

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

of

**THE GUILD OF ARCHITECTURAL IRONMONGERS LIMITED**

Contents

1	Interpretation .....	2
2	Membership .....	3
3	Application for membership.....	5
4	Use of Guild’s logo by the Members .....	5
5	Cessation of membership and disciplinary procedures .....	5
6	Institute of Architectural Ironmongers.....	8
7	Representative.....	9
8	Executive Committee.....	10
9	Sub – Committees.....	12
10	Proceedings of the Executive Committee .....	13
11	Officers .....	14
12	Director.....	14
13	Funds .....	15
14	General meetings .....	15
15	<b>Proceedings at general meetings</b> .....	16
16	<b>Votes</b> .....	16
17	Seal .....	18
18	Accounts .....	18
19	Audit .....	19
20	Notices.....	19
21	Means of communication to be used.....	20
22	Bye-laws.....	20
23	Dissolution .....	21
24	Indemnity.....	21

## 1 Interpretation

- 1.1 For the purposes of these Articles and the regulations of the Executive Committee the following defined terms shall have the respective meanings ascribed to them:

<b>Words</b>	<b>Meanings</b>
<b>Act</b>	The Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force.
<b>Clear days</b>	In relation to the period of a notice means that 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.
<b>Guild</b>	The above-named Company.
<b>Executive Committee</b>	The committee which is responsible for the day-to-day management of the Guild.
<b>Institute</b>	The Institute of Architectural Ironmongers
<b>Office</b>	The Registered Office of the Guild.
<b>Seal</b>	The Common Seal of the Guild.
<b>United Kingdom</b>	Great Britain and Northern Ireland.
<b>Industry</b>	The business of architectural ironmongery.
<b>Year</b>	Calendar Year.
<b>Member</b>	Full, Affiliate, Associate or Enterprise Member
<b>Month</b>	Calendar Month.
<b>In writing</b>	Written, printed or lithographed, or partly one and partly another, and other modes or representing or reproducing words in a visible form.
<b>Director</b>	The most senior staff member of the Guild.

- 1.2 Any words importing the singular number only shall include the plural number, and vice versa.

- 1.3 Words importing the masculine gender only shall include the feminine gender; and Words importing persons shall include incorporations.

- 1.4 Subject as aforesaid, any words or expressions defined in the Act or any statutory modifications thereof in force at the date on which these presents become binding on the Guild shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

- 1.5 The Guild is established for the purposes expressed in the memorandum of association.

## 2 Membership

- 2.1 The subscribers to the Memorandum of Association and such other persons as the Executive Committee shall admit to membership in accordance with the provisions hereinafter contained shall be Members of the Guild.
- 2.2 Every Member of the Guild shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member in accordance with the provisions of the Act and these Articles.
- 2.3 All Members agree to abide by these Articles, the Code of Professional Conduct of the Guild and any other regulations, rules or bye-laws of the Guild in operation at any relevant time.
- 2.4 Any person or firm engaged in the Industry or representative of any sector of the Industry shall be eligible to apply for membership of the Guild.
- 2.5 No right or privilege of any Member shall be transferable or transmissible.
- 2.6 The Executive Committee shall determine the annual subscription for Full, Affiliate, Associate and Enterprise Members.
- 2.7 Members will be required to sign an annual declaration confirming they meet the appropriate membership criteria and will be required to submit a copy of the declaration on their letter head and provide any additional information that the Guild may require from time to time.
- 2.8 There will be four types of membership available for the Members of the Guild:
  - 2.8.1 Full;
  - 2.8.2 Affiliate;
  - 2.8.3 Associate; and
  - 2.8.4 Enterprise
- 2.9 **Full membership**
  - 2.9.1 Full membership of the Guild is available to those persons or firms who are distributors or are actively engaged in the distribution, manufacturing or factoring of Architectural Ironmongery and satisfy the following criteria:
    - 2.9.1.1 have been trading for a minimum of 12 months. This period specifically relates to trading in architectural ironmongery and not simply the existence of the company concerned;
    - 2.9.1.2 who employ at least one person holding the GAI Diploma;
    - 2.9.1.3 are likely to carry on business in such a manner as to uphold the integrity of the Industry;
    - 2.9.1.4 provide technical support, delivery and other facilities required for meeting the requirements of the clients served;
    - 2.9.1.5 in case of a distributor, consistently carry adequate stocks of architectural ironmongery

- in relation to their turnover; and
- 2.9.1.6 in case of a manufacturer or factor, have a clearly defined distribution policy for consideration by the Executive Committee.

## 2.10 **Affiliate membership**

- 2.10.1 Affiliate membership of the Guild shall be available for those persons or firms who are distributors or are actively engaged in the distribution, manufacturing or factoring of Architectural Ironmongery and satisfy all the criteria for Full membership except Article 2.9.1.2.
- 2.10.2 An Affiliate membership shall be converted into Full membership on satisfaction of Article 2.9.1.2.

This may be from a student achieving his/her GAI Diploma by successful completion of the Education Programme, or by recruitment of a qualified person by the company concerned.

In both circumstances Full membership will be available from the next 1 April subscription renewal. Before being accepted into Full membership the Affiliate must complete a turnover declaration form and agree to an inspection visit.

- 2.10.3 Affiliate membership shall be available for a maximum of 5 years and is subject to review by the Guild Executive Committee.

## 2.11 **Associate membership**

- 2.11.1 Associate membership of the Guild shall be available on such terms as the Executive Committee may from time to time decide.
- 2.11.2 Subject to Article 2.11.1, Associate membership shall be available for those entities or persons which:
  - 2.11.2.1 carry out their business in a manner compatible with the interests and standing of the Guild; and/or
  - 2.11.2.2 do not satisfy the membership criteria under Articles 2 but which provide a service to the Industry and for the Members of the Guild, at large, without conflict of interest.

## 2.12 **Enterprise membership**

- 2.12.1 Enterprise membership is designed to attract start-up companies and entrepreneurs into GAI membership. Enterprise membership is a temporary membership category allowing a member to become fully involved in the GAI and benefit from a range of services.
- 2.12.2 Once awarded, the category only has a 24 month period to run, after which the company must apply to become a full member.

### 3 Application for membership

- 3.1 Every application for membership of the Guild shall be made in writing to the Executive Committee.
- 3.2 The Executive Committee shall have absolute discretion to accept or refuse any membership application and it is not obliged to provide the applicant with any reason for its decision.
- 3.3 The Guild shall inform the applicant of the decision of the Executive Committee within 14 days of the Executive Committee meeting at which the membership application was considered.
- 3.4 The Guild may entirely at its own discretion defer the decision to the next scheduled Executive Committee meeting if it considers that more information is required from the applicant to make a decision.

### 4 Use of Guild's logo by the Members

- 4.1 Full Members will be entitled to display the Guild logo on their stationery, literature and website.
- 4.2 Affiliate Members shall not be entitled to use the Guild's logo but may use the following designation on their business literature:

"An Affiliate Member of the Guild of Architectural Ironmongers".

- 4.3 Associate Members may use the Guild logo but this must be accompanied with the designation:  
"Supporting the Architectural Ironmongery Industry"

### 5 Cessation of membership

- 5.1 A Member shall cease to be a Member if:
  - 5.1.1 the Member fails to pay his subscriptions or any instalment thereof within three months from the date when the same become due;
  - 5.1.2 the Member resigns in accordance with Article 5.3 below;
  - 5.1.3 the Member is expelled from the Guild in accordance with Article 6;
  - 5.1.4 the Member no longer meets the criteria to be eligible for membership.
- 5.2 No person firm or company having ceased to be a Member shall have any interest in or claim upon the Guild or its funds or any part thereof but shall be due to pay sums owing by such Member as at the date of cessation of membership.
- 5.3 Any Member wishing to resign from membership of the Guild shall give not less than three months' notice in writing to the Director and shall be liable to immediately pay any unpaid sums (including subscription monies) owing to the Guild.
  - 5.3.1 Members of the Guild, of all types, are required to give three months' notice of their intention to leave membership. If necessary, a pro-rata subscription invoice will be raised for the elapsed period of the subscription year.

For example: a resignation at the time of the 1 April renewal notice will lead to an amended invoice for 3 months. If the resignation is received at the end of June then, having included the requirement for 3 months' notice, an amended invoice for 6 months of the subscription value will be raised.

- 5.4 Any Member who is expelled or resigns shall immediately forfeit his interest and privileges in the Guild.

## 6 Disciplinary procedures

Disciplinary matters to be dealt with directly by the Executive Committee

- 6.1 Where the Guild becomes aware that:

- 6.1.1 the Member, being an individual or firm, has been convicted under the law of jurisdiction of any offence in connection with corporations, involving fraud or dishonesty punishable on conviction by imprisonment; or
- 6.1.2 the Member being an individual is disqualified or suspended from managing corporations; or
- 6.1.3 the Member, being a company or association or other organisation, be wound up (except for purposes of reconstruction or amalgamation);

the Director, or another officer nominated by the Executive Committee for that purpose, may refer the matter to the Executive.

- 6.2 Where the Executive Committee has been referred a matter under Clause 6.1, the Executive Committee may, without the Member being entitled to make submissions except as to mitigating circumstances affecting the type of sanction:

- (a) Expel the Member from membership
- (b) Suspend the membership of the Member
- (c) Reprimand the Member in such other manner as the Executive Committee deems appropriate at the time.

- 6.3 The Executive Committee may nominate persons to gather evidence confirming or denying that a Member falls within one or more of the categories specified in Clause 6.1

- 6.4 Where the Executive Committee is considering making a decision under Clause 6.2 to impose a sanction (except where the action arises from a criminal conviction under Clause 6.1.1 the Executive Committee must inform the Member of that fact and invite the Member to make a written submission as to whether there are any circumstances which the Member believes may affect whether a sanction should be imposed and/or the type of sanction that should be imposed.

6.5 Any written submission must be received within 10 working days from the date that notice is given.

#### Disciplinary matters to be dealt with by a Disciplinary Committee

6.6 Where the Guild become aware that a Member, being an individual or firm, may:

6.6.1 have become bankrupt or made a voluntary arrangement as defined in the Insolvency Act 1986; or

6.6.2 have become of unsound mind; or

6.6.3 have been convicted of an offence which may be discreditable to, or against the interests of the Guild; or

6.6.4 have engaged in conduct which is in breach of the Memorandum of Association; the Articles of Association; or the Code of Professional Conduct; or

6.6.5 not be a fit and proper person to be a Member, Clauses 6.7 are to 6.13 apply.

6.7 The Director or another Officer nominated by the Executive Committee for that purpose, (“Investigating Officer”) may investigate any Member who is suspected of being in one or more of the situations in Clause 6.6. If the Investigating Officer determines on the evidence before them that the Member could reasonably be in one or more of the situations in Clause 6.6 the Investigating Officer may:

(a) request the Executive Committee to convene a Disciplinary Committee; and

(b) refer the matter to the Disciplinary Committee.

6.8 6.7 A Disciplinary Committee convened by the Executive Committee must have 3 members, including at least 1 Officer, all of whom must be present to constitute a quorum. The Investigating Officer may not form part of the Disciplinary Committee, nor may a person with a conflict of interest.

6.9 The Disciplinary Committee must within a reasonable time investigate a matter of discipline referred to it by the Investigating Officer and determine, on the evidence before it and by at least a majority of committee members, whether or not the Member is in one or more of the situations in Clause 6.6 and the kind of sanction that is appropriate. The Disciplinary Committee’s decision shall be reported to the Board.

6.10 The Disciplinary Committee must give any Member who has been referred to it:

(a) written notice

(i) of the circumstances under Clause 6.6 which are believed to have occurred

(ii) that the Disciplinary Committee is considering whether these circumstances have occurred and if so what action should be taken

(b) an invitation to

(iii) provide additional written information or comments of a reasonable length

- (iv) (if the Disciplinary Committee decides in its discretion) appear before it either personally or by telephone or electronic means of communication to give evidence or present arguments regarding matters under consideration.

6.11 The Disciplinary Committee must give such an invitation at least 14 days before the date the disciplinary matter will be considered by the Disciplinary Committee. If the Member fails to give written submissions at least 48 hours before the time specified for the Disciplinary Committee's deliberations, or does not take up an invitation to appear, the Disciplinary Committee may make a decision without taking any further action to allow or enable the Member to participate. Where, after investigation and deliberation, a Disciplinary Committee determines that a Member falls within one or more of the disciplinary categories set out in Clause 6.6, the Disciplinary Committee may, upon passing a resolution specifying the reason for its action:

- (a) terminate the Member's membership of the Guild; or
- (b) suspend all or any of the Member's rights of membership; or
- (c) reprimand the Member in such other manner as the Disciplinary Committee deems

appropriate at the time; and

- (e) must notify the Member in writing of the resolution.

6.12 Any action taken pursuant to Clause 6 shall not affect the rights of the Guild to recover any Fees or other moneys owing to the Guild from the Member.

6.13 A Member who has been the subject of a decision by the Disciplinary Committee may, by serving written notice on the Guild at the Registered Office within 14 days of notice of the decision being sent, appeal the decision. Where a Member appeals the decision, the Executive Committee must convene a further committee ("The Review Committee") of 3 members (one of whom must be a Director, and none of whom must have served on the original Disciplinary Committee) to review the matter. The Review Committee must give the same notice of meeting and opportunity for the Member to appear or make submissions as the Disciplinary Committee. The decision of the Review Committee is final.

## 7 Institute of Architectural Ironmongers

7.1 The Guild operates and supports the Institute.

7.2 Membership of the Institute shall be available to those individuals actively engaged in the business of architectural ironmongery (or other such product areas as the Executive Committee may decide from time to time).

7.3 There are six types of membership:

- 7.3.1 **Affiliate membership** – for those who do not qualify for Full membership but are actively engaged in or are allied to the business of architectural ironmongery.



- 7.3.2 **Student membership** – for those registered as a student of the Guild’s education programme.
- 7.3.3 **Full membership** – for those who have obtained the GAI Diploma as awarded by the Guild of Architectural Ironmongers.
- 7.3.4 **CPD membership** – for those who have obtained the GAI Diploma as awarded by the Guild of Architectural Ironmongers and are working towards RegAI status.
- 7.3.5 **RegAI membership** – RegAI (Registered Architectural Ironmonger) for those who have obtained the GAI Diploma as awarded by the Guild of Architectural Ironmongers and have achieved the IAI CPD (continuing professional development) requirements as determined by the IAI.
- 7.3.6 **Fellow membership** – awarded annually to an individual who has shown outstanding dedication to the IAI.
- 7.4 All members must subscribe to the annual membership fee, as determined from time to time by the Institute’s Executive Committee. Members of the Institute and Registered Architectural Ironmongers renew their subscriptions annually on 1 April. Failure to pay the subscription by 30 June will lead to membership being withdrawn.
- 7.5 The Executive Committee of the Institute shall consist of a Chairman, Vice- Chairman, the Chairmen of the branches of the Institute and the Director of the Guild.
- 7.6 The Chairman and the Vice Chairman are elected at an annual general meeting of Institute members.
- 7.7 The Institute serves the interests of its members by offering continuous professional development and other business networking opportunities through its network of branch meetings.
- 7.8 For continuity purposes the immediate past Chairman of the Institute will be invited to attend two further Executive Committee meetings after completing his/her term of office.
- 7.9 The Director of the Guild has full voting rights on the Institute Executive Committee.
- 7.10 All members of the Institute Executive Committee are required to sign a Confidentiality Undertaking.
- 7.11 The GAI Executive Committee shall determine the annual fees for all types of membership of the Institute following a recommendation by the Institute’s executive committee.

## 8 GAI Representative

- 8.1 Every Member of the Guild being a company, firm or association shall on becoming a Member forthwith appoint a representative to represent it officially at general meetings of the Guild. Such representative shall be a person holding a senior position in the business of the Member making the appointment.
- 8.2 Any appointment under Article 7 shall be in writing and shall be effected in such form and manner as the Executive Committee may from time to time prescribe.

8.3 The Member appointing a representative may from time to time replace him with another person. Any such replacement shall be made in writing in such form and manner as the Executive Committee may from time to time prescribe and shall take effect on date of delivery thereof to the Director.

## 9 GAI Executive Committee

9.1 The number of the Executive Committee shall not be less than 5 and shall not exceed 17. The Guild may from time to time determine the maximum number of members of the Executive Committee.

9.2 The Executive Committee shall consist of:-

9.2.1 The President, Vice President and a Treasurer (together the 'Officers' of the Guild);

9.2.2 (ten) Full members elected by the Members in a general meeting under Article 2.9;

9.2.3 the Chairman of the Institute; and

9.2.4 the Director.

9.3 The Executive Committee has the discretion to invite other persons to attend a meeting(s) to report, and receive direction, on their areas of responsibility on behalf of the Guild. Their attendance may, but not necessarily, be restricted to their specific agenda item alone. Persons so invited will be noted on the agenda of the meeting. They will be required to observe the confidentiality of all discussions and sign the Confidentiality Undertaking.

9.4 The Executive Committee shall from time to time, with the objective of achieving a balance of Architectural Ironmongers and Manufacturers, determine the number of members of the Executive Committee to be elected or appointed in accordance with this Article 8.

9.5 A person can only be a member of the Executive Committee if that person is employed in the Full Member and occupies the office of a Director (or other such similar senior office).

9.5.1 If a Committee member cannot attend a meeting he/she can nominate a deputy to attend in their absence. The deputy must satisfy article 8.5. Confirmation of this development must be notified to the President and Director, by email or suitable written alternative, at least 7 days in advance of the meeting. All persons deputising for another will be required to sign the Confidentiality Undertaking.

9.5.2 To be eligible to attend the Executive Committee meetings the Chairman of the Institute must be directly employed by a Full member of the Guild.

9.6 (two) members of the Executive Committee elected at an annual general meeting shall retire at each annual general meeting of the Guild and shall be eligible for re-election. A member of the Executive Committee retiring at a meeting shall retain office until the dissolution of the meeting. The members of the Executive Committee to retire in every year shall be those who have been longest in office since their last election but as between persons who became members or were last re-elected on the same day, those to retire will be decided by lot.

- 9.6.1 Continuation on the Executive Committee is offered to those members who have a period of their term yet to serve. In advance of the annual general meeting the appropriate committee members will be sent Guidance Notes and associated election form to confirm their interest in continuing on the committee.
- 9.7 Nominations for members of the Executive Committee shall be made by post. Each nomination shall be made by a Full Member of the Guild, only using the designated nomination form. Such nominees are sent the Guidance Notes and associated election form. Where nominations exceed vacancies, the candidates will be required to present a written manifesto. Election shall be by postal or electronic ballot of the Full Members of the Guild.
- 9.7.1 Continuation and new Executive Committee nominations will be approved/ ratified by the membership at the annual general meeting.
- 9.8 No more than two members of the Executive Committee may be elected from any one Full Member.
- 9.9 The Executive Committee may continue to act even though the number of its members is reduced by death, retirement or otherwise below the number of 8, but if at any time the number is reduced below 5 the continuing members of the Executive Committee shall act only for the purpose of filling vacancies until there are at least 8 members of the Executive Committee.
- 9.10 The Executive Committee shall have control over all the affairs and property of the Guild and may prescribe, alter or cancel rules for the regulation of the Guild and shall exercise all such powers of the Guild as it thinks fit except as otherwise provided by these Articles.
- 9.11 The business of the Guild shall be managed by the Executive Committee who may pay all such expenses of, and preliminary and incidental to the promotion, formation establishment and registration of the Guild as they think fit. They may exercise all such powers of the Guild, and do on behalf of the Guild, all such acts as may be exercised and done by the Guild and as are not by statute or by these presents required to be exercised or done by the Guild in general meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes for the time being in force and affecting the Guild and to such regulations or provisions, as may be prescribed by the Guild in general meeting. No regulations made by the Guild in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.
- 9.12 The Executive Committee shall have power to co-opt not more than 2 Members of the Guild to serve as members of the Executive. Such co-opted Members shall be entitled to exercise all the powers of ordinary members of the Executive and shall hold office until the next annual general meeting following the date of their appointment, when they shall retire but be eligible for reappointment or re-election as ordinary members.
- 9.13 A member or Officer of the Executive Committee shall cease to hold office if:
- 9.13.1 at any time he ceases to hold the qualification necessary as a member of the Executive Committee: or

- 9.13.2 a receiving order is made against him or he makes any arrangement or composition with his creditors; or
  - 9.13.3 he becomes of unsound mind; or
  - 9.13.4 he resigns his office by notice in writing, or
  - 9.13.5 he becomes prohibited from holding office by reason of any order or resolution made under the Act; or
  - 9.13.6 he fails to attend 3 consecutive meetings of the Executive Committee in any year and has not been given leave of absence by a resolution of the Executive Committee.
- 9.14 The Executive Committee has decided that the status of Honorary Life Member of the Executive Committee shall no longer be conferred but will be replaced by the GAI Medal of Outstanding Contribution. The existing Honorary Life Members will retain their status and still be eligible to attend Executive Committee meetings but will not have voting rights. They are required to sign the Confidentiality Undertaking.
- 9.15 The GAI Medal for Outstanding Contribution is the most prestigious of all awards made by the Guild. The primary purpose of the Medal is to recognise services by an individual to the Guild, and consequently, the architectural ironmongery industry as a whole. This is not an annual award. It is presented periodically to an individual whose work and dedication has substantially influenced the progress and development of the Guild and helped it achieve its status and standing in the industry. In order to be eligible, the nominee must have made a recognisable, outstanding and lasting contribution to the Guild.

## 10 Sub – Committees

- 10.1 Appointment of the Chairpersons of the Guild’s sub-committees is by the recommendation of the President and approved by the Executive Committee. It is the Chairperson’s responsibility to invite members to join the sub-committee.
- 10.2 The term of sub-committee membership is one year. Members are required to resign each year and be invited to participate for a further year.
- 10.3 Ideally sub-committees will have no more than ten members, but the Chairperson may exercise discretion as appropriate.
- 10.4 A sub-committee member will normally be directly employed by a Guild member company. However, in exceptional circumstances, a person who is an employee of a non-member company may be invited by the chairman to sit on the sub-committee if in his/her judgement that person brings relevant skills and knowledge vital to the running of the committee. In such circumstances the person involved must stand down each year but may be re-selected by the Chairman.
- 10.5 Similarly, the Chairman of a sub-committee does not necessarily need to be employed by a member company. Again, this person must stand down each year and be re-selected by the Executive Committee.

## 11 Proceedings of the Executive Committee

- 11.1 The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business.
- 11.2 Unless otherwise determined, eight members of the Executive Committee shall be a quorum.
- 11.3 Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the President shall have a second or casting vote.
- 11.4 Members of the Executive Committee (and sub-committees) will be required to sign an undertaking and observe the confidential nature of discussion items formally on the agenda, or as directed from time to time by the Chairman. Any consultants invited to a meeting will also be expected to observe the requirements of confidentiality at all times.
- 11.5 If the President is not present within fifteen minutes after the time appointed for holding a meeting of the Executive Committee the members present may choose one of their number to be Chairman of the meeting.
- 11.6 On the request of any five members of the Executive Committee, the Director shall, at any time, summon a meeting of the Executive Committee by notice served upon the members of the Executive Committee.
- 11.7 The Executive Committee may delegate any of its powers to standing and other committees consisting of such member or members of the Executive Committee or other persons as they think fit. Any subcommittees so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Executive Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Executive Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Executive Committee
- 11.8 All acts bona fide done by any meeting of the Executive Committee any sub-committee of the Executive Committee, or by any person acting as a member of the Executive Committee shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Executive Committee.
- 11.9 The Executive Committee shall cause proper minutes to be made of all appointment of officers made by the Executive Committee and of the proceedings of all meetings of the Guild and of the Executive Committee and any sub-committees of the Executive Committee and all such business
- 11.10 transacted at such meetings, and any such minutes of any meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

- 11.11 A resolution in writing signed by all the members for the time being of the Executive Committee or of any sub-committees of the Executive Committee who are entitled to receive notice of a meeting of the Executive Committee or any sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or any sub-committee duly convened and constituted.

## 12 Officers

- 12.1 The Officers shall be appointed by the Executive Committee at each annual general meeting and shall continue in office until the following annual general meeting.
- 12.1.1 Except in extraordinary circumstances, the standard term of office for the President and Vice President is two years. Exceptionally, the Executive Committee has the authority to alter this term, and respond to changes in circumstances, without recourse to the membership as a whole.
- 12.2 The President cannot serve two consecutive two year terms of office although it is possible that a President may stand for office again after a minimum break of one year from his previous tenure.
- 12.3 A nomination for Vice President will be made using the designated nomination form and will be proposed, and seconded, by two existing members of the Executive Committee who have voting rights. The nominee must be an existing member of the Executive Committee and have served on the Committee for at least two consecutive years, but this does not have to be the last two years. Acceptance of the nomination will be by a show of hands by the voting members of the Executive Committee. In the event of there being more than one nomination, each person will be required to present his/her manifesto to the Executive Committee and a vote will be made by secret ballot. Should there be an equality of votes the President, or person acting as chairperson in the President's absence, shall have a second or casting vote.
- 12.4 Appointment of the Treasurer is by recommendation of the President and approved by the Executive Committee.
- 12.5 All Officer and Executive Committee member appointments are put to the membership at the following annual general meeting for ratification.

## 13 Director

- 13.1 The Executive Committee may from time to time appoint any persons to the office of a Director for such period and on such terms and with such title as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointments.
- 13.2 The Directors contract of employment and compensation and benefits package is authorised by the President and Directors/Officers of the Guild and may be reviewed from time to time.

- 13.2.1 The Director will review staff compensation and benefits and execute changes in accordance with budgeted provision. Exceptional matters will be referred to the President.
- 13.3 The Executive Committee may entrust to and confer upon a Director such duties upon such terms and conditions and with such restrictions as they may think fit and may from time to time revoke, withdraw, alter or vary all of any such duties.
- 13.4 Pursuant with 8.2.4 the Director is a voting member of the Executive Committee.

## 14 Funds

- 14.1 The funds income and property of the Guild howsoever derived shall be applied solely towards the objects of the Guild.

## 15 General meetings

- 15.1 The Guild shall hold a general meeting in every year as its annual general meeting at such time and place as may be determined by the Executive Committee. Unless otherwise determined, each annual general meeting shall be held within three months of 31 March and shall specify the meeting as such in the notices calling it, provided that every annual general meeting shall be held not more than fifteen months after the holding of the last preceding annual general meeting.
- 15.2 Only Full Members of the Guild or their duly appointed representatives under Article 7 shall be entitled to vote at any general meeting of the Guild.
- 15.3 All general meetings, other than annual general meetings shall be called special general meetings.
- 15.4 The Executive Committee may whenever it thinks fit convene a special general meeting.
- 15.5 The Executive Committee shall, on a requisition made in writing by any 20 or more Members, immediately proceed to convene a special general meeting. If it does not proceed to convene a meeting within 21 days from the date of the requisition, the requisitionists or a majority of them may themselves convene a meeting in accordance with the provisions of Section 305 of the Act.
- 15.6 Any requisition made by the members shall state the object of the meeting and the terms of any special resolution to be proposed and shall be left at the registered office of the Guild.
- 15.7 At least 14 clear days before every meeting, notice specifying the place, the day and the hour of meeting, and, in case of special business, the general nature of such business, shall be given to the Executive Committee and Members in the manner stated in Article 20, or in such other manner, if
- 15.8 any, as may be prescribed by the Guild in general meeting; but the accidental omission to give such notice to, or the non-receipt of such notice by, any member of the Executive Committee or Member shall not invalidate the proceedings at any general meeting.
- 15.9 The accidental omission to give notice of a meeting to or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings at any meeting.

## 16 Proceedings at general meetings

- 16.1 All business shall be deemed special, with the exception at an annual general meeting of the consideration of the accounts and any documents annexed to them, the report of the Executive Committee and the report of the auditors, the election of members of the Executive Committee in the place of those retiring and the reappointment of retiring auditors and the fixing of their remuneration.
- 16.2 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, fifteen Members present or represented and entitled to vote shall be a quorum.
- 16.3 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to a day within the next two weeks, at the same time and place, or at such other place as the Executive Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
- 16.4 The President of the Guild shall preside as Chairman at every general meeting, and in his absence the Vice-President shall preside as chairman at every general meeting of the Guild.
- 16.5 If neither the President nor the Vice-President is present at the time of holding a meeting, the members of the Executive Committee present shall choose someone of their number to be chairman of the meeting.
- 16.6 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at the adjourned meeting.

## 17 Votes

- 17.1 Save as hereinafter provided, at every general meeting on a show of hands and on a poll, Full Members shall have one vote each. Associate Members, Affiliate Members and the Institute Members shall not have the right to vote at any general meeting.
- 17.2 No member shall be entitled to vote at any general meeting if any money owing from him on any account to the Guild is overdue.



- 17.3 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by a Member or Members present in person or by proxy and representing not less than ten percent of the total voting rights of all Members having the right to vote at the meeting.
- 17.4 At any general meeting a declaration by the chairman that a resolution has been carried or lost and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact.
- 17.5 Subject to the provision of the following Articles, if a poll is demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 17.6 The Director shall inform the Chairman as to the number of votes cast and the result of the poll.
- 17.7 No poll shall be demanded on the election on a Chairman of a meeting, or on any question of adjournment.
- 17.8 In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 17.9 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 17.10 Votes may be given on a poll either personally or by proxy.
- 17.11 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal.
- 17.12 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll. No account shall be taken of any part of a day that is not a working day in calculating the time periods mentioned in this Article.
- 17.13 No instrument appointing a proxy shall be valid after the expiration of the twelve months from the date of its execution.
- 17.14 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used before the time appointed for taking of the poll.

- 17.15 Any instrument appointing a proxy shall be in the form provided by the Executive Committee. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

## 18 Seal

- 18.1 The Seal of the Guild shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee.
- 18.2 The Director shall sign every instrument to which the Seal shall be so affixed. Such signatures shall be conclusive evidence to the fact that the Seal has been properly affixed in favour of any purchaser or person bona fide dealing with the Guild.

## 19 Accounts

- 19.1 The Executive Committee shall cause accounting records to be kept in accordance with Section 386 of the Act.
- 19.2 The Accounting Records shall be kept at the Guild's registered office or at such other place or places as the Executive Committee shall think fit and shall always be open to inspection of the members of the Executive Committee.
- 19.3 The Executive Committee shall from time to time determine whether and to what extent and at what times, place under and what conditions or regulations the accounts and books of the Guild or any of them shall be open to the inspection of Members not being a member of the Executive Committee, and no Member (not being a member of the Executive Committee) shall have any right of inspecting any account or book or document of the Guild except as conferred by statute or authorised by the Executive Committee or by the Guild in a general meeting.
- 19.4 At the annual general meeting in every year, the Executive Committee shall lay before the Guild a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Guild) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Executive Committee and the Auditors, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting, be sent to the Auditors and to all other persons entitled to receive notices of general meetings in the same manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by the Act.

## 20 Audit

- 20.1 Once at least in every year the accounts of the Guild shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 20.2 An auditor or auditors must be appointed and his or their duties regulated in accordance with the Act.

## 21 Notices

- 21.1 A notice may be served by the Guild upon any Member by:
  - 21.1.1 delivering it by hand to the address recorded for the Member on the register;
  - 21.1.2 sending it by post or other delivery service in an envelope (with postage or delivery paid) to the address recorded for the Member on the register;
  - 21.1.3 electronic mail to an address notified by the Member in writing;
  - 21.1.4 a website the address of which shall be notified to the Member in writing; and
  - 21.1.5 advertisement in at least two national newspapers.
- 21.2 This Article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.
- 21.3 If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.
- 21.4 If a notice or document is sent by post or other delivery service not referred to below, it is treated as being delivered:
  - 21.4.1 24 hours after it was posted, if first class post was used; or
  - 21.4.2 72 hours after it was posted or given to delivery agents, if first class post was not used;
  - 21.4.3 provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:
    - 21.4.3.1 properly addressed; and
    - 21.4.3.2 put into the post system or given to delivery agents with postage or delivery paid.
- 21.5 If a notice or document is sent by electronic mail, it is treated as being delivered at the time it was sent.
- 21.6 If a notice or document is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 21.7 If a notice or document is sent by a relevant system, it is treated as being delivered when the Company (or a sponsoring system participant acting on its behalf) sends the issuer instruction relating to the notice or document.
- 21.8 If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

21.9 Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Guild an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Guild.

## 22 Means of communication to be used

- 22.1 Subject to these Articles, anything sent or supplied by or to the company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the company.
- 22.2 Subject to these Articles, any notice or documents to be sent or supplied to a member of the Executive Committee in connection with the taking of decisions by members of the Executive Committee may also be sent or supplied by the means by which that member of the Executive Committee has asked to be sent or supplied with such notices or documents for the time being.
- 22.3 A member of the Executive Committee may agree with the Guild that notices or documents sent to that member of the Executive Committee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

## 23 By-laws

- 23.1 The members of the Executive Committee of the Guild may from time to time make, alter and repeal any byelaws they consider necessary or expedient or convenient for the proper conduct and management of the Guild, and in particular, but not exclusively, they may by such byelaws:
- 23.1.1 regulate the governance of the Guild.
  - 23.1.2 regulate the rights and obligations of the Members of the Guild.
  - 23.1.3 to supplement these Articles or in furtherance of any of the objects of the Guild which the Executive Committee may recommend.
  - 23.1.4 to prescribe the form and manner in which any person may apply for membership of the Guild or prescribe the form and manner in which an Executive representative is to be appointed.
  - 23.1.5 to establish rules of conduct with regard to conduct of Members of the Guild.
  - 23.1.6 to govern the conduct and organisation of the Institute members of the Guild including the

conduct of all meetings, groups, committees and officers established under such Bye-Laws.

- 23.1.7 regulate all matters that are commonly the subject of Guild rules.
- 23.2 The members of the Executive Committees must adopt whatever means they consider sufficient to bring all byelaws, alterations and repeals to the notice of the Members of the Guild.
- 23.3 All byelaws, so long as they are in force, are binding on all Members of the Guild.
- 23.4 No byelaws may be inconsistent with, or affect or repeal anything contained in, the Memorandum or Articles of Association of the Guild, or be in breach of any statutory provision.
- 23.5 Any byelaw may be set aside by a special resolution of a general meeting of the Guild.

## 24 Dissolution

- 24.1 The Association shall be wound up voluntarily whenever a special resolution is passed that the Association be wound up.
- 24.2 Clause 8 of the Memorandum of Association relating to the winding up shall have effect as if the provisions of that clause were repeated in these articles.

## 25 Indemnity

- 25.1 Subject to the Companies Acts, but without prejudice to any indemnity to which a member of the Executive Committee may otherwise be entitled, each member of the Executive Committee or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a member of the Executive Committee or other officer of the Company or any company that is a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006) in the actual or purported execution and/or discharge of his duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs.
- 25.2 The Company may buy and maintain insurance against any liability falling upon its member of the Executive Committees or other officers which arises out of their respective duties to the Company, or in relation to its affairs.

Names, Addresses and Descriptions of Subscribers:

Ms Maria Powell                      Company Member of the Executive Committee

Endeavour House

Fairfax Road

Heathfield Ind Est

Newton Abbot

Devon

TQ12 6UD

United Kingdom

Mr David Stacey                      Company Member of the Executive Committee

Wilbury Way

Hitchin

Hertfordshire

SG4 0AB

United Kingdom

*Approved by the GAI Executive Committee June 2018.*

*Approved by GAI Executive on 13 December 2018 – insertion of contents page and amendments to sections 5 and 6.*