

Written Evidence

1. Letter from the Commissioner to Sir Henry Bellingham MP, 30 January 2019

I would welcome your help with an inquiry I have started, following a recent article in *The Sunday Times* newspaper, which raised some questions concerning your entry in the Register of Members' Financial Interests. After an initial review of your register entry it appears that some of your interests may have been registered outside the 28-day time limit set by the House. As a result, I have decided to open an investigation on my own initiative, in accordance with the authority given to me through Standing Order No 150.

10 Background

The [Sunday] Times article, published 13 January 2019 (copy enclosed), claims that your Chairmanship of Clifton Africa Ltd, which you registered in the Register of Members' Financial Interests on 22 November 2018, commenced in January 2018. The article also claims that you did not declare your interests in Clifton Africa Ltd when speaking in parliamentary proceedings.

My Inquiry

My inquiry will focus on whether you should have registered sooner, in the Register of Members' Financial Interests, your involvement in Clifton Africa Ltd and other companies. I may inquire at a later stage into whether you ought to have declared these interests at any point.

The Code of Conduct for Members¹

Paragraph 13 of the 2015 Code of Conduct for Members stated:

"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."

The same provision appears in paragraph 14 of the revised Code of Conduct for Members, which was published in July 2018.

The Guide to the Rules relating to the conduct of Members

¹ <https://publications.parliament.uk/pa/cm201719/cmcode/1474/147401.htm>

The main purpose of the Register of Members' Financial Interests (the Register) is

5 *"...to provide information about any financial interest or other material benefit which a Member receives which might reasonably be thought by others to influence his or her actions, speeches or votes in Parliament, or actions taken in his or her capacity as a Member of Parliament."*

10 After the publication of the first Register of a Parliament, it is the responsibility of Members to notify changes in their registrable interests within 28 days of each change occurring. The detailed rules on the registration of financial interests are found in chapter 1 of the Guide to the Rules relating to the conduct of Members.

Employment and earnings are registered in Category 1 of the Register. The relevant rules are found in paragraphs 6 – 14 of chapter 1 of the Guide to the Rules. Shares are registered in Category 7 of the Register and the relevant rules are found in paragraphs 51 – 54 of that chapter.

15 A Member is required to register under the Miscellaneous heading any interests which do not fall within any of the other registration categories but meet the test of relevance, that is, they *"... might reasonably be thought by others to influence his or her actions or words as a Member."* The rules applicable to this category are found in paragraphs 55 – 56 of chapter 1 of the Guide. I enclose a copy of the whole of
20 chapter 1² for ease of reference.

While it is not the primary focus of my inquiry, I should also draw to your attention the detailed rules about the declaration of interests, which are found in chapter 2 of the Guide to the Rules. I enclose a copy of that chapter³ for information.

Next steps

25 I would welcome your comments on the alleged breach, and it would be helpful to my investigation if you could provide answers to my questions regarding your register entry for both Clifton Africa Ltd and Clifton Resources Ltd.

1. The date you agreed to take on your role as director

a) the date you agreed to take on the role as Chair

30 2. The terms on which you agreed to the role and, in particular,

a) whether there was any expectation of remuneration, and

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³ Not reproduced here

b) if those terms changed, how and when did they change

3. If you have been paid for the role, how many payments you have received,

a) what period they related to when you received them and how much you were paid

5 4. How many hours you have spent on your duties for the company and over what period

5. Whether you have now or previously, held any shares in the company; and

a) If you have, whether your shares amounted to more than 15% of the issued share capital or had a value of more than £70,000.

10 In respect of Clifton Africa Ltd only:

- Did you consider registering this interest under category 8 at any time before 22 November 2018 and, if you did, your reasons for not doing so?

In respect of Clifton Resources only:

15 • What led you to register your interest in Clifton Resources under Category 8 of the Register on 29 November 2018?

Please also list any other directorships which you hold and explain why these may not have been registered.

For ease of reference, I enclose a copy of your current Register entry⁴ and a print out of your directorships from Companies House⁵.

20 Any other points you may wish to make to help me with this inquiry would be most welcome.

Important information

25 As you will be aware, my inquiries are conducted in private. Following the decision taken by the House on 19 July 2018, I will not publish the fact that I am conducting an inquiry into an allegation into an alleged breach of the Code of Conduct. My office will not comment on any aspect of the inquiry to third parties. They will answer

⁴ Not reproduced here

⁵ Not reproduced here

direct factual questions about the processes I follow and the standards system more generally but will neither confirm nor deny that I have begun an inquiry.

Procedure

5 I enclose a copy of the Commissioner's Information Note, which sets out the procedure for inquiries. Please note that this has not yet been updated to reflect the changes flowing from the decision of 19 July 2018.

10 While I do not, at this stage, know whether it will be necessary to interview you about this matter, it would be open to you to be accompanied at any such interview. I am, of course, very happy to meet with you at any stage if you would find that helpful.

I should say now, as a matter of courtesy, that I may seek the advice of the Registrar of Financial Interests in the course of this inquiry.

15 Finally, this letter and any subsequent correspondence between us in connection with this inquiry is protected by parliamentary privilege. It should be kept confidential until the outcome of my inquiry is published. All the relevant evidence, including our correspondence, will be published when I have concluded my work.

20 I note from media reports, 29 January 2019, that you are proposing to take legal action against *The Sunday Times* newspaper. I hope it will be helpful to say now that while it would be acceptable for you to share material concerning this inquiry with a legal adviser for the purposes of responding to my questions, it is not appropriate for you to share for any other purpose, information provided to me in confidence.

25 The fact that this inquiry is protected by parliamentary privilege would potentially affect the admissibility of evidence obtained in connection with the inquiry in any legal proceedings. You should draw this information to the attention of your lawyers if you have already instructed them to advise on possible action.

If you intend to speak with legal representatives about the possibility of action for defamation, I would strongly suggest that your representatives should first contact the Office of the Speaker's Council for advice about the implications of privilege.

Action

30 I would be grateful to have your response to this letter as soon as possible and no later than 13 February 2019. Please let me know before that date if you think more time is required so that we may agree an alternative date.

30 January 2019

Extracts from The Sunday Times Article of 13 January 2019

"PM's trade envoy Sir Henry Bellingham 'broke rules' over role in Clifton Africa"

5 "A Tory MP and former Africa minister waited 11 months before declaring his chairmanship of a mining and construction company"

"One of Theresa May's trade envoys has been accused of breaking MPs' anti-sleaze rules by failing to disclose that he chairs an African mining and construction company whose senior team includes a convicted fraudster.

10 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.

15 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.

20 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."

25 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.

30 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."

35 "...Bellingham wrote emails to the heads of the British high commission in Ghana and the British embassy in Ivory Coast, requesting an audience for his colleagues with diplomats. "They were trying to break into the construction sector," a source familiar with the meetings said."

2. Letter from Sir Henry Bellingham MP to the Commissioner, 4 February 2019

Thank you very much for contacting me regarding the above.

5 I am very happy to assist you with this inquiry, not least because I have always been extremely assiduous and careful about registering all of my interests in a timely fashion.

10 I am afraid to say that *The Sunday Times* article was a complete hatchet job, which has caused a great deal of pain and upset to me and my family. They failed to print my rebuttal, furthermore the journalist in question did not return my telephone calls. The article contained a number of inaccuracies but worse still, some of the things it said about the company were completely untrue. Not surprisingly the company is incandescent with rage because this could impact on an important investment that they are trying to secure. We are certainly taking legal advice and looking at the possibility of legal action against *The Sunday Times*.

15 Turning to the Clifton Africa: I was approached by an entrepreneur called [name redacted] towards the end of 2017. He explained to me that he was embarking upon a corporate start-up whose business model was going to be building polyclinics, housing and social housing, and other infrastructure in developing countries. I told him that I would be interested in principle but needed to do a certain amount of due diligence.

20 At the end of 2017 I told him that in principle I would be happy to go ahead as a founder shareholder and director on condition that: a) the company raised sufficient funds; b) put together a credible Board; c) had a robust business plan, and firm orders; and d) were actually able to pay me. [His] original intention was to bring a joint venture partner, and the idea was that the company would be able to get going in very early 2018.

30 Unfortunately, the [joint venture] partner did not go ahead as planned, and as a consequence everything got postponed. Eventually after planning to move ahead in the summer, everything did get underway in November 2018. I received confirmation that my key conditions were going to be met, so I did finally confirm that I did wish to proceed as a founder shareholder and director. We then had our first board meeting on 15 November 2018, and I received my first pay cheque of £2,500 gross at the end of October (coming into my account in early November). I then registered this with the Register of Members' Interests within the 28 days.

35 However, there was a parallel process regarding the registration with Companies House, which was carried out by our accountant. I did not take much interest in this but I do remember [name redacted] saying that the accountants will "take care of the Companies House registration and will make sure that it is filed with them prior to our first board meeting and formal launch of the company." I now understand that the accountants did lodge it with Companies House well before the first board meeting. What seems strange is that I normally have any Companies House notifications sent through to my private London address. Had this come through in

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the normal way, then I would have immediately spoken to the Registrar about registering it, even though at that stage I had not definitely decided to go ahead with the company position, and certainly had not received any payment.

5 I can assure you that it was not my intention to mislead anyone; with hindsight I should have been in close contact with our accountants and kept an eye on the Companies House register. Having said that, my focus was on the final confirmation of my shareholding and directorship, and then making sure that when I decided to go ahead, and was paid, this then was properly registered. Once again, I reiterate the point that I received no payment from Clifton before the one in respect of October,
10 and certainly until this stage there was no guarantee of remuneration. The guarantee and expectation came about because of my decision to finally agree to go ahead.

As far as work for the company is concerned, I am being paid £2500 a month for a commitment of approximately 3.5 hours. Although I had a number of meetings and
15 telephone calls prior to October, as I pointed out above, our first board meeting with the new Board took place on 15 November. This lasted about 1.5 hours, but obviously there was work to do before and afterwards.

As far as the shareholding is concerned, I can confirm that I have a 7.5% shareholding in the company, but this does not yet have a value of more than
20 £70,000.

As far as Clifton Resources is concerned, this is a sister company to Clifton Africa, and my role on it is unpaid. It is a wholly owned subsidiary of Clifton Africa.

With regards to other interests, they are as stated in the Register, and include Developing Markets Associates, Pathfinder Minerals, and J Stern & Co. As far as the
25 other entries in the Companies House Register are concerned, I have registered Glencara Estate Company because I own a declarable shareholding in it. As far as the East Africa Association is concerned, this is an unpaid role at what is basically a semi-charity. There is no expectation of any work that needs doing, nor any expectation of any payments.

30 With regards to Xuridico, this is a dormant start up company that never started. It was set up by my brother-in-law to protect some intellectual property, and it should be listed as dormant on the Register, and I will certainly make sure this is corrected.

The only other outstanding one is Global Law Summit Limited, which was set up by the Ministry of Justice to help manage a Global Law Summit that was part of the
35 Magna Carta celebrations in 2015. Although there was never any expectation of payment at the time, because the company is looking at organising another Law Summit, and because that could be more of a commercial nature without Government involvement and support, I did register it.

The Policy Research Unit (PRU) is a not for profit research body based in the House of Commons, and it provides research to Conservative MPs and Peers. The advice received was not to register this because there was never any expectation of any payments.

- 5 As far as the Westminster Foundation for Democracy is concerned, this is a well known NGO, which is a completely not for profit organisation, and normally the MP Directors do not declare it on the Register, because they never get paid, and there is never any expectation of payment.

- 10 I don't believe there are any outstanding companies listed in the Companies House Register that require any further explanation because most of them relate to historic involvement.

Finally, I am more than happy to come and talk to you about this if that would be helpful.

I look forward to hearing back from you.

- 15 4 February 2019

3. Letter from the Commissioner to Sir Henry Bellingham MP, 15 February 2019

Thank you for your letter of 4 February 2019. The information you have provided has been very helpful.

- 20 However, there are still some aspects regarding the registration of your company directorships, and your role as Chairman, that would benefit from further clarification. I have set out my questions below.

Clifton Africa Ltd

- 25 In your reply you said that you were approached about the role of director for Clifton Africa Ltd towards the end of 2017, and that this was a "start-up". You also state that after the summer last year, "*...I received confirmation that my key conditions were going to be met, so I did finally confirm that I did wish to proceed as a founder shareholder and director*". You said that the first Board meeting was on 15 November 2018.

- 30 According to records held at Companies House, Clifton Africa Ltd has been registered under that name since 14 May 2015. While the business you joined may have been a new start up, the company itself already existed. On 5 July 2018 you were recorded as a director, giving a start date of 1 January 2018 for this role. Your name is also shown on the 2017-2018 accounts, filed on 31 December 2018, since
35 you were director during part of that period.

(1) When did you first become aware that Clifton Africa Ltd had been registered with Companies House from May 2015?

(2) On which date did you confirm your consent to become a director of this company? If you did so in writing, please provide a copy of the letter or email confirming your acceptance of the role.

(3) You say that you were first paid at the end of October 2018. When do you consider that your director role began?

(4) When did you agree to take on the role of Chairman of Clifton Africa, and when did the role itself begin? If you agreed in writing to chair the company, please provide a copy of the letter or email.

(5) How did you come to hold shares in Clifton Africa Ltd? Did you buy them or were, for example, given to you when you became a director?

(6) Did you receive a share certificate for your shares in Clifton Africa Ltd and if so when? If you did not receive a share certificate, please say when you were notified of your holding.

(7) If the Companies House records are wrong, what steps have you taken to have them corrected?

Other companies

According to the Register of Members' Financial Interests, your directorships of Clifton Resources Ltd and the Glencara Estate Company started on 1 October 2018. The Register of Members' Financial Interests shows that you registered these on 29 November 2018. This was outside the 28-day deadline set by the House which expired on 28 October 2018.

You say that you have not registered your role in The Eastern Africa Association, the Policy Resources Unit or the Westminster Foundation for Democracy as these are unpaid. However, the Guide to the Rules (extract attached) requires Members to register under the Miscellaneous category interests such as unpaid directorships, if the Member considers that it 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. It would be helpful to know:

(8) What is it that Clifton Resources Ltd does? (There is no description included on the Register.)

(9) Having reviewed your current register entry, do you agree that you should have registered by close on 28 October 2018 your roles as director of Clifton Resources Ltd and the Glencara Estate Company?

- (10) Did you consider registering under the Miscellaneous category, any of your other unpaid directorships and if so which ones, and what factors led you to decide that they did not need to be registered?

Declaration (ad hoc disclosures) of interests

- 5 (11) Finally, it would be helpful to know, whether, having read chapter 2 of the Guide to the Rules, you consider if there have been any occasions on which the rules would have required you to make a declaration of interest in respect of your connection to Clifton Africa Ltd, or any of the companies in which you hold directorships?
- 10 As stated in my earlier letter, this matter remains protected by parliamentary privilege and the contents of our correspondence should remain confidential.

I would be grateful to have your response to this letter as soon as possible and by no later than 28 February 2019. Please let me know before that date if you think you require more time.

15 15 February 2019

Enclosure: Extract from Guide to the Rules (Category 8 of the Register)

Category 8: Miscellaneous

REQUIREMENTS FOR REGISTRATION

55. Under this category Members must register:

- 20 a) Any relevant financial interest or material benefit which does not clearly fall into one of the other categories, including any shareholding which falls below the relevant threshold, or any other financial asset, including an asset held in trust, if the Member nevertheless considers that it meets the test of relevance; in other words, that it might reasonably be thought by others to influence his or her actions or words
- 25 as a Member; and
- 30 b) Any other interest, if the Member considers that it 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. This might include an unpaid employment or directorship, or directorship of a company not currently trading, non-practising membership of a profession, or a fund established to defray legal costs arising out of the Members' work, but from which no benefit has yet been received.

56. Members are required to provide the following information:

- a) A description of the interest and, where relevant, the name of the donor;

b) Any other relevant information. It is not necessary to provide a value for financial interests in this category;

c) The date when the interest arose or became registrable

4. Letter from Sir Henry Bellingham MP to the Commissioner, 21 February 2019

Thank you very much for your letter dated 15 February 2019 in connection with the above.

I am very happy to elaborate further on your queries:

1. Clifton Africa Ltd

As you can see, I am enclosing the following documents:

a) Board Meeting papers from 15 November 2018⁶

b) Share Certificate in respect of 3,000 shares.⁷

c) Chairman Agreement dated 15 November 2018

Just to recap from my earlier letter to you: the company I joined was very much a start-up, and as I explained, when I was asked to become Chairman, I agreed to do so on the basis of a number of key conditions being met. For a number of reasons, the operational date kept being delayed, and this also led to delays in the finalisation of my own position.

I understand from the Chief Executive of the company, [name redacted] that he acquired Clifton Africa from a business contact. I was not aware that it had been registered in 2015, but I was aware that it was a shell when he acquired it. Obviously as the business plan developed, the plan was to roll into it the different business activities. Although I had at least three meetings with [name redacted] during the course of 2018, I very much take the view that my role as Chairman began when I had confirmation in October that everything was going to be going ahead, and that my conditions were going to be met.

I can state absolutely categorically that I received no payments, expenses or other benefits prior to my first pay cheque at the end of October 2018.

You asked about the shares in Clifton Africa Ltd: this was the subject of conversations between myself and [name redacted] over a number of months, and I

⁶ Not reproduced here

⁷ Not reproduced here

can confirm that I was given the Share Certificate at the Board Meeting on 15 November.

As I pointed out to you in the previous letter, there was a parallel process going on between the company's accountants and Companies House. They were asked by
5 [name redacted] to make sure that everything was in place in good time. As I explained, I didn't take much interest in this, but I was aware that the accountants had it in hand. However, as I explained before, because I gave the accountants my London address, and on other occasions, Companies House has sent notifications through to this address, I was expecting something to come through. For whatever
10 reason, this did not happen on this occasion. I now know that the accountants sent the form off to Companies House in July 2018, and the reason why there was a start date of 1 January was that we had originally planned to launch the company either during that month or certainly in the first quarter of 2018.

Once again, I would like to make it clear that there was absolutely no attempt on my
15 part to in any way mislead the Registrar! Indeed, my key focus was on settling my role with the company, getting my conditions satisfied, and then confirming my agreement to finally go ahead. I also had a close eye on the need to register the first payment. With hindsight, I should obviously have double-checked the action being taken by the accountants, and there is indeed a lesson to be learned here. It is not an
20 excuse for me to say that I did not know what they were doing, but part of the explanation is that I did not consider myself to be formally engaged with the company at this juncture.

I also note what you say about the 2017/18 accounts. This was our agenda for
25 15 November Board Meeting, and when the Chief Executive explained that they were effectively token accounts because there was limited activity during the period, I did not consider the position further. Also, I didn't actually ask to see them. Again, hindsight is a good thing to have.

As far as Company House records are concerned, I will certainly consider asking
30 them to alter the records, and this is something that I plan to discuss at the next Board Meeting.

2) Other Companies

Turning to Clifton Resources Ltd and the Glencara Estate Company: both of these roles are unpaid, and there is no contract with either company. The date for Clifton
35 Resources Ltd should be the same as Clifton Africa Ltd., and I explain this in more detail. As far as the Glencara Estate Company is concerned, this is a private family business which I was on the Board of a number of years ago. I came off the Board when I became a Minister, and only went back on the Board at the beginning of October. You are quite right to say that I should have registered it within the 28-day deadline, and I unreservedly apologise for this.

As far as Clifton Resources Ltd., is concerned, this company has nothing in it and has never done anything, but it was set up as a separate business by Clifton Africa Ltd in order to take on possible future mining licences. What happened was that when Clifton Africa Ltd was looking at doing a joint venture back in the summer of 2018, the potential joint venture partner made it clear that they were only interested in Clifton Africa Ltd core housing construction business, and not in the three options they were looking at in terms of natural resource licences. No decision has yet been taken on what to do with the company, and it is wholly owned subsidiary with the same directors as Clifton Africa.

As far as the East Africa Association, the Policy Resources Unit and the Westminster Foundation for Democracy are concerned, I have consulted other colleagues who either are or have been directors of these organisations, and because they completely unpaid, are never likely to be paid, and give no benefits, I took the view that there was no need to register them as my involvement with them was unlikely to influence my actions in any way. Obviously, I am happy to take your advice on this, particularly as regards the Eastern Africa Association and the PRU because I have now resigned from the WFD.

As I explained in my previous letter to you, the article in *The Sunday Times* and the resulting fallout from it have caused me a huge amount of distress and difficulty. I absolutely respect the right of journalists to go after MPs, and indeed try and undermine businesses, but I am sure that you will fully understand why I am incredibly keen to protect my reputation. I have never in the past had any difficulties with registration of interests, and I have always tried to set the highest possible standards, and have been absolutely rigorous over declaring financial interests and payments.

I hope the above is helpful, but I am more than happy to come and have a chat with you about it if need be.

21 February 2019

Enclosure: Agreement for Chairman of Board of Directors⁸

"This Agreement for Chairman of Board of Directors (the "Agreement") is effective 15th November 2018"

...

"3. COMPENSATION AND BENEFITS"

b) "Director's Fee. In consideration of the services to be rendered under this Agreement, Company shall pay Director a fee at the rate of £36,000 per year, which shall be paid monthly on the last day of each month in

⁸ Extracts from "Agreement for Chairman Of Board Of Directors"

accordance with Company's regularly established practices regarding the payment of Directors' fees.

- c) The Director will be issued two percent of the company's ordinary shares on the signing of this agreement.
- 5 d) Expenses. The Company shall reimburse Director for all reasonable business expenses incurred in the performance of his duties hereunder in accordance with Company's expense reimbursement guidelines.
- 10 e) Indemnification. Company will indemnify and defend Director against any liability incurred in the performance of the Services to the fullest extent authorized in Company's Certificate of Incorporation, as amended, bylaws, as amended, and applicable law. Company has purchased Director's and Officer's liability insurance, and Director shall be entitled to the protection of any insurance policies the Company maintains for the benefit of its Directors and Officers against all costs, charges and expenses in connection with any action, suit or proceeding to which he may be made a party by reason of his affiliation with Company, its subsidiaries, or affiliates.
- 15 f) Records. Director shall have reasonable access to books and records of Company, as necessary to enable Director to fulfil his obligations as a Director of Company."
- 20

5. Letter from the Commissioner to Sir Henry Bellingham MP, 12 March 2019

Thank you for your letter of 21 February 2019. I am sorry it has taken longer than usual to reply.

25 The information you have provided, although helpful, is not sufficient for me to conclude my inquiry yet. Rather than continue to exchange correspondence, I think it might be more helpful for us to meet. The main areas which I need to clarify are:

- The precise date on which you became chairman of Clifton Africa (in the Register it says 31 October 2018; your letter says that was when you received your first paycheque - which might imply you started work before that date; and the formal agreement with Clifton Africa is dated 15 November 2018).
 - The value of your shareholding in Clifton Africa and whether the acquisition of those shares represented "remuneration".
- 30

- Whether any of these interests gave rise to a requirement to make declarations; in accordance with chapter 2 of the guide to the Rules⁹ (copy enclosed).

5 I would be grateful if you would contact my PA [name redacted] to arrange a mutually convenient appointment with the Registrar and me at my office in [location redacted].

I appreciate that media coverage of your business affairs has been upsetting for you and your family and I hope that, by meeting, we will be able to resolve the outstanding points in a single exchange and bring this matter to a speedy conclusion.

10 *12 March 2019*

6. Letter from Sir Henry Bellingham MP to the Commissioner, 19 March 2019

Thank you very much for taking the trouble to contact me, and yes, I think a meeting would make a lot of sense.

15 I have replied to [her] email to confirm that I can make Wednesday 27 March at 16:30.

20 Coming back to the date that I took the Chair of Clifton Africa Ltd: as I explained in my earlier correspondence, I didn't finally decide to go ahead until all of my conditions were met, and when it became apparent that they had the money to pay me, and a definite date for a Board Meeting. My own view is that my formal work did not start until that Board Meeting on the 15 November but the company agreed that my pay should start at the end of October.

To be honest, it was an evolving and emerging process that finally crystallised over a period of days and weeks.

25 As far as the shareholding in Clifton Africa is concerned, it doesn't represent remuneration but one of the conditions I laid down was that I would like to have shares in the company. To be fair, at the moment they are pretty well worthless and will only be of value once the company really gets up and running. Obviously, I am very happy to talk about all of this in more detail when we meet on 27 March.

19 March 2019

7. Note of meeting with Sir Henry Bellingham MP, at 16:30 on 27 March 2019

Present:

⁹ Not reproduced here

Sir Henry Bellingham MP

Kathryn Stone, Parliamentary Commissioner for Standards

Registrar of Members' Financial Interests

5 The Commissioner asked Sir Henry when his role with Clifton Africa started. He had registered a start date of 31 October 2018, but the Companies House website says 1 January 2018. After explaining the background Sir Henry agreed that 1 October 2018 was his effective start date.

The Commissioner reminded Sir Henry that he ought to amend the start dates shown by the Companies House website, to be consistent with the 1 October date.

10 In response to a question from the Commissioner, Sir Henry confirmed that the start date for his role at Clifton Resources was the same, ie 1 October 2018.

15 The Commissioner noted that, as specified in Sir Henry's agreement for the role as chair, on signing that agreement he received 3000 shares as part of his remuneration (certificate dated 17 October 2018, given to him on 15 November 2018). The Registrar said that these shares should have been recorded as benefits in kind under remuneration, even if they are difficult to value, and even though they fall under the value for the Shareholdings category.

20 The Commissioner asked if any of Sir Henry's roles required declarations (ad hoc disclosures) that he had not made at the time. Sir Henry said he was aware of the need to make such declarations and had done so when needed. He attached great importance to transparency.

25 The Commissioner drew Sir Henry's attention to his unpaid roles in the East Africa Association, and the PRU, and his former role in Westminster Foundation for Democracy. She asked if he had considered whether any of these met the criteria for registration; ie, someone else might reasonably consider them to influence him. The Registrar said she would not recommend registering the second and third role, but had not yet reached a firm view on the East Africa Association. Sir Henry said that he would consider further his role in the East Africa Association.

30 Sir Henry agreed that his role at Glencara Estates should have been registered earlier.

The Commissioner said that she was minded to resolve the complaint informally, and she would write to him with her proposals for rectification, showing him the information which would be published. The Registrar would also write with proposals to amend Sir Henry's Register entry...

35 27 March 2019

8. Letter from the Commissioner to Sir Henry Bellingham MP, 13 May 2019

Since our meeting on 27 March 2019 you have been liaising with the Registrar, regarding updates to your entry on the Register for Members' Financial Interests. Although the information you have provided has been helpful, I believe that additional information is still required, and new updates have been identified.

Rather than continue to exchange correspondence, I think it might be helpful for us to arrange a second meeting with the Registrar. The areas which I need to clarify are:

- The precise date on which you became chairman of DMA Trade and Investment Ltd.
- The precise date on which you ceased to be paid by J Stern & Co.
- Details of your Directorship with Fresh Voice and Vision Ltd and whether this also requires registration.

I would be grateful if you would contact my PA [name redacted] to arrange a mutually convenient appointment with the Registrar and me at my office in [location redacted].

I hope that, by meeting again, we will be able to get a clearer picture regarding the points above and bring this matter to a conclusion.

13 May 2019

9. Email from the Commissioner's office to Sir Henry Bellingham MP, 15 May 2019

The Commissioner has recently written to you with a request for a further meeting regarding your entry on the Register for Members' Interests, I'm not sure if you have received this letter yet.

I must apologise but due to an error on my part, this letter should have included an additional request for information which I have reproduced below.

Could you also provide the details regarding the steps you have taken to correct the records held by Companies House in order to show that your directorship of Clifton Africa began on 1 October 2018, as now evidenced in the Register, instead of on 1 January 2018. It would be helpful if you could provide documents to show that this has now been done.

If you require any more information please do not hesitate to call.

15 May 2019

10. Letter from the Commissioner to Sir Henry Bellingham MP, 10 June 2019

Thank you again for attending the meeting on 27 March 2019, and your subsequent email exchanges with my office. I have considered very carefully the points we
5 discussed, the information you have provided during my inquiry, and the advice I have received from the Registrar.

Registration

When I began this inquiry, I asked about your entry in the Register of Members' Financial Interests and whether you were late in registering information about
10 Clifton Africa Ltd and Clifton Resources Ltd. During my investigation I have also considered whether a number of other companies, in which you have an interest, should have been entered on to the Register of Members' Financial Interests sooner.

I attach a table showing the facts as I understand them. It includes details of the action necessary to align the different sets of information in the public domain and
15 I have detailed below what you need to do to rectify your Register entry.

Next steps

You have told me that the information in the Register of Members' Financial Interests re Clifton Africa Ltd is now accurate.

Subject to your completion of the three actions listed below, I would be minded to
20 resolve this case by means of the rectification procedure available to me under Standing Order no 150. This makes provision for me to conclude my inquiry without making a referral to the Committee on Standards in certain circumstances. The Committee would generally expect the Member to have acknowledged and apologised for their breach of the rules, and to have taken any steps necessary to
25 rectify their breach.

2. I await your assurance that you have arranged for the information which Companies House holds about Clifton Africa Ltd to be corrected; I initially asked you to do this on 27 March. You have told me that as your role as
30 Director began on 1 October 2018, but this is not shown at Companies House. This is a big discrepancy, which led to the original allegation against you, and it needs to be corrected.

3. You would need to apologise for the late registrations and inaccuracies in the Register, and to commit to the actions designated as necessary in the final column of that table. You might do this by way of your reply to this letter.

4. I would then arrange for the information in your Register entry to be corrected as set out in the table and you would need to verify that the information was up-to-date and correct.

- 5 I would ask the Registrar to show in bold italic the items which had been corrected, and those which were registered late. They would remain in that form in the published Register for twelve months. I would also report the outcome to the Committee on Standards in due course.

- 10 In view of what you have said to me and to the Registrar, I am content that the Register of Members' Financial Interests should be updated based on the dates and information you have provided to the Register. It is not my role to check information shown by Companies House, but I would strongly urge you to do this to make sure that it agrees with our own Register of Members' Financial Interests. There should be no discrepancies in the public records.

Declaration

- 15 I have also asked you whether there were occasions on which you ought to have made ad hoc disclosures of your interests but had omitted to do so. You have assured me that there have been no such occasions. In light of that assurance, I do not see any merit in pursuing that matter any further as part of this inquiry.

Other matters

- 20 Based on the information you have provided about the other companies; the enclosed chart captures the actions identified necessary to bring the Register of Members' Financial Interests up to date. You have given me other information - which is also recorded in the table - which suggests that the details you have lodged at Companies House are also not fully up-to-date. The accuracy of Companies House
25 records is not a matter for me. However, as you will see, I have recommended that you update this information as soon as possible because it was a discrepancy between Companies House and the Register that led to the allegation that prompted this inquiry. Action on your part to bring the two sets of records into line might reduce the likelihood of another inquiry.
- 30 It has taken longer than I would have liked to gain an understanding of your various commercial commitments but, based on the information you have now provided, I think it should be possible to conclude this inquiry before summer recess. In order that I may do that, please complete the actions listed in points 1 and 2 above by no later than 28 June 2019.
- 35 In the meantime, our correspondence remains protected by parliamentary privilege and I must ask that you continue to maintain the strict confidentiality of the inquiry.

10 June 2019

Information from the chart enclosed with letter of 10 June 2019

Company and interest: Clifton Africa Ltd: role as Chair

5 *Finding of Fact:* Companies House records show that you became Chair of this company on 1 January 2018. On 3 May you said that the start date should be 1 October 2018.

10 I asked you when we met on 27 March 2019 to arrange for the Companies House register to be amended also, so that the public records are consistent. In your letter of 21 February 2019, you said you would “certainly consider” asking to alter the records and that you planned to discuss this at the next Board meeting. My office reminded you of this in an email of 15 May 2019, and you replied on 16 May 2019 to say that you were due to discuss this with the company’s accountants. Please let me know when the Companies House records have been changed.

I will ask the Registrar to change the start date shown in the Register, as part of any rectification.

15 a) *Recommended action by Member:* UPDATE COMPANIES HOUSE RECORDS AS SOON AS POSSIBLE

Company and interest: Clifton Africa Ltd: shares

20 *Finding of Fact:* You received 3,000 ordinary shares in Clifton Africa Ltd in accordance with the contract for your role as Chair. The share certificate was dated 17 October 2018, and in your letter of 21 February 2019 you say that you were given this on 15 November 2018. The Registrar said on 27 March 2019 that in her view the shares therefore need to be registered as part of your remuneration. You said in your email of 3 May 2019 that you agreed.

I will ask the Registrar to do this as part of any rectification.

25 *Recommended action by Member:* [None]

Company and interest: Clifton Resources Ltd: role as non-executive director

30 *Finding of Fact:* In your letter of 4 February 2019, you told us that this company is a subsidiary of Clifton Africa, and in your letter of 21 February 2019 you said that it was set up to take on possible future mining licences. Also, in that letter you said that your start date is the same as for Clifton Africa Ltd, i.e. 1 October 2018. This date now appears in the Register. However, Companies House shows a start date of 9 July 2018.

I also think it would be helpful to make plain in the Register, which currently describes Clifton Resources as a sister company to Clifton Africa Ltd, that this is a

subsidiary company set up to hold mining licences. I will ask the Registrar to do this as part of any rectification.

Recommended action by Member: ADVISE YOU UPDATE COMPANIES HOUSE RECORDS

- 5 If you are director of any other companies in the same group as Clifton Africa, even if they are unpaid, please let us know as these should be registered under the miscellaneous category.

Recommended action by Member: INFORM REGISTRAR AS SOON AS POSSIBLE

Company and interest: Developing Markets Associates Ltd: role as Chair

- 10 *Findings of Fact:* Your role in this company was the subject of various emails during May. In your email of 3 May 2019, you told the Registrar that Developing Markets Associates had previously been a trading name but that it is now a part of DMA Trade and Investment Ltd, of which you are the non-executive chair. In your email of 9 May 2019, you told the Registrar that Developing Markets Associates is the trading name
15 of DMA Trade and Investment Ltd, and that you receive (as before) £2,500 a month for a monthly commitment of approximately 3.5 hrs. In your email of 14 May 2019, you said that Developing Markets Associates had “morphed into” DMA Trade and Investment Ltd, and that you had become Chair on 1 May 2019.

- 20 The change of this company’s name and/or status is not yet reflected in Companies House records. While it is not for me to monitor the accuracy of information which Developing Markets Associates/DMA Trade and Investment Ltd has provided for the register of companies I urge you as Chair to make sure that it is up to date. Please notify the Registrar once this has been done.

- 25 *Recommended action by Member:* INFORM REGISTRAR AS SOON AS THE CHANGE OF NAME IS EFFECTIVE

Company and interest: Lansdowne Advisory Ltd: shares

Finding of Fact: The Registrar said in her email to you of 3 May 2019 that she could find no record of this company having existed and in your email of 9 May 2019 you agreed that this should be removed from the Register. This has been done.

- 30 *Recommended action by Member:* [None]

Company and interest: Longborough Capital plc: shares

Finding of Fact: In your email of 9 May 2019, you asked for this to be removed from the Register.

The Register already showed that your interest ceased in September 2018, and the Registrar said that she will remove this item in September 2019, a year after your interest ceased.

Recommended action by Member: [None]

5 *Company and interest:* Xuridico Ltd

Finding of Fact: This does not appear in the Members' Register, and the Registrar has not advised that it should be listed there.

10 You told us in your letter of 4 February 2019 that this is a dormant start-up company which never started. However it still appears on the Companies House register. In your letter of 4 February 2019, you said that it ought to be listed as dormant there. While it is not for me to monitor the accuracy of information provided to the register of companies I encourage you to update it now. Please notify the Registrar once this has been done.

15 *Recommended action by Member:* ADVISE YOU UPDATE COMPANIES HOUSE RECORDS

Company and interest: The Eastern Africa Association: role as unpaid director

Finding of Fact: At the meeting on 27 March 2019, you said that you would consider further whether this role needed to be registered. You agreed in your email of 3 May 2019, that your unpaid role as director ought to be registered.

20 I will ask the Registrar to do this as part of any rectification.

Recommended action by Member: [None]

Company and interest: J. Stern & Co: role as senior adviser

25 *Finding of Fact:* In your email of 9 May 2019, you said that you are no longer paid by this company, although you remain a senior adviser. The Register has been updated accordingly.

Recommended action by Member: [None]

Company and interest: Global Law Summit Ltd: role as director

Finding of Fact: You explained in your letter of 4 February 2019 that you had not registered this because it was not paid.

30 *Recommended action by Member:* [None]

Company and interest: The Policy Research Unit Ltd and Westminster Foundation for Democracy (WFD)

5 *Finding of Fact:* You explained in your letter of 4 February 2019 that you had not registered these because they were not paid. In your letter of 21 February 2019, you said that you had not registered your roles in these organisations because no-one could think that they influenced your parliamentary role. You also said that you had resigned from the WFD, and the Companies House register shows that this happened on 6 April 2018.

Recommended action by Member: [None]

10 *Company and interest:* Glencara Estate Company

Finding of Fact: You said in your letter of 21 February 2019, that you should have registered this when you went back on the Board at the beginning of October, and you apologised for this. You registered the role on 29 November 2018.

Recommended action by Member; [None]

15 *Company and interest:* Fresh Voice and Vision Ltd

20 *Finding of Fact:* The Registrar asked you about your new role as non-executive director in her email of 3 May 2019. You told her in your reply of 9 May 2019, that the company was set up as part of a new political project that will be launching sometime in the following two or three months. You said, "I can categorically say that there will never be any payments from it and very little time commitment". The Registrar advised that she thinks it likely that the directorships will need to be registered when the company launches formally.

Recommended action by Member: INFORM REGISTRAR AS SOON AS FRESH VOICE AND VISION LTD IS LAUNCHED

25 **11. Letter from Sir Henry Bellingham MP to the Commissioner, 13 June 2019**

Thank you very much for your recent letter dated 10.06.19.

I am very grateful to you for coming back to me, and I am most grateful as well for your approach to these problems that I have had.

30 I can confirm that I am on the case with Companies House regarding Africa. The reason for the slight delay is that I have been having difficulty getting through to our Company Accountant, where there has been a personnel change. However, I will revert back to you in the very near future.

I will also take on board those other points and come back to you with a more comprehensive reply again in the very near future.

13 June 2019

12. Letter from Sir Henry Bellingham MP to the Commissioner, 23 July 2019

5 Thank you very much for your recent letter dated 10.06.19.

Please forgive me for not coming back to you before and also for not hitting your deadline of 28 June.

However, I have been endeavouring to make solid progress around the requests that you put in the said letter.

10 Turning first of all to your point 1: As you can see, I am attaching an email that has come through from [name redacted], the COO of Clifton Africa.

I have been badgering him for the last two months to organise this correction to be put in place by Companies House.

15 Unfortunately, the senior executives from Clifton Africa have been so unbelievably busy with their various projects in Africa, this is one of the things that I have had to chase them on. As soon as I have any news on this, I will obviously let you know but I am doing my best.

20 Your point 2: I note the memo that you attached and the recommended action by me. I can assure you that I will definitely be putting in place the recommended action.

Your point 3: I note what you say here, and I will certainly verify when the Register is updated.

23 July 2019

13. Letter from the Commissioner to Sir Henry Bellingham MP, 31 July 2019

25 Thank you for your letter of 23 July.

30 In my last letter I said that I would be willing to close this inquiry through the rectification procedure available to me under Standing Order No 150. I said that in order to do that you would need to correct the information on the Companies House website in relation to your role at Clifton Africa; to apologise in writing to me for the late registrations and inaccuracies in the Register, and to approve corrections to the Register.

Unless these conditions are satisfied it will not be possible for me to resolve this inquiry informally, through the rectification procedure available to me under Standing Order No 150. I remind you that it was 27 March when I first asked you to correct the information held by Companies House about your chairmanship of Clifton Africa. Some four months later the correction has not been made. In my letter of 10 June I asked you to take the necessary actions by 28 June. This has not happened. If you wish this inquiry to be resolved informally I urge you to take these three actions straightaway.

31 July 2019

10 **14. Letter from the Commissioner to Sir Henry Bellingham MP, 14 August 2019**

Thank you for your letter of 23 July 2019.

In my letter of 10 June I set out the actions which I expected you to take before this inquiry could be resolved informally. I asked you to complete those actions by 28 June.

15 Since you have not completed 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 on Standards. I enclose a hard copy of the draft of my Memorandum to the Committee, along with the written evidence on which I have relied. This is in accordance with the arrangements agreed with the Committee on
20 Standards and outlined in the Commissioner's Information Note, a copy of which I sent to you when I began this inquiry.

There are three things I should explain about the draft report. First, there is one allegation which I need to explore further. The original article in *The Sunday Times* alleged that you had sought private meetings for colleagues (presumably in Clifton Africa) with senior diplomats in Ghana and the Ivory Coast. You told the newspaper that you "declared your position". I would be grateful for a little more information from you about this. Please

(1) Provide as much information as you can about the approaches you made and the meetings which took place, including their dates and location, the purpose of the meetings, who attended and what was discussed;

(2) If you declared your interest to the diplomats, explain when this happened and forward any relevant emails or other documents.

Secondly, while I have included my draft analysis, based on the facts available to date, I should emphasise that this might change in the light of your reply to on the above points and of any comments you make on the factual accuracy of the report.

Thirdly, as I am sure you are aware, that the content of my report is a matter for me alone. However, I would welcome your comments on its factual accuracy. If there

are any other comments you wish to make, I will be happy to consider including them.

5 I would be grateful to have this information, and your comments on the draft, as soon as possible and by no later than 29 August 2019. Subject to the content of your reply, I would hope to submit my memorandum to the Committee shortly after that. The Clerk will then let you know when a date has been arranged for the Committee to consider the report and he will send you a copy of the final text shortly before the Committee meeting. The Clerk will also offer you the opportunity to submit written comments or to address the Committee should you wish to do so before it reaches a
10 conclusion.

In the meantime, our correspondence about this inquiry remains protected by parliamentary privilege and should be kept confidential.

15 Finally, while this is not a matter for this inquiry, I was concerned to see from your Register entry (attached) that although you say you are a non-practising barrister, you are apparently providing legal advice to J Stern & Co. As I am sure you know, this is not normally permitted. If the description of your work in the Register is wrong I would be grateful if you would correct it. Or if an exception applies, please let me know.

14 August 2019

20 **15. Letter from Sir Henry Bellingham MP to the Commissioner, 15 August 2019**

Thank you very much for your letter dated 14.08.19.

First of all, I would like to apologise for not replying to your letter of 10 June in a more timely fashion.

25 However, it was an unbelievably stressful time with my Party's Leadership election going on (I was chairing the campaign of one of the unsuccessful candidates). Also, during this period there was a time when I was not very well. Furthermore, I had been hoping to let you have a definitive answer regarding the Companies House entry.

30 I had obviously been very much hoping that we were going to be able to resolve this informally, and I am very grateful to you for your initial thinking that this was going to happen. I absolutely appreciate that you are bound to be surprised and irritated that I haven't given this enough priority. However, all I can do is apologise again, and assure you that I do take this whole thing very seriously.

35 On the specific point about the Companies House entry, I have been pushing both the company and our accountants non-stop. I am very hopeful that this will be sorted out imminently. To be honest, it has not been easy for me because as you will recall from *The Sunday Times* article, there were some highly damaging statements about

the company (none of these involved me personally and were totally separate) but it was because of the spotlight being on me that the company was attacked in this way. Largely because of this, the company lost a potential funding package for one of their key projects. Although they were too polite to tell me to my face, I am sure
5 they are bitterly regretting ever having brought me on board. For obvious reasons this meant that I have not been able to push them as hard as I would have liked - but as I mentioned, I think we are very nearly there.

You are right to point out that *The Sunday Times* also mentioned a meeting that I helped to arrange for the company with our High Commissioner in Ghana. This was
10 a totally routine request, and the only reason it came from me rather than the company is because I know the High Commissioner. I obviously declared my position with the company. It was also no more than an introductory meeting as the company had 'no specific ask' of HMG.

In fact, from what I can gather, our company representatives in both Ghana and the
15 Ivory Coast had heard that the High Commission and Embassy were keen to meet them at some stage to find out about their plans.

Yes, I will certainly find out more details on this, and come back to you. Annoyingly, my office in Portcullis House is currently closed for wiring/maintenance work, so I do not have access to any records at the moment.

As far as the other Register of Members' Interests entries are concerned, as I
20 mentioned in my letter to you of 23 July, I am keen to do exactly what you recommended on all of those points. On a point of detail, do I need to let the Registrar know the exact wording, or will you be able to let her know?

You also mentioned my unpaid role with J Stern; this has been unpaid since October
25 last year and my role is to provide general strategic advice. At times they do ask me about legal matters, these are ones that any qualified lawyer would be able to answer. Might it be better to phrase this as "*providing general strategic advice*" and leave out the "*legal*"?

I am still very keen to see whether we can resolve this informally, and I hope that
30 what I have mentioned above will explain why I didn't get back to you as soon as I should have done in June.

Finally, I am very keen to come and see you about this when the House returns on
3rd September. I can make myself available for a meeting with you after midday on 3rd, if that is convenient?

I look forward to hearing back from you and I do hope that we are able to find a way
35 forward in line with your original feelings on this.

15 August 2019

16. Letter from the Commissioner to Sir Henry Bellingham MP, 19 August 2019

Thank you for your letter of 15 August. I am grateful for such a prompt reply.

5 I hope that, despite the problems with access to your office on the estate, you will still be able to provide the information I asked for about your disclosures to diplomats in Ghana and the Ivory Coast by 29 August. I also look forward to hearing that the Companies House records have been updated.

10 In relation to your role with J Stern & Co, my concern rises not from the wording of the Register entry but from the possibility that you might be giving legal advice if you do not have a practising certificate. If that were the case it would not be a matter for the Commissioner but for the Bar Standards Board.

If you still wish to meet with me please contact my PA, [name redacted], to arrange a time after 3 September. I am afraid however that this inquiry has progressed beyond the stage where I could resolve it informally.

19 August 2019

15 17. Letter from Sir Henry Bellingham MP to the Commissioner, 20 August 2019

Thank you very much for your recent letters and the two that were password protected and sent by e-mail, plus also your letter of 31 July 2019.

20 Unfortunately, I only saw your letter of 31 July this morning upon my return from holiday. Although when I was on holiday I received e-mails, and hence did see your letter of 14.08.19. shortly afterwards.

Had my staff known how urgent this was, they would have made sure that I saw your letter of 31 July because obviously from my point of view I am very keen to have this dealt with under Standing Order No 150.

25 Further to this letter, can I make it categorically clear that I would like to apologise to you for not dealing with your 10 June letter more efficiently. However, as I did explain, there were various mitigating factors.

Just to clarify the key requests:

30 1) I am hoping to hear imminently from the Company's accountants that the Companies House website has been updated and corrected. Part of the delay here is that Clifton Africa do not have the Companies House password as this is kept by the accountants. Inevitably the person dealing with it has been away on holiday but I am doing all I possibly can to get this sorted;

2) I would like to apologise unreservedly for the late registration and inaccuracies;

3) I also approve the corrections to the Register and as you can see, I am copying this e-mail and letter to [the Registrar].

5 I can now update you on the e-mail correspondence between me and the Heads of Mission in both Ghana and the Ivory Coast. As you can see, I am attaching my e-mails to both [name redacted] High Commissioner to Ghana, and my similar one to [name redacted] Ambassador to the Cote d'Ivoire.

10 The background to this is that at the company Board Meeting in October, the Chief Executive [name redacted] mentioned that he felt it would be a good idea if either he or the COO, [name redacted] met up with the Heads of Mission to simply brief them on the company's plans. There was no specific ask by Clifton Africa, and there was no expectation of any 'special favour' being requested. Furthermore, it was mentioned in the Board Meeting that our representatives on the ground had heard that the local Missions were keen to find out more about the company's plans. As you can see, I declared my interest to both Heads of Mission in the appropriate way.

15 I am also attaching the e-mail that came through recently to me from [the COO], which gives a flavour of the meeting that he had.

20 Our CEE [name redacted] met up with [the High Commissioner] in Ghana at about the same time, and I have asked him for a quick report on the meeting as well. Do please let me know if there is anything further that you need to know from me on this.

25 Finally, you mentioned my role with J Stern: just to clarify one additional point, I have made it very clear to J Stern that I am not able to take any formal legal instructions or pursue any case in court. Although I am perfectly entitled to give general legal advice in the way that any qualified lawyer might do in a commercial environment, I will correct the Register by taking out the word 'legal.'

Finally, I am very keen to come and meet you face to face when the House returns on 3 September. If you approve in principle, I will e-mail [your PA] to fix a date, and given the priority I am affording this, I am obviously happy to be as flexible as possible to suit you.

30 I hope that by the time that you receive this letter, you will have had a very nice holiday.

20 August 2019

Enclosures with letter of 21 August: Text of enclosed emails

Email from Sir Henry to the High Commissioner

35 Email 1

From: Henry Bellingham

Sent: 16 November 2018

To: [the High Commissioner]@fco.gov.uk

cc: Chief Executive

5 Subject: Clifton Africa and Ghana

Dear [redacted]

I trust all is well. Very well done with the recent Royal visit which received very positive coverage here.

10 I am contacting you regarding Clifton Africa, a private company which I chair. They specialise in construction projects, including housing and medical clinics - and are looking at various opportunities in Ghana.

15 They already have some excellent contacts, including at ministerial and senior official level, so there is no specific ask of HMG at this stage. However, I do believe that it would be really good news if they were on on your radar screen as well. I also believe that you would be very interested to hear more about their plans.

As you can see I am cc'ing [name redacted] the CEO and founder, and [name redacted] the COO. They are going to be in Accra again quite soon, so maybe they could come and see you.

Email from Sir Henry to the Ambassador to Cote d'Ivoire

20 From: Henry Bellingham

Sent: 16 November 2018

To: [The Ambassador]@fco.gov.uk

Cc: Chief Executive

Subject: Clifton Africa

25 Dear Ambassador,

I trust all is well with you and your team.

I am e-mailing you about Clifton Africa, a private company which I chair. They specialise in construction projects, including house building and medical clinics - and currently have an option on two very interesting sites on the edge of Abidjan.

5 They already have some excellent contacts at both ministerial and senior official level, and there is no specific ask of HMG at this stage. However, I think you would be really interested to hear about their plans and ambitions for CdI. As you can see I am cc'ing [named redacted], the CEO and founder, and [name redacted] the COO. Could they possibly make contact with you when they are next in town?

10 I was fortunate enough to have two visits to Abidjan shortly after the civil war, and have very happy memories of reopening the embassy in 2012.

Email from Clifton Africa COO to Sir Henry

From: COO

Sent: 19 August 2019

To: Henry Bellingham

15 Subject: Meeting with British Ambassador in Ivory Coast

Dear Henry

This is to confirm that I met with the British Ambassador to Ivory Coast, [name redacted], and one of her commercial people, [name redacted], on 27 November 2018.

20 This was a fairly routine meeting to tell her that we were the 'new kids' in town and let her know what our objectives were with regards to private and public sector development. She was very helpful and welcoming, telling me that there were only a few British companies in Ivory Coast but offering to introduce me to them. Interestingly there are only a few hundred British ex-pats living in the country so
25 she expected our paths to cross fairly regularly.

18. Letter from the Commissioner to Sir Henry Bellingham MP, 23 August 2019

30 Thank you for your very prompt response to my letter of 19 August. You explained that you had only recently seen my letter of 31 July and that you would very much prefer that I conclude this inquiry by way of the rectification procedure. You provided some additional background information, the text of two emails you had sent introducing Clifton Africa colleagues to FCO diplomats and an internal Clifton Africa email about one of the subsequent meetings. Thank you also for repeating your apologies for the late and inaccurate registration of some of your financial interests.

I hope that a very brief summary of our correspondence over the last six months will help you to understand why I have decided that rectification is no longer an option.

5 In March 2019, having established that your entry in the Register of Members' Financial Interests required some correction, I asked you to arrange for corresponding information held by Companies House to be corrected.

On 10 June 2019, when I first proposed using the rectification procedure, I said again that the information held by Companies House needed to be corrected. I also asked you to take various other steps to put matters right. I asked you to complete those actions by 28 June 2019.

10 On 31 July 2019, a month after the deadline had expired, I wrote to tell you that unless you undertook the actions I had identified, it would not be possible to use the rectification procedure and urged you to immediate action. It is unfortunate that you did not see that letter until very recently, but I do not think that makes a material difference. My letter of 14 August made clear that I had decided to refer the matter
15 to the Committee on Standards.

I concluded my last letter (dated 19 August) by stating that this inquiry had progressed beyond the stage where I could resolve it informally. I took this decision because, five months after I asked you to arrange for information to be corrected with Companies House, that action had not been completed. The existence of a
20 discrepancy between the Register and Companies House information contributed to the initiation of this inquiry in the first place, and the five-month delay cannot now be undone.

On 14 August I invited you to comment on the draft of the Memorandum I intended to submit to the Committee. Your letters have not addressed that invitation. I have
25 now added a short piece of text noting that you have demonstrated that you disclosed your relationship with Clifton Africa when you first contacted the High Commissioner and the Ambassador. I have also added to the written evidence appended to the Memorandum all the correspondence we have exchanged since 31 July 2019.

30 Please send me any comments you wish to make on the Memorandum by **29 August 2019**. If you have no comments, please let me know by the same date. I will then finalise my Memorandum and send it to the Clerk to the Committee on Standards, in accordance with my letter of 14 August.

35 I am, of course, willing to meet you in early September. Please call my PA, [name redacted], to make an appointment, if you would still find that helpful. I already have several commitments on 3 September, but I would hope to be able to find a mutually convenient time soon after that.

5. 23 August 2019

19. Letter from Sir Henry Bellingham MP to the Commissioner, 27 August 2019

Thank you very much for your recent letter dated 23 August 2019.

5 First of all, I very much hope we will be able to meet up next week; Tuesday is difficult as there is an Adjournment debate that afternoon which will require a lot of attention, but the rest of the week is quite reasonable, apart from the Wednesday morning.

10 I do hope that the information I have given you regarding the Clifton Africa meetings with the Heads of Mission in those two African countries, was comprehensive enough for you. To recap; they were routine meetings, with no special favours asked, and I declared my interest to the people involved.

Turning now to other matters: the company have asked their accountants (who have the passcode for Companies House) to make the necessary change. I have been trying to resolve this for a long time but there have been various obstacles in my way, which I can explain more when we meet.

15 As far as all of the other points are concerned, I would once again like to apologise for the late registration of my unpaid role with Glencara. Once again, I would like to reiterate that I am content with the actions you recommended. As I said in my previous letter, I can obviously understand why you might well feel that I have been dragging my feet on some of this, and not giving it sufficient priority. I can only once
20 again apologise to you, but as I mentioned there have been mitigating circumstance, including the fact that I was unwell for part of this period.

25 As you know, unfortunately I did not receive your (final warning) letter of 31 July until last week. Unlike the last two communications from your office, it was not e-mailed with a password. Quite understandably my staff did not open it, and as I have been on holiday for most of August, I did not receive it until I came back last week. Had I known about the letter, I would certainly have replied immediately, and asked for an urgent meeting with you.

30 I do hope that when we meet up I will be able to explain to you in more detail some of the extra background to what I believe are mitigating facts as to why this has taken longer to resolve than I would have hoped.

I think that I mentioned to you that the recent attacks on me by *The Sunday Times* have been unbelievably stressful and difficult. I am now taking legal action against them; I have instructed [name redacted], and they have issued a statement of claim. Of course, this is separate to the specific points regarding my Register of Members' Interests entry, but there is a crossover on some of this.
35

I am still hopeful that we can see this resolved without it going to the Committee.

5 I also somewhat naively assumed that because you had stated to me that it was your intention to resolve this informally, the process would remain in this strand as it were. Again, I somewhat naively assumed that there was no compelling time pressure on getting this sorted out. Once again, I apologise for my obvious misinterpretation of the situation.

10 Finally, you mentioned the draft Memorandum for the Committee, and you asked me for my comments on it; whilst I obviously fervently hope that this will not be necessary, I cannot fault anything in the Memorandum. The only part that I would be keen to underline is the fact that I never received my notification from Companies House about the registration. Furthermore, Clifton Africa's accountants did not tell me either. Indeed, my sole focus was on ensuring that I made the registration once I started working for the company after they started paying me.

Hopefully we will be able to meet next week, and in the meantime, I hope you have had a nice holiday.

15 *27 August 2019*

20. Letter from Sir Henry Bellingham MP to the Commissioner, 5 September 2019

First of all, I am very grateful to you for finding time to see me on Wednesday afternoon.

20 I am also extremely grateful to you for your understanding of the difficult situation that I find myself in as a result of factors beyond my control.

In the meantime, I have written to my doctor for a letter confirming that I was ill during a key part of last summer.

As soon as I have this, I will then let you know.

25 As far as the Companies House alteration is concerned, I understand from the accountants that they do take a little while to update their website, but this should be actioned very soon.

I look forward to staying in touch.

5 September 2019

30 **21. Letter from the Commissioner to Sir Henry Bellingham MP, 3 October 2019**

Thank you for attending the meeting with the Registrar and me on 4 September 2019 and for your follow up correspondence.

At our meeting you explained that ill health accounted for some of the delays in your responses to my correspondence, and you offered a letter from your medical adviser (which has not arrived). You also provided a copy of an email from Clifton Africa to their accountants, in which they asked for records of your start date with Clifton Africa to be changed. The Registrar tells me that the Companies House records have now been amended.

The Registrar also tells me that when she was checking the Companies House records she noticed that you had resigned from Clifton Resources Ltd on 31 July 2019. You had not recorded this change on the Members' Register. This is a further instance of failing to keep the Register up to date. In these circumstances I am afraid I am unable to use the informal rectification procedure to resolve the allegation about your failure to register interests promptly. You have already seen a draft of the memorandum I have prepared. I attach a further draft. I have made small updates to the statement of facts, the summary and my conclusion. I have also made changes to what are now paragraphs 14 and 26. I have included no details about your ill health.

The substance of my memorandum is as you know a matter for me. Please let me know by close on 7 October if there are any factual inaccuracies. I will then submit the memorandum to the Standards Committee for their consideration. In the meantime, I have asked the Registrar to contact you about the necessary changes to your register entry.

3 October 2019

22. Letter from Sir Henry Bellingham MP to the Commissioner, 3 October 2019

Thank you very much for your letter dated 3.10.19 in connection with the above.

First of all, I am still awaiting a letter from my doctor but he has been away on holiday, and like a lot of doctors, he is incredibly behind with administration, but I am pushing him very hard. The letter should be available next week.

You also mention the Clifton Resources point and the Companies House entry. I think as I mentioned to you before, Clifton Resources is a sister company to the main company, Clifton Africa, and hasn't actually done any trading. If you recall, I did mention that I was going to discuss with the Directors my coming off the Board of it. I wasn't aware that they had already done this, and I received absolutely no notification from Companies House. Part of the problem is that Clifton Africa's directors have either been abroad, or on holiday over August/September, and we are not due our next Board Meeting until later this month. What we had agreed with the Chief Executive back in July was that we would discuss this at the next Board Meeting but it is obvious that they have 'jumped the gun' on this without telling me.

As you can see, I am copying this to [the Registrar], and I would be very grateful if this amendment could be made.

I have checked the memorandum that you have attached, and I can confirm that there is nothing in it that I would wish to correct. However, I am very keen that you do resolve this informally if at all possible; I really was convinced that this was your intention especially given the issue around my health problems in the summer.

- 5 I am very happy to come and discuss this with you either next week, or the week after if need be.

3 October 2019

23. Email from Sir Henry Bellingham MP to the Registrar, 4 October 2019

Excellent to catch up earlier.

- 10 As you can see, I am forwarding an e-mail from the CEO of Clifton Africa, [name redacted].

It is self-explanatory, but I apologise unreservedly for this delay.

4 October 2019

Enclosure: Email from CEO of Clifton Africa to Sir Henry

- 15 From: CEO Clifton Africa

Sent: 4 October 2019

To: Henry Bellingham

Subject: Clifton Resources Ltd

Dear Henry

- 20 As you recall we agreed in principle last July that it made no sense you staying on the board of Clifton Africa's sister company, Clifton Resources. I can confirm that since you joined the board of the latter company, there have been no meetings, no corporate activity whatsoever and certainly no expectation of any payments to directors.

- 25 I can quite understand that you perfectly reasonably concluded from our chat in July that final confirmation of you coming off the board of Clifton Resources would be an agenda item for our planned meeting in late October. What actually happened was that after our chat in July we went ahead and informed Companies House of your standing down, so I do apologise for not letting you know about this. In fairness I
30 have been abroad in Africa pretty well constantly since then, and I also assumed that Companies House and the accountants would have notified you.

I am very much hope that the Registrar will understand that it really was not your fault, and that we should have kept you informed. However, I trust that she will understand that as a very young company all the directors are working flat out to get our business plan under way.

- 5 I am back for a few days so let's catch up soon.

4 October 2019