

TITLE: Articles of Association		
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SCOPE

This document contains the Articles of Association of the UKFCG plus proxy and officer nomination forms.

ARTICLES OF ASSOCIATION
of
UNITED KINGDOM FACET CUTTERS' GUILD

0.0 Modification to Articles of Association

- 0.1 As we are not a registered company these Articles are not registered.
- 0.2 Once these Articles are ratified by the members, they may only be modified at an Annual General meeting following a written Proposal of Change, a seconder and a vote of the membership.

1.0 Terminology

In these Articles the following terminology is used;-

Committee member. A committee member is any member of the Guild who has been voted into a position of responsibility within the Guild, example Chairman, or a member who has been co-opted into a position of responsibility within the Guild.

Co-opted committee member. This is a member of the Guild who has been selected by the main committee to perform a particular function within the structure of the Guild, example editor. The member will have expressed his willingness to perform the function. The responsibilities of co-opted members is defined outside this document. A co-opted position can be created, changed or eliminated by the committee without reference to the wider membership.

General Meeting. A meeting to which all members are invited.

Guild. The United Kingdom Facet Cutters' Guild.

Member. A person who has a valid current subscription or where the subscription has expired less than two months previously.

Membership Panel. The membership secretary plus two committee members seconded from the membership.

Officers. These comprise; Chairman, Secretary, and Treasurer.

Term. A term is the period between one AGM and the next.

2.0 Objectives

- 2.1 To promote, within the United Kingdom, by means of communication, education and competition, the art and craft of facet cutting and the study of materials and techniques used for the purpose of facet cutting. Also to encourage interaction and communication with other like minded people and associations, world-wide.
- 2.2 To promote the appreciation and use of British minerals for faceting purposes.
- 2.3 To organise competitions in the craft of facet cutting and related fields.
- 2.4 To organise education in the form of exhibitions, seminars, classes, access to literature and modern technology, to improve understanding and awareness of faceting. To establish a library of books and videos relevant to faceting for loan to members, on payment of postal

expenses, as resources permit.

- 2.5 To publish information of value or interest to the membership on any appropriate or convenient medium.
- 2.6 To encourage the formation of regional branches, where a sufficient number of facet cutters reside within a regional area.
- 2.7 The Guild shall be non profit making. All income in excess of expenditure shall be used to promote the art/craft of facet cutting.

3.0 Membership

3.1 Application

Anyone may apply for membership. Application for membership shall be made in writing to the membership secretary using the standard Application Form. Each application will be considered by the membership panel and shall be approved or rejected by a simple majority. The membership panel shall not be required to give any reason for rejection. On approval, the applicant will be informed in writing.

There will be four classes of membership;

- a) Ordinary member.
- b) Joint members. (Two people at the same address)
- c) Young person membership.(less than 16 years of age).
- d) Foreign members. As Ordinary members but the membership subscription [may](#) be different to reflect the additional cost of postage on the newsletter.

3.2 Benefits of membership

- a) At least four news letters each year.
- b) Communication with other members
- c) Opportunities for appraisal of cutting techniques and grading of cutting ability.
- d) Opportunities to borrow relevant reading or video material paying postage charges only.
- e) Advantageous rates, where these can be negotiated, on equipment and materials.

3.3 Subscription period.

Membership shall run from 1st.May to the 30th.April with two months grace period. If the renewal subscription is not paid by 1st.July the membership will be deemed to have lapsed and no voting rights will remain. A renewal reminder will be sent out with the April newsletter. New members joining during the year, will pay a full subscription to receive all back copies of the newsletter for the current year and a current copy of the Membership Directory.

3.4 Subscriptions

The annual subscriptions shall be reviewed from time to time and will be notified on the application forms.

3.5 Register of members

A register of members shall be maintained by the membership secretary. The register will contain name, current address and telephone number together with other information supplied on the application form. Members should advise the membership secretary of any change of address, or other relevant information, as soon as possible. The register will not be published.

3.6 Directory of members

In addition to the register the membership secretary will maintain a directory of members. The

directory will contain only that information which members agree to make public. A current directory will be sent to members, nominally once a year.

3.7 Cessation of membership

Membership will automatically cease on the 1st of July following completion of the last paid up membership year, or part year, if the subscription for the current year is unpaid.

4.0 General Meetings

4.1 An Annual General Meeting will be held each year to coincide with the Harrogate Gem Show unless the Officers are convinced that there is a good reason for change.

4.2 Additional general meetings may be called by the Chairman, or by the Secretary, if so requested by 20% of the members in writing. The venue and date for these additional general meetings will be at the discretion of the caller of the meeting.

4.3 A comprehensive agenda will be provided by the secretary to all members for all general meetings. In addition a copy of the financial statement will be provided by the treasurer for the AGM. Comprehensive minutes will be produced for all general meetings and will be distributed to all members.

4.4 The agenda, minutes and financial statement may be distributed by means of the newsletter. Notice of general meetings, including the agenda shall be provided at least 15 days before the meeting is due to take place. Minutes shall be available within 30 days of the meeting, or with the next issue of the newsletter, whichever is the later.

4.5 a) Financial business may only be transacted at a general meeting if a quorum of members is present when the meeting is opened.

b) 20% of membership, present in person or by proxy, shall constitute a quorum.

c) If a quorum as defined in 4.5 b) is not present when the meeting is due to open, a vote shall be taken from members present as to whether the members present plus proxy members present, shall constitute a quorum for this meeting, for non financial business only. An affirmative vote shall be at least 76% of members present, which shall not be less than five actual members. The result of the vote shall be recorded in detail in the minutes.

4.6 The business of an Annual General Meeting shall include;

a) To agree and adopt the minutes of the previous Annual General Meeting,

b) To receive the reports from the Chairman and Secretary of the guild to the members.

c) To receive and consider the Treasurer's report and to review and approve the Financial Statement.

d) To elect Officers as appropriate. Nomination and ballot papers will have previously been sent to all members. Returned ballot will be with the secretary.

e) To deal with Any Other Business raised by members.

4.7 The Chairman shall take the chair at all General Meetings. In his absence the chair will be taken by the Vice Chairman. In the absence of the Vice Chairman the Secretary will take the chair. In his absence the Treasurer will take the chair. In the event of all officers being absent a vote among members present will decide who takes the chair for that meeting.

4.8 a) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a count is demanded by;

i) The Chairman,

ii) At least three members present in person.

b) If no count is demanded the vote shall be recorded in the minutes as;

i) Passed unanimously,

ii) Passed with a particular majority

iii) Failed.

c) If a count is demanded it shall be taken immediately. The absolute result of the count

- shall be recorded in the minutes. A simple majority is required to pass a resolution.
- d) In the event of an equal number of votes on each side of a resolution the Chairman of the meeting at which the count is conducted shall have a casting vote in addition to his deliberative vote.
- 4.9 Each member shall have one vote. Joint members shall have one vote each, in person or by proxy.
- 4.10 a) The document appointing a proxy shall be signed by the appointer and shall specify the manner in which the proxy is to vote on a particular resolution. Appendix 1 shows the form to be used for conferring proxy authority.
- b) The proxy document will be lodged with the secretary of the meeting at least 24 hours before the meeting is scheduled to start.

5.0 Office Bearers

- 5.1 a) The Office bearers of the Guild shall consist of;
- i) Chairman
 - ii) Secretary
 - iii) Treasurer
- They shall all retire at the first Annual General Meeting but shall be eligible for re-election.
- Where additional help is required, (agreeable) members will be appointed, or additional tasks will be undertaken by the existing Officers. An example of each would be (i) a member requested to act as a Librarian, and (ii) the Chairman acting as the competition secretary, respectively.
- 5.2 a) At the first Annual General Meeting of the Guild the following Office Bearers shall be elected from the nominated members of the guild and shall hold office for the following terms;
- | | |
|----------------|---------|
| i) Chairman | 3 terms |
| ii) Secretary | 1 term |
| iii) Treasurer | 2 terms |
- This is to ensure that not more than one new officer is elected in any one year.
- b) At the appropriate Annual General Meeting when these terms expire, each Office Bearer shall retire but will be eligible for re-election. At that time each Office Bearer shall be elected for a three term period, after which they shall retire but be eligible for re-election.
- c) Any two members of the Guild shall be at liberty to nominate any other member to serve as an Office Bearer.
- d) The nomination shall be in writing and signed by the nominated member, his/her proposer and seconder and be lodged with the Secretary at least 60 days before the Annual General Meeting at which the election will take place.
- e) A list of the names of candidates for each position will be sent to all members not less than thirty days before the Annual General Meeting at which the election is to take place, requesting proxy votes from members unable to attend the AGM in person. See section 4.10 above for details of proxy voting.
- f) By unanimous vote the current Office Bearers may at any time appoint a member, either as an addition to the existing Office Bearers or to fill a vacancy in the ranks of the original Office bearers. Such an appointment would only be valid until the following Annual General Meeting at which time he/she would be eligible for re-election.
- g) The Guild may, by special resolution, remove any Office Bearer before the expiration of his/her period of office and may, by resolution, appoint another person in his/her stead.

See Appendix 2 for a representative Nomination paper.

- h) Any officer or co-opted committee member who wishes to relinquish his position before the normal end of his tenure, should attempt to give the Guild at least three months notice of his intention so that a replacement may be found and trained.
- i) In addition to the executive office bearers identified in 5.1.a above the committee may appoint a committee member as Vice Chairman. This person will stand in for the Chairman, as required, or perform the functions of the Chairman in the event of the elected Chairman being unable to continue his duties, or being removed (see 5.2.g) before a new Chairman can be elected. The position of Vice Chairman will be non executive.
- j) The replacement of any office bearer, either in the normal course of events or as the result of exceptional circumstances, will be by the nomination and voting process available to all members. If only one person is nominated for a position (as opposed to being re elected) the voting paper will provide an alternative; e.g. yes/no. In the event of an unexpected replacement the voting need not take place at an AGM.

5.3 Remuneration.

- a) All positions are honorary.
- b) Out of pocket expenses for stationary and postage will be reimbursed by the treasurer, on production of receipts. Other small purchases may be reimbursed at the discretion of the treasurer.
- c) Specific items of expenditure which would not be classed as consumables, must be approved by all the office bearers.
- d) Travelling and subsistence expenses will not be reimbursed.
- e) Any excess of income over expenditure will be used in the best interests of the educational aims and objectives of the Guild.

5.4 Promotions.

The Office bearers may participate in promotions and competitions offered or financed by the Guild but shall not profit in money or kind from such promotions or competitions.

6.0 Duties of Office Bearers.

6.1 General.

- a) The Office Bearers may prepare, adopt and amend tactical rules for the efficient operation and management of the Guild providing that such rules do not discriminate between members.
- b) The Office Bearers shall not borrow money or enter into an overdraft arrangement without the documented agreement of all the Office Bearers.
- c) No Office Bearer shall be disqualified by his or her office from holding office in another enterprise, provided that the nature of his or her interest in that enterprise is declared, should there be any commercial dealings between the Guild and the other enterprise.
- d) All cheques, bankers drafts and other negotiable instruments shall be signed, endorsed or otherwise executed by the Treasurer **and either** the Chairman **or** the Secretary.
- e) The Office Bearers may meet together for the dispatch of business and regulate such meetings as they think fit provided that minutes are kept of all proceedings of all such meetings. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or the next succeeding meeting.

6.2 Chairman. The Chairman will;

- a) Instruct the secretary to call general meetings and special meetings of the Office Bearers or Committee.
- b) Take the chair at all general meetings or special meetings unless he deputises another to perform this function.
- c) Sign all minutes of meetings after the minutes have been agreed.
- d) Take a leading role in promoting the Guild with other similar associations and visiting personalities.
- e) Assist with the formation of strategy.

6.3 Secretary. The Secretary will;

- a) Take instruction from the Chairman regarding the calling of general and special meetings.
- b) Arrange for nomination and ballot papers to be sent out to members according to the requirements of the Articles.
- c) Distribute agendas for general meetings in accordance with the requirements of these Articles. Also take minutes at the general meetings and distribute these in accordance with the requirements of these Articles.
- d) Maintain communication with other like minded associations at his/her own initiative and on the instructions of the Chairman.
- e) Maintain all Guild documentation and forms in a current state.
- f) Assist with the formation of strategy.

6.4 Treasurer. The Treasurer will;

- a) Open and maintain a current bank account in the name of the United Kingdom Facet Cutters' Guild. Cheques to be signed by the Treasurer and countersigned by either the chairman or secretary. The bank account should not go into debit without the agreement of all three signatories to the bank mandate.
- b) Maintain a record of all income and expenditure in a simple and recognised form, utilising manual methods. If computer stored, then it should be suitably backed up against loss.
- c) Present a Treasurer's report and financial statement at the AGM, audited by a member of the Guild, which shows income and expenditure, cash in hand, balance in bank, and an inventory of stock and equipment, if appropriate..
- d) Agree any insurance requirements with the chairman and secretary, as requested by members from time to time.
- e) Assist with the formation of strategy.

7.0 Winding up

In the event that the Guild is wound up in the future, then all stock will be offered to the members on the basis of a written auction. Surplus stock, after the offer to the members, will be disposed of at the discretion of the Office bearers. Any cash in hand will be donated to a registered charity selected unanimously by the Office Bearers.

8.0 Amendments**8.1 Life Membership.**

In order that some acknowledgement can be made to an individual in recognition of past service to the Guild in particular or the art/craft of faceting in general, a position of Life Member is established. The recipient of this position may or may not be a member of the

Guild.

A nomination for this position may be proposed and seconded by any Guild member/s in good standing, and sent to the secretary at any time, together with a detailed reasoning for the proposal. Such proposals will be acknowledged but no further communication between the proposer and the committee will take place on the matter. While the formal citation will be collectively prepared by the Officers of the Guild, it will be based on the approved "reason for nomination".

A maximum of one Life Member per year may be created. This will be non cumulative. The aggregate number of co existing Life Members will be at the discretion of the committee, taking into account the finances of the Guild at the appropriate time.

The officers of the Guild will decide between them whether any deserving proposals have been received during the previous 12 months. If more than one has been received the officers are required to reduce it to only one.

A secret ballot is then prepared for circulation to all committee members asking a single question, i.e., should the proposed person be accepted as a Life Member? There will be two choices, YES or NO. The ballot papers will be returned unsigned within a predetermined period. Any deficiency in the number of returned papers will be assumed to be a YES vote.

If the proposed person is a committee member, who would normally receive a ballot paper, he or she will be omitted from the voting circulation list.

Two NO votes will mean that the proposal is unsuccessful. This would not preclude the same individual being proposed in the future.

Any new Life Member will be announced at the AGM by the Chairman or his official delegate.

Life Members will not be required to pay the annual membership fee of the Guild, and if they sponsor a joint member the charge for the joint member will be the difference in subscription between the charge for a single membership and the charge for joint membership.

8.2 Gem Show Co-ordinator financial support.

The committee will have the discretion to award the Show Co-ordinator a budget to help defray some of the travelling costs of show managers and show assistants. The amount of the budget for a particular year will be decided at the same committee meeting which agrees the show venues for the following year.

The amount of the budget, for the following year, will depend upon the financial position of the Guild at the time of the award, **not** anticipating any projected income. The amount of the award in any year shall not exceed nominally 10% of unallocated reserves.

The budget will be paid in one payment to the Show Co-ordinator who will be wholly responsible for its distribution. The Show Co-ordinator will advise the treasurer on how the budget was distributed. The overall amount of the budget actually spent will be recorded in the Treasurer's report but no disbursement details will be made generally available. Such details will be provided on a "need to know" basis only. Any budget remaining at the next "budget meeting" will be returned to the Treasurer to become part of the unallocated reserves.

APPENDIX I

UKFCG PROXY VOTING FORM

The forms shown below should be used to convey a proxy vote.

I, the undersigned, authorise#. (name of member exercising the proxy vote) to vote on my behalf at the *Annual General Meeting/*General Meeting of the U.K. Facet Cutters' Guild, to be held on (date of AGM/GM).

The form is to be used as detailed below;
(Give details of "for" or "against" specified resolutions).

Signed:

Print name:

For joint members the second member must also sign, if both joint members wish to be represented on this form.

Signed:

Print name:

The authority may be given to the secretary or a named member who will be present at the AGM.

* Delete that which is not applicable.

Appendix II

UKFCG

The forms shown below should be used to solicit nominations for the UKFCG office bearers. Additional forms may be needed if new offices are created.

UKFCG (date as appropriate)

POSITION OF CHAIRMAN:- _____

Nominated by:

Signature:

Seconded by:

Signature:

Confirm that nominee agrees to be nominated. YES. (tick)

UKFCG (date as appropriate)

POSITION OF TREASURER :- _____

Nominated by:

Signature:

Seconded by:

Signature:

Confirm that nominee agrees to be nominated. YES. (tick)

UKFCG (date as appropriate)

POSITION OF SECRETARY:- _____

Nominated by:

Signature:

Seconded by:

Signature:

Confirm that nominee agrees to be nominated. YES. (tick)
