

**RULES**  
of  
**THE GUILD OF BENEVOLENCE OF THE INSTITUTE OF MARINE ENGINEERING, SCIENCE AND TECHNOLOGY**

**Definitions**

1.1 The following expressions shall have the following meanings:-

Term	Meaning
The Guild	The Guild of Benevolence of the Institute of Marine Engineering, Science and Technology, registered charity 208727
The Board	The Board of Trustees constituted in accordance with Rule 6 and formerly known as the Committee of Management
Board Members	Board Members means the members of the Board and such persons are charity trustees for the purposes of the Charities Acts
'In attendance' Board or Committee Members	'In attendance' Members participate fully in the Board or committee's business and meetings, usually because they possess specific expertise or represent a particular constituency. They may speak and fully contribute to the body's work and debate but neither have voting rights nor bear trustee liability.
Members	Members of the Guild
Life Members	Members of the Guild who have paid a single, special fee entitling them to lifelong membership without further payment

The Institute	The Institute of Marine Engineering, Science and Technology (IMarEST), registered charity number 212992, formerly known as The Institute of Marine Engineers (IMarE).
Holding Trustees	The Institute and/or such other person or persons (not being more than four in number) as the Board shall appoint in accordance with the provisions of Rule 11
Financial Year	The period from 1 <sup>st</sup> October in one year to 30 <sup>th</sup> September inclusive in the next succeeding year.
(A person's) Children	The legitimate, legitimated, illegitimate and adopted children who are under the age of 18 or are over the age of 18 and under the age of 25 and in full-time education.
(A person's) Dependant	Any individual towards whose reasonable needs that person has, in the opinion of the Board, been making a substantial contribution to provide them with the ordinary necessities of life.
Words importing the singular number only, shall include the plural number, and vice versa, and Words importing the masculine gender only, shall include the feminine gender, and vice versa.	

### Object

2.1 The object of the Guild shall be the granting of relief to necessitous and deserving persons specified under Rules 5.1 and 5.2.

2.2 In the furtherance of such object, but not further or otherwise, the Board may exercise powers to:

2.2.1 make any charitable donation either in cash or in assets;

2.2.2 co-operate and enter into agreements or arrangements with any institutions, organisations or authorities, national, local or otherwise, for charitable purposes calculated to further the object of the Guild;

2.2.3 take and accept any gift of money, property or other assets, whether subject to any special trust or not;

2.2.4 subject to such consents as may be required by law borrow or raise money for the object of the Guild on such terms and upon such security as shall be thought fit;

2.2.5 procure contributions to the Guild, by way of donations, subscriptions or otherwise, by personal or written appeals, public meetings or otherwise;

2.2.6 hold in reserve income from funds held on behalf of the Guild to the extent that the Board (after taking appropriate advice) considers this to be necessary to ensure that the Guild will be able to fund its continuing activities;

2.2.7 employ and pay any person or persons, including a professional management company (but not a Board Member), to supervise, organise, carry on the work of, and advise, the Guild and make all reasonable and necessary provision for the payment of pensions and superannuation to employees for the time being of the Guild and their widows or widowers and dependants and for the payment of the fees of any professional management company employed by the Board; and

2.2.8 do all such other lawful things as are necessary for the attainment or as shall further the object of the Guild.

### **Eligibility for Membership**

3. Membership of the Guild shall be open to:
  - 3.1 past and present members of the Institute;
  - 3.2 past and present employees of the Institute or of the Guild;
  - 3.3 individuals professionally engaged in the marine sector as engineers, scientists or technologists; and
  - 3.4 any individuals not fulfilling the above criteria, at the sole discretion of the Board.

### **Terms of Membership**

- 4.1 The Members (if eligible under Rule 3 and subject to proviso in Rules 4.5 and 4.5.1) shall be:
  - 4.1.1 any person who has paid the annual subscription laid down from time to time by the Board and to whom membership has been granted;
  - 4.1.2 any person who prior to the adoption of these Rules was granted life membership of the Guild;
  - 4.1.3 any person who after the adoption of these Rules is granted life membership of the Guild on such terms as the Board may prescribe from time to time.
- 4.2 The Board shall in respect of each financial year set the subscriptions payable by the Members. The Board may waive payment of such subscriptions in cases where this is deemed appropriate.
- 4.3 The Board shall cause a register of Members to be maintained. If a person ceases to be a Member (for whatever reason) their name shall be deleted from the register of Members.
  - 4.4.1 The fact that a person is shown in the register of Members as a Member shall, in the absence of manifest error, be conclusive proof that he is a Member.
  - 4.4.2 The Board may determine in its absolute discretion whether someone is a Member, on the basis of the records of the Guild and such evidence as may be produced. Any determination of the Board made under this Rule shall be final and binding.
- 4.5 Any Member who is granted relief under these Rules shall automatically and immediately cease to be a Member.
  - 4.5.1 In the case of Life Members who are granted relief, their continued membership and/or prorated refund of life membership fees is at the sole discretion of the Board.

### **Eligibility to apply for relief**

- 5.1 The persons who are eligible as subjects for relief shall (but without prejudice to the power of the Board under Rule 5.2.2) be chosen as proper subjects for relief, whether actually covered or not by the descriptions in this Rule, and include [at least one of](#) the following:
  - 5.1.1 past and present members of the Institute and past and present Members of the Guild;
  - 5.1.2 marine engineers [or Electro-technical Officers](#) who possess or have possessed STCW Convention equivalent Management (M) or Operational (O) level Certificates of Competency issued by an IMO White List recognised national maritime authority;
  - 5.1.3 any individual professionally engaged, now or in the past, in the marine sector as an engineer, [electro-technical officer](#), [electrical officer](#), scientist or technologist at a level eligible for IMarEST membership as a Fellow, Member or Associate.
  - 5.1.4 the wives, husbands, widows, widowers, partners, children and/or dependants of any of the persons referred to in the preceding paragraphs of this Rule.

### **Granting of Relief**

5.2.1 The granting of relief shall be vested in the Board, or the Relief Committee operating under delegated power from the Board, which shall have absolute discretion in regard thereto.

5.2.2 The Board shall in its sole discretion decide who are proper subjects for relief and its decision shall be final and binding whether such subjects are actually covered or not by the descriptions in Rule 5.1 and its subrules. The Board shall not be required to give reasons publicly and/or to applicants for the exercise of its discretion.

## The Board of Trustees

6.1 The management of the affairs of the Guild shall be under the control of the Board which shall number no more than twelve ~~(12) Trustees, except that number may be temporarily increased to thirteen (13) to allow an outgoing Chair to remain a Trustee for a transitional period not to exceed three months and to run from the Annual General Meeting at which their Trusteeship would normally end to the first meeting of the new Board when a new Chair will be elected.~~

6.1.1 The Board may co-opt additional Board members on an 'in attendance' basis at its sole discretion.

6.1.2 The Secretary and the Honorary Treasurer of the Institute shall be ex officio Board Members and Trustees of the Guild.

6.1.3 The Secretary of the Institute shall be the Honorary Secretary of the Guild.

~~6.1.4 With the exception of ex-officio Board Member Trustees, all Guild Trustees must be members of the Guild throughout their terms of office as Trustees.~~

6.2 At each Annual General Meeting any Board Member appointed by the Board to a casual vacancy (under Rule ~~6.67~~) since the previous Annual General Meeting shall retire, together with such (if any) of the Board Members (excluding for the purposes of this Rule, the Honorary Treasurer and the Secretary of the Institute), as have completed a term of three years on the Board.

~~6.2.1~~ Those retiring pursuant to this Rule and having served a single three-year term shall be eligible for immediate re-election for one further consecutive term of three years.

~~6.2.2~~ On retirement from the Board after two consecutive three-year terms, no persons shall be eligible for re-election until the Annual General Meeting following that at which they retired, except as provided under Rule 6.7 to fill a casual vacancy or Rule 6.8 to serve in a co-opted role.

~~6.2.13~~ ~~Any previous service~~Up to one year's service filling a casual vacancy shall not be counted in determining eligibility to stand for election ~~to enable a candidate to be subsequently elected to two full three year terms on the Board.~~

~~6.2.4~~ ~~Anyone reaching nine (9) consecutive years on the Board through any combination of service as an elected Trustee, a co-opted Board Member (whether co-opted as a Trustee or as an 'in attendance' Board Member), or filling a Casual Vacancy shall need to stand down from the Board completely for a period of not less than two full calendar years before becoming eligible for appointment or election to any Board role, with the exception of the role of Honorary Treasurer, for which they remain immediately eligible.~~

~~6.2.2-5~~ All persons retiring at an Annual General Meeting shall hold office until the conclusion of that meeting.

### **Election of Trustees and Honorary Treasurer**

6.3 Nominations of candidates for election to the Board shall be in writing on the prescribed form and be supported by the signatures of two Members of the Guild. ~~Candidates may but do not need to be Members of the Guild at the time of their nomination and election to the Board.~~ Completed nomination forms must be received by the Secretary on the due date stated in the 'Call for Nominations' notification sent to Members.

6.4 If no more candidates are nominated than there are vacancies to be filled, those nominated shall be declared to be elected unopposed.

6.5 If more candidates are nominated than there are vacancies to be filled, a ballot, by whatever method or method(s) is agreed by the Board, shall be carried out and completed no later than four working days in advance of the Annual General Meeting. The election shall be certified by the impartial third-party supplier if management of the election is outsourced and/or by two Institute or Guild employees if carried out internally. In hybrid elections, with part of the vote outsourced and part managed internally, each method will be certified as appropriate and two Institute or Guild employees shall combine and certify the overall results.

6.6 The Guild Honorary Treasurer shall be elected to an initial term of three years, after which ~~he is~~ they are eligible for reelection to a second term of three years. Following this, ~~he~~ they can be reelected on an annual basis to a maximum of twelve years' total service as Honorary Treasurer. The Guild Honorary Treasurer shall be nominated by the Members in accordance with Rule 6.3. For the purposes of calculating an individual's eligibility

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to stand as Honorary Treasurer in any given year, any previous service as an elected or coopted Board Member shall not be counted.

### **Casual Vacancies**

6.7. The Board may fill any casual vacancy occurring on the Board and any person so appointed to fill such a vacancy shall retire at the next Annual General Meeting but shall be eligible for election as if not appointed and shall be deemed to have been duly nominated for such election.

6.7.1 Any vacancy not filled at an Annual General Meeting shall be deemed to be a casual vacancy for the purposes of this Rule.

### **Co-opted Board Members**

6.8 The Board may at its discretion co-opt persons, not necessarily Members of the Guild, to the Board either as trustees (as long as there are vacancies given the maximum number specified Rule 6.1) or on an 'in attendance' basis. The basis of appointment will be clearly specified at the time of appointment. The total number of co-opted Board Members at any one time shall not exceed 40% of the Board's total membership.

### **Election of Board Chair and Deputy Chair**

6.9.1 The Board shall elect annually, normally at the first Board meeting following an Annual General Meeting, from amongst the then current Trustees a Chair of the Board. The term of office will commence immediately on election and continue until the following year's election of a Chair. ~~On election the Chair will be eligible to serve for a term of three years with a further additional term of three years. The Chair may not remain in office for more than two consecutive terms after their first appointment as Chair, save that this period may be extended for up to an additional three years at the discretion of the Board.~~ For the purposes of calculating an individual's eligibility to serve as Chair in any given year, any previous service as a Board Member shall ~~not~~ be counted, ~~except and~~ total service as a trustee plus chair shall not normally exceed ~~nine-six~~ years and must not exceed nine years.

6.9.2 A Chair may relinquish or not be reelected to the Chair role while remaining on the Board as a Trustee until the end of their current term.

6.9.2.3 On retirement after completing six or more years as Chair, the Chair will not be eligible to be elected or co-opted (either as a Trustee or 'in attendance' Member to the Board until the Annual General Meeting following the one Board Meeting in which ~~he~~ they relinquished that role, but ~~he~~ they may be appointed immediately or at any time to fill a casual vacancy.

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6.9.~~3~~4 The Board shall from time to time select from among all Board Members a Deputy Chair of the Board who shall hold office following such selection subject to the terms of Rule 6.2 including its subsections.

6.9.~~4~~5 If the Chair or Deputy Chair position falls vacant, the Committee shall select, at their next meeting, a replacement to fill the vacancy.

### **Board Members' Expenses**

6.10 Any Trustee or 'in attendance' Board Member who, in the performance of their duties and in furtherance of the objects of the Guild, incurs any reasonable and out-of-pocket expense shall be entitled to be reimbursed for such expense. Such expenses shall be subject to formal approval via the Guild's authorisation procedures and reimbursement shall not mean "pay" within Rule 2.2.7.

### **Conflicts of Interest**

6.11 Any Trustee or 'in attendance' Board Member with an actual, potential or perceived conflict of interest is required to declare such conflicts. A standard agenda item will be included at the start of each Board Meeting to declare any actual or potential conflicts of interest and when a conflict is identified with a particular agenda item, the conflicted Board Member shall offer to withdraw for that item.

### **Cessation of Board Membership**

6.12 Any person ceasing to be a Member of the Guild shall *ipso facto* cease to be a Board Member, unless a Co-opted Member who was not a Member when appointed, and any vacancy thus occurring in the Board shall be deemed to be a casual vacancy for the purposes of Rule 6.7.

6.13 The office of any Board Member shall automatically be vacated if they:

6.13.1 are adjudged by the relevant legal or official body in their home country as lacking the capacity to manage their own affairs and this is not expected to be a short-term situation; or

6.13.2 Shall be disqualified by law in England and Wales from being a charity trustee or company director; or

6.13.3 Shall be disqualified from being a charity trustee or company director in their home country;

6.13.4 By notice in writing to the Guild resigns office; or

6.13.5 Apply to the Guild for relief.

#### **Removal of Board Members mid-term**

##### **Chair**

6.14 The Chair shall vacate that office if a minimum of two-thirds of the total Board in a secret ballot so resolve. Any discussion to remove the Chair shall be chaired by the Deputy Chair but the Chair shall have the right to be present and contribute to any such discussion. The final discussion and vote shall be held without the presence of the Chair.

6.14.1 The Chair once removed shall remain a trustee unless also removed via the procedure to remove a trustee or co-opted member from office, depending on the route to which ~~he was~~they were originally placed on the Board.

##### **Honorary Treasurer**

6.15 The position of Honorary Treasurer shall be vacated if a minimum of two-thirds of Members present at an Annual General Meeting or Extraordinary General Meeting so resolve. Voting by proxy is not permitted for the removal of an Honorary Treasurer.

##### **Trustees**

6.16 A trustee shall vacate ~~his~~their office if two-thirds of Members present at an Annual General Meeting or Extraordinary General Meeting so resolve. Voting by proxy is not permitted for the removal of a Trustee.

##### **Co-opted Members**

6.17 A Co-opted Member, whether a trustee or an 'in attendance' member, shall vacate ~~his~~their office if two-thirds of the total Board in a secret ballot so resolve.

#### **Meetings, Proceedings and Quorum of the Board**

7.1 Minimum seven clear calendar days' notice shall be given of every meeting of the Board, unless the Board agrees otherwise in a specific instance.

7.2 Each Board Member shall be entitled to one vote on any resolution put to the Board but the Chair (or whoever is chairing the meeting in the absence of the Board Chair) shall have a second or casting vote in the case of the voting being equal.

7.3 The Board may regulate its meetings as it sees fit and five (5) Board Members shall form a quorum. In the event of failure to achieve a quorum those Board Members present may proceed with the business of the meeting in granting relief, a report of which shall be presented promptly to a meeting of the Relief Committee (see Section 8.4) for endorsement.

7.4 All resolutions passed by a majority of Board Members voting at any quorate meeting of the Board shall be final and binding.

7.5 Whenever the Board Members resolve to enter into any deed or instrument for giving effect to transactions to which the Board Members are a party they shall also by writing or by resolution passed at a meeting of the Board confer authority on any two Board Members (who may be, but need not be, named or otherwise restricted when the authority is conferred) to execute such deed or instrument in the names and on behalf of all the Board Members and any deed or instrument executed in pursuance of an authority so given shall be of the same effect as if executed by all the Board Members.

#### **Committees of the Board**

8.1 At the first Board meeting following the Annual General Meeting, the Board shall, at its discretion, establish committees for the forthcoming year and appoint Board members to serve on them.

8.2 The meetings and proceedings of the committees shall be governed by these Rules including the terms specified for the Board and its meetings and the procedures for Out of Committee Decisions, except a committee is deemed quorate if a simple majority of its members are present and any Committee Member has the power to call a committee meeting and to do so with less than seven calendar days' notice with the agreement of the committee.

8.3 All acts and proceedings of committees shall be reported fully to the next regular Board meeting.

8.4 The Board shall establish a Relief Committee, composed of not less than four and not more than six Board Members, which shall, under delegated authority from the Board and in full accordance with Guild Rules, grant relief in cases of urgency between Board meetings. Up to three additional specific Board members can be designated as alternate members of the Relief Committee (when the Committee Membership is established each year) and used to effect a quorum for any decisions, should forming a quorum for any specific decision prove to be impossible due to the non-availability of one or more main Relief Committee Members.

#### **Out of Committee Decision Procedures**

9.1 The Board or Committee Chair has sole discretion on whether a matter shall be put to that body as an Out-of-Committee Decision or held over to the next regular meeting or whether a special meeting should be convened.

9.2 Items for Out-of-Committee Decision shall be circulated to the relevant Committee or Board in writing, normally via electronic means, with supporting documentation as appropriate, and giving both a clear deadline for response and a specific means of response.

9.3 Items will normally be issued and votes will normally be collated and tallied by the Board or relevant Committee's administrator.

9.4 Board or Committee Members should normally be afforded the opportunity to discuss matters via electronic means or to request a virtual or face-to-face meeting prior to the deadline for voting.

9.5 A minimum of a quorate response is required for all out-of-committee decisions to be considered a valid decision of the Board or Committee. For Board this means five responses are required and for committees, responses from a simple majority of the Committee's membership.

#### **Relationship Between the Holding Trustees and the Board**

10.1 The Holding Trustees shall concur in and perform all acts necessary to enable the Board Members to exercise their powers of management or any other power or discretion vested in them and in particular the Holding Trustees shall authorise cheques or other methods of payment to be drawn by the direction of the Board on any current Bank Account of the Holding Trustees, provided that all such cheques shall be signed or payments authorised by the Chair or the Honorary Treasurer or the Secretary or such other person as shall be nominated for the purpose by the Board or any one of the Board Members.

10.2 The Holding Trustees shall not be liable for any loss to any real or personal property held by the Holding Trustees on behalf of the Guild arising from any act or default on the part of the Board or any Board Member or from any act or default of the Holding Trustees made or done at the direction of the Board and the Board shall indemnify the Holding Trustees in respect of all costs claims and liabilities arising from any act, matter or thing made or done by the Holding Trustees at the direction of the Board and in respect of any other matter or thing

except wilful default or fraud or wrongdoing on the part of the Holding Trustees (or in the case of a corporate Holding Trustee its officers and employees) who is sought to be made liable.

#### **Change of Holding Trustees**

11.1 Any Holding Trustee may be removed from trusteeship by the Board by notice in writing to the Holding Trustee to be removed.

11.2 Any Holding Trustee may by notice in writing to the Chair of the Board retire from their or its trusteeship.

11.3 Following any Holding Trustee being removed from the trusteeship or retiring from the trusteeship the Board shall appoint a new Holding Trustee to act in place of the Holding Trustee so removed or retiring but if there shall then remain at least one Holding Trustee the Board shall not be obliged (save as required by law) to appoint a new or substitute Holding Trustee.

11.4 The Board may appoint additional Holding Trustees provided that the number of Holding Trustees shall not exceed four.

#### **Investment**

12.1 The money of the Guild not immediately required for its object (including income reserves) shall be invested in such investments or other property or other assets as the Board may think fit as long as it is in line with the rules of and guidance from the Charity Commission, or any successor body, and with the objects and charitable purposes of the Guild.

12.2 The Board may appoint one or more investment managers for the Guild. Any such investment manager shall be a person who the Trustees are satisfied after inquiry is a proper and competent person to act in that capacity and who is an authorised person within the meaning of the Financial Services and Markets Act 2000 or any successor Act.

12.3 The Board shall review the performance of the investment portfolio at least annually and the appointment of the investment manager(s) at such intervals not exceeding 48 months, as the Board thinks fit.

12.4 The Board may delegate to an investment manager so appointed power at their discretion to buy and sell investments for the Guild on behalf of the Board in accordance with the investment policy laid down by the Board and communicated in writing to the investment manager.

12.5 Authorisation by two Trustees, usually including at least one of the Honorary Treasurer or Chair, shall be required to pay money out of the Guild's investment portfolio or accounts.

12.6 No Member of the Board shall be held liable for any loss to the property of the Guild occasioned by the negligence or fraud of any investment manager appointed by the Board under this Rule if in making the appointment and in supervising the activities of the investment manager the Board has acted in good faith and in accordance with this Rule.

#### **Accounts; Annual Report; Annual Return**

13. The Board shall comply with all their obligations under the Charities Acts (or any statutory re-enactment or modification of that Act) and in accordance with current Charity Commission guidance. This includes, but is not limited to, the keeping of accounting records, the preparation of annual statements of account, the auditing or independent examination of statements of account and the transmission of statements of account, annual reports and annual returns to the Charity Commission.

#### **Property of the Guild**

14. The title to all real or personal property which may be acquired by or on behalf of the Guild shall be vested in the Holding Trustees save that any such real or personal property may at the discretion of the Board be acquired or retained in the name of any nominee of the Guild or of the Holding Trustees which is a corporate body incorporated in England and Wales, or which has established a branch or place of business in England and Wales and the Board may pay reasonable and proper remuneration to any such nominee.

### General Meetings

15.1 All General Meetings shall be held in such place, including by electronic means, and at such time as may be prescribed by the Board.

15.2 An Annual General Meeting shall be held not more than fifteen months after its predecessor, at such time as may be determined in General Meeting or as determined by the Board. Reports and Accounts for each and every financial year shall be presented to the Guild Members at a General Meeting.

15.3 At Annual General Meetings the business shall consist of:

- (a) presentation of the Board's report on the activities of the Guild during the preceding financial year (as defined in Rule 1.81) which shall be in accordance with the Charities Acts and the Statement of Recommended Practice: Accounting by Charities ("SORP") or successors;
- (b) presentation of the Honorary Treasurer's statement of accounts for the preceding financial year and the report of the Auditors both of which shall be in accordance with SORP or its successor;
- (c) appointment of auditors on the recommendation of the Board and delegation of fixing their remuneration to the Board;
- (d) election of Members to the Board under the terms of Rule 6.3.
- (e) Special Business (if any) amending these Rules.

15.4 An Extraordinary General Meeting may be convened at any time by the Board. If at least fifteen Members of the Guild request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. A meeting requested by Members shall be convened and held within three months after the date of the request.

15.5 Notice of every General Meeting shall be given via the Institute's usual communications channels and issued directly, in written or electronic format, to Guild Members, with at least twenty-one (21) calendar days' notice or sixty days' notice in the case of a resolution of dissolution.

15.6 The non-receipt of notice of a meeting by any Member entitled to receive such notice shall not invalidate the proceedings of any such meeting.

15.7 Voting by proxy is permitted at any Annual General Meeting but not at an Extraordinary General Meeting.

#### 15.8 Proxies:

15.8.1 The instrument appointing a proxy shall be in writing under the hand of the appointer or of their attorney duly authorised in writing. A proxy need not be a Member of the Guild.

15.8.2 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

15.8.3 An instrument appointing a proxy shall be substantially in the following form:

*"The Guild of Benevolence of the Institute of Marine Engineering, Science and Technology.  
I, ..... of ..... being a Member of the above-named charity hereby appoint .....  
of ....., or failing ~~him~~them, ..... of ....., as my proxy to  
vote for me on my behalf at the Annual General Meeting of the Guild to be held on the ..... day of .....,  
and at any adjournment thereof.  
Signed this ..... day of ....."*

15.8.4 Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be substantially in the following form:

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*"The Guild of Benevolence of the Institute of Marine Engineering, Science and Technology,  
I, ..... of ..... being a Member of the above-named charity hereby appoint .....  
of ....., or failing ~~him~~ them, ..... of ....., as my proxy to  
vote for me on my behalf at the Annual General Meeting of the Guild to be held on the ..... day of .....,  
and at any adjournment thereof.  
Signed this ..... day of .....  
This form is to be used\* in favour of/against the resolution.  
Unless otherwise instructed, the proxy will vote as ~~he~~ thinks they think fit.  
\*Strike out whichever is not desired."*

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15.8.5 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

15.8.6 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Guild before the commencement of the meeting or adjourned meeting at which the proxy is used.

### Proceedings at General Meetings

16.1 Seven Members shall constitute a quorum for the purpose of a General Meeting other than an Extraordinary General Meeting when ten ~~(10)~~ Members shall constitute a quorum.

16.2 If, within twenty minutes after the time set for holding the meeting, a quorum is not present, the meeting shall be dissolved and, unless the same shall have been convened at the request of Members, another meeting shall be convened in accordance with Rules 15.1, 15.4 and 15.5. In the event of a quorum not being then present, the later meeting shall be dissolved.

16.3 The Chair at every general meeting shall be:

16.3.1 The Chair if present; or

16.3.2 if not present, the Deputy Chair if present; or

16.3.3 if neither the Chair nor the Deputy Chair is present, such Board Member as the Board Members present shall select; or

16.3.4 if there is only one Board Member present, that Board Member.

16.4 If no Board Members are present, the meeting shall be dissolved and another meeting convened in accordance with Rules 15.1, 15.4 and 15.5.

### Voting at General Meetings

17.1 Each Member shall be entitled to one vote.

17.2 Decisions at meetings shall be ascertained by show of hands, unless a poll is demanded by at least five Members present and entitled to vote. Unless a poll is so demanded, a declaration by the Meeting Chair that a resolution has on a show of hands been carried or lost or carried or not carried by a particular majority and an entry to that effect in the minutes signed by the Chair shall be sufficient evidence of the decision.

17.3 Each Member shall have one vote and in case of equality of votes the Meeting Chair shall both on a show of hands and on a poll have a second or casting vote. If a poll is demanded it shall be taken at such time and in such manner as the Meeting Chair directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded. A poll demanded on the election of a Meeting Chair or on a question of adjournment shall be taken forthwith.

17.4 The acceptances or rejections of votes by the Meeting Chair shall be conclusive for the purposes of the decision of the matter in respect of which the votes are tendered provided that the Meeting Chair may review their decision at the same meeting if any error be then pointed out to ~~him~~ them.

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17.5 Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote.

#### **Alterations to the Rules**

18.1 Subject to Rule 18.3, alterations or additions to these Rules may be made by a resolution passed by not less than two-thirds of the Members present and voting (in person or by proxy) at an Annual General Meeting or (in person) at an Extraordinary General Meeting of the Guild. The notice convening the meeting must include notice of the resolution setting out the terms of the alterations and/or additions proposed.

18.2 Unless such alterations and/or additions are proposed by the Board, at least one calendar month's notice of the proposed alterations and/or additions shall be given to the Board in writing.

18.3 No alterations shall be made to the Rules which would affect the object of the Guild as stated in Rule 2 except for the purpose of extending the classes of necessitous and deserving persons to whom relief may be granted.

#### **Dissolution**

19. The Guild may be dissolved by a resolution passed by a two-thirds majority of those present in person and voting at an extraordinary general meeting convened for the purpose of which sixty calendar days' notice shall have been given to the Members. Such resolution may give instructions for the disposal of any assets held by or on behalf of the Guild provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed among the Members but shall be given or transferred to such other charitable institution or institution having objects similar to some or all of the objects of the Guild as the Members may determine and if and insofar as effect cannot be given to this provision then to some other charitable purpose.