

**THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE**

**Memorandum of Association of the
KNITTING & CROCHET GUILD**

1 The company's name is the KNITTING & CROCHET GUILD (and in this document it is called the Guild).

2 The Guild's registered office is to be situated in England.

3 The Guild's objects (the Objects) are to advance public knowledge and appreciation of the crafts of knitting and crochet particularly but not exclusively through the furtherance of skill and creativity in the said crafts and the preservation of the heritage of knitting and crochet.

Powers

4 (1) In addition to any other powers it may have, the Guild has the following powers in order to further the Objects (but not for any other purpose):

- (a) to raise funds. In doing so, the Guild must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Guild. In exercising this power, the Guild must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
- (d) to borrow money and to charge the whole or any part of the property belonging to the Guild as security for repayment of the money borrowed. The Guild must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;
- (e) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (f) to:
 - (i) deposit or invest funds;
 - (ii) employ a professional fund-manager; and
 - (iii) arrange for the investments or other property of the Guild to be held in the name of a nominee; in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (g) to employ and remunerate staff for carrying out the work of the Guild. The Guild may employ or remunerate a Director only to the extent it is permitted to do so by Clause 5 and provided it complies with the conditions in that clause;
- (h) to promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish useful results thereof;
- (i) arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, competitions, seminars and training courses;
- (j) to collect and disseminate information on all matters affecting the Objects and exchange such information with other bodies having similar aims whether in this country or overseas;
- (k) to cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) or CDs, DVDs or similar or to use the Internet and other means of communication as shall further the Objects;
- (l) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

- (m) to establish or support any local branches, charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (n) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects or similar objects in support of craft skills;
 - (o) to provide indemnity insurance for the Directors or any other officer of the Guild in relation to any such liability as is mentioned in sub-clause (2) of this clause, but subject to the restrictions specified in sub-clause (3) of this clause;
 - (p) to pay out of the funds of the Guild the costs of forming and registering the Guild both as a company and as a Charity;
 - (q) to do all such other lawful things as are necessary for the achievement of the Objects;
- (2) The liabilities referred to in sub-clause (1)(o) are:
- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Guild;
 - (b) the liability to make a contribution to the Guild's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
- (3) (a) The following liabilities are excluded from sub-clause (2)(a):
- (i) fines
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
 - (iii) liabilities to the Guild that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Guild or about which the person concerned did not care whether it was in the best interests of the Guild or not.
- (b) There is excluded from sub-clause 2(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Guild (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Guild would avoid going into insolvent liquidation.

Restrictions

- 5 (1) The income and property of the Guild shall be applied solely towards the promotion of the Objects.
- (2) (a) A Director is entitled to be reimbursed from the property of the Guild or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Guild.
- (b) Subject to the restrictions in sub-clauses 4(2) and 4(3), a Director may benefit from trustee indemnity insurance cover purchased at the Guild's expense.
- (3) None of the income or property of the Guild may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Guild. This does not prevent a member who is not also a Director receiving:
- (a) a benefit from the Guild in the capacity of a beneficiary of the Guild;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Guild.
- (4) No Director may:
- (a) buy any goods or services from the Guild;
 - (b) sell goods, services, or any interest in land to the Guild;
 - (c) be employed by or receive any remuneration from the Guild;
 - (d) receive any other financial benefit from the Guild unless:

- (i) the payment is permitted by sub-clause (5) of this clause and the Directors follow the procedure and observe the conditions set out in sub-clause (6) of this clause; or
 - (ii) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- (5) (a) A Director may receive a benefit from the Guild in the capacity of a beneficiary of the Guild.
- (b) A Director may be employed by the Guild or enter into a contract for the supply of goods or services to the Guild, other than for acting as a Director.
 - (c) A Director may receive interest on money lent to the Guild at a reasonable and proper rate at least 2 percentage points per annum below the base rate of a clearing bank to be selected by the Directors.
 - (d) A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company.
 - (e) A Director may receive rent for premises let by the Director to the Guild if the amount of the rent and the other terms of the lease are reasonable and proper.
- (6) (a) The Charity and its Directors may only rely upon the authority provided by sub-clause 5(5) if each of the following conditions is satisfied:
- (i) The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.
 - (ii) The Director is absent from the part of any meeting at which there is discussion of:
 - his or her employment or remuneration, or any matter concerning the contract; or
 - his or her performance in the employment, or his or her performance of
 - the contract; or
 - any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clause 5(5); or
 - any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 5(5).
 - (iii) The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.
 - (iv) The other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest).
 - (v) The reason for their decision is recorded by the Directors in the minute book.
 - (vi) A majority of the Directors then in office have received no such payments.
- (b) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
- (i) a partner;
 - (ii) an employee;
 - (iii) a consultant;
 - (iv) a director; or
 - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.
- (7) In sub-clauses (2)-(6) of this Clause 5:
- (a) "Guild" shall include any company in which the Guild:
 - holds more than 50% of the shares; or

- controls more than 50% of the voting rights attached to the shares; or
- has the right to appoint one or more directors to the Board of the company

(b) "Director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner.

6 The liability of the members is limited.

7 Every member other than a Junior Member promises, if the Guild is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of the debts and liabilities of the Guild incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

8 (1) The members of the Guild may at any time before, and in expectation of, its dissolution resolve that any net assets of the Guild after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Guild be applied or transferred in any of the following ways:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity for use for particular purposes that fall within the Objects;

(2) Subject to any such resolution of the members of the Guild, the Directors of the Guild may at any time before, and in expectation of, its dissolution resolve that any net assets of the Guild after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Guild be applied or transferred:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

(3) In no circumstances shall the net assets of the Guild be paid to or distributed among the members of the Guild (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the Guild shall be applied for charitable purposes as directed by the court or the Charity Commission.

**THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE**

**Articles of Association of the
KNITTING & CROCHET GUILD**

A. Interpretation

1 In these articles:

"the Act" means the Companies Act 1985;

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Guild; "clear days" in relation to the period of a notice means a period excluding:

the day when the notice is given or deemed to be given; and

the day for which it is given or on which it is to take effect;

"the Commission" means the Charity Commissioners for England and Wales;

"the former Guild" means the unincorporated charity called 'The Knitting & Crochet Guild' and dissolved on the incorporation of this company;

"full member" means any member other than a Junior Member

"the Guild" means the company intended to be regulated by these articles; "the memorandum" means the memorandum of association of the Guild; "office-bearers" means those Directors who for the time being hold the offices of Chair, Vice-Chair, Treasurer and Secretary;

"officers" includes the Directors, managers and the secretary;

"the seal" means the common seal of the Guild if it has one;

"secretary" means the secretary of the Guild or any other person appointed to perform the duties of the secretary of the Guild, including a joint, assistant or deputy secretary; "the Directors" means the directors of the Guild. The directors are charity trustees as defined by Section 97 of the Charities Act 1993;

"the United Kingdom" means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires, words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Guild.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

B.

Members

2 (1) The subscribers to the memorandum are the first members of the Guild.

(2) Membership is open to other individuals or national, international and local voluntary or other non-profit organisations, whether corporate or unincorporated, who:

- (a) apply to the Guild annually in the form required by the Directors;
- (b) are approved by the Directors; and
- (c) have:

- (i) paid the relevant annual subscription in accordance with Article 3, or
- (ii) paid to the former Guild an annual subscription the term of which has not yet expired, or
- (iii) been appointed Honorary members by the Directors.

(3) The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Guild to refuse the application.

- (a) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

- (b) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) Membership is not transferable to anyone else.
- (5) The Directors must keep a register of names and addresses of the members.

Subscriptions and Classes of Membership

- 3 (1) The Directors may establish classes of membership with different rates of subscription and shall record the subscription classes in the register of members.
- (2) The amounts of the annual subscriptions shall be as determined by the Directors and ratified by a special resolution of the Guild. Annual subscriptions shall become due on the following anniversary of the members' initial subscription
 - (3) Individual members who are under 18 years of age at the time of payment of their subscriptions shall be classed as Junior Members, shall have no voting rights and shall not be required to give a guarantee under Clause 7 of the Memorandum.

Termination of Membership

- 4 Membership is terminated if:
- (1) the member dies or, if it is an organisation, ceases to exist;
 - (2) the member resigns by written notice to the Guild unless, after the resignation, there would be fewer than two members;
 - (3) any sum (other than the annual subscription) due from the member of the Guild is not paid in full within six months of it falling due;
 - (4) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Guild that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Guild) has been allowed to make representations to the meeting;
 - (5) any annual subscription due from the member of the Guild is not paid in full when due.

C.

Local Branches

The Directors shall encourage and support the establishment of local branches for the furtherance of the Objects. Each branch so established shall comply with and be subject to the following regulations:

- (1) The branch shall act in pursuance of the Objects and of the policy of the Guild and shall be subject to such conditions as may be from time to time laid down by the Directors.
- (2) The title of the branch shall be subject to the prior approval of the Directors. No branch shall be entitled to use the expression 'Knitting & Crochet Guild' in its title unless at least one member of the branch's governing body is a full member of the Guild.
- (3) The branch will be deemed to have adopted the model rules for branches as prescribed from time to time by the Directors unless it has, with the prior approval of the Directors, adopted other rules.
- (4) The branch may publish literature solely in the name of the branch for local purposes but such literature shall not contain any statement contrary to the Objects or to the policy of the Guild.
- (5) Representations of whatever kind to other bodies and/or individuals may only be made by the branch through or with the prior approval of the Directors.
- (6) The branch may be empowered by the Directors to receive local subscriptions and donations and any money received or raised by it may be expended by the branch in its

area solely for the furtherance of the Objects. The branch shall make returns to the Guild in such form as may from time to time be determined by the Directors.

- (7) Subject to these regulations, the branch may generally manage its own affairs and shall be solely responsible for its own debts and liabilities and shall not pledge the credit of the Guild or that of the Directors or of any individual Director.

D.

General meetings.

6 (1) The Guild must hold its first annual general meeting within eighteen months after the date of its incorporation.

- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called extraordinary general meetings.

7 The Directors may call an extraordinary general meeting at any time.

Notice of general meetings

8 (1) The minimum period of notice required to hold a general meeting of the Guild is fourteen clear days.

- (2) A general meeting may be called by shorter notice if it is so agreed:
- in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members and to the Directors and auditors.

9 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Guild.

Proceedings at general meetings – quorum.

10 (1) No business shall be transacted at any general meeting unless a quorum is present.

- (2) A quorum is:
- 40 members either present or by proxy entitled to vote upon the business to be conducted at the meeting, including an Office-bearer of the Guild.
- (3) The authorised representative of a member organisation shall be counted in the quorum.

11 (1) If:

- a quorum is not present within half an hour from the time appointed for the meeting; or
- during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Directors shall determine.

- (2) The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

Chair

- 12 (1) General meetings shall be chaired by the elected Chair or Vice-Chair of the Guild.
- (2) If there is no such person or neither is present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
- (3) If there is only one Director present and willing to act, he or she shall chair the meeting.
- (4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

Adjournment

- 13 (1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

Voting

- 14 (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded
- (a) by the person chairing the meeting; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Guild but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs. Such person may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (c) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (d) The poll must be taken within thirty days after it has been demanded.
- (e) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (f) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 15 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

Written resolutions

16 (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

- (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a member that is an organization, its authorised representative may signify its agreement.

Votes of members.

17 (1) Subject to Articles 3 and 15 and the next paragraph, every member, whether an individual or an organisation shall have one vote.

- (2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Guild.

18 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

19 (1) Any organisation that is a member of the Guild may nominate any person to act as its representative at any meeting of the Guild.

- (2) The organisation must give written notice to the Guild of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Guild. The nominee may continue to represent the organisation until written notice to the contrary is received by the Guild.
- (3) Any notice given to the Guild will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Guild shall not be required to consider whether the nominee has been properly appointed by the organisation.

Contents of proxy notices

19A (1) Proxies may only be validly appointed by a notice in writing (a 'proxy notice') which:

- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate;
- (2) The Guild may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

19B (1) A person who is entitled to attend, speak or vote (either on a show of hands or a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Guild by or on behalf of that person.

- (2) An appointment under a proxy notice may be revoked by delivering to the Guild a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

E. Directors

20 (1) A Director must be a full member of the Guild whether individual or representative, who is a natural person aged 18 years or older.

- (2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 31.

21 The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

22 The first Directors shall be those persons notified to Companies House as the first directors of the Guild.

23 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

Powers of Directors.

24 (1) The Directors shall manage the business of the Guild and may exercise all the powers of the Guild unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution.

- (2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- (3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

Retirement

25 At the first annual general meeting all the Directors must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. At each subsequent annual general meeting one-third of the Directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office.

26 (1) The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- (2) If a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

Appointment of Office-Bearers and Directors

27 (1) The Guild may by ordinary resolution:

- appoint a member who is willing to act to be the Chair, Vice-chair, Secretary, Treasurer or other Director; and
- determine the rotation in which any additional Directors are to retire.

- (2) The Office-bearers of the Guild shall hold office until the conclusion of the Annual General Meeting of the Guild next after their election but shall be eligible for re-election

provided that no Office-bearer shall hold office for more than three consecutive years. After three years in any office, one year must elapse before a former office-bearer may stand for election to the same or another office. However, so that there is not a complete change of office-bearers in the same year, no more than two office-bearers may be allowed to serve for four years, instead of three.

28 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:

- (1) he or she is recommended for re-election by the Directors; or
- (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Guild is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a Director
 - (c) contains the details that, if the person were to be appointed, the Guild would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

29 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.

- 30
- (1) The Directors may appoint a person who is willing to act to be a Director.
 - (2) The Directors may appoint one of their number to be an Office-bearer if that office becomes vacant
 - (3) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.

31 The appointment of a Director, whether by the Guild in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

31A The maximum time a director may serve is six years, and they must stand down for a year before seeking re-election.

Disqualification and removal of Directors

- 32 A Director shall cease to hold office if he or she:
- (1) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;
 - (2) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (3) ceases to be a member of the Guild;
 - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (5) resigns as a Director by notice to the Guild (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
 - (6) is absent without the permission of the Directors from two consecutive meetings unless there are extenuating circumstances and the Directors resolve that his or her office be vacated; or
 - (7) is removed by resolution of the other directors, in the event of non-performance of duties.

Directors' remuneration

33 The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

Proceedings of Directors

- 34 (1) The Directors shall meet no fewer than four times a year.

- (2) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (3) Any Director may call a meeting of the Directors.
- (4) The secretary must call a meeting of the Directors if requested to do so by a Director.
- (5) Questions arising at a meeting shall be decided by a majority of votes.
- (6) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (7) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

35 (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

- (2) The quorum shall be two or the number nearest to one third of total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors, and shall include an Office-bearer of the Guild.
- (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.

36 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

37 (1) The Chair of the Guild, or in the absence of the Chair, the Vice-Chair shall chair the meetings of the Directors.

- (2) If no-one has been appointed Chair or Vice-Chair of the Guild or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors.

38 (1) A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.

- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

Delegation

39 (1) The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.

- (2) The Directors may impose conditions when delegating, including the conditions that:
 - the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - no expenditure may be incurred on behalf of the Guild except in accordance with a budget previously agreed with the Directors.
- (3) The Directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.

40 A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Guild and any personal interest (including but not limited to any personal financial interest).

41 (1) Subject to paragraph 41(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- the vote of that Director; and
- that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

- (2) Paragraph 41(1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for paragraph 41(1), the resolution would have been void, or if the Director has not complied with article 40.

F. General

Seal

42 If the Guild has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

Minutes

43 The Directors must keep minutes of all:

- (1) appointments of officers made by the Directors;
- (2) proceedings at meetings of the Guild;
- (3) meetings of the Directors and committees of Directors including:
 - the names of the Directors present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

Accounts

44 (1) The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

- (2) The Directors must keep accounting records as required by sections 221 and 222 of the Act.

Annual Report and Return and Register of Charities.

45 (1) The Directors must comply with the requirements of the Charities Act 1993 with regard to: the transmission of the statements of account to the Guild;

- (a) the preparation of an annual report and its transmission to the Commission;
- (b) the preparation of an annual return and its transmission to the Commission.

- (2) The Directors must notify the Commission promptly of any changes to the Guild's entry on the Central Register of Charities.

Notices

46 Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing; or
- (2) must be given using electronic communications.

- 47 (1) The Guild may give any notice to a member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address; or
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- (2) A member who does not register an address with the Guild or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Guild.

48 A member present in person at any meeting of the Guild shall be deemed to have received notice of the meeting and of the purposes for which it was called.

- 49 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
 - (3) A notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic communication, 48 hours after it was sent.

Indemnity

50 The Guild shall indemnify every Director or other officer or auditor of the Guild against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Guild.

Rules

- 51 (1) The Directors may from time to time make such reasonable and proper rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the Guild.
- (2) the bye-laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Guild (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Guild in relation to one another, and to the Guild's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Guild's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
 - (3) The Guild in general meeting has the power to alter, add to or repeal the rules or bye-laws.
 - (4) The Directors must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Guild.
 - (5) The rules or bye-laws, shall be binding on all members of the Guild. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

[End]