



Constitution of the Guild of Battlefield Guides Limited

1

The Guild of Battlefield Guides Limited in this document is called the "Guild".

Interpretation

2

In the Constitution:

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

"The Constitution" means the Guild's Constitution;

"The Guild" means the company intended to be regulated by the Constitution;

"Clear days" in relation to the period of a notice means a period excluding:

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

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Guild;

"The Members of Council" means the Members of Council of the Guild.

"Document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"Electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"Officers" includes the Members of Council;

"The seal" means the common seal of the Guild if it has one;

"The United Kingdom" means Great Britain and Northern Ireland; and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the Constitution have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Guild.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Objects

3

The Guild's objects ("Objects") are specifically restricted to the following:

- (1) Analyse, develop and raise the understanding and practice of battlefield guiding
- (2) Promote the education of battlefield visitors and students in military heritage

Powers

4

The Guild has power to do anything, which is calculated to further Its Object(s) or is conducive or incidental to doing so. In particular, the Guild has power:

- (1) To raise funds. In doing so, the Guild must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (2) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) To sell, lease or otherwise dispose of all or any part of the property belonging to the Guild;
- (4) To borrow money and to charge the whole or any part of the property belonging to the Guild as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation;
- (5) To co-operate with charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) To establish or support any charitable trusts, associations or institutions formed for any of the purposes included in the Objects;
- (7) To acquire, merge with or to enter into any partnership or joint venture arrangement with any other body;
- (8) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) To employ and remunerate such staff as are necessary for carrying out the work of the Guild. The Guild may employ or remunerate a Member of Council only to the extent it is permitted to do so by article 5 and provided it complies with the conditions in that article;
- (10) To:
 - (a) Deposit or invest funds;
 - (b) Employ a professional fund-manager; and
 - (c) Arrange for the investments or other property of the Guild to be held in the name of a nominee;

In the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (11) To provide indemnity insurance for the Members of Council;
- (12) To pay out of the funds of the Guild the costs of forming and registering the Guild as a company;

Application of income and property

Universal clauses

5

- (1) The income and property of the Guild shall be applied solely towards the promotion of the Objects.
- (2)
 - (a) A Member of Council is entitled to be reimbursed from the property of the Guild or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Guild.
 - (b) A Member of Council may benefit from indemnity insurance cover purchased at the Guild's expense.

(c) A Member of Council may receive an indemnity from the Guild in the circumstances specified in article 53.

(3) None of the income or property of the Guild may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Guild. This does not prevent a member who is not also a Member of Council receiving:

(a) A benefit from the Guild in the capacity of a beneficiary of the Guild;

(b) Reasonable and proper remuneration for any goods or services supplied to the Guild.

Members of Council' benefits

6

No Member of Council or connected person may buy goods or services from the Guild on terms preferential to those applicable to other members of the public.

Members

7

(1) Membership is open to any individuals or organisations who:

(a) Apply to the Guild in the form required by the Members of Council; and

(b) Are approved by the Members of Council.

(2) (a) The Members of Council may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Guild to refuse the application.

(b) The Members of Council must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(c) The Members of Council must consider any written representations the applicant may make about the decision. The Members of Council' decision following any written representations must be notified to the applicant in writing but shall be final.

(4) Membership is not transferable.

(5) The Membership Secretary must keep a register of names and addresses of the members.

Classes of membership

8

(1) The Members of Council may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

(2) The provisions in the Constitution about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of membership

9

Membership is terminated if:

(1) The member dies or, if it is an organisation, ceases to exist;

(2) The member resigns by written notice to the Guild unless, after the resignation, there would be less than two members;

- (3) Any sum due from the member to the Guild is not paid in full within three months of it falling due;
- (4) The member is removed from membership by a resolution of the Members of Council that it is in the best interests of the Guild that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Members of Council at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Guild) has been allowed to make representations to the meeting.

General meetings

10

An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.

11

The Members of Council may call a general meeting at any time.

Notice of general meetings

12

- (1) The minimum periods of notice required to hold a general meeting of the Guild are:
 - (a) Twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - (b) Fourteen clear days for all other general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 19.
- (4) The notice must be given to all the members and to the Members of Council.

13

The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Guild.

Proceedings at general meetings

14

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
 - (a) 5 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
 - (b) one tenth of the total membership at the time whichever is the greater.

- (3) The authorised representative of a member organisation shall be counted in the quorum.

15

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

16

- (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Members of Council.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Member of Council nominated by the Members of Council shall chair the meeting.
- (3) If there is only one Member of Council present and willing to act, he or she shall chair the meeting.
- (4) If no Member of Council is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

17

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

18

- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- (a) By the person chairing the meeting; or
- (b) By at least two members present in person or by proxy and having the right to vote at the meeting; or
- (c) By a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Guild but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Content of proxy notices

19

- (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which -
 - (a) States the name and address of the member appointing the proxy;
 - (b) Identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Members of Council may determine; and
 - (d) Is delivered to the Guild in accordance with the Constitution and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Guild may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as -
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

20

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Guild by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Guild a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

Written resolutions

21

- (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon had it been proposed at a general meeting shall be effective provided that:
- (a) A copy of the proposed resolution has been sent to every eligible member;
 - (b) A simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - (c) It is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

Votes of members

22

Subject to article 7, every member, whether an individual or an organisation, shall have the following votes once they have been members for more than twelve months;

- (a) Members, 1 vote
- (b) Badged members, 2 votes

23

Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

24

- (1) Any organisation that is a member of the Guild may nominate any person to act as its representative at any meeting of the Guild.
- (2) The organisation must give written notice to the Guild of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Guild. The representative may continue to represent the organisation until written notice to the contrary is received by the Guild.
- (3) Any notice given to the Guild will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Guild shall not be required to consider whether the representative has been properly appointed by the organisation.

Members of Council

25

- (1) A Member of Council must be a natural person aged 16 years or older.
- (2) No one may be appointed a Member of Council if he or she would be disqualified from acting under the provisions of article 34.

26

The number of Members of Council shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

Powers of Members of Council

27

- (1) The Members of Council shall manage the business of the Guild and may exercise all the powers of the Guild unless they are subject to any restrictions imposed by the Companies Acts, the Constitution or any special resolution.
- (2) No alteration of the Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Members of Council.
- (3) Any meeting of Members of Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Members of Council.

Retirement of Members of Council

28

If a Member of Council is required to retire at an annual general meeting by a provision of the Constitution the retirement shall take effect upon the conclusion of the meeting.

Appointment of Members of Council

29

The Guild may by ordinary resolution appoint a person who is willing to act to be a Member of Council.

30

No person may be appointed a Member of Council at any general meeting unless:

- (1) He or she is recommended for re-election by the Members of Council; or
- (2) Not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Guild is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a Member of Council;
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.

31

All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Member of Council.

32

- (1) The Members of Council may appoint a person who is willing to act to be a Member of Council.
- (2) A Member of Council appointed by a resolution of the other Members of Council must retire at the next annual general meeting.

33

The appointment of a Member of Council, whether by the Guild in general meeting or by the other Members of Council, must not cause the number of Members of Council to exceed any number fixed as the maximum number of Members of Council.

Disqualification and removal of Members of Council

34

A Member of Council shall cease to hold office if he or she:

- (1) Ceases to be a Member of Council by virtue of any provision in the Companies Acts or is prohibited by law from being a Member of Council;
- (2) Ceases to be a member of the Guild;
- (3) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) Resigns as a Member of Council by notice to the Guild (but only if at least two Members of Council will remain in office when the notice of resignation is to take effect); or
- (5) Is absent without the permission of the Members of Council from all their meetings held within a period of six consecutive months and the Members of Council resolve that his or her office be vacated.

Remuneration of Members of Council

35

The Members of Council must not be paid any remuneration unless it is authorised by article 6.

Proceedings of Members of Council

36

- (1) The Members of Council may regulate their proceedings as they think fit, subject to the provisions of the Constitution.
- (2) Any Member of Council may call a meeting of the Members of Council.
- (3) The secretary (if any) must call a meeting of the Members of Council if requested to do so by a Member of Council.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- (6) A meeting may be held by suitable electronic means agreed by the Members of Council in which each participant may communicate with all the other participants.

37

- (1) No decision may be made by a meeting of the Members of Council unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Members of Council in which a participant or participants may communicate with all the other participants.
- (2) The quorum shall be two or the number nearest to one-third of the total number of Members of Council, whichever is the greater, or such larger number as may be decided from time to time by the Members of Council.
- (3) A Member of Council shall not be counted in the quorum present when any decision is made about a matter upon which that Member of Council is not entitled to vote.

38

If the number of Members of Council is less than the number fixed as the quorum, the continuing Members of Council or Member of Council may act only for the purpose of filling vacancies or of calling a general meeting.

39

- (1) The Members of Council shall appoint a Member of Council to chair their meetings and may at any time revoke such appointment.

- (2) If no-one has been appointed to chair meetings of the Members of Council or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Members of Council present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Members of Council shall have no functions or powers except those conferred by the Constitution or delegated to him or her by the Members of Council.

40

- (1) A resolution in writing or in electronic form agreed by a simple majority of all the Members of Council entitled to receive notice of a meeting of Members of Council or of a committee of Members of Council and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Members of Council or (as the case may be) a committee of Members of Council duly convened and held provided that:
 - (a) A copy of the resolution is sent or submitted to all the Members of Council eligible to vote;and
 - (b) A simple majority of Members of Council has signified its agreement to the resolution in an authenticated document or documents, which are received at the registered office within the period of 28 days beginning with the circulation date.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Members of Council has signified their agreement.

Delegation

41

- (1) The Members of Council may delegate any of their powers or functions to a committee of two or more Member but the terms of any delegation must be recorded in the minute book.
- (2) The Members of Council may impose conditions when delegating, including the conditions that:
 - (a) The relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) No expenditure may be incurred on behalf of the Guild except in accordance with a budget previously agreed with the Members of Council.
- (3) The Members of Council may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Members of Council.

Declaration of Members of Council' interests

42

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

Conflicts of interests

43

- (1) If a conflict of interests arises for a Member of Council because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Constitution, the unconflicted Members of Council may authorise such a conflict of interests where the following conditions apply:
 - (a) The conflicted Member of Council is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) The conflicted Member of Council does not vote on any such matter and is not to be counted when considering whether a quorum of Members of Council is present at the meeting; and
 - (c) The unconflicted Members of Council consider it is in the interests of the Guild to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict, which does not involve a direct or indirect benefit of any nature to a Member of Council or to a connected person.

Validity of Members of Council' decisions

44

- (1) Subject to article 44(2), all acts done by a meeting of Members of Council, or of a committee of Members of Council, shall be valid notwithstanding the participation in any vote of a Member of Council:
 - (a) Who was disqualified from holding office;
 - (b) Who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) Who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if without:
 - (d) The vote of that Member of Council; and
 - (e) That Member of Council being counted in the quorum; the decision has been made by a majority of the Members of Council at a quorate meeting.
- (2) Article 44(1) does not permit a Member of Council or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Members of Council or of a committee of Members of Council if, but for article 47(1), the resolution would have been void, or if the Member of Council has not complied with article 41.

Seal

45

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

Minutes

46

The Members of Council must keep minutes of all:

- (1) Appointments of officers made by the Members of Council;
- (2) Proceedings at meetings of the Guild;
- (3) Meetings of the Members of Council and committees of Members of Council including:
 - (a) The names of the Members of Council present at the meeting;
 - (b) The decisions made at the meetings; and
 - (c) Where appropriate the reasons for the decisions.

Accounts

47

- (1) The Members of Council must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Members of Council must keep accounting records as required by the Companies Acts.

Means of communication to be used

48

- (1) Subject to the Constitution, anything sent or supplied by or to the Guild under the Constitution may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Guild.
- (2) Subject to the Constitution, any notice or document to be sent or supplied to a Member of Council in connection with the taking of decisions by Members of Council may also be sent or supplied by the means by which that Member of Council has asked to be sent or supplied with such notices or documents for the time being.

49

Any notice to be given to or by any person pursuant to the Constitution:

- (1) Must be in writing; or
- (2) Must be given in electronic form.

50

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

51

A member present in person at any meeting of the Guild shall be deemed to have received notice of the meeting and of the purposes for which it was called.

52

- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) In the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

53

- (1) The Guild shall indemnify any Member of Council against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) In this article a "relevant Member of Council" means any Member of Council or former Member of Council of the Guild.

Rules

54

- (1) The Members of Council may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Guild.
- (2) The bye laws may regulate the following matters but are not restricted to them:
 - (a) The admission of members of the Guild (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) The conduct of members of the Guild in relation to one another, and to the Guild's employees and volunteers;
 - (c) The setting aside of the whole or any part or parts of the Guild's premises at any particular time or times or for any particular purpose or purposes;
 - (d) The procedure at general meetings and meetings of the Members of Council in so far as such procedure is not regulated by the Companies Acts or by the Constitution;
 - (e) Generally, all such matters as are commonly the subject matter of company rules.
- (3) The Guild in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The Members of Council must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Guild.
- (5) The rules or bye laws shall be binding on all members of the Guild. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Constitution.

Dissolution

55

- (1) The members of the Guild may at any time before, and in expectation of, its dissolution resolve that any net assets of the Guild after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Guild be applied or transferred in any of the following ways:
 - (a) Directly for the Objects; or
 - (b) By transfer to any Guild or charities for purposes similar to the Objects; or
 - (c) To any Guild or charities for use for particular purposes that fall within the Objects.

- (2) Subject to any such resolution of the members of the Guild the Members of Council of the Guild may at any time before and in expectation of its dissolution resolve that any net assets of the Guild after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Guild be applied or transferred:
 - (a) Directly for the Objects; or
 - (b) By transfer to any Guild or charities for purposes similar to the Objects; or
 - (c) To any Guild or charities for use for particular purposes that fall within the Objects.