



**GUILD OF
AIR TRAFFIC
CONTROL
OFFICERS**

RULES

MEMORANDUM & ARTICLES OF ASSOCIATION

THE GUILD OF AIR TRAFFIC CONTROL OFFICERS
JUNE 2009

THE GUILD OF AIR TRAFFIC CONTROL OFFICERS RULES 2009/10

1. INTERPRETATION.

- 1.1 In these Rules the following words or expressions shall have the following meanings respectively:
- 1.2 “The Guild” means The Guild of Air Traffic Control Officers.
- 1.3 “The Profession” means the profession of Air Traffic Control.
- 1.4 “The Executive Board” means the Executive Board for the time being of the Guild.
- 1.5 “The Executive Secretary” means the Executive Secretary for the time being of the Guild.
- 1.6 “Member” embraces all categories of member.
- 1.7 “Month” means calendar month.
- 1.8 “In writing” means written, printed, stamped, typewritten, lithographed or computerised transmission of data or any other means of representing words in visible form.
- 1.9 “Business” means discussion of matters requiring attention that may necessitate a decision within a properly constituted meeting of members of the Guild.
- 1.10 Words importing the singular number include plural or vice versa, and the words denoting the masculine include the feminine unless the context forbids.

2. NAMES AND QUALIFICATIONS OF SEVERAL CATEGORIES OF MEMBERS

- 2.1 For the purpose of determining qualification for membership, the Air Traffic Control Service shall be regarded as having the following four functions: Aerodrome Control; Approach Control; Area Control and Radar Control.
- 2.2 **FULL MEMBER** – A candidate for election as Full Member shall be a British Subject over the age of eighteen and shall at the time of

nomination be qualified in one of the following ways:

- 2.2.1 He shall actually be engaged in the Profession and the holder of a current licence or certificate of competency recognised or issued by Her Majesty's Government that enables him to carry out one or more of the functions of the Air Traffic Control Service.
- 2.2.2 He shall have ceased to practice the Profession but shall have been a Full Member for at least two years.
- 2.2.3 He shall have been an Associate Member for at least three years and, in the opinion of the Executive Board, shall have merited the status of Full Membership by virtue of his professional conduct and experience.

The Guild offers Full and Associate members the option to apply for a refund of 50% of their membership fees for the period when they were absent from work on reduced pay or when their pay has ceased.

2.3 **ASSOCIATE MEMBER (OPERATIONAL)** – A candidate for election as an Associate Member (Operational), shall at the time of nomination, be qualified in the following way:

- 2.3.1 He shall actually be engaged in the Profession and the holder of a current recognized FISO or a current recognised Military Fighter Controller Certificate of Competency, which enables the holder to provide Air Traffic Services.

2.4 **ASSOCIATE MEMBER (NON-OPERATIONAL)** – A candidate for election as an Associate Member (Non Operational) shall be over the age of eighteen and not otherwise qualified for Full or Associate (Operational) Membership and shall at the time of nomination be qualified in one of the following ways:

- 2.4.1 He shall have previously held a Licence or Certificate of Competency recognised or issued by Her Majesty's Government that enabled him/her to provide Air Traffic Control Services.
- 2.4.2 He can prove to the satisfaction of the Executive Board that he previously provided Air Traffic Control Services for which at the time no Licence or Certificate was required.

- 2.4.3 He shall be able to satisfy the Executive Board that he is closely allied to and sincerely interested in the profession of ATC/ATM and that because of his/her special qualifications and/or appointment has a contribution to make to the aims of the Guild.
- 2.5 **RETIRED MEMBER** – By written application and without prejudice to Rule 2.2.2 a Full Member who ceases to be actively engaged in the Profession, or an Associate Member who has satisfied the Executive Board that his situation has made him eligible for the concession shall be admitted to the category of Retired Member. If the individual is to continue in a paid ATC/airport related role then retired membership will not be an option.
- 2.5.1 A Retired Member shall retain the privileges, rights and status of a Full or Associate Member and shall be designated as Retired Member (Full) or Retired Member (Associate).
- 2.6 **STUDENT MEMBER** – A candidate for Student Membership shall normally be a British Subject over the age of eighteen and shall at the time of nomination be qualified in the following manner:
- 2.6.1 He shall actually be engaged in a course of training for the Profession approved by the Executive Board and be able to prove to the satisfaction of the Executive Board through the Central Administration Facility (CAF) that he is so engaged.
- 2.6.1.1 Additionally, if the candidate is a non-British Subject, he shall satisfy the Executive Board through the Central Administration Facility (CAF) that it is his intent, upon successful completion of the approved course to gain a Certificate of Competency within the United Kingdom ATC network.
- 2.6.2 A Student Member may attend and speak at a General Meeting to notice of which he is entitled but shall have no vote.
- 2.6.3 Student Membership shall be terminated in the following circumstances:
- 2.6.3.1 At the end of three years from the commencement of the course of training unless the Executive Board shall authorise an extension of the period.

2.6.3.2 If the Student Member ceases to be actively engaged in training for the Profession.

2.6.3.3 As prescribed by Rule 8.

2.6.4 When a Student Member is known to be eligible for Full Membership, he shall be informed that his name shall be put forward to the next meeting of the Executive Board for election as a Full Member and, if accepted, his membership category and subscription payment will be amended accordingly.

2.7 **CORPORATE MEMBER** – The Executive Board may from time to time, elect to Corporate Membership from year to year any company, partnership, association or organization from any country of registration or origin whose activities concern aviation.

2.7.1 Any company, partnership, association or organization shall within its application for election to Corporate Membership indicate that it will, if elected, abide by the Code of Practice applicable to such membership as determined by the Executive Board.

2.7.2 A Corporate Member may appoint a representative to attend and speak at any General Meeting to notice of which it is entitled but shall have no vote.

2.7.3 Corporate Membership shall terminate if the company, partnership, association or organization becomes bankrupt or enters into any arrangement or composition with creditors, or, at the discretion of the Executive Board, should it consider that the objects and aims of the Guild are detrimentally affected by the activities of, or the association with the Corporate Member in which case the procedure shall be as prescribed by Rule 8.

2.8 **HONORARY MEMBER** – The Executive Board may from time to time, elect to Honorary Membership, either for life or for any less period, any person of any nationality who by virtue of distinguished service or high position in any part of the world, shall be deemed by the Executive Board to be worthy of that honour.

2.8.1 Unless otherwise decided by the Executive Board (whether generally or in individual cases) no subscription shall be payable by an Honorary Member.

2.8.2 Honorary Members shall have the rights of Full Members as laid down in Rule 9.

2.9 NON BRITISH SUBJECTS – FULL MEMBERSHIP

2.9.1 Notwithstanding the foregoing paragraphs of Rule 2, the Executive Board may elect to Full Membership only, persons of any nationality providing the following basic criteria are met when application is made.

2.9.1.1 The person is the holder of a valid Air traffic Controllers Licence of Certificate of Competency issued by her Majesty's Government.

2.9.1.2 The person has at least one rating permitting him to carry out any of the Air Traffic Control functions as laid down in Rule 2.1.

2.9.1.3 The person has validated the Air Traffic Control functions as required under Rule 2.6.1.1 within the United Kingdom ATC network.

2.10 AFFILIATED GROUP – The Executive Board may from time to time, appoint an Affiliated Group which shall be any person or group of persons, not normally exceeding three in number, whose technical or professional expertise could enhance, either collectively or individually, the objects of the Guild.

2.10.1 Any person, or group of persons as individuals, so appointed shall not normally be eligible to apply for membership of the Guild under any other category.

2.10.2 A person so appointed, or a nominated person from an appointed group, may attend and may speak at any meeting to notice of which they are respectively entitled, but shall have no vote.

2.10.3 No subscription shall be payable by a person or group so appointed.

2.10.4 An Affiliated Group shall be initially appointed for a period of one year from the date of appointment, but the period may be extended by direction of the Executive Board.

3 ELECTION OF MEMBERS

- 3.1 Every candidate for Membership of the Guild shall be proposed by one Full Member and seconded by one Full Member who shall vouch for the qualification of the candidate.
- 3.2 The form of proposal showing the candidate's name, address, qualifications and the names of his Proposer and Secunder shall be sent to the Central Administrative Facility (CAF) of the Guild or such other person as from time to time shall be nominated to receive it.
- 3.3 Particulars of a candidate, when elected, shall be inserted in the Guild membership list for the purpose and stored by the CAF.
- 3.4 The election of members, other than Student Members, shall be vested in the Executive Board and shall be decided by a majority vote. When appropriate this may be by postal ballot, or the Executive Board may delegate its authority in this regard to a Committee.

Applicants for Student Membership may from time to time be accepted by the Central Administrative Facility, who shall inform the Executive Board at its next succeeding meeting of the members so accepted.

- 3.5 The effective date of membership of the Guild shall be the date of the meeting of the Executive Board or delegated Committee at which a member was elected, or in the case of Student Members, the date upon which the Central Administrative Facility actioned the application. In the case of a postal ballot, the effective date of membership shall be the notified closing date of the ballot, providing that no objection to the application has been registered.
- 3.6 A period of at least one year shall elapse before a rejected candidate may be re-nominated for election, except that an applicant against whom an objection is registered in a postal ballot for election to membership shall have his application considered by the next following meeting of the Executive Board.
- 3.7 Every member shall be entitled to a certificate of membership on election.

4 MEMBERSHIP LIST

- 4.1 The Central Administrative Facility shall maintain a list of all members that shall show the category of every member.

5 SUBSCRIPTION

5.1 The monthly subscription of members shall be set by resolution of the Executive Board at a meeting called for that purpose.

5.2 The annual subscription shall become due on the first day of June each year and any member whose subscription is twenty-eight days overdue without sufficient reason, shall forfeit all benefits of membership.

5.2.1 Members signing Direct Debit authorities may pay their subscription by annual or monthly installments.

5.2.2 Payment of subscription by monthly instalments may be made through an approved 'Deductions from Salary Scheme'.

6 RETIREMENT OF MEMBERS

6.1 A member may retire by written notice to the Central Administrative Facility (CAF), giving not less than seven clear day's notice.

7 ADMONITION, SUSPENSION OR EXCLUSION OF MEMBERS

7.1 A member offending against the Rules of the Guild shall at the discretion of the Executive Board be subject to admonition or suspension.

7.2 If any member were judged to have committed unprofessional conduct in the opinion of two-thirds of members present at a meeting of the Executive Board, the President of the Executive Board may admonish the member.

8 EXPULSION OF MEMBERS

8.1 The Executive Board shall have power by resolution, without assigning any reason therefore, to:

8.1.1 Determine the membership of any member whose conduct in the opinion of two-thirds of the members of the Executive Board at a meeting of the Executive Board, shall be detrimental to the interests of the Guild or shall render him unfit to be a member thereof.

8.1.2 Provided always that twenty-one days notice of a meeting to consider the determination of membership shall be given, clearly stating the intention to consider at such a meeting the name of the member impugned and the intention to consider the determination of his membership.

8.1.3 Provided also that the member impugned shall be advised of the nature of the offence and given opportunity of appearing before the Executive Board in person or by proxy (such proxy being a member of the Guild) at the same meeting or any adjournment thereof and being heard in his defence. In addition the member may request the attendance of a friend, colleague or supporter.

8.2 The Executive Board shall have power to determine the membership of any member who fails to pay his subscription provided that twenty-eight days notice in writing shall first be given to the member, informing him of the intention to determine his membership at the expiration of that period unless in the meantime all arrears of subscription are paid.

9 RIGHTS OF MEMBERS

9.1 The rights of members other than Corporate Members shall be personal and shall not be transferable; they shall cease on death.

9.2 Subject as hereinafter provided, every Full, Associate Member, Retired Full, Retired Associate or Honorary Member shall have one vote for each item requiring a vote at General Meetings of the Guild. Save that no Member of the Guild, whilst he is in receipt of any salary or emoluments from the Guild, shall be entitled to vote at any meeting of the Guild.

9.3 Save as herein expressly provided, no person other than a member duly registered, and who shall have paid every subscription in respect of membership, shall be entitled during the financial year in respect of which such payments have been made to:

9.3.1 Be present or vote on any question either personally or by proxy, or as a proxy for another member at any General Meeting.

9.3.2 Mark and/or sign ballot papers.

9.4 Votes at meetings of the Guild may be given personally or by proxy. On a show of hands a member present only by proxy shall have no vote. No person shall act as a proxy who is not entitled to be present and to vote in his own right.

9.5 The instrument appointing a proxy shall be in writing under the hand of the Appointee and shall be deposited at the Central Administrative Facility of the Guild at least forty-eight hours before the time appointed for the holding of the meeting at which the member named proposes to vote.

Otherwise the Instrument of Proxy shall not be treated as valid.

9.6. The Instrument of Proxy should be in the following form:

INSTRUMENT OF PROXY

The Guild of Air Traffic Control Officers

I.....of.....in the county
of.....

Being a member of the above named Guild, hereby
appoint.....

or failing him.....

as my proxy, to vote on my behalf at the.....Meeting of the Guild

To be held on the following date.....and at any
adjournment thereof.

Signed..... Dated.....

10 COMPOSITION OF THE EXECUTIVE BOARD

10.1 The Executive Board shall consist of the President (Chief Executive Officer), Deputy President, Vice President Policy, Vice President Communications, Vice President Finance & Administration, Executive Secretary, Manager Finance, Manager Administration, Manager Current Policy, Manager Future Policy, Manager Conferences and Manager Publications

10.2 No person other than a Full Member of the Guild shall be eligible to hold office as President, Deputy President, Vice President Policy, Vice President Communications, Vice President Finance & Administration, Executive Secretary, Manager Finance, Manager Administration, Manager Current Policy, Manager Future Policy, Manager Conferences and Manager Publications.

11 POWERS AND DUTIES OF THE EXECUTIVE BOARD

- 11.1 The powers and duties of the Executive Board shall include:
 - 11.1.1 The appointment, dismissal and remuneration of all employees and arrangements and definition of their duties.
 - 11.1.2 The removal of members in accordance with Rule 8.
 - 11.1.3 The appointment of the Editor Transmit/Readability 5 and the Manager of the Guild Travel Service.
 - 11.1.4 All arrangements pertaining to the Central Administrative Facility.
- 11.2 The Executive Board may from time to time, and at any time, appoint any Full Member of the Guild to be President, Deputy President, any Vice President, Executive Secretary or Guild Manager to fill a vacancy to ensure adequate representation of all members' interests, provided the Rules be not thereby altered.
 - 11.2.1 Any such appointment shall be for that period until the next Annual General Meeting.
- 11.3 The Executive Board may by Resolution signed by two-thirds of its number, remove the President, Deputy President, any Vice President, Executive Secretary or Guild Manager before the expiration of his term of Office.

12 ELECTION OF THE PRESIDENT

- 12.1 The President shall retire after three years in Office but shall be eligible for re-election.
 - 12.1.1 The President shall be elected by the Membership from amongst the Executive Board and the Guild Directors at the Annual General Meeting.

13 ELECTION OF THE DEPUTY PRESIDENT

- 13.1 The Deputy President shall retire after three years in Office but shall be eligible for re-election.
 - 13.1.1 The Deputy President shall be elected by the Membership from the Membership at the Annual General Meeting.

14 ELECTION OF VICE PRESIDENTS of FINANCE & ADMINISTRATION, POLICY and COMMUNICATIONS

14.1 The Vice Presidents shall retire after three years in Office but shall be eligible for re-election.

14.1.1 The Vice Presidents shall be elected by the Membership from the Membership at the Annual General Meeting

15 ELECTION OF EXECUTIVE SECRETARY

15.1 The Executive Secretary shall retire after three years in Office but shall be eligible for re-election.

15.1.1 The Executive Secretary shall be elected by the Membership from the Membership at the Annual General Meeting.

16 ELECTION OF GUILD MANAGERS

16.1 The Guild Managers shall retire after three years in office but shall be eligible for re-election.

16.1.1 Guild Managers shall be elected by the Membership from the Membership at the Annual General Meeting.

17 PROCEEDINGS OF THE EXECUTIVE BOARD

17.1 The Executive Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

17.2 More than five members present shall be a quorum.

17.3 Questions arising at any meeting shall be decided by a majority vote.

17.4 In the case of an equality of votes, the Chairman shall have a second or casting vote.

17.5 The President, or in his absence the Deputy President or a Vice President shall be the Chairman of all meetings of the Executive Board.

17.6 On the request of five or more Executive Board members the Executive Secretary shall at any time summon a meeting of the Executive Board by notice served upon members of the Executive Board and stating the proposed object of such a meeting.

17.7 Subject to any directions of the Executive Board to the contrary, a member of the Executive Board who is absent abroad shall not be entitled to notice of a meeting

17.8 Any member of the Executive Board who fails to attend meetings of the Executive Board for three consecutive meetings may be deemed to have resigned if the Executive Board so resolves, but the Executive Board may accept in their discretion any reasonable explanation.

17.9 A member of the Executive Board shall vacate his office:

17.9.1 If he becomes bankrupt, or if he makes any arrangement or composition with his creditors.

17.9.2 If he resigns his office or ceases to be a member of the Guild.

17.10 The Executive Board may act notwithstanding any vacancy or vacancies in its body so long as there are more than five members.

17.11 The Executive Board shall cause proper notes to be made of the proceedings of all meetings of the Guild and of the Executive Board and all business transacted at such meetings. Any such notes of any meeting, if purporting to be signed by the person presiding at such meeting, or by the person presiding at the next succeeding meeting shall be prima facie evidence without any further proof of the facts therein.

18 ANNUAL GENERAL MEETING

18.1 A General Meeting of the Members of the Guild shall be held once in every year at such time and place as may be determined by the Executive Board but not more than fifteen months after holding the last preceding General meeting.

19 EXTRAORDINARY GENERAL MEETING

19.1 The Executive Board may or the Executive Secretary shall, if requisitioned by five per cent of the Membership entitled to vote, convene an Extraordinary General Meeting, either of all Members of the Guild or of a particular category.

20 NOTICE OF GENERAL MEETINGS

20.1 A Notice shall be given by the Executive Board to members at least twenty-one days before the date of a General Meeting. Notification in the appropriate issue of 'Transmit/Readability 5' prior to the meeting shall be deemed to meet this requirement.

21 PROCEEDINGS AT GENERAL MEETINGS

- 21.1 No business shall be transacted at any General Meeting unless twelve or more Full Members of the Guild are present.
- 21.2 If within half an hour of the appointed time of the Meeting a quorum is not present the Meeting shall be dissolved.
- 21.3 If at any General Meeting neither the President nor the Deputy President are present at the appointed start time of the meeting Full Members shall choose one of the Vice Presidents or failing that one of the Guild Managers or failing that one of the Full Members present to chair the meeting.
- 21.4 The Chairman may with the consent of the Meeting adjourn the Meeting to another time or place but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the original Meeting.
- 21.5 At a General Meeting, a Resolution put to the vote of the Meeting shall be decided by a show of hands unless three members present or in proxy, or the Chairman, shall demand a poll. Unless a poll be demanded a declaration by the Chairman that the resolution on a show of hands has been carried, carried unanimously, carried by a particular majority or lost and an entry to that effect made in the Notes of Proceedings shall be conclusive evidence of the fact without proof of the number of votes recorded in favour or against such resolution.

22 BOOKS OF ACCOUNT

- 22.1 The Executive Board shall cause true accounts to be kept:-
 - 22.1.1 Of the assets of the Guild.
 - 22.1.2 Of the creditors and liabilities of the Guild and debtors to the Guild.
 - 22.1.3 Of the sums of money received and expended by the Guild and the manner in which these sums have been dealt with.
- 22.2 The Executive Board shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Guild, or any of them shall be open to the inspection by any Guild member.
- 22.3 Responsibility for the day-to-day execution of these duties shall normally

be delegated to the Guild Manager for the time being responsible for the maintenance of the Guild accounts.

- 22.4 To enable the Executive Board to discharge its responsibilities under Rule 24, the Vice President Finance & Administration or the Guild Manager for the time being responsible for the maintenance of the Guild accounts shall provide to each Executive Board meeting:-
- i) a report of the sums in each of the Guild accounts at the quarter year end preceding.
 - ii) the balance of each individual budget at the quarter year end preceding.
 - iii) the details of any expected imminent significant transactions.

23 BANKING ACCOUNT

- 23.1 The funds of the Guild shall be at the disposal of the Executive Board, normally by budget approval or by Resolution.

23.1.1 Notwithstanding the provisions of Rule 25.1, the President shall be authorized to approve expenditure of an urgent nature, subject always to those conditions which have from time to time been determined by Resolution of the Executive Board

- 23.2 A cheque up to the value of £5000 may be issued by either the Vice President Finance and Administration or the Manager Finance. A cheque over the value of £5000 requires two authorised signatories pre-notified to and accepted by the bank.

24 ACCOUNTS

- 24.1 Once at least in every calendar year the Executive Board shall lay before the Guild in General Meeting an account of the income and expenditure of the last financial year together with a balance sheet
- 24.2 A printed report of the Guild as to the financial affairs of the Guild generally, together with the report of the Manager Finance, shall, not less than twenty-one days before the meeting, be available to members upon request through the Central Administrative Facility (CAF).
- 24.3 The account income and expenditure of the last financial year together with a balance sheet shall be distributed to all members present at the General Meeting.

25 AUDIT

25.1 A formal audit is not required, but once in each calendar year the accounts of the Guild shall be examined and the correctness of the statement of income and expenditure and balance sheet ascertained by one or more qualified accountants, registered with an appropriate supervisory body. Such accountants shall not be members of the Guild, but appointed by the Guild in General Meeting, or in the case of a casual vacancy, by the Executive Board.

25.2 This process shall be referred to as an External Review.

25.3 The External Review shall be submitted to Companies House in accordance with the requirements of Company Law.

26 DISASSOCIATION OF TRADE UNION ACTIVITY

26.1 The Guild shall not support with its funds any object or endeavour to impose or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Guild would make it a Trade Union

26.2 The Guild shall rigidly exclude all questions of party politics, general or local.

27 INDEMNITY

27.1 Every Member of the Executive Board or their heirs, executors or administrators acting in relation to affairs of the Guild, shall be indemnified and secured harmless out of the assets of the Guild from and against all actions, damages, costs, charges, losses and expenses which they or any of them, or any of their heirs, executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted, in or about the execution of their duty in their respective offices, except such, if any, as they shall incur or sustain through their own willful neglect or default or through their own dishonesty respectively. None shall be answerable for the acts, receipts, neglects or defaults of the others of them or for joining in any receipt for the sake of conformity or for the default of any banker or person with whom moneys or effects belonging to the Guild or its Members shall or may be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of or belonging to the Guild shall be invested, or for any other losses or misfortunes or damages which may happen in the execution of their respective offices save shall happen by or through their own willful neglect or default or by their own dishonesty respectively.

TERMS OF REFERENCE

28 PRESIDENT AND CHIEF EXECUTIVE

- 28.1 The President and Chief Executive is responsible for the chairmanship of the Executive Board and the leadership of the Guild in accordance with the Constitution and Rules. The President is also responsible for representing the Guild to other organisations at the highest levels. The President is a member of the Executive Board and an ex officio member of all committees of the Guild.
- 28.2 The specific responsibilities of the President are:
- 28.2.1 To be Chairman of the Executive Board and direct its activities.
 - 28.2.2 To hold the casting vote, when necessary within the Executive Board.
 - 28.2.3 To consider items of importance and make an executive decision on behalf of the Guild as a whole when so required.
 - 28.2.4 To approve expenditure of an urgent nature subject to any conditions as from time to time determined by Resolution of the Executive Board.
 - 28.2.5 To make public comment on behalf of the Guild on matters concerning air traffic control or the interests of air traffic controllers, where possible following due co-ordination with the Vice President Communications.
 - 28.2.6 To be specifically a member of the Delegation Selection Committee for the delegates to represent the Guild at the IFATCA Annual Conference
 - 28.2.7 To prepare an annual budget for submission to the Vice President Finance & Administration.
 - 28.2.8 To carry out on behalf of the Guild. any specific actions as directed by the Executive Board appropriate to the office of President.

29 DEPUTY PRESIDENT

- 29.1 The Deputy President is a member of the Executive Board and an officer of the Guild and shall deputise for the President whenever necessary, on

each occasion assuming the specific responsibilities of the President, and in the absence of a President, shall exercise leadership of the Guild, in accordance with the Rules.

29.2 The specific responsibilities of the Deputy President are:

29.2.1 To be an ex officio member of all Guild Committees, and to co-ordinate their activities where appropriate.

29.2.2 To provide guidance and advice to new members of the Executive Board in order to facilitate their expeditious assimilation into the work of the Board.

29.2.3 To provide, in conjunction with Manager Finance, after the end of the financial year, to the next following Executive Board meeting, a statement comparing expenditure with budget for the previous year.

29.2.4 To prepare an annual budget for submission to the Vice President Finance & Administration.

29.2.5 To act as the Chairman of the Nominations Committee.

29.2.6 To maintain a safety oversight of Guild activities.

29.2.7 To act as a central point of general enquiry and contact for Guild Representatives.

29.2.8 To carry out on behalf of the Guild, any specific actions as directed by Executive Board as appropriate to the Office of Deputy President.

30 VICE PRESIDENT FINANCE AND ADMINISTRATION

30.1 The Vice President Finance & Administration (VP FA) is a member of the Executive Board and is responsible for the financial and administrative arrangements of the Guild. The Vice President Finance & Administration is required to ensure that all Guild activities are conducted in accordance with the Rules.

30.2 The specific responsibilities of the Vice President Finance & Administration are:

30.2.1 To be Chairman of the Finance and Admin (F&A) Committee and direct its activities.

- 30.2.2 To nominate members of the F&A Committee, which include a representative from CAF, a retired members representative, the Web Master and the Manager GTS.
- 30.2.3 To ensure that the annual Guild accounts are presented to an independent accountant at the close of each financial year and that a full financial report is presented at the Annual General Meeting.
- 30.2.4 To ensure that all required financial information is forwarded to Companies House in accordance with the Companies Act.
- 30.2.5 To appoint a bookkeeper to maintain a record of all financial transactions.
- 30.2.6 Ensure that all electronic banking including direct debits and credit card facilities are conducted to the satisfaction of the bankers and accountants.
- 30.2.7 To prepare an annual budget for the Guild based on anticipated income and requested expenditure from other Executive Board Members.
- 30.2.8 To ensure that the Guild's rules and procedures are kept up to date and amended as required.
- 30.2.9 To be responsible for the Guild Scholarship Award Scheme.
- 30.2.10 To ensure that all Guild Insurance requirements are met.
- 30.2.11 To carry out on behalf of the Guild any specific actions as directed by the Executive Board, appropriate to the office of Vice President Finance & Administration.

31 VICE PRESIDENT POLICY

- 31.1 The Vice President Policy is a member of the Executive Board and is responsible for the development and maintenance of all Guild external policy. The Vice President Policy acts as Chairman of the Policy Committee with the Managers Current and Future Policy reporting to him.
- 31.2 The specific responsibilities of the Vice President Policy are:

- 31.2.1 To be Chairman of the Policy Committee and to direct its activities.
- 31.2.2 To delegate such responsibilities to, and agree terms of reference as are considered necessary, with the Managers of the Policy Committees to enable them to complete their allocated tasks.
- 31.2.3 To appoint as required experts to assist in developing Guild policy and liaising with industry on issues of mutual interest.
- 31.2.4 To co-ordinate all Guild international policy activity in conjunction with any appointed IFATCA Liaison Officer and the Managers of the Policy Committees, who have specific responsibility for IFATCA liaison regarding policy matters.
- 31.2.5 To nominate, on the advice of the Managers, Guild representatives to external national and international working groups, committees and organisations.
- 31.2.6 To co-ordinate with Vice President Communications on all external policy matters, to enable the appropriate Guild views to be represented to the media.
- 31.2.7 To establish and develop a database with the Policy Co-ordinator to capture as wide a spectrum of expertise as is possible from Guild membership.
- 31.2.8 To appoint and agree terms of reference for the position of Guild Policy Co-ordinator.
- 31.2.9 To prepare an annual budget in conjunction with the Managers, for submission to the Vice President Finance & Administration.
- 31.2.10 To ensure that the activities of the policy committees and the development of policy is publicised and whenever feasible, ensure a transparent and interactive policy making process for the benefit of Guild membership.
- 31.2.11 To carry out on behalf of the Guild any specific actions as directed by the Executive Board, appropriate to the office of Vice President Policy.

32 VICE PRESIDENT COMMUNICATIONS

- 32.1 The Vice President Communications is a member of the Executive Board. The Vice President Communications is responsible for all aspects of Guild publicity including contacts with the Press and for representing the Guild to other organisations.
- 32.2 The specific responsibilities of the Vice President Communications are:
- 32.2.1 To assist the President of the Guild and the Executive Board in the execution of its activities.
 - 32.2.2 To undertake presentations on behalf of the Guild, including the provision of publicity materials, where necessary and advice to any other member making such presentations on his/her behalf.
 - 32.2.3 To prepare publicity material relating to the Guild.
 - 32.2.4 To be responsible for the house image and style of the Guild.
 - 32.2.5 To oversee the production of Transmit in co-ordination with the Editor.
 - 32.2.6 To oversee, in co-ordination with the Manager Conference, any conference, function or meeting as determined by the Executive Board.
 - 32.2.7 To prepare an annual budget for submission to the Vice President Finance & Administration.
 - 32.2.8 To carry out on behalf of the Guild any specific actions as directed by the Executive Board, appropriate to the office of Vice President Communications.

33 EXECUTIVE SECRETARY

- 33.1 The Executive Secretary is a member of the Executive Board. The Executive Secretary is responsible for all matters relating to the arrangement and notification of Executive Board meetings and General Meetings of the Guild, and for ensuring that such meetings are conducted in accordance with the Rules.

33.2 The specific responsibilities of the Executive Secretary are:

- 33.2.1 To ensure that Notes of all Executive Board, Annual General and Extraordinary General Meetings are produced and distributed as appropriate and the Notes are archived.
- 33.2.2 To ensure that all vacancies on the Executive Board or other Committees are promulgated and for the collation of all nominees.
- 33.2.3 To ensure that Elections for the Executive Board and other Committees are conducted according to the current Rules, and in addition receive all letters of resignation from Members of the Executive Board or who are unable to complete their term of Office.
- 33.2.4 To ensure that the Guild Roll of Honour is updated at the cessation of a period of Office of the President & Chief Executive.
- 33.2.5 To be responsible to the Executive Board for arranging nominations and elections for Guild awards and subsequently for ensuring that all such awards are prepared and presented at the appropriate time
- 33.2.6 To ensure that all guild ceremonial regalia not in current use are properly recorded correctly insured and securely retained.
- 33.2.7 To prepare an annual budget for submission to the Vice President Finance & Administration.
- 33.2.8 To ensure that adequate budgetary provision is made to cover the fees and expenses of the Notes Secretary, the expenses of the Secretary and the provision of all services necessary to complete business delegated to the Secretary.
- 33.2.9 To be responsible for notification of all matters affecting the Rules in a manner prescribed by the Rules pertaining at the time.
- 33.2.10 To carry out on behalf of the Guild any specific actions as directed by the Executive Board appropriate to the Office of Executive Secretary.

34 MANAGER ADMINISTRATION

- 34.1 The Manager Administration is a member of the Executive Board and an Officer of the Guild.
- 34.2 The Manager Administration is responsible for the organization of facilities and activities necessary for the conduct of business of the Guild in accordance with the Rules.
- 34.3 The specific responsibilities of the Manager Administration are:
 - 34.3.1 To be Chairman of the Administration Committee and to organize and direct its activities.
 - 34.3.2 To nominate the members of the Admin Committee, which shall include a Deputy Admin manager appointed from amongst the membership.
 - 34.3.3 To ensure, in conjunction with the Executive Secretary that the business of the Guild is carried out in accordance with the Rules.
 - 34.3.4 In consultation with the Vice President Finance & Administration, to coordinate the preparation, management and execution of Guild admin policy.
 - 34.3.5 To liaise with Vice President Finance & Administration with regard to necessary expenditure within the following financial year.
 - 34.3.6 To annually update Guild resolutions and issue to members of the Executive Board during the Oct EB meeting.
 - 34.3.7 To maintain the Guild Officers handbook and re-issue annually at the Oct EB meeting.
 - 34.3.8 To carry out tasks on behalf of Vice President Finance & Administration commensurate with the title of the post.

35 MANAGER FINANCE

- 35.1 The Manager Finance is a member of the Executive Board and an Officer of the Guild.

- 35.2 The Manager Finance is responsible for the organization of facilities and activities for the conduct of Guild financial business in accordance with the Articles of Association and other Rules under the direction of the Vice President Finance and Administration.
- 35.3 The specific responsibilities of the Manager Finance are:
- 35.3.1 To manage the day to day financial affairs of the Guild including:
 - i) Oversee and organize the collection of subscriptions
 - ii) Payment of Invoices
 - iii) Payment and reconciliation of claims
 - iv) Maintain a contemporaneous record of income and expenditure
 - 35.3.2 To provide a quarterly report to the Executive Board and relate performance to budget and provide an analysis of trends to highlight variances from budgetary expectations.
 - 35.3.3 To provide data and statistics as directed by the Vice President Finance and Administration, the President, the Company Directors or the Company Secretary.
 - 35.3.4 To liaise with the Bookkeeper in respect of preparation of an income/expenditure balance and to furnish documentation in preparation of fully reconciled accounts for external review.
 - 35.3.5 To liaise with External Reviewers or Auditors as appointed by the Annual General Meeting in conjunction with the completion of the Annual Review and Returns required by the Company Secretary for Companies House.
 - 35.3.6 To prepare and present a Financial Report to the Annual General Meeting
 - 35.3.7 To attend Administration Committees and advise on all matters of a financial nature.
 - 35.3.8 To liaise with financial institutions, advisors and brokers on behalf of the Guild.
 - 35.3.9 To liaise with Members when requested on financial matters.

35.3.10 To prepare a Draft Budget for the next financial year for Executive Board discussion and approval.

35.3.11 Other matters commensurate with the title of the post.

36 MANAGER CURRENT POLICY

36.1 The Manager Current Policy is a member of the Executive Board and an Officer of the Guild.

36.2 The Manager Current Policy is responsible for the organization and oversight of the Guild's representatives who sit on external policy groups.

36.3 The specific responsibilities of the Manager Current Policy are:

36.3.1 To participate in, and when required to, chair the GATCO Policy Committee.

36.3.2 To organize and oversee the Guild members who represent GATCO on external committees, bodies or groups.

36.3.3 To assist the Vice President Policy to prepare and submit the Guild's responses to technical and professional consultations, in conjunction with Manager Future Policy.

36.3.4 In consultation with the Vice President Policy and Manager Future Policy, to coordinate the preparation, management and execution of Guild technical and professional policy.

36.3.5 To review new IFATCA policy on an annual basis, and if/when required, to lodge a difference.

36.3.6 To update and maintain Guild policy on a regular basis to ensure that policy statements remain current.

36.3.7 To carry out tasks on behalf of Vice President Policy commensurate with the title of the post.

36.3.8 To promote the running of pilot / controller liaison meetings.

37 MANAGER FUTURE POLICY

- 37.1 The Manager Future Policy is a member of the Executive Board and an Officer of the Guild.
- 37.2 The Manager Future Policy is predominantly responsible for monitoring new technical developments and ensuring that the Guild develops policy when required to address such developments.
- 37.3 The specific responsibilities of the Manager Future Policy are:
- 37.3.1 To participate in, and when required to, chair the GATCO Policy Committee.
 - 37.3.2 To assist Vice President Policy in organizing suitable representation on IFATCA technical and/or policy committees, bodies or groups
 - 37.3.3 To assist the Vice President Policy to prepare and submit the Guild's responses to technical and professional consultations, in conjunction with Manager Current Policy.
 - 37.3.4 In consultation with the Vice President Policy and Manager Current Policy, to coordinate the preparation, management and execution of Guild technical and professional policy.
 - 37.3.5 To review new IFATCA policy on an annual basis, and if/when required, to lodge a difference.
 - 37.3.6 To update and maintain Guild policy on a regular basis to ensure that policy statements remain current.
 - 37.3.7 To carry out tasks on behalf of Vice President Policy commensurate with the title of the post.

38 MANAGER CONFERENCES.

- 38.1 Manager Conferences is a member of the Executive Board and an Officer of the Guild.
- 38.2 Manager Conferences is responsible to the Executive Board for the direction of Conferences and similar activities organized by or on behalf of the Guild as approved by the Executive Board.

38.3 The specific responsibilities of Manager Conferences are:

- 38.3.1 To oversee and direct as necessary the organizing committee of the Conference or other function or meeting as determined by the Executive Board.
- 38.3.2 To ensure and advise upon the preparation of a budget for the Conference, giving details of anticipated income and sources of income and expenditure, including in particular, details of any advance expenditure that may need to be provided from Guild funds.
- 38.3.3 To ensure that the accounts of any Conference or other function are examined for correctness by the Bookkeeper appointed by the Executive Board.
- 38.3.4 To ensure the submission of regular reports on the organization of the Conference to the Executive Board and any specific or extraordinary reports as requested by the Executive Board.
- 38.3.5 To comply with any specific directives of the Executive Board with regard to the organization of the Conference.
- 38.3.6 To nominate to the Executive Board, guests of honour to be invited to the Conference and to determine the level of hospitality that shall be offered to each.
- 38.3.7 To ensure that correct protocols are observed in respect of guests of honour, the Guild and Conference organization.
- 38.3.8 To liaise with any other Officer of the Guild as necessary for the efficient organization of the Conference.
- 38.3.9 To provide, in conjunction with Finance Manager, after the end of the financial year, to the next following Executive Board meeting, a statement comparing expenditure with budget for the previous year.
- 38.3.10 To carry out any tasks on behalf of the Guild commensurate with the title of the office.

39 MANAGER PUBLICATIONS

- 39.1 The Manager Publications is a member of the Executive Board and an Officer of the Guild.
- 39.2 The Manager Publications is responsible for the organization of facilities and activities necessary for the conduct of business of the Guild in accordance with the Articles and Rules.
- 39.3 The specific responsibilities of the Manager Publications are:
 - 39.3.1 To act as a member of the Editorial Board to include proof reading both Transmit and Readability 5 and ensure a timely response to Thordis.
 - 39.3.2 In conjunction with organizers of events produce new documents for specific purposes, conferences, workshops, publicity brochures, social events etc.
 - 39.3.3 In consultation with the Vice President Communications manage the publications schedule and be involved in any new consultations for a new publishing contract.
 - 39.3.4 To Liaise with Vice President Communications with regard to necessary expenditure within the following financial year.
 - 39.3.5 To carry our tasks on behalf of Vice President Communications commensurate with the title of the post.

THE GUILD OF AIR TRAFFIC CONTROL OFFICERS

Incorporated on 13th December 2000

Company Number : 4125147

COMPANY ACTS 1985 and 1989 COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF THE GUILD OF AIR TRAFFIC CONTROL OFFICERS

1. The name of the Company (“the Guild”) is The Guild of Air Traffic Control Officers
2. The Registered Office of the Guild is to be situated in England and/or Wales.
3. The objects for which the Guild is established are:
 - 3.1 to promote honourable practice and maintain in the profession of Air Traffic Control (“the Profession”) a high standard of efficiency and integrity dedicated to the safety of those who seek their livelihood or pleasure in the air
 - 3.2 to enable persons engaged in the Profession or retired there from to co-operate through membership of the Guild
 - 3.3 generally to watch over protect improve and advance the Profession
 - 3.4 to promote discussion to facilitate the exchange of information and generally to raise the standard of knowledge of those persons engaged in the Profession
 - 3.5 to assist or promote in the compilation and dissemination of information from whatever source which is considered of interest to members of the Guild
 - 3.6 to collect collate print and publish in the form of journals papers pamphlets or otherwise information of service or interest to members of the Guild
 - 3.7 to provide the opportunity and facilities for discussion and study of matters concerning or affecting Air Traffic Control
 - 3.8 to promote and maintain in all respects efficient and friendly co-operation between the Profession and those persons who seek their livelihood or pleasure in the air
 - 3.9 to constitute a body of experienced Air Traffic Control Officers available to act as members or hold seats on or give evidence before Royal Commissions Courts of Enquiry Committee’s or Boards of any description whatever of governing examine or other bodies official or otherwise and to be available

for advice or consultation on all questions affecting the business of members of the Association in relation to Air Traffic Control or judicial commercial scientific educational technical or legislative matters relating thereto

- 3.10 to make investigations into and to furnish assistance and advice on any matter affecting the Profession
- 3.11 to assist whenever practicable in carrying out any research and other scientific work relating to the Profession
- 3.12 to promote establish undertake administer and contribute to any charitable institution or fund whose objectives are to assist deserving persons who are or who have been engaged in the Profession
4. In furtherance of the principle objects but not otherwise the Guild shall have power:
 - 4.1 to purchase take on lease or in exchange hire or otherwise acquire any real and personal estate which may appear necessary
 - 4.2 to construct maintain and alter any houses buildings or installations
 - 4.3 to accept any gift of property whether subject to any special trust or not for any purpose within the principal objects
 - 4.4 to take such steps by personal or written appeals public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Guild
 - 4.5 to sell lease mortgage or otherwise deal with all or any part of the property of the Guild
 - 4.6 to borrow and raise money and secure its repayment in any manner
 - 4.7 to invest the funds of the Guild in or upon such investments securities or property as may be thought fit
 - 4.8 to undertake and execute any trusts or any agency business which may seem conducive to any of the principle objects
 - 4.9 to subscribe to any local or other charities and to grant donations for any public purpose
 - 4.10 to establish and support and to aid in the establishment and support of any other Guild formed to promote all or any of the principal objects
 - 4.11 to amalgamate with any companies institutions societies or associations having objects wholly or in part similar to those of the Guild

- 4.12 to purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements of any body with which the Guild is authorised to amalgamate
- 4.13 to transfer all or any part of the property assets liabilities and engagements of the Guild to any body with which the Guild is authorised to amalgamate
- 4.14 to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the principal objects
5. The income of the Guild from wherever derived shall be applied solely in promoting the above objects and no distribution shall be made to its members in cash or otherwise
6. The liability of the members is limited
7. Every member of the Guild undertakes to contribute such amount as may be required not exceeding £1.00 to its assets in the event of it being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Guild contracted before he ceased to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves
8. If on the winding up of the Guild there remains any surplus after the satisfaction of all its debts and liabilities the surplus shall not be distributed among the members of the Guild but shall be given or transferred to some other body (whether or not it is a member of the Guild) having objects similar to those of the Guild or to another body the objects of which are charitable.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names and Addresses of Subscribers

For and on behalf of: WATERLOW NOMIEES LIMITED
6-8 Underwood Street LONDON N1 7JQ

For and on behalf of: WATERLOW SECRETARIES LIMITED
6-8 Underwood Street LONDON N1 7JQ

Dated the 11th day of August 2000

Witness to the above Signatures: JOANNE VINES
22 Gittens Close
Durham Hill, Bromley BR1 5LA

COMPANY ACTS 1985 and 1989
LIMITED COMPANY BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

**ARTICLES OF ASSOCIATION OF
THE GUILD OF AIR TRAFFIC CONTROL OFFICERS**

1. Preliminary

1.1 In these articles

“**the Act**” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

“**the Articles**” means the articles of the company

“**Clear Days**” in relation to the period of a notice means that 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

“**Director**” means a director of the company or any other person appointed by the executive board to perform the duties of a director of the company

“**Executed**” includes any mode of execution

“**Office**” means the registered office of the company

“**Council**” means the council of management of the society

“**the Company**” means The Guild of Air Traffic Control Officers

“**Secretary**” means the Secretary of the company or any other person appointed by the executive board to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary

“**the United Kingdom**” means Great Britain, Northern Ireland, the Isle of Man and the Channel Islands

unless the context otherwise requires words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification of it not in force when these regulations become binding on the company

1.2 The Company is established for the purposes expressed in the memorandum of association

2 Qualifications and Admission of members

- 2.1 The Executive Board shall have power from time to time to determine the qualifications for membership of the Guild and may nominate and elect such persons to membership as it thinks fit. Members may be elected as full members, associate members (operational and non-operational), retired full members, retired associate members, student members, corporate members, honorary members, honorary life members in accordance with rules promulgated from time to time by the Executive Board
- 2.2 The Executive Board shall have power by resolution to take such action as it may deem necessary in respect of any member offending against the interest or rules of the Guild
- 2.3 The Executive Board shall have power to nominate and elect persons of any other nationality other than United Kingdom subjects as full members only in accordance with rules promulgated by the Executive Board from time to time
- 2.4 The Executive Board shall have power from time to time to appoint an affiliated group which shall be any person or group of persons not normally exceeding three in number whose technical or professional expertise could enhance either collectively or individually the objects of the Guild

3 Retirement of Members

- 3.1 A member may retire by giving at least seven clear days notice in writing

4 Rights of Members

- 4.1 Membership shall not be transferable and shall cease on death
- 4.2 Every Honorary, Full, Associate (operational and non-operational), Retired Full and Retired Associate Member shall have one vote for each item requiring a vote at General Meetings of the Guild save that no member of the Guild, whilst he is in receipt of any salary or emoluments from the Guild shall be entitled to vote at any meeting of the Guild. No member other than a Full, Associate (Operational and Non-operational), Retired Full and Retired Associate Member shall be entitled to vote at any General Meeting of the Guild.
- 4.3 No person other than a member duly registered who shall have paid every subscription in respect of membership, shall be entitled during the financial year in respect of which such payments have been made to be present or vote mark and/or sign ballot papers on any question either personally or by proxy, or as a proxy for another member at any General Meeting.

5 General Meetings

- 5.1 A General Meeting of the Members of the Guild shall be held once in every year at such time and place as may be determined by the Executive Board but not more than fifteen months after holding the last preceding General Meeting.
- 5.2 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 5.3 The Executive Board may whenever it thinks fit convene an Extraordinary General Meeting.
- 5.4 The Executive Board shall, if requisitioned in writing by five per cent of all Membership entitled to vote, convene an Extraordinary General Meeting of all Members of the Guild. If it does not proceed to convene a Meeting within twenty-one days from the date of the requisition, the requisitioners or a majority of them may themselves convene a Meeting in accordance with the provisions of Section 368 of the Act. Any requisition made shall state the object of the Meeting and the terms of any special or extraordinary resolution to be proposed and shall be left at the registered office of the Guild.
- 5.5 A Notice shall be given by the Executive Board to members at least twenty-one days before the date of a General Meeting.

6 Proceedings at a General Meeting

- 6.1 No business shall be transacted at any General Meeting unless twelve or more Full members of the Guild are present.
- 6.2 All business at any meeting shall be deemed Special with the exception at the Annual General Meeting of the consideration of the accounts and any documents annexed to them, the report of the Auditors, the election of Members of the Executive Board and the place of those retiring and the reappointment of retiring auditors and the fixing of their remuneration.
- 6.3 If within half an hour of the appointed time of the Meeting a quorum is not present the Meeting shall be dissolved.
- 6.4 If at any General Meeting neither the President nor Deputy President are present at the appointed start time of the Meeting, Full members shall choose one of the Vice Presidents or failing that one of the Guild Managers or failing that one of the Full Members present to chair the meeting.
- 6.5 The Chairman may with the consent of the Meeting adjourn the Meeting to another time or place but no business shall be transacted at any adjourned

Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

- 6.6 Only Full, Associate, Retired and Honorary Members shall be entitled to vote at a General Meeting or Extraordinary General Meeting of the Guild.

7 Council of Management

- 7.1 The Council of Management of the Guild of Air Traffic Control Officers is called the Executive Board.
- 7.2 The Executive Board shall consist of the President (Chief Executive), Deputy President, Vice President Policy, Vice President Communications, Vice President Finance & Administration and the Executive Secretary, Manager Finance, Manager Administration, Manager Current Policy, Manager Future Policy, Manager Publications and Manager Conferences.
- 7.3 The Executive Board may from time to time and at any time, appoint any Full Member of the Guild to be President, Deputy President, Vice Presidents, Executive Secretary or Guild Manager to fill a vacancy to ensure adequate representation of all members' interests provided the Constitution be not thereby altered. Any such appointments shall be for that period from the date of appointment until the date of the next Annual General Meeting.
- 7.4 The President shall be elected for a term of three years by the Membership from amongst the Executive Board and the Guild Directors at the Annual General Meeting. The President shall retire after three years in Office but shall be eligible for re-election.
- 7.5 The Deputy President shall be elected for a term of three years by the Membership from the Membership at the Annual General Meeting. The Deputy President shall retire after three years in Office but shall be eligible for re-election.
- 7.6 The Vice Presidents shall be elected for a term of three years by the Membership from the Membership at the Annual General Meeting. The Vice Presidents shall retire after three years in Office but shall be eligible for re-election.
- 7.7 The Executive Secretary shall be elected for a term of three years by the Membership from the Membership at the Annual General Meeting. The Executive Secretary shall retire after three years in Office but shall be eligible for re-election.
- 7.8 The Guild Managers shall be elected for a term of three years by the Membership from the Membership at the Annual General Meeting. The Guild Managers shall retire after three years in Office but shall be eligible for re-election.

- 7.9 The Executive Board may act notwithstanding any vacancy or vacancies in its body so long as there are more than five members.
- 7.10 The Executive Board shall have the sole management of the income, funds and property of the Guild and of its affairs, and may do all such things as shall appear to them to be necessary or expedient in relation thereto.
- 7.11 The Executive Board shall have control over all the affairs and property of the Guild and may preside, alter or cancel the rules for the regulation of the Guild and shall exercise all such powers of the society as it thinks fit except as otherwise provided by these articles.
- 7.12 The Executive Board shall engage all such officers and employees as they consider necessary and shall regulate their duties and fix their salaries.
- 7.13 The Executive Board may appoint one of their number to exercise, subject to its directions, a general control over the work of the Guild. This office may be honorary or at the direction of the Council remunerated at such rate as the Council may from time to time determine.

8 Directors and Secretaries

- 8.1 The Executive Board will appoint annually three Company Directors and a Company Secretary.
- 8.2 Anything required or authorized to be done by or to the Company Secretary may if the office is vacant or there is for any reason no Company Secretary capable of acting, be done by any officer of the society authorised generally or specifically in that behalf by the Council.

9 Seal

- 9.1 The Seal of the Guild shall not be affixed to any instrument except by the authority of a resolution of the Executive Board and except in the presence of at least one Director and the Company Secretary, both of who will sign the instrument.

10 Auditors

- 10.1 Auditors shall be appointed and their duties regulated in accordance with the Act.
- 10.2 Auditors shall not be members of the Guild, but shall be appointed by the Guild at its Annual General Meeting or in the case of a casual vacancy, by the Executive Board.

11 Notices

- 11.1 A notice may be served by the Company on any member either personally or by sending it through the post in a prepaid first class letter addressed to such member at his registered place of abode.
- 11.2 Any notice, if served by post, shall be deemed to have been served twenty-four hours after it is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted.

12 Winding Up

- 12.1 The Society will be wound up voluntarily whenever a special resolution is passed that the Society be wound up.

