

Written evidence

1. Letter from Mr Ben Bradshaw MP to the Commissioner, 26 September 2019

I am writing to you in reference to an article published in the Private Eye, which I have attached and an email which I have recently received from [name redacted] who has written to Companies House, which is also attached. These findings by the *Sunday Times* raise questions about Mr Fysh's financial affairs and his declaration in the Commons Register of Member's interests.

In light of the findings regarding Marcus Fysh, I would be grateful if you could confirm if you are satisfied that Marcus Fysh's entry in the Register of Interests is accurate.

I would be grateful for your response on this matter.

26 September 2018

Enclosure: Extract from Private Eye magazine, published 21 September 2018, Issue number 1479

...

Fysh came to Westminster via Somerset county council and a career in asset management, followed by what he calls "his own business in growth markets in Australia, India and the [Europe, Middle East, Africa] region" The latest incarnation of this is a company called West Sea Investments Ltd (although Fysh still lists it in his register of interests under its old name of London Wessex Ltd), incorporated in 2013. And while ever since his election he has claimed ownership of the company, Companies House records tell a more interesting story.

Until West Sea Investments was transferred into Fysh's hands in August 2017, it was owned entirely by a Cyprus company called Makoonor Holdings Ltd. This, in turn, official Cyprus records show, is owned by a further two Cypriot companies: Vaspaco Properties Ltd and Belserve Consultants Ltd, which have been at the heart of some very dubious business indeed.

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21 September 2019

2. Letter from the Commissioner to Mr Marcus Fysh MP, 24 October 2018

I would welcome your help with an allegation I have received from Mr Ben Bradshaw MP about your compliance with the House of Commons' Code of Conduct for Members. I enclose a copy of Mr Bradshaw's letter for information. I have decided to begin an inquiry into the registration of your financial interests.

My Inquiry

My inquiry will focus on whether you should have updated sooner, in the Register of Members' Financial Interests, your entry concerning your holdings in:

- West Sea Investments Ltd (formerly London Wessex Ltd)
- London Wessex Brands Ltd
- Samfire Proprietary Ltd (which media reports suggest was formerly Wessex Investments Proprietary Ltd)

I enclose a copy of your register entry for ease of reference.

The Code of Conduct for Members

Paragraph 14 of the current Code of Conduct for Members states:

“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 paragraph appeared in the 2015 Code of Conduct for Members, at paragraph 13.

The Guide to the Rules relating to the conduct of Members

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

“to provide information of any pecuniary interest or other material benefit which a Member receives which might reasonably be thought by others to influence his or her action, speeches or votes in Parliament, or actions taken in his or her capacity as a Member of Parliament”.

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 (copy enclosed).

Shareholdings are registered in Category 7 of the Register. The relevant rules are found in paragraphs 51–54 of chapter 1 of the Guide to the Rules (copy enclosed.)

Next steps

In the first instance, I would welcome your comments on the alleged breach of the rules.

In addition, it would be helpful if you would answer the following questions.

1. Whether you were aware of the requirement to register your financial interests within 28 days of any change?

2. Whether you consider that you should have updated the Register sooner in relation to the financial interests listed above?
3. If do, please specify which of those interests you believe should have been updated sooner and provide any comments you wish to make about why you did not do so.
4. Whether you have been paid as a director of West Sea/London Wessex Ltd since you entered Parliament in May 2015?
5. Whether you have been paid as a director of London Wessex Brands Ltd since you entered Parliament?
6. Whether you have considered registering either of those directorships in category 8 of the Register at any time?
7. If you have, the reasons for not registering them.
8. Are you, or have you been since your election to Parliament, a director of Samfire Proprietary Ltd or its predecessor?
9. If so, has that role ever been remunerated?
10. Where Samfire Proprietary Ltd is registered as a company.
11. Whether you have considered registering that role in Category 8, or in Category 1 if it was remunerated and, if you have, the reasons for not doing so.
12. Whether you are satisfied that your current register entry is up-to-date in all respects and that the descriptions of these companies is accurate?
13. If it is not, please contact the Registrar now to bring it up to date
14. If you are satisfied your entry is up to date, please describe the steps you have taken to satisfy yourself of this.

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

Important information

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 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

I am writing to Mr Bradshaw to let him know that I have decided to begin an inquiry into this matter.

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.

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. (I have made a similar request of Mr Bradshaw.) All the relevant evidence, including our correspondence, will be published when I have concluded my work.

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.

Action

I would be grateful to have your response to this letter as soon as possible and no later than 7 November 2018. Please let me know before that date if you think more time is required so that we may agree an alternative date.

24 October 2018

3. Letter from the Commissioner to Mr Marcus Fysh MP, 7 November 2018

Thank you for telephoning me this morning. I am disappointed that you did not let me know sooner that you would not be able to reply to my letter of 24 October. I enclose another copy of that letter as requested.

You told me that you were unclear why I had begun an inquiry and about the scope of that inquiry. You also said that you did not understand how parliamentary privilege attaches to this matter. You told me that you intend to take action against the referring Member for defamation.

Why I began this inquiry

Standing Order No 150 of the House of Commons sets out my principal duties. Among them is “*to investigate, if [I think] fit, specific matters which have come to [my] attention relating to the conduct of Members...*” Before I may investigate, I must be satisfied that the allegation concerns a matter in my remit, and that there is sufficient evidence to justify beginning an inquiry.

The scope of my inquiry

The scope of my inquiry is set out on the first page of my letter of 24 October 2018. Mr Ben Bradshaw had written to me on 24 September 2018, about a letter he had received from a *Sunday Times* journalist which he said raised questions about your entry in the Register of Members' Financial Interests. I reviewed your entry in the Register and observed that

two updates had been made to your register entry outside the 28-day time-limit set by the House. On that basis, I decided that an inquiry into whether you had breached paragraph 14 of the Code of Conduct for Members was justified.

Having also consulted the Companies House website, I decided to seek information from you about your interest in West Sea Investments (formerly London Wessex Ltd); London Wessex Brands Ltd; and Samfire Propriety Ltd (which I understand was formerly Wessex Investments Proprietary Ltd). My questions are listed on the second page of my letter of 24 October 2018.

Your request for information

You asked me to provide some information about the *Sunday Times* correspondent who wrote to Mr Bradshaw. I have no information other than that included in the material sent to you with my letter of 24 October.

Parliamentary Privilege

My work is carried out under the aegis of Standing Order No 150 as explained above. It is, therefore protected by parliamentary privilege. This means, among other things, that no information about an inquiry should be shared with any third party before the House has had an opportunity to consider any report I might submit to it. This is why I said that *“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.”*

You told me that you have said, in response to media enquiries, that the allegation under investigation is *“vexatious”*. Commenting to the media might be regarded as disrespectful of the House’s standards system. Please make no further comment to any third party until such time as this matter has been concluded.

Legal action

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 information provided in confidence for any other purpose. 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.

Next steps

Please let me have your full response to my letter of 24 October as soon as possible, and no later than 15 November 2018.

7 November 2019

4. Letter from the Commissioner to Mr Marcus Fysh MP, 28 November 2018

When I wrote to you on 24 October 2018 to explain that I was seeking your assistance with an inquiry I have begun into an allegation concerning the registration of your financial interests, I asked for your response to a series of questions by 7 November 2018. I also asked you to let me know “*before that date*” if you thought you needed more time.

On 7 November you telephoned and asked me to arrange for a copy of my letter to be emailed to you because you were away from your office and had not been able to reply in the interim. A copy was sent to you, along with a new letter from me, setting out formally my replies to the questions you had raised during our conversation. I asked that you provide a full response to my letter of 24 October as soon as possible and no later than 15 November 2018. The attachments to the email (the two letters) were password-protected and my PA left a message for you to call for the password. Later that evening, you emailed my office to ask for “*some further time to reply as [you had] been very busy working for your constituents.*” Unaware that you had not yet asked for the password, my Complaints Manager emailed you the next day, extending the deadline to 22 November 2018.

At about 4.30pm on 22 November, your office called mine to extend the deadline again, to Monday 26 November 2018. My Complaints Manager said that I would, of course, consider your reply whenever I received it. However, she also said it might be helpful to explain that it is usual for me to publish all correspondence exchanged during an inquiry at the end of the process and to draw attention to the fact that Monday represented a further delay. Having learned in the interim that you had still not called for the password, she arranged for the documents to be sent to you again with a fresh password.

On 26 November you called my Complaints Manager, who gave you the password for the documents attached to the email of 22 November. She confirmed that the attachments had previously been sent to you in hard copy. You told her that you were about to go into the Chamber and that it would be “tomorrow” (27 November 2018) before you replied. My Complaints Manager reiterated that I would consider your reply whenever it arrived.

As of today, I still do not have a reply to my letter of 24 October 2018. I feel I must, therefore, draw to your attention paragraph 20 of the Code of Conduct for Members and paragraph 14 of Chapter 4 of the Guide to the Rules relating to the conduct of Members. Paragraph 20 of the Code says:

“The Commissioner may investigate a specific matter relating to a Member’s adherence to the rules of conduct under the Code. Members shall cooperate, at all stages, with any such investigation by or under the authority of the House. No Members shall lobby a member of the Committee in a manner calculated or intended to influence its consideration of an alleged breach of the Code.”

Chapter 4 of the Guide to the Rules concerning the conduct of Members, which has been approved by the House, explains the procedure for inquiries. At paragraph 14, after quoting the rule above, states “*The Committee on Standards and Privileges has regarded any breach of this rule as particularly serious and it alone has led to suspension from the House.*”

I appreciate that this is a very busy time for all Members. However, the questions I have raised all relate to your personal financial arrangements and I do not believe they are particularly complex or necessitate extensive research. I am disappointed you have not found time to provide the information I requested. I cannot progress my inquiry until I have your response. Please reply, in full as soon as possible.

I am drawing this matter to the attention of the Chair of the Committee on Standards.

28 November 2018

5. Letter from Mr Marcus Fysh MP to the Commissioner, 4 December 2018

Thank you for your letters dated 24 October 2018, 7 November 2018 and your more recent undated letter. The latter two of these letters I have seen only yesterday. I am sorry it has taken me more time than expected to respond. As you acknowledge, it has been an extremely busy time of late for Members' Parliamentary and Constituency business, and the same is true for that of the four House of Commons Select Committees on which I sit. I have always been most happy and determined to respond in detail to your questions in as timely a manner as possible. I am pleased that, as you have confirmed your Complaints manager told me, you will consider my response whenever it arrives, and if you would please do so now I would be very grateful.

For the avoidance of confusion I would like at the outset to clarify a couple of matters mentioned in your letter of 7 November 2018.

Firstly, you said I had told you I intended to take action against the referring Member, Mr Ben Bradshaw, for defamation. I don't believe I said that, however I did say that I intended to take advice whether to do so which could give rise to some action, and felt as though I should be able to as I believed his letter to you and its attachments were defamatory, so to that end it would be useful to obtain from you details of the extent of Parliamentary Privilege in this matter and in what circumstances a Member's referral might be considered vexatious.

I believe I also told you I had recently responded to an enquiry from the Sunday Times letting them know that information and insinuations they were preparing for a story which they had communicated to me, in terms similar to those in Mr Bradshaw's later letter to you, were defamatory (indeed I responded to the newspaper that they were utterly false, categorically untrue and defamatory and would be treated as such), and that the newspaper had not published. My response to their enquiry was on 21 September 2018.

It appears that the newspaper was then in contact with Mr Bradshaw with the defamatory material, and he chose to forward it to you a few days later, the date of which material I asked whether you might be able to help me with, as the document was undated and redacted. Mr Bradshaw is attempting to impugn various individuals at the moment in pursuit of his political objectives, which may inform his reasons for acting as he has. I may also explain how he came to be involved with the journalist from the Sunday Times.

As you have pointed out, Mr Bradshaw failed to follow the procedural requirement to notify me of his intention to make a referral to you, and if he had done so I would have informed him of the situation and defamatory nature of what he was about to do, and I

hope he would have realised he should reconsider. I not also that he publicised that he was making a referral to you and to learn of his involvement through a national publication was disappointing, particularly given the nature of the article and unfounded accusations therein. I have not referred to anything Mr Bradshaw has done, except in communication with you.

With reference therefore to your statements that “You told me that you have said, in response to media enquiries, that the allegation under investigation is ‘vexatious’. Commenting to the media might be regarded as disrespectful to the House’s standards systems. Please make no further comment to any third party until such a time as this matter has been concluded.” I feel there has been a misunderstanding here and for the avoidance of doubt I have made no such comments and do not intend to do so.

Coming to the substance of my response to your inquiry and questions concerning compliance with paragraph 14 of the Code of Conduct, I say the following:

I do not believe I have breached the rules in the Code and since becoming an MP I have always sought to adhere to its principles. None of my external interests are relevant to my work as a Parliamentarian and having previously been a licensed senior professional in a financial services firm in the UK with substantial fiduciary responsibilities I am well aware of and conscientious about the need to avoid conflicts of interest. I am satisfied that I have never had any sort of conflict of interest in my work, public or private, and that it could not reasonably be thought that any of my interests would influence what I do as a Member of Parliament.

I have not had occasion to register any registerable interests other than those I registered when I became an MP, and the only change in their substance has been the dissolution of one of them, London Wessex Brands Limited, earlier this year, notice of completion of which I was waiting for in order to check the name changes for the other firms in the group with similar names, which were supposed to be effected by the group’s service providers at the same time.

The notice was late in coming to me, which was why the interest was de-registered and the companies with similar names (whose existence and registers are a matter of public record, including with respect to their change of name) had their name changes recorded on the Parliamentary register somewhat later in the year when I became aware of it. At all times the related information was public and open, and there was no change in the substance of the ongoing interests. I am aware of the need to register changes to registerable interests and will continue to do so.

I am a director of Samfire Proprietary Limited, which has been registered in Australia since 2004 when I was living there. I am not, and have not been since entering Parliament, remunerated as a director by this company or any other of which I am or have been a director, and when considering the rules for registration of other interests in other categories I have always considered them carefully and decided that I do not have any that arise for registration. I am satisfied that my register is accurate and up-to-date and I would be very happy to discuss any of the above further with you.

4 December 2018

6. Letter from the Commissioner to Mr Marcus Fysh MP, 17 December 2018

Thank you for your letter of 4 December 2018, responding to the 14 questions posed in my letter of 24 October 2018.

The information provided has answered questions 4, 5, 8, 9, 10, 12 and 13. However, your letter did not address the other questions sufficiently clearly for me to move to the next stage of my inquiry. I would like to draw your attention again to questions 1, 2, 3, 6, 7, 11 and 14.

You said that you do not believe you have breached the rules in the Code and have always sought to adhere to its principles. You also gave an assurance that you are conscientious about the need to avoid conflicts of interest. However, it would still be helpful to have direct answers to my first three questions;

1. Whether you were aware of the requirement to register your financial interests within 28 days of any change?
2. Whether you consider that you should have updated the Register sooner in relation to West Sea Investments Ltd (formerly London Wessex Lt); London Wessex Brands Ltd; Samfire Proprietary Ltd?
3. If so, please specify which of those interests you believe should have been updated sooner and provide any comments you wish to make about why you did not do so.

In answer to questions 4 and 5 you state you have not received remuneration for roles in West Sea/London Wessex Ltd or London Wessex Brands Ltd since entering Parliament in 2015. However, the following two related questions appear to have been only partially answered.

6. Whether you have considered registering either of those directorships in category 8 of the Register at any time?
7. If you have, the reasons for not registering them? For ease of reference, I have set out below the criteria for Category 8 registration.

Category 8: Miscellaneous

REQUIREMENTS FOR REGISTRATION

55. Under this category Members must register:

a) ...

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 Member's 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.*

Following on from questions 6 and 7, it would also be helpful if you would answer the same questions regarding West Sea Investments Ltd. According to records held at Companies House, you were appointed as a Director of West Sea Investments Ltd on 14 June 2013. Companies House also states that you were appointed as a Director of London Wessex Ltd and London Wessex Brands Ltd on 18 December 2014. If the information held at Companies House is correct it would appear you were a director of all three companies when you were elected to Parliament in 2015.

If this is the case it would be helpful to know;

- Whether you considered registering your directorship of West Sea Investments Ltd in Category 8 of the Register when you entered Parliament in 2015?
- If you did, the reasons for not registering it?

In respect of Samfire Proprietary Ltd, which was entered on the Register of Member's Financial Interests as an updated name for the Wessex Investments Proprietary (Category Shareholdings) on 13 September 2018, you said that Samfire Proprietary Ltd has been registered in Australia since 2004. You also advise me you have not been remunerated for your role as Director for this company since entering Parliament.

However, it would help my inquiry to receive an answer to the remainder of question 11 below;

11. Whether you have considered registering that role in Category 8 [...] and, if you have, the reasons for not doing so.

- It would also be helpful to know why you did not register this company when you entered Parliament in 2015.

Finally, I would be grateful for an explicit answer to my last question;

14. If you are satisfied your entry is up to date, please describe the steps you have taken to satisfy yourself of this.

I should add that my questions should not be taken as implying that you should or should not have made Category 8 registrations; I am seeking this information in order to be understand the facts and to establish whether or not additional registrations were required.

Your request for information

In your recent letter you requested further details about the origins of the complaint from Mr Ben Bradshaw MP.

I would refer you to the penultimate paragraph of my letter dated 7 November and reiterate its point. 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.

As my previous letter explained, no action should be started whilst my investigation is ongoing.

Action

I would be grateful to have your response to this letter as soon as possible and no later than Wednesday 2 January 2019. Please let me know before that date if you think more time is required so that we may agree an alternative date.

17 December 2018

7. Letter from Mr Marcus Fysh MP to the Commissioner, 2 January 2019

Thank you for your letter of 17 December 2018. I apologise if the information asked for in your previous letter was not clearly or fully enough set out and I appreciate you taking the time to set out the requirements.

In response to questions 1–3, I am aware of the requirement to register interests within 28 days of any change. I did update the register when I became aware of the company name change. In hindsight I would like to have followed more closely when the changes took place given that they are a matter of public record, and regret the delay in updating the register. I should stress that the changes had no bearing on my role as an MP or on the substance of the ongoing interests themselves, which were already registered, and there were no new interests that needed registration. As I say I do regret the delay.

With respect to questions 6, 7, 11 and Category 8, I considered all matters regarding directorships after my election prior to registration of my interests, and have done so regularly since when reviewing the way my interests are registered. In addition to not being remunerated these were and are not directorships which consume time in executive management, they have not been relevant to my work as a Member of Parliament, and I have at all times considered that they could not reasonably be thought to be so.

When elected in 2015 I registered shareholdings in London Wessex Ltd, London Wessex Brands Ltd and Wessex Investments Proprietary Ltd. London Wessex Brands was dissolved in April 2018. London Wessex Ltd is now named West Sea Investments Ltd. Wessex Investment Proprietary Ltd is now named Samfire Proprietary Ltd, and was incorporated in Australia where I lived at the time.

With respect to question 14, in my previous professional career I had to be very aware of issues around conflicts of interest and it is something I take very seriously. I have reviewed the rules and guidelines and discussed them with my team in Parliament as well as consulting compliance officers in the Conservative Party who agree with my assessment. I will continue to do so and will happily take on board any additional advice that you have as a result of our correspondence.

2 January 2019

8. Letter from the Commissioner to Mr Marcus Fysh MP, 17 January 2019

Thank you for your letter dated 02 January 2019. The information you have provided has been helpful.

You have acknowledged a delay in registering the changes to London Wessex Ltd, Wessex Investments Proprietary Ltd and London Wessex Brands Ltd, thank you for this.

However, there are still some aspects regarding your registration of company directorships that would benefit from further clarification.

I have enclosed a chart of your registered interests, which include the known facts for each registered company as I understand them. For the avoidance of doubt, it would be helpful if you could complete the missing information, in the highlighted areas, on the chart and return it to my office.

It would also be helpful to have answers to the following questions.

- Did you have shares in Samfire Proprietary Ltd before September 2018?
 - If so did you have over 15% of the issued share capital, or were the shares worth more than £70,000?
- Were you a director of Samfire Proprietary Ltd at any time between your first election to Parliament in May 2015 and 18 April 2018?
 - If so, please provide dates.
- Were you a director of Wessex Investments Proprietary Ltd at any time between your first election to Parliament in May 2015 and 18 April 2018?
 - If so, please provide dates.
- Do you have, or have you held, any other directorships (not listed on the attached tables) since you entered Parliament in May 2015?
 - If so, please provide dates and other details. Please include companies registered abroad as well as UK companies.
- I see that the accounts of London Wessex for 2015–16 and 2016–2017 refer to amounts owed to group undertakings. If any of your companies belong to a group, or have done so, please explain the relevant structure(s).

I would be grateful to have your response to this letter as soon as possible and no later than Thursday 31 January 2019. Please let me know before that date if you think you require more time so that an alternative date can be agreed.

17 January 2019

Enclosure: Table of company details, 17 January 2019

Shares and directorships held by Marcus Fysh MP as at December 2018

Company name	Shareholding over 15%?	Shareholding 15% or less but valued at over £70,000?	Director?	Notes
West Sea Investments Ltd	yes	n/a	Yes.	Until 22 January 2018 was London Wessex Ltd Was this merger, acquisition or name change?
Samfire Proprietary Ltd	yes	n/a	Yes	Until 18 April 2018 was Wessex Investments Pty Ltd Was this merger, acquisition or name change?

Shares and directorships held by Marcus Fysh MP as at May 2015

Company name	Shareholding over 15%?	Shareholding 15% or less but valued at over £70,000?	Director at the time?	Notes
London Wessex Ltd	yes	n/a	Yes, and for predecessor company, since before entered Parliament	Now West Sea Investments Ltd
Samfire Proprietary Ltd	Not known	n/a	? Not known	
London Wessex Brands Ltd	yes	n/a	Yes, since before entered Parliament	Dissolved 26 April 2018
Wessex Investments Proprietary Ltd	Yes	n/a	? Not known	From 18 April 2018, Samfire Proprietary Ltd

(information from Companies House in London and from Mr Fysh)

17 January 2019

9. Letter from Mr Marcus Fysh MP to the Commissioner, 31 January 2019

Thank you for your letter of 17 January 2019 and accompanying chart. I will answer the questions in the order they are raised and come to the chart at the end.

- Did you have shares in Samfire Proprietary Ltd before September 2018?

Yes it was called Wessex Investments Proprietary Ltd until April of 2018 and I held over 15% of the shares.

- Were you a director of Samfire Proprietary Ltd at any time between your first election to Parliament in May 2015 and 18 April 2018?

Yes I was a director throughout that time when it was known as Wessex Investments Proprietary Ltd.

- Were you a director of Wessex Investments Proprietary Ltd at any time between your first election to Parliament in May 2015 and 18 April 2018?

Yes I was a director throughout that time.

- Do you have, or have you held, any other directorships (not listed on the attached tables) since you entered Parliament in May 2015?

Yes throughout I have been a director of Makoonor Holdings Ltd and Alibante Developments Ltd.

- I see that the accounts of London Wessex for 2015–16 and 2016–2017 refer to amounts owed to group undertakings. If any of your companies belong to a group, or have done so, please explain the relevant structure(s).

Makoonor Holdings Ltd and Alibante Developments Ltd are portfolio companies for international investment which belong to the Samfire Proprietary Ltd group, previously known as the Wessex Investments Proprietary Ltd group. Makoonor is held under option from the professional company formation agents which preformed its incorporation. A stake in London Wessex Brands was owned by London Wessex Ltd and Makoonor has an interest in West Sea Investments Ltd (formerly London Wessex Ltd) in the form of a convertible loan. These arrangements date from before I became an MP.

Turning to the table questions in the order raised:

West Sea Investments Ltd until 22 January 2018 was London Wessex Ltd. This was a name change only

Samfire Proprietary Ltd Until 18 April 2018 was Wessex Investments Proprietary Ltd. This was a name change only.

Shares and Directorships held by me as at May 2015:

Samfire Proprietary Ltd – Shareholding over 15% yes. Director at the time, yes. Notes - before April 2018 this company was called Wessex Investments Proprietary Ltd.

Wessex Investments Proprietary Ltd – Director at the time, Yes.

I hope the above is helpful. None of the above represent unusual structuring or financial arrangements for investment companies and are the product of my career overseas in international investment prior to becoming an MP.

31 January 2019

10. Letter from the Parliamentary Commissioner for Standards to the Registrar of Members' Financial Interests, 4 February 2019

I would like to ask for your advice on a matter concerning Mr Marcus Fysh MP and the registration of his financial interests.

I am investigating whether Mr Fysh acted in breach of paragraph 14 of the current Code of Conduct regarding his registration of directorships on the Register of Member's Financial Interests. I enclose a copy of the correspondence I have exchanged with Mr Fysh.

As you can see, I have asked Mr Fysh a series of questions about his shareholdings and his role as a company director in five related companies. It would be most helpful to know what advice you would have given him about the need to register these interests when he entered Parliament and any additional advice you would have given if he had asked for it as his, and the companies', circumstances evolved.

Any other comments you may wish to make would be most welcome.

It would be helpful to have your reply by 18 February 2018. If you require further information from Mr Fysh before giving your advice, I would be happy for you to contact him direct.

4 February 2019

11. Letter from the Registrar to the Commissioner, 18 February 2019

Thank you for your letter of 4 February, and the accompanying information.

I had a brief telephone conversation with Mr Fysh on 8 February. I put two questions to him. In response to these he told me that he is not a shareholder of Makoonor Holdings Ltd or of Alibante Developments Ltd, and has not held shares in either company since entering the House. He also said that all four companies of which he is now director belong to the Samfire Proprietary group and that, along with Wessex Brands Ltd, they or their predecessors previously belonged to the Wessex Investments Proprietary group. You may wish to update your table to reflect this information.

You asked me what advice I would have given Mr Fysh about these interests when he entered Parliament in 2015, and later when the companies' status changed. After each General Election we offer each MP a one to one briefing on registration and the rules of the House. Unfortunately when he entered the House Mr Fysh did not attend the briefing arranged for him on 4 June 2015. He therefore did not have the benefit of the individual advice which we would have provided. We did provide a briefing for Mr Fysh later, but this was on 2 July 2015, well after the deadline for Members to submit information for the first Register of the Parliament, and after he had sent in his registration form. I have no notes from that briefing and from this I assume that Mr Fysh did not raise any specific issues.

After the 2015 General Election

General advice on unpaid directorships

When he entered the House Mr Fysh registered shareholdings in three companies.¹ He was also an unpaid director of these companies, and of a further two companies in the same group. It could be said therefore that the 2015 register presents an incomplete or inaccurate picture of his interests.

Unpaid directorships in the *Miscellaneous* category of the Register. The rules for this category say that Members must register [my emphasis]:

“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 Member’s work, but from which no benefit has yet been received.”

You will see that no further detail is provided this heading of the Register. Mr Fysh has told you that he does not believe his directorships could reasonably have been regarded as relevant.

Unpaid directorships of group companies

It appears that Mr Fysh’s directorships all related to companies which formed part of the same group. If he had consulted me about these in June 2015, I believe that even though there is no explicit guidance on his situation, I would have advised him to register these directorships under the *Miscellaneous* category of the Register. I would have drawn his attention to the Nolan principle of openness, and also to the analogy in the rules for *Category 1: Employment and earnings* in the Register. Subparagraph 8(b) of chapter 1 of the Guide to the Rules says that Members should not register:

Unremunerated directorships (unless associated with, or a subsidiary of, a company or group of which the Member is a remunerated director)...

The effect of this subparagraph is to require a Member to register an unpaid directorship under the *Employment and earnings* heading if the company concerned belongs to a group in which he/she also holds a paid directorship. Mr Fysh was not a paid director of any company within the Wessex Proprietary group, but he did hold a financial interest in other companies, in the form of his shareholdings. By analogy with paragraph 8(b), I would therefore have advised him to register any unpaid directorship within the group, irrespective of whether he held shares in the company concerned.

Finally, I am puzzled that Mr Fysh registered a shareholding in London Wessex Ltd in 2015. According to Companies House records, although he was a director, it was wholly owned by Alibante Developments Ltd on 30 June 2015, and he did not become a shareholder until August 2017—at which point he should have registered his shares within 28 days.

¹ In fact he may have had a shareholding only in two; see next page

In 2018

By the autumn of 2018 Mr Fysh held shares in West Sea Investments Ltd (formerly London Wessex Ltd) and Samfire Proprietary Ltd (formerly Wessex Investments Proprietary Ltd). He was an unpaid director of these two companies and also of Makoonor Holdings and Alibante Developments Ltd. For the reasons I have given above, I believe I would have advised him to register each of these four unpaid directorships.

Mr Fysh tells you that the service providers for his companies were late in notifying him that London Wessex Brands Ltd had been dissolved. Because he had waited for this notification before he checked that the other two companies (presumably London Wessex Ltd and Wessex Investments Proprietary Ltd) had had their names changed, he was also late in registering these two name changes.

Each change should have been registered within 28 days, as follows:

- London Wessex Brands Ltd was dissolved on 26 April 2018. This should have been registered by close on 23 May 2018.
- London Wessex Ltd changed its name on 22 January 2018 to West Sea Investments Ltd. This should have been registered by close on 17 February 2018.
- Wessex Investments Proprietary Ltd changed its name on 18 April 2018 to Samfire Proprietary Ltd. This should have been registered by close on 15 May 2018.

Declaration (ad hoc disclosure) of interests

As well as registering their interests, Members have a responsibility to draw attention to them on almost any occasion when someone else might reasonably consider them to influence what they say or do as an MP. This obligation applies both to registered and unregistered interests, and to almost any occasion, for example in correspondence, in informal discussions, in committee or (subject to a few exceptions) in the chamber.

I do not know if Mr Fysh declared all his unpaid directorships in full in the select committees on which he serves, but I would have advised him to do so in the Select Committee on International Trade. Someone else might reasonably consider that a role as director of a company registered outside the UK, or as a director of a company which forms part of the same group, might influence an MP's actions or words. If Mr Fysh's companies had identifiable interests in arms or defence, I would also have advised him to make an appropriate declaration to the Committee on Arms Export Controls.

I hope this is helpful. Please let me know if you need anything else.

18 February 2019

12. Note of the meeting with Mr Marcus Fysh MP, 12:20pm 26 March 2019

Present: Mr Marcus Fysh MP, Parliamentary Commissioner for Standards and the Registrar of Members' Financial Interests.

The Commissioner asked Mr Fysh if he could explain the companies with which he was involved as there seemed to be confusion. He said all was as set out in his letters. He had established a group of investment companies when he lived in Australia, and they had interests in Asia, including in China and India, as well as in Australia and Cyprus. There was nothing out of the ordinary for an investment business.

The Commissioner said that she would need to consider whether Mr Fysh ought to have registered his unpaid directorships. She had already received the Registrar's advice, and was seeking his views before she made a decision. Mr Fysh said that he believed his decision [not to register] was right. He is in demand in Parliament for his analytical mindset and attention to detail. He sees no connection between his private affairs and his public role and he sees no need to register these directorships.

Mr Fysh said that since he was elected, only one of his companies (London Wessex Brands) has been active. He closed it in 2018 as he did not have the time to run the business any more. At the moment none of his companies are active. He has not closed the others in view of the costs involved, so they are filing accounts and incurring costs at a low level.

The Registrar asked Mr Fysh if he had an interest in any other companies. He said that the group included Winton Private Ltd, registered in Mauritius, a private equity fund. It is wholly owned by one of the other companies in his group and he himself had no shares in it, nor is he director.

The Registrar asked if Mr Fysh had considered a possible need to declare his interests in his companies. Mr Fysh said he had made full declarations when he joined the European Scrutiny Committee and the International Trade Committee. He said that he believed there was no connection between his private and public affairs. The Registrar said that as well as declaring interests when they join a committee, Members are required to declare interests at various points in proceedings, at hearings for example. Mr Fysh said that the select committees of which he was a member had never considered anything which would require him to declare an interest. International trade for example could not influence his companies.

The Registrar asked Mr Fysh why he had registered a shareholding in one of the companies when he apparently did not have one. He said this was because his wife had a holding and he himself had share options. The Registrar said that MPs are not required to register partners' holdings (although they may need to declare them) and that options are normally registered under Miscellaneous. (Correction: Mr Fysh is right that the Guide encourages Members to register options under the shareholdings category.)

Mr Fysh said that he felt the public did not understand his work as investment manager, which had given rise to the complaint against him. He had been criticised for links with Russia, which he did not have. The criticism arose because he had bought a shell company whose previous directors had direct or indirect links.

The meeting concluded with a discussion of the current review of the Guide to the Rules. The Commissioner said that she hoped Mr Fysh would participate as his expertise would be useful.

26 March 2019

13. Addendum to meeting minutes

In his email of 15 May 2019 Mr Fysh asked for the following to be included in the meeting note, replacing the second portion of paragraph 6:

...Mr Fysh said that he felt the general lack of public understanding of the way international investment management work is undertaken had given opportunity for a politically motivated complaint to be made against him.* He had been criticised for links with Russia, which he did not have. The criticism arose because his group** had bought a ready made company “off the shelf”,*** whose directors and shareholders at incorporation had been a law firm’s incorporation agents who may act in incorporation for other, entirely unrelated, clients too. ****

He provided the following notes:

* The complaint against Mr Fysh was not brought by a member of the public who lacked understanding of the international investments business but by journalists and Mr Bradshaw

**The company was not purchased by Mr Fysh directly

***”Shell company” is a pejorative term that was never used by Mr Fysh and is a mischaracterisation.

****It is an important distinction that the previous directors were so only further to the incorporation process and that Mr Fysh had no connection to other clients for whom they may have performed the same service or knowledge of what links they may have.

14. Letter from the Commissioner to Mr Marcus Fysh MP, 04 April 2019

Thank you for attending a meeting in my office last week. I am writing to sum up the three areas I am considering as part of this inquiry, and to invite your response.

Late registration of changes to companies in which you hold shares

This inquiry began following an allegation that you were late in registering some changes to companies in which you had registered shares. On 13 September 2018 you registered that

- London Wessex Ltd had changed its name to West Sea Investments Ltd. This happened on 22 January 2018.
- London Wessex Brands Ltd was dissolved; this happened on 26 April 2018.
- Wessex Investments Proprietary Ltd had changed its name to Samfire Proprietary Ltd. This appears to have happened on 18 March 2018.

All of the above changes were registered late, which I believe you accept, since you say in your letter of 2 January 2019 that you “regret the delay in updating the Register”.

Non-registration of directorships

When you entered Parliament in 2015 you registered, in accordance with the rules, a shareholding of over 15% in three companies: London Wessex Ltd, London Wessex Brands Ltd and Wessex Investments Proprietary Ltd. At the time you were an unpaid director of these companies, and of two others, which are registered in Cyprus: Makoonor Holdings Ltd and Alibante Developments Ltd. You did not register any of these directorships.

In your current Register entry, you have recorded a shareholding of over 15% in West Sea Investments Ltd (formerly London Wessex Ltd) and Samfire Proprietary Ltd (formerly Wessex Investments Proprietary Ltd). You have not registered that you are currently unpaid director of these companies or of Makoonor Holdings Ltd or Alibante Developments Ltd.

Decision to be made

I need to consider whether you ought to have registered these five original company directorships, and the directorships of two successor companies. The Registrar said in her letter of 18 February 2019 that she would have advised you to register them, because without them the Register gave an incomplete picture of your interests, and because – even though the companies have not paid you since you entered the House – you had an indirect financial interest in these companies through your holdings in other companies in the group.

The House does not require you to register unpaid directorships under the heading of Employment and Earnings. However, the Guide to the Rules does say that these may need to be registered under the Miscellaneous category. It specifically cites unpaid directorships and directorships of companies not currently trading as interests to be considered under this heading. The relevant passage is as follows (my emphasis):

55. Under this category Members must register:

- a) Any relevant financial interest or material benefit which does not clearly fall into one of the other categories...
- 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 Member's work, but from which no benefit has yet been received.

You said on 2 January 2019, in response to my questions about registration, that “...*these were and are not directorships which consume time in executive management, they have not been relevant to my work as a Member of Parliament, and I have at all times considered that they could not reasonably thought to be so*”.

When we met last week, I asked you why you had not registered these directorships and you said that none of these companies (except London Wessex Brands Ltd, now dissolved) had been active since you entered Parliament and that they had been under “care and maintenance” arrangements. You said that you had not closed the companies because of the costs involved.

Non-declaration of directorships

Members have an overarching obligation to draw attention to (declare) any interest which someone else might reasonably consider to influence them on that occasion. This obligation includes indirect interests (such as those of a partner or family member), future interests and some unpaid interests, as well as registered interests. The Registrar said in her letter of 18 February that she would have advised you to declare your company directorships in the Select Committee on International Trade.

The Registrar asked you on 26 March 2019 whether you had in fact declared your directorships in the select committees of which you are a member. You said that you had made a full declaration on joining Select Committees. I attach the records of your declarations on joining the International Trade Committee and the European Scrutiny Committee. (I have considered the latter because two of your companies are registered in Cyprus.) You will see that according to the minutes, you did not mention your directorships to these Committees when declaring your interests.

Decision to be made

I need now to consider whether you ought to have declared these company directorships in Committee or elsewhere.

You said that you believed that the Committees on which you serve had never considered anything which would have required you to declare an interest, and that international trade could not influence your companies. Please let me know if you have changed your view or if you wish to add anything further.

Please also consider whether there was any other occasion, for example in the chamber, when tabling a PQ or EDM, or in correspondence when you ought to have declared an interest. You should bear in mind that if a member of your family, such as your wife, holds shares (or a role such as a directorship) as you said was the case with London Wessex Brands Ltd, this too is a declarable interest.

The way forward

I now have to decide how to resolve this case. I am minded to accept the advice of the Registrar that you were in breach of paragraph 13 of the 2015 Rules of Conduct when you did not keep your Register entry up to date, when you did not register your unpaid directorships, and when you did not declare these in Select Committee. I am however willing to consider anything else you might wish to say.

Subject to anything else which you submit, if you accept my conclusions, I would be willing to conclude this inquiry through the rectification procedure. Under Standing Order 150, I am able to rectify a complaint without submitting a full and formal memorandum to the Committee on Standards. I would instead write to the complainant, following which the matter would be closed. I would inform the Committee of the outcome and my letter to the complainant and the relevant correspondence would in due course be published on my webpages.

In order for me to implement the rectification procedure, it would be necessary for you to accept that you were in breach of paragraph 13² of the 2015 Code of Conduct for Members, and to correct your Register entry by adding to it your four directorships. These would be printed in bold italic and would remain in that form for 12 months. I would also expect you to apologise to the House by means of a point of order.

Please let me have by close of business on 29 April 2019:

- Details of any shares or directorships which your wife or any other family member has held, since your election to the House, in the companies of which you were (or are) director;
- Details of any other occasions, in addition to those in the European Scrutiny and International Trade Committee, when you ought to have declared an interest;
- Your response to my proposal to conclude this matter through the rectification procedure.

If you agree, I would send you a draft of a letter to the complainant and a copy of the written evidence pack which would, in due course, be posted on my webpages. The content of my letter is a matter for me alone, but I would give you the opportunity to comment on its factual accuracy before publication. In the meantime, this matter remains protected by parliamentary privilege and the contents of our correspondence should remain confidential.

04 April 2019

Enclosures:

Declarations of Interests for International Trade Committee

International Trade Committee

Formal Minutes, Wednesday 13 September 2017

1. Declaration of Interests

Members declared their interests, in accordance with the Resolution of the House of 13 July 1992 (see Appendix).

...

Fysh, Mr Marcus (Yeovil)

2(a) Support linked to an MP but received by a local party organisation or indirectly via a central party organisation

Name of donor: Abbatt Group Ltd

Address of donor: New Penderel House, 283–287 High Holborn, London WC1V 7HF

Amount of donation, or nature and value if donation in kind: £2,500

Donor status: company, registration 02152123

(Registered 09 August 2017)

Name of donor: J C Bamford Excavators Ltd

Address of donor: Lakeside Works, Denstone Road, Rocester, Uttoxeter ST14 5JP

Amount of donation, or nature and value if donation in kind: £4,000

Donor status: company, registration 00561597

(Registered 09 August 2017)

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

London Wessex Ltd: investment and research (Registered 07 June 2015)

London Wessex Brands Ltd: brand development, wholesale, retail and manufacturing.
(Registered 07 June 2015)

Wessex Investments Proprietary Ltd; investment. (Registered 07 June 2015)

Some of these companies have investments in the EU and Africa (interest declared at private meeting of the International Trade Committee, 13 September 2017)

Declarations of Interests for European Scrutiny Committee

Formal Minutes, Wednesday 1 November 2017

1. Declaration of Interests

Members declared their interests, in accordance with the Resolution of the House of 13 July 1992 (see Appendix).

...

Interests declared in addition to those registered in the Register of Members' Interests as at 23 October 2017:

...

Mr Marcus Fysh

Indirect interest in companies domiciled in Europe

15. Letter from Mr Marcus Fysh MP to the Commissioner, 29 April 2019

Thank you for your letter of 4 April further to our meeting and the advice on a resolution of this matter.

I am happy with the rectification process with regard to the inadvertent late registration of name changes.

On the issues of registering and declaring directorships though, there seems to be a disconnect between the guidelines and the way in which rules might be enforced. It comes down to the line, “if the Member considers that it might reasonably be thought by others to influence his or her words or actions as a Member’. There is discretion given to the Member. If that discretion is to be taken away I believe there should be a clear rationale as to why.

The rectification process as offered would seem to propose an admission of error on my part in a judgement which I still believe to have been fair, and which has not I believe been demonstrated to be otherwise.

I appreciate your time on this matter and that of the Registrar and I am keen to bring it to a conclusion. However, I would like some more time please to seek advice and consider my full response, in particular with respect to your references to the Registrar’s advice which seems to contain important inconsistencies.

It remains my view that the Committees on which I sit have not involved anything which I should have declared an interest on account of my directorships. Furthermore I cannot think of another occasion, such as in the chamber or in correspondence, when I ought to have declared an interest but did not.

29 April 2019

16. Letter from the Commissioner to Mr Marcus Fysh MP, 20 May 2019

Thank you for your comments on the meeting notes from the 26 March 2019, received by the Registrar on 14 May 2019. None of the points you raise concern the factual accuracy of the meeting note. Therefore, I have not made any amendments to it. I am happy to add an addendum to record the new information you have provided but I do not think it is appropriate to include it in the record of the meeting.

Thank you also for your letter of 29 April 2019, and the information that you provided then. As a result, I understand that on the matter of the late registration of changes to three companies, London Wessex Ltd, London Wessex Brands Ltd and Wessex Investments Proprietary Ltd, you accept that you acted in breach of the rules.

However, in that same letter of 29 April 2019, you request more time to seek advice and to consider your response to the advice given by the Registrar regarding the registration of directorships of other identified companies. You also referred to the Registrar’s advice, saying it contains “*important inconsistencies*”. You have not explained what you consider those inconsistencies to be and, as of today, I have not received any additional communication from you on this point.

Given that you do not accept all of my findings, I cannot conclude my inquiry by way of the rectification procedure. I will therefore begin to draft a Memorandum to the Committee on Standards so that they can adjudicate on this investigation. I will give you an opportunity to comment on the factual accuracy of the draft in due course. In the meantime, if you wish to add anything further, please could you let me know by 27 May 2019.

20 May 2019

17. Letter from Mr Marcus Fysh MP to the Commissioner, 4 June 2019

Thank you for your letter dated 20 May.

I had been waiting for a reply to my request for some more time to consider my response as you have been very reasonable in setting timeframes in our previous correspondence for which I thank you. I had prepared my thoughts on some of the areas in which the guidelines, and the Registrar's interpretation of them, are inconsistent prior to receiving your letter but I am happy now to take those to the Committee on Standards if that is what you would like.

I would like to repeat at this stage that I have always been happy to engage with this process and register directorships if they are relevant to my role as an MP and need to be registered. I am reluctant to issue an apology for a judgement which I believe was reasonable and in accordance with the guidelines however, and which I do not believe is a breach.

I should say for the record that whilst I agree with most of the minutes of my meeting with you and the Registrar, there are some points which I still do not think are a fair reflection of our discussion. As a result I do not accept the minutes and I reiterate the points I raised in my previous correspondence about how they should be changed.

I have to say, my experience thus far has been that my judgement is being stated as incorrect without, in my opinion, any evidence to support that view. It remains my hope that my involvement in this process may lead to some form of clarification of what MPs are expected to register if it is different from what is stated in the guidelines, and that this may be of help to others in the future.

4 June 2019

18. Letter from the Commissioner to Mr Marcus Fysh MP, 12 June 2019

Thank you for your letter of 4 June 2019, received by my office 6 June 2019. I acknowledge that I did not set a timeframe when you requested more time to respond to my letter of 4 April 2019. However, given that I had asked for a reply by 29 April 2019, I do not think it was unreasonable for me to write to you again after a further three weeks had passed.

You said that you "*agree with most of the minutes*" of our meeting but there are still some points which you "*do not think are a fair reflection of our discussion*". The Committee on Standards would expect the facts to be agreed before considering the details of a memorandum. We do therefore need to reach an agreement on those minutes before I can proceed.

You had asked for more time (in your letter of 29 April 2019) to consider your response "*in particular with respect to [my] references to the Registrar's advice*". You now say that "*I had prepared my thoughts [...] prior to receiving your letter*." I think it would be helpful if you would share those thoughts with me when you reply to this letter so that I can consider whether those thoughts would alter my decision.

I look forward to receiving your letter shortly and no later than 20 June 2019.

12 June 2019

19. Letter from Mr Marcus Fysh MP to the Commissioner, 19 June 2019

Thank you for your letter dated 12th June 2019.

I apologise for not sharing my thoughts on the relevant sections of the Guidelines and interpretation of them in my previous letter as I thought that the matter was now being passed to the Committee. As I previously mentioned, I do appreciate the time you have spent on this matter to date.

The Guidelines are explicit that registration under the “Miscellaneous” section of the Register of Interests for Members of Parliament of MPs’ unremunerated directorships is in the relevant Member’s discretion and judgement where, as in my case, there is no group remunerated directorship held by the Member.

Thus in the section *Category 8: Miscellaneous* (my emphasis in bold):

8:55.b): Any other interest, **if the Member considers that** it might reasonably be thought [etc]

This discretion is reinforced by Footnote 11 to the provision under *Category 1: Employment and earnings* in which unremunerated directorships are explicitly excluded from registration under that *Category*, and instead deferred for decision by the Member as to whether he or she should register them under the *Miscellaneous* category (my emphasis in bold):

1 :8.b) Unremunerated directorships (unless associated with, or a subsidiary of, a company or group of which the Member is a remunerated Director); 11

11 **Members may register these if they consider them relevant**, under Category 8: Miscellaneous

The effect of this is that any requirement to register an unremunerated directorship of a company which is not associated with another of which the Member is a remunerated Director is subject to the condition that the Member considers it relevant.

I do not believe the Principle of Openness, which I certainly espouse, can properly be construed to mean that Members do not have discretion as to what they should declare and or register, especially in respect of their private affairs, so as to contradict or obviate the need for the opinion of the Member to be that the fact of the directorship is relevant for there to be a requirement to register it as specified in the Guidelines as above. This is especially so in a case where no conflict of interest has been shown to have arisen, and there has been no evidence presented as to how any such interest might actually influence or have influenced the Member’s actions or words.

In the case of an *ad hoc* declaration, which may be required under the Principle of Openness (and in relation to which the Registrar appears to have made her comments in the final section of her letter), the interest in question may not previously have been registered, and the declaration could only be made by the Member as no one else makes declarations on behalf of Members. It is also not the case normally as far as I am aware that the Registrar directs or should direct *ad hoc* declarations by Members without the involvement of Members.

It is clearly not the case therefore that all interests of every kind are declared, nor that they must be declared, which would be the logical conclusion of the position that the Principle of Openness meant that MPs did not have discretion over *ad hoc* declarations. It is rather rather that in all cases Members' discretion is exercised in making *ad hoc* declarations.

I do not believe it is correct therefore to say that declaration obligations under the Principle of Openness can be used to reinterpret and contradict the Guidelines which are explicit as to the existence of the Member's discretion and guidance as to its use in respect of unremunerated directorships, especially in a retrospective manner.

Even if it were possible to say this, I do not believe that it would be possible reasonably to do so without an actual conflict with the public interest and or some benefit from it arising to the Member from a particular course of action or other type of influence on the Member's action or words having been shown with evidence to have occurred or been shown with evidence to be reasonably likely to occur, or be shown to be something the Member had solicited or were taking steps to solicit.

In respect of directorships which are unremunerated, the Guidelines are explicit that these should be considered for declaration by a Member when they are of companies which are part of a group in which the Member holds a directorship which is remunerated. This is not the case in my group of companies.

In making an "analogy" which is to my mind not precise or clear, the Registrar apparently contends that the beneficial ownership of a company or group, in which a directorship is also held that is unremunerated, should be regarded as of itself conferring a benefit of potential remuneration to that directorship, but which is not "Employment or Earnings" and should not be declared as such, yet requires that the directorship itself be declared as "Miscellaneous", including in my case.

Notwithstanding that the Guidelines say differently and that Members have discretion over such declarations, and that this could not really be regarded as remuneration otherwise it would need to be declared under "Employment or Earnings", this apparent argument that it amounts to the same thing or should be regarded as such to try to clarify the matter suffers from two serious flaws.

Firstly the nature of directorship is different from the nature of ownership. Directors do not have any right to remuneration unless that is contracted. Owners may or may not become entitled to a dividend or be able to realise their investment.

Secondly in a case where the financial interest in ownership itself has in any case been declared, such as this one, it is not possible to say that a potential financial consequence of unremunerated directorship by virtue of potential impact on the benefits of ownership has not been declared. It is therefore not logical to say that there has been some default in declaration in that regard.

It may be noteworthy by contrast that there are many instances, in both Houses, of Parliamentarians who have interests, or whose close family have interests, financial or otherwise, which are relevant but which are not declared. For example many have actual or potential EU pension entitlements, have parents or partners who are EU citizens or who have actual or potential EU pension entitlements, and their rights or potential

diminution of rights have been explicitly dealt with by their actions in Parliament on multiple occasions in recent times, but these interests have not been registered and may not have been declared on an *ad hoc* basis.

I have, by contrast, never had any interest from which I or those associated with me have benefited, might benefit or be prevented from disbenefiting on account of any course of action taken by me as a Parliamentarian or which might otherwise influence my actions or words as a Parliamentarian. The facts bear this out and I do not think it is reasonable to say or imply differently.

No facts have been presented to me which would contradict this assessment and I believe an impartial and well-informed person in possession of all the facts who judged the relevant ones in an objective manner, as per the normal definition of a reasonable member of the public, would conclude the same.

For these reasons therefore, and in reiterating my previous communications with you, I do not believe I ought to have declared these directorships previously or to be doing so now, and I do not think I have breached the Rules in respect of them.

For the avoidance of doubt my wife's shareholding in London Wessex Brands Ltd was under option to me and was declared as I had the right to it. There are in my belief no occasions when I ought, or someone has contended that I might have had, an obligation to have declared an interest which we have not discussed.

19 June 2019

20. Letter from the Registrar to the Commissioner, 8 July 2019

Thank you for copying to me Mr Fysh's letter of 19 June. You asked for my comments, and I have set these out below.

Mr Fysh's letter concerns two types of disclosure which are required of Members:

- Registering unpaid directorships under the miscellaneous category (page 1, first paragraph on page 2, and paragraph 6 of page 2 onwards)
- Ad hoc declarations of interest (paragraphs 2 to 5 on page 2)

Registering unpaid directorships under the miscellaneous category

Mr Fysh is right to say that this is a matter for the MP's "discretion and judgement". But the House expects MPs to exercise their discretion and judgement in accordance with the Guide to the Rules.

As Registrar, I also offer MPs advice (if asked) on whether unpaid interests require registration. If a question is raised about an MP's decision whether or not to register an interest, or about my advice, the Commissioner for Standards and (if the matter is referred to them) the Committee on Standards will give an authoritative view.

In his fourth and fifth paragraphs on page 1 Mr Fysh argues that it is for an MP to judge whether unpaid directorships are relevant (unless he or she is also a paid director of a company in the same group), and that a directorship needs to be relevant before it is

registered. That is true, but the MP needs to consider the House's definition of relevance. Mr Fysh is wrong to suggest that a conflict must have arisen or that the interest must have influenced the MP in before he or she has to register it. The House has a well established definition of relevance, which is explained in chapter 1 of the Guide to the Rules. Paragraph 55 of that chapter, which deals with registering under Category 8 of the Register (the Miscellaneous section), says:

55. Under this category Members must register:

- 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 as a Member; and
- 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 Member's work, but from which no benefit has yet been received.

You will see that the examples of interests which might be registered under this category include in subparagraph (b) certain non-financial interests such as unpaid directorships and directorships of companies not currently trading. In view of this guidance, when Mr Fysh completed his first register entry in 2015, I would therefore have expected him to give active consideration to whether he ought to register his unpaid directorships and directorships of companies not trading, and specifically whether these met the House's test of relevance, that is, whether they "might reasonably be thought by others to influence [someone's] actions or words as a Member". I would have expected him to review this decision when his interests changed after that date.

You have already asked what advice I would have given to Mr Fysh in 2015. I said that I would have advised Mr Fysh to register his unpaid directorships on the grounds that the companies concerned belonged to a group and Mr Fysh had a financial interest in other companies in the group, even though this was through the shares he held rather than through paid directorships. (I see that Mr Fysh does not accept this argument.)

I might add that I would not advise a Member to register an unpaid directorship in every case. Each case is different, but I would be less likely to advise registering an unpaid directorship if for example the company is a shell and has never traded; or if it is a company limited by guarantee established to take forward a small-scale local cause. Mr Fysh's circumstances were different. Some or all of these companies were established by him. In each case the Board of Directors was small; he was often the only individual director, or one of two individual directors, so that he played an important role in governance. I also note that when he restructured these companies Mr Fysh could have closed more of them, but chose to close only one. Someone else might reasonably assume this is because he wished them to be able to reactivate them in future.

I have reviewed the additional information now available to me about Mr Fysh's individual directorships. Even though these companies were not actively trading, they have since 2015 required some director involvement, particularly in connection with the restructure. Mr Fysh appears to have provided this, which reinforces my view that he had a continuing interest. For example:

London Wessex Brands: I can see, from documents filed with Companies House, that between 2015 and 2018 Mr Fysh continued to have a role in the governance of this company. In October 2015 he signed a resolution dealing with the company's share structure. In April 2016 he and his wife signed another resolution.

West Sea Investments Ltd (formerly London Wessex Ltd). This is shown as dormant on the Companies House register. I see that Mr Fysh's signature appears on the original accounts for the years ending 30 June 2015, 30 June 2016 and 30 June 2017. (The first of these was signed on 27 April 2016 and the second and third on 2 August 2017). Mr Fysh's signature also appears on the amended accounts for the years ending 30 June 2016 and 30 June 2017, which he signed on 16 and 18 August 2018 respectively.

Mr Fysh has been since 2 August 2017 the only director of this company and also a person with significant control. If an MP is both an unpaid director and a person with significant control I would normally advise registering the directorship.

For the above reasons, if I was advising Mr Fysh, I would have suggested to him that in addition to registering his shareholdings in these two companies, which he had done, he would have been wise to register his directorships. Others might reasonably think that these two directorships might influence his or her actions or words as a Member in the same way as a financial interest. Mr Fysh's Register entry does not list any of his directorships, and has not done so since he entered Parliament. It therefore seems to me to give an incomplete picture of his interests.

Finally, while there is less information available to me about Mr Fysh's directorships of the three companies registered outside the UK, I would probably have advised registering these as well. I note that Mr Fysh has been Secretary of Samfire Proprietary Ltd (formerly Wessex Investments Proprietary Ltd, and registered in Australia) since July 2008. This again suggests an important role in the company.

Ad hoc declarations of interest (paragraphs 2 to 5 on page 2)

The rules on this are set out in chapter 2 of the Guide to the Rules. Mr Fysh says

I do not believe that it would be possible reasonably to [reinterpret the declaration guidelines] without an actual conflict with the public interest and or some benefit from it to the Member from a particular course of action or other type of influence on the Member's action or words having been shown with evidence to have occurred or been shown with evidence to be reasonably likely to occur, or to be shown to be something the Member had solicited or were taking steps to solicit.

However this is not the test for when an interest should be declared. Members are required to declare any interests which satisfy the test of relevance at the time; ie those interests might reasonably be thought by others to influence their actions or words as an MP on that occasion. Mr Fysh has told you that he believes there is no connection between his private

affairs and his public role, and that the Committees on which he sits have not considered anything on which he should have declared an interest on account of his directorships. However, if others might reasonably have considered the directorships to have influenced him, in select committee or elsewhere, he should have made an ad hoc declaration and drawn attention to them.

My view is still that I would have advised Mr Fysh to declare at least his three directorships of foreign-registered companies when he joined the International Trade Committee - even though they were not involved in international trade. Others might reasonably have thought that they might influence his actions or words. Mr Fysh does not believe this was necessary, and he does not believe that he needed to register any of his directorships, as I would have advised him to do. It is for you and the Standards Committee to consider whether the rules have been broken.

8 July 2019

21. Letter from the Commissioner to Mr Marcus Fysh MP, 15 July 2019

I wrote to you on 25 June 2019 to inform you that I had again written to the Registrar. I asked her whether the information in your letter of 19 June 2019 would have led her to revise her previous advice. I enclose a copy of her reply for your information.

I will incorporate her comments into my memorandum, a draft of which I will share with you before sending a final copy to the Committee on Standards.

15 July 2019

22. Letter from the Commissioner to Mr Fysh, 20 August 2019

I am writing to follow up my letter of 15 July 2019.

In that letter I said that I was preparing 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 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. The first is, 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, these could be included.

Secondly, while I have included my draft analysis, I should emphasise that this might change in the light of any comments you make on the factual accuracy of the report.

Thirdly, I note that you have not answered a question in my letter of 4 April, when I asked you if any of your family members has, since your election, held shares or directorships in the companies of which you are director. I asked this because such interests might also require declaration.

I would be grateful to have your comments, and your answer to the outstanding question as soon as possible and by no later than 5 September 2019. Subject to any such comments, I would hope to submit my memorandum to the Committee shortly after that.

The Clerk would 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 conclusion.

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

20 August 2019

23. Letter from Mr Fysh to the Commissioner, received 5 September 2019

Thank you for your letter of 20 August.

I apologise if I have not been clear about shareholdings of members of my family. Your note of our meeting of 26 March reflects that we did mention my wife's shares and the options I held on them. She held shares in London Wessex Brands and because of the options I registered those under my own name as it seemed the most complete form of disclosure.

My brother, [name redacted] is an unremunerated director of Samfire Proprietary Ltd.

Regrettably I did not have sight of your letter until the House returned on Tuesday of this week and so may I ask for a short extension to that I may properly read your draft memorandum? It has as I am sure you know, not been an uneventful resumption of business.

5 September 2019

24. Email from Mr Fysh to the Commissioner, 3 October 2019

Thank you for your letter of August 20 and copy of your draft memorandum.

Although we have not reached an agreement on this issue I do consider it to be a fair and thorough account of our correspondence and would like to repeat my thanks to you for all your time and work on it.

As you know, the path of least resistance for me would have been to agree to the rectification process but I do have concerns about the guidelines and advice and enforcement concerning them and feel I should take these to the Committee.

I hope that it will be of some use in future considerations and updating the rules.

There are two points in particular that I am hoping may be reviewed by the Committee.

Firstly, the Requirements for Registration stated on page 5 of the report is as follows:³ ‘if the Member considers that it may reasonably be thought by others to influence his or her actions’. In this case I, as the Member, did not, and I still believe that to be the right judgement. If the assessment is actually to be taken by the Registrar then the guideline should reflect that. It should be obvious that ad-hoc declarations must be for the Member to consider.

Secondly, on page 8 in a section on the Registrar’s advice,⁴ you state, ‘She said that even though there is no explicit guidance on his situation, she would have advised him to register these directorships.’⁵ As I have said before it may be good for there to be explicit guidance given that MPs may be subject to unsubstantiated accusations from the likes of Private Eye and unfair smears from their political opponents.

The Registrar has not given sufficient reason for her opinion or indeed any example to show an action that could have been influenced or that my judgement was incorrect. It is in all Members’ interests that this process is clarified.

Thank you again for your time and consideration of this issue.

3 October 2019

25. Letter from Mr Fysh to the Chair of the Committee 12 February 2020

Congratulations on your reselection as Committee chair.

I write as my case is one of those that the Committee will be asked to consider in the coming session. A memorandum has been submitted by the Parliamentary Commissioner for Standards but I would very much welcome the chance to give written and oral evidence to the Committee.

The disagreement concerns whether I should have registered unpaid company directorships. I do not agree with the Commissioner’s finding that I should have done so but there is nothing particularly controversial or problematic about the directorships or related shareholdings.

In some ways the easiest option for me might have been to accept the rectification procedure offered but I asked for the issue to be considered by the Committee for the following reasons and I would like to offer my thanks in advance for its doing so.

Firstly, as detailed in my correspondence with the Commissioner, it is clear from the code of conduct that discretion is given to the Member over the declaration of certain things such as unpaid directorships. If that discretion is to be removed, then there need to be clear and robust reasons and process for this and I say that they are not present in my case.

Secondly, the rectification procedure suggested seems to amount to an admission of fault when there has been none demonstrated, and a retrospective declaration. These may be things the press and various political interests choose to represent in an unfair way. Given that I followed the guidelines to the best of my judgement and that there has been no conflict

3 Paragraph 10 of my Memorandum, quoting paragraph 55(b) of the Guide to the Rules.

4 Paragraph 19 of my Memorandum

5 Paragraph 19 of my Memorandum.

or potential conflict of interest, nor any reasoned or reasonable assertion or evidence of such, or of any influence on what I have said or done, this suggested rectification does not seem fair.

If any and all directorships should be declared then that is what the guidelines should state, and if I should now declare these particular directorships then a non-retrospective declaration might be a fair and more agreeable outcome.

In view of these points I believe it may be useful if the guidelines were reviewed to make clearer to Members what the expectations are. I hope that my discussion with the Committee can be a useful part of that process. I will submit more detailed written evidence shortly.

12 February 2020

26. Comments from the Commissioner on Mr Fysh's written evidence 28 May 2020

Thank you for sharing with me a copy of Mr Fysh's response to my memorandum of 24 October 2019.

I do not wish to add to the evidence or to the rationale for the decisions set out in my original memorandum. However, I hope it will be of assistance to the Committee if I set out where in my memorandum I addressed the matters Mr Fysh now raises.

Late registration of three changes to previously registered shareholdings

Mr Fysh acknowledges late registration of certain of his financial interests and at the end of his note to the Committee he concludes that *"apology should be given to the House for the late declaration [sic] of Samfire/Wessex Investments group company name changes and the dissolution of one of the group's subsidiary companies, for which apology has already been made to the Commissioner and the Committee."*

In his opening summary Mr Fysh also said that his late registration occurred at an *"exceptionally busy time"* and that his apology for it *"does not detract from the fact that the interests in them remained disclosed and other registers which recorded the changes displayed them publicly and were at all times openly accessible."*

Paragraph 5 of my memorandum refers. This sets out the House's rule on the disclosure of Members' financial interests. It begins *"Members shall fulfil conscientiously the requirements of the House in respect of registration of interests in the Register of Members' Financial Interests..."* Paragraph 7 of my memorandum sets out the stated purpose of the Register of Members' Financial Interests, which is *"...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."*

It may be helpful to draw to the Committee's attention the fact that three of the five companies in what is now the Samfire Proprietary Group were registered overseas. Mr Fysh's role as director and shareholder of Samfire Proprietary Ltd (and its predecessor) was recorded in the Australian register of companies and not in the UK. In conducting

my inquiry, I drew on information contained in the registers of companies in Australia and Cyprus (paragraph 33 of my memorandum). It may also assist the Committee to draw attention to the fact that some or all of the companies were established by Mr Fysh. In each case the Board of Directors was small, and he was often the only individual director or one of two individual directors (paragraph 30 of my memorandum).

I did not take into account that there were other sources of information about Mr Fysh's financial interests because my remit, set out in paragraph 20 of the Code of Conduct for Members, is to consider allegations relating to "*a Member's adherence to the rules of conduct under the Code*" and the Code itself makes no reference to reliance on sources of information other than the Register of Members' Financial Interests.

Registration of unpaid directorships

Mr Fysh says that he did not register his directorships "*because they were unremunerated and of no financial consequence*". He says that these conditions are explicitly identified as ones where registration is not required. This is a reference to the rules concerning registrations in paragraph 8 of Chapter 1 of the Guide to the Rules. It refers to Category 1 of the Register of Members' Financial Interests - the Employment and Earnings category. I do not suggest in my memorandum that Mr Fysh should have registered his unpaid roles in that category. In paragraph 9 of the memorandum I explain that Category 8 - the Miscellaneous category- is the relevant category when considering the registration of unpaid roles.

A footnote to paragraph 8(b) of Chapter 1 of the Guide to the Rules in relation to unremunerated directorships, says that "*Members may register these, if they consider them relevant, under Category 8: Miscellaneous*". A similar footnote appears against the mention of directorships of companies not currently trading, in paragraph 8(c). The guidance on Category 8 makes plain that Members must register non-financial interests, such as unpaid directorships, in this Category if they meet the relevance test. Mr Fysh quotes part of the relevance test, stating that his unpaid directorships have "*never been relevant to [his] words or actions as a Member and that [he] has never considered them to be so.*"

Paragraph 11 of my memorandum refers. I set out the test of relevance in full.

"The test of relevance is whether those interests might reasonably be thought by others to influence his or her actions or words as a Member."

Mr Fysh asks the Committee to consider whether I and the Registrar are mistaken in our assessment of what others might reasonably think, suggesting that we have "*departed from the concept of reasonableness*".

In paragraphs 42 to 45 of my memorandum I explain my rationale. In paragraph 42 I say that others might reasonably think that an MP might be influenced by unpaid directorships, if that MP had been a director of several companies before entering Parliament, if those companies were "*the product of [his] career overseas in international investment*", and if he continued some of the directorships on an unpaid basis while in the House. Those unpaid roles might, in my assessment, be thought by others to influence his words or actions as an MP in the same way as a paid interest.

In paragraph 43 of my memorandum, I drew attention to the specific prompt in paragraph 55 of the Guide for Members to consider registering under the Miscellaneous category “*an unpaid employment or directorship, or directorship of a company not currently trading*”. Mr Fysh has drawn attention to my assessment that “*I find it hard to envisage circumstances where there would be stronger arguments for registering than there were in this case.*” That assessment took into account that although the companies were not trading, Mr Fysh had carried out various tasks connected with the governance and financial management of the companies,⁶ as well as holding shares in them. When he restructured the group of companies he had presumably chosen to retain them.

In paragraph 44 of my memorandum, referring to the three companies in which he held shares as well as being a director, I stated that “*An entry in the Register showing that an MP has shares does not necessarily indicate that he or she has control or influence in the company. In 2015 however Mr Fysh was one of a small number of directors of these companies. He had more control and influence than his shares by themselves would have suggested. And he was also a director of two companies which were not mentioned in the Register at all.*”

Mr Fysh invites the Committee to consider excerpts from guidance given to the House of Lords. Committee Members will be familiar with the memoranda of successive Commissioners. For the benefit of any wider readership, I should explain that only the guidance applying to Members of the House of Commons applies.

Mr Fysh states that neither I nor the Registrar have suggested that his words or actions in Parliament have been influenced by any of his interests. That is correct. Not having suggested it, I saw no need to adduce evidence in my memorandum that it had happened.

Mr Fysh goes on to suggest that a lack of evidence on this point undermines my assessment of what others might reasonably think. I had explained in paragraphs 42–45 of my memorandum the basis for that assessment. If I had have found evidence that Mr Fysh’s words or actions as a Member had actually been influenced by his interests, that would have been a far more serious matter. However, as I had not, I did not make reference to that in my memorandum.

Mr Fysh states that the “*declaration [sic] of an unremunerated directorships of another group company, was otiose in view of the fact that the financial interest by way of a group shareholding was in this case in fact declared.*” Chapter 1 of the Guide to the Rules relating to the conduct of Members nowhere says that the registration of a shareholding means that a Member need not consider registering a director role in the same company. The reason for registering both interests is explained in paragraph 44 of my memorandum.

Declarations

In respect of the requirement to make ad hoc declarations during Select Committee or other parliamentary proceedings, Mr Fysh states that his “*unremunerated directorships are not capable of having any influence on what I might say or do as a Member.*”

Mr Fysh says that the citation of another case is “fatal to [my] contention of a breach” because I have not mentioned in my memorandum any views that he has expressed to which his unregistered and undeclared interests might directly relate. I did not need to mention these.

6 Item 20 of the Written Evidence appended to my memorandum (page 50) refers

At paragraph 12 of my memorandum, I refer to paragraph 7 of chapter 2 of the Guide to the Rules, which lists the occasions on which declarations are required. This includes, under the heading “Select Committees” *“at the Committee’s first meeting. Members must provide details of **any registered financial interests** [my emphasis], and of any non-registrable interests which meet the test of relevance.”* Paragraph 5 of Chapter 3 of the Guide to the Rules says: “The *test of relevance* is whether those interests might reasonably be thought by others to influence his or her actions or words as a Member.”

Even if Mr Fysh had not registered his unpaid directorships in the Register of Members’ Financial Interests, he should have considered declaring them at the first meeting of any Committees of which he was a Member and before he had expressed any views in those Committees. The question he should have asked himself was not (as he suggests) whether he had a conflict of interest or whether his interests might influence him. As set out in the Guide to the Rules, he should have considered whether others might reasonably consider his directorships to influence what he said or did in Committee. In my view the answer was yes, and he should have declared them at that point. The Registrar has advised that Mr Fysh, when he joined the International Trade Committee, ought to have specifically drawn attention to his three directorships of companies registered outside the UK. The Registrar’s advice is reproduced in full in the written evidence appended to my memorandum.

As I explained in paragraph 52 of my memorandum, it is customary for MPs, when joining a select committee, to declare their interests by submitting a print-out of their register entry plus details of any additional interests, such as non-financial interests. I noted that Mr Fysh had made his declarations in this manner and so, had he registered them, his unpaid directorships would have been included in his initial declaration without further action on his part.

If the Committee concludes that Mr Fysh did not need to register his unpaid directorships, it may wish to consider whether he ought nonetheless to have considered declaring them, using as his measure the test of relevance. In addition to considering this question at the first meeting of each Select Committee, he would also have needed to consider whether the relevance test was met on any occasion when his financial and non-financial interests were directly relevant to the matter at hand.

I hope that this is of assistance to the Committee.

Kathryn Stone OBE

Parliamentary Commissioner for Standards

28 May 2020