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PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

**GUILD OF BEER WRITERS LIMITED**

**COMPANY NUMBER 10214210**

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1. In these articles:-

<b>"The Act"</b>	means the Companies Act 2006.
<b>"Articles"</b>	means these Articles of Association.
<b>"Committee"</b>	means any committee appointed by the Board.
<b>"Secretary"</b>	means any person appointed to perform the duties of the Secretary of the Company.
<b>"United Kingdom"</b>	means Great Britain and Northern Ireland.
<b>"GUILD"</b>	means Guild of Beer Writers Limited.
<b>"The Board"</b>	means the Directors of the Guild.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to online, printing, lithography, photography, and other modes of representing or reproducing words in visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding.

2. The objects for which the Guild is established are:-
- To promote excellence in beer, cider, and pub communications.
  - To support beer and cider communicators in their professional and skills development.
  - To help educate, inform and inspire people about beer, cider, and pubs.
  - The Guild is formed as a non-political body to pursue these aims.

3. In furtherance of the above objects but not otherwise the Guild shall have power:-
- a. To purchase, acquire, sell, exchange and otherwise deal in any way, whatsoever with freehold, leasehold or other property, chattels and effects.
  - b. To borrow or raise or secure the payment of money in such manner and on such terms as may seem expedient.
  - c. To co-operate with and assist in any way, including the investment of monies, by way of purchase of shares or the making of loans, whether secured or unsecured, or in any other manner whatsoever, any other organisation or corporation or company which is sympathetic to the objects of the Guild.
  - d. To participate in bank direct debiting schemes as an originator for the purpose of collecting membership subscriptions and any other amounts due to the Guild; in furtherance of this, the Guild may enter into any indemnity required by the banks upon whom direct debits are to be originated, and any such indemnity may be executed on behalf of the Guild by its authorised company account signatories.
  - e. To invest in shares or otherwise in any organisation, company or corporation.
  - f. To employ staff and/or consultants to carry out such work as the Board sees fit.
  - g. To hold meetings, lectures and demonstrations in the Guild's name
  - h. To undertake any activity that will improve the quality of communication on beer and cider related matters
  - i. To undertake annual beer, cider, and beer and cider related awards
  - j. To manufacture, sell, treat and deal in all kinds of services, commodities, substances, materials, articles and things.
  - k. To establish sub committees whose objects are the same as the objects of the Guild and to delegate such powers as the Board sees fit.
  - l. To carry out all or any of the foregoing objects as principals or agents or in partnership, co-operation or conjunction with any person, firm, organisation, company or corporation and in any part of the world.
  - m. To do all such other things as may be incidental or conducive to the attainment of the said objects or any of them.
4. The income and property of the Guild whence so ever derived shall be applied solely towards the prodebate of the objects of the Guild as set forth in these Articles, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Guild, providing that nothing herein contained shall prevent the payment of reasonable remuneration to any of the Board or other members for services actually rendered. In particular, the Board, with annual agreement with the members at the Guild AGM, shall pay an annual stipend to:

- The Chair
  - The Membership Secretary
  - The Finance Director
  - And whoever else the Board may deem appropriate
5. The liability of the members is limited.
  6. Every member of the Guild undertakes to contribute to the assets of the Guild in the event of its being wound up while they are a member, or within one year after they cease to be a member, in respect of the payment of the debts and liabilities of the Guild contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required not exceeding £1.
  7. If upon winding up or dissolution of the Guild there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Guild but shall be given or transferred to some other institution or institutor having objects similar to the objects of the Guild and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Guild under or by virtue of Article 5 hereof, such institution or institutions to be determined by the members of the Guild at or before the time of dissolution or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

## **MEMBERS**

8. There shall be three classes of membership:
  - Full Membership, which shall be open to all who communicate on beer and/or cider and can demonstrate that they achieve the standard as laid down by the Board.
  - Associate Membership, which shall be open to all who communicate on beer and/or cider and can demonstrate that they achieve the standard as laid down by the Board. This standard to be less than Full Membership.
  - Corporate Membership, which shall be open to any company or body in the brewing, cider-making, or associated industries.
9. The number of members with which the Guild has been registered is unlimited.
10. Such persons as the Board shall admit to membership shall be members of the Guild on payment of a subscription of such sum as the members in a General Meeting may from time to time decide. The members in a General Meeting may stipulate types of membership and the payment appropriate to each type, the exception to this being Corporate Membership, which shall be set by the Board.
11. Any member in arrears with payment of such subscription shall not be entitled to any of the benefits of membership, and after being in arrears for three months shall be deemed to have resigned. Any member may resign at any time by notice in

writing to the Registered Office of the Guild, but shall not be entitled to repayment of any part of their subscription for any type of membership.

12. Without prejudice to the foregoing the Guild shall not at any time discriminate on the grounds of social status, politics, race, sex, sexual orientation, disability or religion.
13. The submission of an application for membership shall be regarded as an acknowledgement by the applicant that, if elected, they will abide by the Articles of the Guild and the Code of Conduct, copies of which shall be available to every member subject to payment of the fee allowed by law, and by all the rules and regulations of the Guild for the time being in force. .
14. No member may make any public statement or announcement in the name of the Guild without the consent of the Board.
15. The Board shall have power to suspend from membership any person who does anything which is prima facie detrimental to the interests of the Guild. The decision to suspend a person from membership shall be given to that person in writing within one week, and the person shall at the same time be given notice of the next meeting of the Board, which they may attend in order to state their case. If the person cannot attend, a written statement of case may be submitted, or if good reason for absence is given, the hearing of the case may be deferred until the next meeting of the Board. If the Board considers that a reasonable case has been made by the person suspended, it shall lift the suspension forthwith. If, on consideration of the case, the Board believes that the person's action was clearly detrimental to the interests of the Guild, it shall have the power to expel the person from membership. Notice of a decision to expel a person from membership shall be given to that person in writing within one week, and at the same time the person shall be informed of the right to appeal to the General Meeting. Any person so expelled from membership may send a notice of appeal in writing to the Chair of the Board and provided that such notice of appeal is received at least one week before the next General Meeting, any such appeal shall be heard at the next General Meeting of the Guild, and the person shall have the right to address the meeting but not to vote.

## **SUBSCRIPTION**

16. The annual subscription for the Full and Associate Membership classes shall be such sum as determined by voting members shall from time to time determine at a General Meeting. The subscription for any other classes shall be determined by the Board.
17. Subscriptions shall be due and payable on 1st July in any year. Members of any category joining after 1st January may pay half the appropriate annual rate of subscription.
18. Where a member is unable to pay the subscription required, the Board may, at its discretion reduce or waive the subscription for that year.

## **GENERAL MEETINGS**

19. The Guild shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Guild and that of the next.
20. All meetings other than Annual General Meetings shall be called General Meetings. The Board may convene a General Meeting if they consider such a meeting necessary in the interests of the Guild.

21. A General Meeting shall also be convened by the Board (or, if there are no current members of the Board, by the Company Secretary or senior officer of the Guild) within 90 days of the receipt at the Registered Office of the Guild of a written requisition of such a meeting signed by not less than 20 members or by one tenth of the membership (whichever is the lesser number). Such written requisition shall be accompanied by a sum of money sufficient to meet the cost of convening such a meeting.
22. If at any time there are not within the United Kingdom sufficient members of the Board capable of acting to form a quorum, any two members of the Board may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board
23. No business other than outlined in the notice convening the meeting shall be discussed.

#### **NOTICE OF GENERAL MEETINGS**

24. An Annual General Meeting and a General Meeting called for the passing of a Special Resolution shall be called by giving not less than 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and hour of the meeting and, in case of special business, the general nature of that business and shall be given in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Guild in a General Meeting, to such persons as are, under the Articles of the Guild, entitled to receive such notices from the Guild.
25. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

26. The AGM in each year shall be conducted in accordance with the provisions of these Articles and any Policies or procedures ratified by the Board and shall consider resolutions in respect of:
  - a. The adoption of the most recently prepared statutory accounts of the Guild including the reports of the Board and the Auditors;
  - b. The election of members of the Board in the place of those retiring
  - c. The appointment of and the fixing of the remuneration of the Auditors; and
  - d. Any other resolution in respect of which a valid notice of an intention to propose that resolution has been served upon all required parties in accordance with these Articles and the Act
27. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as hereinafter otherwise provided 10 members present in person shall form a quorum excluding the Directors.
28. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members then present shall be a quorum.

29. No business shall be transacted at any General Meeting except that included in the notice calling the meeting unless written notice shall be given to the Registered Office of the Guild of the intention to raise that business at least forty-two clear days' notice before the date of the General Meeting or, if less than forty-nine days clear notice of the General Meeting shall have been given, within seven days of the giving of such notice.
30. The Chair, if any, of the Board, shall preside as Chair at every General Meeting of the Guild, or if there is no such Chair, or if they are not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Board present shall elect one of their number to be a Chair of the meeting.
31. If at any meeting no member of the Board is willing to act as Chair or, if no member of the Board is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chair of the meeting.
32. The Chair may solely at their own discretion or on the direction of the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the notice of the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
33. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded,
  - (a) by the Chair; or
  - (b) by not less than 10 members present in person and having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the minutes of proceedings of the Guild shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
34. If a poll is duly demanded, it shall be taken in such manner as the Chair directs, and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.
35. A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chair directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of a poll.
36. In the case of an equality of votes, whether on a show of hands, or on a poll, the Chair on the meeting shall be entitled to a second or casting vote.

## **VOTES OF MEMBERS**

37. Only Full Members have voting rights.

38. A Member that a registered medical practitioner or a competent court has adjudged to be physically or mentally incapable of properly exercising their powers or rights as a Member may not vote at a General Meeting
39. No member shall be entitled to vote at any General Meeting unless all monies presently payable by them to the Guild have been paid.
40. The Board, having taken into account the best interests of the Guild, may ratify the use of any alternative method of voting at a specified General Meeting including, but not limited to, any electronic or other remote voting method, provided that each available method of voting is notified to the Members within the notice of the meeting.

## **BOARD**

41. Unless a greater or lesser number is specified by an Ordinary Resolution carried at a General Meeting, there shall be 9 places on the Board.
42. The remuneration to be paid to any member of the Board shall be determined by the members in a General Meeting. The members of the Board shall be entitled to be repaid all travelling, hotel and other expenses properly incurred by them in or about the business of the Guild including their expenses of travelling to and from the Board or committee meetings.
43. No person shall, at the same time, be a member of the Board and an employee of the Guild; provided that a General Meeting of the Guild may authorise a member of the Board to be or become an employee of the Guild; and an employee of the Guild may continue in their employment if elected a member of the Board in accordance with these Articles. A member of the Board who is an employee of the Guild shall retire as a member of the Board and may submit themselves for re-election at every Annual General Meeting, but shall not be taken into account in determining the members of the Board who are to retire by rotation at such meetings.

## **BORROWING POWERS**

44. The Board may exercise all the powers of the Guild to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Guild or of any third party.

## **POWER AND DUTIES OF THE BOARD**

45. The business of the Guild shall be managed by the Board who may pay all expenses incurred in furthering the objectives of the Guild and may exercise all such powers of the Guild as are not, by the Act or by these Articles, required to be exercised by the Guild at a General Meeting, subject nevertheless to the provisions of the Act or those Articles and to such policies, being not inconsistent with the aforesaid provisions, as may be prescribed by the Guild in General Meetings; but no policies made by the Guild in General Meetings shall invalidate any prior act of the Board which would have been valid if that policy had not been made.
46. All cheques, bank transfers, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Guild shall be signed, drawn, accepted, endorsed, or otherwise authorised or executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

47. The Board shall be empowered to form Committees or appoint Officers for any special purpose and may co-opt any member of the Guild to undertake these tasks and these members shall be entitled to travelling and hotel expenses etcetera, as allowed to members of the Board under article 41.
48. The Chair and any other 3 members of the Board shall be empowered to make emergency decisions in the interest of the Guild without reference to a full meeting to the Board and such decisions shall be binding pending the next full meeting of the Board. Any such decision shall have to be ratified at the next properly convened meeting of the Board but the presumption shall exist that the decision is acceptable unless the circumstances are exceptional.
49. The Board shall cause minutes to be made:-
  - (a) of all appointments of officers made by the Board;
  - (b) of names of the members of the Board present at each meeting of the Board and of any Committee;
  - (c) of all resolutions and proceedings at all meetings of the Guild and of the Board, and of any Committee.
50. The Board shall be empowered to make rules and policies, which they consider to be in the interest of the Guild which shall be binding on all members until revoked or countermanded by the members in General Meeting. Such rules and policies shall not conflict with the Act or with the Articles.

#### **DISQUALIFICATION OF MEMBERS OF THE BOARD**

51. The office of members of the Board shall be vacated if the member of the Board:-
  - (a) becomes an employee of the Guild other than in accordance with article 34 hereof; or
  - (b) becomes bankrupt or makes any arrangements or composition with their creditors generally; or
  - (c) becomes prohibited by law from being a member of the Board; or
  - (d) has been adjudged by a registered medical practitioner or a competent court to be physically or mentally incapable of properly exercising their powers as a member of the Board or
  - (e) resigns their office by notice in writing to the Guild; or
  - (f) ceases to be a member of the Guild; or
  - (g) is removed by a resolution in General Meeting or
  - (h) is directly or indirectly interested in any contract with the Guild and fails to declare the nature of their interest in a manner required by the Act.
52. A member of the Board shall not vote in respect of any contract or decision in which they are interested or any matter arising there out after declaring their interest and if they do so vote their vote shall not be counted.

#### **ROTATION OF THE MEMBERS OF THE BOARD**

53. The election for membership of the Board shall take place at each Annual General Meeting of the Guild. For each resolution to fill a place on the Board, each Member shall have one vote, which may be exercised in person or by a proxy appointed in accordance with the Act; thus each Member is entitled to as many votes as there are vacant places on the Board, but is not required to exercise all or any such votes. The ballot for election of the Board shall be declared by simple majority, with



the candidates polling the highest number of votes being declared elected to the vacant places in descending order of number of votes.

54. A member wishing to vote upon Board membership at the AGM by proxy (rather than in person) shall write to the Secretary of the Guild to request a proxy form. A proxy form shall be forwarded as soon as practicable to each such member (and no such other person) at that member's address as registered in the register of members by the Secretary. To appoint a proxy the Member concerned shall complete the proxy form in the manner prescribed upon it and ensure that the original signed proxy form is received by the Secretary no later than 48 hours before the date of the relevant AGM. Only a proxy form correctly completed and so returned to the Secretary shall be valid for the purposes of voting for the Board. Proxy forms may only be requested for a meeting after a date for that meeting has been formally called.
55. No member of the Board elected at a General Meeting shall hold office for more than three years without retiring. In each year, one-third of the members of the Board (or if their number is not three or a multiple of three, then the number nearest one-third) shall retire from office.
56. The members of the Board to retire in any one year shall be those who will have held office for three years since their last election. The computation of the members of the Board to retire at any Annual General Meeting will follow this formula:
  - a) Any member of the Board who is also an employee of the Guild must retire at each Annual General Meeting.
  - b) Any member co-opted by the Board must retire at the Annual General Meeting following their co-option.
  - c) Take one third of the remaining number of members, or the number nearest one third (e.g. 4 of 11; 3 of 10; 3 of 8; 2 of 7 etc.).
  - d) Any member who will have been in Office for three years since their last election must retire.
  - e) The number to retire is then made up to the one-third or number nearest one-third by the length of service agreement/least votes formula e.g. if the three next longest serving members of the Board have all held office for two years, and two must retire, the three may agree unanimously among themselves which two shall retire, but failing this agreement, the two polling the least votes when elected shall retire.
57. Any retiring member of the Board whether elected at an Annual General Meeting or co-opted shall be eligible for re-election unless they have served three consecutive terms. In the case, the member of the Board must stand down but may stand again for election at the next Annual General Meeting should they choose to do so.
58. The members of the Guild at the meeting at which a member of the Board retires may, subject to articles 50 and 55, fill the vacated office by electing a person thereto, and in default, the retiring member of the Board shall, if offering themselves for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Board shall have been put to the meeting and lost.
59. No person shall be eligible for election to the office of Member of the Board at any General Meeting unless not at least 63 days before the date appointed for the meeting, there shall have been left at the Registered Office of the Guild notice in

writing, signed by two members duly qualified to attend and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing signed by that person of their willingness to be elected.

60. The Guild may from time to time by ordinary resolution, at a General Meeting, increase or reduce the number of members of the Board and may also determine in which rotation the increased or reduced number is to go out of office.
61. The Board shall have power at any time to co-opt any person to be a member of the Board so long as the number of members of the Board shall not thereby come to exceed the number fixed in accordance with article 40 above. Any member of the Board so appointed shall hold office only until the next following Annual General Meeting, and shall then retire and be eligible for re-election, but shall not be taken into account in determining the number of members of the Board who are due to retire by rotation in accordance with article 54 above.
62. By ordinary resolution at a General Meeting, of which notice has been given according to the Companies Act, the Guild may remove any member of the Board from that office. This removal from office shall take effect immediately, notwithstanding anything in these Articles, or in any agreement or contract between the Guild and the member of the Board so removed from office, but shall be without prejudice to any rights that member may have either under any agreement or contract with the Guild or generally at law.
63. If the removal from office of a member of the Board by resolution according to article 60 above occurs at an Annual General Meeting, the vacancy so created shall be filled in the normal course of election of members of the Board. If the removal from office occurs at any General Meeting, the meeting may by ordinary resolution (of which due notice has been given under article 21 above) appoint a person to fill any vacancy so created, and that person's term of office as a member of the Board shall be as stated under article 54 above. If no appointment to any vacancy so created is made at a General Meeting, the Board shall have power according to co-opt a person to fill the vacancy, except that it may not co-opt the person dismissed from office.

## **PROCEEDINGS OF THE BOARD**

64. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meeting as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes the Chair shall have a second or casting vote. The Secretary shall on the requisition of the Chair or four other members of the Board at any time summon a meeting of the Board. At least six days' clear notice shall be given of such a meeting.
65. The Chair of any meeting of the Board shall be the Chair presiding at the previous meeting. It shall not be necessary to give notice of a meeting of the Board to any member of the Board for the time being absent from the United Kingdom meeting of the Board or such other person as the Board may appoint by a majority vote at any meeting from time to time. Any member of the Board who ceases to be a member of the Board shall automatically cease to be Chair.
66. The quorum necessary for the transaction of the business of the Board shall be fixed by the Board at a figure being not less than four.
67. The continuing members of the Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Guild as the necessary quorum of members of the Board, the continuing members of the Board or member of the Board may act

for the purpose of increasing the number of members the Board to that number, or of summoning a General Meeting of the Guild, but for no other purpose.

68. If the Chair is not present within 15 minutes after the time appointed for holding a meeting of the Board, the members of the Board present may choose one of their number to be Chair of that meeting.
69. The Board may delegate any of its powers to Committees consisting of such members of the Guild as they think fit, and any Committee so formed shall in the exercise of the powers so delegated conform to any policies and procedures that may be imposed on it by the Board.
70. Any member of the Guild may be invited by the Chair to attend a meeting of the Board subject to the approval of the members of the Board at that meeting.
71. A Committee may elect a Chair of its meeting. If no such Chair is elected or if at any meeting the Chair is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chair of the meeting.
72. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chair shall have a second or casting vote.
73. All acts done by any meeting of the Board or of a Committee or by any person acting as a member of the Board or any committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board or relevant committee.
74. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
75. No decision at a meeting of the Board shall be rescinded at any future meeting of the Board unless notice of the intention to rescind the same shall have been given in the notice convening such meeting or unless two-thirds of those present being in number not less than three shall agree to waive the need for such notice.
76. Business to be conducted at each meeting of the Board shall, whenever practicable, be stated on the notice convening the meeting. Business of which notice has not been given on the convening notice shall not be transacted at the meeting except with the consent of at least three-fourths of those persons present, being in number not less than four.

## **SECRETARY**

77. The Secretary, who may also be a member of the Board, shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
78. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Board and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Board and as, or in place of, the Secretary.

## **ACCOUNTS**

79. The Board shall cause proper books of accounts to be kept with respect to:-

- (a) All sums of money received and expended by the Guild and the matters in respect of which the receipt and expenditure takes place;
- (b) All sales and purchases of goods by the Guild; and
- (c) The assets and liabilities of the Guild.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Guild's affairs and to explain its transactions.

- 80. The books of account shall be kept at a place or places as the Board think fit, and shall always be open to inspection of the Board.
- 81. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Guild or any of them shall be open to the inspection of members not being members of the Board, and no member, not being a member of the Board, shall have any right of inspecting any account or book or document of the Guild except as conferred by statute or authorised by the Board or by the Guild in General Meeting.
- 82. The Board shall from time to time in accordance with the Companies Act cause to be prepared and to be laid down before the Guild in General Meetings such profit and loss accounts, balance sheets, group accounts (if any) and reports as referred to in those sections.
- 83. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Guild in General Meeting together with a copy of the Auditors' Report, shall not less than 14 days before the date of the meeting be sent and/or made available via the website to every member of, and every holder of debenture of, the Guild. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Guild is not aware or more than one of the joint holders of any debentures.

## **AUDIT**

- 84. The Directors have power to appoint Auditors if they feel it is in the interests of the Guild membership to do so.

## **NOTICES**

- 85. A notice may be given by the Guild to any member either personally, by electronic means or by sending it by post to them or to their registered address, if any, within the United Kingdom supplied by them to the Guild for the giving of notice to them. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing pre-paying and posting a letter containing the notice, and to have been effected in the case of notice of a meeting posted by first or second class post at the expiration of 72 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post. Notices of General Meetings shall be deemed to be sufficiently served if incorporated in, included with or annexed to any magazine circulated by the Guild to the whole of its membership or accessible via a link to the Guild's website
- 86. Notice of any General Meeting shall be given in any manner hereinbefore authorised to:-
  - (a) Every member except those members who (having no registered address within the United Kingdom) have not supplied to the Guild an address within the United Kingdom for the giving of notice to them.

- (b) Every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for their death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) The Auditor for the time being of the Guild.

#### **MEANS OF COMMUNICATION TO BE USED**

- 87. Anything that is to be sent, delivered or supplied by or to the Guild, whether under the Articles or otherwise, may be sent or supplied by any method for which the Act provides subject to the Board issuing prior ratification of the use of that method for the matter concerned, including without limitation the use of electronic mail, and the posting of information on Guild's website (in the case of notice of a meeting such notice to be in accordance with section 309 of the Act).
- 88. Any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by members of the Board may also be sent or supplied by the means by which that member of the Board has asked to be sent or supplied with such notices or documents for the time being.
- 89. A member of the Board may agree with the Guild that notices or documents sent to that member of the Board in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

#### **INDEMNITY**

- 90. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Board may otherwise be entitled, every member of the Board or other officer or the Auditors of the Guild shall be indemnified out of the assets of the Guild against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted, or in connection with any application in which relief is granted to them by the court from liability from negligence, default, breach of duty or breach of trust in relation to the affairs of the Guild.