

## **Re-structuring the Guild - So what's changed?**

The Guild became a Limited company by Guarantee in early 1992. The objective at the time was to give more legal protection to those running the organisation and to make us more inclusive of all areas of the country views by having constituency representation.

The positive points to this were a more inclusive structure where members had a local point of contact. It provided for attending shows, clubs and groups to meet both members and prospective members. It also provide stock and items from Guild sales that representatives could sell.

However, that's some twenty seven years ago when there was none of the electronic communication that we have now. You were less likely to have a mobile phone or email address and if you wanted to communicate you used a pen and paper or made a phone call - slow and cumbersome by today's standards.

In 2014 amendments were made to the way the company worked. This gave policy to the Council but left the Board to carry it out and implement it. Therefore, the Board is responsible and accountable for that without any real say in determining said policy, but those who do determine such policy have little or no responsibility for its implementation and management. Well-intentioned, but in practice it does not work and slows the whole process down leaving many volunteers frustrated.

A move to make the Guild more transparent and open by allowing the membership the right to put any member forward for a position in its management was, in effect, a more positive outcome of the changes.

In 2018 the Council asked for a full revision of a number of things that they agreed needed review. The company did not have an updated Discipline and Grievance procedure that allowed appeals from those unhappy with an outcome. It asked for a set of rules for the use of its forum and to review the difference in the length of time of service for the management. It also required a full review of the Articles and Rules which we all operate under.

The Management Review Team spent 18 months working through the terms of reference it agreed. At every stage it reported back to the Council. Again it was the Council who accepted the review and asked it be put before the membership following a consultation period.

Some may disagree with its findings but at least it produced an approach that would work for those undertaking responsibility and giving their time to help both run and modernise the Guild.

It was seen as a start to change the large management structure now in place to a more manageable size.

The structure of Constituency Representation was to be kept with a view to ensure we look to the future and the direction the Guild needs to go.

Responsibility is brought back to the twelve members of the Management Committee to keep pace with change and modern methods of communication and working.

Let's look at a few facts: we have fewer and fewer people willing to give their own time to help run our organisation. We currently will not be able to sustain the level of service that has come to be expected by members in some areas. We have new responsibilities to undertake and these all take time and effort of volunteers. Areas like IT have become very specialized. For example, take the introduction of card payments and the complexity of the

new website which interfaces with the forum. Some roles are becoming too big and specialised for volunteers to undertake. Examples of these are book-keeping, administration of membership and compliance with GDPR.

We need to move forward with ways of saving precious time of volunteers and make the Guild more open to those wishing to help. We are by nature a very conservative organisation which makes change take time. However, as we progress into the 2020s, the speed of change will only increase and the availability of free time given by some will decrease.

The Council asks you as a member to look at the proposals even if they don't interest you beyond getting your *Gazette* and attending shows. We need a plan for the future, openness and meeting the ever more complexity of compliance of a Company status.

**Make your choice and vote on the proposals put before you now please.**

**There have been a number of statements made on the Guild forum regarding procedures which I have been asked to clarify for the benefit of members.**

1)

From the company solicitor 3<sup>rd</sup> May 2019

"It is fine for you to correct any grammatical errors – this won't invalidate the documents."

Kind regards,  
Gemma

Gemma Ritchie LL.B. (Hons)  
Senior Associate Solicitor

2)

In a question to management a referral was made to the Overseas Representative. The answer was as follows:-

The Overseas Con Rep will report to the Membership and G.P. Director as they do currently. The reason for this is that, unlike the UK reps, it is not based on visiting the world but ensuring that those members living outside the UK have a contact and can put their issues directly to a representative. They will also sit on the Representatives Committee and be able to meet as they do now with fellow representatives.

3)

A question was raised on the election of Regional Directors. The answer was as follows:-

Regional managers are elected as are all directors by the whole of the membership. I refer you to section 3.3.5 which refers specifically to 3.1.4 for persons appointed as Regional Managers.

4)

A member asked,' I reading draft rule 10.4 as meaning that I as a member will not see (as an example) any breakdown of Telford show income/expenditure details etc'.

The article you refer to is there under the Companies Act which confirms your right to see the annual accounts. However the law does not require detailed accounts to be disclosed without recourse to the Directors who must approve such information being disclosed. The Directors of the Guild ensure that as much detail as is possible is given to members once approved.

A summary of Income and Expenditure is being prepared with the statutory accounts by the Treasurer this year. Anyone may either ask a question at the AGM in September or by contacting the Treasurer at any time.

The actual change to the Articles in this respect was to take out so that any ambiguity that might arise from the wording of the present Articles and was removed following advice from the solicitors.

5)

A question was raised over the way the draft changes had been introduced as Special Resolutions that can't be amended.

Any change to the Companies Articles require a Special resolution hence the reason it has been put before the membership in this way.

6)

A Council member observed that; previously each rule change involved a vote on each rule that was to be changed.

Not so, the last major change to the Articles was in 2014, with a new set of rules to match those items not covered by the Articles. The rules were amended *en bloc* in 2015.

7)

The question has been asked to put simply the benefits of the changes for members and those that run the organisation. I hope we have answered some of these for you.

8)

The proposed rule 3.2 was queried as it appeared to give directors new powers to approve or veto members applying for directorships. It is in fact a transfer of rule 8.2 from the current articles to the proposed new rules. It is there simply to prevent the election of a person legally barred from holding a directorship and not to be used for selecting 'preferred' candidates. However the Secretary is reviewing this item with the legal team.

Signed

The Board of Directors