

ELIZABETH THE SECOND

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

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS the unincorporated organisation commonly known as the Worshipful Company of Security Professionals (hereinafter referred to as 'the former Company') petitioned Us for a Charter of Incorporation,

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

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

The Worshipful Company of Security Professionals

- 1 (i) The persons now members of the said organisation and all such persons as may hereafter become members of the Body Corporate or Corporation hereby constituted pursuant to or by virtue of the powers granted by these Presents and their successors shall for ever hereafter (so long as they shall continue to be such members) be by virtue of these Presents one Body Corporate and Politic by the name of the Worshipful Company of Security Professionals (hereinafter referred to as the Company) and by the same name shall and may sue and be sued in all Courts, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

- (ii) The Arms, Crest, Badge and Supporters granted and assigned unto the former Company by Letters Patent under the hands and Seals of Garter, Clarenceux and Norroy and Ulster Kings of Arms bearing the date 19 February 2008 shall be transferred unto the Company on the date on which this Our Charter shall take effect, and We do hereby give and grant unto the Company our Royal Licence and Authority that it may thenceforth bear and use the said Armorial Bearings according to the Laws of Arms, the said transfer being first recorded in our College of Arms, otherwise this Our Licence and Permission to be void and of none effect.

OBJECTS

- 2 The objects for which the Company is hereby constituted are:
 - (i) To 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.

POWERS

3 And the Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:

- (i) To arrange or assist others in arranging for meetings, educational courses and lectures, and dinners, lunches, and other social occasions for the interest of the members and for the development of their fellowship within the Company.
- (ii) To establish, manage, promote, organise, finance and encourage the study, writing, production and distribution of books, periodicals, monographs and pamphlets and the publication of educational courses and lectures.
- (iii) To establish, manage, promote, organise, finance, equip and maintain libraries.
- (iv) To promote, commission, undertake and publish research in areas useful to the Company's objects.
- (v) To create and maintain a Register of Chartered Practitioners in security practices, whether separately or in association with one or more other organisations, and to establish such conditions of registration as may be desirable.
- (vi) To promote the formation of organisations, whether charitable or not, for the purpose of any of the objects of the Company and to assist such organisations as necessary in the fulfilment of their objects.
- (vii) To make provision for lectureships, bursaries, prizes and grants.
- (viii) To give or lend money for the furtherance of the objects of the Company.
- (ix) To create and undertake the management of any trusts or endowments and any scholarships and exhibitions for the furtherance of the objects of the Company.
- (x) To work together with any institutions or persons having charitable objects similar to those of the Company.
- (xi) To make suitable arrangements for undertaking the work of the Company and for organising meetings of the Company.
- (xii) To employ such staff who shall not be members of the Court of the Company as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of salaries, pensions and any other benefits to staff.
- (xiii) To raise funds and to invite or receive contributions from any person or persons whatsoever by way of subscription, donation, and otherwise than through permanent trading.
- (xiv) Subject to any consents as may be required by law, to invest the monies of the Company not immediately required in or upon such investments or other property or other assets as may be thought fit.
- (xv) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges therein, and to construct, maintain and alter buildings or erections.
- (xvi) Subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the assets of the Company.
- (xvii) Subject to such consents as may be required by law to borrow or raise money on such terms and on such security as may be thought fit.
- (xviii) To create such Bye Laws subject to the approval of the Privy Council and the Lord Mayor and Aldermen of the City of London as the Court may consider necessary for the good administration of the Company. The first such Bye Laws are attached to this Charter as the Schedule.
- (xix) To do all such other lawful and charitable things as are incidental to the attainment or furtherance of the said objects.

Provided that:

- (a) the Company's object shall not extend to the representation of the interests of members with regard to their conditions of employment, and
- (b) nothing herein shall prevent any payment in good faith by the Company:-

- (i) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Court) for any agreed services rendered to the Company;
- (ii) to any member of its Court of reasonable out-of-pocket expenses.

MATTERS RELATED TO PROPERTY

- 4
- (i) The Company hereby incorporated or any person or persons on its behalf may acquire for the purposes of the Company any lands tenements or hereditaments or any interest therein and to hold the same in perpetuity or otherwise and from time to time (subject to all such consents as are by law required) to grant demise alienate or otherwise dispose of the same or any part thereof.
 - (ii) Any person and any body politic or corporate may assure in perpetuity, or otherwise, or demise or devise to, or for the benefit of, the Company any lands, tenements, or hereditaments whatsoever or any interest therein within Our United Kingdom of Great Britain and Northern Ireland.
 - (iii) The assets and liabilities of the former Company including any property and monies held on behalf of or in trust for the former Company by any person or persons or body politic or corporate shall from the date of this Our Charter become and be deemed to be the property and monies of the Company and, where necessary and as soon as may be, shall be formally transferred to the Company or such person or persons on its behalf as the Company may prescribe. Likewise, the continuing contracts of the former Company shall be assigned to the Company as from the date of this Our Charter.
 - (iv) In the investment of monies belonging to or held by the Company, the Company shall seek such advice as it may see fit and shall take into account any law relating to charitable investment applicable at the time of such investment. Subject as aforesaid no liability shall attach to any officer, employee or member of the Company in respect of any loss or depreciation of any investment so made as aforesaid and any investment may be varied from time to time at the discretion of the Company.
 - (v) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

- (vi) The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Our Charter and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Court shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company.

CHARTER CHANGES

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

BYE LAW CHANGES

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

SURRENDER OF CHARTER

- 7
- The voting members may, by a Special Resolution passed at any general meeting by not less than two-thirds of the members present and voting, determine to surrender this Our Charter, subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit, and wind up or otherwise deal with the affairs of the Company in such manner as shall be determined by such resolution or, in default of such direction, as the court of law shall think expedient having due regard to the liabilities of the Company for the time being, and if, on the winding up or dissolution of the Company, there shall remain, after the satisfaction

of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members or any of them but shall, subject to any special trusts affecting the same, be given and transferred to some association or associations having objects similar to the objects of the Company which shall prohibit the distribution of its or their income or property amongst its or their members to an extent at least as great as is imposed on the Company by this Our Charter, such association or associations to be determined by the members at or before the time of dissolution.

shall be taken construed and adjudged in all Our courts of law and elsewhere in the most favourable and beneficial sense and for the best advantage of the Company any mis-recital, non-recital, omission, defect, imperfection, matter, or thing whatsoever notwithstanding

CONCLUSION

8 And We do hereby for Us Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good firm valid and effectual according to the true intent and meaning of the same and

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

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

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

SCHEDULE

BYE LAWS OF THE WORSHIPFUL COMPANY OF SECURITY PROFESSIONALS

INTERPRETATION

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

WORDS

MEANINGS

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

Membership

The Liverymen, Honorary Liverymen, Freeman, Companions, Members and Apprentices of the Company

United Kingdom

Great Britain and Northern Ireland

Month

Calendar month

In writing

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

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

MEMBERSHIP

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

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

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

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

- 4 Persons seeking admission to the Company by means of indentures of Apprenticeship shall satisfy such criteria as the Court shall from time to time determine and publish in the Ordinances.
- 5 Every application for admission to the Company, shall be in such form as shall be required by the Court.
- 6 Resignation from the Company shall be signified in writing, but the person so resigning shall be liable for payment of the annual quarterage for the

current year, together with any arrears to the date of such resignation. A Liveryman, Freeman or Member who has acted in a manner deemed to be injurious to the character and interests of the Company, or whose quarterage is more than six months in arrears, or who has failed to settle an invoice from the Company within 90 days of its delivery to that person, may be subject to a process of expulsion from the Company. Honorary Livery status and Companion status may be withdrawn by the Court, and Apprenticeship may be terminated, if the person acts in a manner deemed to be injurious to the character and interests of the Company.

THE REGISTER OF CHARTERED SECURITY PROFESSIONALS

- 7 The Company may maintain separately or in association with, or under licence from another organisation, a Register of current Chartered Security Professionals or such other Chartered Practitioner description as any other licensing authority may allow.
- 8 Admission to the Register shall be open to Liverymen and Freemen and in exceptional circumstances to those who have not been admitted to the Company according to criteria agreed from time to time by the Court and published in the Ordinances
- 9 Those who are entered onto the Register shall satisfy the Company in respect of their current active status, their qualifications and experience and their willingness to abide by the code of professional conduct including the regular undertaking of mandatory continuing professional development. Registrants may describe

themselves as any licence may allow and shall be subject to whatever Disciplinary Procedure, in the event of breach of the code, the Company shall provide.

- 10 The Court may charge such registration fees as are necessary to cover the costs of maintaining the Register and shall exercise such other powers in this connection as are provided from time to time by the Ordinances.

QUARTERAGE, FINES AND FEES

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

COURT

- 14 The business of the Company shall be managed by a Court of Liverymen elected by a ballot of the Liverymen and Freemen, assisted by Liverymen appointed by the Court as Honorary Court Assistants. The first Court members after incorporation shall be those who have been elected to serve on the Court for the period during which incorporation shall take place. They shall respectively hold office as such until the election

and coming into office of their successors according to the provisions of the Ordinances.

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

regulate its proceedings as it thinks fit. Questions arising at a meeting of the Court shall be decided by a majority of votes and in the case of an equality of votes the chairman of the meeting shall have a second and casting vote

18 The Court may make from time to time such Ordinances as it deems necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing conditions of admission, and in particular but without prejudice to the generality of the foregoing, such Ordinances may regulate:

- (i) the admission to the Company and the rights and privileges and the conditions of membership
- (ii) the conduct of those admitted to the Company in relation to one another and to the Company's employees, and
- (iii) the procedure at general meetings and meetings of the Court and committees of the Court.

19 The Court shall have the power to make, alter, add to or repeal the Ordinances and the Court shall adopt such means as it thinks sufficient to bring to the notice of the membership of the Company all such Ordinances, which shall be binding on the membership. No Ordinance shall be inconsistent with, or shall affect or repeal, anything contained in the Royal Charter and Bye Laws.

20 The Court shall open and control such bank accounts as it may consider necessary and shall authorise from time to time the procedures for withdrawing money from such accounts.

21 The Court may form committees and may delegate any of its powers to such committees and

any such committee so formed shall in the exercise of the powers so delegated, conform to rules imposed on it by the Court.

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

THE CLERK

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

THE TREASURER

24 There shall be appointed by the Court a Treasurer who shall have oversight of the management of the funds of the Company. The person so appointed shall be a Liveryman and a qualified accountant or some other suitable person as the Court may decide.

25 The Treasurer shall ensure the preparation of the annual accounts of the Company in each year to such date as may from time to time be determined by the Court and shall present to the Court an Income and Expenditure Account and a Balance Sheet duly certified by the Auditors or Examiners. His duties shall be regulated by provisions in the Ordinances.

THE CONDUCT OF MEETINGS

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

THE SEAL

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

ACCOUNTS

28 The Court shall cause accounting records to be kept.

29 The accounting records shall be kept at such place or places as the Court shall think fit, and shall always be open to the inspection of members of the Court.

30 The Court shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be opened to the inspection of Liverymen and Freemen.

AUDIT OR EXAMINATION

31 Once at least in every year the accounts of the Company shall be audited (or examined if the Lord Mayor and Aldermen of the City of London so allow) and the correctness of the income and expenditure account and balance sheet ascertained

by one or more properly qualified Auditors or Examiners.

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

NOTICES

- 33 A notice may be served by the Company upon the membership, either personally or by sending it through the post in a pre-paid letter, addressed to such member at the registered address as appearing in the Membership List or, by agreement, in electronic form.
- 34 Anyone described in the Membership List by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served, shall be entitled to have notices served at such address, but, save as aforesaid, only those who are described in the Membership List by an address within the United Kingdom shall be entitled to receive notices from the Company.
- 35 Any notice, if served by first-class post, shall be deemed to have been served on the working day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to certify that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice served electronically shall be deemed to have been served within 24 hours of despatch.