The Worshipful Company of World Traders

Governance Documents
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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 World Traders (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 other 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 WORLD TRADERS

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 by the
name of The Worshipful Company of World Traders (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 and Supporters granted and assigned unto the Guild of
World Traders in London by Letters Patent under the hands and Seals of
Garter, Clarenceux and Norroy and Ulster Kings of Arms bearing the date
the 17th day of August 1967 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 Ensigns 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 promote, encourage, and foster World Trade in all its aspects including
imports, exports, financial, professional, and other services, and trading in
commodities, goods, chattels, and other things of all kinds, and to promote
world peace, international trade, and good trading conduct.

(ii) 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, the
Sheriffs and the Aldermen.
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 meetings, educational courses and lectures, 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 Objects, and to have regard to the interests of those engaged in world trade, originating and watching over relevant petitions to Parliament, and giving such other assistance to members of the Company as may be desirable.

(v) 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.

(vi) To make provision for lectureships, bursaries, scholarships, prizes and grants.

(vii) To give or lend money for the furtherance of the Objects.

(viii) To create and undertake the management of any trusts or endowments and any scholarships and exhibitions for the furtherance of the Objects.

(ix) To work together with any institutions or persons having a charitable object similar to those of the Company.

(x) To make suitable arrangements for undertaking the work of the Company and for organising meetings of the Company.

(xi) 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.

(xii) 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.

(xiii) Subject to any consents as may be required by law, to invest the moneys of the Company not immediately required in or upon such investments or other property or other assets as may be thought fit.

(xiv) 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 bylaws subject to the approval of the Privy Council and the Court of Mayor and Aldermen of the City of London as the Court of the Company may consider necessary for the good administration of the Company. The first such Bylaws are attached to this Charter as the Schedule.

(xviii) To do all such other lawful 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) nothing herein shall prevent any payment in good faith by the Company:

(i) of reasonable and proper remuneration to any member, officer or employee 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;

(iii) to a company of which a member of the Court may have an interest which he, declares as early as may be.

MATTERS RELATED TO PROPERTY

4 (i) The Company hereby incorporated or any persons or person 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 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.

(ii) 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 corporate shall from the date of this Our Charter become and be deemed to be the assets and liabilities 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 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 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 Court of 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 the 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 with the approval of the Court of Mayor and Aldermen of the City of London, 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 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
whatever notwithstanding.

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

WITNESS Ourselves at Westminster the NINETEENTH day of
MAY in the SIXTY THIRD year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL
SCHEDULE
BYLAWS OF THE WORSHIPFUL COMPANY OF WORLD TRADERS

INTERPRETATION

1. In the Charter and these bylaws, the words standing in the first column of the Table below hereinafter shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

<table>
<thead>
<tr>
<th>Words</th>
<th>Meanings</th>
</tr>
</thead>
<tbody>
<tr>
<td>Company</td>
<td>The Worshipful Company of World Traders</td>
</tr>
<tr>
<td>Court</td>
<td>The governing committee for the time being of the Company</td>
</tr>
<tr>
<td>Court Assistants</td>
<td>The elected members of the Court</td>
</tr>
<tr>
<td>Seal</td>
<td>The common seal of the Company</td>
</tr>
<tr>
<td>United Kingdom</td>
<td>Great Britain and Northern Ireland</td>
</tr>
<tr>
<td>Month</td>
<td>Calendar month</td>
</tr>
<tr>
<td>In writing</td>
<td>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</td>
</tr>
<tr>
<td>Liveryman</td>
<td>A full member of the Company with full voting rights</td>
</tr>
<tr>
<td>Members</td>
<td>The Liverymen and Freemen of the Company</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>General meetings</th>
<th>Business meetings of the Company to which members have a right of access</th>
</tr>
</thead>
<tbody>
<tr>
<td>Special resolution</td>
<td>A resolution to be passed by a majority of two thirds of those present and voting</td>
</tr>
<tr>
<td>Ordinances</td>
<td>Defined in bylaw 13</td>
</tr>
</tbody>
</table>

Unless the subject or context requires otherwise, words importing the singular number only shall include the plural number, and vice versa; 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 Liverymen, and (d) Honorary Freemen.

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

4. Liverymen (except Honorary Liverymen) shall have the right to vote at general meetings whereas other members may attend such meetings but not vote thereat. Members shall have such additional rights as the Court may determine from time to time as published in the Ordinances.

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

6. 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 and any other charges outstanding, together with any arrears to the date of such resignation. The Court, in its discretion, may expel a member for conduct unbefitting, including failure to pay any dues owing to the Company and any other payments that may be required from members.

QUARTERAGE

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

8. The Court shall from time to time determine a Freedom Fine and a Livery Fine to be paid on admission to the Freedom and Livery respectively.

THE COURT

9. The business of the Company shall be managed by a Court. The first Court members 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 respectively hold office as such until the election and coming into office of their successors.

10. The Court shall consist of Liverymen, to be known as Court Assistants, as follows:

(i) Officers of the Company who shall be appointed by the Court.
(ii) Such number of other Court Assistants being not less than six or more than twenty-four and for such periods of office as the Court from time to time shall determine and publish in the Ordinances. Such Assistants shall be elected by the Livemyns at a general meeting upon the nomination of the Court although the Court may fill any casual vacancies which may arise for the remainder of a year between any two annual general meetings.

(iii) Those who have served as Master of the Company during the preceding six years.

11. The Officers of the Company shall be:

(i) The Master,

(ii) The Senior Warden,

(iii) The Junior Warden.

12. A quorum at a Court meeting shall be as determined from time to time by the Court and published in the Ordinances. Subject to the provisions of these Bylaws and the Ordinances, 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 and casting vote.

13. The Court may make from time to time, and with the approval of the Court of Mayor and Aldermen of the City of London, such Ordinances or subsidiary Rules 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, 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;

(iii) the procedure at general meetings and meetings of the Court and committees of the Court.

14. The Company in general meeting and by a special resolution shall have the power to make, alter, add to or repeal the Ordinances and the Court shall adopt such means as it thinks sufficient to bring to the notice of members of the Company all such Ordinances, which shall be binding on all members of the Company. Provided that no Ordinance shall be inconsistent with, or shall affect or repeal anything contained in the Royal Charter and Bylaws, and that each and every Ordinance shall be subject to the approval of the Court of Mayor and Aldermen of the City of London.

15. 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.

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 and any such committee so formed shall, in the exercise of the powers so delegated, conform to rules imposed on it by the Court.

17. 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.

THE CLERK

18. There shall be 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 Livemyn of the Company.

THE HONORARY TREASURER

19. There may be appointed by the Court an Honorary Treasurer who shall have charge of the management of the funds of the Company.

20. The Honorary Treasurer (failing whom, the Court) 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 which shall be laid before the Company as prescribed in bylaw 21.

THE CONDUCT OF MEETINGS

21. There shall be an annual general meeting, to be called Common Hall, held no more than fifteen months after the last annual meeting, for election of Court Assistants and for receipt of the annual report and accounts and the conduct of any other business for which notice has been duly given. There may be other general meetings held during each year which shall be called by the Clerk at the instruction of the Court or at the request in writing of twelve
Liverymen. All members shall be entitled to receive notice of and attend general meetings but only Liverymen may vote thereat.

22. Notice of Common Hall shall be published at least twenty eight days 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.

23. 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.

24. 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.

25. 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.

26. The Chairman at any general meeting of the Company shall be the Master or, in his absence, a Warden.

27. 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.

THE SEAL

28. Where there is a seal of the Company, it 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 person bona fide dealing with the Company. Such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

ACCOUNTS

29. The Court shall cause accounting records to be kept at such place or places as the Court shall think fit, and shall always be open to the inspection of the Court.

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

31. At Common Hall 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. Such accounts shall be accompanied by reports of the Court and the Auditors or Examiners and copies of such reports and accounts (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.

32. Once at least in every year the accounts of the Company shall be audited (or examined if the Court of Mayor and Aldermen of the City of London so allow) by one or more properly qualified Auditors or Examiners.

33. 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.

NOTICES

34. 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.

35. 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 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.

36. 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 have certified that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice served electronically shall also be deemed to have been served on the day following its dispatch.
2. THE COURT
2.1. Bylaws 9 to 17 provide for the existence and powers of the Court; the following additional provisions apply.
2.2. Upon election every Court Assistant shall pay the appropriate Assistant’s fine as determined by the Court from time to time.
2.3. A member of the Court who has not held the office of Junior Warden shall retire from the Court not later than ten years after election to the Court but shall be eligible for re-election.
2.4. Members of the Court shall retire from the Court not later than on attaining the age of seventy five years except in any particular case where the Court considers there are circumstances which warrant an extension of membership beyond that age and passes a resolution extending membership for a further specific term.
2.5. A member of the Court who fails to attend three consecutive meetings of the Court without first having obtained the leave of the Court or the Master to be absent shall be invited to provide explanation to the Court for the absence and unless the Court decides the explanation is satisfactory shall be deemed to have resigned from the Court.
2.6. Six members of the Court shall constitute a quorum but no meeting shall be held unless the Master or a Warden is present.
2.7. The Master, or in his absence a Warden, shall preside at meetings of the Court and the decision of the Master or presiding Warden shall be final on all points of order.
2.8. Upon any resolution put to the Court if there is equality of votes the Master or presiding Warden shall have a casting vote.
2.9. The Court shall meet at least four times in each year and one of such meetings, to be known as the Election Court, shall be held in April of each year.

3. FREEDOM OF THE COMPANY
3.1. The Court shall have power to elect and admit persons to the Freedom of the Company. Such election and admission shall be limited to persons who in the opinion of the Court are or have been engaged in or associated with the fostering and promotion of world trade in all its aspects and shall be by Patrimony, Redemption or Servitude as hereinafter provided.
3.2. Every candidate for the Freedom of the Company by Redemption must be proposed and seconded in manner prescribed by the Court from time to time.
3.3. When it shall happen that the child of a Freeman of the Company and of the City of London born after such Freeman shall have obtained his Freedom of the City and is aged not less than 21 years and in the opinion
of the Court is suitably engaged in or associated with world trade and is
desirous of taking up Freedom of the Company the Court may admit him
or her to Freedom of the Company by Patrimony.

3.4. When it shall happen that a person is apprenticed to a member of the
Company, being a Freeman of the Company and of the City of London,
the Company shall cause a record of the Indentures of such apprentice to
be entered in the books of the Company and in the books of the Chamber
of London to the intent that such apprentice, having served the term of
the apprenticeship, shall on proof of faithful service be admitted to the
Freedom of the Company by Servitude.

3.5. Admission shall in all cases be subject to payment of such Fines as may be
prescribed by the Court.

4. ADMISSION OF FREEMEN TO LIVERY
4.1. Subject to such Orders of the Court of Mayor and Aldermen of the City of
London as may be made now or hereafter, the Court may elect and admit
into the Livery of the Company such persons being Freemen of the
Company and of the City of London as it shall think fit and able to be of
the same Livery.

4.2. Admission shall in all cases be subject to payment of such Fines as may be
prescribed by the Court.

4.3. The maximum number of Liverymen shall be as prescribed by the Court
of Mayor and Aldermen of the City of London from time to time.

5. ELECTION OF MASTER AND WARDENS
5.1. The Master, the Senior Warden and the Junior Warden shall be elected from
among the members of the Court at the Election Court every year and shall
be installed in office at a meeting of the Court to be held in the month of
September or October next ensuing.

6. APPOINTMENT OF CLERK AND BEADLE
6.1. The Court shall appoint a suitable person to be the Clerk as provided for in
Bylaw 18. The Court may also appoint one or more persons as
Assistant Clerks.

6.2. The Court shall appoint a suitable person to be Beadle.

7. TRUSTEES OF CHARITABLE FUNDS
7.1. The Court shall from time to time appoint not less than four or more than
eight Trustees to administer the charitable funds of the Company pursuant
to the provisions of the relevant trust deed which has been registered with
the Charity Commission. Subject to the terms of the trust deed the Court
may remove or replace any Trustee and thereafter fill the vacancy
accordingly.
The Worshipful Company of World Traders

www.world-traders.org