

PREAMBLE

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 Marketors (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 Marketors

1 (i) The persons now members of the said organisation (hereinafter referred to as 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 Marketors (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 former Company by Letters Patent under the hands and Seals of Garter, Clarenceux and Norroy and Ulster Kings of Arms bearing date 1st February 1979 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 Institute 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.

OBJECT

2 The Object for which the Company is hereby constituted is to foster means of professional and social intercourse and mutual information between members and those who are engaged in the profession of marketing.

POWERS

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

(i) To purchase, take on lease, hire or otherwise acquire and maintain a hall, institute, 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.

- (ii) 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 or decayed Members, and the wives, widows, children, orphans and others depending upon them, and for the education in matters relating to the profession or craft of marketing and scholarships, prizes and research in connection therewith, and for any charitable objects.
- (iii) To accept any securities or trusts for the above purposes.
- (iv) To aid and assist the Chartered Institute of Marketing and other Societies connected with the profession of marketing.
- (v) To promote honourable practice, and encourage:
 - (a) settlement of disputed points of practice
 - (b) courtesy and ethical behaviour in conducting the business of the profession or craft of marketing, and
 - (c) where appropriate, to originate and watch over petitions to Parliament in relation to general measures affecting the profession or craft of marketing.
- (vi) 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 their guests and for the development of their fellowship within the Company
- (vii) To establish, manage, promote, organize, finance and encourage the study, writing, production and distribution of books, periodicals, monographs and pamphlets and the publication of educational courses and lectures.
- (viii) To establish, manage, promote, organize, finance, equip and maintain libraries.
- (ix) To promote, commission, undertake and publish research in areas useful to the Company's Object
- (x) The Company shall not create and operate a register of Chartered Practitioners.
- (xi) To promote the formation of organizations, whether charitable or not, for the purpose of the object of the Company and to assist such organisations as necessary in the fulfilment of their objects
- (xii) To make provision for lectureships, bursaries, prizes and grants.
- (xiii) To give or lend money for the furtherance of the objects of the Company.
- (xiv) To undertake the management of any trusts or endowments and any scholarships and exhibitions for the furtherance of the object of the Company.
- (xv) To work together with any institutions or persons having a charitable object similar to that of the Company.
- (xvi) To make suitable arrangements for undertaking the work of the Company and for organising meetings of the Company.
- (xvii) To employ such staff who shall not be members of the Court of the Company as are necessary for the proper pursuit of the Object and to make all reasonable and necessary provision for the payment of pensions and any other benefits to staff

- (xviii) 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
- (xix) 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.
- (xx) 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.
- (xxi) 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.
- (xxii) 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.
- (xxiii) To create such By-laws subject to the approval of the Privy Council as the Court may consider necessary for the good administration of the Company. The first such By-Laws are attached to this Charter as the Schedule.
- (xxiv) To do all such other lawful and charitable things as are incidental to the attainment or furtherance of the said objects or any of them.

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 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;

(iii) to a company of which a member of the Company may be a member holding not more than one hundredth or such other part of the capital of such company as the Court may agree.

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 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 Commissioners 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 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 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 subject to the approval of the City of London Corporation, 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 manner aforesaid.

BY-LAW 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 subject to the approval of the City of London Corporation, revoke, amend or add to the By-laws 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 whatsoever notwithstanding.

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

WITNESS Ourselves at Westminster the [] day of [] in the [] year of Our Reign

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

**BY-LAWS
INTERPRETATION**

1 In these By-Laws 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 Marketors
The Court	The governing committee for the time being of the Company
The Court Assistants	The members of the Court, which also includes the Master and Wardens and the the Past Masters
The Seal	The common seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
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.
Liveryman	A full member of the Company with full voting rights
Member	The Liverymen, Freemen and Apprentices belonging to the body corporate
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 Liverymen, and (d) Apprentices

3 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 shall be published in the Ordinances

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

(ii) Persons of distinction who have contributed to the Company or to its aims shall be eligible for election as Honorary Liverymen at an appropriate general meeting on the nomination of the Court.

(iii) Honorary Liverymen shall not have the right of Liverymen to vote at General Meetings.

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 shall be published 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 other arrears up to the date of such resignation

QUARTERAGE

9. The Court shall from time to time determine the annual subscription, to be called the quarterage, to be paid by each grade of membership.

10. The subscriptions for any subscription year shall become due on such dates as Court shall determine.

COURT

11 The business of the Company shall be managed by a Court elected by its members in general meeting.

12. The Officers of the Company shall consist of:

- (i) The Master
- (ii) The Wardens
- (iii) The Immediate Past Master

Only Liverymen may be elected as Officers of the Company.

13. The Court shall consist of the following voting members to be known as Court Assistants

- (i) Officers of the Company
- (ii) Such number of other Court Assistants and for such periods of office as the Court shall from time to time determine and publish in the Ordinances. Such Assistants shall be elected by the Court which shall fill any casual vacancies for the remainder of that year which may arise.

14. 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.

15. 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, 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

16. The Court may from time to time make 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.

17. The Court shall have the power to make, alter, add to or repeal the Ordinances and 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 Aldermen of the City of London Corporation.

18. 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.

19. 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.

20. No Court Assistants or members of any committee of the Court shall be accountable in respects of acts done or authorized to which they have not expressly assented or 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 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 authorized duties on behalf of the Company.

THE CLERK

21. There shall be a clerk 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

22. There may be appointed by the Court an Honorary Treasurer who shall supervise the management of the funds of the Company.

23. 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 at the Annual Assembly an Income and Expenditure Account and a Balance Sheet

duly certified by the Auditors or Examiners.

THE CONDUCT OF MEETINGS

24. All general meetings of the Company shall be convened by the Clerk on the instruction of the Court or at the request in writing of twenty Liverymen.

25. (i) Notice of any general meeting of the Company shall be published at least three 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

(v)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 or Immediate Past Master.

27. At any general meeting of the Company 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. The seal of the Company 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 purchaser or 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.

30. 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 Assistants.

31. 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 officers of the Company and no member (not being a Member of Court) 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.

32. At a Court meeting in every year the Court shall receive a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Court and the Auditors or Examiners and copies of such accounts, 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' or Examiners' report shall be open to inspection and be read before the meeting.

AUDIT OR EXAMINATION

33. Once at least in every year the accounts of the Company shall be audited or examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditors or Examiners.

34. Auditors 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 by the Court.

NOTICES

35. A notice may be served by the Company upon any member, either personally or by sending it through the post in a 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.

36. 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.

37. 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 prove that the letter containing the notice was properly addressed and put into the post as a letter. Any notice served electronically shall be deemed to have been served within 24 hours.