

# 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 Trading Standards Institute was incorporated as a company limited by guarantee under the Companies Acts of 1862 to 1890 and first registered in the year of Our Lord one thousand eight hundred and ninety three ('the existing Institute') and has by its humble Petition prayed that We might be graciously pleased to grant it 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, having taken the said Petition into Our Royal Consideration, are pleased, by virtue of Our especial grace, certain knowledge and mere motion, to grant and declare, and do hereby for Us, Our Heirs and Successors, grant and declare as follows:

1. The persons who are now the members of the existing Institute and all such persons as shall hereafter pursuant to this Our Charter and the Byelaws become members of the Body Corporate hereby constituted and their successors, shall forever hereafter be by virtue of these Presents one Body Corporate by the name of the 'Chartered Trading Standards Institute' (hereinafter referred to as 'the Institute') and by the same name shall have perpetual succession, and by the same name shall and may, sue and be sued in all Courts, and in all manner of actions and proceedings and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

2. In this Our Charter unless the context otherwise requires:

- (a) 'Board' means the board of directors of the Institute as referred to below as from time to time constituted in accordance with the Byelaws;
- (b) 'Byelaws' means the Byelaws set out in the Schedule to this Charter as amended from time to time as hereinafter provided;
- (c) 'Council' means the Council of the Institute as referred to below as from time to time constituted in accordance with the Byelaws;
- (d) 'General Meeting' means either an Annual General Meeting or an Extraordinary General Meeting as referred to in the Byelaws;
- (e) 'Ordinary Resolution' means a resolution passed at a General Meeting of the members convened and held in accordance with the Byelaws and Regulations which has been passed by a simple majority of such members of the Institute as, being entitled to vote, vote in person or by proxy at the meeting;
- (f) 'Regulations' means any regulations of the Institute made in accordance with the Byelaws;
- (g) 'Special Resolution' means a resolution passed at a General Meeting of the members convened and held in accordance with the Byelaws and

Regulations which has been passed by not less than 75% of such members of the Institute as, being entitled to vote, vote in person or by proxy at the meeting;

- (h) 'trading standards' has the meaning given in paragraph 3 below;
- (i) words denoting the singular number only shall include the plural number and vice versa;
- (j) words denoting one gender shall include all genders; and
- (k) words denoting persons shall include bodies corporate and unincorporated associations.

3. The objects for which the Institute is established are the promotion for the public benefit of the theory, practice and science of trading standards (as defined below) in all its aspects and the dissemination of knowledge about trading standards. In this Charter, unless the contrary intention appears, 'trading standards' means the legal, technical, scientific, practical and general knowledge relating to the administration of legislation, rules, codes of practice, informed guidance and best practice relating to metrology, fair trading, food safety and consumer health, safety and well-being and generally to promote excellence and enhance the professionalism of members in support of informing consumers, encouraging honest businesses and targeting rogue traders.

4. Without limiting its capabilities at law as a Chartered corporation, to achieve the objects set out above the Institute may:

- (a) undertake and promote research in trading standards and related matters and disseminate the results of such research;
- (b) promote, establish and maintain education and training and provide facilities for the training and education of candidates for the examinations of the Institute as set out in the Byelaws;
- (c) appoint examiners and arrange, administer, conduct, regulate, control and in every way manage and determine such examinations as may be necessary or desirable to test the knowledge and competence of persons in relation to trading standards and, in proper cases, issue a certificate to such persons as may be recommended by such examiners as aforesaid as being worthy thereof and/or, do all or any such things as aforesaid jointly or in

consultation or combination with any person or body including Government departments;

- (d) recognise academic courses leading to the award of degrees relevant to the objects and appoint suitably qualified persons to act as assessors of such courses;
- (e) promote the interchange of ideas, opinions and experiences, and promote and encourage courses for business and the provision of information on trading standards;
- (f) consider all such matters affecting or likely to affect the legislation governing trading standards and advise upon and make such representations thereon as may be considered advisable;
- (g) print, publish, purchase, reproduce, sell, lend and distribute in whatsoever form any communications made to the Institute or any similar body and any reports of the proceedings of transactions of the Institute or any similar body and any Bills or Acts of Parliament, and (subject to the consent of the authorities issuing the same) any official documents or circulars, and any other books, papers, treatises or communications relating to the work of the Institute or its members; and
- (h) promote, organise, stage, advertise and publicise exhibitions, displays, conferences, seminars, training and meetings of all kinds for the furtherance of trading standards for its members and all other persons as may be interested therein, and organise and maintain and make available to the aforementioned information services for the furtherance of these objects.

5. Without limiting its capacities at law as a Chartered corporation, the Institute shall have the following powers, namely:

- (a) to admit members to the Institute. The Byelaws shall specify the categories of membership of the Institute and shall regulate, or provide for the regulation of, all matters relating to the admission, rights, privileges and discipline of members;
- (b) to award the status of 'Chartered Trading Standards Practitioner' to any member upon satisfactory completion of the appropriate examinations and assessments, as specified by the Council in the Byelaws and Regulations

from time to time, and a Chartered Trading Standards Practitioner shall be entitled to use after his name the designation 'CTSP';

- (c) to promote and oversee the standard of professional conduct of members of the Institute, and for that purpose to exercise disciplinary powers over them;
- (d) to make donations to any charitable, scientific, cultural or educational objects, institution or association, and to establish charities registered with an appropriate body and to undertake and execute charitable trusts which may lawfully be undertaken by the Institute and may further its objects;
- (e) to solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any device, legacy or annuity, subscription, contribution or fund for the purposes of promoting the Institute's objects or any of them, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund;
- (f) to co-operate with other persons or bodies having objects similar to these objects;
- (g) to establish branches and sections in the United Kingdom or in any other country for the purpose of promoting these objects or any of them and to dissolve such branches or sections so established in accordance with the Byelaws;
- (h) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property whether freehold or leasehold and any rights or privileges which the Institute may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Institute and to sell, let, manage, mortgage, dispose of or otherwise deal in any way with all or any of the property or assets of the Institute as may be thought expedient with a view to the promotion of its objects;
- (i) to borrow and raise money in furtherance of these objects and to give security therefor by mortgage or other charge on its undertaking or property or any part thereof and to lend or advance money or give credit to such persons and on such terms as may be considered expedient;

- (j) to purchase, subscribe for or otherwise acquire and hold, and deal with, any shares, debentures, bonds or securities of any other company, and, for the furtherance of these objects, to sell or otherwise dispose of any part of the business, undertaking, assets and property of the Institute, and to give indemnity for, or to guarantee, support or secure, whether by personal covenant or by mortgage, charge or lien on the whole or any part of the undertaking, property and assets of the Institute both present and future, or by all or any of such methods, the performance of all or any of the obligations of any company which is for the time being the Institute's subsidiary;
  - (k) to apply for, purchase or otherwise acquire and hold, use, develop, sell, license or otherwise dispose of or deal with patents, copyrights, designs, trade marks, secret processes, know-how and inventions and any interest therein; and
  - (l) to do all such other lawful things as are incidental or conducive to the attainment of the above objects.
6. The income and property of the Institute shall be applied solely towards the promotion of the objects of the Institute as set forth in this Our Charter; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, or bonus or otherwise howsoever, by way of profit to the members of the Institute, and no member shall have a personal claim on any property of the Institute provided that the Institute may make payments:
- (a) of reasonable and proper remuneration to any person in return for services rendered to the Institute;
  - (b) of reasonable approved out-of-pocket expenses to any person acting on behalf of the Institute or in connection with the business of the Institute;
  - (c) to a member of the Board in respect of duties as a member of the Board;
  - (d) to purchase and maintain insurance for the benefit of any officer of the Institute including any of the persons referred to in (e) immediately below and such other persons as the Board may resolve from time to time; and/or
  - (e) to any member of the Board, member of the Council or any other person having a responsibility to the Institute by way of an indemnity for losses and expenses incurred by them in or about the proper discharge of their duties.

7. The Institute may from time to time by Special Resolution, amend, add to or revoke any of the provisions of this Our Charter and such amendment, addition or revocation 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 provision shall apply to this Our Charter as so amended or added to in a manner aforesaid.
8. The first Byelaws of the Institute shall be those in the Schedule. The Byelaws or any of them may from time to time be rescinded, amended or added to by Special Resolution, provided that no such rescission, amendment or addition as aforesaid and no new Byelaws shall be in any respect inconsistent with the express provisions of this Our Charter and shall not come into operation until the same have been 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.
9. Regulations to regulate the affairs of the Institute may be made, varied or rescinded in accordance with the provisions of the Byelaws provided always that no such Regulations or the manner in which they are adopted, rescinded, varied or added to shall be in any way inconsistent with the express provisions of this Our Charter or of the Byelaws.
10. In any case of conflict, the provisions of this Our Charter shall prevail over those of the Byelaws and Regulations and the provisions of the Byelaws shall prevail over those of the Regulations.
11. The Institute shall consist of such members in such grades or categories as the Byelaws from time to time prescribe. The qualifications, manner and terms of admission, rights and privileges and obligations of each grade or category of membership and the terms under which members may be subject to disciplinary sanctions by the Institute shall be as the Byelaws prescribe.
12. The members of the existing Institute as at the date of this Our Charter shall continue in the same grades or categories in the Institute, subject to the provisions of this Our Charter and the Byelaws.
13. There shall be such officers of the Institute with such functions, tenure and terms of office as the Byelaws may from time to time prescribe.
14. The officers of the existing Institute as at the date of this Our Charter shall continue in office for the terms for which they were elected, subject to the provisions of this Our Charter and the Byelaws.
15. The governance and control of the Institute shall be vested in the Board and the Council constituted in accordance with the Byelaws. The Board is the body responsible for running the business and affairs of the Institute. It has regard to the general guidance on the aims and objectives of the Institute set by the Council. The Council is the elected body responsible for giving general guidance on the aims and objectives to be followed by the Institute.
16. The members of the Board and the Council shall have such tenure and the terms of office as the Byelaws may from time to time prescribe. The Board and the Council shall manage the affairs of the Institute in accordance with this Our Charter and the Byelaws and shall exercise such powers and do such acts and things as may be exercised or done by the Institute which are not by the provisions of this Our Charter or the Byelaws directed to be exercised or done by the Institute in General Meeting.
17. The members of the Board and of the Council of the existing Institute at the date of this Our Charter shall continue in office for the term for which they were elected, subject to the provisions of this Our Charter and the Byelaws.
18. The members may at any time by a 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 Institute in such manner as shall be determined by such Special Resolution or in default of such direction as the Board shall think expedient having due regard to the liabilities of the Institute for the time being, and if, on the winding up or the dissolution of the Institute, 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 other institution, having objects similar to the objects of the Institute, to be determined by the members of the Institute at or before the time of dissolution.

19. True accounts shall be kept of the sums of money received and expended by the Institute, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Institute. The Regulations of the Institute for the time being may provide that the accounts shall be open to the inspection of members and the time and manner in which they may be inspected. Once at least in every financial year the accounts of the Institute shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified auditors.
20. The Board and the Council may together from time to time appoint such patrons of the Institute as may accept the invitation of the Institute to take such appointment. Any appointment shall be in accordance with written policies developed jointly by the Board and the Council from time to time.
21. Lastly, We do hereby for Us, Our Heirs and Successors grant that these Our Letters or the enrolment thereof shall be in all things good, firm, valid, sufficient and

effectual in law notwithstanding any omission, imperfection, defect, matter, cause or thing whatsoever to the contrary thereof in these Our Letters contained and shall be taken, construed and adjudged benevolently and in every case most favourably to the Institute and the promotion of the objects of this Our Charter.

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

WITNESS Ourselves at Westminster the

in the

day of

year of Our Reign.

## BY WARRANT UNDER THE QUEEN'S SIGN MANUAL