

DRAFT ~~21 January~~12 February 2025

**CHARLES THE THIRD by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories King, Head of the Commonwealth, Defender of the Faith:**

**TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!**

WHEREAS by Letters Patent dated 3<sup>rd</sup> June 1448 His Majesty King Henry the Sixth incorporated the Fraternity of Haberdashers by the name *The Wardens of the Fraternity of Saint Katherine the Virgin of Haberdashers in the City of London*, with various powers and liberties;

AND WHEREAS by Letters Patent dated 6<sup>th</sup> July 1502 His Majesty King Henry the Seventh united the Fraternity of Haberdashers and the Misteries of Hurers and Hatter Merchants into one Fraternity with the name *The Fraternity of Saint Katherine of Merchant Haberdashers in the City of London*, with various powers and liberties;

AND WHEREAS by Letters Patent dated 12<sup>th</sup> November 1510 His Majesty King Henry the Eighth confirmed all former grants to the Fraternity of Merchant Haberdashers and incorporated it by the name of *The Master and four Wardens of the Guild or Fraternity of Saint Katherine of the Art of Haberdashers in the City of London*, with various powers and liberties;

AND WHEREAS by Letters Patent dated 18<sup>th</sup> June 1558 Their Majesties King Philip and Queen Mary the First confirmed all former grants to the Fraternity of Merchant Haberdashers;

AND WHEREAS in Letters Patent dated 19<sup>th</sup> June 1578 ("**the Elizabeth I Charter**") Her Majesty Queen Elizabeth the First inspected the aforementioned Letters Patent and confirmed all grants to the Fraternity of Merchant Haberdashers contained within them and reincorporated the Fraternity by the name *The Master and Four Wardens of the Fraternity of the Art or Mystery of Haberdashers in the City of London* ("**the Company**"), with various powers and liberties, and with perpetual succession and a Common Seal;

AND WHEREAS the Company continues to be governed by the Elizabeth I Charter to this day, including requirements to have and annually to elect one Master and Four Wardens from among the Fraternity;

AND WHEREAS the Company retains the formal name *The Master and Four Wardens of the Fraternity of the Art or Mystery of Haberdashers in the City of London* although it is also known by its working names *The Worshipful Company of Haberdashers* or *The Haberdashers' Company*;

AND WHEREAS the Company is referred to in Acts of Parliament and in other acts, deeds or things done or made since the Elizabeth I Charter by its formal name and its working names, and the Company's Master is referred to in such acts, deeds or things as the Master of the Company;

AND WHEREAS an humble Petition has been presented unto Us by the Company praying that We would be graciously pleased to grant to it a Supplemental Charter to change the name of the Company and to introduce a new name for the title of the office of Master of the Company, and to facilitate the better conduct of the business of the Company by providing a power to amend, add to or revoke the aforementioned Letters Patent and this Supplemental Charter (together, "**the Company's Charters**") by Order in Council ~~and a means for making decisions without a physical meeting~~;

AND WHEREAS this Supplemental Charter acts to amend provisions of the Elizabeth I Charter and also to add new provisions, so that the Elizabeth I Charter should be read as if it was originally enacted to include them;

NOW THEREFORE KNOW YE that We having taken the said Petition into Our Royal Consideration by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion have granted and declared and by these Presents for Us, Our Heirs and Successors do hereby grant and declare as follows:

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- 1. Continuing incorporation and validity of acts and former grants.** *Continuing validity of acts etc; continuation of incorporation; continuing validity of grants.*  
Nothing in this Supplemental Charter shall affect the validity or legality of any act, deed or thing already done or executed under the aforementioned Letters Patent. Nothing in this Supplemental Charter shall revoke or be deemed to revoke the incorporation of the Company or conferral upon it of perpetual succession and a Common Seal with power to alter and renew the same, or of any of the various rights, powers and liberties granted to the Company by Letters Patent.
- 2. Change to the title of the office of Master.**
- 2.1 From the date on which this Supplemental Charter takes effect:
- 2.1.1 the Master of the Company shall be referred to as the Prime Warden of the Company; and *Master to be referred to as Prime Warden.*
- 2.1.2 any act, deed or thing legally done or executed by or in the name of the Prime Warden of the Company under the Company's Charters shall have the same legality and validity as the same act, deed or thing done or executed by or in the name of the Master of the Company before the date on which this Supplemental Charter takes effect. *Acts etc done by Prime Warden to have same effect as acts etc done by Master.*
- 2.2 For the purpose of interpreting provisions of the Elizabeth I Charter:
- 2.2.1 A reference to the Master of the Company may be construed as a reference to the Prime Warden for the time being and a reference to a Master of the Company may be construed as a reference to a Prime Warden, as the context permits; *References to Master to be construed as Prime Warden.*
- 2.2.2 A reference to the Master and Wardens of the Company or to the Master and four Wardens of the Company or to one Master and four Wardens of the Company may be construed as a reference to the Prime Warden and other Four Wardens or to the Five Wardens; and *And Master and Wardens etc.*
- 2.3 Any person holding or appointed or elected to the office of Prime Warden of the Company shall be deemed the true and proper successor of their predecessors, irrespective of whether their predecessors were referred to as Master or Prime Warden. *Prime Wardens true successors of Masters.*
- 2.4 Nothing in this Article shall affect the legality or validity of any act, deed or thing legally done or executed under the Company's Charters by or in the name of or referring to the Master of the Company whether done or executed before or after the date on which this Supplemental Charter takes effect. *Continuing validity of acts etc done under the Charters.*
- 2.5 Any act, deed or thing legally done or executed under the Charters in the name of or referring to the Master of the Company shall from the date of this Supplemental Charter be deemed to be done or executed in the name of or to refer to the Prime Warden of the Company and shall take effect as such. *Deeming of acts etc done under the Charters.*
- 2.6 Any reference to the Master of the Company or any reference which is to be treated as a reference to the Master of the Company in an instrument or other document may be treated as a reference to the Prime Warden of the Company. *Deeming of references to the Master in other instruments.*

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- 2.7 No reference to the Master of the Company nor any reference which is to be treated as a reference to the Master of the Company in an instrument or other document shall be deemed invalid or ineffective as a result of this Supplemental Charter. *Saving of references to the Master in other instruments.*

### 3. Change to the name of the Company.

- 3.1 From the date on which this Supplemental Charter takes effect:

- 3.1.1 the Company shall be known as *The Five Wardens of the Fraternity of the Art or Mystery of Haberdashers in the City of London* (and shall also continue to be known as *The Worshipful Company of Haberdashers* or *The Haberdashers' Company*) and by the same names: *New name and confirmation of working names.*

- (a) shall and may sue and be sued in all Our courts of law, and in all manner of actions and suits; and
- (b) shall have power to do all other matters and things incidental or appertaining to a body corporate;

- 3.1.2 any act, deed or thing legally done or executed under the Company's Charters by or in the name of *The Five Wardens of the Fraternity of the Art or Mystery of Haberdashers in the City of London* or *The Worshipful Company of Haberdashers* or *The Haberdashers' Company* shall have the same effect, legality and validity as the same act, deed or thing done or executed by or in the name of *The Master and Four Wardens of the Fraternity of the Art or Mystery of Haberdashers in the City of London* before the date on which this Supplemental Charter takes effect. *Acts etc done under new name and working names to have same effect as acts etc done under old name.*

- 3.2 Nothing in this Article shall affect the legality or validity of any act, deed or thing legally done or executed under the Company's Charters by or in the name of or referring to the Company's previous name of *The Master and Four Wardens of the Fraternity of the Art or Mystery of Haberdashers in the City of London* whether done or executed before or after the date on which this Supplemental Charter takes effect. *Continuing validity of acts etc done under the Charters.*

- 3.3 Any act, deed or thing legally done or executed under the Charters by or in the name of or referring to *The Master and Four Wardens of the Fraternity of the Art or Mystery of Haberdashers in the City of London* shall from the date of this Supplemental Charter be deemed to be done or executed in the name of or to refer to *The Five Wardens of the Fraternity of the Art or Mystery of Haberdashers in the City of London* and shall take effect as such. *Deeming of acts etc done under the Charters.*

- 3.4 Any reference to *The Master and Four Wardens of the Fraternity of the Art or Mystery of Haberdashers in the City of London* or any reference which is to be treated as a reference to *The Master and Four Wardens of the Fraternity of the Art or Mystery of Haberdashers in the City of London* in any instrument or other document continues to be a reference to the Company. *Deeming of references to the Company in other instruments.*

**4. Heraldic Arms, Crest, Supporters and Badge.** The Company, by and in any or all of the names conferred or confirmed by this Supplemental Charter, may from the date on which this Supplemental Charter takes effect continue to bear and use the Arms confirmed and the Crest, Supporters and Motto granted to the Company by Letters Patent under the hand of Robert Cooke Clarenceux King of Arms and under the Seal of his Office bearing date 8<sup>th</sup> November 1570, as first recorded in Our College of Arms.

*Continuing validity of Arms etc.*

**5. Power to amend the Company's Charters.** The Wardens, Assistants, members of the Livery and members of the Freedom of the Company (together, "**the Members**") may, by Special Resolution, revoke, amend or add to the provisions of the Company's Charters in accordance with this Article.

*Power of amendment.*

5.1 A Special Resolution is a resolution passed by not less than two-thirds of the Members voting.

5.2 No Special Resolution to revoke, amend or add to the provisions of the Company's Charters shall be effective unless and until it is approved by:

5.2.1 the Lord Mayor and Aldermen of the City of London; and

5.2.2 Us, Our Heirs or Successors in Council.

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**~~6. Decisions without a physical meeting.~~**

~~6.1 Meetings of the Company membership Members may be held by suitable means agreed from time to time by the Court of Assistants in which each participant is able to exercise their rights to participate, speak and vote at that meeting. Any person participating in a meeting by such suitable means shall qualify as being present at the meeting.~~

*Meetings otherwise than in person.*

~~6.2 Decisions of the Company membership Members may also be taken by such other means as the Court of Assistants considers appropriate, including but not limited to resolutions in writing and poll voting outside of a meeting.~~

*Decisions without a meeting.*

~~6.3 Such decisions of the Company shall not be invalidated by:~~

*Decisions not to be invalidated by defects or accidental omissions.*

~~6.3.1 an accidental omission by the Company;~~

~~6.3.2 a procedural defect of which the chair of the meeting at which the decision is taken or announced, as the case may be, is unaware at the time; or~~

~~6.3.3 a technical defect which the Company, acting reasonably, is unable to resolve.~~

**Conclusion**

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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 Ourself at Westminster the

day of

in the

year of Our Reign

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