

The Constitution of the John Lewis Partnership

Introduction, Principles and Rules



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This edition includes all amendments agreed between the Partnership Council and the Chairman to April 2012.

Foreword

Not many companies have a written constitution. Ours does, for two reasons.

The first is historical. The Partnership exists today because of the extraordinary vision and ideals of its Founder, John Spedan Lewis. He believed an 'industrial democracy' where employees shared knowledge, power and profit was a better form of business. That vision was set out in a written Constitution – a framework to define the Partnership's principles and the way it should operate. The Constitution has been revised on a number of occasions since then, in order to keep it fresh and up to date. Nonetheless, this latest edition is a direct connection to his original inspiration – it defines what we are.

The second looks forward. The challenge for Partners today is to prove that a business which is not driven by the demands of outside shareholders and which sets high standards of behaviour can flourish in the competitive conditions facing a modern retailing business. The Constitution provides the Principles and Rules within which we aim to demonstrate, through Partners, customers and profit, that we are a better form of business.

The Constitution identifies that the 'happiness of all its members' relies on their 'worthwhile and satisfying employment in a successful business'. To achieve this we aim to give all Partners a relevant, consistent and rewarding experience during their career. This experience is based on the Partnership and Partners themselves delivering three commitments: taking responsibility for our business success, building relationships Powered by our Principles and creating real influence over our working lives. These commitments place on us all the obligation to improve our business in the knowledge that we share the rewards of success.

The Constitution also addresses the role of the Partnership in society, defining our responsibilities to customers, suppliers and to the environment.

The Partnership must change constantly to fulfil its ultimate purpose. The Constitution ensures these changes remain true to our principles and will allow us to pass on to our successors a business they too will be proud to work in.

Charlie Mayfield
Chairman

September 2009

Part 1 – Introduction

- 1 The two Settlements in Trust made by John Spedan Lewis in 1929 and 1950 established a business known as the John Lewis Partnership, to be owned in trust for the benefit of its members, who are Partners from the day they join.
- 2 The trustee of the Settlements is John Lewis Partnership Trust Limited ('the Trust Company'), and its Chairman is the Partnership's Chairman. Its other directors are the Deputy Chairman and the three Partners elected by the Partnership Council as Trustees of the Constitution (Rule 18(ii)).
- 3 The Partnership is governed according to a written Constitution, which is subordinate to and must not conflict with the Settlements. On taking office, the Chairman (Rule 43) and the other directors of the Trust Company undertake to uphold it, and to promote in every possible way the wellbeing of the Partnership.
- 4 The Partnership is the general body of Partners, working together for the success of the business to fulfil the purpose and principles of this Constitution.
- 5 A Partner is an employee of John Lewis plc or of any other company within the Partnership, which has been designated in accordance with the 1929 Trust Settlement.
- 6 The Constitution consists of this Introduction, the Principles and the Rules. The Principles define the Partnership's aims and ultimate purpose and the Rules are statements of general policy.

- 7 The Constitution applies to all Partners (and to all other employees as described in their contracts of employment) and in all units of the Partnership's business, except when:
 - (i) specific provision is made in the Rules for more limited application; or
 - (ii) the Chairman has excluded specific parts of the Partnership's business from specific Rules.
- 8 Every Partner is responsible for knowing, complying with and upholding the Partnership's Principles and those Rules which concern him.
- 9 In the Partnership's Constitution, unless the context requires otherwise, the masculine includes the feminine and the singular the plural and vice versa.

Part 2 – Principles

Purpose

- 1 The Partnership's ultimate purpose is the happiness of all its members, through their worthwhile and satisfying employment in a successful business. Because the Partnership is owned in trust for its members, they share the responsibilities of ownership as well as its rewards – profit, knowledge and power.

Power

- 2 Power in the Partnership is shared between three governing authorities, the Partnership Council, the Partnership Board and the Chairman.

Profit

- 3 The Partnership aims to make sufficient profit from its trading operations to sustain its commercial vitality, to finance its continued development, to distribute a share of those profits each year to its members, and to enable it to undertake other activities consistent with its ultimate purpose.

Members

- 4 The Partnership aims to employ and retain as its members people of ability and integrity who are committed to working together and to supporting its Principles. Relationships are based on mutual respect and courtesy, with as much equality between its members as differences of responsibility permit. The Partnership aims to recognise their individual contributions and reward them fairly.

Customers

- 5 The Partnership aims to deal honestly with its customers and secure their loyalty and trust by providing outstanding choice, value and service.

Business Relationships

- 6 The Partnership aims to conduct all its business relationships with integrity and courtesy, and scrupulously to honour every business agreement.

The Community

- 7 The Partnership aims to obey the spirit as well as the letter of the law and to contribute to the wellbeing of the communities where it operates.

Part 3 – Rules

Section 1 – How power is shared

General

- 1 The Partnership operates on democratic principles and as much sharing of power among its members and representative bodies as is consistent with efficiency.
- 2 The three governing authorities of the Partnership are the Partnership Council, the Partnership Board, and the Chairman (Principle 2). Their power to direct the Partnership's affairs depends on the consent of Partners, whose opinion is expressed through:
 - (i) formal arrangements for sharing knowledge;
 - (ii) representative bodies;
 - (iii) personal contact between Partners, both formal and informal.
- 3 The Partnership Council, as the representative body of the members of the Partnership, entrusts management of the business to the Partnership Board, which delegates its management authority to the Chairman.
- 4 The shared aim of the three governing authorities is to safeguard the Partnership's future, to enhance its prosperity and to ensure its integrity. They should encourage creativity and an entrepreneurial spirit but must not risk any loss of financial independence.
- 5 Commitments, either legal or moral, to spend Partnership funds may only be made upon written authority from the Partnership Board or from someone delegated to give authority on its behalf.

- 6 The Partnership needs a sufficiently wide commercial base to ensure its long-term vitality, and to achieve this it may engage in as wide a variety of enterprises as it can undertake efficiently.

The Partnership Council

Purpose and authority

- 7 The Partnership Council represents Partners as a whole and reflects their opinion. In sharing responsibility for the Partnership's health with the Partnership Board and the Chairman, it holds the Chairman to account. It discusses, influences and makes recommendations on the development of policy. It shares in making decisions about the governance of the Partnership.

The Council may ask the Partnership Board or the Chairman anything it wishes, and they must answer unless doing so would in their opinion damage the Partnership's interests.

- 8 The Council shares in decision-making through making recommendations to the Chairman on any subject.
- 9 Soon after the end of each trading half year, the Chairman must attend a meeting of the Council, to account for the progress of the Partnership under his leadership.
- 10 If the Council judges that the Chairman has failed to fulfil, or is no longer a suitable person to fulfil, the responsibilities of his office as laid down in the Constitution, it may pass a 'Resolution upon the Constitution' to dismiss the Chairman according to the Articles of Association of John Lewis Partnership Trust Limited.

Constituencies and elections

- 11 Elected members of the Council represent constituencies which are decided by the Trustees of the Constitution. The number of constituencies and of councillors is determined so that the Council as a whole may have properly informed discussion, rather than to provide proportional representation for the different groups and sectional interests of Partners.

Any Partner may stand as a candidate for election to the Council to represent the constituency in which he works. If he moves from the constituency, his membership of the Council automatically ends.

Elections to the Council are held every three years.

- 12 Every Partner has a single vote in elections to the Council.
- 13 The Trustees ensure that elections are held by secret ballot. When a vacancy occurs, the call for candidates for a by-election must be published within 28 days, unless the Trustees of the Constitution decide otherwise. The rulings of the Trustees on correct procedure for elections are final.

The Chairman may appoint a Councillor to represent a constituency before an election can take place.

Other members of the Council

- 14 Members of the Partnership Board are automatically members of the Council, so that the Council may rely on their advice, experience and specialist knowledge.

The Chairman may appoint to the Council other Partners whose advice will benefit the Council, subject to the agreement of the Trustees of the Constitution.

Council business

- 15 Only elected Councillors, and any who have been appointed by the Chairman to represent Partners' constituencies, may vote in Council proceedings. Members of the Partnership Board and any members appointed by the Chairman for their specialist expertise have no vote in Council.
- 16 Before joining the Council, every member declares in writing that he will carry out the duties of membership to the best of his ability and in ways that he judges best further the purposes of the Partnership.
- 17 The Partnership's management will encourage and support Partners' involvement in Council business. It also provides facilities for the Council to meet and such administrative and other help as the Council reasonably requests.

Elections by the Council

- 18 During each term, the Council elects:
 - (i) a Partner to be its President (who may not be the Chairman or Deputy Chairman);
 - (ii) three Partners to be Trustees of the Constitution and to be appointed as Directors of John Lewis Partnership Trust Limited. The Chairman, members of the Chairman's Committee and the Company Secretary may not be Trustees of the Constitution;
 - (iii) five Partners to be appointed as members of the Partnership Board, who may not at the same time represent Partners as elected members of the Partnership Council.

The Council elects four trustees to serve as Directors of the John Lewis Partnership Pensions Trust and four members to serve on the Pension Management Committee. In both cases, these are elected for three-year terms, which fit with the cycle of the Trust's triennial review.

The Council also elects three Partners to be trustees of the Golden Jubilee Trust and one trustee of the John Spedan Lewis Foundation.

If a vacancy occurs in any of these positions, the Council elects a replacement as soon as possible.

Finance of the Council

- 19 Each year the Council is entitled to funds equivalent to at least one percent of the pay and Partnership Bonus received by Partners for the previous trading year.
 - 20 The Council has authority to spend this money in any way that it considers good for the Partnership, although the Chairman has a veto over any proposed expenditure he considers too damaging to the Partnership's business interests. Councillors may not spend any of these funds for their own personal benefit.
 - 21 The Council may incur capital expenditure on amenities up to a total sum sanctioned each year by the Chairman.
- Procedures**
- 22 The Council determines its own procedures and how best it may fulfil its role as set out in Rule 7.
 - 23 The Council meets whenever it wishes, but at least twice a year, and when the Chairman or the Trustees of the Constitution ask. Meetings take place within working hours whenever the Council considers that to be necessary.

- 24 Any Partner who is free to do so may attend any meeting of the Partnership Council, unless it rules otherwise for a particular occasion. Non-Partners may attend only with the President's permission.

Other representative bodies

- 25 There are three further levels of formal democratic engagement: Divisional Council, Forum and PartnerVoice. The Partners' Counsellor determines where they are established. The Partnership Council delegates to these representative bodies the task of holding the divisional, regional and local management responsible for achieving Principle 1. Any concerns may be escalated through the Partnership Council to the Chairman.
- 26 Constituencies and the number of representatives are determined, as for the Partnership Council, by the Trustees of the Constitution. Divisional Councils will be consulted on proposals relating to their constituencies and the establishing of Forums. Partnership Council.
- 27 PartnerVoice selections are held every two years and Forum elections every three years, with every Partner in the constituency entitled to vote. Divisional Councils are elected every three years by and from their Forums; where no Forum is established, representatives are elected by all Partners in the constituency.
- 28 These representative bodies meet whenever they wish, but at least four times a year, and when the Trustees of the Constitution ask. Meetings take place within working hours whenever they believe that to be necessary. All representatives formally commit to fulfil their role to the best of their ability and with the best interests of the Partnership in mind.

- 29 The Partnership's management encourages and supports these representatives, especially by ensuring they have sufficient time to carry out their duties. It also provides appropriate facilities and administrative support, as it does for Partnership Council (Rule 17).
- 30 The Partners' Counsellor is responsible for the development of detailed guidelines for all representative bodies.
- 31- Deleted
37

The Partnership Board

- 38 The Partnership Board is the board of directors of John Lewis Partnership plc. The Board has ultimate responsibility for issues of major policy and for allocating the financial and other resources of the business. It decides the Partnership's policy for the prudent and adequate financing and development of its business, and monitors its efficient implementation. It takes responsibility for preparing financial statements, which must give a full and fair view of the state of affairs of the company.
- 39 In exercising this responsibility, the Partnership Board:
- (i) approves the Partnership Strategy as well as the Partnership's Business Plan and those of the divisional management boards and Corporate;
 - (ii) delegates responsibility for the management and development of the Partnership's core businesses to the divisional management boards;
 - (iii) approves and monitors the Partnership's revenue and capital spending;

- (iv) determines each year the amount of the Partnership's profits that should be reserved for the maintenance and development of the Partnership's business, and thus the rate at which Partnership Bonus may be paid;
 - (v) ensures that the Partnership pays its debts promptly, and does not enter into undertakings which would prevent it from making all payments immediately they become due;
 - (vi) examines and approves each year the size and security of the Partnership's liquid reserves and unused borrowing facilities;
 - (vii) approves cash and profit forecasts sufficiently far ahead to satisfy itself that the Partnership is not overreaching its financial and personnel resources;
 - (viii) satisfies itself that proper systems of audit and control are in place throughout the Partnership;^{Rules}
 - (ix) considers any proposal that places 12 or more Partners at potential risk of redundancy, either as part of the Business Plan or on a case by case basis;
 - (x) approves the Chairman's pay;
 - (xi) approves the Chairman's nominee to succeed him on his retirement.
- 40 Any three of the members appointed to the Board after election by the Partnership Council may seek the Council's opinion on any proposal that comes to the Board and in particular, when it considers a proposal under Rule 39 (ix). However the Chairman may prevent a reference to the Council under Rule 39 (iii) or (vii) if it would significantly damage the interests of an organisation or an individual outside the Partnership.

The Chairman

- 41 The Chairman must ensure that the Partnership develops its distinctive character and its democratic vitality. He is the Chairman of the Partnership Board, by virtue of his appointment as Chairman of John Lewis Partnership Trust Limited. He nominates his successor in accordance with the Articles of Association of John Lewis Partnership Trust Limited.
- 42 As the senior executive in the Partnership, he is ultimately responsible for its commercial performance. He appoints the members of the Chairman's Committee which coordinates executive responsibility in the Partnership, and the views of principal management.
- 43 On taking office, the Chairman makes a written undertaking to the Partnership Council, as follows, that:
- (i) he will uphold the Constitution and work to the utmost of his energy and ability for the fulfilment of the Partnership's Principles;
 - (ii) while in office he will not accept any paid employment or any other position of official responsibility, either public or private, without the agreement of the Trustees of the Constitution (who act on behalf of the Partnership Council and must inform the Council of their agreement);
 - (iii) he will be impartial and reticent in political and other matters which do not directly concern the Partnership and which may be controversial;
 - (iv) he has not sought and will not seek any return or favour for himself or anyone else either in his appointment as Chairman, or in the nomination of his successor, or in the exercise of his authority.

- 44 The Chairman must ensure that the system for deciding the pay and benefits of individual Partners is fair.
- 45 In carrying out his duties the Chairman will:
- (i) actively seek to share power with his subordinates, delegating as much responsibility and encouraging as much initiative as possible. However, he retains personal responsibility for ensuring that the decisions of others do not put at risk the long-term security of the Partnership, and that they are consistent with the democratic principles of the Partnership;
 - (ii) accept as fully as possible the recommendations of the Partnership Council. Before rejecting any, he must consult the Partnership Board;
 - (iii) maintain open communication with Partners at all levels, who for their part have a duty to inform him of anything he reasonably should know.^{Rules}

Section 2 – Partners’ rights and responsibilities

Happiness of members

- 46 Because the Partnership is their own business, Partners must be aware of all its principles, do their best for it and help each other to fulfil their duties and responsibilities to it.
- 47 All Partners, especially managers, have a responsibility to be imaginative and energetic in promoting each other’s wellbeing and to recognise the importance of a healthy balance between the needs of the Partnership and the personal life of Partners.
- 48 Working conditions for Partners must be comfortable and businesslike but not luxurious.

Relationships

- 49 Partners must be scrupulously honest in their dealings with the Partnership and with each other, and never seek to gain from the Partnership any more than they sincerely believe is fair.
- 50 Partners must respect and be courteous to each other and to anyone else with whom they have dealings on behalf of the Partnership. The Partnership will do all it can to encourage good personal relationships between Partners at all levels.
- 51 Information is the basis of democratic participation. So the Partnership aims for openness, tolerance and freedom to express criticism, questions and suggestions (even at the risk of controversy).
- 52 Partners should encourage each other and give praise and recognition for exceptional effort.

Employment conditions

- 53 The Partnership seeks to recruit only those who share its values and will contribute to its success.
- 54 The Partnership takes no account of age, sex, marital status, sexual orientation, ethnic origin, social position or religious or political views.
- 55 The Partnership employs disabled people in suitable vacancies and offers them appropriate training and careers.
- 56 The Partnership encourages Partners to fulfil their potential and increase their career satisfaction in the Partnership, by:
- (i) promoting Partners of suitable ability;
 - (ii) encouraging changes of responsibility;
 - (iii) providing knowledge and access to training to help them carry out their responsibilities better;
 - (iv) encouraging their personal development and interests in fields not directly related to their work.
- 57 No Partnership contract of employment will have a notice period longer than 12 months, unless the Partnership Board agrees.
- 58 Every Partner is free to belong to a trade union, although if there is conflict between a trade union and the Partnership those concerned must consider carefully their responsibilities as Partners.
- 59 A Partner's performance is reviewed with him by his manager at least once a year.
- 60 The personal records and details of Partners are made available only to those who are properly authorised to see them.

- 61 The Partnership sets pay ranges which are informed by the market and which are sufficient to attract and retain high calibre people. Each Partner is paid a competitive rate for good performance and as much above that as can be justified by better performance. Partnership Bonus is not taken into account when fixing pay rates.
- 62 Pay rates must be decided with such care that if they were made public each would pass the closest scrutiny. Managers are responsible for ensuring that Partners are paid fairly in comparison with others who make a similar contribution.
- 63 The pay of the highest paid Partner will be no more than 75 times the average basic pay of non-management Partners, calculated on an hourly basis.
- 64 Partners in exceptional need may receive financial assistance, normally through the Partnership Council or Divisional Councils, but also directly from management.

Security of employment

- 65 The Partnership aims to offer secure employment to its members, and will therefore give all the help it reasonably can to any Partner who has difficulties at work.
- 66 Recognising that five years is a milestone for a Partner, this should be recognised in an appropriate way by the Partnership. A Partner with more than five years' membership will be encouraged, if his performance remains satisfactory, to develop his skills so that he may continue in the Partnership for all his working life.
- 67 The Partnership will not retain any Partner who cannot contribute satisfactorily.

- 68 The Partnership will not retain any Partner in a position which is no longer required.

If a particular position becomes redundant, the Partnership will make all reasonable efforts to provide the Partner in it with continued suitable employment in the Partnership, although this may be in a different type of work and the Partner's performance must continue to be satisfactory.

If continued employment is impossible, he will be entitled to payment according to scales agreed by the Director of Personnel and the appropriate Partnership Council committee.

Grievances and appeals

- 69 A Partner who is unhappy or has a grievance at work has the right to raise the matter in accordance with the Partnership's Grievance Procedures. Details of these procedures are available from the appropriate personnel department and in the Partner Handbook.
- 70 Any Partner may appeal to the Partners' Counsellor's Office against dismissal. If the Partners' Counsellor, or Deputy Partners' Counsellor, judges the dismissal to be contrary to the Partnership's principles, he will intervene accordingly.

A Partner with more than five years' service who faces dismissal must be told that he first has the right of appeal to the Partners' Counsellor's Office.

- 71 In addition, no Partner who is or has been on one of the Partnership's democratic bodies in the last 12 months may be dismissed without specific agreement as follows;
- (i) Partnership Board: the Chairman;
 - (ii) Partnership Council, or one of its committees: the President of the Council;

- (iii) A Divisional Council or Local Forum, or one of their committees: the Divisional Registrar or the Deputy Partners' Counsellor as appropriate.

- 72 The relevant Partnership or Divisional Council committee is regularly informed of trends in the reasons why Partners leave the Partnership, so they can question management on any trends that may cause concern.

Amenities and social activities

- 73 The Partnership provides amenities that it believes will be welcome to individual Partners and will promote happiness, a sense of community and the Partnership's reputation.
- 74 In its expenditure on amenities the Partnership will not confine itself to things that may be provided inexpensively, but will be open-minded and ready to provide things that may offer exceptional opportunities for only a minority of Partners.

Pensions

- 75 The Partnership offers pensions to Partners based on their rate of pay, length of service and working hours. Pensions are set at a level which the Partnership Council judges will, taking account of state pensions, enable those Partners who have spent most or all of their working lives in the Partnership to provide for their needs during retirement.
- 76 The Pension Management Committee is a sub-committee of the Trustee Board and has delegated authority to administer the Pension Scheme in accordance with the Scheme Rules.

Pensions may be supplemented by the management with the consent of the Director of Personnel.

Journalism

- 77 The Partnership publishes in-house journals, which cover the affairs of the Partnership both centrally and locally. They rely upon intelligent cooperation from Partners, and a determination on the part of management to share as much information with Partners as possible.
- 78 The purpose of these journals is open and responsible communication, to encourage well-informed and fair opinion among Partners about their business. The journals should be interesting and enjoyable as well as useful, but should not attempt to duplicate non-Partnership publications. They should not comment on controversial matters unconnected with the Partnership.
- 79 The Chairman takes a close personal interest in whether the journals are fully meeting the objectives of Rule 78.
- The effectiveness of the journals is the responsibility of the Director of Communications who must ensure that the Chairman or the principal director concerned has an opportunity to amend or exclude any commercially sensitive material. If the Director of Communications disagrees with the proposed amendment or exclusion, he must take the matter to the Chairman.
- 80 The Partnership fosters lively correspondence in its journalism, and any Partner may write, anonymously if he wishes, to the journals. The Chairman will safeguard every Partner's right, without fear of repercussions, to express any views that the Chairman believes are held in a spirit of genuine loyalty to the Partnership, however ill advised those views may seem, but he may edit the contents of or withhold from publication a letter that is personally abusive or defamatory.

- 81 A letter to a Partnership journal must be acknowledged in the journal as soon as possible and must be published, with any comment from the appropriate member of management, within 21 days of the acknowledgement. If it is not, the correspondent may send a copy to a Trustee of the Constitution who, if he judges that publication is of advantage to the Partnership, may recommend to the Chairman that the letter must be published immediately.

The Partners' Counsellor

- 82 The Partners' Counsellor seeks to ensure that the Partnership is true to its principles and compassionate to individual Partners. He will watch closely the effect on them of the application of the Partnership's Rules and other instructions, and also whether these are properly applied. He will be a member of the Partnership Council and of the Partnership Board.
- 83 The Partners' Counsellor has responsibility for the independence, health and effectiveness of the Partnership's elected representative bodies. He has the right to attend any meeting of any of the Partnership's representative bodies and will accept any reasonable invitation to meet them to share information or to discuss any matter that seriously concerns their individual interests.
- 84 He may have access to the records of all present and former Partners.
- 85 He will encourage confidence on the part of any Partner to come to him and talk freely and confidentially without fear of repercussion unless the matter relates to that Partner's involvement in a disciplinary or grievance procedure. He will also encourage such confidence in terms of Partners approaching their Registrar.

He must be completely open with the Chairman, and must also tell him anything which he ought to know for the good of the Partnership.

- 86 He must be alert to anything about which Partners might reasonably complain, and immediately take steps to put it right. He will look out for, and take steps to secure, reasonable opportunities to improve Partners' working conditions and amenities.
- 87 The Partners' Counsellor may be dismissed only with the specific agreement of the Trustees of the Constitution.

The registries

- 88 The Partners' Counsellor is responsible for elections to the Partnership's representative bodies, in accordance with the decisions of the Trustees of the Constitution.
- 89 He appoints registrars to work as colleagues of senior management in all the Partnership's operations, except where the Chairman decides otherwise. They have independent status within the Partnership, and are responsible through the Partners' Counsellor to the Chairman for ensuring that the Partnership's principles and policies are applied consistently in the branches where they work.
- 90 Registrars must have a thorough knowledge and understanding of the Constitution and of relevant precedents, and may have access to any documents within the fields of work they cover. They must tell the Partners' Counsellor of any matter that seems to them contrary to the Partnership's Constitution or policies.

- 91 Registrars must encourage understanding about the Partnership and be channels of communication between Partners in the branches they cover and other Partnership authorities. They act as local representatives of the Partners' Counsellor.
- 92 Registrars will do all they can to provide helpful advice to Partners about any matter.

Section 3 – Responsibilities to others

Customers

- 93 The Partnership aims to offer its customers the best value in the marketplace for goods and services of comparable quality and availability. Prices must be as low as is consistent with achieving sufficient profit.
- 94 The Partnership must deal honestly, fairly, courteously and promptly with customers, and respond generously to complaints or claims made in good faith.
- 95 The Partnership must not take advantage of a customer's ignorance, and must do everything reasonably possible to put matters right if it inadvertently does so.

Suppliers

- 96 The Partnership's relationships with its suppliers must be based, as with its customers, on honesty, fairness, courtesy and promptness. It looks for a similar attitude throughout its supply chains. In particular, the Partnership expects its suppliers to obey the law and to respect the wellbeing of their employees, their local communities and the environment.
- 97 The Partnership values long-term cooperation with its suppliers. But it must carefully weigh the risk of vulnerability before becoming unduly dependent on any supplier or group of suppliers, and it should not seek to make any supplier unwillingly dependent on the Partnership.
- 98 The Partnership must inform every supplier promptly of the guidelines and rules that concern its relationships with suppliers.

- 99 The Partnership must pay all invoices promptly on the due date, and should seek opportunities for earlier payment in return for adequate discounts.
- 100 No Partner may use a business relationship, or privileged or sensitive information, in any way for his own or anyone else's personal advantage, or to the detriment of the Partnership.
- 101 If a Partner receives a gift (other than an unsolicited tip in circumstances covered by the Partner Handbook) from someone with whom the Partnership deals, and he cannot reasonably and without embarrassment refuse it or return it to the donor, he must pass it on to the appropriate Partner dealing with local community involvement, so that he gains no personal benefit from it.
- 102 A Partner may only accept hospitality from someone with whom he has a business relationship if it is modest and if refusal would risk offence or disadvantage to the Partnership. Such hospitality should, if the Partner thinks fit, be returned either at the Partnership's expense or his own.
- 103 A Partner must promptly report to management any attempt to persuade him to break these Rules. Provided the matter is neither a misunderstanding nor trivial, the Partnership will refer such circumstances to the civil authorities with a view to prosecution.
- 104 The Partnership will resist any attempt by a supplier, competitor or other outside body to interfere with its prices, subject only to the provisions of the law.

Competitors

- 105 The Partnership will encourage as friendly relationships with its competitors as are consistent with fair and vigorous competition.

Public service

- 106 The Partnership encourages the involvement of Partners in public service, and will consider sympathetically requests for time off from their work for this purpose.

The law

- 107 Partners must know and comply with all legal requirements that apply in their fields of responsibility.
- 108 The Partnership will seek the prosecution of those who commit crimes against it, other than in exceptional circumstances.

The environment

- 109 The Partnership must take all reasonable steps to minimise any detrimental effect its operations may have on the environment, and to promote good environmental practice.

Section 4 – Amendment and interpretation

- 110 The Introduction, Principles and Rules of the Partnership's Constitution may be amended or cancelled by agreement between two thirds of the voting membership of the whole Partnership Council and the Chairman.
- 111 Except for the Rules in Section 1 ('How power is shared'), the Chairman may suspend a Rule which he proposes to change or cancel, for up to three months before the Partnership Council considers the proposed change or cancellation.
- 112 The Partners' Counsellor is responsible for ensuring that any amendment or change to the Constitution is properly made, and that it is recorded, published and made known to Partners. He decides on questions of interpretation, after consultation with the principal director concerned or with the Chairman.
- 113 Any Partner who believes that a Rule is inconsistent with the Introduction or Principles of the Constitution may seek the view of the Trustees of the Constitution. They must give their answer to the Chairman and publish it as quickly as possible.

