



THE HONOURABLE COMPANY OF GLOUCESTERSHIRE

BYELAWS & PROCEDURES FOR ELECTION TO OFFICE

BYELAWS

1. INTERPRETATION

- 1.1 The definitions and other provisions contained in article 7 of the Articles of Association¹ of the Company shall apply.
- 1.2 If there is any conflict or inconsistency between the provisions of the Memorandum and Articles of Association of the Company and these Byelaws, the provisions of the Memorandum and Articles of Association shall prevail.

2. MEMBERSHIP

- 2.1 Membership shall be limited to 160 Ordinary Members and five Honorary Members, or whatever number Court decides.
- 2.2 Foundation Members are the 101 Members who first joined the Company identified on a list compiled by the Clerk.
- 2.3 Members shall reside within the Ceremonial County of Gloucestershire (which shall include South Gloucestershire) or within seven miles thereof and/or shall have regular employment within the County.
- 2.4 A member who moves home and place of work away from the county but who remains committed to the Company's objectives, may apply to Court for suspension of their membership for a period not exceeding three years. Applications for such membership may also be considered by Court if occasioned by other circumstances.
- 2.5 Court has the power to rescind an individual's membership in the event of circumstances or behaviour deemed by Court to prejudice the Company's reputation or be detrimental to its objectives. The member shall be advised in writing of Court's decision and shall have 28 days to appeal by applying to be heard by Court or a sub-committee thereof not more than a further 28 days thereafter. The member shall have the right to bring another member to support the appeal process. The decision of Court shall be final and binding. In the event that membership is terminated the balance of any subscription may be forfeited.

¹ Memorandum of Association & Articles of Association amended 12 November 2013.

2.6 The Clerk shall maintain a register of members' skills and interests.

3. OBLIGATIONS AND PRIVILEGES OF MEMBERSHIP

3.1 Members shall support the Company's objectives.

3.2 Members shall pay their subscription in full in accordance with Byelaw 13.

3.3 All members shall be invited to attend the Annual Dinner, AGM, Installation Dinner (or Spring Dinner) and the Gloucestershire Lecture and other events from time to time. Invitation to some events, where the number of attendees is limited, may be determined selectively.

3.4 Any member who becomes politically active at a national or local level may be required to resign.

4. NEW MEMBERS

4.1 The appointment of new members shall be an agenda item for all Court meetings.

4.2 A member may propose a candidate for membership by following the approved procedure, which is to be available on the Company website. Completed forms are to be forwarded to the Clerk, for consideration by the Court at the earliest opportunity.

4.3 Court shall endeavour to maintain a representative spread of membership drawn from the business, commercial, voluntary and professional sectors as well as from rural interests, the military, sports, arts, sciences, education and the public services. It shall also seek to ensure equality, diversity and inclusivity in the membership. Active politicians at national and local level shall not normally be admitted to membership.

5. HONORARY MEMBERS

5.1 Honorary Members shall not be required to pay annual subscriptions, nor fees or charges for attending events.

5.2 Honorary Members may vote at any General Meeting of the Company.

6. COURT & ASSOCIATED MATTERS

6.1 The Company shall be administered by a Board of Directors known as the Court, consisting of 12 members of the Company, including the Warden, the Assistant Warden, the Junior Warden, the Warden Emeritus, or such other number as the Court may at any time decide, who shall serve as defined by the Articles. The Warden, Assistant Warden and Junior Warden shall comprise the Officers of the Company.

6.2 The appointment of the Warden Emeritus shall be within the gift of Court and the position brings with it permanent membership of Court.

- 6.3 The Officers of the Company shall normally serve for one calendar year from the date of their election, whereupon the Warden shall retire but normally remain a Director and member of Court; the Assistant Warden shall automatically take on the Warden post; likewise the Junior Warden shall become the Assistant Warden, and a new Junior Warden shall be elected. However, where the Court is in agreement, the Warden's tenure, and hence that of other Officers, may be extended to two calendar years.
- 6.4 No Director may serve on Court for more than two terms, each of four years, except where any Director has been Warden that term of one or two years shall be in addition to their service as a Director totalling nine or ten years altogether.
- 6.5 Court shall have the power to appoint the Warden, Assistant Warden, Junior Warden, the Honorary Treasurer, the Clerk, the Honorary Members, and to fill vacancies on Court with co-opted members. The Procedures for Election to Office, applicable to Wardens and Court members excepting the Warden Emeritus, are below at paragraph 14 and beyond.
- 6.5.1 The Honorary Treasurer shall serve for not more than two terms, each of four years.
- 6.6 In the event of there not being sufficient candidates who are members of Court to fill vacancies for Junior Warden, Assistant Warden or Warden (as the case may be), a selection committee as set out at paragraph 16.3 shall have the discretion to propose a member from outside Court, or invite a former office holder to stand for a further term. Should a non-Court member be elected as one of the Wardens, they shall be a co-opted member until their appointment ends or until elected as a full member of Court.
- 6.7 Court members are representatives of the membership and not delegates and shall have full power to determine matters on behalf of the Company.
- 6.8 If a Court member fails to attend Court on three successive meetings without good reason (illness, service abroad etc) their membership of Court may be terminated.
- 6.9 An appropriately remunerated Clerk is to be appointed who shall act as Chief Executive and be responsible for the day-to-day administration of the Company; the Clerk shall attend all meetings of Court, acting as Secretary.
- 6.10 An Annual General Meeting shall be held, usually during the month of November.
- 6.11 There shall be a suitable event to mark the installation of each new Warden.
- 6.12 There shall be a website to provide information on the Honourable Company, its objectives, its functions and its activities.

7. **INTEREST GROUPS**

7.1 There shall be as many Interest Groups (IG) as Court deems necessary; at present there are five covering Arts & Heritage, the Armed Forces, Business, Community Support and Sports. Further detail on IG management is at Annex A.

7.2 Each IG shall comprise a Chair, usually around 10-15 members as required to fulfil their task and objectives (known as the committee), and a number of affiliated members drawn from the Company membership who have expressed the desire to provide active help and support.

7.3 IG Chairs shall develop terms of reference and objectives for their IG covering the three years ahead, and present them to Court for approval. Each objective shall include a measure of effectiveness.

7.4 IG Chairs shall have the discretion to form sub-groups to cover specific topics or projects within their sphere of interest. Each sub-group shall normally have a nominated chair, who could be the IG Chair, and separate terms of reference including objectives.

7.5 IGs shall meet at the discretion of the Chair, and may conduct business by electronic means, telephone or face-to-face. Ten days prior to each meeting of Court, IG Chairs shall provide a short written report to the Clerk.

7.6 Towards the end of each calendar year the IG Chairs shall provide a summary of their objectives for the year ahead to the Warden, to inform the trustees of the Charitable Trust of their intended areas of activity.

7.7 Each IG Chair shall be a member of Court and shall serve as Chair for not more than two terms, each of four years. IG Chairs shall have the discretion to select their deputy or vice-chair; however, at the end of the IG Chair's term of office their successor shall require Court approval.

7.8 IG committees shall normally comprise members of the Company, although in some circumstances this may not be the case (for example, the Armed Forces Group could not function without the active input from external cadet organisations, where Company membership may not always be appropriate). IG committee members shall serve for not more than two terms, each of four years, unless special circumstances dictate otherwise.

7.9 Affiliated members may serve at the discretion of the IG Chair.

7.10 Each IG Chair shall have at their disposal limited enabling funds which will appear in the annual budget and may vary from year to year. These funds may not be used to achieve charitable effect, and any unspent funds may not be carried forward to a subsequent year.

8. **ALTERATION TO THE BYELAWS**

Court shall have power to amend these Byelaws which shall be kept up to date in the members' section of the website.

9. **SUB-COMMITTEES**

9.1 Court shall be entitled to appoint sub-committees with such powers and terms of reference as the Court shall decide.

9.2 Court may appoint Interest Groups with such powers and terms of reference as the Court shall decide.

10. **MEETINGS OF COURT**

10.1 Meetings of Court shall be scheduled on a regular basis, usually bimonthly.

10.2 The Warden shall chair all meetings of Court; in the Warden's absence, the Assistant Warden is to act as Chair.

10.3 A quorum shall be five members of Court, including the Warden or Assistant Warden.

10.4 Unless otherwise specified, Court decisions shall be reached by a simple majority of votes cast by Court members present. The Chair shall have a casting vote.

10.5 Court may also make decisions by email in the same manner as at formal meetings but with members responding within a set timescale.

10.6 The Warden shall chair biannual planning meetings of the Interest Group Chairs together with such additional Court members as may, from time to time, be appropriate.

11. **PROPERTY OF THE COMPANY**

All property of the Company shall remain under the care of the Clerk except for the badge of office which shall remain under the care of the Warden.

12. **FINANCE**

12.1 The financial year of the Company shall be from 1 April to 31 March.

12.2 Finances shall be a regular agenda item for all Court meetings, in particular in the autumn to review the previous year's accounts ahead of the AGM, and to agree the budget for the following three years.

12.3 An Honorary Treasurer shall be appointed to: produce for each meeting of Court a report on all aspects of Company finances; advise Court on future budget planning; prepare the annual accounts for audit; prepare with the Clerk the annual report; and work alongside the Clerk in the day-to-day management of Company finances.

- 12.4 The Clerk shall be entitled to spend up to £200 on appropriate services or items, for example those related to administrative support, subject to a maximum spend in any month of £500. This stricture does not apply to the support of major activities such as events which, once approved by Court, the Clerk is to endeavour to run on a cost neutral basis. The Clerk is to detail any administrative expenditure in monthly claims to the Treasurer and, in consultation with the Treasurer, is to report to Court the eventual financial outturn of all events.
- 12.5 Court shall appoint accountants who are members of a recognised body of accountants within the United Kingdom to ensure that the Company complies with all statutory requirements concerning the conduct of its finances.
- 12.6 The Clerk or Honorary Treasurer may only appoint bankers or open bank accounts on the explicit direction of Court.

13. SUBSCRIPTIONS

- 13.1 Court may from time to time vary the amount of the annual subscription.
- 13.2 Members are required to pay their annual subscription in full immediately it falls due on 1 April.
- 13.3 If a member's subscription is unpaid after two reminders or nine months from the date of it becoming due the member may be removed from the membership list.
- 13.4 In the absence of a joining fee Court may recommend an initial and subsequent contributions to Honourable Company's Charitable Trust.
- 13.5 The annual subscription shall be reduced by one half for any member joining after 30 September. For members joining close to the start of the Company year the Clerk and Honorary Treasurer shall use their discretion to determine whether such a charge is appropriate.
- 13.6 Court may at its discretion decide to refund a subscription (or appropriate proportion thereof) for any sufficient reason (for example, formal secondment of a member to a position that prevents the member supporting the Company's objectives).

PROCEDURES FOR ELECTION TO OFFICE

14. COURT MEMBERS

- 14.1 The Clerk shall maintain a list of Court members, their appointment date and their expected retirement date, in accordance with the current Articles. The Clerk shall maintain a skills matrix of Court members to cover key areas in respect of each Interest Group to include, eg financial, legal, marketing, communications and PR expertise. When the need to appoint Court members is identified, the Clerk shall:

- 14.1.1 Include a related discussion item on the next appropriate Court meeting agenda, identifying any skills or expertise required.
 - 14.1.2 Bring the matter to the attention of Company members in the Newsletter seeking bids to be considered for appointment to Court.
 - 14.2 The outcome both of applications by members and the discussion at 14.1.1 above should be a list of potential candidates. Court members shall then be nominated to sound out informally any candidates identified by the Court with a view to determining their willingness to accept the associated responsibilities. In parallel, self-proposed members shall be interviewed by a panel comprising not less than two Court members to ascertain their understanding of the role as well as the skills and experience they believe they would bring to Court business. An important consideration for any candidate would be that any such individual should be seen to have the potential to progress to the Wardenship, in addition to meeting the broad criteria listed below at paragraph 15.
 - 14.3 While there is no restriction on the number of potential candidates, the number of Court-identified prospective candidates initially approached under paragraph 14.2 above is not to exceed the number of potential vacancies on Court.
 - 14.4 The next appropriate Court meeting shall include discussion of all potential candidates and conclude with the selection, by ballot if necessary, of those candidates chosen to fill the coming vacancies. The Clerk is to inform all candidates of the outcome of the selection process in writing, the new Court members being co-opted onto Court at the next meeting.
 - 14.5 The Clerk is to ensure that co-option of new Court members is included in the subsequent Court meeting agenda.
 - 14.6 The Clerk is immediately to provide Companies House with the personal details of any new Court member formally co-opted; similarly he is to update the Company website and advise the Company's bank, Handelsbanken, Cheltenham.
 - 14.7 Co-opted members of Court would normally stand for election at the next AGM.
15. **GUIDANCE ON THE CRITERIA FOR THE SELECTION OF COURT MEMBERS**
- 15.1 All candidates should have held membership of the Company for at least one year although, in exceptional circumstances, candidates with less than a full year's membership may be considered. They should have been provided with full background information for Court service either verbally or in writing.

- 15.2 After interview or informal sounding, judgement of suitability and ranking of candidates in merit order shall be based upon:
- 15.2.1 Awareness of Honourable Company status and understanding of Court commitment.
 - 15.2.2 Willingness to progress to Warden and understanding of the Warden's role.
 - 15.2.3 Past active contribution through committees, panels, advice or practical support.
 - 15.2.4 Occupational experience, achievement or relevant voluntary or other services.
 - 15.2.5 County and civic interest, and the desire to serve.
 - 15.2.6 Length of Company membership and attendance at events.
 - 15.2.7 Appreciation of fellowship.

16. **WARDENS**

- 16.1 It is axiomatic that within an established organisation where all appointments are filled, and with an extant succession procedure, it is only the appointment of the Junior Warden that requires a formal protocol.
- 16.2 A minimum of six months prior to the current Junior Warden's formal progression to Assistant Warden, or as dictated by circumstance, the Warden is to consult with the Clerk in order to draw up a list of potential Junior Wardens from within the extant Court. As with election to Court, an important consideration is that anyone so identified should be seen to have confirmed their potential to progress to the Wardenship.
- 16.3 The Warden is then to form a small selection committee, ideally of no more than four in total, comprising a minimum of the current Assistant Warden and a previous Warden. The committee is to consider the composition of the aforesaid list, modify as required and place those candidates identified in perceived order of merit.
- 16.4 The Warden should then approach the first two candidates in order of priority to ascertain their willingness or otherwise to take on the Junior Warden's responsibilities.
- 16.5 Provided the candidates in question are willing to be put forward for election to said office, the matter is then to be put before the Court as an agenda item at the next formal meeting; this is the Clerk's responsibility once so advised by the Warden.

- 16.6 Before presenting the recommendation of the Warden's group, and on the assumption that both potential candidates are present, those nominated are to be invited to leave the meeting while the issue is debated.
- 16.7 The Warden is to invite the Court to agree the committee's recommendation for the position of Junior Warden; a two-thirds majority will be sufficient to confirm acceptance of said recommendation.



Sir Dusty Miller
Warden

19 March 2019

Annex A: Interest Group Management.

List of Revisions:

| Revision Number | Description | Approved by Court |
|------------------------|--|--------------------------|
| <i>Original</i> | | <i>20 March 2018</i> |
| <i>Revision 1</i> | <i>Addition of Byelaw 7 covering IGs & renumbering</i> | <i>11 September 2018</i> |
| <i>Revision 2</i> | <i>Addition of Annex A, Interest Group Management</i> | <i>19 December 2018</i> |
| <i>Revision 3</i> | <i>Byelaw 4.3 referring to active politicians as members</i> | <i>19 March 2019</i> |

INTEREST GROUP MANAGEMENT

1. The body of HCG members hitherto known as an Interest Group (IG) will henceforth be known as an IG Committee (IGC).
2. Those HCG members expressing a desire to provide active help and support to a particular IG, as identified on joining the Company or subsequently, shall be known as IG Members (IGM) and recorded formally as such within the Company. Together, the IGC and the IGM form the IG.
 - a. HCG members may become members of as many Groups as they wish.
 - b. Some IGMs may, in time, be invited to join the IG Committee.
 - c. An IGM may choose to rescind their membership of an IG at any time.
3. The management of IGMs shall be the responsibility of the relevant IG Chair who would maintain a list of individuals' spheres of activity and interests, as described in their application for membership of the HCG or provided subsequently. Organisation and management may need to vary from Group to Group depending on their size, although developed best practice should be shared between Groups.
4. An IGM would expect to be more closely informed than other members of the Company of the work of their IG. This might be achieved by:
 - a. Regular briefing and discussion papers from the IG Committee.
 - b. IGMs would be encouraged to comment, through the IG Chair, on current or potential future work of the Group.
 - c. Preferential invitations to IG-specific events and visits, including occasional meetings organised specifically for IGMs.
5. An IGM should expect to be approached as appropriate when particular experience or expertise is required by the IG or the Company.
6. Material available to IGMs may also be circulated to the Chairs of the other IGs to assist communication between groups.