



House of Commons
Committee on Standards

Sir Henry Bellingham

Second Report of Session 2019–20

*Report, together with formal minutes relating
to the report*

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Committee on Standards

The Committee on Standards is appointed by the House of Commons to oversee the work of the Parliamentary Commissioner for Standards; to examine the arrangements proposed by the Commissioner for the compilation, maintenance and accessibility of the Register of Members' Financial Interests and any other registers of interest established by the House; to review from time to time the form and content of those registers; to consider any specific complaints made in relation to the registering or declaring of interests referred to it by the Commissioner; to consider any matter relating to the conduct of Members, including specific complaints in relation to alleged breaches in the Code of Conduct which have been drawn to the Committee's attention by the Commissioner; and to recommend any modifications to the Code of Conduct as may from time to time appear to be necessary.

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Committee staff

The current staff of the Committee are Medha Bhasin (Second Clerk), Jim Camp (Committee Assistant), Dr Robin James (Clerk) and Maev Mac Coille (Media Officer).

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Report

1. This Report arises from an inquiry by the Parliamentary Commissioner for Standards into the conduct of Sir Henry Bellingham MP, conducted on her own initiative. A memorandum by the Commissioner is appended to this Report, together with a letter from Sir Henry to the Committee, and comments on that letter supplied at the Committee's request by the Commissioner.¹

2. The Commissioner's inquiry was prompted by an article published in the Sunday Times on 13 January 2019. This alleged that Sir Henry had not registered his financial interest in Clifton Africa Ltd, an African mining and development company, within the required time limit of 28 days, and that during the period in which his interest remained unregistered he had secured private meetings for colleagues with senior British diplomats in two African countries "as they pursued government contracts and explored goldmining in the region".²

3. The Commissioner's inquiry considered whether Sir Henry had acted in breach of paragraph 14 of the Code of Conduct for Members of Parliament. Paragraph 14 states that:

Members shall fulfil conscientiously the requirements of the House in respect of the registration of interests in the Register of Members' Financial Interests. They shall always be open and frank in drawing attention to any relevant interest in any proceeding of the House or its Committees, and in any communications with Ministers, Members, public officials or public office holders.

4. The Commissioner has conducted extensive correspondence with Sir Henry in the course of her inquiry. He provided emails which demonstrate that when he contacted British diplomats to request them to arrange meetings with company representatives, he had been open about his relationship with Clifton Africa. The Commissioner has therefore not upheld the allegation that Sir Henry acted in breach of paragraph 14 in this respect.³

5. However, the Commissioner did find that Sir Henry acted in breach of paragraph 14 in a number of other respects, some of which had not been identified in the original newspaper article. He had updated his entry in the Register to record that he became Non-Executive Chairman of Clifton Africa Ltd on 31 October 2018, but in fact the start date for this role was 1 October 2018, an error which came to light because of the discrepancy between Sir Henry's Register entry and the records of Clifton Africa published by Companies House (which recorded his start date as 1 January 2018 and was therefore also inaccurate). In addition to these inaccuracies, the registration of this role, of another one as unpaid director to a subsidiary company, Clifton Resources Ltd, and of the receipt of 3,000 shares in Clifton Africa received as remuneration, was not made within the 28 days required. Sir Henry had not registered the shares at all. Sir Henry was also late in registering changes to his interests in four companies other than Clifton Africa Ltd and Clifton Resources Ltd. Full details of these breaches are given in the Commissioner's memorandum.⁴

¹ See contents page. The Commissioner's memorandum is cited in footnotes to this Report as "PCS memorandum" and is printed with this Report as Appendix 1.

² PCS memorandum, para 7

³ PCS memorandum, Summary and paras 25, 35

⁴ PCS memorandum, para 33

6. The Commissioner notes that Sir Henry has been “unfailingly courteous” to her during her inquiry, and has supplied her with relevant documentation when requested.⁵ She does not suggest that in any way he was seeking to be deceitful in making the mistakes she has noted. She originally considered that this was a matter which could be dealt with by use of the powers of ‘rectification’ conferred on her by Standing Order No. 150(4)(a):

in any case where the Member concerned has agreed that he has failed to register or declare an interest, if it is the Commissioner’s opinion that the interest involved is minor, or the failure was inadvertent, and the Member concerned has taken such action by way of rectification as the Commissioner may have required [...].

In such circumstances the Commissioner will not refer the matter to the Committee on Standards for a recommended sanction, but will ‘rectify’ the matter by agreement with the Member. An indication of the rectification, which will usually include an apology from the Member, will be published on the Commissioner’s website, and the matter is deemed closed.

7. However, as the wording of the standing order cited above makes clear, conclusion of the rectification procedure is dependent on the Member concerned “tak[ing] such action by way of rectification as the Commissioner may have required”. In this case the Commissioner reports that, despite extensive exchanges of correspondence with Sir Henry, and despite repeated prompts by her and her office to him to take the necessary steps to correct the records published by Companies House, it took approximately six months for Sir Henry to do so, which the Commissioner comments was “far too long”.⁶

8. In addition, the Commissioner notes that it has only just come to light that Sir Henry has committed a further breach of paragraph 14 of the Code, in that he did not record in the Register within the required 28 days that he had resigned from Clifton Resources Ltd on 31 July 2019.

9. Sir Henry has supplied the Commissioner with explanations for these mistakes, including that company accountants had supplied information to Companies House without his authorisation, and that during the summer of 2019 he had experienced a period of ill health. However, the Commissioner comments that “it is an MP’s responsibility to make sure that their Register entry is accurate and up to date”.⁷ Because Sir Henry was in breach of paragraph 14 of the Code, and because he did not carry out in a timely way his obligations under the rectification procedure, she has referred the matter to the Committee.

10. We have received written evidence from Sir Henry in the form of a letter dated 23 October. In this Sir Henry apologised “falsomely and unreservedly to the Committee”. He stated that “I have never been in any trouble with either the Registrar or the Commissioner before, and I very much regret what has happened in this case. I have always had a laser-like focus on ensuring that all my payments from outside sources have been kept up to date and declared on time.”

⁵ PCS memorandum, para 37

⁶ PCS memorandum, para 38

⁷ PCS memorandum, para 37

11. Sir Henry restated to us his evidence to the Commissioner, that “it is most unfortunate that the company’s accountants entered me as a director of the company at an earlier stage without telling me. With hindsight, I obviously should have kept a closer eye on the Companies House entries.”⁸

12. Sir Henry argues that he has now taken all the action requested by the Commissioner. In relation to his failure to do so earlier, he states that:

In mitigation, I rather naively assumed that once the Commissioner had told me that she was minded to use the rectification procedure, then the case would remain in this “silo”.⁹

13. Sir Henry also argues that he did not receive one of the Commissioner’s communications, that (while adding “I appreciate this is not an excuse”) “the period of June onwards was unbelievably busy with both Brexit and my Party’s leadership election”, and that he was off sick for some of that period.¹⁰

14. We asked the Commissioner if she wished to offer any comments on Sir Henry’s letter. Her response, dated 24 October 2019, is published as Appendix 3 to this Report. She states that:

Sir Henry refers to a “laser-like focus on ensuring that all of [his] payments” are registered on time. In recent years he has not registered any one-off earnings. He has however registered several ongoing arrangements as adviser or director. His contracts with Clifton Africa Ltd and Clifton Resources Ltd were registered on, respectively, 22 and 29 November 2018; some three or four weeks after the 28-day deadline; and he did not register the shares in Clifton Africa Ltd which he was given as part of his remuneration.

Sir Henry’s register entry also shows late updates to his arrangements with Pathfinder Minerals plc and with J Stern & Co LLP, and he does not appear to have exercised the oversight expected of him in relation to the shareholdings and unpaid interests recorded in his Register entry.¹¹

15. The Commissioner also addresses Sir Henry’s statement that he assumed that after she had told him she was minded to use the rectification procedure, the case would “remain in this silo”. She comments that “my offer was conditional on his taking remedial actions” and “was dependent on Sir Henry taking steps to put matters right”.¹² She adds that “I think I have been clear about what was required and gave Sir Henry sufficient time to take the necessary action”.¹³

16. We uphold the Commissioner’s finding that Sir Henry committed a breach of paragraph 14 of the Code of Conduct by failing to make timely registrations of financial interests, and by placing erroneous information on the Register.

⁸ Letter dated 23 October 2019, published as Appendix 2 to this Report.

⁹ Ibid.

¹⁰ Ibid.

¹¹ Appendix 3

¹² Appendix 3

¹³ Ibid.

17. We consider the Commissioner was right to refer this matter to us. As she points out, although Sir Henry’s mistakes are not at the most serious end of the spectrum, and in normal circumstance the use of the rectification procedure would have been appropriate, Sir Henry’s failure to take the necessary rectification actions over a protracted period means that a sanction imposed by the Committee is called for.

18. As mitigating factors in deciding on that sanction, we note that Sir Henry was unwell for part of the period in question, and that there is no suggestion that he has been deliberately trying to conceal any of his financial interests. However, we consider that an aggravating factor is that the Commissioner’s indication she was minded to use the rectification procedure led Sir Henry to be insufficiently rigorous in taking the steps she required of him, regarding the issue as having been put “in a silo”. Paragraph 20 of the Code of Conduct states that Members are required to “co-operate, at all stages” with any inquiry by the Commissioner–Sir Henry clearly fell short in this case.

19. *We recommend that Sir Henry should apologise to the House in writing, through a letter to the Committee, for his mistakes in relation to the Register and for not having taken prompt action to comply with the Commissioner’s rectification requests.*

20. *We further recommend that the corrections to the Register should appear in bold italic type for the next 12 months.*

Appendix 1: Memorandum from the Parliamentary Commissioner for Standards—Sir Henry Bellingham

Summary

This memorandum reports on the inquiry that I began on my own initiative on 30 January 2019 following an article published by the *Sunday Times* on 13 January 2019. The article alleged that Sir Henry, a trade envoy to Libya, had failed to record in the Register of Members' Financial Interests within the required four weeks, his role as chairman of Clifton Africa, an African mining and development company. It alleged that, according to information published by Companies House, this role had begun on 1 January 2018. The article alleged that Sir Henry had emailed staff in the British High Commission in Ghana and the British Embassy in the Ivory Coast, seeking an audience for his colleagues with diplomats. The remainder of the article focussed on others involved in the company, on its contractual partners, and on Sir Henry's role as trade envoy. None of these falls within my remit to investigate.

Sir Henry provided emails to show that when he approached UK diplomats to arrange a meeting with representatives of Clifton Africa in 2018, he had disclosed his interest as Chair. I have seen no evidence that he failed to disclose his interest when he should have done so, and I therefore do not uphold this allegation against him.

During my inquiry Sir Henry told me that Clifton Africa's accountants had supplied Companies House with the wrong start date for his role as director and chair of the company. He told me that the effective start date for his role was in fact 1 October 2018, not 31 October 2018, the date he had originally recorded in the Members' Register; and not 1 January 2018, the date shown by Companies House. I therefore uphold the allegation relating to the late registration of this role.

In normal circumstances I would have resolved this inquiry through the rectification procedure, since the error in relation to Clifton Africa is, by itself, at the less serious end of the spectrum. However it has taken Sir Henry approximately six months to arrange the remedial action I requested (having the Companies House records corrected). During my inquiry - and even after writing this memorandum - I have discovered further occasions on which he has been late in updating the Register of Members' Financial Interests. For these reasons I do not feel able to resolve this case through the rectification procedure.

I understand that Sir Henry has been in poor health recently, and that there have been some problems with communications from company accountants. But these difficulties do not account for all the errors. Sir Henry has been unfailingly courteous throughout my inquiry and I regret that I find it necessary to submit this memorandum to the Committee for consideration.

Memorandum

The allegation

1. I investigated whether Sir Henry ought to have registered sooner his role as chairman of Clifton Africa, which he registered on 22 November 2018, and his roles in other companies. I told him that I might also need to consider whether he should have declared (made an ad hoc disclosure of) any of these roles when speaking in parliamentary proceedings.

Relevant rules of the House

2. The Code of Conduct for Members of Parliament approved by the House on 17 March 2015 said in paragraph 13:

“Members shall fulfil conscientiously the requirements of the House in respect of registration of interests in the Register of Members’ Financial Interests. They shall always be open and frank in drawing attention to any relevant interest in any proceeding of the House or its Committees, and in any communications with Ministers, Members, public officials or public office holders.”

3. The Code of Conduct was revised on 19 July 2018. The same provision appears in the revised Code, at paragraph 14.

4. The main purpose of the Register of Members’ Financial Interests (the Register) is described in paragraph 5 of the introduction to the Guide to the Rules relating to the conduct of Members (the Guide) as:

“to provide information about any financial interest which might reasonably be thought by others to influence a Member’s actions, speeches or votes in Parliament, or actions taken in his or her capacity as a Member of Parliament”.

5. Paragraph 2 of chapter 1 of the Guide states:

“The House requires new Members, within one month of their election, to register their current financial interests, and any registrable benefits (other than earnings) received in the 12 months before their election. After that, Members are required to register within 28 days any change in those registrable interests”

Evidence

6. In the course of my inquiry I have considered *The Sunday Times* article of 13 January 2019; evidence from Sir Henry Bellingham, who forwarded material including his contract and share certificate and copies of what appears to be a company presentation, as well as communications from the Chief Executive and the Chief Operating Officer of Clifton Africa. I have also consulted the records published by Companies House. The Registrar of Members’ Financial Interests attended meetings with Sir Henry on 27 March and 4 September 2019 and has advised him on his Register entry.

Sunday Times article

7. On 13 January 2019 *The Sunday Times* published an article which said:

“... Sir Henry Bellingham, a former Africa minister, is paid £30,000 a year to chair Clifton Africa, which is building low-cost homes for one African government and a network of military barracks for another.

The code of conduct for MPs says members must register financial interests “within four weeks”. Bellingham did not declare his role at Clifton Africa when he became chairman last January, or when he became a trade envoy in June. Instead he waited until last month.

In the intervening period the Conservative MP, 63, secured private meetings for colleagues with senior British diplomats in Ghana and Ivory Coast as they pursued government contracts and explored goldmining in the region.

Bellingham denies wrongdoing, saying he “took the view” that he could declare the role when Clifton Africa’s projects became operational: “It would have been premature to register something that may well not have materialised.”

He denied claims by his own chief executive that he had not been paid yet and would have his salary backdated by a year, saying that he had received a one-off payment of £2,500 in October. “Since then pay has been deferred,” he said.

Bellingham insisted he had told the heads of the British embassies that he was not seeking special help. ‘I obviously declared my position,’ he added.’

8. The remainder of the article focussed on named executives involved in the company, its contracts, the role of trade envoys and on Sir Henry’s record as such. None of these fall within my remit to investigate if there were irregularities.

Register of Members’ Financial Interests

9. Sir Henry’s entry in the Register published on 7 January 2019 read as follows:

Bellingham, Sir Henry (North West Norfolk)

1. Employment and earnings

Non-executive director of Developing Markets Associates Ltd, 150 Tooley Street, London SE1 2TU, a global consultancy and investment conference organiser. From October 2015 until further notice I receive £2,500 a month for a commitment of approx. 3.5 hrs. (Registered 17 May 2013; updated 27 November 2015)

Non-executive Chairman of Pathfinder Minerals PLC, Becket House, 36 Old Jewry, London EC2R 8DD, an AIM listed mining company. For carrying out duties as Non-Executive Chairman and giving advice on strategy and corporate governance. From September 2018 I receive £2,083 per month until further notice. Hours: 4–7 hrs per month. (Registered 17 February 2014; updated 17 July 2015 and 29 November 2018)

From 1 January 2016, Senior Adviser to J. Stern & Co. LLP, 21 Knightsbridge, London SW1X 7LY, a fund management company. Until further notice, I will receive a monthly payment of £2,500 for providing legal advice, and advice on corporate governance and strategic direction. Hours: approx. 4.5 hrs per month. Initial payment of £5,000 received on 1 January 2016. (Registered 09 February 2016)

From 31 October 2018, non-executive Chairman of Clifton Africa Ltd, Jendens Office, Shipley, Horsham, West Sussex, RH13 8PP, a private company specialising in housing and infrastructure construction in developing countries. I receive £2,500 a month for a commitment of approx. 3.5 hours. (Registered 22 November 2018)

6. Land and property portfolio: (i) value over £100,000 and/or (ii) giving rental income of over £10,000 a year

Forestry and arable land in Norfolk: (i).

7. (i) Shareholdings: over 15% of issued share capital

Lansdowne Advisory Ltd; dormant since 1 January 2018. (Registered 31 May 2010; updated 29 November 2018)

Until 1 October 2018, Longborough Capital PLC. (Registered 31 May 2010; updated 29 November 2018)

Glencara Estate Company. (Registered 28 May 2013)

8. Miscellaneous

Non-practising barrister-at-law.

Non-Executive Chairman of Pontus Marine Limited, a UK based company with commercial fishing interests in the Gulf of Aden and the Middle East. I carry out duties as Non-Executive Chairman and give advice on strategy and corporate governance. Since November 2015, I receive no remuneration for this role. (Registered 12 June 2013; updated 17 July 2015 and 27 November 2015)

Unremunerated director of Global Law Summit Ltd, which was set up to run the 2015 Global Law Summit commemorating 800th anniversary of the Magna Carta and to promote UK legal services around the world. It is also looking at organising another law Summit in the future. (Registered 31 October 2013; updated 07 June 2016)

From 1 October 2018, non-executive director (unpaid) of Clifton Resources, a sister company to Clifton Africa. (Registered 29 November 2018)

From 1 October 2018, director (unpaid) of Glencara Estate company, a private company involved with managing property and agricultural assets. (Registered 29 November 2018)

9. Family members employed and paid from parliamentary expenses

I employ my wife, Emma Bellingham, as part-time Parliamentary Assistant/Researcher. (Registered 31 May 2010; updated 22 November 2018)

Companies House

10. The records held by Companies House show that Sir Henry was on 13 January 2019 director of the following companies. (These records do not distinguish roles as chair from roles as director):

Company	Date role as director began (according to Companies House)
Clifton Africa Ltd	1 January 2018
Clifton Resources Ltd	9 July 2018
Glencara Estate Company	17 September 2018
Eastern Africa Association	1 May 2018
Xuridico Ltd	10 February 2016
Pathfinder Minerals plc	18 February 2014
Global Law Summit Ltd	18 October 2013
Policy Research Unit Ltd	17 October 2012

11. During the inquiry Sir Henry was appointed Director of Fresh Voice and Vision Ltd with effect from 10 April 2019. (The company is now in the process of winding up.) He agreed to register his role in the Eastern Africa Association. He removed mention of shares in Lansdowne Advisory Ltd. On 31 July 2019 he resigned from Clifton Resources Ltd.

My inquiry

12. On 30 January 2019 I opened my inquiry. I wrote to Sir Henry Bellingham asking him when he agreed to take on his roles as director and of Clifton Africa Ltd; for details of the terms and of any payments received; for the hours he had spent on his duties for the company, and of any shares he held or had held. I asked if Sir Henry had considered registering this interest under the Miscellaneous heading of the Register (where unpaid roles are recorded, if required by the rules) at any time before 22 November 2018 and what had led him to register his interest in its sister company, Clifton Resources Ltd, under that heading on 29 November 2018. I also asked him to list his other directorships and to explain why these had not been registered.

13. Sir Henry replied on 4 February. He said that the *Sunday Times* article contained a number of inaccuracies and that some of the things it said about the company were completely untrue. He said that he had been approached about becoming director of this start-up towards the end of 2017; that he had agreed to go ahead only if sufficient funds were raised; if there was a credible Board, if the company had a robust business plan and firm orders; and if it could pay him. Unfortunately the company's proposed joint venture partner did not go ahead, but after some delays his key conditions were met and he was willing to proceed. Sir Henry was first paid at the end of October 2018. Sir Henry said he received £2,500 a month for a commitment of approximately 3.5 hours. Although he had had meetings and telephone calls before October, the first board meeting was on 15 November 2018. He had a 7.5% shareholding which was not yet valued above £70,000.

14. Sir Henry said that the company accountant had separately taken care of the parallel process of Companies House registration and that he had been told that they would “*make sure that it [was] filed with them prior to [the] first board meeting and formal launch of the company*”. He himself had not received any notification when details of the role were lodged with Companies House, as he would have expected. Had he done so he would immediately have spoken to the Registrar. He said it was not his intention to mislead anyone. He said that with hindsight he should have “*been in close contact with [the] accountants and kept an eye on the Companies House register*”.

15. In relation to the other companies Sir Henry said that Clifton Resources was a wholly owned subsidiary of Clifton Africa. His role in this and the other companies I had listed was unpaid. This was the reason he had not registered these, although he had registered his directorship of the Global Law Summit Ltd because there was a possibility of commercial activity.

16. I wrote again to Sir Henry on 15 February, asking for additional information, and he replied to me on 21 February. I also wrote to him on 12 March, 13 May, 10 June and 31 July. Sir Henry replied to me on 19 March, 13 June and 23 July. We met, with the Registrar present, on 27 March. The key evidence from the meeting and from these exchanges is set out below.

Start date with Clifton Africa Ltd

17. On 21 February Sir Henry forwarded a letter from the Chief Executive, which set out the history of Sir Henry’s involvement with the company, alongside his contract, a share certificate and what appeared to be a print out of a presentation used at the first Board meeting. I had pointed out that the company’s published accounts for the period ending 31 March 2018 showed him as having been director for part of that time. Sir Henry said that he should have double checked the action being taken by the accountants, adding that “*part of the explanation was that I did not consider myself to be formally engaged with the company at this juncture.*”

18. Sir Henry said that while the accounts were on the agenda for the 15 November Board meeting, because the Chief Executive had told him they were effectively “*token accounts*”, he “*didn’t actually ask to see them.*” Sir Henry later said in his letter of 19 March that his becoming chairman was an “*evolving and emerging process that finally crystallised over a period of days and weeks*”.

19. Sir Henry agreed at our meeting on 27 March that his start date with Clifton Africa Ltd and also with its subsidiary Clifton Resources Ltd was 1 October 2018. I asked him to correct the records held by Companies House to reflect this.

Shareholding in Clifton Africa Ltd

20. Sir Henry said in his letter of 21 February that he received his share certificate at the Board meeting of 15 November. Among other documents he forwarded a copy of the certificate, for 3,000 shares and dated 17 October 2018, and his contract as Chair, effective 15 November 2018, which specified remuneration comprising £36,000 a year and 2% of the company’s shares. He added on 19 March that the shares would only be of value once

the company was “*up and running*”. The Registrar advised on 27 March that the shares appeared to be part of Sir Henry’s remuneration and should have been registered as such in Category 1 of the Register (Employment and Earnings).

Unpaid roles

21. I pointed out in my letter of 15 February that the Guide to the Rules requires a Member to register under the Miscellaneous category interests such as unpaid directorships, if the Member considers that they might reasonably be thought by others to influence his or her actions or words as a Member in the same way as a financial interest.

22. In his reply Sir Henry explained the background to the establishment of Clifton Resources Ltd and said that he had decided against registering his roles in other organisations as they were unpaid and gave no benefits and were unlikely to influence him.

23. In his letter of 21 February Sir Henry had acknowledged the late registration of his reappointment as Director of the Glencara Estate Company and apologised for this.

24. On 3 May Sir Henry agreed with the Registrar that he ought to register his role in the Eastern Africa Association. I recommended doing this as part of the rectification process.

Declarations of interest

25. In my letter of 15 February I asked Sir Henry whether there were any occasions when the House’s rules had required him to make a declaration (ad hoc disclosure) of interest in Clifton Africa Ltd or in any of his other companies. Sir Henry told me on 27 March that he was aware of the need to make such disclosures of his interests and had done so when needed. He later provided copies of his correspondence with UK diplomats in Ghana and the Ivory Coast, in which he said that he was Chair of Clifton Africa.

Checking Sir Henry’s Register entry

26. Throughout this inquiry the Registrar has been corresponding with Sir Henry about his register entry. As a result Sir Henry has removed from the Members’ Register mention of one shareholding in a company apparently not recorded elsewhere, which may no longer be in existence. He has updated his entries in respect of Developing Markets Associates Ltd and J Stern & Co, and made other changes. But there are still discrepancies between information shown on the Member’ Register and that shown by Companies House. While the accuracy of Companies House records is not a matter for me, I have advised Sir Henry to make any necessary corrections.

Concluding the inquiry

27. At our meeting on 27 March 2019, I said that I was minded to resolve this complaint informally and would write to Sir Henry about this. On 10 June I sent him a table setting out the facts as I saw them, and the actions required. I offered to resolve the inquiry by means of the rectification procedure available to me under Standing Order no 150. I said that before this was done I would expect Sir Henry to

- correct the information held by Companies House in relation to Clifton Africa Ltd;
- apologise for the late registrations and inaccuracies in the Register and
- check my proposed corrections to his Register entry.

28. I said would arrange for the corrections and late entries in the Register to be shown in bold italic. I asked Sir Henry to respond to me by 28 June. I also recommended that he correct some other inaccuracies in the Companies House records.

29. Sir Henry undertook the second and third actions I asked of him, but the Companies House record for Clifton Africa was corrected only on 23 September, nearly six months later.

30. I had first suggested correcting the Companies House records in my letter of 15 February. In his reply of 21 February Sir Henry said that he planned to discuss this at the next Board meeting. I reminded him at our meeting of 27 March, and my office followed up with an email on 15 May. Sir Henry replied the following day saying, *“I am due to meet Clifton Africa’s accountants to discuss this in the very near future ...”* On 13 June he wrote to say *“I can confirm I am on the case with Companies House regarding Africa ... I am having difficulty getting through to our Company Accountant, where there has been a personnel change”*. He promised a full reply *“in the very near future”*.

31. On 23 July, nearly four weeks after my deadline, Sir Henry wrote again. He said, *“I am endeavouring to make solid progress around the requests that you put in the said letter.”* He attached an email of the same date, headed Companies House Registration, from the Chief Operating Officer, who confirmed that he had asked Crowe (the company’s accountants) to change the effective date of Sir Henry’s appointment to October 2018.

32. I met with Sir Henry again on 4 September 2019, when he explained some of the difficulties he had experienced, including his ill health. He provided an email from Clifton Africa dated 3 September 2019, which confirmed instructions to their accountants to change the start date of Sir Henry’s appointment, as listed on the Companies House website. He told me that the accountants had said that the change *“should be actioned very soon”*. That change was published on 23 September 2019. I sent Sir Henry my memorandum on 3 October and he replied on the same date. He also forwarded an email from Clifton Africa on 4 October.

Statement of Facts

33. These are as follows:

- a) Sir Henry was approached at the end of 2017 with an offer to become a founder shareholder and director of Clifton Africa Ltd. He said he would only go ahead if certain conditions were met.
- b) The accountants for Clifton Africa Ltd registered his directorship with Companies House as commencing on 1 January 2018. They also recorded his directorship on the published 2017–18 accounts. This was before he had agreed to the role.

- c) By October 2018 Sir Henry was satisfied that his conditions would be fulfilled and decided to proceed.
- d) He received his first pay at the end of October 2018 and he also received 3,000 shares. The share certificate was dated 17 October, but he did not receive it until the first board meeting on 15 November 2018.
- e) Sir Henry updated the Register of Members' Financial Interests on 22 November 2018, stating that his role as Non-Executive Chairman of Clifton Africa Ltd started on 31 October 2018. He later registered the start date of his role at Clifton Resources Ltd as 1 October 2018.
- f) At a later meeting with the Commissioner and Registrar, he agreed that the start date for both these roles was in fact 1 October 2018; and that the 3,000 shares received as part of his remuneration should have been recorded under Category 1 on the Register of Members' Financial Interests within 28 days of receipt.
- g) Sir Henry was also late in registering changes to his interests in companies other than Clifton Africa Ltd, for example:
 - Glencara Estate company: Sir Henry's role as director restarted on 17 September 2018 and was registered 29 November 2018. Sir Henry has already apologised for this late entry.
 - Clifton Resources Ltd: Sir Henry resigned as director on 31 July 2019 and did not update the Register. Sir Henry has explained that the company's accountants updated Companies House without informing him.
 - Pathfinder Minerals PLC (non-executive director): Sir Henry's payments changed in September 2018 and the update was registered on 29 November 2018
 - J. Stern & Co. LLP (senior Adviser) Sir Henry received payment on 1 January 2016 and registered it on 9 February 2016. His unpaid role began on 5 April 2019 and was registered on 15 May 2019.
 - Longborough Capital plc: Sir Henry ceased to have registrable shares on 1 October 2018, and registered this on 29 November 2018.
- h) On 23 September 2019 the Companies House records were amended to show that Sir Henry became director and chair of Clifton Africa on 1 October 2018.
- i) Sir Henry has agreed that he should register his role in the Eastern Africa Association.

Analysis

34. It is common ground that Sir Henry registered his new roles as paid director of Clifton Africa and as unpaid director of Clifton Resources Ltd outside the fourweek time limit the House has decided. The company accountants had notified different and earlier dates to Companies House. He did not register the shares he received in Clifton Africa Ltd. He was also late in submitting five other changes to his interests. In these respects Sir Henry has acted in breach of paragraph 14 of the 2018 Code of Conduct for Members.

35. Sir Henry has provided evidence that he told both the High Commissioner and the Ambassador about his relationship with Clifton Africa when he wrote to them to ask them to meet a company representative. I therefore do not uphold the allegation that Sir Henry acted in breach of paragraph 14 in this respect.

Conclusion

36. This inquiry arose out of a newspaper article which drew attention to the difference between the date when Sir Henry had started his role as chairman of Clifton Africa Ltd according to the Register of Members' Financial Interests, and the date shown by Companies House. During the investigation Sir Henry has explained that the company accountants had supplied the information to Companies House without his involvement, and that the real date for the start of his directorship was 1 October 2018 (one month earlier than originally registered with the House). It is therefore agreed that the Register is inaccurate.

37. Sir Henry has co-operated with my inquiry and has been unfailingly courteous in his responses. I understand that he has been unwell over the summer. But I am disappointed that it took six months after our meeting on 27 March 2019 for him to have the records published by Companies House corrected to show that he began as chair of Clifton Africa Ltd on 1 October 2018. And it came to light only this month that Sir Henry did not record in the Register of Members' Financial Interests within the required 28 days that he had resigned from Clifton Resources Ltd on 31 July 2019. While Sir Henry explained to me in his letter of 4 October 2019 that company accountants had again supplied information to Companies House without his authorisation, this too is disappointing. It is an MP's responsibility to make sure that their Register entry is accurate and up to date.

38. Since Sir Henry has apologised for his mistakes, I had expected to resolve this inquiry through the rectification procedure available to me under Standing Order no 150(4). This procedure is available "*if it is the Commissioner's opinion that the interest involved is minor, or the failure was inadvertent, and the Member concerned has taken such action by way of rectification as the Commissioner may have required within any procedure approved by the Committee for this purpose.*" The action I required of Sir Henry was to have the Companies House record corrected in order to show the correct start date for his directorship of Clifton Africa. This has now been done but it took approximately six months, which was far too long.

39. By itself the error in relation to Clifton Africa is at the less serious end of the spectrum. But this was not the only error. There have been five other late updates to Sir Henry's Register entry, the most recent relating to the end of his directorship of Clifton Resources Ltd. While none of these late updates would have been serious if considered in isolation, when I consider them together alongside the delays in updating Companies House records, they add up to more than a minor breach of the rules. It is therefore not appropriate for me to resolve this complaint through the rectification procedure. With regret I submit this memorandum to the Committee on Standards for their consideration.

Kathryn Stone OBE

Parliamentary Commissioner for Standards

9 October 2019

Appendix 2: Letter dated 23 October 2019 from Sir Henry Bellingham MP to the Clerk of the Committee

Re: Memorandum submitted by the Commissioner for Standards.

I refer to the above memorandum, first of all I would like to apologise fulsomely and unreservedly to the Committee.

I have never been in any trouble with either the Registrar or the Commissioner before, and I very much regret what has happened in this case.

I have always had a laser-like focus on ensuring that all of my payments from outside sources have been kept up to date and declared on time. As the Committee will note, the main source of complaint in this case involves a failure on my part to bring in to line Companies House information with the Register.

The main complaint relates to a company called Clifton Africa which was a start-up business that I was asked to become a founder director and shareholder of. I made it very clear to the company that I would go ahead on certain terms, including ensuring that the company was properly funded and had a viable business plan etc.

As the Committee will see, shortly before starting work for them I received my first monthly payment, and this was registered on time.

It is most unfortunate that the company's accountants entered me as a director of the company at an earlier stage without telling me. With hindsight, I obviously should have kept a closer eye on the Companies House entries.

As the Committee will also note, the Commissioner started investigating this after an article in the Sunday Times. Fairly early on in her Inquiry she indicated to me that because this was, in her opinion 'at the less serious end of the spectrum' she was minded to resolve it through the rectification procedure. This required amongst other things me requesting the company accountants and directors to alter the Companies House registration in order to bring it in line with when I started with the company. Unfortunately, this took me longer than expected, and for this I once again apologise.

In mitigation, I rather naively assumed that once the Commissioner had told me that she was minded to use the rectification procedure, then the case would remain in this "silo". It is also most unfortunate that I never received her final warning letter of 31st July owing to the fact that it was marked "Private and Confidential", and I didn't get to see it until three weeks later as I had been away on holiday.

Also, unfortunately and unusually the letter was not e-mailed to me with a password, which is what happened in the case of all other letter from the Commissioner.

Again, in mitigation and obviously I appreciate this is not an excuse, the period of June onwards was unbelievably busy with both Brexit and my Party's leadership election.

Furthermore, to compound this further, I was off sick for some of this period.

Finally, I can confirm that I have taken all the action requested by the Commissioner, and I can confirm that my entry is completely up to date.

All MPs take their reputation and brand very seriously, and I hope and trust that the Committee will conclude that I never set out to mislead or misinform any of the authorities.

Obviously, I can supply further information if need be.

23 October 2019

Appendix 3: Letter dated 24 October 2019 from the Parliamentary Commissioner for Standards to the Clerk of the Committee

Thank you for sending me, on behalf of the Chair, a copy of Sir Henry's letter of 23 October 29, 2019. I am grateful for the opportunity to comment.

Sir Henry refers to a "*laser-like focus on ensuring that all of [his] payments*" are registered on time. In recent years he has not registered any one-off earnings. He has however registered several ongoing arrangements as adviser or director. His contracts with Clifton Africa Ltd and Clifton Resources Ltd were registered on, respectively, 22 and 29 November 2018; some three or four weeks after the 28-day deadline; and he did not register the shares in Clifton Africa Ltd which he was given as part of his remuneration.

Sir Henry's register entry also shows late updates to his arrangements with Pathfinder Minerals pie and with J Stern & Co LLP, and he does not appear to have exercised the oversight expected of him in relation to the shareholdings and unpaid interests recorded in his Register entry.

Sir Henry has said that he assumed that once I had said that I was minded to use the rectification procedure, then the case would "*remain in this silo*". But my offer was conditional on his taking remedial actions. I first suggested that I might use the rectification procedure in March 2019. On 10 June I wrote to Sir Henry and said, "*Subject to your completion of the three actions listed below, I would be minded to resolve this case by means of the rectification procedure....*" It was, I believe, clear that the offer of rectification was dependent on Sir Henry taking steps to put matters right.

I wrote to Sir Henry again on 31 July to urge him to complete the actions I had previously requested. On 14 August, two months after setting out the required

actions and, not having had a reply to my letter of 31 July, I wrote to Sir Henry and said "Since you have not taken these actions and it is now six months since this inquiry began, I am writing to tell you that I have decided to submit a formal Memorandum to the Committee...." I think I have been clear about what was required and gave Sir Henry sufficient time to take the necessary action.

I will conclude by acknowledging, once again, that Sir Henry has, as he states, been unfailing courteous in his contacts with me and with my staff.

24 October 2019

Formal minutes

Tuesday 29 October 2019

Members present:

Kate Green, in the Chair

Jane Burgess	Bridget Phillipson
Charmaine Burton	Sir Peter Rubin
Sir Christopher Chope	John Stevenson
Mrs Rita Dexter	Sir Gary Streeter
Dr Arun Midha	Paul Thorogood

Draft Report (*Sir Henry Bellingham*), proposed by the Chair, brought up and read.

Ordered, That the draft Report be read a second time, paragraph by paragraph.

Paragraphs 1 to 20 read and agreed to.

Several papers were appended to the Report.

Resolved, That the Report be the Second Report of the Committee to the House.

None of the lay members present wished to submit an opinion on the Report (Standing Order No. 149 (8)).

Ordered, That the Chair make the Report to the House.

Written evidence was ordered to be reported to the House for publishing with the Report.

[The Committee adjourned.]

Published written evidence

The evidence listed below will be published on the Committee's website:

www.parliament.uk/standards

- 1 Letter from the Commissioner to Sir Henry Bellingham MP, 30 January 2019
- 2 Letter from Sir Henry Bellingham MP to the Commissioner, 4 February 2019
- 3 Letter from the Commissioner to Sir Henry Bellingham MP, 15 February 2019
- 4 Letter from Sir Henry Bellingham MP to the Commissioner, 21 February 2019
- 5 Letter from the Commissioner to Sir Henry Bellingham MP, 12 March 2019
- 6 Letter from Sir Henry Bellingham MP to the Commissioner, 19 March 2019
- 7 Note of meeting with Sir Henry Bellingham MP, at 16:30 on 27 March 2019
- 8 Letter from the Commissioner to Sir Henry Bellingham MP, 13 May 2019
- 9 Email from the Commissioner's office to Sir Henry Bellingham MP, 15 May 2019
- 10 Letter from the Commissioner to Sir Henry Bellingham MP, 10 June 2019
- 11 Letter from Sir Henry Bellingham MP to the Commissioner, 13 June 2019
- 12 Letter from Sir Henry Bellingham MP to the Commissioner, 23 July 2019
- 13 Letter from the Commissioner to Sir Henry Bellingham MP, 31 July 2019
- 14 Letter from the Commissioner to Sir Henry Bellingham MP, 14 August 2019
- 15 Letter from Sir Henry Bellingham MP to the Commissioner, 15 August 2019
- 16 Letter from the Commissioner to Sir Henry Bellingham MP, 19 August 2019
- 17 Letter from Sir Henry Bellingham MP to the Commissioner, 20 August 2019
- 18 Letter from the Commissioner to Sir Henry Bellingham MP, 23 August 2019
- 19 Letter from Sir Henry Bellingham MP to the Commissioner, 27 August 2019
- 20 Letter from Sir Henry Bellingham MP to the Commissioner, 5 September 2019
- 21 Letter from the Commissioner to Sir Henry Bellingham MP, 3 October 2019
- 22 Letter from Sir Henry Bellingham MP to the Commissioner, 3 October 2019
- 23 Email from Sir Henry Bellingham MP to the Registrar, 4 October 2019

List of Reports from the Committee during the current Parliament

All publications from the Committee are available on the [publications page](#) of the Committee's website.

Session 2019–20

First Report	Keith Vaz	HC 93
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Session 2017–19

First Report	Dame Margaret Hodge	HC 591
Second Report	Independent Complaints and Grievance Policy: Implementation	HC 1396
Third Report	Ian Paisley	HC 1397
Fourth Report	Boris Johnson	HC 1797
Fifth Report	Implications of the Dame Laura Cox report for the House's standards system: Initial proposals	HC 1726
Sixth Report	The Committee's role in ICGS appeals	HC 1976
Seventh Report	Boris Johnson: Further Report	HC 2113
Eighth Report	Mr Geoffrey Cox	HC 2591