

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 Environmental Cleaners (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 ENVIRONMENTAL CLEANERS

- 1 (i) The persons now members of the former Company 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 Environmental Cleaners (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 and Crest 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 date 19 September 1987 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 to encourage and foster the craft of Environmental Cleaning and kindred occupations by means of professional and social intercourse, and the mutual exchange of information between those concerned with that craft and those occupations.

POWERS

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

- (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 Aldermen and Commonalty.
- (ii) To arrange or assist others in arranging for educational courses and lectures, dinners and lunches, and other social occasions for the interest of the members and for the development of their fellowship within the Company.
- (iii) 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.
- (iv) To establish, manage, promote, organise, finance, equip and maintain libraries.
- (v) To promote, commission, undertake and publish research in areas useful to the Company's Objects.
- (vi) To create and maintain a Register of Chartered practitioners in Environmental Cleaning and kindred occupations whether separately or in association with one or more other organisations, and to establish such conditions of registration as may be desirable.
- (vii) 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.
- (viii) To make provision for lectureships, bursaries, prizes and grants.
- (ix) To give or lend money for the furtherance of the objects of the Company.
- (x) To undertake the creation and management of any trusts or endowments and any scholarships and exhibitions for the furtherance of the objects of the Company.
- (xi) To work together with any institutions or persons having a charitable object similar to those of the Company.
- (xii) To make suitable arrangements for undertaking the work of the Company and for organising meetings of the Company.
- (xiii) 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 pensions and any other benefits to staff.
- (xiv) 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.
- (xv) 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.
- (xvi) 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.
- (xvii) 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.
- (xviii) 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.
- (xix) To create such Bylaws subject to the approval of the Privy Council as the Court may consider necessary for the good administration of the Company. The first such Bylaws are attached to this Charter as the Schedule.
- (xx) To purchase, take on lease, hire or otherwise acquire and maintain a hall, institution, library or other building or premises, and any real or personal property within a radius of three quarters of a mile from the Bank of England in the City of London.
- (xxi) To create and accumulate funds for the benefit of Members of the Company, and the application of the same for the purposes of

advancement of the interests of the Company and its Members, the relief of existing Members, retired Members or Members suffering hardship and the wives, widows, widowers, children, orphans and others depending upon them, and for the education in matters relating to the craft of Environmental Cleaning and kindred occupations and scholarships, prizes and research in connection therewith, including the establishment or maintenance of schools or colleges and for any charitable objects.

- (xxii) To accept any securities or trusts for the above purposes.
- (xxiii) To aid and assist institutes and societies connected with the craft of Environmental Cleaning and kindred occupations.
- (xxiv) To foster generally good standards of industry and integrity in the craft of Environmental Cleaning and kindred occupations.
- (xxv) Where appropriate, to originate and watch over petitions to Parliament in relation to general measures affecting the craft of Environmental Cleaning and kindred occupations.
- (xxvi) 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 objects shall not extend to the representation of the interests of members with regard to their conditions of employment, and
- (b) the Company shall exercise its powers and influence always with regard to improving whilst safeguarding the environment, and
- (c) 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 or any persons or person on its behalf may acquire for the purposes of the Company any lands tenements or hereditaments or any interest in any lands tenements or hereditaments whatsoever 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) And 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 in any lands tenements or hereditaments 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) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales, the

Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Court of the Company shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as it would have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the courts of law or the Charity Commission over such Court but it shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

- (vii) 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.

CHARTER CHANGES

- 5 The Court may, by a Special Resolution passed at any general meeting by not less than two-thirds of the members present and voting, and confirmed at a general meeting of the Company, revoke, amend or add to the provisions of this Our Charter; but no such revocation, amendment or addition shall, until approved by the Court of Aldermen of the City of London and then 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.

BYLAW CHANGES

- 6 The members may, by a Special Resolution passed at any general meeting by not less than two-thirds of the members present and voting, and confirmed at a general meeting of the Company, revoke, amend or add to the Bylaws for the

time being in force; but no such revocation, amendment or addition shall have effect until approved by the Court of Mayor and Aldermen of the City of London and then 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 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.

SCHEDULE BYLAWS

INTERPRETATION

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

WORDS

MEANINGS

The Company	The Worshipful Company of Environmental Cleaners;
The Court	The governing committee for the time being of the Company;
The Court Assistant	The members of the Court other than Officers and Past Masters;
The United Kingdom	Great Britain and Northern Ireland;
Month	Calendar month;
The Ordinances	Subsidiary regulations;
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;
Members	The Liverymen, Freemen and Apprentices belonging to the Company;

WORDS

Liveryman

MEANINGS

A full member of the Company with full voting rights;

General meetings

Meetings of the Company to which members have a right of access;

Words importing the singular number only shall include the plural number, and vice versa, and

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

MEMBERSHIP

2 Persons with appropriate qualifications, knowledge and experience may apply to join the Company. The Company shall comprise (a) Liverymen, (b) Freemen, (c) Honorary Assistants (d) Honorary Liverymen, (e) Honorary Freemen and (f) Apprentices.

3 (i) The criteria for the qualifications, knowledge and experience required for admission to the Company and the assessment procedures therefor, shall be as from time to time determined by the Court and published in the Ordinances.

4 (i) Members shall have such rights as the Court may from time to time determine and shall publish in the Ordinances.

(ii) Persons of distinction who have contributed to the Company or to its aims shall be eligible for election as Honorary Assistants, Honorary

Liverymen or Honorary Freemen at an appropriate general meeting on the nomination of the Court.

(iii) Honorary Assistants shall have all the rights of Court Assistants, Honorary Liverymen shall have all the rights of Liverymen, and Honorary Freemen shall have all the rights of Freemen.

5 (i) Persons eligible for indentures of Apprenticeship shall satisfy such criteria as the Court shall from time to time determine and publish in the Ordinances.

(ii) Apprentices shall have such rights as the Court shall from time to time determine and publish in the Ordinances.

6 The Court shall cause to be established and reviewed at least biennially a statement of policy with regard to equal opportunities.

7 Every application for membership, shall be in such form as shall be required by the Court.

8 Resignation of membership 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 up to the date of such resignation. The Court, in its discretion, may remove a member for conduct unbecoming.

THE CHARTERED ENVIRONMENTAL CLEANER REGISTER

9 The Company may maintain separately or in association with, or under licence from another organisation, a Register of current Chartered Environmental Cleaners or such other Chartered

Practitioner description as any other licensing authority may allow.

- 10 Admission to the Register shall be open to Liverymen and Freemen and those who are not members of the Company according to criteria agreed from time to time by the Court and published in the Ordinances.
- 11 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.
- 12 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

- 13 The Court shall from time to time determine the annual subscription, to be called quarterage and to be paid by each category of membership, and any Admission Fees and any Fines for transfer to other categories of membership.
- 14 The quarterage shall become due on such dates as Court shall determine.

COURT

- 15 The business of the Company shall be managed by a Court elected by the members in general meeting upon the nomination of the Court. The

first members of the Court 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 hold office as such until their original terms of office shall expire and the election and coming into office of their successors.

- 16 The Court shall consist of the following voting members:
 - (i) Officers of the Company
 - (ii) Past Masters for the four years following their service as Master
 - (iii) Such number of Court Assistants, being not less than six or more than twenty, for such periods of office as the Court shall from time to time determine. The Court shall fill any casual vacancies for the remainder of the term of office of the person causing the vacancy.
- 17 The Officers of the Company shall consist of:
 - (i) The Master
 - (ii) The Wardens
 - (iii) The Immediate Past Master known as the Deputy Master

Only Court Assistants may be elected as Officers of the Company.

The Officers shall be elected each year by the Election Court which shall be a meeting of the Court so designated.

- 18 A quorum at a Court meeting shall be as determined from time to time by the Court. Subject to the provisions of these Bylaws, 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 or casting vote.

- 19 The Court may from time to time make and amend, subject to the approval of the City of London Corporation, 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 membership provided that no Ordinance shall be inconsistent with, or shall affect or repeal anything contained in the Royal Charter and Bylaws, and, in particular but without prejudice to the generality of the foregoing, such Ordinances may regulate:
 - (i) the admission of members to the Company and the rights and privileges of such members and the conditions of membership,
 - (ii) the conduct of members of 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.
- 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 consisting of members of the Company and such other persons as it thinks fit and may delegate any of its powers to such committees and any committee so formed shall in the exercise of the powers so delegated, conform to rules imposed on it by the Court.

22 No Court members 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 and committee member and every 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.

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 HONORARY TREASURER

24 There may be appointed by the Court, from within the membership of the Court or from the Livery in which event the Treasurer shall be invited to attend all Court meetings, an Honorary Treasurer who shall have charge of the management of the funds of the Company.

25 The Honorary 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 an Income and Expenditure Account and a Balance Sheet duly certified by the Auditors or Examiners to the members in general meeting.

THE CONDUCT OF MEETINGS

26 There may be held each year one or more general meetings of the members to receive the Annual

Report and Accounts and to conduct any other business for which notice has been duly given. All general meetings shall be called by the Clerk at the instruction of the Court or at the request in writing of twenty Liverymen.

- 27 (i) Notice of a general meeting shall be published at least ten weeks before the date of the meeting. The notice 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 the meeting except on the directions of the Court.
- (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.
- (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.
- (iv) The Chairman 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.

- 28 The Chairman at any general meeting of the Company shall be the Master or, in his absence, the Deputy Master, or a Warden, and the Chairman shall have a second and casting vote in the event of an equality of voting.
- 29 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.

ACCOUNTS

- 30 The Court shall cause accounting records to be kept.
- 31 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 the Court.
- 32 The Court shall from time to time determine whether and to what extent and at what times and places and under what conditions the accounts and books of the Company or any of them shall be opened to the inspection of members not being members of Court and no such member shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by Court or by the Company in general meeting.
- 33 At a general meeting in every year the Court shall lay before the Company an income and expenditure account for the period since the last preceding account together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Court and the Auditors or Examiners and copies of such account, 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. The Auditors' report shall be open to inspection and be read before the meeting.

AUDIT OR EXAMINATION

- 34 Once at least in every year the accounts of the Company shall be audited (or examined if the Court of 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.
- 35 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 at a Court meeting.

TRUST FUNDS

- 36 The Court may establish one or more trust funds under such conditions as it may determine and that shall satisfy the relevant legal requirements.

NOTICES

- 37 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.
38. Any notice, if served by first-class post, shall be deemed to have been served on the 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.