



**The Guild of Aviation Artists**

**Rule Book including Byelaws**

January 2014

## **Explanatory Notes** (not forming part of the Rules or the Byelaws)

The Guild of Aviation Artists was established in 1971 as a Specially Authorised Society pursuant to the Friendly Societies Acts 1896 to 1968. Its Rules were based on the standard rules for such societies as provided by the Registrar of Friendly Societies at the time.

Numerous incremental changes to the Rules (and the Guild's associated Byelaws) were made over the ensuing years to reflect the changes in the way the Guild conducted its business. However in 2010 it became apparent that these changes to the Rules and Byelaws had not kept pace with the more recent developments in the Guild's management processes and it was decided that a wholesale review of the Rules and Byelaws was necessary.

This review was undertaken by the Executive Committee and accordingly, at a Special General Meeting held in March 2012 the amendments to the Rules and Byelaws proposed by the Executive Committee in order to reflect Guild practices were approved by the voting members. Further amendments to Rules 20, 24 and 28 responding to changed auditing procedures and minor procedural inconsistencies were subsequently approved at the 2013 AGM. All these amendments to the Rules were duly registered by the Financial Services Authority or its successor, the Financial Conduct Authority.

By way of clarification, the Byelaws do not form part of the Rules as registered with the FCA. The Byelaws may therefore be amended from time to time by the voting members as they so decide, provided such amendments do not conflict with or affect the Rules registered with the FCA. All amendments to the Rules must be registered with the FCA before they can take effect.

This Rule Book incorporating the Byelaws has therefore been produced to reflect the approved and registered Rules and approved Byelaws as at January 2014. It will be updated from time to time to include any further changes that are approved by the voting members and (in the case of the Rules) registered by the Financial Conduct Authority or its successors. These will be recorded in the Schedule of Post-January 2104 Amendments at the end of the Rulebook.

Simon Milan  
Vice Chairman January 2014



## **The Guild of Aviation Artists**

Friendly Society Registered No 188SA

# **RULES**

**All Previous Rules Rescinded**

January 2014

## **NAME AND CONSTITUTION**

1. The Society is a Specially Authorised Society established pursuant to the Friendly Societies Acts 1896 to 1968. It shall be called the Guild of Aviation Artists, and is hereinafter referred to as "the Society".

## **REGISTERED OFFICE**

2. (1) The Registered Office of the Society shall be at Trenchard House, 85 Farnborough Road, Farnborough, Hants GU14 6TF  
  
(2) In the event of any change in the situation of the Registered Office, notice of such change shall be sent to the Registrar within 14 days thereafter in the form prescribed by the Treasury Regulations.

## **OBJECTS**

3. The Society is established for the purpose of promoting the Fine Arts pursuant to the Special Authority of 11<sup>th</sup> December 1967 given under section 8(5) of the Friendly Societies Act 1896; and for purposes not inconsistent with the foregoing, and in particular to foster and encourage all forms of aviation art.

## **APPLICATION OF FUNDS**

4. (1) All moneys received on account of entrance fees, levies, fines, donations, sale of rules or otherwise, and interest on investments shall be applied in carrying out the objects of the Society in accordance with the rules.  
  
(2) Any officer misapplying the funds shall repay the amount misapplied and be excluded without prejudice to his liability to prosecution for such misapplication.

## **INVESTMENT OF FUNDS**

5. (1) So much of the funds as may not be wanted for immediate use, or to meet the usual accruing liabilities, shall, with the consent of the General Committee, or of a majority of the members present and entitled to vote in general meeting, be invested by the Trustees in any of the following ways, namely: In the National Savings Bank, or in any savings bank certified under the Trustee Savings Banks Act, 1863, or the Trustee Savings Bank Act, 1954, or in the public funds, or in the purchase of land, or in the erection or alteration of offices or other buildings thereon, or in any investment in which Trustees are for the time being by law authorised to invest trust funds.  
  
(2) The Trustees, with the consent of a special general meeting, may purchase or take on lease any land and may sell, exchange, mortgage, lease or build upon that land (with power to alter and pull down buildings and again rebuild), and a purchaser, assignee, mortgagee, or tenant shall not be bound to enquire as to the authority for any sale, exchange, mortgage, or lease by the Trustees and the receipt of the Trustees shall be a discharge for all moneys arising from or in connection with such sale, exchange, mortgage or lease.

(3) Mortgages or other assurances for securing money to the Society may be vacated by a receipt endorsed or annexed, signed by the Trustees, and counter-signed by the Secretary, in the form contained in the Second Schedule to the Friendly Societies Act, 1896, or in the form contained in the Third Schedule to the Law of Property Act, 1925.

## **MEMBERSHIP**

6. There shall be the following classes of member: Founder Members; Fellows; Full Members; Associates, and Friends. In addition, there may be an Honorary President, one or more Vice-Presidents, and one or more Patrons (hereinafter referred to as "honorary officers"). There may be honorary members of any class.  
Honorary officers shall be elected at a General meeting and shall hold office for 5 years, but shall be eligible for re-election.  
Honorary members shall be elected by the General Committee for such period and on such conditions as the General Committee shall determine.

## **PRIVILEGES OF MEMBERS**

7. All classes of members shall be entitled to submit works for consideration for hanging at any of the Society's exhibitions subject to any General or Special Rules that the General Committee may, from time to time lay down. The following classes of members shall be entitled to use the letters after their names as indicated below:

Fellows: FGAvA  
Full Members: GAvA  
Associates: AGAvA

Subject to the foregoing, the General Committee shall determine the rights and privileges of all classes of members.

## **QUALIFICATION AND METHOD OF ADMISSION OF MEMBERS**

8. (1) The following shall be the first Full Members of the Society: Colin Ashford, John Blake, Gerald Coulson, Margaret Kahn, Kenneth McDonough, Roy Nockolds, David Shepherd, Roger Steel, Michael Turner, Brian Withams and John Young.
- (2) Founder Members: Founders of the Society shall be those Members, Associates or Friends who shall have donated not less than £10 towards the funds of the Society before the 31<sup>st</sup> July 1971.
- (3) Fellows: A Full Member shall be qualified to be granted the award of Fellow of the Society at the invitation of the Hon President if in the opinion of the Hon President, and with the agreement of any existing Fellows, he has demonstrated outstanding artistic ability and service to the Guild over a long period. There shall be no more than 10 Fellows at any one time.
- (4) Full Members (other than as referred to in 8(1) above): A person shall be qualified to be invited to become a Full Member if he is an Associate and, as a result of being proposed for election as a Full Member by an advisory panel of Full Members set up for this purpose, shall, at a secret ballot of all existing Full Members to be held during the first available Annual Exhibition, receive a clear majority of at least 10 votes in favour of his election by those existing Full Members who take part in the ballot.
- (5) Associates: A person shall be qualified to be invited to become an Associate, if he has had work accepted for three Annual Exhibitions within a six-year period.
- (6) Friends. Any person may be elected to be a Friend.

(7) The election of Full and Associate Members in accordance with 8(4) and 8(5) above shall be subject to ratification by a majority vote of the General Committee at its first available meeting.

(8) For the avoidance of doubt, all references to Full Members in this rule and all subsequent references to Full Members in these Rules shall include Fellows.

## **SUBSCRIPTIONS AND COMMISSIONS**

9. (1) Every Full Member, Associate and Friend of the Society shall pay an annual subscription. The amounts shall be fixed by the General Committee but shall be subject to annual review and shall not exceed £100 (one hundred pounds) unless otherwise agreed by a resolution passed by a two-thirds majority at a General Meeting. Different subscription rates may be fixed for the different classes. The subscription year shall commence on the 1<sup>st</sup> day of January in every year. The subscription of any member elected after the 1<sup>st</sup> November may cover the period of up to 31 December of the first full calendar year after their election.

(2) Any Member or Associate whose subscription remains unpaid at the close of Submission Day for any exhibition may at the discretion of the General Committee be prohibited from exhibiting at the exhibition in question.

(3) The General Committee shall have the power to deduct any payments due to the Society by any member from the proceeds of the sale of his or her works in the Society's exhibitions or from any other amounts collected on his or her behalf.

(4) Overseas Subscriptions. The General Committee may at its discretion lay down special subscription rates for overseas membership in connection with the classes of membership referred to in clauses 8(3), (4) and (5) above.

(5) No person shall become a member until he has paid his subscription (if any).

(6) Any member whose membership has lapsed may, at the discretion of the General Committee, be entitled to re-join the Society at the same class of membership to which they were entitled prior to it lapsing.

## **CONDUCT OF MEMBERS**

10. (1) If in the opinion of the General Committee or any seven voting members of the Society, (who shall confirm this opinion in writing to the Secretary), the conduct of any member is injurious to the interests of the Society, the General Committee shall be empowered, after enquiry, to write to such member requiring him or her to resign.

(2) If the said member shall not resign within fourteen days of the date of such written notification, the General Committee shall then call a Special General Meeting. If a simple majority of two-thirds of the members present at such meeting vote by ballot for the expulsion of the said member, he or she shall cease to be a member of the Society and shall not be entitled to use the post-nominals referred to in Rule 7 above. Any such member shall, nevertheless, be responsible for all arrears.

## **CHANGE OF RESIDENCE OF MEMBERS**

11. Members shall notify the Secretary of any change of address of their residence.

## **MEETINGS**

12. (1) The Annual General Meeting of the Society shall be held once in every calendar year whenever the General Committee think expedient, but not later than the 31<sup>st</sup> May.

- (2) A special general meeting shall be held whenever and wherever the General Committee think expedient or whenever 7 voting members or any Trustee so request in writing delivered to the Secretary.
- (3) Twenty days' notice of any general meeting, stating the business to be transacted at such meeting, shall be given to every member in writing, left at or posted to his latest known address. All nominations of candidates for election at any general meeting shall be made in writing addressed to the Secretary at the Guild registered office, to be received not less than 14 days before the general meeting
- (4) At all general meetings 10% of the current voting membership shall form a quorum.
- (5) Every Full Member or Associate present shall have one vote. Voting at all general meetings shall be by show of hands, unless the person taking the chair shall otherwise direct.
- (6) Any voting member whose subscription remains unpaid at the date of the Annual General meeting or any special general meeting shall not be entitled to vote at such meetings.

## **OFFICERS**

13. (1) The Society shall have the following officers who shall form the Committee, which throughout these Rules shall be known as the General Committee:- not less than three and not more than five Trustees, a Chairman, a Vice Chairman, a Treasurer, a Secretary and not more than a total of 10 committee men who shall include not less than 2 Full Members and 2 Associates. The Chairman who shall be a Full or Associate Member shall hold office for one year but shall be eligible for re-election for one further term of one year. No Committeeman shall serve on the General Committee for more than six consecutive years. Thereafter he shall not be eligible for re-election until after the expiration of 1 year from his retirement. The Vice-Chairman shall be appointed annually by the General Committee.
- (2) No person who is a minor shall be elected to any office. A member shall not be nominated for office who is three months in arrears with his subscriptions. The same person shall not be Secretary or Treasurer and a Trustee of the Society, though the same person may hold the offices of Secretary and Treasurer.
- (3) The Trustees, Treasurer and Secretary shall hold office during the pleasure of the Society. All other officers shall continue in office until the next annual general meeting, and at every meeting the said other officers shall be elected by a majority of the members present and entitled to vote, or on failure of such election those last appointed shall continue in office. The Treasurer and Secretary shall be elected by a majority of the members present and entitled to vote at an annual or special general meeting.
- (4) Any officer may be removed by resolution of a special meeting which may proceed to fill the vacancy in compliance with Rule 12(3).
- (5) In case any officer (other than a Trustee) shall die, resign, be removed or become unfit or incapable to act, the General Committee may at any time appoint a person to fill the vacancy until the next annual general meeting, unless the vacancy is previously filled at a special general meeting.
- (6) In the event of any Trustee dying, resigning; or being removed from office, another shall be appointed by a resolution of a majority of the members present and entitled to vote at the annual general meeting or at a special general meeting. Every resolution appointing a Trustee shall be entered on the minutes of the meeting at which he is appointed.
- (7) A copy of such resolution, signed by such Trustee, shall be forwarded within 14 days, by the Secretary, to the Registrar in the form prescribed by the Treasury regulations.

(8) Every officer or servant having the receipt or charge of money, shall, before taking upon himself the execution of his office or service, give security to the Trustee through a Guarantee Society or by a bond in pursuance of the Act, in such sum as the General Committee may direct, being not less than a sum sufficient to cover the maximum amount of cash which the officer or servant is likely at any time to hold.

(9) Notwithstanding the provisions of 13(1) above, should the General Committee consider that the experience and/or expertise of any retiring Committeemen is of particular benefit to the proper administration and management of the Society, then the General Committee may co-opt such retiring Committeemen on to the General Committee. Any such appointments by the General Committee shall be subject to confirmation by a resolution of a majority of the members present and entitled to vote at the next available annual general meeting or at a special general meeting.

(10) The General Committee may from time to time appoint such other officers on appropriate terms and conditions including remuneration (if any) as it sees fit, to assist with the proper administration and management of the affairs of the Society.

## **TRUSTEES**

14. (1) All deeds, documents of title and securities for money shall be held by the Trustees, who shall take such measures for the safe custody and preservation thereof at the expense of the Society as they think fit, and they shall be responsible for the safe custody of all such deeds, documents and securities as are placed in their hands or under their control, and shall produce them for inspection by the auditors when required by them, and whenever else required by a resolution of a general meeting or of the General Committee.

(2) The Trustees shall be the persons to sue and be sued on behalf of the Society.

(3) If any Trustee, being removed from his office, shall refuse or neglect to resign, or shall refuse or neglect to assign or transfer any property of the Society as a general meeting may direct, such Trustee shall (if he be a member) be expelled, and cease to have any claim on the Society without prejudice to any liability to prosecution.

## **TREASURER**

15. (1) The Treasurer shall take charge of the funds of the Society which are not invested and pay all demands when ordered to do so by the Society, or by the General Committee or by the Chairman and Secretary for the time being. He shall not pay any money without written authority signed by the Chairman or the Secretary, or another officer in case of incapacity of the Chairman or the Secretary.

(2) For the avoidance of doubt, the signed minute of the meeting of the General Committee at which the limit of the sums payable by cheque requiring respectively to be signed by one and more than one of the authorised cheque signatories, and the sums above these limits requiring the prior formal agreement of the General Committee shall be sufficient written authority for this purpose.

(3) He shall produce all books, documents, property and money of the Society in his possession and render a full and clear account at each audit, and whenever required by resolution of the Society or of the General Committee or by the Trustees. He shall also give up all books, documents, moneys and property of the Society in his possession when required to do so by a resolution of the Society, or of the General Committee or by the Trustees. For his services he shall receive such sum as the General Committee may determine.

## **SECRETARY**



16. (1) The Secretary shall attend all meetings of the Society and of the General Committee (unless he shall make other appropriate arrangements for such meetings to be properly recorded in accordance with this Rule); he shall record correctly the names of the officers there present, and the minutes of the proceedings, which he shall transcribe into a book to be authenticated by the signature of the Chairman as the proceedings of the meeting; he shall receive proposals for admission to the Society; he shall forthwith hand over all monies received by him to the Treasurer. He shall produce all books, documents, property and money of the Society in his possession, and render a full and clear account of each audit and whenever required by resolution of the Society or of the General Committee or by the Trustees.
- (2) He shall also pay over all moneys, and give up all books, documents and property belonging to the Society when ordered to do so by a resolution thereof or of the General Committee or by the Trustees. He shall summon and give due notice of all meetings of the Society and of the Committee and keep the accounts, documents and papers of the Society in such a manner and for such purposes as the General Committee may appoint, and shall prepare all returns and other documents required by the Act or the Treasury Regulations and duly forward them to the Registrar.
- (3) The Secretary shall on all occasions, in the execution of his Office, act under the superintendence, control and direction of the General Committee. For his services he shall receive such sum as the General Committee may determine.

### **COMMITTEE OF MANAGEMENT**

17. (1) The General Committee shall meet on such days and hours as may be convenient. The Chairman, or, if he is not present, the Vice-Chairman or another member of the General Committee shall preside. Any four members shall form a quorum. The General Committee shall have full power to superintend and conduct the business of the Society according to the rules thereof, and shall in all things act for and in the name of the Society. Every question shall be decided by a majority of votes, and if the votes are equal the Chairman or in his absence the Vice-Chairman shall have a casting vote in addition to his vote as a member.
- (2) Any three members of the General Committee may call a special meeting thereof, by giving seven clear days' notice in writing to the Secretary, but at such special meeting no other business than specified in the notice shall be taken into consideration. The General Committee shall have the power to make Bye Laws not inconsistent with these rules, and shall have power to appoint sub-committees for any purpose which to the General Committee seems expedient, and shall have the power to appoint selection committees, hanging committees and judging and advisory panels in connection with the Society's exhibitions and the election to the various classes of membership, consisting of such persons (not being less than three) as the General Committee shall determine.
- (3) Travelling and out of pocket expenses incurred by members attending business of the Society may be reimbursed in accordance with the Bye-Laws of the Society.

## **ACCOUNTS**

18. (1) The General Committee shall cause proper accounts of the Society to be kept by the Secretary in accordance with the requirements of Section 1 of the Friendly and Industrial and Provident Societies Act 1968.
- (2) It shall be the duty of the General Committee to keep a copy of the last annual balance sheet and of the report of the auditor on the balance sheet always hung up in a conspicuous place at the registered office of the Society.

## **INSPECTION OF BOOKS**

19. The General Committee shall cause the books to be available for the inspection of any member or person having an interest in the funds of the Society at all reasonable hours, at the registered office or at any place where the books are kept, and it shall be the duty of the Secretary to produce them accordingly.
20. (1) The members shall vote annually, as allowed by the Deregulation (Industrial and Provident Societies) Order 1996, at the Annual General Meeting, to have when necessary in law, or where the membership requires, an audit carried out by a registered auditor, or an audit carried out by two or more lay auditors, or a report carried out by a registered auditor, or unaudited accounts, where the conditions for such exist.
- (2) If a full audit or a report is required, a person who is a qualified auditor under section 7 of the Friendly and Industrial and Provident Societies Act 1968 or section 36 of the Friendly Societies Act 1974, shall be appointed. The qualified or lay auditors, if so appointed, shall not be officers or servants of the society and nor shall they be partners of, or in the employment of, or employ, an officer or servant of the society.
- (3) Lay auditors shall be chosen by the Committee of Management from the general membership and/or others.
- (4) If the membership vote for unaudited accounts, the society's income/expenditure ledger shall be scrutinised by the secretary and committee members only and signed, as a true record, by the secretary and two committee members or such other number as may be required by legislation. An income/expenditure report will be prepared to present to the society's members at each Annual General Meeting.
- (5) Save as provided in paragraph (7) of this rule every appointment of an auditor shall be made by resolution of a general meeting of the Society.
- (6) The first appointment of an auditor shall be made within three months of the registration of the Society and shall be made by the General Committee if no general meeting of the Society is held within that time. The General Committee may appoint an auditor to fill any casual vacancy occurring between general meetings of the Society. Any auditor appointed by the General Committee who is not a qualified auditor shall hold the appointment until the conclusion of the first or next annual general meeting as the case may be.
- (7) A qualified auditor appointed to audit the accounts and balance sheet of the Society for the preceding year of account (whether by a general meeting or by the General Committee) shall be re-appointed as auditor of the Society for the current year of account (whether or not any resolution expressly re-appointing him has been passed) unless:
- (a) a resolution has been passed at a general meeting of the Society appointing somebody else instead of him or providing expressly that he shall not be re-appointed or;
  - (b) he has given to the Society notice in writing of his unwillingness to be re-appointed or;
  - (c) he is ineligible for appointment as auditor of the Society for the current year of account or;

(d) he has ceased to act as auditor of the Society by reason of incapacity.

Provided that a retiring auditor shall not be automatically re-appointed by virtue of this rule if notice of an intended resolution to appoint another person in his place has been given in accordance with paragraph (8) of this rule and the resolution cannot be proceeded with because of the death, incapacity or ineligibility of that other person.

(8) A resolution at a general meeting of the Society (i) appointing another person as auditor in place of a retiring qualified auditor or (ii) providing expressly that a retiring auditor shall not be re-appointed shall not be effective unless notice of the intention to move it has been given to the Society not less than twenty-eight days before the meeting at which it is moved. On receipt by the Society of notice of the intention to move any such resolution the Society shall give notice of the resolution to the members and to the retiring auditor in accordance with section 6 of the Friendly and Industrial and Provident Societies Act 1968 and shall give notice to the members in accordance with that section of any representations made or intended to be made by the retiring auditor.

(9) The auditor shall in accordance with section 9 of the Friendly and Industrial and Provident Societies Act 1968 make a report to the Society on the accounts examined by him and on the revenue account or accounts and the balance sheet of the Society for the year of account in respect of which he is appointed.

## **ANNUAL RETURN**

21. (1) Every year before the 1<sup>st</sup> June the Secretary of the Society shall send to the Registrar an annual return relating to its affairs for the period required to be included in the return. The return shall be made up for the period beginning with the date of registration of the Society or with the 1<sup>st</sup> January of the year preceding the year in which the return is required to be sent whichever is the latter and ending with the 31<sup>st</sup> December then last inclusively. The return must be made in the form prescribed by the Chief Registrar and contain such particulars as may from time to time be required by the form. A copy of the report of the auditor on the accounts and balance sheet contained in the return must be sent with the annual return.

(2) The Secretary shall supply gratuitously to every member or person interested in the funds of the Society on his application either a copy of the last annual return or a balance sheet or other document duly containing the same particulars relating to the affairs of the Society as are contained in the annual return together with a copy of the report of the auditor on the annual return or his report on the balance sheet or other document supplied in lieu of the annual return.

## **DISPUTES**

22. (1) If any dispute shall arise between a member claiming through a member or under the rules, or any person aggrieved who has ceased to be a member, or any person claiming through such person aggrieved, and the Society, or any officer of the Society, it shall be decided by reference to arbitration.

(2) Five arbitrators shall be elected at a general meeting, none of them being directly or indirectly interested in the funds of the Society, and any vacancy or vacancies shall be filled at a general meeting. The complaining party to a dispute, or someone appointed by him, shall draw three names out of the five by lot in the usual way and the three arbitrators whose names are first drawn shall decide the dispute.

(3) In this rule the expression 'dispute' includes any dispute arising on the question whether a member or person aggrieved is entitled to be or continue to be a member or to be reinstated as a member but, save as aforesaid, in the case of a person who has ceased to be a member, does not include any dispute other than a dispute on a question between him and the Society or an officer

thereof, which arose whilst he was a member or arises out of his previous relation as a member of the Society.

#### **APPLICATIONS TO THE REGISTRAR**

23. One-fifth of the total number of members, or if the number of members is 1,000 or more, then such number of members as is prescribed by the Act, by an application in writing to the Chief Registrar, signed by them in the Forms respectively provided by the Treasury Regulations in that behalf, may apply:-
- (a) For the appointment of one or more inspectors to examine into and report on the affairs of the Society.
  - (b) For the calling of a special meeting of the Society.
  - (c) For an investigation into the affairs of the Society with a view to the dissolution thereof where the funds are insufficient to meet the existing claims thereon, or the rates of subscription fixed in the rules are insufficient to cover the benefits assured.

#### **VOLUNTARY DISSOLUTION**

24. The Society may at any time be dissolved by an instrument of dissolution approved by a special resolution of the Society.

#### **NOTICES**

25. All summonses and notices shall be deemed to have been duly served if addressed to the member or person for whom they are intended, at his last known address, and delivered at or sent by post to that address.

#### **COPIES OF RULES**

26. The Secretary shall deliver to every person on demand a copy of the rules on payment of such reasonable sum as shall be determined from time to time by the General Committee.

#### **AMENDMENT OF RULES**

27. (1) No new rule shall be made, nor shall any of the rules herein contained or hereinafter to be made be amended or rescinded unless with the consent of a majority of those members present at a general meeting of which notice has been given specifying the intention to propose such new rule or amendment.
- (2) No new rule or amendment of rule is valid until registered.

## **INTERPRETATION**

28. In these rules, unless the contrary intention appears:

- (1) Words denoting the masculine gender shall be deemed to include the feminine.
  - (2) Words in the singular shall include the plural and the words in the plural shall include the singular.
  - (3) 'The Act' means the Friendly Societies Acts, 1896 to 1968, and any Acts amending or substituted for them and for the time being in force.
  - (4) Any references to 'Chief Registrar' or 'Registrar' shall mean the Financial Services Authority or any statutory successor body to the Financial Services Authority."
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## **The Guild of Aviation Artists**

Friendly Society Registered No 188SA

### **Byelaws**

As approved at the Special General Meeting held on 25 March 2012

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#### **THE GUILD OF AVIATION ARTISTS – BYELAWS**

Adopted by the General Committee on the 21<sup>st</sup> February and 18<sup>th</sup> April 1972. Rule 17 of the Rules of the Guild of Aviation Artists states: "The Committee shall have the power to make Bye Laws not inconsistent with the Rules".

The Bye Laws shall be binding on all members of the Guild until further notice and until revoked by the General Committee.

#### **THE GENERAL COMMITTEE OF MANAGEMENT**

##### **VICE-CHAIRMAN**

1. The General Committee shall at the first meeting following the AGM elect a member of the General Committee to be the Vice-Chairman, who shall hold office for one year and be eligible for re-election. On failure of an election the last appointed shall remain in office. (See Rule 13(1))

##### **HONORARY MEMBERS**

2. The General Committee shall be responsible for the election of any honorary members of the Guild, who shall be re-elected annually and shall have such rights and privileges as may be stipulated for the class of membership granted, except that an Honorary Member shall have no voting rights. (See Rule 6)

##### **EXHIBITIONS AND COMPETITIONS**

3. The General Committee shall be responsible for drawing up the Rules for Exhibitions and/or Competitions of the Guild. Such Rules shall be provided on request to every member or non-member wishing to submit works to any Guild exhibition or competition for such reasonable sum as the General Committee shall from time to time decide and shall be available for scrutiny in the registered office of the Guild.

4. The General Committee shall approve all venues, terms and conditions for all Exhibitions and Competitions.

#### **ENTRANCE FEES AND SUBSCRIPTIONS**

5. The General Committee shall fix and review annually all Entrance Fees, Subscriptions and Commission rates and shall give to the members not less than one month's notice in writing of any intended alteration. (See Rule 9)

#### **SUB-COMMITTEES**

6. Any Sub-Committee appointed according to Rule 17 shall have powers of co-option, but its terms of reference shall be approved by the General Committee.  
In order to facilitate the orderly management of the Guild, the General Committee may, in particular, appoint an Executive Sub-Committee which shall be formed of the Chairman and Vice-Chairman, the Secretary and Treasurer and, subject to the approval of the General Committee, such other suitable person or persons as the Executive Committee shall decide.

The Executive Subcommittee shall meet as often as it deems appropriate for the proper discharge of its terms of reference as referred to below and shall formally minute the business conducted at each meeting, such minutes to be made available to the next available meeting of the General Committee.

The Executive Subcommittee shall be responsible for considering and for making recommendations to the General Committee with respect to all matters pertaining to the administration and management of the Guild including reviewing and advising the General Committee on matters of future policy.

#### **SECRETARY, TREASURER AND REMUNERATION**

7. The General Committee shall at the first meeting following the AGM determine and minute the basis of remuneration for the Secretary and the Treasurer, if any, for the ensuing year, and shall confirm any sums due to be paid as a result of the auditing of the previous year's accounts (Rule 16).

#### **BANKING AND FINANCE**

8. The General Committee shall approve the opening of all Banking Accounts into which funds of the Guild are to be placed and shall pass resolutions as to the signatories required on these accounts and the Secretary shall inform the Bank accordingly.
9. The Secretary and Treasurer are empowered to pay out moneys in accordance with resolutions made from time to time by the General Committee to artists in respect of sales and day-to-day working expenses, but any item of proposed expenditure in excess of £500 excluding said payments in respect of sales of works of art, shall be subject to the prior approval of the General Committee.

#### **MEMBERS UNPAID SUBSCRIPTIONS**

10. A member shall automatically cease to be a member of the Guild if his subscription remains unpaid for eight months after the due date, but shall nevertheless be responsible for all arrears at that date. On re-joining the said member shall be liable for any subscription as in force at the time and any unpaid arrears.

## COMMISSION

11. All artists/members selling their work at or in consequence of the Guild's Exhibitions or activities or obtaining commissions through the introduction of the Guild or its members shall be liable for the appropriate rate of commission on the total amount received in respect of such sale or commissioned work, in accordance with the scales of commission laid down and published by the General Committee in accordance with the Rules and Bye Laws of the Guild as hereunder:

All fees and catalogue prices quoted by the Guild, or its officers, or its individual members shall be deemed to include the appropriate scales of commissions as published in accordance with these Rules and Bye Laws and will include VAT where applicable. Artists who are registered for VAT shall inform the Guild at the time of entry of their work and shall state their VAT number.

### 11.1 **FOR WORKS SOLD THROUGH OR AS A CONSEQUENCE OF THEIR BEING EXHIBITED IN A GUILD EXHIBITION**

- a) In the case of Full and Associate members, 25% off the catalogue advertised sales price on each and every work sold, unless the rate of commissions is varied by the General Committee in any supplementary regulations or information sheets, published in respect of a particular exhibition. To be deducted when payment is made to the artist.
- b) In the case of Friends of the Guild and non-subscription paying artists, the rate is 35%.

### 11.2 **FOR WORKS PRIVATELY COMMISSIONED AND SOLD**

- 11.2.1 Where negotiations are carried out by the Guild acting as the Full or Associate members agent, the Guild will negotiate a fee which will include a commission rate of 25%. The Guild will collect the whole fee from the client and will deduct the commission payable when payment is made to the artist.

Note: A deposit will be required from the client in accordance with the Guild's Conditions of Sale printed in the catalogue and Commission/Sales Form.

#### 11.2.2 Reduced Rate Commission for Full and Associate Members

Where the initial introduction has been made by the Guild or through a Guild member or contact, or exhibition, including the Guild's website, but where the Guild has taken no further part whatsoever in the negotiations or arrangements, a commission rate of 10% on the total amount received by the member is payable. An annual return will be circulated to all members to enable them to pay any amounts due.

#### 11.2.3 Copyright Fees

Where Reproduction rights are negotiated through the Guild or as a result of a Guild exhibition or activity a commission of 10% on the total amount received will be due and will be deducted when payment is made to the artist.

- 11.3. The Commission Rate for Friends and non-subscription paying artists in all circumstances is 35%, levied in accordance with these conditions.

12. All fees and catalogue prices quoted by the Guild or individual members shall be deemed to include the scale commission as published by the Guild in accordance with the Rules and Bye Laws.

Note:

- 1) It is a condition of all sales that the Guild is paid the whole purchase price of the work. If for any reason a member/artist receives direct payment from a client, he must immediately inform the Guild and account for the monies so received. The Guild will account to members/artists as soon as possible after but not before receiving cleared funds for the full sales/purchase price.



- 2) The Guild is not VAT registered. All catalogue prices will include VAT where an artist is VAT registered.
- 3) All exhibitors/Exhibitions are subject to the Guild's General Rules for Exhibitors.

### **FULL MEMBERS**

13. The Full Members of the Guild shall meet together once annually for the purpose of considering any matters regarding the administration and management of the Guild. Such meeting to be called by the Secretary who shall be responsible for preparing the agenda for such meetings. Any decisions or recommendations by the Full Members reached at such meetings shall be taken into account by, but shall not be binding on, the General Committee.

### **FRIENDS OF THE GUILD**

14. Any person interested in aviation art, whether as artist or not may become a Friend of the Guild on payment of the required subscription. Friends shall be subject to these Bye Laws and Rules of the Guild and will receive the Quarterly News as published and be given free admission to all Guild exhibitions, lectures and film shows. Friends shall have no voting rights. Friends wishing to purchase at exhibitions or commission works from Associate or Full members of the Guild shall do so through the Guild in the normal way.

### **NON-MEMBERS**

15. Artists who are not members of the Guild may submit work for exhibitions only in accordance with Bye Laws 3 and 4 above and shall be subject to such Rules and be liable to such fees and commissions as the General Committee shall provide.

### **GUILD ORGANISATION**

16. For the purposes of facilitating the effective provision of services for the benefit of its UK members, the General Committee may appoint Regional Organisers who shall have the power to organise events and exhibitions on behalf of the Guild within their geographic areas as they see fit, subject to such terms and conditions (including budgets) as shall be generally determined from time to time by the General Committee.

All Regional Organisers shall be entitled to sit on the General Committee and shall report to the meetings of the General Committee on the conduct of the affairs in their Regions. The Regional Organisers shall also be required to submit annual statements of the financial affairs of their Regions to the Treasurer. The following Regions have been established for the purposes of this Bye Law, but may be varied from time to time as the General Committee shall see fit:

East Anglia  
London and the South East  
South West (including Wales)  
Midlands  
North and Scotland (including Northern Ireland)

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**Schedule of Post-January 2014 Amendments**