

THE QUILTERS' GUILD OF THE BRITISH ISLES



RULES

FROM 10 MARCH 2020

The Quilters' Guild of the British Isles

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Registered in England and Wales as a charity, no. 1067361 and as a company limited by guarantee, no. 03447631. The Quilters' Guild is registered as a charity in Scotland no. SC043174.

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DEFINITIONS

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

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| Administration Officer | means the Administration Officer of The Guild, working from The Guild’s national office |
| Annual General Meeting | means the annual general meeting of the Company held each year |
| Area Representative | means the Regional Committee member representing a particular area of any Region |
| Articles | means the articles of association of the Company from time to time |

Audit Committee	means the audit committee from time to time constituted by the Board
Board	means the Trustees comprising the board of directors 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
Charities Acts	means the Charities Act 2011 as amended from time to time and all or any regulations made thereunder
Chief Executive	means the chief executive of The Guild from time to time
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 03447631 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, Lead Trustees (which shall include the Treasurer) (one of whom may also act as Vice-President), and six other elected members
Directors	means and shall be the members of the Council from time to time comprising Executive Trustees and Non-Executive Trustees (together "Trustees")
Division	means any division of The Guild as determined by the Council from time to time
Executive Committee	means the President, the Treasurer and the Lead Trustees
Executive Committee Member	means a trustee who is a member of the Executive Committee
Executive Trustees	Lead Trustees who together with the President and the Treasurer form part of the Council but not exceeding six in number

General Meeting	means a general meeting of the members of The Guild duly convened and held from time to time
Guild Accountant	means a qualified accountant providing accountancy skills to the Guild and its subsidiaries
The Guild or Guild	means the Company
Guild Officers	means the holders of the following posts, namely: International Officer, Education Officer, Digital Officer, Public Relations Officer, Heritage Officer, Conference Officer, National Exhibition Officer, National Young Quilter Officer, National Website Officer, Library Officer, Festival of Quilts Officer
Lead Trustees	means the Lead Trustees as determined by the Council from time to time which shall always include the Treasurer
Membership Information Pack	means the information pack issued to new and existing members of The Guild from time to time
Non-Executive Trustees	not more than six members elected to the Council not being members of the Executive Committee
President	means the president from time to time of The Guild
Proxy	the form of proxy from time to time prescribed by The Guild for use at Annual General Meetings and General Meetings of The Guild
The Quilter	means the magazine of The Guild
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 Committee such as, but not limited to, co-ordinator, treasurer, newsletter editor, Young Quilter representative, etc.
Regional Representative	means any member of a Regional Committee
Regional Treasurer	means any person holding office as a treasurer to a Region
Specialist Group	means one of the groups formed to promote areas of particular interest such as BQSG (British Quilt Study

Group), CQ (Contemporary Quilt Group), MQG (Miniature Quilt Group), ModQ (Modern 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”

Specialist Group Officer	means a member of a Specialist Group Committee such as, but not limited to, a co-ordinator, treasurer, newsletter editor, Young Quilter representative, etc.
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
Trustee	means a Director whether an Executive Trustee or a Non-Executive Trustee
Vice-President	means such Director elected to the office of Vice- President in accordance with Section B rule 8.2

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 Membership of The Guild is open to individuals pursuant to article 10(2)(a)-(c) of the Articles ('Members'):

(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 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 by 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's 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 Annual General Meeting 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 the 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 nineteen 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 Young Person and Student 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 between the ages of five and eighteen 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 Group Membership

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 of a Member

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 Date of Subscription

The renewal date for payment of subscriptions shall be twelve months from the date of joining.

5 Right to Refuse Membership Application

The Council has the right at its discretion to refuse membership within two months of receipt of an application to join, or renew an existing membership of any description of, The Guild.

SECTION B

THE COUNCIL AND COMMITTEES

1 The Council

The Council, which shall comprise the board of Directors, will be composed of the following elected members who each have a right to vote:

- (a) President;
- (b) Treasurer (who for the avoidance of doubt shall be a Lead Trustee);
- (c) elected members who shall also act as Lead Trustees and the Vice President all of which elected members together with the President and Treasurer shall collectively be referred to as the Executive Trustees;
- (d) other elected members (Non-Executive Trustees) who shall form the balance of the Council to a maximum of six such members.
- (e) any four members of the Council (except the President) may be a non-member of The Guild appointed upon successful nomination to the Council for their contribution of specific skills or knowledge which in the reasonable opinion of the Council would benefit The Guild.

2 The Company Secretary

The Company Secretary may attend the Council meetings as of right but shall have no right to vote.

3 The Chief Executive

The Chief Executive will attend all meetings of the Council but shall have no right to vote.

4 Advisors

The Council may at its discretion and in addition to any appointment of non-members as provided by Rule 1e) above co-opt persons not exceeding three in number to advise the Council generally in connection with any aspect of Guild affairs and any person so co-opted 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 but shall not be entitled to vote.

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 for a term of three years and retire by rotation in accordance with arrangements approved by the Council or as specified in Rule 16. At the end of each Council member's three year term, the Council may at its discretion, having regard to the balance of skills required by the Council, 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 one year to be a member of the Executive but who may not then be eligible as a Non-Executive Trustee thereafter;
- (c) a Non-Executive Trustee having held office for three years to continue to serve as a Non-Executive Trustee for up to a further three years; or
- (d) an Executive Committee member to hold office for up to a further three years as a Non-Executive Trustee (but not exceeding six years in total);

Provided that unless becoming President or Vice President as the case may be, a Council member may not then be eligible for appointment or election until a period of two years shall have elapsed since he/she ceased being a Council member.

For the avoidance of doubt, the expected term of office for a Council member is three years and any further successive term in such office is at the discretion of the Council and subject to a majority vote of the members of Council excluding the Council member putting himself/herself forward for re-election.

- 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 or a non-member who otherwise satisfies the requirements of Rule 1e) above 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 the Council 42 days prior to election unless the Council otherwise agrees.

8 The President and Vice President

- 8.1 The President is elected at the Annual General Meeting for a term of two years. It is expected that one of the Trustees having been a member of The Guild for at least two years, will stand for the office of President. If, however, none of the Trustees is able to, or wishes to stand, a former member of the Council shall also be eligible for election.
- 8.2 Council members may choose to elect one of their number to act as Vice President whose term of office shall be two years coinciding with that of the President. Where the incumbent Vice President is elected President in accordance with Rule 8.1 above then such appointee shall be permitted to serve as a trustee, Vice President and President for a maximum period in such offices together of ten years.
- 8.3 The date from which election to either of these offices or generally upon election as a member of the Council, becomes effective is the 1st May following the date of 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 Lead Trustees

Council members respectively to hold office as Lead Trustees shall be appointed by the Council at the first Council meeting following the Annual General Meeting and shall 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

11.1 Guild Officers are appointed annually by the 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. Form COM6 in the Appendix must be completed and submitted by any applicant 28 days before consideration by the Council.

11.2 Appointment of Guild Officers shall be in accordance with Rule 13.2 below.

12 Treasurer

12.1 The Treasurer shall be appointed by the Council from the Board of Directors and except as provided by Rule 12. 2 below shall be a person having recent and relevant financial experience preferably having a qualification from a professional accountancy body in the United Kingdom.

12.2 In the case of the Treasurer the Council shall as provided by Rule 13.1 (ii) below have discretion to appoint from their body a person not holding a professional qualification but having suitable recent and relevant financial experience.

12.3 The Treasurer cannot be treasurer of any Region or Specialist Group during the period in which such office is held.

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 Articles 24 (Directors) and 32 ('Appointment of Directors') and in addition the Education Officer and Young Quilter Officer must comply with the Children Act 1989 and any subsequent legislation.

13.1 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 except that persons who have been members for less than two years or who are not members of The Guild but in the reasonable opinion of the Council bring skills and knowledge useful to the effective running of the organisation may be nominated for election to a Council post providing there are no more than four such persons on the Council at any time.

The following posts shall have the additional criteria:

- (i) The President shall have served as a Council member, as a Guild Officer, or as a Regional Co-ordinator for a period of at least two years prior to election unless the Council shall at its discretion otherwise determine.

- (ii) The Treasurer shall have served on the Council or as a Guild Officer, Regional Co-ordinator or on the Treasurer's committee or as a Regional Treasurer for a period of at least two years prior to election or if suitably qualified in the reasonable opinion of the Council shall be eligible for the post of Treasurer notwithstanding that other criteria shall not have been satisfied.
- (iii) The Lead Trustee dealing with membership shall have served for not less than two years on a Regional Committee unless the Council shall at its discretion otherwise determine.

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

The President shall not be eligible to stand for the 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.

13.2 **Guild Officers**

Guild Officers are appointed annually by the Council at the first meeting of the Council following the Annual General Meeting from persons nominated by the relevant Lead Trustee. No member can serve as a Guild Officer 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 the Council provided that no such appointment to the Council shall exceed six years in total save that:

- (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 this Rule 13.2, 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 on form COM2 in the Appendix.

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

14 Nominations

- 14.1 Nominations for the 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 Annual General Meeting or 31st January whichever shall be the earlier together with a completed COM5 (see Appendix).
- 14.2 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.
- 14.3 From the nominations the Council shall select those that should be proposed for election to the Council and the decision of the Council shall be final and binding.

15 Voting

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

In the event of there being more than one nomination approved by the Council for any post, names and short biographical details for each nominee shall be circulated to members using form COM5 in the Appendix. The vote for each such candidate in the event of there being more than one nominee shall be cast by the members present at the Annual General Meeting and the nominee with the greatest number of votes so cast shall be appointed. In the event of a tie the result shall be determined by the addition of the proxy votes to the votes cast for each appointee. If the vote is still tied then the Chairman of the meeting shall have the casting vote.

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 period where there is an existing vacancy or 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 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 in a post for no longer than three complete years, except as provided in Rule 13.2 above.

17 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, the Charities Acts, or the 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 either under Rule 14.2 upon form COM5 or any such that might arise during their term of office;
- (e) Fail to form a committee if specified in these Rules.

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

18 The Directors

Subject to the Articles no more than nine and not less than three of the elected Council members who fulfil the provisions of the Companies Act shall be nominated by the Council at the Annual General Meeting or a General Meeting to be Directors of the Company at any time and the number of Directors at any time shall not be less than three nor more than twelve in compliance with Article 2.

19 The Committees

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

Where a working or steering group is created that group will be chaired by the relevant lead trustee except where the Council may otherwise determine.

Each Guild Officer as agreed by their division may with the prior approval of the Council 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 Lead Trustee.

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 Lead Trustee. 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 Lead Trustee.

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 Lead Trustee and reviewed within the division annually.

Committees shall include Regional Committees and the special provisions for Regional Committees are set out in Rule 20 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.

20 The Regions

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

20.2 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 Lead Trustee for 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 Lead Trustee for 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 Treasurer upon receipt;
- (c) the Regional Newsletter Editor who shall have been a member of The Guild for at least one year;
- (d) 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

Area Representatives who shall have been members of The Guild for at least one year may be appointed to represent the areas within that Region. Additional representatives may be appointed for specific duties within the Region with the prior written consent of the Lead Trustee for 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 Lead Trustee for 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.

21 Specialist Groups

21.1 The Guild has five Specialist Groups. If members wish to form a new Specialist Group, an application supported by evidence of need together with the proposed objectives and proposals for running the group must be submitted to the Trustees for their consent.

21.2 Each Specialist Group shall have a committee which shall include:

- (a) the Specialist Group Co-ordinator who shall act as Chairman of that Group and who shall have been a member of The Guild for at least two years prior to appointment. The Specialist Group Co-ordinator is appointed by the Lead Trustee for Membership following consultation with the Specialist Group Committee and ratified by the Council annually;
- (b) the Specialist Group Treasurer who shall have been a member of The Guild for at least one full year and shall be appointed by the Lead Trustee for Membership following consultation with the Specialist Group Co-ordinator. The Specialist Group 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 Treasurer upon receipt; and
- (c) the Specialist Group Newsletter Editor who shall have been a member of The Guild for at least one year.

Specialist Group 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 Lead Trustee for Membership be co-opted for up to a year from the end of their tenure if otherwise a vacancy would occur on the Specialist Group committee but not in any other circumstances. Specialist Group committee members should not serve on the Specialist Group committee in any capacity for more than seven consecutive years. Specialist Group Co-ordinators must stand down for at least one year at the end of their term of office. For the avoidance of doubt Specialist Group Co-ordinators may hold the office of Trustee or act as a Guild Officer immediately upon ceasing to hold the post of Specialist Co-ordinator.

Consideration must be given to the timing of the appointment of a new Specialist Group Treasurer in relation to the preparation of the Specialist Group end of year accounts.

22 Disqualification (Regional and Specialist Group Committees)

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.

24 Office 365 online email system

Please be aware that using The Guild's Microsoft Office 365 email system and a role specific 'Guild' email address is a required and essential aspect of this volunteering role. Volunteers must not use personal email addresses to conduct Guild business.

SECTION C

CONDUCT OF MEETINGS

1 Council Meetings

- (a) The Council shall hold a minimum of two meetings in each Guild year (The Guild year being from 1 November to 31 October). 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 Annual General Meeting (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 third of the Council members with the power to vote, with not less than one half of those Council members present being members of The Guild.
- (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 the 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 Annual General Meeting 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 Lead Trustee for Membership. A summary of the business discussed and decisions made must be sent to the Lead Trustee for 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 7, 12 and 13 of Section B.

The agenda for the meeting shall generally be in the form at 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.

Voting in respect of the nomination (in the event of more than one nomination for a particular post) shall be effected in accordance with Rule 15 in Section B above.

- (c) Members entitled to vote at any Annual General Meeting (including for this purpose for the avoidance of doubt a General Meeting) may appoint a proxy in accordance with the form prescribed for that purpose by The Guild pursuant to the Articles, a specimen of which is annexed at Appendix J. The proxy must be a qualifying member as specified in Rule 6(f) below.

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 in accordance with the Articles and Rule 6 below.

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 and the 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 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 generally be in accordance with the agenda at 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.

All paid up ordinary, life, honorary, associate members, and young person and student members over the age of eighteen years, are entitled to attend and vote at General Meetings. A member so entitled may appoint a proxy who must be a qualifying member as specified above to attend, vote and speak on his/her behalf.

- (g) No business shall be transacted at any General Meeting including (for the avoidance of doubt) an Annual General Meeting unless a quorum in accordance with the Articles is present.



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 the 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 16 of the Rules, if any post is vacant
- 5 Acceptance of nominations under Section B Rule 14 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 Annual General Meeting
- 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.....



Appendix E

ANNUAL NOTIFICATION

OF COMMITTEE MEMBERS

The Chair of every Guild Committee must complete and return this form to Head Office by May 1st each year.

NAME OF COMMITTEE:

The following people have agreed to act as members of the above Committee for

the period May 1st (year) until April 30th (year)

Name	Membership No	Position on Committee

(Please continue overleaf if necessary)

As Chair of the above Committee, I agree to inform the office within 28 days of any additional appointment or resignation (using form COM3) and to ensure that a copy of the Minutes from each meeting is sent to Head Office as soon as they have been prepared.

Signature of Chair.....Date:

A Guild Committee must have at least three members and meet at least twice in every Membership Year.

The Quilters' Guild of the British Isles
Registered Office: St Anthony's Hall, Peasholme Green, YORK, North Yorkshire, YO1 7PW
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The Quilters' Guild is registered as a charity in Scotland, no. SC043174.

Form COM1
Nov 08
Version 2.1



**DECLARATION OF INTERESTS OF
ELECTED AND CO-OPTED MEMBERS
OF ALL GUILD COMMITTEES**

To be completed ANNUALLY and sent to Head Office by May 1st with the associated COM1. This form must also be sent with the associated COM3 for any Committee changes during the year.

I (Name) Memb. No.

of (Address inc. postcode)

Email address

agree to serve as a member of the following committee:

I agree to declare any interest, both personal and professional, which may conflict with this role, and will not participate in any discussions or decisions that may take place at meetings where a conflict may arise.

I will treat all matters discussed in this committee as confidential

SIGNED: ----- DATE: -----

(Declaring interests does not prevent someone from being a member of a Committee.)

The email address you have supplied will only be used for matters related to your membership and will be shared only with organisations with whom we work in partnership. We will not sell or pass on your email address to any other commercial organisation.

Please complete the section below if you DO have personal or professional interests which you think at times might conflict with your role on this Committee. These could include being a trader or tutor, for example. You would be expected to exclude yourself from decisions which involved any conflict due to your own interests.

Brief Description of Interests: (Please continue on the back if necessary)

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Form COM2
April 2013
Version 2.2



GUILD COMMITTEE CHANGES

To be completed by the Chairs of Guild Committees whenever there is a change

1. Complete Section 1 and 3 for a retirement without a replacement. (Form COM2 is not needed).
2. For all new committee members **first** phone or contact Head Office or the Lead Trustee for Membership who will liaise to confirm the person is eligible to become a Regional Committee member.
3. When you have received confirmation, complete this form and send it to Head Office together with a completed form COM2 (Declaration of Interests).
4. Complete only Sections 2 and 3 if this form is for a new additional committee member.
5. Complete Sections 1, 2 and 3 where one person is retiring and being replaced by another person in the same post.
6. Keep a copy for your own records.

NAME OF COMMITTEE:

Section 1

Name of Retiring Committee Member: M/No.....

Date on which they cease to be a member of the Committee:/...../.....

Have you received their paperwork and are you satisfied that confidential data relevant to this post has been destroyed from their manual files and deleted from their computer files and that they have tidied up their Guild email account and removed any emails that are not required by the next incumbent?

YES Date Received/satisfaction given:/...../.....

NO When do you expect to receive it?/...../.....

Section 2 Please confirm with the individual that telephone and e-mail details supplied here may be displayed on the Guild website. Leave them blank if this is unacceptable.

Name of new Committee Member: M/No.....

Address

.....**Postcode**

Tel. no. **e-mail**

Position on Committee.....Date appointed/...../.....

Please tick requirements: Badge Stationery Information folder

Section 3

This form was completed by (Signature)

..... (Print Name)

..... (Position) **Date**/...../.....

Section 4

Office Use Only: Received by **Date**/...../.....

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Form COM3

Nov 19

Version 4.2



Appendix H

NOMINATION FORM FOR ELECTION TO THE 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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Form COM4

Nov 17

Version 2.2



Appendix I

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:

Biography *(In no more than 150 words, please explain why you would be interested in this role and what you feel you would bring to the role. Attach extra sheet if needed.)*

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.

NAME

SIGNATURE

DATE

Appendix J



APPLICATION TO STAND AS A NATIONAL GUILD OFFICER

The following information is for consideration by the Council in support of my application

to stand as a Guild Officer for the role of

Name

Guild Number

E-mail address

In no more than 150 words please explain why you would be interested in this role and what you feel you would bring to the role. Attach extra sheet if needed.

SIGNATURE

DATE



SPECIMEN NOTICE OF GENERAL MEETING

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of The Quilters' Guild of the British Isles ('The Guild') will be held at [ADDRESS] on [DATE] at [TIME] to transact the following business:

[SET OUT TEXT OF RESOLUTIONS]

By order of the Board

[NAME OF DIRECTOR OR COMPANY SECRETARY - PRINTED]

[Director] [Company Secretary]

The Quilters' Guild of the British Isles

St Anthony's Hall, Peasholme Green

York, North Yorkshire, YO1 7PW

[DATE OF NOTICE]

NOTES TO THE NOTICE OF GENERAL MEETING

Appointment of proxies

1. As a member of The Guild, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. The form of proxy can be obtained from The Guild office address below, or from the website, www.quiltersguild.org.uk.

2. A proxy need not be a member of The Guild (as provided by section 324(1) of the Companies Act 2006) but must attend the General Meeting to represent you. Details of how to appoint the Chairman of the General Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

3. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.

Appointment of proxy using hard copy proxy form

4. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to The Quilters' Guild of the British Isles at St Anthony's Hall, Peasholme Green, York, North Yorkshire, YO1 7PW; and
- received by The Guild no later than [DATE AND TIME].

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Electronic appointment of proxies

5. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by completing the form and sending it as an email attachment to admin@quiltersguild.org.uk, including your membership number in the covering email. . For an electronic proxy appointment to be valid, your appointment must be received by The Guild no later than [DATE AND TIME].

Changing proxy instructions

6. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact The Administrator at The Quilters' Guild of the British Isles, St. Anthony's Hall, Peasholme Green, York, YO1 7PW.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

7. In order to revoke a proxy instruction you will need to inform The Guild using one of the following methods:

- By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to The Quilters' Guild of the British Isles at St Anthony's Hall, Peasholme Green, York, North Yorkshire, YO1 7PW. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- By sending an e-mail to admin@quiltersguild.org.uk, including your membership number in the covering email].

In either case, the revocation notice must be received by The Guild no later than [DATE AND TIME].

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.

Communication

8. Except as provided above, members who have general queries about the General Meeting should contact The Guild either in writing or by email to admin@quiltersguild.org.uk (no other methods of communication will be accepted).

The Quilters' Guild of the British Isles

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Appendix M



SPECIMEN PROXY FORM

The Quilters' Guild of the British Isles ('The Guild')
Annual General Meeting
Proxy Form

[NAME AND ADDRESS OF MEMBER]

Before completing this form, please read the explanatory notes below.

I being a member of The Guild appoint the Chairman of the meeting or (see note 3)

as my proxy to attend, speak and vote on my/our behalf at the [Annual] General Meeting of The Guild to be held on [DATE] at [TIME] and at any adjournment of the meeting.

I direct my proxy to vote on the following resolutions as I have indicated by marking the appropriate box with an 'X'. If no indication is given, my proxy will vote or abstain from voting at his or her discretion and I authorise my proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

RESOLUTIONS	For	Against
[ORDINARY BUSINESS]		
1. [INSERT TEXT OF RESOLUTION]		
2. [INSERT TEXT OF RESOLUTION]		
3. [INSERT TEXT OF RESOLUTION]		
[SPECIAL BUSINESS]		
4. [INSERT TEXT OF RESOLUTION]		
5. [INSERT TEXT OF RESOLUTION]		
Signature:	Date:	

Notes to the proxy form

1. As a member of The Guild you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of The Guild. You can only appoint a proxy using the procedures set out in these notes.

2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

3. A proxy need not be a member of The Guild, as provided by Section 324(1) of the Companies Act 2006. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring

that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.

4. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

5. To appoint a proxy using this form, the form must be:

- Completed and signed;
- Sent or delivered to The Quilters' Guild of the British Isles at St. Anthony's Hall, Peasholme Green, York, YO1 7PW; and
- Received by The Guild no later than [DATE AND TIME].

6. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

7. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by completing the form and sending it as an email attachment to admin@quiltersguild.org.uk including your membership number in the covering email. For an electronic proxy appointment to be valid, your appointment must be received by The Guild no later than [DATE AND TIME].

8. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

9. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.

The Quilters' Guild of the British Isles

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THE QUILTERS' GUILD OF THE BRITISH ISLES (THE GUILD) AND ITS SUBSIDIARY BULLYING AND HARASSMENT POLICY

The aim of these procedures is to ensure incidents of bullying and harassment can be recognised and dealt with.

How can bullying and harassment be recognised?

Behaviour that is considered bullying by one person may be considered firm management by another. Most people will agree on extreme cases of bullying and harassment but it is sometimes the “grey” areas that cause most problems.

Bullying and harassment can often be hard to recognise – they may not be obvious to others, and may be insidious. The recipient may think “perhaps this is normal behaviour for The Guild”. They may be anxious that others will consider them weak, or not up to the job, if they find the actions of others intimidating. Also, respondents might be accused of “overreacting” and worry that they will not be believed if they do report incidents.

People being bullied or harassed may sometimes appear to overreact to something that seems relatively trivial but which may be the “last straw” following a series of incidents. There is often fear of retribution if they make a complaint. Colleagues may be reluctant to come forward as witnesses, as they too may fear the consequences to themselves. They may be so relieved not to be the target of the bully that they collude with the bully as a way of avoiding attention.

Bullying and harassment makes someone feel anxious and humiliated. Feelings of anger and frustration at being unable to cope may be triggered. Some people may try to retaliate. Others may become frightened and demotivated. Stress, loss of self-confidence and self-esteem caused by harassment or bullying can lead to job insecurity, illness, absence from work, and even resignation. Almost always job performance is affected and relations in the workplace suffer.

Bullying and harassment are not only unacceptable on moral grounds but may, if unchecked or badly handled, create serious problems such as, but not exhaustively:

- ✓ Poor morale and poor staff relations;
- ✓ Loss of respect for managers and supervisors;
- ✓ Poor performance;
- ✓ Lost productivity;
- ✓ Absence;
- ✓ Resignations;
- ✓ Damage to organisational reputation;

- ✓ Tribunal and other court cases and payment of unlimited compensation.

Our Approach

The Guild is committed to providing a working environment free from harassment and bullying, where everyone will be treated and treat others, with dignity and respect. A work/working environment is anywhere The Guild's or its subsidiary, Festival of Quilts Limited's staff, its members, trustees, volunteers and representatives are present. It also includes Social Media.

Our policy covers bullying and harassment by consultants, contractors, agency workers, volunteers, members, trustees and employees, and also by third parties such as customers, suppliers or visitors to our premises.

This policy does not form part of any employee's contract of employment, or volunteer agreement and The Guild may amend it at any time.

Bullying and harassment can be treated as disciplinary offences.

Our board of directors (trustees) has overall responsibility for the effective operation of this policy but has delegated day-to-day responsibility for overseeing its implementation to the Chief Executive.

All managers, coordinators and trustees have a specific responsibility to operate within the boundaries of this policy, ensure that all staff and volunteers understand the standards of behaviour expected of them and to act when behaviour falls below The Guild's requirements.

Staff should disclose any instances of harassment or bullying of which they become aware to the Chief Executive.

Volunteers and members should disclose any instances of the same to the Chief Executive, who will refer the information to the appropriate Trustee to investigate.

Questions about this policy and requests for training or information on dealing with bullying or harassment should be directed to the Chief Executive or the Company Secretary.

What are Bullying and Harassment?

Harassment is any unwanted physical, verbal or non-verbal conduct that has the purpose or effect of violating a person's dignity or creating an intimidating, hostile, degrading, humiliating or offensive environment for them. A single incident can amount to harassment.

It also includes treating someone less favourably because they have submitted or refused to submit to such behaviour in the past.

Unlawful harassment may, but not exhaustively, involve conduct of a sexual nature (sexual harassment), or it may be related to age, disability, gender reassignment, marital or civil partner status, pregnancy or maternity, race, colour, nationality, ethnic or national origin, religion or belief, sex or sexual orientation. Harassment is unacceptable even if it does not fall within any of these categories.

Harassment may include, but not exhaustively, for example:

- (a) unwanted physical conduct or "horseplay", including touching, pinching, pushing and grabbing;
- (b) continued suggestions for social activity after it has been made clear that such suggestions are unwelcome;
- (c) sending or displaying material that is pornographic or that some people may find offensive (including emails, text messages, video clips and images sent by mobile phone or posted on the internet);
- (d) unwelcome sexual advances or suggestive behaviour (which the harasser may perceive as harmless);
- (e) racist, sexist, homophobic or ageist jokes, or derogatory or stereotypical remarks about a particular ethnic or religious group or gender;
- (f) outing or threatening to out, someone as gay, lesbian or transgender;
- (g) offensive emails, text messages or social media content;
- (h) mocking, mimicking or belittling a person's disability or
- (i) using social media as a mechanism for belittling or unfairly or improperly criticising an individual in a derogatory manner with intent to cause distress.

A person may be harassed even if they were not the intended "target". For example, a person may be harassed by racist jokes about a different ethnic group if the jokes create an offensive environment.

What is bullying?

Bullying is offensive, intimidating, malicious or insulting behaviour involving the misuse of power that can make a person feel vulnerable, upset, humiliated, undermined or threatened. Power does not always mean being in a position of authority, but can include both personal strength and the power to coerce through fear or intimidation.

Bullying can take the form of physical, verbal and non-verbal conduct. Bullying may include, but not exhaustively, by way of example:

- (a) physical or psychological threats;
- (b) overbearing and intimidating levels of supervision;
- (c) inappropriate derogatory remarks about someone's performance;
- (d) persistent or egregious use of abusive, insulting, or offensive language;
- (e) aggressive yelling or shouting;
- (f) making repeated negative comments about a person's appearance, lifestyle, family, or culture;
- (g) regularly inappropriately teasing or making someone the brunt of pranks or practical jokes;

- (h) circulating inappropriate or embarrassing photos or videos via email or social media;
- (i) spreading misinformation or malicious rumour, including by social media in any format;
- (j) blaming a person for problems they did not cause;
- (k) taking credit for another's contributions;
- (l) purposefully inappropriately excluding, isolating, or marginalising a person from normal work activities.

Legitimate, reasonable and constructive criticism of a worker's performance or behaviour, or reasonable instructions given to workers in the course of their employment, will not amount to bullying on their own. An occasional raised voice or argument is not bullying.

Procedures

If you are being harassed or bullied: informal steps:

If you are being harassed or bullied, consider whether you feel able to raise the problem informally with the person responsible. You should explain clearly to them that their behaviour is not welcome or makes you uncomfortable. If this is too difficult or embarrassing or if you are not certain whether an incident or series of incidents amounts to bullying or harassment and you are a member of staff, please speak to your line manager. For volunteers or members, please speak to the Chief Executive or the Company Secretary, who can provide confidential advice and assistance in resolving the issue formally or informally.

If informal steps are not appropriate, or have been unsuccessful, you should follow the formal procedure set out below and refer to our Grievance Procedure.

If you wish to make a formal complaint about bullying or harassment and you are a member of staff, you should submit it in writing to your line manager or for volunteers or members to the Chief Executive, whose role is to achieve a solution wherever possible and to identify an appropriate Trustee who will investigate and respect the confidentiality of all concerned. If the matter concerns that person, you should refer it to the President from time to time. Your written complaint should set out full details of the conduct in question, including the name of the harasser or bully, the nature of the harassment or bullying, the date(s) and time(s) at which it occurred, the names of any witnesses and any action that has been taken so far to attempt to stop it from occurring.

As a general principle, the decision whether to progress a complaint is up to you. However, The Guild recognises its duty to protect all staff, members and volunteers and may pursue the matter independently if, given all the circumstances, it is considered appropriate to do so.

Complaints of bullying and/or harassment, or information from staff relating to such complaints, will be dealt with fairly and confidentially and sensitively using the general format set out in The Guild grievance procedures. However, bullying or harassment will not be treated as a standard grievance; it is a serious issue and will be treated as such.

Where complaints of bullying or harassment involve your line manager approaches should be made to another appropriate manager or to the Chief Executive, Company Secretary or the President, from time to time.

Investigation

Complaints will be taken seriously and investigated promptly, objectively and independently. Decisions can then be made as to the action which needs to be taken.

It may be necessary to interview witnesses to any of the incidents mentioned in your complaint. If so, the importance of confidentiality will be emphasised to them.

Informal action

If appropriate, the matter will be dealt with informally; sometimes people are not aware that their behaviour is unwelcome and an informal discussion can lead to greater understanding and an agreement that the behaviour will cease.

Formal action

More serious cases of bullying or harassment will be dealt with under the organisation's disciplinary procedures.

For members and volunteers - Where bullying or harassment amounts to serious misconduct, dismissal without notice or expulsion from membership may be appropriate.

For employees – this may amount to misconduct or gross misconduct, and if found to be so the disciplinary policy may be invoked.

Counselling and Mediation

Counselling or mediation may be considered, particularly where investigation shows no cause for disciplinary action, or where it may be useful to help resolve the issue or help support the person accused as well as the complainant.

Unfounded allegations

Staff lodging a complaint will not be disciplined for doing so unless somebody makes an unfounded allegation of bullying and/or harassment **for malicious reasons**. The case will then be investigated and dealt with fairly and objectively under the disciplinary procedure. In the case of volunteers and members it could lead to expulsion from membership.

Appeal

If you are not satisfied with the outcome you may appeal in writing to the President, from time to time or the Company Secretary, stating your full grounds of appeal, within one week of the date on which the decision was sent or given to you.

The Guild will hold an appeal meeting, normally within two weeks of receiving your written appeal. This will be dealt with impartially by someone who has not previously been involved in the case (although they may ask anyone previously involved to be present). You may bring a colleague to the meeting.

We will confirm our final decision in writing, usually within one week of the appeal hearing. This is the end of the procedure and there is no further appeal.

Confidentiality and record-keeping

Confidentiality is an important part of the procedures provided under this policy. Details of the investigation and the names of the person making the complaint and the person accused must only be disclosed on a "need to know" basis. Breach of confidentiality may give rise to disciplinary action under our Disciplinary Procedure.

Information about a complaint by or about an employee may be placed on the employee's personnel file, along with a record of the outcome and of any notes or other documents compiled during the process. These will be processed in accordance with our Privacy Notice. In respect of non-employees, a record of the process and decision will be maintained in the offices of The Guild.