

# THE WORSHIPFUL COMPANY OF FUELLERS

Incorporated by Royal Charter



## STANDING ORDERS

Approved by the Installation Court held at  
Stationers' Hall on 11<sup>th</sup> October 2023 (as subsequently amended)

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# THE WORSHIPFUL COMPANY OF FUELLERS

## Incorporated by Royal Charter



## STANDING ORDERS - INTRODUCTION

### 1. THE CONSTITUTION

The Constitution of the Company is set out in the Royal Charter and the By-Laws that appear in the Schedule to the Charter together with some subsidiary rules, called Ordinances.

The Royal Charter was granted by warrant under the Queen's sign manual and establishes the Company as an independent legal entity, in the form of a livery company with the following objects:

- (a) To foster the business of persons involved in providing energy for the home, industry, commerce and export;
- (b) To provide social intercourse and mutual information between members;
- (c) To raise and accumulate funds for the benefit of the Company and the application of the same for the purposes of enhancing the interests of the Company;
- (d) To relieve hardship suffered by existing members and retired members and their dependants;
- (e) In the matter of education to grant scholarships, prizes and sponsor research; and
- (f) To support and encourage honourable practice in the business of membership.

The Charter then gives the Company a wide range of powers which may be exercised in furtherance of the objects.

The Schedule contains the By-Laws, which are rules for the management of the affairs of the Company by the Court (see below), under the headings:

- By-Law 1 Interpretation;
- By-Laws 2 to 6 inclusive Membership;
- By-Laws 7 & 8 Quarterage;
- By-Laws 9 to 18 inclusive Court (the governing body of the Company);

- By-Law 19                                      The Clerk;
- By-Laws 20 & 21                              The Honorary Treasurer;
- By-Laws 22 to 25 inclusive              The Calling and Conduct of General Meetings;
- By-Law 26                                      The Seal;
- By-Laws 27 to 30 inclusive              Accounts;
- By-Laws 30 & 31                              Audit or Examination; and

By-Law 11 provides for the Officers of the Company to be:

- the Master;
- the Senior Warden; and
- the Junior Warden.

By-Laws 13 & 14 permit the Court to make Ordinances with the approval of the Court of Aldermen of the City of London. The current Ordinances provide further details concerning:

- Freedom of the Company;
- Admission to the Livery;
- the Court's role as the Governing Body of the Company;
- the Honorary Court;
- the Election of Officers;
- the Election of Clerk and Beadle;
- the Duties of the Clerk;
- the power of the Court to arrange Activities, including conferences, banquets and such other meetings as the Court 'may deem expedient'; and
- the Custody of Books and other records.

Amendments to the Royal Charter and the By-Laws require a special resolution (two thirds of votes in favour) of the members of the Company, the approval of the Lord Mayor and the Aldermen of the City of London and the consent of the Privy Council, which will only be granted if the Court is satisfied that the amendment is in the public interest. Changes to the Ordinances require a Special Resolution of the Court and the approval of the Court of Aldermen of the City of London, which will be granted if the Court is satisfied that the amendment is consistent with the Constitution and the customs of the City.

## 2. STANDING ORDERS

Standing Orders ('SOs') are not part of the Constitution but are designed to assist the Court carry out its constitutional role as the governing body of the Company in a timely and efficient manner. The roles of the Court comprise:

- carrying out the specific tasks and responsibilities of the Court as specified by the By-Laws and Ordinances;
- providing views, opinion and advice to the Master and Wardens when the Master decides this could assist decisions necessary or appropriate for the management of the Company; and
- enabling Court Assistants who are eligible to become Junior Warden to acquire the knowledge and experience of the affairs and management of the Company necessary and appropriate to fulfil the role of Junior Warden and thereafter progress to become Senior Warden and Master.

Standing Orders accordingly represent a series of practices, based principally but not only on past experience and City of London custom. The Court is expected to follow the SOs in the ordinary course and this including carrying out the duties and responsibilities reserved to the Court under the Constitution. The Constitution is a legal document and the language used can be difficult to understand, in part as the first royal warrant was issued to a City company in 1155 and City custom often relies on precedent. To assist understanding of Standing Orders a synopsis of the relevant By-Law(s) or Ordinance(s) appears in italics before each section, although any issues of interpretation must be settled by reference to the official text, which can be found in the governance section in the members section of the Company website (immediately before Standing Orders).

Standing Orders may be varied at any time if the Officers consider that the prevailing circumstances warrant and the Court approves, provided always that compliance with the Constitution is maintained. In certain circumstances the Officers may consider that Standing Orders require amendment to reflect changing circumstances that are likely to persist. The Master will then recommend an amendment which will be implemented if the Court passes a special resolution approving this.

## STANDING ORDERS

### 1. INTERPRETATION

Unless the context otherwise requires the following terms shall bear the meanings set out opposite the term below:

Common Hall	A meeting of the Company convened as Common Hall
Court Assistant	A member of the Court
Court Meeting	A meeting of the Court
General Meeting	A meeting of the Company
GPC	The General Purposes Committee
Officer	The Master, Senior Warden or Junior Warden
Past Master	A person who has been the Master
Quarterage	The annual subscription to be paid by a member
Special Resolution	A resolution passed by a majority of two thirds of those eligible to vote who are present and vote
The Company	The Worshipful Company of Fuellers
The Court	The governing committee of the Company
The Seal	The common seal of the Company
Trustees	The Trustees of the Fuellers Charitable Trust Fund

Additionally: (i) the singular includes the plural and vice versa; (ii) the masculine includes all genders; and (iii) persons include corporations.

### 2. MEMBERSHIP

#### GENERAL

*By-Law 2 Persons with appropriate qualifications, knowledge and experience may apply to join the Company. The Company shall comprise (a) persons admitted to Freedom of the Company (b) persons admitted to the Livery and (c) Honorary Members of the Livery.*

*In addition, a person who the Court is satisfied wishes to be associated with the Company and to seek election to the Livery in due course may be appointed as a member of the Yeomanry, who shall have the rights of a member admitted to Freedom of the Company except no right to vote at meetings.*

**By-Law 3** *The criteria for the qualifications, knowledge and experience required for admission to the Company shall be as determined from time to time by the Court and published in the Ordinances.*

## **FREEDOM OF THE COMPANY**

**Ord 1(a)** *The Freedom of the Company shall be by Patrimony, Servitude, or Redemption as provided below and shall be limited to persons who are engaged in or connected with the provision of Fuel (energy).*

### **BY REDEMPTION**

**Ord 1(b)** *The Court may admit a person to the Freedom of the Company. Every candidate who is not a candidate by patrimony or apprenticeship must be proposed and seconded in manner prescribed by the Court with this notified to the Clerk. The Clerk shall give notice of each proposal to every Court Assistant at least fourteen days before the Court meeting at which the election is to take place. A simple majority of those Court Assistants present and voting will admit the candidate to the Freedom of the Company and this will be notified to the elected candidate by the Clerk.*

### **BY PATRIMONY**

**Ord 1(c)** *A candidate whose parent is admitted to Freedom of the Company and Freedom of the City of London, who was born after the parent was admitted to the Freedom of the City and is at least 18 years and wishes to be admitted to Freedom of the Company and of the City of London shall be admitted by the Court to the Freedom of the Company and be presented to the Chamberlain of London to be admitted to Freedom according to the Customs of London.*

### **BY SERVITUDE**

**Ord 1(d)** *The Company shall record the indenture of any student who is apprenticed to a member of the Company and admitted to the Freedom of the City of London to be entered in the books of the Company and the master of such apprentice shall cause the Indenture to be entered in the books of the Chamberlain of London. If an apprentice serves the term*

*of apprenticeship the apprentice shall on proof of faithful service, be admitted to the Freedom of the Company and be presented to the Chamberlain of London to be admitted to the Freedom of the City of London by Servitude according to the customs of the City.*

## **FREEDOM BY PRESENTATION**

**SO 2.1** The Court may award Freedom of the Company by Presentation to any individual whom the Court considers has provided outstanding service to the Company. An individual admitted to Freedom of the Company by Presentation is entitled to such rights and privileges and agrees to owe such duties as the Court may from time to time decide but shall have no voting rights and no liability to pay fine or annual quarterage.

## **HONORARY FREEDOM**

**SO 2.2** The senior representative of an organisation with which the Court has resolved that the Company has a special relationship shall have the same rights and duties as an individual admitted to Freedom of the Company by presentation and shall be referred to as an Honorary Freeman. When the identity of a senior representative changes the Master shall write to the new representative outlining the rights and duties involved and to the past representative thanking for the services performed as an honorary member.

## **YEOMANRY**

**SO 2.3** A member of the Yeomanry is expected to be admitted to Freedom of the Company on or before reaching the age of 35 when the status as a member of the Yeomanry terminates. Each member of the Yeomanry will be reminded of this by the Clerk within the six months following their 34th birthday.

## **LIVERY OF THE COMPANY**

**Ord 2(a)** *The Court shall and may call, nominate, choose, elect and admit into the Livery of the Company such and so many persons being admitted to the Freedom of the Company and of the City of London as it shall think suitable subject to the maximum number of Liverymen imposed on the Company by The Lord Mayor and the Court of Aldermen (currently 250).*

**SO 2.4** Admission to the Livery shall become effective upon the candidate being enrobed at a Court Meeting.

## HONORARY MEMBERS OF THE LIVERY

**By-Law 4** *Persons of distinction who have contributed to the Company or to its aims shall be eligible for election as Honorary Members of the Livery, with all the rights of members of the Livery, at a general meeting of the Company on the nomination of the Court.*

**Ord 2(b)** *The Court may elect persons who, in the opinion of the Court: (i) have made a notable contribution to the energy Industry; and (ii) would by election add distinction to the Company and thus enhance its reputation and standing to be Honorary Members of the Livery.*

## APPLICATION PROCESS

**By-Law 5** *The Court is to determine the form of applications for membership.*

**SO 2.5** Every applicant shall complete and sign the appropriate application form which shall be available from the Clerk. An application for admission to the Freedom of the Company shall state the full name, date of birth, qualifications and occupation, connection with the fuel or energy industry, business and private address of the applicant and must be signed by two members of the Livery, who both know the applicant and confirm the accuracy of the contents of the form.

**SO 2.6** An application form shall be returned as directed by the Clerk who shall be responsible for the acknowledging the receipt of each application and entering details in the records of the Company. An application for admission to the Freedom of the Company shall include proof of the identity of the Applicant in a manner specified in the notes to the form.

**SO 2.7** As soon as an application form has been submitted by an applicant and completed to the satisfaction of the Clerk and the Honorary Treasurer, the applicant and details of the application (including proposer and seconder) shall be notified to each Court Assistant by the Clerk. If no objection is received within five business days of such notification the applicant shall be granted Associate Membership and be entitled to the benefits and subject to the obligations of Membership until such time as the applicant is granted Freedom of the Company unless he ceases to be an Associate Member through resignation, expulsion or death.



*N.B. An Associate Member will be eligible, pursuant to Ord 1(b), to be admitted to Freedom of the Company by a resolution of the Court passed at a Court Meeting held no less than fourteen days after notification to each Court Assistant under S.O. 2.7.*

**SO 2.8** The Clerk shall notify each candidate whose application is being considered by the Court and may invite the candidate to attend to make the appropriate declaration following the Court approving the application.

**SO 2.9** If a member admitted to the Freedom of the Company by Presentation subsequently becomes a member of the Livery, the member shall not pay any fine or quarterage unless and until the member becomes a Court Assistant.

## **WITHDRAWAL OF MEMBERSHIP**

*By-Law 6 Ord 1(e) If the conduct or circumstances of a member shall in the opinion of the Court or of any twenty Liverymen of the Company (who shall certify the same in writing) be injurious to the character and interest of the Company, the Court shall have power to exclude him or her from active participation in the affairs benefits and amenities of the Company either generally or for any specified period. The powers given to the Court by this Clause shall only be exercised at a meeting of the Court in respect of which not less than fourteen days' notice was given to every Court Assistant of the intention to bring under consideration at that meeting the conduct of the person concerned. Before any exercise of the power the person concerned shall be given the opportunity of being heard either by the Court or by a Committee thereof.*

## **RESIGNATION AND EXPULSION OF MEMBERS**

*By-Law 6 Resignation of membership shall be signified in writing, but the person so resigning shall be liable for payment of the annual quarterage of the whole year in which that person resigns together with any arrears to the date of such resignation. The Court, in its discretion, may expel a member for conduct unbecoming and non-payment of quarterage, or death, shall also terminate membership.*

### 3. THE COURT

**By-Law 9** *The business of the Company is to be managed by the Court.*

**By-Law 10** *The Court shall consist of the following voting members to be known as Court Assistants: (i) the Officers of the Company; and (ii) such number of other Court Assistants being not less than 6 or 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 Court which also shall fill any casual vacancies for the remainder of the period of Office of the person whose departure causes the casual vacancy.*

**By-Law 11** *The Officers of the company shall be the Master, the Senior Warden and the Junior Warden and the quorum for a Court Meeting shall be four Court Assistants at least one of which is an Officer. Subject to the By-laws, the Court may regulate its proceedings as it thinks fit. Questions arising at Court Meetings shall be decided by a majority of votes and in the event of a tied vote, the Chair shall have a second and casting vote.*

**Ord 3(b)** *A Past Master may attend Court Meetings for four years after ceasing to be Master but shall not have voting rights after the expiry of two years unless the Court decides otherwise. After four years a Past Master shall retire from Court but be eligible for re-election. A Past Master who does not seek re-election is entitled to join the Honorary Court.*

**By-Law 13** *Subject to the approval of the Court of Aldermen of the City of London, the Court may make such ordinances as it deems necessary or expedient or convenient for the proper conduct and management of the Company.*

**Ord 9** *The Court, at its discretion, may arrange an Annual Conference, an Annual Banquet, and such other meetings of the Company as it may deem expedient.*

**By-Law 17** *No Court Assistants or members of any Committee of the Court shall incur personal liability in respect of any loss or damage done in good faith for the benefit of the Company. The Company shall indemnify every Court Assistant and Committee member, Officer and employee of the Company against any loss or expense incurred through any act or omission done or committed by them in the course of the performance in good faith of their authorised duties on behalf of the Company.*

**By-Law 18** *A member of the Court shall avoid a situation in which the member has, or could have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Company.*

*Any such conflict or possible conflict of interest by a member of the Court shall be handled as follows: the conflict of interest or possible conflict of interest shall be declared at a relevant Court meeting or by notice in writing to all other Court members; the Court shall decide whether the conflicted person may remain at the meeting, participate in the discussion, and vote on the matter concerned, or may remain but not speak and/or vote, or must withdraw from the Meeting for the duration of the discussion and voting on the issue (and not be counted in the quorum for the duration of the discussion and voting)*

**SO 3.1** No member of the Company shall be elected to the Court unless two years have elapsed since the date of the member's admission to the Livery.

**SO 3.2** A Court Assistant shall make the following declaration at the beginning of the first Court Meeting the member attends as a Court Assistant:

‘I, [full name], solemnly declare that as a Court Assistant of The Worshipful Company of Fuellers I will be faithful to our sovereign lord The King and to his heirs and successors. I shall assist and counsel the Court, Master and Wardens of the Company, observe the terms of The Royal Charter, By-laws, Ordinances and Standing Orders and willingly promote the Company's activities and charitable endeavours.’

**SO 3.3** A Court Assistant may resign from membership of the Court at any time by submitting a letter of resignation to the Master or the Clerk, for consideration at the next Court meeting, which shall be the effective date of resignation if such resignation is accepted.

**SO 3.4** The term of office of a Court Assistant who has not confirmed to the Master a wish to serve as Junior Warden prior to the Mid-Summer Court in the sixth year after joining the Court shall end at the end of that Meeting. The term of a Court Assistant who has so confirmed but has not been elected as Junior Warden at or before the Election Court in the ninth year after joining the Court shall end at the end of that meeting. The terms of office of any such Assistant may be extended by the Master for one or more periods provided no Court Assistant serves on the Court for more than 12 years without being elected as Junior Warden.

**SO 3.5** The Court will resolve that a Past Master retain voting rights in the third and fourth year after ceasing to be Master at the Mid-Summer Court in the second and third year respectively unless the Master informs the Court such loss is necessary to

provide vacancies on the Court for a candidate who has been elected to the Court at the immediately preceding Election Court.

**SO 3.6** Any Court Assistant who, in the opinion of the Court, has given exceptional service to the Company may, upon retirement from the Court, be elected a member of the Honorary Court.

#### **4. THE HONORARY COURT**

**Ord 4** *There shall be an Honorary Court which shall meet from time to time to advise the Court on such matters that the Court might request. The Honorary Court shall comprise of such Past Masters and former Court Assistants as shall be nominated by the Court to serve for such terms as the Court wishes.*

**SO 4.1** Unless the Master decides otherwise members of the Honorary Court shall be invited to attend Court Meetings as observers but shall have no right to attend or to vote and may only address a meeting if the Chair so permits. A member of the Honorary Court may resign from office at any time by notice in writing to the Clerk and may be removed from office by a special resolution of the Court.

#### **5. THE CALLING AND CONDUCT OF GENERAL MEETINGS**

**By-Law 22** *There shall be a meeting of Common Hall held no more than fifteen months after its predecessor for the conduct of any business for which notice has been duly given. There may be other general meetings which shall be called by the Clerk on the instruction of the Court or at the request in writing of twelve Liverymen.*

**By-Law 23 (i)** *Notice of Common Hall shall be published at least ten weeks before the date of the meeting and shall also be sent to the Auditors or Examiners. A notice convening any other general meeting of the Company shall be published at least three weeks before the date of the meeting and shall give the date and place of the meeting and the purpose for which it is called shall be explicitly stated. No other business shall be transacted at any General Meeting except on the directions of the Court.*

**By-Law 23 (ii)** *The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.*

**By-Law 23 (iii)** *If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall be dissolved.*

**By-Law 23 (iv)** *The Chair may, with the consent of any meeting at which a quorum is present (and shall if so, directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.*

**By-Law 24** *The Chair at any General Meeting of the Company shall be the Master, or in the absence of the Master, a Warden.*

**By-Law 25** *At any General Meeting a quorum shall be twenty Liverymen present in person or by proxy, of whom at least twelve shall be present in person.*

**SO 5.1** Notice of Common Hall shall be sent to all Members and to the Auditors or Examiners. The Notice shall include the date, time and place of Common Hall and shall specify what business of the Company will be conducted which will, unless otherwise determined by the Court, include the receipt of the Company's Income and Expenditure Account and a Balance Sheet duly certified by the Auditors or Examiners for the previous financial year. The Notice shall also include a Proxy Form appointing the Chair, or another member of the member's choice, to represent a member if the member is unable to attend.

**SO 5.2** A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has that is relevant to the business of the meeting.

**SO 5.3** A person is able to exercise the right to vote at a general meeting when at that meeting; and that person's vote can be taken into account in determining

whether or not such resolutions are passed at the same time as the votes of all other persons attending the meeting who have the right to vote.

**SO 5.4** The Master may make whatever arrangements the Master considers appropriate in the prevailing circumstances to enable those attending a general meeting to exercise their rights to speak or to vote at it.

**SO 5.5** In determining attendance at a general meeting, it is immaterial whether any two or more persons attending it are in the same location as each other.

**SO 5.6** Two or more persons who are not in the same place as each other are deemed to attend a general meeting if their circumstances are such that if each has (or was to have) rights to speak and to vote at that meeting, each is (or would be) able to exercise such rights.

## **6. COURT MEETINGS**

*By-Law 12, Ord 3 The Court shall meet at least quarterly and is to regulate its proceedings as the Court sees fit provided compliance with the Constitution is maintained. Four members of the Court shall constitute a quorum, but no Meeting shall be held unless either the Master or a Warden is present.*

*The Master, or in the absence of the Master the Senior Warden, shall preside at Court Meetings. In the absence of both the Master and the Senior Warden, the Junior Warden shall preside. The decision of the Chair shall be conclusive on all points of order. Questions arising at a Court Meeting shall be decided by a majority of votes with the Chair of the Meeting to have a casting vote.*

**SO 6.1** Court meetings will be held in the months of October, January, April and June or July.

### **SO 6.1.1 Installation Court - October**

The business shall include the installation of new Court Assistants and transfers to the Honorary Court and shall conclude with the Installation of the Officers for the ensuing year.

#### **SO 6.1.2 New Year Court - January**

The business shall include consideration of the candidate for Junior Warden and any candidates to become Court Assistants for the ensuing year.

#### **SO 6.1.3 Election Court - April**

The business shall include the election of the Master, Wardens and new Court Assistants for the ensuing year.

#### **SO 6.1.4 Mid-Summer Court - June or July**

The business shall include the approval of the Company budget and fines for admission as a Court Assistant, to the Livery and to the Freedom of the Company, appointment as a member of the Yeomanry and quarterage for the following year.

**SO 6.2** A special meeting of the Court will be convened on the written request of the Master, or any three Court Assistants, addressed to the Clerk and setting out the subject for discussion at the special meeting, as soon as reasonably practicable after receipt of such a request by the Clerk.

**SO 6.3** A copy of the agenda for every Court meeting (other than a Special Meeting) shall be sent to each Court Assistant and member of the Honorary Court entitled or invited to attend at least two weeks prior to the meeting.

**SO 6.4** The Chair of a Court Meeting may open the meeting with the 'Bidding Prayer' followed, as appropriate, with a period of silence in memory of the passing of any member since the previous meeting.

**SO 6.5** The first item of business at every Court Meeting shall be the confirmation, as a correct record, of the minutes of the immediately previous meeting. The Minutes (subject to any changes agreed at the Meeting) shall be signed by the Chair and this shall constitute evidence of such confirmation.

**SO 6.6** A record shall be kept, by the Clerk, of the Court Assistants who attend each Court Meeting. A resolution may not be approved by the Court if there are less than eight Court Assistants present.

**SO 6.7** A copy of the Minutes of each Court Meeting shall be sent to every Court Assistant as soon as reasonably practicable after each meeting and in no

circumstances later than the day on which the Agenda for the next Court Meeting is due to be despatched.

**SO 6.8** A Court Assistant participates in a Court Meeting, or a part of any such meeting, when: the meeting has been convened and takes place in accordance with Standing Orders; and the Court Assistant and all other Court Assistants attending can communicate to each other any information or opinions which the Assistant has on any particular item of the business of the meeting.

**SO 6.9** In determining whether a Court Assistant is participating in a Court meeting neither where any Court Assistant is physically located; nor the manner in which the Court Assistant communicates with the other Court Assistants present; nor the manner in which any of the other Court Assistants communicates with that Court Assistant is relevant.

**SO 6.10** If all the Court Assistants participating in a meeting of the Court are not in the same place, the participating Court Assistants may resolve that the meeting is to be treated as taking place at the location of any one or more of them.

## **7. ELECTIONS AND APPOINTMENTS**

*Ord 5 The Master, the Senior Warden and the Junior Warden shall be elected from amongst the members of the Court at the Election Court and shall be admitted to Office at the Installation Court.*

*Ord 7 In the event of the death, retirement or removal of a Master, Warden or other Officer, the Court shall have power to make a temporary appointment for the remainder of the term of Office of the person so dying, retiring or being removed.*

### **OFFICERS**

**SO 7.1** To be eligible for election to Master, a Court Assistant must have held the office of Senior Warden or Junior Warden of the Company but not that of Master. The Master shall have been the Senior Warden and the Senior Warden the Junior Warden in each case for the previous year. If there is no Court Assistant who is so qualified for election as Master or who, being so qualified, is unable or unwilling to accept the appointment, the Master for the next year shall be elected from the Court Assistants who have already served as Master.



**SO 7.2** If the Junior Warden is unable or unwilling to accept the office of Senior Warden the Senior Warden shall be elected from among the Court Assistants who have served at least two years on the Court but have not already served as a Warden. If there is no Court Assistant who is so qualified or who, being so qualified is unable or unwilling to accept the office, the Junior Warden for the coming year shall be elected from the Court Assistants who have not served as an Officer.

**SO 7.3** In September of each year, the Clerk shall provide the Junior Warden a list of those Court Assistants who have not been elected as Junior Warden indicating their number of years' service on the Court.

**SO 7.4** The Junior Warden shall then consult with each Court Assistant listed by the Clerk as having served two years or more on the Court to determine if the Court Assistant wishes to be considered for election as Junior Warden at the next Election Court meeting and if so obtain an assurance from the Court Assistant that, if elected, the Court Assistant would be prepared to serve as Senior Warden and Master unless prevented from doing so for unexpected or unforeseen reason(s). After such consultation the Junior Warden shall prepare a list of the Court Assistants who are eligible and willing to be considered for election as Junior Warden. If no Court Assistant is eligible and willing the Junior Warden shall consult with the other Court Assistants not on the list prepared pursuant to SO 7.3 in the manner described and after such consultation prepare a list of the Court Assistants who are eligible and willing to be considered for election as Junior Warden.

**SO 7.5** The list prepared pursuant to SO 7.4 shall be circulated to the Court Assistants by the Clerk and each Assistant may notify the Junior Warden of any views or preferences. Following due consideration of all those on the list and all responses of Court Assistants and after consultation with the Master and Senior Warden, the Junior Warden shall submit a recommendation for the Junior Warden for the ensuing year to the New Year Court.

**SO 7.6** In the event of the Master being unable to complete his term of office for any reason, a Past Master serving on the Court will assume the duties and role of Master until the next Installation Court. The selection of the Past Master to replace the Master shall be made at a Special Meeting of the Court.

## **COURT**

***By-Law 9*** *The Court elects persons to fill vacancies on the Court arising by retirement or other cause.*

**SO 7.7** A recommendation of one or more members admitted to the Livery to be elected to the Court may be made by the Senior Warden, following prior consultation with the GPC, to the Court at any time. If the Court resolves to elect a member the member so elected shall take office at the beginning of the ensuing Installation Court or at such other time as the resolution states.

**SO 7.8** Prior to a recommendation of a member to be elected to the Court the Master shall send the member a letter outlining the responsibilities of a Court Assistant and the member shall give an assurance to the Senior Warden that, if elected, the member would be prepared to serve as a Court Assistant if and when elected, unless prevented from doing so for good and sufficient reason.

## **BEADLE**

*Ord 6 The Court, at the Election Court, shall elect if it thinks fit one person to be its Beadle.*

**SO 7.9** The Court may appoint a person to act as its Beadle for one or more Court Meetings and such other purposes as the Court may decide.

## **HONORARY CHAPLAIN**

**SO 7.10** The Court may appoint an Honorary Chaplain whose role is to perform religious services for the Company.

## **HONORARY ALMONER**

**SO 7.11** The Court may appoint an Honorary Almoner whose role is to communicate on behalf of the Company with members of the Company and their partners and families in the event of sickness, bereavement or other adverse circumstances.

## **HONORARY ARCHIVIST**

**SO 7.12** The Court may appoint an Honorary Archivist whose role is to maintain and research the Company's history, records and possessions.

## **TRUSTEES OF THE CHARITABLE TRUST**

**SO 7.13** The Court shall, at the request of the Trustees, nominate a member of the Company to fill any vacancy amongst the Trustees of the Fuellers Charitable Trust Fund.

## **8. FINANCE**

**By-Laws 7 & 8** *The Court shall determine from time to time the annual subscription to be called the quarterage to be paid by each category of membership and any other payments that may be required from members. The subscriptions for any subscription year shall become due on such dates as the Court shall resolve. The subscriptions for any subscription year shall become due on such dates as the Court shall resolve.*

**By-Law 15** *The Court is to open and control such bank accounts as it may consider necessary and to authorise the procedures for withdrawing money from such accounts.*

**By-Laws 20 & 21** *The Court may appoint an Honorary Treasurer who shall have charge of the management of the funds of the Company and shall ensure the preparation of the annual accounts for presentation to Common Hall.*

**SO 8.1** All funds received by the Company shall be credited to a Company bank account as soon as practicable after receipt and all withdrawals shall be authenticated in the manner prescribed by the Court from time to time.

**SO 8.2** Expenditure may be incurred on behalf of the Company by a person authorised by the Court if within the approved budget for the year. Any expenditure that will cause the Company to exceed the budget may only be authorised by the Master and the Senior Warden and must be reported to the Court in writing as soon as practicable.

**SO 8.3** Any member whose quarterage or other dues are in arrears and unpaid for a period of six months or more shall be reported to the Court.

## **9. ACCOUNTING RECORDS**

**By-Law 27** *The Court shall cause accounting records to be kept at such place as the Court shall approve and shall always be open to the inspection by each Court Assistant.*

**By-Law 28** *The Court shall determine from time to time whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company of any of them shall be opened to the inspection of members not being Court Assistants.*

**By-Law 29** *At Common Hall the Court shall lay before the Company financial statements for the period since the last preceding statements. All such statements shall be accompanied by reports of the Court and the Auditors or Examiners and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any legal requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall be sent not less than twenty-one clear days before the date of the meeting to the Auditors or Examiners and to all other persons entitled to receive notices of General Meetings in the manner in which notices are herein directed to be served.*

## **10. AUDIT OR EXAMINATION**

**By-Law 30** *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 financial statements ascertained by one or more Auditors or Examiners.*

**By-Law 31** *Auditors or Examiners 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.*

## **11. THE CLERK**

**By-Law 19** *There shall be a Clerk of the Company, appointed by the Court, who shall have such duties, responsibilities and conditions of appointment as the Court shall decide.*

**Ord 6** *The work undertaken in good faith by the Clerk and Assistant Clerk or Clerks shall always be protected with reputable insurers under a Contract of Fidelity for such sum as the Court may require, the Company paying the premiums.*

**Ord 8** *The Clerk shall issue Summonses to all meetings subject to the direction of the Master.*

**Ord 9** *The duties of the Clerk shall be decided from time to time by the Court and shall include the calling of and taking of minutes at all Company meetings and the keeping of the financial accounts of the Company.*

**SO 11.1** *The Clerk shall ensure that a register is maintained containing the names of all persons admitted to the Freedom and elected to the Livery of the Company with the date upon which such admissions and elections took place; and that a record is*

maintained of the names, addresses and contact details of every member of the Company.

**SO 11.2** The Court may appoint an Assistant Clerk who shall take direction from and be responsible to the Clerk.

**SO 11.3** The Court may appoint an Assistant Clerk who shall take direction from and be responsible to the Clerk.

## **12. COMMITTEES**

***By-Law 16*** *The Court may form Committees consisting of Members of the Company and such other persons as it thinks fit and may delegate any of its powers to such Committees. Any such Committee so formed shall exercise its powers so delegated in accordance with the rules imposed on it by the Court.*

**SO 12.1** The Court has established a General Purposes Committee whose purpose is to advise the Court in relation to all matters referred to the Committee by the Court or the Master from time to time. The Committee shall be chaired by the Senior Warden and the vice-chair shall be the Junior Warden. The members of the Committee are the Officers, the Immediate Past Master, the Junior Warden elect and the Honorary Treasurer (if not among the foregoing). The Committee may establish sub-committees to provide assistance in connection with any issue falling within its responsibilities on such terms as the Committee may determine.

## **13. NOTICES**

***By-Law 32*** *A notice may be served by the Company upon any member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at the registered address as appearing in the list of members or by electronic means as agreed by the member.*

***By-Law 33*** *Any member described in the list of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served, shall be entitled to have notices served by post at such address, but save as aforesaid, only those members who are described in the list of members by an address within the United Kingdom shall be entitled to receive notices from the Company unless they are to be served electronically.*

**By-Law 34** Any notice, if served by first-class post, shall be deemed to have been served by the end of the second 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 twenty-four hours after despatch.

#### **14. THE SEAL**

**By-Law 26** The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Court, and in the presence of at least two members of the Court and the said members and Clerk shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evident of the fact that the seal has been properly affixed.

#### **15. CUSTODY OF BOOKS, RECORDS AND OTHER PROPERTY**

**Ord 10** The books, records and other property, excluding Securities of the Company, shall be kept in such custody as the Court shall from time to time determine.

#### **16. CEREMONIAL**

**SO 16.1** The Officers, the Clerk, any Assistant Clerk and the Beadle are expected to wear the appropriate gowns and badges of office on official occasions

**SO 16.2** The Master is expected to wear the Chain of Office when wearing the official gown of the Master. Court Assistants and members of the Honorary Court are expected to wear their badges of office at Court Meetings and Livery and other Company functions at which guests of the Company or of members may be present.