinances, Special Responsibilities.
3. 17.4 of the Ordinances states that “One such special responsibility will be a Welfare Officer, who will be appointed by the Court and attached to the Membership Committee. The Welfare Officer Terms of Reference are listed at Appendix O.”
4. 17.2 of the Ordinances states “the Court must allocate that special responsibility to the jurisdiction of the Chair of an appropriate Standing Committee”, the Welfare Officer, as a member of the Membership Committee, is allocated to the Chair of the Membership Committee.
5. Due to the nature of the role the expectation is that the office holder will be a senior Member of the Company and probably a Member of the Court.
6. The Charitable Trust also have a position of “Trustee with Welfare Responsibility”. This is a different position with different responsibilities, albeit the two roles may from time to time be held by the same person.
7. **Mission**  
To extend the hand of friendship and camaraderie to all Members of the Company and their immediate family at a time of need; be that bereavement, illness, hardship or some other time of difficulty.
8. **Function**
  - 8.1 To support Members of the Company by providing friendship, advice, signposting and general assistance.
  - 8.2 To coordinate hardship cases involving a reduction in fees payable to the Company with the Chair of the Membership Committee, or the Master, the Treasurer or the Clerk as appropriate.
  - 8.3 To ensure that Members of the Company are able to remain in contact with fellow Members and with Company news to the extent that they may wish.

- 8.4 To keep all information provided by a Member confidential unless that Member gives their explicit consent for that information to be shared to whatever extent they specify. This undertaking will not override any situation where there is an obligation for the Welfare Officer to report matters for legal or safeguarding reasons.
- 8.5 To report relevant matters to either the Membership Committee or the Court on an *ad hoc* basis as events require.
- 8.6 The Welfare Officer has a discretionary spend of up to fifty pounds (£50.00) per case to cover flowers or a book or such other gift as the Welfare Officer may deem to be appropriate
- 8.7 In cases requiring a bigger consideration of up to one hundred and fifty pounds (£150.00) the Welfare Officer will need to obtain the agreement of both the Chair of the Membership Committee and the Master. Any expenditure in excess of this amount will require the agreement of the Finance and General Purposes Committee.

## **9. Welfare Officer Appointment Process**

- 9.1 The Welfare Officer is a senior Member of the Company who is appointed by the Court.
- 9.2 There is no fixed term for the position and no maximum term that a Member may hold the position.
- 9.3 If the post holder decides to either step down from Court or completes the maximum term of service as a Court Assistant, so long as they are willing and able to commit the necessary time to fulfil the requirements of the office they may still continue to serve as the Welfare Officer of the Company.
- 9.4 When the position falls vacant, the Court may seek applications from Court Members, the Membership Committee or any other full Member of the Company.
- 9.5 The usual process would be that in looking for a senior Member of the Company to take on the role, the Master, on behalf of the Court, would seek a volunteer from Court. In the event that there was more than one applicant the Master and the Chair of the Membership Committee would discuss the position individually with all the applicants and select a person to be appointed to the position. The Master would then propose the appointment of the selected Member for ratification by the Court.

- 9.6 In the event that there were no applicants from the Court then the Master, on behalf of the Court, would seek applications from the Membership Committee and then the wider Membership of the Company. In the event that there was more than one applicant the Master and the Chair of the Membership Committee would discuss the position individually with all the applicants and select a person to be appointed to the position. The Master would then propose the appointment of the selected Member for ratification by the Court.
- 9.7 As a member of the Membership Committee service as the Welfare Officer does count towards the two-year qualifying period of service for a Liveryman who is seeking elevation to Court.

**22 July 2021**

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**APPENDIX O**

**STEWARDS TERMS OF REFERENCE**

**STEWARDS  
TERMS OF REFERENCE**

1. The role of a Steward was created by the Court in 2010 and recorded in the original Royal Charter Ordinances.
2. Ordinance 17.7 states that “Notwithstanding what is said in 17.1 to 17.6 above, the Court may select and appoint Liverymen or Freemen to be Stewards. A Steward’s term of office will be two years and will commence at the Installation Court. Such Stewards will assist the Master, Wardens and the Clerk at Company functions. They will also provide support to the Clerk and Beadle. The Steward’s Terms of Reference are listed at Appendix O. A Steward may be re-appointed for a further term of two years. Stewards may serve up to two terms, i.e. a maximum of four years unless there are insufficient applicants to fill the vacancies in which case a retiring Steward may serve an additional term.  
Stewards should be elected on the basis of:
  - a. showing promise for advancement within the Company; or
  - b. commitment to the Company whilst not wishing to engage in the management of it.
  - c. Up to four (4) Stewards may be appointed by Court.
3. Ordinance 17.2 requires that positions of Special Responsibility be allocated to the Chair of the appropriate Standing Committee apart from Stewards who are assigned to the Middle Warden with support from the Junior Warden. Stewards will be ex-officio members of the Events and Communications Committee during their term in office.
4. Mission  
To assist in the smooth running of Company and Charitable Trust events by working for the Clerk and assisting the Beadle on the day of the event and providing such support and assistance in the preparation for the event prior to the day. This support is particularly important on Court days, when installation and advancement ceremonies are taking place, and at functions with large attendances or specific security requirements.
5. Function
  - 5.1 To support the Clerk and Beadle in the running of Company and Charitable Trust events and ceremonies.
  - 5.2 The expectation is that Stewards on duty at an event will be in attendance, at a time agreed with the Clerk, before the event starts to help with the preparation of the event and will also be available after the event to assist with packing up and returning Company assets to the storage vault.
  - 5.3 Stewards should try to attend and support as many Company events as possible during their term of office. It is not expected that every Steward will attend every event, but it is expected that the Stewards will individually attend the majority of events during their term in office. The current list of Company events is provided in Appendix U of the Ordinances.

- 5.4 Stewards will be invited to pay a price reduced by 50% for the events they attend as working Stewards.
- 5.5 Stewards will:
  - 5.5.1 Keep the Clerk informed of their availability to attend events during the year.
  - 5.5.2 Work with the Beadle to provide assistance and continuity of process and procedure at installation and advancement ceremonies.
  - 5.5.3 Assist with hosting guests and Honorary Liverymen of the Company attending Company events.
  - 5.5.4 Provide feedback about events to the Clerk in terms of their organisation and management and areas or issues that might be improved prior to future events taking place.
- 6. Steward Appointment Process
  - 6.1 Stewards are appointed by the Court.
  - 6.2 The vacancy for a Steward will be announced by the Clerk to the Membership of the Company after the first Court meeting of the calendar year. All Freemen and Liverymen will be eligible to apply. All applications should be sent to the Clerk.
  - 6.3 Stewards are appointed for a period of two years starting at the Installation Court.
  - 6.4 Applications for Steward will be considered by CSAG and a short list will be put forward to the Election Court for Court to vote on.
  - 6.5 Stewards are appointed at the Installation Court in June and the term of office will run to the Installation Court two years later.
  - 6.6 Stewards will take an oath of office at the Installation Court and will be duly robed as a "Steward of the Company".
  - 6.7 Stewards may serve up to two terms, i.e. a maximum of four years unless there are insufficient applicants to fill the vacancies in which case a retiring Steward may serve an additional term.
  - 6.8 At least one new Steward should be appointed at each Installation Court to allow for the transfer of knowledge within the Stewards group.
  - 6.9 A Steward's appointment may be terminated by Court prior to the end of the term.
  - 6.10 Stewards will not be required to pay a fine on appointment.

10th February 2021

Updated 6th May 2021

Updated 4th June 2025

**APPENDIX P**

**MERCHANDISE CHAMPION TERMS OF REFERENCE**

**MERCHANDISE CHAMPION  
TERMS OF REFERENCE  
November 2024**

1. The role of a Merchandise Champion was created by the Company to look after the branded items of regalia and offer them for sale to the membership.
2. Ordinance 17.2 requires that positions of Special Responsibility be allocated to the Chair of the appropriate Standing Committee. As the role of Merchandise Champion is a budget holder it is allocated to the F&GP Committee, and the Merchandise Champion is a member of that Committee during their term in office.
3. As the use of the Company Crest and Company branding is controlled and Approved by the E&C Committee the Merchandise Champion is also a member of that Committee during their term in office.
4. **Mission**  
  
To make available a range of branded merchandise on the Company website and at nominated Company events during the year.
5. **Function**
  - 5.1 To assist the Clerk in the maintenance of the page on the Company website where merchandise is offered for sale.
  - 5.2 To maintain a working stock at their chosen location that will allow the fulfilment of web orders in a timely manner, within five working days of the order being received.
  - 5.3 In the event of the Merchandise Champion is not able to fulfil the orders within five working days they need to alert the Clerk so they can assist with the fulfilment during that period.
  - 5.4 To receive orders from the Company website via the [merchandise@wcosp.org](mailto:merchandise@wcosp.org) email and arrange to despatch the orders by Royal Mail post or in some cases deliver directly to the Members via upcoming WCOSP events.
  - 5.5 With the assistance of the Clerk, arrange to run a merchandise stall at each of the four main Company events: the Installation Lunch, the Annual Dinner, Common Hall and the Christmas Lunch.
  - 5.6 The expectation is that the Merchandise Champion will be in attendance 45 minutes before the event starts to set up the merchandise table and display the items for sale. The Clerk is responsible for allocating the Merchandise Champion a table at events.
  - 5.7 The Merchandise Champion may offer or be asked to attend other events during the year on an *ad-hoc* basis.
  - 5.8 To produce costed suggestions of new items of merchandise that can be offered for sale.
  - 5.9 If required, to source alternative suppliers of Company merchandise to improve quality, price or both.

## **6. Reporting**

- 6.1 The Merchandise Champion is a budget holder and is required to agree the budget for each Company Financial Year with the Treasurer and the Chair of F&GP, which will then be approved by Court as part of the Annual Budget process.
- 6.2 The Merchandise Champion reports into the F&GP Standing Committee and is a Member of that committee while holding the post. They should plan to attend all F&GP Standing Committee meetings held in the year. The F&GP usually meets five times a year.
- 6.3 The Merchandise Champion will also be a member of the E&C Standing Committee who control the use of the Company Crest and Branding and will be responsible for getting that Committee's approval on any new items of Merchandise that use the Company crest or Branding.
- 6.4 The purchase of replacement budgeted merchandise will need to be agreed with the Chair of F&GP and may need prior approval from the F&GP Committee.
- 6.5 The purchase of new items of merchandise or the use of the logo will need to be approved by the E&C Committee and the F&GP Committee and may in addition need to be approved by Court before an order can be placed.
- 6.6 Pricing of merchandise will be agreed as part of the budgeting process with the Treasurer and the Chair of F&GP.
- 6.7 If the cost price of merchandise changes during the budget year the increase will need to be discussed at F&GP to see if a change in the selling price is required and if so a new price agreed.

## **7. Appointment**

- 7.1 The Merchandise Champion is appointed by the Court on the recommendation of the Chair of F&GP
- 7.2 The vacancy for Merchandise Champion will be announced by the Clerk to the Membership of the Company. All Members, Freemen and Liverymen will be eligible to apply. All applications must be sent to the Clerk.
- 7.3 The Merchandise Champion will be appointed for an initial term of four years, at the end of which they may apply to serve a further term of four years. No person shall serve for a total of more than eight years as Merchandise Champion.
- 7.4 The Merchandise Champion's appointment may be terminated by Court.
- 7.5 The Merchandise Champion is entitled to a 50% price reduction for all events at which they attend and run a Merchandise Table.

20<sup>th</sup> November 2024 V2

**APPENDIX Q**

**SAFEGUARDING OFFICER TERMS OF REFERENCE (To be inserted)**

**APPENDIX R**

**OFFICERS CONTINUITY GROUP TERMS OF REFERENCE TERMS OF REFERENCE (To be inserted)**

## APPENDIX S

### WHITTINGTON COURSE GROUP TERMS OF REFERENCE

#### Background

1. The Whittington Course, created back in 2002, has been extremely successful in providing students from the Harris Garrard Academy (originally known as the Business Academy Bexley) with an aspirational day out in Canary Wharf and the City of London. For over 20 years, hundreds of participants have been given the opportunity to visit and experience the City of London and a taste of where their career could take them and to generate a sense of aspiration.
2. The WCoSP has links with the Academy that go back to its creation, its founder Sir David Garrard is an Honorary Liveryman of the Company, and the Company recruits' nominees from the Academy for its Apprentice scheme and our Charitable Trust funds the Endeavour Award for 6<sup>th</sup> form students going to university or higher education.

#### Purpose of the Course

3. Each year, typically on the Friday in the first full week of May, The Whittington Course brings around 25-30 students and five staff to Canary Wharf and then the City of London to experience what Sir David Brewer (former Lord Mayor of the City and sponsoring Alderman of the WCoSP), envisaged as a taste of modern-day business life whilst linking with traditional City values, a sense of history and authority.
4. The ultimate objective is to encourage the youngsters to look beyond the constraints of their own social environment whilst inspiring and motivating them with positive images of the City and its workers.

#### Structure of the Group

- 5.5. The Whittington Course Group is an "Ad-Hoc" Group of the Worshipful Company of Security Professionals (the Company) within the meaning of the prevailing Ordinances (O15.1). The Whittington Course Group is listed as an Ad Hoc Group in O15.2j.
- 5.6. The Whittington Course Group will report via the E&C Standing Committee to Court.
- 5.7. The Whittington Course Group will comprise a Chair and a Deputy Chair and no less than four other members. In addition, the Master and Senior Warden will be ex-officio members of the Committee during their year in office. The Chair of the E&C and Apprentice Management Group will be members of the Committee, as will the Trustee with responsibility for Education.
- 5.8. Group members may be selected from the Membership of the Company as the Chair deems appropriate. At least one member shall have significant, recent and relevant event experience and one shall have recent and relevant experience with the Harris Garrard Academy.

- 5.9. The Court will formally review the appointment of the Chair of the Whittington Course Group every THREE years. The Whittington Course Group Chair will review the appointment of other members every TWO years.
- 5.8 Apart from participation on the day of the Course itself most of the work is virtual, working with key partners and the Whittington Course Group to put the plans in place to agree an itinerary and agenda for the visit.
- 5.9 The Group will meet at least twice in each Master's year, or more often as the Chair deems necessary and can meet virtually if preferred.
- 5.10 The Whittington Course Group will provide a report of its meetings to each E&C Committee meeting.
- 5.11 The Whittington Course Group will take notes and ensure that all agreed actions are recorded. The Chair will report to the E&C Committee and provide updates on the plans for the Course.

**The Whittington Course Group will:**

- 6.1 Plan an annual Whittington Course visit from the Harris Garrard Academy (HGA) to Canary Wharf and the City of London.
- 6.2 Set the date of the Course: to be agreed ideally a year in advance so that the sponsor hosts and the incoming Master can get the date in their diaries.
- 6.3 Ensure the HGA also plans for the day as the process should be selective for students to qualify to come on the Course each year.
- 6.4 Agree a budget for funding the Course as part of the annual WCoSP budgeting process with the sponsor hosts, the Treasurer and the F&GP Committee.
- 6.5 Develop and implement policy on the engagement with the HGA. Develop and implement a plan for the continued support of partner organisations (sponsor hosts).
- 6.6 Invite, if required, the services of qualified non-Company members provided that, if there is a cost, such expenditure has been previously agreed by the F&GP Committee or is in the budget.

20<sup>th</sup> November 2024



## APPENDIX T

### THE CURRENT SCALE OF CHARGES

Effective from 1 July 2024 the Court on 16 May 2024 agreed the following charges. (Numbers in brackets refer to the Notes below).

For new Members joining the Company, apart from CSyP accredited applicants, there is a requirement to pay a JOINING FEE to the Charitable Trust and a Quarterage (Annual Subscription fee) to the Livery Company. CSyP accredited applicants are only required to pay the Quarterage.

#### Joining Fees

**All new applicants, with the exception noted above, are required to pay the JOINING FEE regardless of when they apply for Membership. This is paid to the Charitable Trust and does not attract VAT.**

Member Category	Joining Fee
Members aged 41 and over	£330.00
Members aged 31-40	£221.10
Members aged 21-30	£108.90
Overseas Members (Note 4)	£165.00
Apprentices	NIL

#### APPRENTICES

Joining Fee for Apprentices	Nil
Apprentices' Binding Fee	£33.00+VAT = £39.60 (Note 2)
Apprentices' Freedom (By Servitude) Fine	£78.00+VAT = £93.60 (Note 2)

#### Fines

Freedom Fines, Livery Fines and Court Fines are paid to the Company and attract VAT. Honorary Freemen and Liverymen do not pay a Joining Fee (Note 5).

#### Freedom Fines

Member Category	Freedom Fine
Members aged 41 and over	£330.00+VAT = £396.00
Members aged 31-40	£221.10+VAT = £265.32
Members aged 21-30	£115.50+VAT = £138.60
Overseas Members (Note 5)	£330.00+VAT = £396.00

#### Livery Fine

£500+VAT = £600.00

From 1 July 2019 the Livery Fine may be paid over the 12 months prior to taking Livery in 12 equal instalments of £50 (Inc VAT) but must have been paid in full before Livery can be taken.

**Court Assistants' Fine**

£400+VAT = £480.00

**Annual Quarterage**

Member Category	Direct Debit Rate	Bank Transfer/Cheque/Card/Instalments
Aged 41 and over	£306.67+VAT = £368.00	£331.67+VAT = £398.00
Aged 31-40	£204.58+VAT = £245.50	£229.58+VAT = £275.50
Aged 21-30	£102.29+VAT = £122.75	£127.29+VAT = £152.75
Retired (Note 3)	£153.33+VAT = £184.00	£178.33+VAT = £214.00
Overseas (Note 4)	£153.33+VAT = £184.00	£178.33+VAT = £214.00
Sabbatical (Note 6)	£102.29+VAT = £122.75	£127.29+VAT = £152.75

Members paying privately have an option to pay over 10 Months. The Member must submit a request to pay by instalments to the Clerk and Accountant. The necessary paperwork would then be supplied and the completed. The payment would be for 10 equal payments at the beginning of the following months 1<sup>st</sup> July, 1<sup>st</sup> August, 1<sup>st</sup> September, 1<sup>st</sup> October, 1<sup>st</sup> November, 1<sup>st</sup> December, 1<sup>st</sup> January, 1<sup>st</sup> February, 1<sup>st</sup> March and 1<sup>st</sup> April.

Quarterage for Members joining after the 1<sup>st</sup> July 2025 is charged according to the month of joining as follows, prices shown include VAT:

	Via Direct Debit	Other payment options
<b>July 100% of the Annual DD Rate</b>		
Aged 41 and over	£368.00	£398.00
Aged 31-40	£245.50	£275.50
Aged 21-30	£122.75	£152.75
Overseas	£184.00	£214.00
<b>August 91.6% of the Annual Rate</b>		
Aged 41 and over	£337.09	£367.09
Aged 31-40	£224.88	£254.88
Aged 21-30	£122.44	£152.44
Overseas	£168.54	£198.54
<b>September 83.3% of the Annual Rate</b>		
Aged 41 and over	£306.54	£336.54
Aged 31-40	£204.50	£234.50
Aged 21-30	£102.25	£132.25
Overseas	£153.27	£183.27
<b>October 75% of Annual Rate</b>		
Aged 41 and over	£276.00	£306.00
Aged 31-40	£184.13	£214.13
Aged 21-30	£ 92.06	£122.06
Overseas	£138.00	£138.00
<b>November 66.6% of Annual Rate</b>		
Aged 41 and over	£245.09	£275.09

Aged 31-40	£163.50	£193.50
Aged 21-30	£ 81.75	£111.75
Overseas	£122.54	£152.54
<b>December 58.3% of Annual Rate</b>		
Aged 41 and over	£214.54	£244.54
Aged 31-40	£143.13	£173.13
Aged 21-30	£ 71.56	£101.56
Overseas	£107.27	£137.27
<b>January 50% of Annual Rate</b>		
Aged 41 and over	£184.00	£214.00
Aged 31-40	£122.75	£152.75
Aged 21-30	£ 61.38	£ 91.38
Overseas	£ 92.00	£102.00
<b>February 41.7 of Annual Rate</b>		
Aged 41 and over	£153.46	£183.46
Aged 31-40	£102.37	£132.37
Aged 21-30	£ 51.19	£ 81.19
Overseas	£ 76.73	£103.73
<b>March 33.3% of Annual Rate</b>		
Aged 41 and over	£122.54	£152.54
Aged 31-40	£ 81.75	£111.75
Aged 21-30	£ 40.88	£ 70.88
Overseas	£ 61.27	£ 91.27
<b>April 25% of Annual Rate</b>		
Aged 41 and over	£ 92.00	£112.00
Aged 31-40	£ 61.38	£ 91.38
Aged 21-30	£ 30.69	£ 60.69
Overseas	£ 46.00	£ 76.00
<b>May 16.6% of Annual Rate</b>		
Aged 41 and over	£ 61.09	£ 91.09
Aged 31-40	£ 40.75	£ 70.75
Aged 21-30	£ 20.38	£ 50.38
Overseas	£ 30.54	£ 60.54
<b>June 8.3% of Annual Rate</b>		
Aged 41 and over	£ 30.54	£ 60.54
Aged 31-40	£ 20.38	£ 50.38
Aged 21-30	£ 10.19	£ 40.19
Overseas	£ 15.27	£ 45.27

**Notes:**

VAT must be added to Fines and Quarterage charges.

1. The decision date for all levels of Membership is 1 July.
2. Expected to be paid by the Apprentice Master.
3. Retired Members see Ordinances 22.14.
4. Overseas Members see Ordinances 22.15.

5. Applicants for Membership who are Honorary Liverymen or Honorary Freemen of the Company admitted directly to the Livery and Freedom of the Company will not be liable to pay the Joining Fee. (Court decision 12 April 2017)
6. Sabbatical Membership see Ordinances 22.16.
7. Applicants for Membership who hold the CSyP accreditation do not have to pay a Joining Fee (Court decision 23 February 2023)
8. The Freedom Fine is payable to the Livery Company from 5 July 2023 – 4 July 2026. (Court decision 4 July 2023)

**APPENDIX U**

**THE COMPANY'S CITY OF LONDON EVENTS**

- Commissioner's Dinner
- Annual Dinner
- Common Hall
- Christmas Lunch
- Carol Service
- Founders' Service
- Spring Dance
- Lord Imbert Security Lecture
- Liverymen Lunch
- Whittington Course
- Installation Lunch
- Affiliates Lunch