

Approved 29<sup>th</sup> September 2024

The International Guild of Battlefield Guides Limited  
Constitution / Articles of Association

Conformed version approved 29 September 2024

# The International Guild of Battlefield Guides Limited

## Constitution / Articles of Association

### 1 Definition of the Guild

The International Guild of Battlefield Guides Limited is a Company Limited by Guarantee, registered with Companies House in the United Kingdom as company number 07825843. In this document it is referred to as the **“Guild”**.

### 2 Interpretation

In the Constitution:

**“Accredited Member”** is a Member who has satisfactorily completed all elements of the Guild’s Accreditation programme and who has been awarded the Accredited Members’ Badge of the Guild and Honorary Members are deemed to be Accredited Members;

**“Accredited Members’ Badge”** is the badge awarded to an Accredited Member, which shall remain the property of the Guild in accordance with this Constitution.

**“Accreditation Programme”** means the accreditation programme adopted from time to time by the Management Board, satisfactory completion of which leads to the grant of Accredited Member status;

**“Address”** means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address, or a telephone number for receiving text messages, in each case registered with the Guild;

**“Chairman”** means the Chairman of the Management Board appointed in accordance with Articles 25, 26 and 27 and may alternatively be referred to as **“Guild Chair”**, **“Chair”**, **“Chairwoman”** or **“Chairperson”**;

**“Clear days”** in relation to the period of a notice means a period excluding:

- (a) the day when the notice is given or deemed to be given; and
- (b) the day for which it is given or on which it is to take effect;

**“Code of Conduct”** means the code of Conduct and associated Complaints Policy and Procedure of the Guild adopted by the Management Board from time to time;

**“Company”** means the Guild;

**“Complaints Policy and Procedure”** means the policy and procedure to deal with complaints alleging breaches of the Code of Conduct adopted by the Management Board from time to time;

**“Constitution”** means the Guild’s constitution, being the Articles of Association of the Company;

**“Dependencies”** means the Channel Islands and the Isle of Man;

**“Document”** includes, unless otherwise specified, any document sent or supplied in electronic form;

**“Electronic form”** has the meaning given in the Statutes;

**“Fellow”** is an Accredited Member who has satisfactorily completed the requirements to be awarded a Fellowship of the Guild;

**“Guild Symbols”** includes the Guild logo, Accredited Members’ Badge, the Members badge, the name badge, the Guild partners logo and any other symbols adopted by the Guild from time to time which may be physical badges, or any representation of them in documentary or electronic form;

**“Honorary Officers”** includes the President any Vice-Presidents and the Patron in accordance with this Constitution;

**“Honorary Member”** is a person who has been offered and who has accepted an offer of honorary membership of the Guild which may be a limited term or for life in accordance with the Constitution;

**“Management Board”** means the management board of the Guild constituted pursuant to Articles 25, 26 and 27 and Management Board member or members shall be construed accordingly;

**“Member”** encompasses all classes of member of the Guild as may exist at any time and membership shall be construed accordingly;

**“Membership Secretary”** means the person appointed to that position by the Management Board;

**“Objects”** means the objects of the Guild as set out in Article 3;

**“Officers”** includes the Management Board members and Management Board Committee members, the Honorary Officers and such other persons not being Management Board or Management Board committee members who are appointed as Membership Secretary, Chief Validator, Validation Secretary, other Validation Team members, Validators, Fellowship Secretary and Welfare Officer and such other Officer positions as determined from time to time by the Management Board;

**“Ordinary Member”** is a Member who is not an Accredited Member, an Honorary Member or any other class of Member;

**“Ordinary Resolution”** means a resolution designated as a Ordinary Resolution and passed by a simple majority of the votes of Members present in person or by proxy at the general meeting at which the resolution is proposed;

**“Privacy Policy”** means the privacy policy relating to personal data adopted and amended by the Guild from time to time;

**“Seal”** means the common seal of the Guild if it has one;

**“Secretary”** means the Management Board member appointed as secretary in accordance with Article 28;

**“Special Resolution”** means a resolution designated as a Special Resolution and passed by at least seventy-five percent of the votes of Members present in person or by proxy at the general meeting at which the resolution is proposed;

**“Statutes”** means the Companies Acts (as defined in section 2 of the Companies Act 2006 of the United Kingdom) and any other Act of Parliament or statutory regulations for the time being in force and applicable to the Guild;

**“United Kingdom”** means Great Britain and Northern Ireland;

**“Validation Secretary”** means the person appointed to that position by the Management Board;

**“Validators”** and **“other Validation Team members”** shall mean the persons appointed as members of the team performing roles within the Accreditation Programme; and

**“Written notice”** includes delivery of documents by electronic form.

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

Unless the context otherwise requires, words or expressions contained in the Constitution have the same meaning as in the Statutes.

A reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

### 3 Objects

The Guild’s Objects are restricted to the following objects:

- (a) To analyse, develop and raise the understanding, practice and profession of battlefield guiding; and
- (b) To promote the education of battlefield guides and visitors.

### 4 Powers

The Guild has power to do anything which is calculated to further Its Objects or is lawfully conducive or incidental to doing so. In particular, the Guild has power:

- (a) to raise funds and in doing so, the Guild must not undertake any substantial external permanent trading activity and must comply with any relevant statutory regulations;

- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Guild;
- (d) to borrow money and to charge the whole or any part of the property belonging to the Guild as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation;
- (e) to co-operate with charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the purposes included in the Objects;
- (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other body;
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (i) to contract and remunerate such persons as are necessary for carrying out the work of the Guild;
- (j) to:
  - (a) deposit or invest funds;
  - (b) employ a professional fund-manager; and
  - (c) arrange for the investments or other property of the Guild to be held in the name of a nominee;
- (k) to provide indemnity insurance for the Officers; and
- (l) to pay out of the funds of the Guild the costs of maintaining the Guild in existence as a company.

## 5 Code of Conduct and Accreditation Programme

- (1) The Guild shall have a Code of Conduct and an Accreditation Programme and it shall be the duty of the Management Board to adopt and maintain the same.
- (2) The Code of Conduct shall be binding on Members and every Member undertakes to comply with the Code of Conduct and this Constitution whilst they are a Member, and after they cease to be a Member in so far as concerning the use of the Symbols and property of the Guild and not holding themselves out as being a Member when they have ceased to be so. Breach of this undertaking shall be actionable by the Guild against any Member or former Member.
- (3) The Accreditation Programme shall be designed to ensure the establishment and maintenance of quality in and the setting of high standards for the practice of battlefield guiding.

## 6 Guild Symbols

- (1) The use of Guild Symbols by Members shall be subject to this Constitution and the Code of Conduct issued by the Management Board from time to time.
- (2) If a Member is suspended from membership, he or she is no longer entitled to use any of the Guild Symbols for the period of suspension other than as specified in the Suspension Notice.
- (3) If a person ceases to be a Member of the Guild, he or she is no longer entitled to use any of the Guild Symbols in any way and he or she shall remove all Guild Symbols from use within 30 days after their membership ends.
- (4) Every Member or former Member, by the wearing or use of Guild Symbols, shall not hold themselves out as being a Member if not in good standing or if having ceased to be a Member.

- (5) Only the Accredited Members and Honorary Members shall be entitled to use and/or wear the Accredited Members' Badge, and the Guild may demand the return of an Accredited Members' Badge from a former Member.

## Membership

### 7 Classes of membership

- (1) The classes of membership are:
  - (a) Accredited Members;
  - (b) Ordinary Members; and
  - (c) Honorary Members.
- (2) Subject to the Statutes and this Constitution, the Management Board members may establish classes of membership with different rights and obligations and shall record the rights and obligations of each class in the register of Members.
- (3) The provisions of this Constitution relating to Members and general meetings shall apply mutatis mutandis to a class of Members and their general meetings.

### 8 Membership and applications for membership

- (1) Membership is open to any individuals who:
  - (a) apply to the Guild in the form required by the Management Board;
  - (b) have legal capacity to be a Member pursuant to the Statutes;
  - (c) comply with any by-laws or rules made by the Management Board, and
  - (d) are approved by the Management Board and the Membership Secretary.
- (2) The Membership Sub-committee, comprised of the Secretary and the Membership Secretary, will scrutinise all applications for membership. They are authorised by the Management Board to accept any application with which they are entirely satisfied.
- (3) If the Membership Sub-committee entertain any reservations about an application, they are to refer it to the Management Board for consideration.
- (4) The Management Board may refuse or defer an application for membership if, acting reasonably and properly, they consider the applicant ineligible to become a Member or it to be in the best interests of the Guild to refuse or defer the application.
- (5) The Management Board must inform the applicant in writing of the reasons for the refusal or deferral within seven (7) days of the decision.
- (6) The applicant may make representations within twenty-one (21) days of notice of the decision and the Management Board shall consider any written representations which the applicant may make. The Management Board's decision following any written representations must be notified to the applicant in writing and shall be final and without appeal.
- (7) Membership is personal and not transferable.
- (8) The award of Honorary Membership and the terms thereof is at the invitation of the Management Board on behalf of the Guild.

### 9 Membership Register and privacy

- (1) The Membership Secretary must keep a register of names and addresses of the Members.
- (2) An extract of the register containing the email contact details of Members ("Contact List") will be available on the Members-only section of the Guild website. Improper use of the

Contact List, if reported to the Management Board, may be the subject of disciplinary action under the Code of Conduct.

- (3) Every Member undertakes not to use the Contact List for mass communications to the membership, except by the Secretary or in the very limited circumstances permitted by the Statutes for the calling of a general meeting, and not to circulate a copy of it outside of the Guild or Members.
- (4) Every Member consents and approves by being or becoming a Member to Guild's Privacy Policy and to the disclosure of his or her email contact details and country of residence in the Contacts List on the Members-only section of the Guild website.

## 10 Termination and suspension of membership

- (1) Membership is terminated if:
  - (a) the Member dies;
  - (b) the Member resigns by written notice to the Guild unless, after the resignation, there would be less than two (2) members;
  - (c) any sum due from the Member to the Guild is not paid in full when due and after a final demand for payment is made;
  - (d) the Member is removed from membership by a resolution of the Management Board by way of sanction pursuant to the Code of Conduct.
- (2) A Member's rights of membership may be suspended by the Management Board at the commencement of or during any disciplinary process or as a sanction under the Code of Conduct, and upon suspension, such Member shall not be entitled to any rights and privileges as a Member other than as stated in the notice of suspension or for the purposes of the disciplinary process, and such Member will cease using any of the Guild Symbols, provided always that any suspension shall not alter or suspend any obligations or liabilities that the Member has to the Guild.
- (3) if the membership of a Member is terminated for whatever reason, breaches of the Constitution and Code of Conduct shall remain actionable against the former Member.
- (4) Upon removing or suspending a member from membership in accordance with Articles 10(1)(d) or 10(2), the Management Board have the right under the Constitution and Code of Conduct to publish details of the identity of the Member and of the decisions and sanctions, and if it thinks fit the reasons therefor, imposed upon the Member. The Member shall be deemed to agree to such publication unless it is proved that the Management Board acted in bad faith, the onus being upon the Member to prove such bad faith.

## General meetings

### 11 Annual general meeting

- (1) An annual general meeting must be held in each year and not more than fifteen (15) months may elapse between successive annual general meetings.
- (2) The agenda for an annual general meeting shall include the consideration of the Chairman's annual report on behalf of the Management Board, the consideration of the Guild's annual accounts and report of the Guild's accountant and the election of the President, the Chairman, Management Board members, other Officers and the Guild accountant.
- (3) The Management Board shall publish and notify Members of the date of the annual general meeting as far in advance as possible to facilitate the drawing up of the agenda.

## 12 Other general meetings and requisitions

- (1) A general meeting may be called by the Management Board at any time and may be requisitioned by Members in accordance with the Statutes.
- (2) In addition, five percent (5%) of the Members at the time may requisition the calling of a general meeting if the Management Board fail or refuse to call a general meeting upon request by a Member or Members. This right shall also extend to requiring the Management Board to put a resolution on the agenda of a general meeting if five percent (5%) of the Members for the time being make a requisition in the event that the Management Board has failed or refused to add the resolution or resolutions to the relevant agenda.
- (3) For a requisitioned resolution to be valid for discussion and vote:
  - (a) it must state whether it is a Special or Ordinary Resolution;
  - (b) it must in writing and contained in a document which has been received by the Secretary;
  - (c) in the case of a resolution which is sought to be added to the agenda of a general meeting, the resolution shall have been received by the Secretary not less than two (2) months before the date fixed for the general meeting; and
  - (d) it may comprise several copies to which one or more Members have signified their agreement.

## 13 Notice of general meetings

- (1) The minimum periods of notice required to hold a general meeting of the Guild are:
  - (a) twenty-one (21) clear days for an annual general meeting;
  - (b) twenty-one (21) clear days for a general meeting called for the passing of a Special Resolution; and
  - (c) fourteen (14) clear days for all other general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than ninety percent (90%) of the total voting rights.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy under the Statutes and Articles 23 and 24.
- (4) The notice must be given to all Members.
- (5) The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Guild.
- (6) A Member present in person at any general meeting of the Guild shall be deemed to have received notice of the meeting and of the purposes for which it was called.

## 14 Chairmanship of general meetings

- (1) General meetings shall be chaired by the Chairman or, in his or her absence, any other Management Board member who has been appointed by the Management Board to chair the meeting.
- (2) If there is only one Management Board member present and willing to act, he or she shall chair the meeting.
- (3) If no Management Board member is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Members present in person or by proxy and entitled to vote shall choose one of their number to chair the meeting.

## 15 Proceedings at general meetings

- (1) All Members shall be entitled to attend general meetings of the Guild.
- (2) Persons who are not Members are not entitled to be present at any meeting of the Guild.
- (3) No business shall be transacted at any general meeting unless a quorum is present.
- (4) A quorum is the greater of five (5) Members or one tenth of the total number of Members of the Guild at the time and who are present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

## 16 Votes of members

- (1) On a show of hands or poll every Member present in person or by proxy and entitled to vote, shall have one (1) vote, provided that such Member has been a Member for at least twelve (12) months.
- (2) Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

## 17 Quorum

- (1) If:
  - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present,the meeting shall be adjourned to such time and place as the chairman of the meeting shall determine.
- (2) The Management Board must reconvene the meeting and must give at least seven (7) clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen (15) minutes of the time specified for the start of the meeting the Members present in person or by proxy at that time shall constitute the quorum for that meeting.

## 18 Adjournment of general meetings

- (1) The Members present in person or by proxy at a meeting may resolve by Special Resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the Special Resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the Members for more than seven (7) days, at least seven (7) clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

## 19 Resolutions

- (1) Subject to the Statutes and this Constitution, no resolution shall be proposed or passed at any general meeting which has been proposed by a Member or Members unless it has been referred to the Management Board for consideration and the Management Board shall have decided in their discretion that the resolution should be proposed at the general meeting.
- (2) The Management Board shall promptly consider any resolution referred to it and communicate its decision to the Member or Members so that the latter may take further steps to requisition such a proposed resolution or general meeting in accordance with the Statutes or this Constitution in the event of refusal by the Management Board.

## 20 Special Resolutions

- (1) A Special Resolution means a resolution which is required to be a Special Resolution by this Constitution or by the Statutes, as well as one by which the Members can direct the Management Board to follow a specific course of action. It requires a Proposer and a Seconder to be considered at the general meeting. It must be capable of a simple 'For / Against' or 'Yes / No' voting response.
- (2) Provided that a Special Resolution directing the Management Board is lawful, it must be implemented by the Management Board as soon as reasonably possible.
- (3) The only Special Resolution permitted to be raised without the advance notice stipulated in Article 13 is 'That this general meeting do now adjourn', which then invokes Article 18, if passed.

## 21 Ordinary Resolution

All other resolutions other than Special Resolutions are Ordinary Resolutions. They must be proposed and seconded in order to be discussed at the general meeting. They must be capable of a simple 'For / Against' or 'Yes / No' voting response.

## 22 Polls

- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded:
  - (a) by the person who is chairing the meeting; or
  - (b) at least two (2) Members in person or by proxy and having the right to vote at the meeting.
- (2) The declaration by the person chairing the meeting of the result a vote shall be conclusive unless a poll is demanded.
- (3) The result of the vote must be recorded in the minutes of the Guild, but the number or proportion of votes cast need not be recorded.
- (4) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting but if the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (5) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (6) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (7) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (8) A poll demanded on any other question must be taken either during the meeting, immediately afterwards or at such time and place as the person who is chairing the meeting directs.
- (9) The poll must be taken within thirty (30) days after it has been demanded.
- (10) If the poll is not taken during the meeting or immediately afterwards, at least seven (7) clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (11) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

## 23 Proxies

- (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- (a) states the name and address of the Member appointing the proxy and their membership number;
  - (b) identifies the Member appointed to be that member's proxy and the general meeting in relation to which that Member is appointed; (c) Is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Management Board members may determine; and
  - (c) Is delivered to the Guild in accordance with the Constitution and any instructions contained in the notice of the general meeting to which they relate.
- (2) Completed Proxies are to be delivered to the Secretary at least seven (7) days before the meeting at which they are to be used if in physical form or twenty-four (24) hours before the meeting at which they are to be used if sent electronically.
  - (3) The Guild may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
  - (4) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
  - (5) Unless a proxy notice indicates otherwise, it must be treated as -
    - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
    - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

## 24 Delivery of proxy notices

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Guild by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Guild a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

## The Management Board

### 25 Appointment of the Management Board

- (1) The Management Board shall comprise the Chairman ex officio and not less than two (2) and not more than seven (7) other Members appointed in accordance with the Constitution, who together are each and collectively Management Board members.
- (2) The Members may by Ordinary Resolution appoint a person who is willing to act to be a Management Board member, subject to the requirements of Articles 26 and 27.
- (3) No person may be appointed a Management Board member at any general meeting unless:
  - (a) he or she is recommended for re-election by the Management Board members; or
  - (b) not less than twenty-eight (28) days before the date of the meeting, the Secretary is given a notice that:
    - (i) is signed by a Member entitled to vote at the meeting;
    - (ii) states the Member's intention to propose the appointment of a person as a Management Board member;

(iii) is signed by the person who is to be proposed to show his or her willingness to be appointed.

## 26 Management Board members

- (1) A Management Board member must be a natural person aged eighteen (18) years or older.
- (2) No-one may be appointed a Management Board member if they would be disqualified from acting under the provisions of the Statutes.
- (3) An Honorary Member shall not be eligible to be appointed as a Management Board member.

## 27 Appointment of the Chairman

- (1) The Members shall vote on the appointment of a Chairman of the Management Board at a general meeting by ordinary resolution. If there is only one candidate, then a vote shall still be held to confirm the candidate. If there is more than one candidate, then rounds of voting shall be held and the candidate with the least number of votes in each round shall be eliminated. When only two candidates remain the final round of voting shall elect the person gaining the most votes as the Chairman. In the event of a dead heat, the Management Board members elected to serve post vote shall each cast a vote at the general meeting to break the tie and elect the Chairman.
- (2) If the Chairman resigns or dies without a general meeting having been called to elect a successor, the Management Board members shall appoint one of their number to act as Chairman until such time as a general meeting can be held to formally elect a new Chairman.
- (3) If the Chairman resigns or dies during their term of office within six (6) months of the next annual general meeting, then the election of a new Chairman may be delayed until that next annual general meeting.

## 28 Appointment of the Secretary

- (1) The Management Board members shall appoint the Secretary of the Guild from amongst themselves.
- (2) In the event that the position of Secretary becomes vacant, the Management Board members shall appoint another Management Board member to act as Secretary on a permanent basis or until the position can be filled by co-opting a Member onto the Management Board. Any Member may put forward their name to be a candidate for Secretary, if the position falls vacant. In the event that more than one candidate is presented, the Management Board shall interview all candidates and select one who, in their judgement, is most suited to the position and such Member co-opted shall be appointed Secretary and a Management Board member until the next general meeting, when the provisions of Article 15 shall apply.

## 29 Management of the Guild's business by the Management Board

- (1) The Management Board shall manage the business of the Guild, and may exercise all such powers and do all such things as the Guild is by its Constitution or otherwise authorised to exercise or do and are not hereby or by the Statutes directed or required to be exercised or done by the Guild in general meeting, but subject to any Special Resolution directing the Management Board not being inconsistent with this Constitution.

- (2) No alteration of the Constitution or any Special Resolution directing the Management Board shall have retrospective effect to invalidate any prior act of the Management Board.
- (3) Any meeting of Management Board, at which a quorum is present at the time the relevant decision is made, may exercise all the powers exercisable by the Management Board.

### 30 Co-opting a Member of the Management Board

- (1) The Management Board may co-opt a person who is willing to act to be a Management Board member.
- (2) A Management Board member co-opted by a resolution of the Management Board must retire at the end of the next general meeting.
- (3) The co-opted Management Board member due to retire at the next general meeting may stand for election at the same general meeting in the usual way to become a Management Board member, in accordance with Articles 25 and 26.
- (4) The appointment of a Management Board member by the Management Board must not cause the number of Management Board members to exceed any number fixed as the maximum number of Management Board members.

### 31 Role of Management Board Members

The role to be undertaken by any Management Board member shall be determined by the remainder of Management Board members. Job descriptions for each Management Board role shall be determined from time to time by the Management Board..

### 32 Retirement of Management Board members

- (1) Subject to the terms of the Constitution and Article 32(2), the term of office of the Chairman and any other Management Board member shall be three (3) years until the conclusion of the third (3rd) annual general meeting following his or her appointment.
- (2) The term of office of the Chairman elected at a general meeting other than the Annual General Meeting shall be a maximum of four (4) years until the conclusion of the fourth (4th) annual general meeting following his or her appointment.
- (3) The Chairman and any other Management Board member shall upon the expiry of their term of office be eligible for re-election for a further term or terms.
- (4) Subject to Article 33(f), the Chairman or a Management Board member may resign from the Management Board at any time during his or her term by tendering their resignation to the Secretary, who shall inform the Management Board. This does not preclude them from being re-elected to the Management Board at a later date.

### 33 Disqualification and removal of Management Board members

A Management Board member shall cease to hold office if he or she:

- (a) ceases to be a Management Board member by virtue of any provision in the Statutes or is prohibited by law from being a Management Board member;
- (b) is called upon to resign by notice in writing signed by a majority of the Management Board members for the time being;
- (c) he or she is removed as a Management Board member by the Members in general meeting;
- (d) ceases to be a Member of the Guild;
- (e) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (f) resigns as a Management Board member by notice but only if at least two (2) Management Board members will remain in office when the notice of resignation is to take effect; or

- (g) is absent without the permission of the Management Board from all their meetings held within a period of six (6) consecutive months and the Management Board resolve that his or her office be vacated.

### 34 Proceedings of the Management Board

- (1) The Management Board may regulate its proceedings as it thinks fit, subject to the provisions of the Constitution and the Statutes.
- (2) The Chairman may call a meeting of the Management Board.
- (3) The Secretary must call a meeting of the Management Board if requested to do so by a Management Board member.
- (4) Questions arising at a meeting of the Management Board shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- (6) A meeting may be held by suitable electronic means agreed by the Management Board in which each participant may communicate with all the other participants, and “present at a meeting” shall be construed accordingly.
- (7) The President shall be notified of any Management Board meeting and the President shall be entitled to attend and speak at meetings of the Management Board save where the role of the President requires the President to act independently to the Management Board, in which case the President shall absent him or herself. For the avoidance of doubt, the President is not a Management Board member and has no vote on any matter within the powers of the Management Board.

### 35 Quorum

- (1) No decision may be made by a meeting of the Management Board unless a quorum is present at the time the decision is purported to be made.
- (2) The quorum shall be two (2) or the number nearest to one-third (1/3) of the total number of Management Board members, whichever is the greater, or such larger number as may be decided from time to time by the Management Board.
- (3) A Management Board member shall not be counted in the quorum present when any decision is made about a matter upon which that Management Board member is not entitled to vote.
- (4) If the number of Management Board members is less than the number fixed as the quorum, the continuing Management Board members or member may act only for the purpose of filling vacancies or of calling a general meeting.

### 36 Chairmanship of Management Board Meetings

- (1) Customarily the Chairman shall chair all meetings of the Management Board. If the Chairman cannot be present at a Management Board meeting, the Management Board members present may appoint one of their number to chair the meeting.
- (2) Any person appointed to chair a meeting of the Management Board in the absence of the Chairman shall have no functions or powers as chairman of the meeting except those conferred by the Constitution or delegated to him or her by the Management Board members.

### 37 Resolutions of the Management Board

- (1) A resolution in writing or in electronic form agreed by a simple majority of all the Management Board members entitled to receive notice of a meeting of the Management Board or of a committee of the Management Board and to vote upon the resolution shall be

as valid and effectual as if it had been passed at a meeting of the Management Board or (as the case may be) a committee of the Management Board duly convened and held provided that:

- (a) a copy of the resolution is sent or submitted to all the Management Board members eligible to vote; and
  - (b) a simple majority of Management Board members have signified their agreement to the resolution in an authenticated document or documents (within the meaning of the Statutes), which are received by the Secretary within the period of twenty-eight (28) days beginning with the circulation date.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Management Board members have signified their agreement.

### 38 Delegation

- (1) The Management Board may delegate any of its powers or functions to a committee of two or more Members provided that there shall always be at least one Management Board member on such committee and that the terms of any delegation must be recorded in the minutes of the Management Board.
- (2) The Management Board may impose conditions when delegating, including the conditions that:
  - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the Guild except in accordance with a budget previously agreed with the Management Board; and/or.
  - (c) the Management Board may revoke or alter a delegation at any time.
- (3) All acts and proceedings of any committees must be fully and promptly reported to the Management Board.
- (4) The meetings and proceedings of any committee shall be governed by the provisions of the Constitution for regulating meetings and proceedings of the Management Board and to any regulations made by the Management Board.

### 39 Validity of Management Board decisions

- (1) Subject to Article 37, if it is found that a Management Board member has participated in a vote from which he or she should have abstained, or were not entitled to vote upon the matter, then the result of the vote shall be valid, provided that the removal of his or her vote from the count does not result in a different result. The reasons why he or she ought to have not taken part are:
  - (a) being disqualified from holding office;
  - (b) having previously retired or having been obliged by the Constitution to vacate office; or
  - (c) not being entitled to vote on the matter, whether by reason of a conflict of interests or otherwise.
- (2) The remaining number of votes, after the removal of any ineligible vote, must constitute a quorum, or the result of the vote is revoked.

### 40 Minutes and other Records

- (1) The Management Board shall cause records and minutes to be kept for the purposes of the Statutes.
- (2) The Secretary, or person acting as Secretary, as part of their duties, shall keep minutes of:
  - a. all appointments of Honorary Officers made by the Chairman in consultation with the Management Board;

- b. minutes of meetings of the Members; and
- c. meetings of the Management Board and committees of Management Board including the names of those present at the meeting, the decisions made at the meetings and where appropriate the reasons for the decisions.

#### 41 Remuneration of Management Board members

- (1) The Management Board members must not be paid any remuneration unless it is authorised by Article 47.
- (2) No Management Board member or connected person may buy goods or services from the Guild on terms preferential to those applicable to other Members.

#### 42 Declaration of Management Board members' interests

A Management Board member must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Guild or in any transaction or arrangement entered into by the Guild, which has not previously been declared. A Management Board member must absent himself or herself from any discussions of the Management Board in which it is possible that a conflict may arise between his or her duty to act solely in the interests of the Guild and any personal interest (including but not limited to any personal financial interest).

#### 43 Conflicts of interests

If a conflict of interests arises for a Management Board member because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Constitution, the unconflicted Management Board members may authorise such a conflict of interests provided that:

- (a) the conflicted Management Board member is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted Management Board member does not vote on any such matter and is not to be counted when considering whether a quorum of Management Board is present at the meeting; and
- (c) the unconflicted Management Board members consider it is in the interests of the Guild to authorise the conflict of interests in the circumstances applying.

#### 44 Seal

If the Guild has a seal it must only be used by the authority of the Management Board or of a committee of Management Board authorised by the Management Board. The Management Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Management Board member and by the Secretary (if any) or by a second Management Board member.

### Honorary Officers of the Guild

#### 45 President and Patron

- (1) The Guild shall have a President who shall be a Member appointed by the Members and who shall have a term of office of three (3) years, but who may be re-appointed for further successive periods.
- (2) A Patron of the Guild may be appointed by the Management Board whose term shall be a maximum of five (5) years, but who may be re-appointed for further successive periods.

- (3) A Patron shall be accorded Honorary membership status upon appointment for the duration of his or her term of office in accordance with the Constitution.

#### 46 Vice-Presidents

- (1) The Guild may have one or more Vice-Presidents who shall be Members appointed by the Management Board.
- (2) The rights, privileges and roles of a Vice-President shall be determined by the Management Board pursuant to Regulations made under Article 53.
- (3) The term of office of a Vice-President may be for a fixed duration or for life as long as he or she shall be a Member, as determined by the Management Board.

### Other matters

#### 47 Application of income and property

- (1) The income and property of the Guild shall be applied solely towards the promotion of the Objects.
- (2) None of the income or property of the Guild may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member. This does not prevent a Member or Officer receiving reasonable and proper remuneration for any goods or services supplied to the Guild or an honorarium provided that Articles 42 and 43 have been complied with.
- (3) Each Officer and each member of a Management Board committee is entitled to be reimbursed from the property of the Guild or may be paid out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Guild.
- (4) An Officer may receive an indemnity from the Guild in circumstances specified in Article 52.

#### 48 Accounts

- (1) The Management Board must prepare for each financial year accounts as required by the Statutes. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Management Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Management Board must keep accounting records as required by the Statutes.
- (3) An abbreviated version of the accounts shall be made available to the Members before each AGM and shall include indicative amounts for all expenses claimed and for all occasional payments made during that year.
- (4) Subject to the Statutes, no Member shall have any right to inspect or have a copy of any other accounting record kept by the Guild.

#### 49 Means of communication to be used

- (1) Subject to the Constitution, anything sent or supplied by or to the Guild pursuant to the Constitution may be sent or supplied in any way in which the Statutes provide for documents or information which are authorised or required to be sent or supplied by or to the Guild.
- (2) Subject to the Constitution, any notice or document to be sent or supplied to a Management Board member in connection with the taking of decisions by Management Board may also be sent or supplied by the means by which that Management Board member has reasonably asked to be sent or supplied with such notices or documents for the time being.
- (3) Any notice to be given to or by any person pursuant to the Constitution must be in writing and may be given in electronic form.

- (4) A notice, document or information in electronic form may be posted in the Members Area of the Guild's website and shall be deemed to have been sent or supplied in accordance with the Constitution.

## 50 Notice

- (1) The Guild may give any notice to a Member either:
  - (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the Member at his or her last recorded address; or
  - (c) by leaving it at the last recorded address of the Member; or
  - (d) by giving it in electronic form to the Member's notified email address.
- (2) A Member who does not register an address with the Guild or who registers only a postal address that is not within the United Kingdom and Dependencies shall not be entitled to receive any notice from the Guild.

## 51 Evidence of and deemed notice

- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent or posted on the Guild's website, in accordance with the Statutes.
- (3) In accordance with this Constitution, notice shall be deemed to be given:
  - (a) forty-eight (48) hours after the envelope containing it was posted; or
  - (b) in the case of an electronic form of communication, forty-eight (48) hours after it was sent or posted on the Guild's website .

## 52 Indemnity

- (1) Subject to these Articles and the Statutes, every Officer shall be indemnified out of the assets of the Guild against all costs, expenses, losses and liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office provided his actions were legal and reasonable.
- (2) In this Article an "Officer" means any Officer or former Officer.
- (3) Notwithstanding the foregoing, an Officer may benefit from indemnity insurance cover purchased at the Guild's expense.

## 53 By-laws

- (1) The Management Board members may from time to time make, alter and repeal reasonable and proper rules or by-laws as they may deem necessary or expedient for the proper conduct and management of the Guild.
- (2) The by-laws may regulate the following matters but are not restricted to:
  - (a) the admission of Members and the entrance fees payable by such Members;
  - (b) the rights and privileges of Members and the subscriptions and other fees or payments to be made by Members;
  - (c) a Code of Conduct for Members in relation to conduct of Members and the use of Guild Symbols and property;
  - (d) the Accreditation Programme and all matters related to it;
  - (e) the standards required for an Accredited Member to be awarded a Fellowship of the Guild and process of applying for and being awarded the same;
  - (f) the procedure at general meetings and meetings of the Management Board in so far as such procedure is not regulated by the Statutes or by the Constitution;

- (g) Guild policies and procedures intended to be binding upon all Members; and
- (h) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Members in general meeting have the power to require the Management Board to alter, add to or repeal the rules or by-laws.
- (4) The Management Board must adopt such adequate means as they think appropriate to bring the rules and by-laws to the notice of Members.
- (5) The rules or by-laws shall be binding on all Members.
- (6) No rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in, the Constitution.

#### 54 Amendment of the Constitution

- (1) Any amendment of the Constitution shall require a Special Resolution passed at an annual general meeting or a general meeting specifically called for such purpose.
- (2) No amendment of the Constitution which varies the class rights of any Member shall be effective unless a separate Special Resolution of that class of Members shall have been passed in favour of the amendment.

#### 55 Dissolution

- (1) Every Member undertakes to contribute to the assets of the Guild in the event of its being wound up during the time he was a Member, or within one year afterward, for the payment of the debts and liabilities of the Guild contracted for before he or she ceased to be a Member, and the costs, charges and expenses of the winding up the Guild. Such contribution for each Member shall not exceed One Pound Sterling (£1).
- (2) If the Guild is wound up, the first consideration shall be the payment of the Guild's debts and liabilities.
- (3) No Member shall be entitled to receive any distribution of Guild's assets upon the dissolution of the Guild.
- (4) The net assets of the Guild after all its debts and liabilities have been paid, or provision has been made for them, shall on the dissolution of the Guild be applied or transferred in any of the following ways:
  - (a) to another body with objects similar to the Objects, or
  - (b) to another body for use for purposes that fall with the Objects; or
  - (c) to another body the objects of which are the promotion of charity and anything incidental or conducive thereto.