

# 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.

CONCLUSION

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

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

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

WITNESS Ourselves at Westminster the

day of

in the

year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL