

# 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 Her Late Majesty Queen Elizabeth the First by Royal Charter dated the twentieth day of October in the year of our Lord One thousand five hundred and sixty-one originally constituted and His Late Majesty King James the First by Royal Charter dated the twentieth day of April in the year of our Lord One thousand six hundred and nine confirmed the creation of the body corporate and politic under the name The Keepers or Wardens and Company of the Arte and Mystery of the Broderers of the City of London (hereinafter referred to as the Worshipful Company):

AND WHEREAS the Worshipful Company has been for many years and is now commonly known as 'The Worshipful Company of Broderers':

AND WHEREAS over many years certain functions and powers of the Worshipful Company have fallen into disuse or become obsolete and in the opinion of the Master and Wardens and Court of the Worshipful Company certain provisions of the Charters and the Ordinances of the Worshipful Company have become unsuitable for the rule order and governance of the Worshipful Company and its affairs being in certain respects repugnant to or inconsistent with modern law and practice and in part obsolete or spent or otherwise no longer subsisting or capable of taking effect:

AND WHEREAS the Worshipful Company has with other Livery Companies a common interest in fostering the progressive application of skills, science and technology to crafts, trades and industry and the Worshipful Company has in particular

continued to promote and support the craft of embroidery and to fund charitable works:

AND WHEREAS a humble Petition has been presented unto Us by the Worshipful Company praying that We might be pleased to grant to it a Supplemental Charter for the object of enabling the Worshipful Company to better carry on and develop its work and functions in the field of embroidery and related crafts and for the better discharge of its responsibilities under such regulations and with such powers as to Us might appear meet and expedient:

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 Prerogative Royal and of Our especial grace certain knowledge and mere motion granted and declared and by these Presents do for Us, Our Heirs and Successors grant and declare as follows:

- 1 Except in so far as the Charters of Her Late Majesty Queen Elizabeth the First and His Late Majesty King James the First incorporate the Worshipful Company, confer upon it perpetual succession and authorise it to have a Common Seal and to sue and be sued, these Charters are, in so far as they affect and concern the Worshipful Company, hereby revoked but nothing in this revocation shall affect the legality or validity of any grant of the rights to property of whatsoever nature

made to the Worshipful Company or of any act, deed or thing lawfully done or executed and affecting or concerning the Worshipful Company under the provisions thereof.

2 The Master, Wardens, Members of the Court and the persons who are now the members of the Worshipful Company (and all such persons as may hereafter become members) shall continue to be one Body Corporate by the name of 'The Worshipful Company of Broderers' and by that name shall have perpetual succession and a Common Seal, with power to break, alter and make anew the said Seal from time to time at their will and pleasure, 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.

3 In this Our Charter and in the Ordinances unless the context otherwise requires the following words shall have the following meanings:-

**the Court** means the Governing Body of the Worshipful Company as constituted by or in accordance with the Ordinances;

**the Ordinances** means the Ordinances set out in the Schedule hereto or the other Ordinances for the time being in force;

**the members** mean the Freemen, Liverymen, Honorary Freemen and Honorary Liverymen of the Worshipful Company for the time being as defined in the Ordinances;

**Special Resolution** means a Resolution passed by not less than two-thirds of the Members of the Court present and voting at a meeting of the Court of which not less than twenty-eight days notice shall have been given to all Members of the Court clearly specifying the substance of the Resolution proposed.

4 The objects and intention of the Worshipful Company shall be to promote the development and advancement of the science art and practice of embroidery and related craft industries (the Art) for the benefit of the public and to afford means of professional and social intercourse and the exchange of information between members of the Worshipful Company, those who practice in the Art and those who benefit therefrom and in furtherance of the said objects and intentions but not in any way in limitation thereof:

4.1 To create and accumulate funds for the benefit of members of the Worshipful Company and to apply the same for the purposes of advancement of the interests of the Worshipful Company and its members the relief of existing members retired members or members suffering hardship and other necessitous persons engaged or having been engaged in the Art or dependent upon any such person and for education in matters relating to the Art and for scholarships prizes and research in connection therewith, and for any charitable objects.

4.2 To promote, support and encourage standards of excellence, integrity and honourable practice in conduct of the Art and to uphold the established traditions of the Art; to aid Societies and Institutions connected with such Art and to award prizes, scholarships or exhibitions to persons engaged in the Art or elsewhere in industry, craft and commerce generally.

4.3 To further interest within the Worshipful Company of the history, traditions and customs of the City of London and to support the Lord Mayor, Aldermen and the City of London Corporation in all matters relevant to the life and dignity of the City of London.

5 In furtherance of its objects the Worshipful Company shall, subject to this Our Charter and the Ordinances, have power to do any lawful thing and without prejudice to the generality of the foregoing, shall have power:

5.1 To serve the public interest by acting in an advisory or representative capacity in all matters concerned with the objects set out in Article 4.

5.2 To procure that the Worshipful Company be registered or recognised in any part of the world.

5.3 To make arrangements for the carrying on of the work of the Worshipful Company and for such purpose to engage and provide in whole or in part for the salaries, pensions, gratuities or other sums for officers, staff and employees and former officers, staff and employees of the Worshipful Company and their wives, husbands, widows, widowers, civil partners, children, orphans and others dependent upon them.

5.4 So far as the law from time to time allows to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges in any part of the world necessary or convenient for the

promotion of the objects of the Worshipful Company and to construct, maintain and alter any buildings or erections necessary, convenient or fitted for the work of the Worshipful Company.

- 5.5 To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Worshipful Company.
- 5.6 To administer the affairs and property of the Worshipful Company in all respects without any restrictions whatsoever and in the same manner as an individual may manage his own affairs and property and in particular:
  - 5.6.1 to demand and receive fees, subscriptions and other charges;
  - 5.6.2 to seek and receive donations and legacies;
  - 5.6.3 to borrow moneys whether on the security of any or all of the property of the Worshipful Company or without security;
  - 5.6.4 to invest the funds of the Worshipful Company not immediately required for its purposes in such manner as may be prescribed by or in accordance with the Ordinances;
  - 5.6.5 to give guarantees and indemnities; and
  - 5.6.6 to accept obligations and liabilities.
- 5.7 To undertake and execute any charitable trust which may be lawfully undertaken by the Worshipful Company and to act as trustee of any charity (howsoever formed) that may further its objects.
- 5.8 To establish and support or aid in the establishment and support of any association or institution which is charitable or having objects similar to those of the Worshipful Company and, to subscribe or guarantee money for purposes being purposes calculated to further the Worshipful Company's objects.
- 5.9 To insure the property of the Worshipful Company against any eventuality, risk or liability and take out other insurance policies to protect the Worshipful Company.
- 5.10 To enter into, and to give effect to, agreements or arrangements of any kind with, or to any institutions or societies, whose objects are not repugnant to

those of this Our Charter or with the respective members of such institution or society whereby:

- 5.10.1 activities may be carried out in co-operation;
- 5.10.2 any such institution may be or become recognised for any purpose by the Worshipful Company;
- 5.10.3 any such institution may be or become incorporated in, federated or affiliated to or amalgamated or associated with the Worshipful Company. Provided that no such incorporation, federation, affiliation, amalgamation or association shall take place without agreement of the Court of Aldermen of the City of London and the consent of the Lords of Our Most Honourable Privy Council, of which consent a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence, and in the case of an amalgamation, without the sanction of a Special Resolution in that behalf.
- 5.11 To do such other acts and things (including the promotion of a Bill or Bills in Parliament), whether incidental to the powers aforesaid or not, as may be requisite in order to further the objects of the Worshipful Company.
- 6.1 Subject to Article 6.2, the income and property of the Worshipful 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 the members of the Worshipful Company.
- 6.2 The following payments in good faith by the Worshipful Company in pursuance of the promotion of the Company's objects shall be permitted:
  - 6.2.1 reasonable and proper remuneration to any member, officer or employee of the Worshipful Company (including a Member of the Court) for any services rendered to the Worshipful Company where the Court specifically authorises such remuneration at a Meeting of the Court in advance of the provision of such services and in the absence of the proposed service provider;

- 6.2.2 interest on money lent by any member of the Worshipful Company or of the Court at a rate per annum not exceeding the Bank of England Base Rate for the time being;
- 6.2.3 reasonable and proper rent for premises demised or let by any member of the Worshipful Company or of the Court;
- 6.2.4 fees, remuneration or other benefit in money or money's worth to any company of which a Member of the Court of the Worshipful Company may also be a member and where the Court specifically authorises such benefit at a Meeting of the Court and in the absence of such Member of the Court;
- 6.2.5 out-of-pocket expenses to any Member of the Court or of its Committees; and
- 6.2.6 any premium in respect of the purchase and maintenance of indemnity insurance in respect of any act or default of the Members of the Court or other members of the Worshipful Company (or any of them) in relation to the Worshipful Company.

7 Ordinances shall regulate the admission of members of the Worshipful Company and the period or periods of such membership and the terms and conditions subject to which such membership shall be held and such Ordinances shall apply as well to the existing members of the Worshipful Company as to those admitted hereafter and the Ordinances may prescribe such division of the membership into grades or classes as shall to the Worshipful Company seem proper and such division shall likewise be binding upon the existing members of the Worshipful Company, as well as upon members admitted hereafter.

8 There shall be a Master, Wardens and Company Auditors of the Worshipful Company with such functions, tenure and terms of office as may be prescribed by or in accordance with the Ordinances and such other officers, staff and employees as the Court may from time to time appoint.

9 There shall be a Court of the Worshipful Company consisting of such number of members of the Worshipful Company, with such qualifications and to be appointed in such manner and to hold office for such period, and on such terms generally as may be prescribed by or in accordance with the Ordinances.

10 Subject to the provisions of this Our Charter and of the Ordinances of the Worshipful Company, the governance and control of the Worshipful Company and its affairs shall be vested in the Court. The powers and duties (including the power to delegate) of the Court and the conduct of its meetings and affairs shall be as prescribed by or in accordance with the Ordinances.

11.1 The Ordinances may, subject to the provisions of this Our Charter, govern such matters as the Worshipful Company may deem fit and meet with respect to or for the governance of the Worshipful Company and the promotion of the objects of this Our Charter.

11.2 The Ordinances of the Worshipful Company shall be those set out in the Schedule hereto. They shall remain in force unless and until they shall be amended or revoked in the manner hereafter prescribed.

12 The Court of the Worshipful Company may with the prior approval of Court of Aldermen of the City of London by Special Resolution in that behalf make Ordinances adding to, amending or repealing the Ordinances for the time being in force but no Ordinances so made 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 Our said Privy Council shall be conclusive evidence.

13 The Ordinances may direct that any matter which pursuant to this Our Charter might be prescribed or regulated in the Ordinances may be further prescribed or regulated by Standing Orders provided that any such further prescription or regulation shall not be repugnant to the provisions of this Our Charter or the Ordinances. Standing Orders may be added to, repealed and varied in like manner to that in which they were respectively made.

14 Standing Orders shall be made, amended or repealed by Special Resolution of the Court of the Worshipful Company as provided in the respective Ordinances which authorise the making thereof. Standing Orders which shall be made by Special Resolution shall be known as 'Standing Orders'.

15 The Court of the Worshipful Company may with the prior approval of Court of Aldermen of the City of London at any time amend or add to this Our Charter by a Special Resolution in that behalf and such amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as amended or added to. This Article shall apply to this Our Charter as amended to in manner aforesaid.

- 16.1 In any case of conflict, the provisions of this Our Charter shall prevail over those of the Ordinances and Standing Orders and the provisions of the Ordinances shall prevail over those of the Standing Orders.
- 16.2 Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourably to the Worshipful Company and the promotion of the objects of this Our Charter.
- 17 The Court of the Worshipful Company may with the prior approval of Court of Aldermen of the City of London by Special Resolution 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 Worshipful Company in such manner as shall be determined by such Special Resolution or in default of such direction as the Court shall think expedient having due regard to the liabilities of the Worshipful Company for the time being, and if, on the winding up or the dissolution of the Worshipful 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 Worshipful 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 Worshipful Company by this Our Charter, such association or associations to be determined by the Court of the Worshipful Company at or before the time of dissolution.

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

## ORDINANCES OF THE WORSHIPFUL COMPANY OF BRODERERS

### ORDINANCES

#### INTERPRETATION

- 1 In these Ordinances unless the context otherwise requires:
  - 1.1 the Charter means the Supplemental Charter of the Worshipful Company as from time to time revoked, amended or added to.
  - 1.2 The words Master, Wardens, Company Auditors, Clerk and Beadle shall mean respectively the persons appointed or elected to these offices pursuant to Ordinances 13 and 14.
  - 1.3 The word Standing Orders shall mean the Standing Orders for the time being in force made by the Court pursuant to Ordinance 12.
  - 1.4 References to writing, to the written form, to books or written records shall include any modes of reproducing words in a legible and non-transitory form and, for the avoidance of doubt, shall include in electronic form such as facsimile and electronic mail.
  - 1.5 References to electronic form shall include electronic means (for example facsimile or electronic mail) or any other means while in an electronic form (for example, sending a disc through the post).
  - 1.6 Words importing the singular number shall be construed as including the plural number and vice versa, words importing the masculine gender shall be construed as including the feminine gender.

### MEMBERSHIP

- 2 The members shall consist of Freemen, Liverymen, Honorary Freemen and Honorary Liverymen.
- 3 The Freedom of the Worshipful Company shall be by Patrimony, Servitude or Redemption as hereinafter provided and shall be limited to persons adjudged by the Court to have a strong interest in the Worshipful Company as the Court may in its absolute discretion from time to time approve and other persons shall be eligible to apply for membership of the Company by redemption at the absolute discretion of the Court, provided they have been proposed and seconded in the manner prescribed by the Court from time to time. The Court shall have the power to elect and order the admission of Freemen of the Worshipful Company subject to the payment of such general fees as the Court may from time to time prescribe.
- 4 The Court shall maintain a roll of Freemen in which shall be written the names of all Freemen and a separate roll or rolls in which the names of other members of other classes shall be recorded. The names, addresses and occupations of all candidates for the Freedom of the Company and of all persons to be made free by Patrimony, Servitude or Redemption shall be entered on the Summons convening the Court at which they are to be elected or ordered to be admitted.
- 5 The Court shall and may call, nominate, choose, elect and admit into the Livery of the Company such and as 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.

All Freemen shall pay a fine of such sum as the Court may from time to time prescribe before

being admitted to the Freedom. A further fine of such sum as the Court may from time to time prescribe shall be payable on being clothed in the Livery; the amount of such fine being dependent on whether admission is by Patrimony, Servitude or Redemption.

- 6 In exceptional circumstances, the Court shall have the power to elect as Honorary Liverymen or Honorary Freemen suitable persons who, in the opinion of the Court:
  - 6.1 have made notable contributions to the Art or the Company; and/or
  - 6.2 would by their election add distinction to the Company and thus enhance the reputation and standing of one of the guilds of the City of London, and such persons so elected shall be Honorary Freemen or Liverymen of the Company.
- 7 If the conduct or circumstances of a member shall in the opinion of the Court (who shall certify the same in writing) be injurious to the character and interest of the Worshipful Company, the Court shall have the power without assigning any reason to exclude him or her from active participation in the affairs benefits and amenities of the Company either generally or for a 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 Member of the Court of the intention to bring under consideration at that meeting the conduct of the person concerned. Before exercising any such power the person concerned shall be given the opportunity of being heard

either by the Court itself or by a Committee thereof.

## **THE COURT**

- 8 The affairs of the Company shall be managed by the Court which shall consist of a Master, Wardens, Company Auditors, all Past Masters and not more than four other Members who have not been elected to office as Master, Warden or Company Auditor. All such Members of the Court shall be Liverymen of the Company. The Court, at its discretion, may appoint Honorary Court Members who shall have all the rights, duties and responsibilities of a Court Member with the exception of progression to the office of Warden or Master.
- 9.1 New Members of the Court shall be elected out of the Livery at a meeting of the Court conducted in such manner as may be specified in the Standing Orders.
- 9.2 Every Member of the Court shall on election pay a fine of such sum as the Court may from time to time prescribe and satisfy the Court that he is prepared, if nominated, to serve the offices of Company Auditor, Warden and Master in due course.
- 10 The Court shall meet at least twice a year and one of such meetings, to be known as the Election Day Court, shall be held on the first Monday after Whitsun (subject to that day not being a statutory holiday) in the month of May or June each year. The Master or in his absence the Deputy Master who is the Immediate Past Master present shall preside at Meetings of the Court and take the role of chairman. Not less than six Members of the Court

shall constitute a quorum but no meeting shall be held unless the Master or a Warden be present. The decision of the Chairman shall be conclusive on all points of order. At Elections, any two Members may demand a ballot and in case of equality of voting, the Chairman shall exercise a casting vote.

- 11 The Court may by resolution delegate all or any of its functions, powers, duties and discretions to any body, board, committee, sub-committee, or individual upon terms and subject to such conditions as the Court may from time to time, by resolution, determine.
- 12 The Court may make, alter, add to or revoke Standing Orders for the election of Freemen and Liverymen, the election, retirement, removal and replacement of Officers and Members of the Court, for the payment of quarterage and conduct of members and for the conduct of the business of the Court and for regulating generally the affairs of and any activity of the Worshipful Company provided that any such Standing Order shall be made consistently with the terms of the Charter and of these Ordinances.

## **ELECTION OF MASTER, WARDENS AND COMPANY AUDITORS**

- 13.1 The Master, Wardens and Company Auditors shall be elected from the Members of the Court by the Liverymen not on the Court at the Election Day Meeting of Liverymen held in May or June every year and those elected shall be installed in office at that Meeting.
- 13.2 Every Master and Warden shall pay a fine each year whilst in office of such sum as the Court may from time to time prescribe.

13.3 The Company Auditors shall:

- 13.3.1 each year at the Election Day Court, or before, inspect the Company's Treasures and report to the Court on any discrepancies or damage to the Treasures;
- 13.3.2 inspect the Annual Accounts and ask the Clerk for further information or explanations as they require for their understanding of the Accounts to enable them to sign the Accounts as approved for presentation to the Court.

## **CLERK AND BEADLE**

- 14 The Court shall, appoint one fit person to be its Clerk and if it shall think meet, one fit person or persons to be its Assistant Clerk or Clerks and shall appoint one or more fit person or persons to be its Beadle or Beadles.
- 15 The Clerk shall act as the chief executive officer of the Worshipful Company and shall assist in the management, charge, direction and control of the Worshipful Company's business on such conditions and terms and with such powers as the Court shall from time to time determine.

## **REPLACEMENT OF OFFICERS**

- 16 In the event of the death, retirement or removal of a Master, Warden, Company Auditor, Clerk or other officer, the Court shall have the power to make a temporary appointment for the remainder of the term of office of the person so dying, retiring or being removed provided that anyone so appointed as Master shall already have served in that office.

## **COMMITTEES**

- 17 The Court may for the purpose and the exercise of its powers establish such boards, committees including standing committees and sub-committees as it shall from time to time determine and such boards, committees and sub-committees shall in the name and on behalf of the Court and in accordance with the Charter and these Ordinances and subject to the general control of the Court exercise such of the functions of the Court as the Court shall from time to time determine provided that in relation to every such board, committee or sub-committee a majority of the members must be Liverymen and its Chairman shall be a Member of the Court (unless in either or both cases the Court otherwise so determines) and every such board, committee or sub-committee shall regularly report all its proceedings to the Court.

## **MINUTES**

- 18 The Court shall cause Minutes to be made in books provided for the purpose of recording all proceedings, resolutions and decisions of the Court and of any Committees.

## **BONA FIDE ACTS**

- 19 All acts of the Court or of any Committee or of any member of the Court or of any Committee acting as such shall, notwithstanding that some fault be afterwards discovered in the election or appointment of any member or of that member, be as valid as if he had been duly elected or appointed.

## **ACCOUNTS**

- 20 The Court shall cause to be kept proper and sufficient accounts of the capital funds, receipts and

expenditure of the Worshipful Company so as to give a true and fair view of the Worshipful Company's affairs each year and of the Income and Expenditure for the year ending on that date and explain its transactions and such accounts shall be presented at the first practicable meeting of the Court to be held after the year end.

## **INVESTMENT POWERS**

- 21 The Court may, in relation to Worshipful Company monies or monies for which the Worshipful Company is trustee, make any kind of investment that it could make if it was absolutely entitled to the monies available for investment and shall have the power to employ as a professional investment manager for the Worshipful Company any person who is entitled to carry on a regulated activity under the provisions of the Financial Services and Markets Act 2000 (or any statutory replacement thereof) and to delegate to any such manager in writing the exercise of all or any of the powers of investments on such terms and at such reasonable remuneration as the Court may see fit but always subject to Standing Orders.

## **COMMON SEAL**

- 22 The Common Seal of the Worshipful Company shall be used only by authority of the Court and in such manner as the Court shall prescribe by the Standing Orders.

## **INDEMNITY**

- 23 Every member, officer or employee of the Worshipful Company shall be indemnified by the Worshipful Company against all losses, costs, claims and expenses which he may incur or become liable for by reason of anything done or omitted by him

in good faith in the discharge of his duties in his capacity of Freeman, Liveryman, officer or employee of the Worshipful Company.