

THE QUILTERS' GUILD OF THE BRITISH ISLES



RULES

FROM APRIL 2011

14th March 2011

The Quilters' Guild of the British Isles Telephone: 01904 613242
Registered Office: St Anthony's Hall, Peasholme Green, YORK YO1 7PW
A Registered Charity no 1067361
Company Limited by guarantee registration no. 3447631 England and Wales

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DEFINITIONS

In these Rules the following words and phrases have the meanings attributed to them below:

Articles	means the articles of association of the Company from time to time
Chair or Chairman	means the person chairing general meetings, annual general meetings, council meetings, or any other meetings concerned with the business of The Guild
Children Act	means the Children Act 1989 as amended by the Children Act 2004 or any replacement or substituted legislation
Company	means The Quilters' Guild of the British Isles a company limited by guarantee and not having a share capital incorporated on the 10 th October 1997 with company number 3447631 and having its registered office at St. Anthony's Hall, Peasholme Green, York, YO1 7PW
Company Secretary	means the secretary of the Company from time to time

Companies Act	means either the Companies Act 2006 or any replacement or substitute legislation
Council	means the management council of The Guild comprising the President, the Treasurer, four elected members who shall act as Heads of Divisions, (one of whom may also act as Vice-President), and six other elected members
Divisional Head	means the head from time to time of one of the four Divisions (respectively Marketing, Membership, Museum and Operations)
Executive Committee	means the President, the Treasurer and any one of the four Heads of Division comprising Marketing, Membership, Museum and Operations
Executive Committee Member	means a trustee who is a member of the Executive Committee
Executive Trustees	heads of division who together with the President and Treasurer form part of the Council
The Guild or Guild	means The Quilters' Guild of the British Isles
Guild Officers	means the holders of the following posts, namely: International Officer, Education Officer, Public Relations Officer, Heritage Officer, Conference Officer, National Exhibition Officer, National Young Quilter Officer, Head of Membership, Assistant Treasurer – Regions, Sales Officer, National Website Officer, Library Officer
Memorandum	means the memorandum of association of the Company from time to time
Membership Information Pack	means the information pack issued to new and existing members of The Guild from time to time
Non-Executive Trustees	six members elected to the Council not being members of the Executive Committee
President	means the president from time to time of The Guild
The Quilter	means the magazine of The Quilters' Guild of the British Isles
Region and Regional	means a region of the British Isles recognised by The Guild and in which The Guild has a presence
Regional Committee	means those persons holding office and forming a body appointed by members of the relevant Region for the administration and management thereof

Regional Officer	means a member of a regional team such as, but not limited to, Co-ordinator, Treasurer, Newsletter Editor, Young Quilter representative, etc.
Specialist Group	means one of the groups formed to promote areas of particular interest such as BQSG (British Quilt Study Group), CQG (Contemporary Quilt Group), MQG (Miniature Quilt Group, or TQG (Traditional Quilt Group). The functioning of such Specialist Groups and the Officers of the Specialist Group Committees will be the same as for Regions and Regional Committees except that Specialist Groups will not have a Young Quilter Representative. These are further specified in the form R22 – Specialist Group Guidelines
Staff Handbook	means the staff handbook and appendices thereto as varied from time to time and issued to members of staff and volunteers
Treasurer	means the treasurer from time to time of The Guild

For the purposes of these Rules:

- words denoting the singular number only include the plural and vice versa;
- words denoting any gender include all genders and words denoting persons include firms and corporations and vice versa;
- unless the context otherwise requires, reference to any rule, sub-rule, paragraph or appendix is to a rule, sub-rule, paragraph or appendix (as the case may be) of or to these Rules; and
- the headings in this document are inserted for convenience only and shall not affect the construction or interpretation of these Rules.

SECTION A

MEMBERSHIP

1 Pursuant to Articles 3 to 9 ('Members') membership of The Guild is open to individuals interested in carrying out or furthering the objects set out in clause 3 of the Memorandum ('Education'):

a) **Ordinary Membership**

Ordinary membership is open to any person over the age of eighteen years who completes a membership application form.

Any person having been accepted as an ordinary member, and having paid the subscription due, is then entitled to the full electoral and voting rights and any other rights and privileges granted by the Council from time to time.

In each year of membership, the full current year's membership subscription must be paid by the due date. The rate of membership subscription shall be the amount set by the Council under the Articles and shall be the correct level of subscription based on the member's correspondence address.

b) **Life Membership**

Life membership is open to any current member over the age of eighteen who shall pay the current specified life membership fee for their age and correspondence address. Application to transfer to life membership must be accompanied with a copy of the member's birth certificate. On death or resignation of the life member, no part of the membership fee shall be repayable to the life member or their personal representatives and any proportion of membership fee not utilised towards membership expenses shall be deemed to be a donation to The Guild general funds. A life member shall have the same rights and benefits as an ordinary member.

c) **Honorary Membership**

Nominations for honorary membership may be submitted by any member of The Guild to the President, in writing. Honorary membership shall be given at the discretion of the Council to any person who it shall agree by a straight majority vote of voting members as having rendered special service to the craft of quilting or to The Guild. In taking such a decision the Council shall if necessary consult previous Council members and have regard to the qualification and criteria by which previous honorary members were appointed. Honorary members shall be announced at the AGM and a certificate of membership shall be given. Honorary membership can be withdrawn at any time in the absolute discretion of the Council. Honorary members are not required to pay an annual subscription but shall have full rights of all ordinary members including voting rights.

d) **Associate Membership**

Associate membership is open to any person over the age of eighteen years who resides at the same address as an ordinary member paying the full current year's membership subscription and who pays the reduced subscription set by the Council. Associate membership shall automatically cease on non-payment of the

current year's subscription by the ordinary member or by residence at the same address ceasing. An associate member shall have the same rights as all ordinary members including voting rights but shall not be entitled to any copy of "*The Quilter*" or other magazine or periodical issued as part of the ordinary members' subscription. Associate members shall be deemed to form part of the ordinary membership category for the purpose of Article 4 ('Ordinary Membership').

e) **Young Person and Student Membership**

(i) Young Person membership is open to any young person between the ages of seventeen and twenty-four inclusive whether or not a student who completes an application form and pays the current fee for that category of membership;

(ii) Student membership is open to any person aged twenty five years and above who completes an application form and provides such evidence as may from time to time be required by the Council to support their full time student status and who pays the current membership fee for that membership category;

(iii) Membership subscriptions shall be paid by the due date and Student and Young Person members shall have such rights and benefits of membership as the Council may from time to time prescribe and shall, upon attaining the age of eighteen years, have voting and electoral rights consistent with those members being Ordinary members.

f) **Young Quilter Membership**

Young Quilter membership is open to any young person under the age of seventeen in the year of application who completes or has completed on their behalf an application form and in each year of membership has paid the full current year's Young Quilter membership subscription by the due date. Young Quilters have such rights and benefits of membership as the Council may from time to time prescribe but shall have no voting powers nor the right to be elected or appointed to a national or regional office.

g) **Membership of Special Interest Groups**

Membership of Special Interest Groups, together with other categories of membership, may be offered by resolution of the Council but full rights including voting rights will only attach to membership of an individual who has paid the equivalent of the ordinary or associate membership subscription.

h) **Affiliated Groups**

Affiliated Group is a group with similar objectives to The Guild which has affiliated to The Guild and has paid a subscription for such membership at the rate or rates prevailing from time to time but having no voting rights.

2 Death or Resignation. On the death or resignation of a member no part of that member's subscription shall be refundable to the member or their personal representatives.

3 Change of Address. Where a member during a membership year changes address and their correspondence address shall become an address for which an increased subscription is payable then that member shall be liable to pay a proportionate part of the increased subscription for the period of changed address if

so requested by The Guild. If a member changes address so that a lesser subscription is due and payable there shall be no refund of any part of the overpayment of subscription during that year.

- 4 The renewal date for payment of subscriptions shall be twelve months from the date of joining.
- 5 The Council has the right within two months of receipt of an application for membership at its discretion to refuse such membership.

SECTION B

THE COUNCIL AND COMMITTEES

1 The Council

The Council will be composed of the following elected members who each save as provided below have a right to vote:

- a President;
- b Treasurer;
- c Four elected members (Executive Trustees) who shall also act as Heads of Divisions, one of whom may also act as Vice President all of whom shall collectively be referred to as the Executive Trustees;
- d Six other elected members (Non-Executive Trustees).

For the avoidance of doubt an elected or co-opted Council member not being a member of The Guild shall have no right to vote.

2 The Company Secretary

The Company Secretary may attend the Council meetings as of right.

3 The Chief Executive Officer

The Chief Executive Officer will attend all meetings of the Council.

4 Advisors

The Council may at its discretion and in addition to any appointment of co-opted members nominate persons not exceeding three in number to advise the Council generally in connection with any aspect of Guild affairs and any person so nominated may attend the Council meetings but shall not be entitled to vote.

5 Attendance at Council Meetings

Any other person receiving a written invitation from the President or at least four Council members jointly may attend a Council meeting

6 Limitation on Attendance

Council Meetings are not open for any other member of The Guild to attend.

7 Election of Council:

7.1 Council members with the exception of the President are elected at the Annual General Meeting (AGM) for a term of three years and retire by rotation in accordance with arrangements approved by the Council or as specified in Rule 16. Should there be insufficient new candidates for election as a Council member then the Council may at its discretion, following a majority vote, appoint:

- a) an Executive Committee member having held office for up to three years to be an Executive Committee member for up to a further three years; or
- b) a Non-Executive Trustee having held office for a minimum of two years to be a member of the Executive but may not then be eligible as a Non-Executive Trustee thereafter; or

- c) an Executive Committee member to hold office for up to a further three years as a Non-Executive Trustee (not exceeding six years in total) who may not then be eligible for appointment or election until a period of two years shall have elapsed since they ceased being a Council member.

7.2 Where a vacancy occurs during the term of a Council member then a member of The Guild fulfilling the criteria in Rule 13a below can be co-opted for a term not exceeding twelve months. At the expiration of that period the post must be held by an elected holder for the remainder of the term of office. Forms COM4 and COM5 in the Appendix must be completed and submitted to Council 42 days prior to election unless the Council otherwise agrees.

8 The President

The President is elected at the AGM for a term of two years. It is expected that one of the Divisional Heads either during or at the end of their term (but so that their total term does not exceed six years) will stand for the office of President. If, however, none of the Divisional Heads are able to, or wish to, stand for election to the office of President then a Non-Executive Trustee having been a member of The Guild for at least two years, or a Council member having retired at least one year prior to the post of President becoming available shall also be eligible for election.

9 Voting for the Elected Members of the Council

Voting for the elected members of the Council shall be in accordance with the regulations in Section C.

10 Appointment of Divisional Heads

The four Council members respectively appointed as a Divisional Head shall, at the first Council meeting following the AGM be directed to co-ordinate the groups of officers for the purpose of administering the policies set by the Council. The Council shall decide which officers shall form part of each division.

11 Guild Officers

Guild Officers are appointed annually by Council to fulfil such posts as shall be decided by the Council to reflect The Guild's charitable status and to administer the day to day running of Guild policy. A Guild Officer can fulfil that role for a maximum period of three years, unless specifically approved by the Council in a meeting of the Council for a further **maximum** period of one year, but cannot then be appointed as a Guild Officer in the same post for a period of one year thereafter. Form COM6 must be completed and submitted by any applicant 28 days before consideration by Council.

12 Appointment of Guild Officers

Appointment of Guild Officers shall be in accordance with Rule 13b.

13 Eligibility for Election and Appointment

All members of the Council whether elected or co-opted and all Guild Officers must comply with the provisions of Article 53 ('Criteria for Appointment') and in addition the Education Officer and Young Quilter Officer must comply with the Children Act 1989 and any subsequent legislation.

a) **Voting members on the Council**

A member nominated for a Council post shall have held continuous membership of The Guild for a minimum period of two years immediately prior to the membership year of election or co-option.

The following posts shall have the additional criteria:

- i) The President and Divisional Heads shall have served as a Council member or as a Guild Officer, Regional Co-ordinator or Regional Representative or as a member of an authorised Committee as defined in Rule 20 for a period of at least two years prior to election.
- ii) The Treasurer shall have served on the Council or as a Guild Officer, Regional Co-ordinator or Regional Representative, Assistant Treasurer or on the Treasurer's committee or as a Regional Treasurer for a period of at least two years prior to election.

Council members elected under Rule 1d may subsequently serve as a Guild Officer or be elected under Rule 1c provided that the total unbroken length of service shall not exceed six years.

The President shall not be eligible to stand for Council or as a Guild Officer or become a Regional Co-ordinator for a period of three years following the end of their term of office.

b) **Guild Officers**

Guild Officers as set out in Rule 11 above are appointed annually by the Council at the first meeting of the Council following the AGM from persons nominated by the relevant Divisional Head. No member can serve as a Guild Officer under Rule 11 for a period longer than three consecutive years, unless specifically approved by the Council in a meeting of the Council for a further maximum term of one year, and following such service, is then not eligible to stand for the same Guild Officer post for a period of one year but may stand for any other Guild Officer post, provided that any continuous term served in any posts shall not exceed six years in total, but no break in holding office will be required where the Guild Officer is appointed to Council provided that no such appointment to Council shall exceed six years in total.

- i) Where a vacancy occurs during the term of a Guild Officer then provided the three year term is not exceeded, except as provided by Rule 11, a Council member or Guild Officer may complete that term even if such person's total term of office will exceed that laid down by these Rules.
- ii) Guild Officers shall have held continuous membership of The Guild for a minimum period of two years immediately prior to appointment.

Each nominee before accepting the appointment must complete the declaration referred to in Rule 14.

- iii) Any Education Officer, Public Relations Officer, Heritage Officer shall, whenever possible, have experience relevant to the post prior to election.

14 Nominations

- a) Nominations for Council shall be in writing set out in COM4 in the Appendix and signed by the nominee and by 10 current Guild members. Nominations shall be sent by post or delivered by hand to The Guild office at least forty-two days before the AGM or 31st January whichever shall be the earlier together with a completed COM5.
- b) Following receipt of nominations, each nominee must additionally complete a declaration stating any personal interests which may conflict with their work as an elected Council member of The Guild by reason of trading, textile collecting, teaching, writing and journalism or any other relevant commercial, voluntary, or other interest carried on either by themselves or by a member of their immediate family.

15 Voting

Voting shall be in accordance with the provisions in Section C.

In the event of there being more than one nomination, names and short biographical details shall be circulated to members with the ballot papers in COM5 in the Appendix.

Voting is by a single vote by any member eligible to vote under the Articles.

16 Casual Vacancies

The Council has the power to co-opt annually a member fulfilling the required criteria for any post in this section of the Rules for the balance of the twelve month period where a Council member or Guild Officer shall have died, retired, resigned or otherwise had their appointment disqualified under the Articles. At the end of that twelve month period formal election or appointment must be made. A co-opted member is not precluded from standing for election as a Council member or appointment as a Guild Officer under this section provided that together with the co-opted post they shall have served a post for no longer than three complete years, except as provided in Rule 11.

17 Transitional provisions

Transitional provisions on any amendment of the Rules will be set out in an Appendix and following completion of the transitional period shall automatically be deleted from the Rules.

18 Disqualification (Council)

Council members and Guild Officers shall be disqualified from holding office and shall be removed from office if at any time they shall:

- a) Cease to be a member of The Guild;
- b) Cease to fulfil the requirements of the Companies Act or Children Act and any subsequent legislation if relevant to the post they hold;

- c) Fail to attend at least one Council meeting in a calendar year unless authorised by the Council;
- d) Fail to disclose any interests under Rule 13;
- e) Fail to form a committee if specified in these Rules.

Council members and Guild Officers may also be subject to the provisions of the Staff Handbook which covers both paid staff and volunteer workers.

19 The Directors

Subject to the Articles no more than six and no less than three of the elected Council members who fulfil the provisions of the Companies Act shall be nominated by the Council at the first meeting following the AGM to be directors of the Company at any time.

20 The Committees

A committee made up of the President, Treasurer and Divisional Heads (the 'Executive Committee') shall meet when required to share information and to make administrative decisions for the smooth running of the divisions and Guild. Their remit shall be agreed and amended by Council.

Each Guild Officer as agreed by their division may form a group (referred to as a committee for these Rules) of no less than two other persons. Other committees may be set up from time to time and shall be authorised by the President and report to a nominated Divisional Head.

Members of these committees are selected from Guild members for the particular skills and knowledge they can offer. Each committee member must have a defined function, and only exceptionally may any member serve on more than two groups at a time. Interest in being part of a committee is made by Guild members to the relevant officer or Divisional Head. Vacancies and specialist help may be advertised in *The Quilter* from time to time.

Appointment to a committee assisting a Guild Officer is at the discretion of the Guild Officer chairing that committee and in consultation with the existing committee members or in default by appointment by the Divisional Head.

Committees shall communicate when required which may be by telephone, email or meeting which ever is appropriate.

A list of membership of committees and the role of each member will be kept by the Divisional Head and reviewed within the division annually.

Committees shall include Regional Committees and the special provisions for Regional Committees are set out in Rule 21 and Section C.

Guild members appointed to committees and volunteers carrying out certain tasks on behalf of The Guild shall before the appointment can be ratified complete a declaration stating any personal interests which may conflict with their work as a committee member or volunteer by reason of trading, textile collecting, teaching,

writing and journalism, or any other relevant commercial, voluntary or other interest carried on either by themselves or by a member of their immediate family.

21 The Regions

The counties in the British Isles where there are Guild members shall be grouped into Regions. The Regions shall be defined in the Membership Information Pack at the discretion of the Council each year and the alteration of regional boundaries shall be at the discretion of the Council.

Each Region shall have a committee to include:

- a) the Regional Co-ordinator who shall act as Chairman of that Region and shall have been a member of The Guild for at least two years prior to appointment. The Regional Co-ordinator is appointed by the Head of Membership following consultation with the Regional Committee and ratified by the Council annually;
- b) the Regional Treasurer who shall have been a member of The Guild for at least one full year, and shall be appointed by the Head of Membership following consultation with the Regional Co-ordinator for that Region. The Regional Treasurer must, on appointment, agree in writing to follow the accounting procedures laid down by The Guild. References or evidence of appropriate qualifications/experience will be requested by the Administration Officer, and the relevant documentation will be passed to the Assistant Treasurer upon receipt;
- c) the Regional Newsletter Editor who shall have been a member of The Guild for at least one year;
- d) Regional Representatives who shall have been a member of The Guild for at least one year and shall represent the areas within that region and be prepared to communicate with the local members;
- e) the Young Quilter Representative, who shall have been a member of The Guild for at least one year, and who shall comply with the legislative conditions set out from time to time for working with children shall represent the interests of young quilters in the Region; and
- f) additional representatives may be appointed for specific duties within the Region and with the written consent of the Head of Membership .

Regional Committee members shall hold office for a period not exceeding three years following which they shall not hold the same office for a period of one year. They can with the consent of the Head of Membership be co-opted for up to a year if otherwise a vacancy would occur on the Regional Committee but not in any other circumstances. Regional Committee members should not serve on the Regional Committee for more than seven consecutive years. Regional Co-ordinators must stand down for at least one year at the end of their term of office. For the avoidance of doubt Regional Co-ordinators may hold the office of Trustee or act as a Guild Officer immediately upon ceasing to hold the post of Regional Co-ordinator.

Consideration should be given to the timing of the appointment of a new Regional Treasurer in relation to the time of preparation of the Regional end of year accounts.

22 Disqualification

Committee members shall be disqualified from holding office and shall be removed from office if at any time they shall:

- a) cease to be a member of The Guild; or
- b) cease to fulfil the requirements of the Companies Act or Children Act if relevant to the post they hold; or
- c) fail to attend at least one committee meeting in a calendar year unless authorised by that committee; or
- d) fail to disclose any interests under Rule 13; or
- (e) wilfully neglect, refuse or omit to properly perform and/or discharge their duties and responsibilities to The Guild or by any act or failure to act shall bring The Guild into disrepute.

23 Confidentiality

Council members, Guild officers, committee members, Regional officers and any other appointed members may be required to sign statements of confidentiality as a prerequisite when taking up any appointment and refusal to sign such a statement shall automatically prevent the taking up of that post.

SECTION C

CONDUCT OF ALL COUNCIL AND GENERAL COMMITTEE MEETINGS

1 Council meetings

- a) The Council shall hold a minimum of two meetings in each Guild year (The Guild year being from 1st May to 30th April). The Company Secretary shall hold a record of meetings to include reports of committee members submitted prior to and at each meeting.
- b) The agenda for the meeting immediately following the AGM (being the meeting when Guild Officers are confirmed and co-options to the Council carried out) shall follow Appendix A. All other Council meetings shall be held in accordance with the regulations for preparation and conduct of meetings set out in the Council policy handbook.
- c) The quorum for a meeting of the Council shall be one half of the Council members with the power to vote.
- d) Proposals at Council meetings shall be seconded and voted on by every Council member present and eligible to vote.

Voting shall be by show of hands and a resolution shall be deemed passed if a majority of one half plus one of the members present and eligible to vote are in favour except for resolutions to set the subscription in Rule 1g below. If there is a tied vote the Chairman of the meeting shall have a second and casting vote.

- e) Emergency proposals may only be made if there is no convenient Council meeting and following consultation with the President (or Treasurer if financial in nature). A proposal may be circulated in writing by fax, by post or by e-mail to all voting and co-opted Council members and a telephone vote taken. Votes must be received by the President or if otherwise directed (because the President is not available) by an appointed Director. A vote is not counted unless actually received. Form C04 must be completed to record a telephone vote and then forwarded to the Company Secretary for placing with the Council minutes. The proposal and telephone vote must be reported at the next available Council meeting.
- f) The Company Secretary will agree the schedule of meetings for the Council at least twelve months in advance and will forward a list of meetings to each Council member and Guild Officer. Notice of dates of Council meetings will be published regularly in *The Quilter* or other Guild magazine.
- g) Subscriptions shall be reviewed by the Council between the months of September and December in every year unless otherwise agreed by Council. At the relevant Council meeting and, following the review and approval of budgets for each section and administrative function of The Guild, the Council shall receive a recommendation from the Treasurer of the level of

subscription required for the following membership year. Based on the budget proposals the Council will consider the rates of subscription. The Treasurer will then formally propose the rates of subscription for the following membership year. The proposal must be passed by 75% of the voting Council members for a revised subscription to be ratified. The rate of subscription must be reported to the members by the later of 31st March or the date of the AGM held in that year.

2 Committee Meetings

Such meetings are held at the discretion of the relevant Council member or Guild Officer, bearing in mind the work and communication necessary. An Agenda for all meetings must be set prior to the meeting. At every committee meeting a member of that committee will be appointed to take minutes. Each committee shall hold as part of its records:

- a) a record of meetings to include reports of committee members submitted prior to each meeting;
- b) financial budget statements and expenditure records.

3 Regional and Specialist Group Committee meetings.

Meetings are held at the discretion of the Regional or Specialist Group Co-ordinator or at the request of the Head of Membership. A summary of the business discussed and decisions made must be sent to the Head of Membership and kept in the regional records.

At least two meetings in every twelve months must be held.

4 Annual General Meeting

- a) Notice of meeting and of resolutions and election of Council members shall be given in accordance with the requirements of the Articles and Rules 8 and 13 of Section B.

The agenda for the meeting shall follow Appendix B.

- b) Voting for election of Council members.
All voting Council members (except co-opted members) shall be appointed by election and all nominations shall be notified to the members where there is only one candidate for the post. For the avoidance of doubt no member of an Affiliated Group who is not in that person's own right a member of The Guild shall have a right to vote on the election of Council members.

All posts with sufficient nominations for a ballot shall be shown on a ballot paper sent to every eligible member at their registered address at least twenty four days before the AGM (the date of posting of the ballot papers is the relevant date for notice purposes). The ballot paper shall include the names of all candidates for each post together with voting instructions for that post.

All voting papers must be received at the registered office of the Company no later than forty-eight hours prior to the date and time of the AGM. The

relevant time is the time of actual receipt at the registered address and not the date of posting.

The President and Company Secretary shall appoint three independent persons who are not members of The Guild nor related to any of the candidates to be appointed tellers. The tellers shall open and count the votes no more than twenty-four hours before the AGM. If there are two or more candidates for the same post who receive votes within a 10% range then there shall automatically be a recount which shall be in the presence of the Company Secretary and an appointed Council member or if they shall not be available two other Council members nominated by the President.

The result shall be notified to the President who shall (if they are available) notify the candidates of the result before the AGM. The result shall be confirmed in writing to the candidates with the number of votes cast immediately following the AGM and published in the next available issue of *The Quilter* or other Guild magazine.

Voting papers shall be kept at the registered office for a period of twelve months following the AGM.

In the event of a disputed vote a recount will be carried out by an independent body appointed by the Company Secretary and in the presence of the candidates.

5 General Meetings

General meetings can only be called in accordance with the provisions in the Articles and notice is given and the meeting held under similar guidelines as an AGM.

6 Procedure at General Meetings

a) Proposals

Proposals at general meetings shall be in the form of resolutions sent to the Company Secretary at the registered office within the time limits set out in the Articles. Proposals in this context shall not include nominations for office dealt with in section B of these Rules.

Proposals shall be properly proposed and seconded and may be accompanied by a preamble which clearly states the reasoning for support of such a resolution. The Council shall have the power to amend and place in a correct format resolutions altering these Rules or the Memorandum and Articles and shall inform the proposer of the revised wording and the reason for this.

The Company Secretary (having consulted the President if the resolution affects the Memorandum and Articles of the Company) shall inform the proposer if the resolution is out of order and the reason therefore.

b) Agenda

The order of business shall be in accordance with the agenda Appendix C. No business other than that on the agenda shall be taken.

c) **Chairing the meeting**

Procedure for appointment of the Chair is laid down in the Articles.

It is the duty of the Chair of the meeting to ensure that the meeting is conducted in accordance with the agenda and that all proposals are properly presented and the correct discussion and voting procedures are followed. The Chair must remain impartial and must ensure the proper rules of debate are observed.

d) **Minutes**

Minutes are required to be taken at all general meetings and displayed on the website. The minutes should record the approximate number of members present, apologies, and a summary of reports given. Proposals must be recorded in full with any amendments and the names of the proposers together with the result of the vote on that proposal. A summary of the debate may also be made and a summary of the general matters raised. A copy of the minutes shall be kept at the registered office.

e) **Rules of debate**

No resolution or amendment shall be put to the meeting until it has been read out, proposed and seconded unless the proposal is from the Council when proposing and seconding is not required. The Chair shall then ask the members to discuss and vote on the proposal.

All members shall speak to the Chair directly on the proposal and the Chair may request a member to discontinue if this is not adhered to. At general meetings all members shall identify themselves to the Chair before speaking and questions should be relevant to the proposal. The Chair should give every member where practicable an opportunity of speech but each member may address the meeting once on each proposal except when exercising a right of reply or explanation. The Chair may at their absolute discretion impose time limits on each speaker.

The Chair shall impartially allow supporters, opponents and minorities to speak but should maintain order at all times.

No amendment radically altering the proposal may be accepted for debate and alterations should relate to omission and insertion of words only. Amendments are voted on separately and before the vote is taken on the main proposal. Proposals may only be withdrawn after the commencement of the meeting with the approval of the proposer and seconder and the majority of the members present and voting. If a proposal is withdrawn the amendments will automatically be withdrawn.

Any member may move at a meeting that the proposal now be taken and any member may also move that the meeting proceed to the next business. Both motions must be seconded and carried.

f) **Voting**

Voting shall be by show of hands and in the event of uncertainty a poll will be taken in accordance with the Articles. The Chair of the meeting shall have the casting vote if the votes are equal. No member of an Affiliated Group

shall have a right to vote unless that person is a member of The Guild entitled to attend and vote.

Members may abstain from voting and the number of abstentions will be taken for every vote.

Three independent assessors who are not members of The Guild may be appointed at the discretion of the Company Secretary and President to scrutinise the votes and to give a certified notice of the result.

The result of the poll will be formally declared before the close of the meeting.

There is no provision for proxy or postal votes.

Appendix A



SPECIMEN AGENDA FOR THE COUNCIL MEETING FOLLOWING THE ANNUAL GENERAL MEETING

- 1 Apologies for absence
- 2 Minutes from previous Council meeting
- 3 Appointment of Guild Officers to fulfil such posts as shall be deemed necessary by Council to administer the day to day management of Guild policy
- 4 Appointment of co-opted members including co-option of Council members in Section B Rule 15 of the Rules, if any post is vacant
- 5 Acceptance of nominations under Section B Rule 13 of the Rules
- 6 Ratification of appointment of Regional co-ordinators
- 7 Induction of all Council members
- 8 Matters arising from the minutes approved in 2 above
- 9 Any other business



Appendix B

SPECIMEN AGENDA FOR **THE ANNUAL GENERAL MEETING**

- 1 Welcome and apologies for absence
- 2 Signing of Minutes of the previous AGM
- 3 Report/s from the President, Council and Guild Officers
- 4 Presentation of the Accounts by the Treasurer
- 5 Adoption of the Accounts
- 6 Appointment of the Auditors
- 7 Announcement of new Honorary members (if any)
- 8 Result of voting for Council members
- 9 Resolutions (if any)
- 10 Any other business (if notified)
- 11 Presentations
- 12 Close of meeting

Appendix C



SPECIMEN AGENDA FOR A GENERAL MEETING

- 1 Apologies for absence
- 2 Formal presentation of resolution by proposer (or Council representative)
- 3 Discussion of resolution
- 4 Vote on resolution and result
- 5 Any other business (if previously notified or for information only)
- 6 Close of meeting



Appendix D

Emergency Proposal Voting Slip

To be used by members of the Trustee Board or Executive Committee

PROPOSAL

To be returned to the Office by.....

Yes	No	Abstain

Signed..... Date.....

The Quilters' Guild of the British Isles Tel 01904 613242
Registered Office: St Anthony's Hall, Peasholme Green, YORK YO1 7PW
A registered charity no. 1067361.
Company limited by guarantee Registration no. 3447631 England and Wales

Form C04
Apr 09
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Appendix E

NOMINATION FORM FOR ELECTION TO COUNCIL

POSITION NOMINATED

NAME OF NOMINEE Memb No.....

PROPOSER Memb No

SIGNATURE

ADDRESS

.....Post Code.....

SUPPORTERS OF NOMINATION

(Ten supporters are required in addition to the proposer)

NAMESIGNATURE.....M/NO

NAMESIGNATURE.....M/NO

NAMESIGNATURE.....M/NO

NAMESIGNATURE.....M/NO

NAMESIGNATURE.....M/NO

NAMESIGNATURE.....M/NO

NAMESIGNATURE.....M/NO

NAMESIGNATURE.....M/NO

NAMESIGNATURE.....M/NO

NAMESIGNATURE.....M/NO

I agree to be nominated for the above post and confirm that I fulfil the conditions for nomination.

SIGNEDDATE

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Appendix F
BIOGRAPHICAL DETAILS
AND DECLARATION
OF INTERESTS BY A NOMINEE
FOR COUNCIL MEMBERSHIP

Biography

The following details may be given to the membership in support of my nomination to stand for the post of:

(No more than 100 words. Attach extra sheet if desired)

.....
.....
.....
.....
.....
.....
.....
.....
.....
.....

Declaration of Interests

I declare that I and members of my immediate family hold the following commercial interests which may affect my right to vote at a Council meeting, or to represent the interests of The Guild. If I am elected I undertake to advise The Guild if this information changes during my period of office. (Interests would include teaching, lecturing, selling, collecting, writing, or any other interests which may conflict with those of a position on The Guild Council.) Such a declaration does not prevent a person from holding office but may require them to abstain from any discussion or vote on which their personal interests might have a bearing.

.....
.....
.....

SIGNATURE.....DATE.....

NAME (Please Print)

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