

Rules

January 2024



The Art Workers' Guild

The Art Workers' Guild shall be regulated by the rules set out hereunder.

RULE 1. AIMS AND OBJECTS

- 1.1 The objects of the Art Workers' Guild shall be to advance education in all the visual arts and crafts, by means of lectures, meetings, demonstrations, discussions and other methods, and to foster and maintain high standards of design and craftsmanship in all branches of the visual arts and crafts in any way which may be beneficial to the community.

RULE 2. MEMBERSHIP

- 2.1 Membership of the Guild is open to artists, craftsmen and others engaged in design or the practice of the visual arts and crafts. The Ordinary Membership comprises Town Members, Country Members and Members living abroad. In addition the Guild may also elect Honorary Members (Rule 9), Associate Members (Rule 8) and Affiliate Members (Rule 10).

RULE 3. SUBSCRIPTIONS

- 3.1 The yearly subscriptions for Ordinary Members, Associate Members and Affiliate Members shall be fixed from time to time by the Guild at the Annual General Meeting on the recommendation of the Trustees and Committee. There shall be two levels of subscription for Ordinary Members: one for Town Members and one for other members, whether living in the United Kingdom or abroad. Town members are those whose residence or place of business is within the M25 ring road. All subscriptions shall be paid by direct debit.
- 3.2 Subscriptions are due and payable on election, and thereafter on the 1st January in each year. A Member first elected on any date before the summer recess shall be liable for the full subscription for the year of their election. A Member elected after the summer recess shall be liable for the full subscription, which shall cover the remainder of the year and also the whole of the next calendar year.
- 3.3 Every candidate for Membership shall, on their election, be duly informed thereof by letter and shall pay the appropriate subscription within one month after their election, which otherwise shall become void.
- 3.4 Any member whose subscription is twelve months in arrears shall, subject to the provision in paragraph 3.5 of this Rule cease to be a member. They may be reinstated, if the Committee thinks fit, on the payment of all arrears including the current subscription.

3.5 The Honorary Treasurer shall, with the advice of the Committee, have discretion to reduce or waive a member's subscription for good and sufficient reason.

RULE 4. MEMBERS OVER 80

4.1 Members over 80 shall not be required to pay subscription fees

RULE 5. RESIGNATION

5.1 Any Member may resign from the Guild by means of a letter to The Master or Guild Secretary.

5.2 A member who resigns shall remain liable for the payment of their annual subscription until the end of the year in which they resign.

RULE 6. ELECTION OF NEW MEMBERS TO THE GUILD

6.1 Election of new members shall take place at such times as the Committee shall determine, ordinarily four times a year.

6.2 At least two months before the date of an election, notice of the election shall be sent to every member of the Guild, encouraging them to propose candidates and reminding them that printed and electronic candidature forms may be obtained from the Guild Secretary.

6.3 Every candidate for Ordinary Membership must be proposed and seconded by existing Members of the Guild. The candidate shall provide their name, address and qualifications on the Candidature Form (whether printed or electronic) together with a written recommendation from both the proposer and seconder, and send it to the Guild Secretary at least 14 days before the Election. The candidate shall also submit specimens of work on or before the date of the Committee or Sub-Committee meeting at which the election is held (in accordance with rule 7.1), unless the Committee shall decide otherwise, on grounds of genuine difficulty or for other good and sufficient reason.

6.4 Every candidate must have attended at least one Ordinary Meeting as a guest of a member of the Guild before election, unless the Committee decides otherwise.

6.5 Except with the approval of the Committee, no Member shall act more than twice as proposer and twice as seconder in any one calendar year.

RULE 7. ELECTION PROCEDURE

7.1 The Committee may appoint a Membership Sub-Committee (which shall consist of Committee Members and Ordinary Members as the Committee shall determine), to consider candidates on the Committee's behalf and make recommendations. In considering the nominations, the Committee will take cognizance of any such recommendations. The Master shall have discretion to

invite other members of the Guild to attend and advise the Committee; but such members shall not be entitled to vote.

- 7.2 The Committee shall elect or reject each nomination, or postpone its consideration. To secure election a candidate must receive the votes of not less than two-thirds of the members of the Committee present. A quorum for this purpose shall be twelve. Voting will be by secret ballot.
- 7.3 The Guild Secretary shall write to newly elected members, welcoming them to the Guild, with the current programme and the Guild Rules, and set up a direct debit for their subscriptions. The names of newly elected members shall be announced at the next Ordinary Meeting after their election and their contact details sent to every member of the Guild.
- 7.4 As soon as possible thereafter, the new member's work shall be exhibited at an Ordinary Meeting and they shall be formally introduced to the Guild by their sponsor or seconder. Every new member shall sign the Register of Guild Members.

RULE 8. ASSOCIATE MEMBERS

- 8.1 The Committee shall have power at their discretion to elect Associate Members, whose number shall be limited to 20% of the total Guild membership.
- 8.2 Associate Membership shall be open to any person who, while not qualified for ordinary membership, is nevertheless, in the opinion of the Committee, capable of playing a useful part in the Guild's work through their interest in and knowledge of the crafts and the visual arts.
- 8.3 Candidates for Associate Membership must be proposed and seconded by members of the Guild from personal knowledge of the candidate concerned, and the provisions of Rules 7 and 8 shall apply to the procedure for their nomination and election. In particular, the Committee shall have power to postpone consideration of any candidature and to call for additional information, which may include the submission of specimens of work.
- 8.4 Associate Members shall be liable for annual subscriptions as for Ordinary Town and Country Members and Members living abroad.
- 8.5 An Associate Member shall be entitled to all the privileges of an Ordinary Member.

RULE 9. HONORARY MEMBERS

- 9.1 The Guild, on the recommendation of the Committee, shall have the power at the Annual General Meeting to elect as Honorary Members any persons who have rendered eminent services to the Arts or to the objectives of the Guild. The appointment shall be for life unless subject to expulsion under Rule 11.
- 9.2 Honorary Members shall not be called upon to pay an entrance fee or subscription, and shall have all the privileges of an Ordinary Member.

RULE 10. AFFILIATE MEMBERS

10.1 The Committee shall have the power to elect Affiliate Members, being students or those early in their career whose work may not warrant full membership. The procedure for election is as for full membership under Rules 6 & 7. Affiliate membership is for a maximum of five years. An Affiliate Member may at the Committee's discretion be invited during, or at the end of that period, to apply for full membership as set out in Rule 6. Affiliate Members are not entitled to vote at General Meetings or to serve on the Committee but otherwise have all the rights of Ordinary Members.

RULE 11. EXPULSION OF A MEMBER

11.1 If any Ordinary, Honorary, Associate, or Affiliate Member is alleged to have been guilty of what the Committee considers conduct unbecoming a member of the Guild, whether in relation to the Guild or otherwise, the Committee shall call upon them for an explanation. If the Committee considers the explanation to be satisfactory no further action will be taken. If an explanation is not forthcoming or is considered by the Committee to be unsatisfactory, the Committee shall ask the member to resign. If they refuse, the Committee will arrange a General Meeting at fourteen days notice at which the matter will be considered (See Rules 16 & 17).

11.2 At the General Meeting thus convened, the Master shall make a statement on behalf of the Committee. The Member shall, if present, be invited to state their case and then retire. A ballot shall then be taken upon the question of whether to expel the member. The assenting votes of at least two-thirds of those voting and a minimum of twenty-five members shall be necessary to effect an expulsion. If the member does not attend the General Meeting, or an account for their absence to the satisfaction of the meeting is not provided, they shall be deemed to have resigned.

RULE 12. REINSTATEMENT

12.1 Any Ordinary, Honorary, Associate, or Affiliate Member who, for any reason other than non-payment of their subscription or the arrears thereof, may have ceased to be a member of the Guild, may be reinstated at any time at the discretion of the Committee without the formality of ordinary election.

RULE 13. COMMITTEE

13.1 The affairs of the Guild in all matters not hereby expressly reserved for the Guild ANNUAL GENERAL MEETING, the Trustees or otherwise for the decision of the general body of members, shall be managed by the Committee. The Committee shall meet not less than four times each year.

- 13.2 The General Committee shall consist of:
- a) The Master;
 - b) The Immediate Past Master;
 - c) The two Masters Elect from the time of their election;
 - d) Two Honorary Secretaries;
 - e) The Honorary Treasurer;
 - f) The Honorary Architect;
 - g) The Honorary Librarian;
 - h) The Honorary Archivist;
 - i) The Honorary Curator;
 - j) The Honorary Editor;
 - k) The Chair of the Outreach Sub-committee;
 - l) The Chair of Creative Connections;
 - m) Three Past-Masters; and
 - n) Six Ordinary Members.
 - o) The Chairman of Trustees if not otherwise elected to the Committee
- The Master, the Honorary Treasurer, the Honorary Architect, the Honorary Librarian, the Honorary Archivist, the Honorary Curator, the Honorary Editor, the Chair of the Outreach Sub-committee, the Chair of Creative Connections and the two Honorary Secretaries are known as the Officers of the Guild.
- 13.3 The Honorary Architect, the Honorary Librarian, the Honorary Archivist, the Honorary Curator, the Honorary Editor, the Chair of the Outreach Sub-committee, the Chair of Creative Connections, and two Honorary Secretaries shall serve for three years and are thereafter eligible for re-election at the next Annual General Meeting of the Guild for a maximum term, normally of five years.
- The Honorary Treasurer (Rule 13.2e) being a Nominated Director of The Art Workers' Guild Trustees Limited shall be appointed for a term of five years under the procedure in Rule 18.3 and shall be eligible for re-appointment under the same procedure.
- No member of the Guild may normally hold more than one of the offices set out in 13.2 at the same time.
- There shall be six Ordinary Members of the Committee (rule 13.2 m), of whom no more than two shall be Associate Members. They shall be elected to serve for three years. Those who have completed this term must retire provided that no more than two shall retire each year. Retirement shall be by seniority of election as Ordinary Members of the Committee or in case of equal seniority, the retiring member shall be chosen by lot. Retiring members shall not be eligible for re-election until a year has elapsed.
- The three Past-Masters (rule 13.2n) shall each serve for three years, but may be re-elected.

- 13.4 In the event of any member of the Committee, other than the Master, having to step down in the course of a year, the Committee may co-opt a member to fill the vacancy and submit such selection for confirmation at the next Ordinary Meeting of the Guild. The member so selected shall serve until the next Annual General Meeting and will be eligible for re-election.
- 13.5 Twelve shall form a quorum for Committee meetings. The Master or their appointed deputy shall take the chair and shall have the casting vote. Any elected member of the Committee who shall be absent from three consecutive meetings of the Committee without in every case having previously obtained the assent of the Committee to their absence shall cease *ipso facto* to be a member of it.
- 13.6 The election of the Master, the Officers of the Guild and the other members of the Committee shall be confirmed at the Annual General Meeting of the Guild held in accordance with Rule 16.
The Committee shall recommend a list of Officers and other members of the Committee to the Annual General Meeting. In doing so, the Committee will consider the advisability of Honorary Officers serving for more than five years; and will be guided by the willingness of the Honorary Officer to serve for a longer period, the availability of alternative candidates, and the need for a regular rotation of officers.
- 13.7 All other nominations for any vacancies on the Committee (including both Officers and other Committee positions) must be received by the last day of October with a declaration signed by the candidate that they are willing to stand. If there are more candidates than vacancies, there shall be a vote at the Annual General Meeting.
The Committee shall circulate their own and other nominations for election, in advance of the Annual General Meeting, having first ascertained they are willing to stand. All nominations received, whether from the Committee or from individual members, shall be included in the ballot.
Past-Masters willing to stand for membership of the Committee must inform the Guild Secretary by the last day of October. If more than three wish to stand there shall be a vote at the Annual General Meeting.
- 13.8 If contested, the election of members of the Committee at the Annual General Meeting shall be determined by secret ballot, including both the votes of those present and the proxy votes of those who have returned in a completed proxy voting form to the Guild Secretary at least 24hrs before the meeting. Two Scrutineers shall be appointed by the Committee (who shall not be members of the Committee) to count the votes.
The results of the ballot shall be announced and the Scrutineers' report given at the Annual General Meeting. The newly elected Committee shall take office on the first day of January following.

RULE 14. THE MASTER

- 14.1 Each year the Guild will appoint a Member to the office of Master for a period of one year. He or she will have the following duties:
- To select and arrange speakers for the Ordinary Guild Meetings with the help of the Honorary and Guild Secretaries
 - To choose and arrange a Summer Outing
 - To chair the Ordinary Meetings, the Committee Meetings and the Annual General Meeting.
- 14.2 The Master shall be appointed as Master-Elect for two years before taking up the role of Master. The appointment of each year's Master-Elect shall be confirmed by the Guild's Annual General Meeting at the same time as the Officers and Committee members.
- In preparation for the appointment, the Hon Secretaries, in consultation with an informal gathering of Past-Masters, will sound out potential candidates for the Mastership and propose a Master-Elect, firstly to the Committee and subsequently to the ANNUAL GENERAL MEETING, along with the recommendations for Officers and Committee Members.
- Other nominations may be made for the post of Master-Elect/Master (under Rule 13.7). They must be made in writing, signed by at least three other members and include a statement that the candidate has consented to serve. It must be received by the Guild Secretary or Honorary Secretaries not later than the last day of October before the Annual General Meeting.
- 14.3 The Honorary Secretaries shall give notice of this Rule every year at the first Ordinary Meeting after the summer recess and shall be responsible for due nomination of at least one candidate.
- 14.4 If more than one candidate for Master is nominated, the names of the candidates shall be entered on a ballot paper at the same time as the ballot paper for the Committee and Officers. Elections shall be effected by the voting of those present and the proxy votes of those who have filled in a proxy voting form. If only one candidate is nominated, the Master, as chairman of the Annual General Meeting, shall announce their uncontested election.
- 14.5 In any contested election for the Mastership, the votes shall be counted by two Scrutineers appointed by (but not members of) the Committee. The election will be by a simple majority of the votes cast. In the event of a tie, the result will be decided by the casting vote of the Master.
- 14.6 The final result of any election shall be reported by the Scrutineers to the Master who shall declare it to the Guild Annual General Meeting.
- 14.7 A Master-Elect shall serve on the Committee for two years as Master-Elect, one as Master and one as immediate Past-Master, taking the chair at the first meeting of their Master's year.

14.8 In the event of the death or retirement of a Master-Elect whose Mastership is less than twelve months away, the other Master-Elect shall proceed to that position.

In the event of the death or retirement of a Master-Elect whose Mastership is more than twelve months away, the Guild shall proceed to elect as soon as possible a replacement, in accordance with the foregoing provisions relating to the election of a Master.

14.9 In these Rules the word 'Master' shall where necessary include the Acting-Master in the chair.

RULE 15. PAST-MASTER

15.1 At the expiration of their year of office, the Master shall be termed Past-Master. They shall be ex-officio a member of the Committee for the year succeeding that of their Mastership; and shall thereafter be eligible to serve on the Committee as one of the three Past-Masters under Rule 13.2

RULE 16. ANNUAL GENERAL MEETING

16.1 The Annual General Meeting shall generally be held early in December (but in any case not more than fifteen months after the previous Annual General Meeting) under the chairmanship of the Master. It will receive Reports from the Officers of the Guild; approve an Auditor for the ensuing year; and consider any other business of which notice shall have been given.

16.2 Resolutions by Members may be made at the Annual General Meeting or at a Special General Meeting. Any Member who wishes to make a resolution shall give notice of such a resolution by sending it to the Guild Secretary or Honorary Secretaries at least twenty-eight days before the meeting.

16.3 The minutes of the Annual General Meeting and the results of the elections shall be circulated before the first Ordinary Meeting of the New Year, and again along with the notice for the following year's Annual General Meeting.

RULE 17 SPECIAL GENERAL MEETING

17.2 A special or extraordinary General Meeting of the Guild may be summoned by the Committee for special business at any time on fourteen days' notice.

17.3 The Master shall also call a special or extraordinary General Meeting, if called upon to do so at the written request of twelve members.

17.4 At such a General Meeting, all Members of the Guild present, whether Ordinary, Honorary or Associate Members, shall be entitled to vote, each Member having one vote. The assenting votes of at least two-thirds of those present and voting, and in any case not less than twenty-five members, shall be required to carry a resolution. Such a resolution may be subject to Rule 29.1.

RULE 18. ART WORKERS' GUILD TRUSTEES LIMITED

- 18.1 The house property, investments and other funds of the Guild are held by a private charitable company entitled Art Workers Guild Trustees Ltd which acts as the Trustees for the Guild for the benefit of the Guild. The Company is governed by a Memorandum and Articles of Association, copies of which shall be made available for inspection by any member on request.
- 18.2 The Capital of the Company is £10 divided into ten shares of £1 each.
- 18.3 There shall be ten Directors of the Company who shall also be the shareholders. All must be members of the Guild. Seven of the Directors ('the Nominated Directors') one of whom shall be Honorary Treasurer, shall be appointed to hold office for a term of five years under the procedure laid down in the Articles of Association and are eligible for appointment, but shall only be appointed or re-appointed with the approval of the Guild's Committee and after the ratification of the Guild at the Annual General Meeting (save for those Directors co-opted by the other Directors in accordance with the Company's Articles of association).
- Each of the following Officers of the Guild for the time being (if not already a Nominated Director) shall hold office as ex officio Directors: the Master, the senior Master-Elect, and the Immediate Past-Master.
- Anyone who has ceased to be a Director of the Company shall be bound to transfer their share in the Company to the person taking their place as a Director.
- The Shareholders and Directors shall hold their shares and serve as officers of the Company and shall administer the house property, investments and other funds of the Guild as trustees for the benefit of the Guild.
- 18.4 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be six. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 18.5 An Auditor or independent examiner, not being a member of the Guild, shall be appointed by the Shareholders of the Art Workers Guild Trustees Ltd subject to the approval of the Guild.
- The Auditor or independent examiner shall make up and sign the Annual Balance Sheet before it is presented to the members.
- 18.6 The Company's Annual Balance Sheet and Accounts as certified by the Auditor or independent examiner shall show the whole of the finances of the Guild.

RULE 19. PRESENTATION OF ACCOUNTS

- 19.1 Subject to the provisions of Rule 18, the Honorary Treasurer shall have charge of all assets, moneys and funds of the Guild, and shall present the Audited Accounts for the preceding financial year at each Guild Annual General Meeting or at some other meeting at a convenient time to be chosen by them with the approval of the Committee.
Copies of the Audited Accounts shall be available for all members present at such meeting and be available on request to every member of the Guild.

RULE 20. SECRETARIES AND PAID STAFF

- 20.1 The Art Workers Guild Trustees Ltd shall employ the Guild Secretary, Assistant Secretary, House Manager and any other paid staff as the Directors of the Company shall consider necessary, determining their conditions of service, tax and pension arrangements. The Committee shall have the power to make recommendations to the Trustees in this regard.

RULE 21. MINUTES

- 21.1 The Honorary Secretaries shall keep books in which the minutes of the meetings of the Guild and all Committees shall be entered.
- 21.2 The minutes of the meetings will be saved in the electronic archive and published as part of the annual publication, Proceedings & Notes.
- 21.3 At the Annual General Meeting there shall be read the Minutes of the last Annual General Meeting.

RULE 22. ORDINARY MEETINGS

- 22.1 Ordinary Meetings shall be held in each month except during the summer recess. The programme for meetings for the year beginning in January shall be approved by the Committee. The coming year's programme, with dates and chosen subjects, shall be sent to each member as early as possible in the New Year.

RULE 23. EXTRA MEETINGS

- 23.1 The Committee may also arrange for such extra meetings as may be desirable at which no formal business shall be transacted. The Honorary Secretaries shall duly announce the dates of such meetings. Visitors may be invited to extra meetings unless the contrary is stated in the notice.
- 23.2 The Committee shall have the power to designate any Ordinary Meeting as an Open Meeting, attendance at which shall be open to visitors. Notices of Open Meetings may be advertised in the press and in other ways

RULE 24. SUMMER OUTING

A day in June or July shall be set for a Country Meeting or Summer Outing to be held at such time and place as shall be determined by the Master.

RULE 25. MEMBERS' GUESTS

25.1 A Member may invite no more than four guests to each Ordinary Meeting, except with the consent of the Master. Their names shall be entered in the attendance book kept for that purpose. Guests may be asked to withdraw during the transaction of private business. Members inviting guests shall make monetary contribution as may be determined from time to time at the Guild's Annual General Meeting. The Master shall have the right to invite a larger number of guests.

RULE 26. PUBLIC ACTION

- 26.1 A resolution pledging the Guild to public action may be proposed at a Special General Meeting called for that purpose, seven days' notice of the resolution having been sent to each member.
- 26.2 The discussion of the resolution may be adjourned to an Ordinary Meeting or to a Special Meeting of the Guild as may appear to those present to be more appropriate.
- 26.3 The assenting votes of at least two-thirds of those present being no less than twenty-five members shall be required to carry any resolution under this Rule.
- 26.4 Nothing in this Rule shall debar the Master in consultation with the Honorary Secretaries from writing letters or issuing statements for publication on matters that are the legitimate concern of the Guild.

RULE 27. THE GUILD CHEST

- 27.1 The benevolent fund of the Guild is called the Guild Chest, and consists of the donations, which have been made to it by members from time to time. Members may be invited to contribute at the first Ordinary Meeting of the New Year.
- 27.2 The fund is administered by the Trustees of the Guild Chest. Loans and grants are made at the discretion of the Guild Chest Trustees to members or their dependents, in need of assistance. The consent of the Master is necessary for the Trustees of the Chest to make a grant. The audited accounts of the Chest shall be presented with the Annual Report of the Guild. All transactions with this fund are otherwise strictly confidential.
- 27.3 The three Trustees of the Chest shall be appointed by the Master. Their term of office will be three years, one Trustee stepping down each year to ensure continuity. In special circumstances a Trustee of the Chest may be re-

appointed for a further period of no more than three years, at the discretion of the Master.

27.4 The Chest forms no part of the funds of the Guild referred to in Rules 18 & 19.

RULE 28. ALTERATIONS OF THE RULES

28.1 These Rules (which together with the Trust's Articles of Association lay out the governance of the Guild) may only be changed at an Annual General Meeting, a Special General Meeting, or under the procedure laid down in Rule 29. In every case fourteen days' notice of the proposed business shall be sent to every member.

The assenting votes of at least two-thirds of those present and voting, and in any case not less than twenty-five members, shall be required to carry any alteration under this Rule.

RULE 29. ALTERATION OF THE RULES BY POSTAL BALLOT

29.1 If after reasonable discussion by the members at the ANNUAL GENERAL MEETING or a Special General Meeting of the Guild, any alteration of the Rules or any resolution is proposed that would, if carried, affect the character of the Guild and the fulfilment of its objects, the Master shall, on receipt of a request in writing signed by at least fifteen members, require a Postal Ballot to be taken of the members. The text of the proposed alteration shall then be sent by post to every member, and shall be accompanied by a brief factual statement approved by the Master and Committee stating the purpose of the alteration and providing a Ballot Paper with appropriate return envelopes. The member will record their vote by marking 'Yes' or 'No' as the case may be on the Ballot Paper and placing it in a plain sealed envelope, which shall be sent to the Secretary enclosed in another envelope which shall be signed on the outside with the member's name. After verification of the signature, the inner envelope shall be immediately withdrawn and placed in a Ballot Box or other secure receptacle.

A period of no less than fourteen days shall be allowed for the Members to record their votes. The Master shall appoint two Scrutineers from among the Ordinary Members. On the expiry of the time for voting, the Scrutineers shall take charge of the voting papers, and after counting them shall report the result of the voting to the Master, who shall announce it at the next Ordinary Meeting

29.2 The assenting votes of no less than two-thirds of the members voting and a minimum of 25 members, invalid papers being disregarded, shall be required to carry any alteration of the Rules.

RULE 30. NON-RECEIPT OF NOTICE

Where notice of a meeting or of any other business is required to be sent to a member, it shall be posted to the address of that member as registered in the books of the Guild. The non-receipt by them of such notice shall not invalidate any decision reached at the meeting in question.

RULE 31. WINDING UP

The winding up of the Guild shall be subject to a Resolution proposed by the Committee at a General Meeting and subject to the same provisions as for alterations of these Rules. In the event of the winding up of the Guild and after the satisfaction of all its debts and liabilities, the assets, including the Guild Chest, shall be transferred to such one or more charitable institutions, having objects reasonably similar to those of the Guild, as shall be chosen by the Committee and approved by the meeting at which the decision to dissolve the Guild is confirmed.