

THE COMPANIES ACTS, 1908 TO 1917

COMPANY LIMITED BY GUARANTEE
(not having a Share Capital)

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

**THE BRITISH SOCIETY
OF
MASTER GLASS-PAINTERS**

(As altered by Special Resolutions passed on
31st March 1925, 26th June 1946, 1959, 26th January 1983
3rd December 1993, 17th June, 1994
23rd June, 1995, 9th October 1998 and 12th July 2002)

LONDON
ROBERTS & NEWTON LTD PRINTERS HORSNEY N8

[Copy]

No. 173764

Certificate of Incorporation

I HEREBY CERTIFY that THE BRITISH SOCIETY OF MASTER GLASS PAINTERS (the word "Limited" being omitted by Licence of the Board of Trade) is this day incorporated under the Companies Acts, 1908 to 1917, and that the Company is Limited.

GIVEN under my hand at London, this Eighteenth day of March, One Thousand Nine Hundred and Twenty one.

Fees and Deed Stamps, £9. Stamp Duty on Capital, £
(Signed) A. E. TAYLOR
Assistant Registrar of Joint Stock Companies

(L.S.)

Licence by the Board of Trade

PURSUANT TO SECTION 20 OF THE COMPANIES (CONSOLIDATION) ACT, 1908

WHEREAS it has been proved to the Board of Trade that "THE BRITISH SOCIETY OF MASTER GLASS-PAINTERS", which is about to be registered under the Companies Acts, 1908 to 1917, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 20th Section of the Companies (Consolidation) Act, 1908, and that it is the intention of the said Association that the income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association of the said Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the Members of the said Association.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by Fourteen Members thereof on the Third day of January, 1921, do by this their licence direct "THE BRITISH SOCIETY OF MASTER GLASS-PAINTERS" to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by Order of the Board of Trade, this Seventh day of January, 1921.

H. M. WINEARLS

Controller of the Companies Department, authorised in that behalf on
behalf by the President of the Board of Trade

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COMPANY LIMITED BY GUARANTEE (NOT HAVING A SHARE CAPITAL)

Memorandum of Association

OF

THE BRITISH SOCIETY OF MASTER GLASS-PAINTERS

1. The Name of the Society is "THE BRITISH SOCIETY OF MASTER GLASS-PAINTERS".
2. The Registered Office of the Society will be situate in England.
3. The Objects for which the Society is established are to do all or any of the following things, for the purpose of attaining the objects, if and so far as allowed by law, and observing and performing whatever may be required by law, in order legally to carry out such objects:-
 - (1) To promote, encourage, assist and carry out whatever may tend to elevate the art or craft of glass painting and staining in all its branches, to spread and increase all knowledge and skill in the said craft, and also to do all such things as may in its opinion tend to raise and improve the status, training and qualifications of members of the said craft and to guide social intercourse among such members
 - (2) To take all necessary steps for the preservation of the ancient glass of this country.
 - (3) To formulate, in so far as may be found possible, the usages and customs of the craft of glass painters and stainers, and generally to frame such a code of regulations and adopt such a standard of workmanship as will not only be for the public advantage, but will create public confidence in those who are Members of the Society, and uphold and maintain the national reputation in relation to glass painting and staining: Provided that such regulations shall not be contrary to the provision in Object 21.
 - (4) To give the Legislature, and public bodies and others, facilities of conferring with and ascertaining the views of persons engaged in the said craft, as regards matters directly or indirectly affecting the same.
 - (5) To confer with any other institutions or public bodies as regards all matters affecting the said craft.
 - (6) To originate and promote improvements in the law, and to support or oppose alterations therein, and to effect improvements in administration, and for the purposes aforesaid to petition Parliament and take such other steps as may be deemed expedient.
 - (7) To collect and disseminate professional information of every kind for the service and benefit of Members; and to print, publish, issue and circulate

such papers, books, circulars and other literary matter and undertakings as may seem conducive to any of these objects.

- (8) To devise and apply a scheme or schemes whereby candidates for admission to the Society, whether as Fellows, Associates, or otherwise, may prove, by examination, or other test, their professional qualifications as glass-painters, and to vary and alter the same from time to time.
- (9) Generally to improve the technical and general knowledge of persons engaged, in or about to be engaged in, the said craft or in, any employment, manual or otherwise, in connection therewith, and with a view thereto to provide for the delivery of lectures and the holdings of classes, and to test, by examination or otherwise, the competence of such persons, and to award certificates, and to institute and endow scholarships, grants, rewards and other benefactions: Provided that the Society shall not grant diplomas or titles, and that every certificate granted by the Society shall express on the face of it that it only expresses the result of an examination on behalf of the Society, and is not granted under any statutory power, or Government sanction or authority.
- (10) To establish, form and maintain a library, and collection of models, designs, drawings, and other articles of interest in connection with the said craft.
- (11) To encourage the discovery of and investigate and make known the nature and merits of inventions, which may seem capable of being used by persons engaged in the said craft, and to acquire any patents or licences relating to any such inventions, with a view to the use thereof by the Members of the Society and others, either gratuitously or upon such terms as may seem expedient.
- (12) To establish, subsidise, promote, co-operate with, receive into union, become a member of, act as or appoint trustees, agents or delegates for control, manage, superintend, give or lend monetary assistance to or otherwise assist any associations and institutions incorporated or not incorporated, with objects altogether or in part similar to those of the Society, and prohibiting the payment of dividend or profit to Members to as great an extent as such payment is prohibited by this Memorandum, and not being a trade union.
- (13) To establish, undertake, superintend, administer and contribute to any charitable or benevolent fund, from which may be made donations or advances to deserving persons who may be or have been engaged in the said craft, or connected with any person engaged therein, and to contribute to or otherwise assist any charitable or benevolent institutions or undertakings.
- (14) To undertake and execute any trusts which may seem to be conducive to any of the objects of the Society.
- (15) To admit any person (whether eligible or not eligible for membership) to be Honorary Members of the Society, on such terms and to confer on them such rights and privileges as may seem expedient.

- (16) Subject to the provisions of the 19th section of the Companies (Consolidation) Act. 1908, to purchase, hold, take, lease, exchange, hire or otherwise acquire any real or personal property, and any rights or privileges necessary or convenient for the purposes of the Society, and to construct, alter, use and maintain any buildings required for the purposes of the Society, and to sell or let or mortgage any such property.
 - (17) To invest the funds not immediately required upon such securities, or in such way as may from time to time be determined.
 - (18) To borrow money to such an extent and upon such security as may from time to time be determined.
 - (19) To obtain an Act of Parliament for the dissolution of the Society and the re-incorporation of its Members for any of these objects, and any other act which may seem conducive to any of these objects.
 - (20) The Society may from time to time accept legacies, donations, gifts, subscriptions, conveyances and endowments, either of money or property of any description whatsoever, either absolutely or conditionally.
 - (21) To do all such other lawful things as may be incidental or conducive to the attainment of the above objects, or any of them. Provided that the Society shall not impose on its Members, or support with its funds any regulation which, if an object of the Society, would make it a trade union: Provided, also, that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Board of Education, the Society shall not sell, mortgage, charge or lease such property without such authority, approval or consent as may be required by law; and, as regards any such property, the Managers or Trustees of the Society shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property, in the same manner and to the same extent as they would, as such Managers or Trustees have been if no incorporation had been effected; and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Board of Education over such Managers or Trustees, but they shall, as regards any such property, be subject, jointly and separately, to such control and authority as if the Society were not incorporated. In case the Society shall take or hold any property which may be subject to any Trusts the Society shall only deal with the same in such manner as allowed by law having regard to such Trusts.
4. The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to Members of the Society.

Provided that nothing herein shall prevent the payment, in good faith, of

reasonable and proper remuneration to any officer or servant of the Society, or to any Member of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any Member of the Society; but so that no Member of the Council of Management or Governing Body of the Society shall be appointed to any salaried office of the Society, or any office of the Society paid by fees, and that no remuneration or other benefit in money or moneys worth shall be given by the Society to any Member of such Council or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society; provided that the provision last aforesaid shall not apply to any payment to any Railway, Gas, Electric Lighting, Water, Cable, or Telephone Company of which a Member of the Council of Management or Governing Body may be a member, or any other Company in which such Member shall not hold more than one-hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration, or amendment shall be made to or in the Regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.
6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Society in pursuance of Section 20 of "The Companies (Consolidation) Act, 1908".
7. The liability of the Members is limited.
8. Every Member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding £1 .
9. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the Members of the Society, but, if and so far as effect can be given to the next provision, shall be given or transferred to some other company, society, association or institute, or companies, societies, associations, or institutes having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Society, at or before the time of dissolution, or in default thereof by such judge or judges or such court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then to some charitable object.
10. True accounts shall be kept of the sums of money received and expended by the Society, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Society; and, subject to

any reasonable restriction as to the time and manner of inspecting the same that may be imposed, in accordance with the regulations of the Society, for the time being, shall be open to the inspection of the Members. Once, at least, in every year the accounts of the Society shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

WILLIAM AIKMAN, 7 Camden Square, N.W.1, **Master Glass-Painter**
PERCY CHARLES HAYDON-BACON, 11 Newman Street,
London, W.1, **Master Glass-Painter.**
RICHARD CATO BAYNE, 14 Garrick Street, W.C.2, **Master Glass-Painter.**
REGINALD BELL, 9 Clifford Street, London, W.1, **Master Glass-Painter.**
FREDERICK MAURICE DRAKE, 4 Cathedral Yard, Exeter, **Master Glass-Painter**
FREDERICK CHARLES EDEN, 6 Gray's Inn Square,
London, W.C.2, **Master Glass-Painter.**
THOMAS HENRY GRYLLS, 36 Great Ormond Street,
London, W.C.2, **Master Glass-Painter.**
JOHN TARLETON HARDMAN, Newhall Hill, Birmingham, **Master Glass-Painter.**
GERALD PEMBERTON HUTCHINSON, Whitefriars Glass Works, Tudor Street, E.C.4,
Master Glass-Painter.
JOHN ALDEN KNOWLES, 23 Stonegate, York, **Master Glass-Painter**
ARTHUR MARRIOTT POWELL, Whitefriars Glass Works, Tudor Street,
E.C.4, **Master Glass-Painter.**
EDWARD GRAHAM SIMPSON, 100 St Martin's Lane, W.C.2, **Master Glass-Painter**
WALTER ERNEST TOWER, 28 Nottingham Place, W, **Master Glass-Painter**

Witness to the signatures of the above William Aikman, Percy Charles Haydon-Bacon, Richard Cato Bayne, Reginald Bell, Frederick Charles Eden, Thomas Henry Grylls, John Tartleton Hardman, Gerald Pemberton Hutchinson, John Alden Knowles, Archibald Keightley Nicholson, Arthur Marriott Powell, Edward Graham Simpson, and Walter Ernest Tower.

MAURICE DRAKE,
4 Cathedral Yard, Exeter
Master Glass-Painter

Witness to the signature of the above Frederick Maurice Drake,

WALTER J. BELGROVE,
Vicar Choral, Exeter Cathedral,
Palace Gate, Exeter.

The Companies Acts, 1908 to 1917

COMPANY LIMITED BY GUARANTEE (NOT HAVING A SHARE CAPITAL)

Articles of Association of

THE BRITISH SOCIETY OF MASTER GLASS-PAINTERS

(As altered by Special Resolutions passed on 31st March 1925 and 26 June 1946, 1959, 26th Jan.1983, 3rd December, 1993 and 17th June, 1994, 23rd June 1995(Subscription date), 9th October 1998 and 12th July 2002

INTRODUCTORY

1. The Regulations of Table "A", in the First Schedule to "The Companies (Consolidation) Act, 1908", shall not apply to the Society, but in lieu thereof the following shall be the regulations of the Society:-

NUMBER OF MEMBERS

2. For the purpose of registration, the number of the Members of the Society will not exceed 1,000. The numbers may be increased from time to time by special resolution.

CONSTRUCTION

3. These Articles shall be construed with reference to the provisions of the Companies Acts, 1908 to 1917, and terms used in these Articles shall be taken as having the same respective meanings as when used in those Acts. "The Society" means The British Society of Master Glass-Painters.

PROVISIONAL COUNCIL

4. Until the first General Meeting of the Society, as hereinafter provided, the whole affairs of the Society, and the whole powers of the Council, shall be managed by and vested in such of the following persons as shall become Members of the Society and consent to act as a Provisional Council, of whom five shall be a quorum, viz:-

AIKMAN, WILLIAM	Master Glass-Painter	7 Camden Square, London, N.W.1
BACON, PERCY C.H.	Ditto	11 Newman Street, London W.
BAYNE, R.C.	Ditto	14 Garrick Street, London, W.C.2
BELL, REGINALD	Ditto	9 Clifford Street, London, W.
DRAKE, MAURICE	Ditto	4 Cathedral Yard, Exeter
EDEN, F.C.	Ditto	6 Gray's Inn Sq, London, W.C.1
GRYLLS, T.H.	Ditto	36 Great Ormond Street, London, W.C.1
HARDMAN, JOHN T.	Ditto	43 Newhall Hill, Birmingham
HUTCHINSON, G.P.	Ditto	Whitefriars Glass Works, Tudor St. London, E.C.4
KNOWLES, J.A.	Ditto	23 Stonegate, York
NICHOLSON, A.K.	Ditto	105 Gower Street, London, W.C.1
POWELL, A. MARRIOTT	Ditto	Whitefriars Glass Works, Tudor, St., London, E.C.4
SIMPSON, GRAHAM	Ditto	100 St. Martins Lane, London, W.C.2
TOWER, WALTER E.	Ditto	28 Nottingham Place, London N.W.1

PRESIDENT AND VICE-PRESIDENTS OF PROVISIONAL COUNCIL

5. THE RIGHT HONOURABLE THE EARL OF PLYMOUTH, P.C., C.B., shall be President of the Provisional Council, and the following shall be Vice-Presidents, viz:-
PROFESSOR SELWYN IMAGE

MEMBERSHIP

6. The membership of the Society shall consist of five classes, viz: (1) Fellows, (2) Associates, (3) Craft Associates (4) Ordinary Members and (5) Honorary Fellows, of whom a register shall be kept by the Secretary. The first four classes shall be subscribing Members, the fifth non-subscribing Members. The first three classes shall consist of qualified practising craftsmen and artists and membership of these classes shall thus constitute a professional qualification. Ordinary Membership is not a professional qualification and does not entitle its holders to quote their Membership. All Members of the Society shall be Ordinary Members unless or until they have been elected to the professional status. Provided always that at least three fourths of the total Members must be British Subjects or a corporate body so long as such Corporate Bodies are not engaged in trade for profit. Provided also that any Member ceasing to fulfil the requisite conditions of Membership shall ipso

facto cease to be a member. The Council shall recognise nominations of foreigners whose contribution to the art of Stained Glass is of outstanding importance, for election as Fellows or Honorary Fellows as is appropriate. The nominations are to be submitted at the next Annual General Meeting and the election shall be by the procedures for the election of Members as specified in these Articles as though the nominations had been British Subjects. Such nominations shall be limited to a total of one-fourth total Membership, and by classes.

Fellow Membership of the BSMGP, Associate Membership of the BSMGP, Craft Associate Membership of the BSMGP are professional qualifications. FMGP, AMGP, CAMGP and Hon. FMGP may only be used by those who have been elected through the procedures described in these Articles and have paid their annual subscription to the Society.

FELLOWS

7. Fellow Membership of the BSMGP will normally only be available to those of at least 35 years of age, who have practised the craft for at least 10 years. Fellows are defined as those who in the opinion of BSMGP Fellows have attained eminence and maturity and competence to advise and judge fellow practitioners in the craft. Candidates will be considered for election at the proposal of two existing Fellows. Each proposal must be accompanied by a written submission prepared by the proposers in support of the candidate, including an outline of career, contribution to Stained Glass and other relevant information. The knowledge of the candidates for election is assumed. All existing BSMGP Fellows will be notified of the candidate for their consideration at least two months before each annual meeting of the BSMGP Selection Board. A new Fellow will be elected by a simple majority of those who choose to exercise their vote, either present or by proxy. After election, a Fellow will have the right to use the designation FMGP after his/her name in accordance with the rules specified in these Articles.

ASSOCIATES

8. Associates shall be elected from those who are Ordinary Members of the Society and either (1) persons of not less than twenty-five years of age, carrying on the said craft of stained glass in good standing and able to demonstrate competence in designing and making or in designing and supervising making in the craft or (2) persons of not less than twenty-five years of age working at the said craft as craftsmen, in good standing and able to demonstrate competence in stained glass execution. Both classes of persons shall satisfy the BSMGP Selection Board that they have had regular training in the craft and shall pass such examinations and comply with other such conditions as laid down in the Bye-laws and approved by the General Council in accordance with these Articles. Members who have been elected as Associates and who have paid their annual subscription to the Society are entitled to use the designation AMGP or CAMGP as appropriate.

ORDINARY MEMBERS

9. Ordinary Members shall be persons of not less than eighteen years of age who are concerned or interested in the said craft of stained glass painting, whether directly or indirectly and who are in good standing, as accepted by the BSMGP Selection Board or Council.

HONORARY MEMBERS

10. Honorary Fellows shall be persons who by reason either of their position or of their eminence, or their experience appear to the BSMGP Fellows from time to time to be able to render assistance in promoting the objects of the Society, but who are not engaged in practice as stained glass artists. Honorary Fellows will be elected under the identical procedures for Fellows.
11. Women shall be eligible for election as members of the Society on the same conditions as men.

ELECTION OF MEMBERS

12. Election of Members other than Ordinary Members shall be vested in the BSMGP Fellows and Selection Board as determined by General Council. The BSMGP Selection Board will consist of all the Fellows of the BSMGP and six Associates appointed by the Council to serve for the election of new Associates. The Council will appoint a Chairman/ Convenor each year who will be responsible for calling an annual meeting of the Board and conducting it accordance with the agreed forms. The composition of the BSMGP Selection Board may be amended from time to time by the Council. The BSMGP Selection Board will normally meet on the day of the Annual General Meeting but the Council may permit meetings of the Board for the purposes for which it is constituted at more frequent intervals upon application of the Chairman/Convenor and three other members. Admission of Ordinary Members will be through the Council.

ADMISSION OF HONORARY MEMBERS

13. Honorary Members may be admitted by the General Council *ex proprio motu*, but no person so admitted shall exercise any right of membership until he or she shall have consented in writing to become a Member and his or her name shall have been entered in the Register of Members to be kept pursuant to Section 25 of the Companies (Consolidation) Act, 1908.

BYE-LAWS AS TO EXAMINATION OF APPLICANTS FOR MEMBERSHIP

14. The General Council shall have power to make bye-laws regulating the examinations to be passed by persons nominated for membership as Fellows or Associates, and any other conditions which the General Council may think desirable to attach to the applications for membership, and to vary and alter the same from time to time, but such bye-laws shall not come into force until they have received the sanction and approval of the Society either at the Annual General Meeting or at a Special Meeting to be called for the purpose.

FURTHER PROVISION AS TO BYE-LAWS

15. Without a special resolution no bye-law shall be made which shall amount to such an addition to or alteration of the Articles as could only legally be made by special resolution.

SUBSCRIPTIONS

16. The annual subscriptions to the funds of the Society shall be determined by the General Meeting and will be due on admission and on 1 Jan of each succeeding year. Where the subscription of an Ordinary Member is taken as 100%,

Associates and Craft Associates shall pay 175% and Fellows shall pay 200%. Hon. Fellows will not be required to pay a Subscription. Council may offer discretionary discounted subscriptions, e.g. to Student Members and Members over the age of 70.

CHANGE IN SUBSCRIPTION

17. The Society in General Meeting may at any time by an ordinary resolution, but with the assent of the General Council, make such change in the amount of subscription, or the date of payment thereof, or impose such entrance fee as to it shall seem good.

MEMBERS IN ARREARS WITH THEIR SUBSCRIPTIONS

18. Any Member whose subscription is three months or more in arrears shall not be entitled to vote at any meeting and may, at the discretion of the General Council, be excluded from all or any of the rights and privileges of membership until the same shall have been paid.

SUBSCRIPTIONS OF MEMBERS ELECTED WITHIN LAST THREE MONTHS OF ANY YEAR

19. The General Council may order that the first annual subscription of a Member elected within the last three months of any year shall cover the whole or part of his subscription for the next financial year.

WITHDRAWAL OF MEMBERS

20. A Member may withdraw from membership upon giving two months' notice, in writing, of his intention, and paying all sums due or to become due from him during that period in respect of subscriptions or otherwise.

MEMBERS IN ARREARS WITH SUBSCRIPTIONS FOR TWO YEARS

21. Any Member whose subscription is two years in arrears shall be reported by the Treasurer to the General Council, who shall have the power of erasing the name of such person from the roll of the Society.

CERTIFICATES OF MEMBERSHIP

22. Upon election and the fulfilment of all conditions prescribed by the General Council, every member (in any class) shall be entitled to receive a Calendar for the year in which the member is admitted and thereafter at the beginning of each membership year upon payment of the annual subscription; the form, mode and conditions of issue to be determined by Council.

FIRST GENERAL MEETING

23. The first General Meeting of the Society shall be held at such time in the month of June, 1921, and at such place as the General Council may determine.

SUBSEQUENT ANNUAL GENERAL MEETINGS

24. Subsequently Annual General Meetings shall be held at such time and place as

shall be determined on by Honorary Secretary not sooner than 11 months and not later than 13 months from the date of the proceeding meeting.

ORDINARY AND EXTRAORDINARY GENERAL MEETINGS

25. The above-mentioned Annual General Meetings shall be called Ordinary General Meetings: all other General Meetings shall be called Extraordinary

HOW EXTRAORDINARY GENERAL MEETINGS

TO BE CALLED

26. The General Council may convene an Extraordinary General Meeting whenever they think fit; and they shall do so upon a requisition made in writing by not less than eight Members of the Society of whom at least six shall be Fellows. Any requisition made as aforesaid shall express the object of the Meeting proposed to be called, and shall be left at the registered office of the Society. It may consist of several documents in like form, each signed by one or more of the requisitionists. The Meeting must be convened for the purpose specified in the requisition, and, if convened otherwise than by the General Council, for those purposes only.

REQUISITIONISTS MAY CONVENE EXTRAORDINARY GENERAL MEETING

27. Upon the receipt of such requisitions the General Council shall forthwith proceed to convene an Extraordinary General Meeting. If they do not proceed to convene the same within twenty-one days from the date of the requisition, the requisitionists may themselves convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS

28. At least fourteen days' notice of every General Meeting, specifying the place, the day and the hour of Meeting, and in the case of the Annual General Meeting the other matters hereinafter specified, and, further, in case of special business, the general nature of such business shall be given to the Members in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Society in General Meeting, but the non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting.

DEFINITION OF SPECIAL BUSINESS

29. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting, with the exception of the election of the officers, the consideration of the accounts and balance sheets, the consideration of the ordinary report of the General Council.

NOTICE OF QUESTIONS

30. Any Member who desires to bring any question before any General Meeting shall give notice in writing thereof to the Secretary at least three weeks before the date of such meeting.

ORDER OF BUSINESS

31. The order of business shall be arranged by the General Council.

DECLARATION OF URGENCY

32. The General Council may, by a vote of not less than three-fourths of its Members present, declare any business urgent, and thereupon such business shall be proceeded with at the next following General Meeting, whether Ordinary or Extraordinary, although it shall not have been mentioned in the notice convening such Meeting.

QUORUM OF GENERAL MEETINGS

33. No business shall be transacted at any General Meeting unless a quorum is present at the time when the Meeting proceeds to business. Five Fellows, shall be a quorum of a General Meeting. Forms of proxy may be obtained from the Honorary Secretary. Such proxy vote will be cast on their behalf by the Chairman.

FAILURE OF QUORUM

34. If within half-an-hour from the time appointed for the Meeting a quorum, as aforesaid, is not present, the Meeting, if convened upon the requisition of Members, shall be dissolved; in any other case the Honorary Secretary is empowered to attempt to call another meeting within 30 days.

CHAIRMAN OF GENERAL MEETINGS

35. The President or failing him the Chairman of Council shall be entitled to preside as Chairman at every General Meeting of the Institute.

CHAIRMAN IN ABSENCE OF PRESIDENT

36. If at any Meeting neither the President nor the Chairman of Council is present within fifteen minutes after the time appointed for holding the Meeting, or if neither of them be willing to preside, the Members present shall choose some one of their number to be Chairman.

ADJOURNMENT OF MEETINGS

37. The Chairman may, with the consent of the Meeting, adjourn any Meeting from time to time and from place to 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.

DECLARATION OF CHAIRMAN AS TO RESOLUTIONS OF MEETINGS

38. At any General Meeting, unless a poll is demanded by at least twenty Members, a declaration by the Chairman that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

HOW A POLL IS TO BE TAKEN

39. If a poll is demanded by twenty or more Members, it shall be taken in such manner and at such time and place as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Society in General Meeting.

VOTES

40. Each Member shall have one vote, which must be given personally, or by proxy, available on application from the Honorary Secretary. Such proxy votes will be cast on their behalf by the Chairman.

RIGHTS OF MEMBERS

41. All Members may attend and speak on any subject under discussion at all General Meetings of the Society. No resolution shall be passed unless supported by a majority of the Fellows voting.

OFFICERS

42. The Society shall have the following officers, viz., a President, not more than six Vice-Presidents, a Chairman of Council, an Honorary Treasurer, an Honorary Secretary, an Auditor or Auditors, and a Solicitor or Solicitors.

ELECTION OF PRESIDENT, VICE-PRESIDENTS AND CHAIRMAN OF COUNCIL

43. The President and Vice-Presidents shall be elected by the General Council and they shall hold office for life or until they elect to retire except that the Master of the Glaziers Company is a Vice-President ex officio.. Whenever a vacancy occurs and the membership has been notified in writing every member of the Society shall be entitled to send to the Secretary thirty days at least before the date fixed for the Annual General Meeting of the Society a nomination in writing of one qualified person for the vacant office. The names and addresses of all such nominees shall be given in the circular calling the said General Council Meeting to be held on the day of the Annual General Meeting. The voting for the election of the President and Vice-Presidents shall be by ballot of the Members of Council present at the said General Council Meeting, and the Council shall be at liberty to elect to any of the above offices any qualified persons whose names are put forward at such meeting whether they or any of them have been previously nominated as aforesaid or no.

ELECTION OF CHAIRMAN OF COUNCIL AND OTHER OFFICERS

44. The Chairman of Council, Honorary Treasurer(s), Honorary Secretary, Honorary Auditor, Honorary Solicitor, Honorary Librarian, Honorary Editor(s) and Chairmen of the Working Parties or Committees and other officers shall be nominated by the General Council or by members of the Society not less than 30 days before the Annual General Meeting and elected at the Annual General Meeting, subject to their term of office.

OFFICER MEMBERS OF THE GENERAL COUNCIL

45. The President, Vice-Presidents, Chairman of Council, Honorary Treasurer, Honorary Secretary, Honorary Auditor, Honorary Solicitor, Honorary Librarian and other Officers shall be Members of the General Council. Members by virtue of holding office may simultaneously hold class membership roles on the General Council if duly nominated and elected.

GENERAL COUNCIL

46. From and after the General Meeting of the Society to be held in the year 1999 the whole affairs of the Society shall be managed by a General Council, to be composed of: the President, Vice Presidents, Chairman of the Council, Honorary Treasurer, Honorary Secretary, eleven elected members, the Chairman of each Working Party, Honorary Auditor, Honorary Editor(s) and Honorary Librarian. The members other than the President and Vice-Presidents shall be elected for a term of three years after which they may stand for re-election if nominated. For the first year after the Annual General Meeting in 1998 the Council will agree the date on which each of the Members of Council, other than the President and

Vice-Presidents, shall retire in order to provide continuity on the Council. The places of members retiring each year shall be filled up at the Annual General Meeting at which such members retire. No person shall be eligible to act upon the General Council unless he/she is a member of the Society and is a British Subject, or resident or practising or in employment in the United Kingdom. The office of the member of the General Council shall be vacated:

- a) If he/she ceases to reside in the United Kingdom.
- b) If he/she be called upon in writing by at least three-quarters of the other members of the General Council to resign office on the grounds that he/she is, in their opinion, not a fit and proper person to be a member of the General Council and the opinion of three-quarters of the other members of the Council so expressed shall not be subject to question by any person or Corporation on any ground whatsoever.

NOMINATION FOR ELECTED MEMBERS OF COUNCIL

47. Nominations for the Members of Council, to be elected at the Annual General Meeting in room of those retiring, may be made in writing and signed by one Fellow and one other Member. They shall contain the full names and addresses of the nominees and shall be sent to the Secretary, at the office of the Society, not less than twenty-one days before the date of the Annual General Meeting and the full names and addresses of such nominees shall be given in the circular calling said Meeting.

FAILURES TO NOMINATE OR ELECT MEMBERS

48. In the event of a sufficient number of nominations as aforesaid not being at any time made, the election to the vacancies thus arising, and to any other vacancies then existing, shall be made by the Annual General Meeting.

RETIRING MEMBERS TO CONTINUE IF THEIR PLACES NOT FILLED UP

49. If at any General Meeting at which an election of Members of the General Council ought to take place, the places of the retiring Members are not filled up, the retiring Members, or such of them as have not had their places filled up, shall continue in office until the General Meeting in the next year, and so on, from time to time, until their places are filled up.

VACANCIES DURING YEAR

50. Any vacancies during the year in the membership of the General Council arising from death, resignation or otherwise, may be filled up by the remaining Members of the Council, but the Members so elected to such vacancies shall not hold office longer than the vacating Member would have retained the same if no vacancy had occurred. Any Council Member failing to attend 50% of meetings annually without what the Council considers to be an acceptable reason will be deemed to have resigned.

MEMBERS ELIGIBLE FOR RE-ELECTION

51. A retiring Member shall be eligible for re-election.

MANAGEMENT OF BUSINESS BY GENERAL COUNCIL

52. The management of the business and affairs of the Society shall be vested in the General Council, who, in addition to the powers and authorities by these presents specifically conferred upon them may exercise all such powers, and do all such acts and things as may be exercised or done by the Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in General Meeting, but subject, nevertheless, to the provisions of the statutes and of these presents, and to any regulations from time to time made by the Society in General Meeting, provided that no regulation so made shall invalidate any prior act of the General Council which would have been valid if such regulation had not been made.

POWERS OF GENERAL COUNCIL

53. Without prejudice to the general powers conferred by the last preceding Article, and the other powers conferred by these presents, the General Council shall have the following powers, that is to say, power:-
- (1) To pay the costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the Society.
 - (2) To purchase or otherwise acquire for the Society any property, rights or privileges which the Society is authorised to acquire, at such price and generally on such terms and conditions as they may think fit.
 - (3) At their discretion to pay for any rights acquired by or services rendered to the Society, either wholly or partially, in cash or in bonds, debentures, or other securities of the Society, and so that any such bonds, debentures or other securities may be either specifically or otherwise charged upon all or any part of the property of the Society or not so charged.
 - (4) To appoint and, at their discretion, remove or suspend such secretaries, officers, clerks, agents and servants, for permanent, temporary or special services, as they may from time to time think fit, and to determine their duties, and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit.
 - (5) To appoint any person or persons to accept and hold in trust for the Society any property belonging to the Society, or in which it is interested, or for any other purposes, and to execute and do all such deeds, acts and things as may be requisite in relation to any such trust, and to provide for the remuneration of such trustees.
 - (6) To institute, conduct, defend, compromise or abandon any legal proceedings by and against the Society or its officers or otherwise concerning the affairs of the Society, and also to compound and allow time for payment or satisfaction of any debts due to the Society, and to compromise any claims or demands by or against the Society.
 - (7) To refer any claims or demands by or against the Society to arbitration, and to observe and perform the awards.
 - (8) To make and give receipts, releases and other discharges for money payable to the Society, and for claims and demands of the Society.
 - (9) From time to time to authorise any person or persons to sign receipts, endorsements, cheques, releases, contracts and other documents on behalf of the Society.
 - (10) To invest and deal with any of the moneys of the Society not immediately required for the purposes thereof, upon such Securities and in such a manner as they may think fit, and from time to time vary or realise such investments, and to decide whether the same shall be treated as capital

- or income.
- (11) To enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Society as they may consider expedient for or in relation to any of the matters aforesaid, or otherwise for the purposes of the Society.

MEETINGS OF GENERAL COUNCIL

54. The General Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they may think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined, five shall be a quorum. Five days notice in writing at least shall be given of all meetings of the General Council, but it shall not be necessary to give notice to a Member who is not resident within the United Kingdom.
55. In 1998 and in subsequent years, six shall be a quorum, of whom at least two shall be Officers and two shall be from the eleven elected members.

VOTING

56. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.

CHAIRMAN

57. The President or failing him the Chairman of Council shall be the Chairman of the meetings of the General Council, but if at any meeting neither the President nor the Chairman of Council shall be present at the time appointed for holding the same, or being present shall be unwilling to preside, the Members present shall choose some one of their number to be Chairman of such meeting.

POWERS OF GENERAL COUNCIL

58. A meeting of the General Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Society for the time being vested in or exercisable by the General Council generally.

COMMITTEES

59. The General Council may delegate any of their powers to Committees consisting of such Member or Members as they think fit. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the General Council.

REGULATIONS TO APPLY TO COMMITTEES OF TWO MORE OR MEMBERS

60. The meetings and proceedings of any such Committee, consisting of two or more Members, shall be governed by the provisions herein contained to regulate the meetings and proceedings of the General Council, or such constitution as shall be deemed appropriate by the General Council so far as the same are applicable thereto, and are not superseded by any regulations made by the General Council, under the last preceding Article.

VALIDITY OF ACTS DONE IN ABNORMAL CIRCUMSTANCES

61. All acts done by any meeting of the General Council, or by a Committee thereof,

or by any person acting as a Member thereof, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any person acting as aforesaid, or that he was disqualified, be as valid as if he had been duly appointed, and were qualified to be a Member of the General Council.

CUSTODY OF SEAL AND USE OF LOGO

62. The General Council shall provide for the safe custody of the Seal of the Society and the Seal shall never be used except by authority of the General Council previously given, and in the presence of two members of the Council, who shall sign every instrument to which the Seal is affixed, and every such instrument shall be countersigned by the Secretary or some other persons appointed for that purpose by the General Council. The use of the BSMGP Logo and of any facsimile of the BSMGP's official Seal is restricted to official authorised Society business. No Member of any category is entitled to use the BSMGP Logo for personal communications whether private or business.

AUDIT

63. Once at least in every year the accounts of the Society shall be examined and the correctness of the accounts and balance sheet ascertained and certified by one or more Auditor or Auditors.

APPOINTMENT OF AUDITORS

64. The first Auditor or Auditors shall be appointed by the Provisional Council, and subsequent Auditors shall be appointed by the Society at the Annual General Meeting in each year. The remuneration of the Auditors shall be fixed by the Annual General Meeting. Any Auditor quitting office shall be eligible for re-election.

WHO MAY BE AUDITORS

65. The Auditors may be members of the Society, but no person shall be eligible who is interested otherwise than as a Member of the Society in any transaction thereof, and no officer of the Society shall be eligible during his continuance in office.

VACANCY IN AUDITORS

66. If any casual vacancy occur in the office of Auditor, the General Council shall forthwith fill up the same.

REPORT OF AUDITORS

67. The Auditors shall be supplied by the Treasurer with copies of the accounts and balance sheet intended to be laid before the Society at the ensuing Annual General Meeting twenty-one days at least before the date of holding said meeting, and it shall be their duty to examine the same with the vouchers and securities, or others relating thereto, and to report to said Meeting thereon.

AUDITORS TO HAVE ACCESS TO BOOKS

68. The Auditors shall at all reasonable times have access to the books and accounts of the Society.

STATUTORY PROVISIONS AS TO AUDIT TO APPLY

69. Notwithstanding anything herein contained the provisions of Sections 112 and 113 of the Companies (Consolidation) Act, 1908, relating to audit and Auditors

shall apply to and be observed by the Society, the first General Meeting being treated at the Statutory Meeting, the Council as the Directors, and the Members as the Shareholders mentioned in the said sections.

SERVICE OF NOTICES

70. A notice may be served by the Society upon any Member, either personally or by leaving it at his ordinary place of abode, or by sending it through the post in a prepaid letter addressed to such Member at his address, as appearing in the register of Members.

NOTICES TO MEMBERS OUTSIDE UNITED KINGDOM

71. As regards those Members who have no registered address in the United Kingdom, a notice posted up in the office of the Society shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up.

PROOF OF SERVICE

72. Any notice, if served by post, shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office.

INDEMNITY TO MEMBERS AND OTHERS

73. Every Member of the General Council, Secretary, or other officer or servant of the Society shall be indemnified by the Society against, and it shall be the duty of the General Council, out of the funds of the Society, to pay all costs, losses and expenses which any such member, servant or officer may incur or become liable to by reason of any contract entered into, or act or thing done by him, in good faith, as such member, officer or servant, or in any way in the discharge of his duties.

BYELAWS AS TO THE EXAMINATION OF APPLICANTS FOR ASSOCIATE AND CRAFT ASSOCIATE MEMBERSHIP AND FOR THE CREATION OF NEW FELLOWS

Byelaws approved by the 1994 AGM in accordance with the Society's Articles 14 and 15

APPLICATION PROCEDURE FOR ASSOCIATE STATUS

Applications will only be considered from applicants who are ordinary members of the BSMGP in good standing by the BSSMGP Selection Board which will be held at least once a year for this purpose.

All applicants must obtain an application form from the Hon. Sec. Application forms must be returned two months before the date of the Selection Board together with a CV, a non-refundable application fee which will amount to 50% of the annual Associate membership fee, a signed undertaking to abide by the BSMGP Code of Practice and the following supporting material.

a) the applicant must submit written details of 10 original stained glass works, of which at least five must be in architectural settings. The submission should include the following information: size, location, materials, techniques, nature of applicant's role (designer and maker or designer and supervisor of execution, if the latter, the name of the executing studio must also be supplied.)

b) the applicant must submit his/her own scale designs for at least five of these

c) the applicant must submit a minimum of 20 and maximum of 30 good colour slides (general views and details) to include the works listed in b) and the architectural works included in a)

d) in the case of the five architectural commissions specified in a) above, the name and the address of the client must be provided along with details of access to the site. In cases where the client is a private individual (rather than the representative of a church or company), the location is a private residence, or confidentiality is required, please make this clear.

e) the applicant has the option of additionally submitting a panel (max. size 2'x2', transport, insurance etc., all to be responsibility of applicant) together with its scale design and details of the applicants involvement in the execution.

The Selection Board may request further information from the applicant or other sources, invite the applicant for interview, arrange a site visit or request any other material in support of an application, which, according to their judgement, is relevant to their considerations. Applicants will normally be advised in writing of the outcome of their application within 28 days of the meeting of the Selection Board. The decision of

the Selection Board will be final and no other correspondence will be entered into other than the written notification of the outcome. An unsuccessful applicant will be ineligible for reconsideration within two years of the date of his/her unsuccessful application.

APPLICATION PROCEDURE FOR CRAFT ASSOCIATE STATUS

Applications for Craft Associate status (CAMGP) will be considered from Craftspersons of long standing, other than designers and therefore ineligible to apply for AMGP status but whose work is deemed sufficiently outstanding.

The same submission as specified above will be required and of the 10 works, the applicant must specify his/her precise involvement in the execution of the work. Clause b) will not apply. Of the 5 architectural works required in d) the applicant must, in addition, specify the studio/firm/designer with whom the commission was carried out. Clause e) will be mandatory rather than optional and the panel must be accompanied by a signed undertaking that it is her/his own work.

PROCEDURE FOR CREATION OF NEW FELLOWS

New Fellows and Hon. Fellows will be created by election by the body of existing Fellows. Candidates will only be considered for election at the proposal of two existing Fellows. Each proposal must be accompanied by a written submission prepared by the proposers in support of the candidate (an outline of career, contribution to stained glass etc.) The knowledge of the candidate for election is assumed. All existing Fellows will be notified of the candidates for their consideration at least two months before each annual meeting of the BSMGP Selection Board. A new Fellow will be created by a two thirds majority of those who choose to exercise their vote. The same procedure will apply for each category of Fellow.

SELECTION PROCEDURES

The BSMGP Selection Board will consist of all Fellows of the BSMGP and six Associates appointed by the Council to serve for the election of new Associates. Council will appoint a chairman/convenor each year who will be responsible for calling an annual meeting of the Board and conducting it according to the agreed forms. All applications for Associateship and nominations for Fellowship must be submitted to the convenor at least two months before the scheduled date of the annual meeting.

REGULATIONS FOR CONDUCT OF ANNUAL MEETING OF FELLOWS/BSMGP SELECTION BOARD

All Fellows may participate directly in the creation of new Associates and Fellows through the annual meeting of the BSMGP Selection Board. Council will appoint a chairman/convenor each year, who will be responsible for the calling the meeting and conducting it according to these agreed forms. The chairman/convenor will also be required to sift through applications, in consultation with the secretary and other Fellows and Associates as he/she sees fit, to ensure that applicants are eligible and to

determine whether further information or clarification is required.

He/she will be expected to ensure that the meeting is quorate (8, to include at least 4 Fellows and 2 Associates). Council will appoint six Associates to serve on the Selection Board for the Admission of new Associates. The chairman/convenor will undertake the notification to all existing Fellows of the proposals for new Fellows at least one month before the annual meeting with an agenda and a list of names of applicants to be considered by Associate status (enabling any Fellow to write in support of or opposition to an application)

All Fellows (and Hon. Fellows) will be invited to attend the annual meeting. All Fellows present will be entitled to vote, but there must be a majority vote of practitioner Fellows to carry any decisions. (i.e. Hon. Fellows cannot out-vote Fellows.) The chairman will appoint a secretary for each meeting.

The meeting will first consider the applications for Associate membership, and if necessary will interview applicants. Associates will be admitted on a majority vote of those present (Fellows and Associates appointed to serve.)

The chairman/convenor will then review proposals for the creation of new Fellows. A ballot of those Fellows present will be taken and the proxy postal votes entered by the Fellows will also be cast. Tellers appointed at the beginning of the meeting will count the combined personal and postal votes. A two-thirds majority decision of votes cast will determine the outcome.

AMENDMENTS TO ARTICLES AND BYELAWS

1998:

Article 7 FELLOWS

Existing article

Fellow Membership of the BSMGP will nominally only be available to those of at least 35 years of age, who have practised the craft for at least 10 years. Fellows are defined as those who in the opinion of BSMGP Fellows have attained eminence and maturity and competence to advise and judge fellow practitioners in the craft. Candidates will be considered for election at the proposal of two existing Fellows. Each proposal must be accompanied by a written submission prepared by the proposers in support of the candidate, including an outline of career, contribution to Stained Glass and other relevant information. The knowledge of the candidates for election is assumed. All existing BSMGP Fellows will be notified of the candidate for their consideration at least two months before each annual meeting of the BSMGP Selection Board. A new Fellow will be elected by two-thirds majority of those who choose to exercise their vote, either present or by proxy. After election, a Fellow will have the right to use the designation FMGP after his[^]er name in accordance with the rules specified in these Articles.

Proposed amendment

Fellow Membership of the BSMGP will nominally only be available to those of at least 35 years of age, who have practised the craft for at least 10 years. Fellows are defined as those who in the opinion of BSMGP Fellows have attained eminence and maturity and competence to advise and judge fellow practitioners in the craft. Candidates will be considered for election at the proposal of two existing Fellows. Each proposal must be accompanied by a written submission prepared by the proposers in support of the candidate, including an outline of career, contribution to Stained Glass and other relevant information. The knowledge of the candidates for election is assumed. All existing BSMGP Fellows will be notified of the candidate for their consideration at least two months before each annual meeting of the BSMGP Selection Board. A new Fellow will be elected by a simple majority of those who choose to exercise their vote, either present or by proxy. After election, a Fellow will have the right to use the designation FMGP after his/her name in accordance with the rules specified in these Articles.

Article 22 CERTIFICATES OF MEMBERSHIP

Existing article

Upon election and the fulfilment of all conditions prescribed by the General Council, every member (in any class) shall be entitled to receive from the General Council a certificate of membership bearing the signatures of the President and the Secretary of the Society, and sealed with the Common Seal. The form and mode and conditions of issue of such certificate shall be determined by the General Council,

Proposed amendment

Upon election and the fulfilment of all conditions prescribed by the General Council,

every member (in any class) shall be entitled to receive a Membership Card and Calendar for the year in which the member is admitted and thereafter at the beginning of each membership year upon payment of the annual subscription. The form and mode and conditions of issue of such card shall be determined by the General Council.

Article 23 CERTIFICATES TO BE DELIVERED UP

As the revised Article 22 dispenses with a certificate of membership the need for the certificate to delivered to the Council if the member ceases to be a member is redundant and therefore Article 23 is cancelled and subsequent Articles are renumbered.

Article 42 RIGHTS OF MEMBERS

Existing article

All members may attend and speak on any subject under discussion at all General Meetings of the Society. No resolution shall be passed unless supported by a majority of the Fellows.

Proposed amendment Article 41

All members may attend and speak on any subject under discussion at all General Meetings of the Society. No resolution shall be passed unless supported by a majority of the Fellows voting.

Article 44 ELECTION OF PRESIDENT, VICE-PRESIDENTS AND CHAIRMAN OF COUNCIL

Existing article

The President, Vice-Presidents and Chairman of Council shall be elected annually by the General Council at a meeting to be held not more than fourteen days before the Annual General Meeting from amongst the members of the Society as are nominated in manner hereinafter mentioned. They shall hold office for one year, but shall be eligible for re-election. Every member of the Society shall be entitled to send to the Secretary fifteen days at least before the date fixed for the said General Council Meeting a nomination in writing of one qualified person for the office of President, six qualified persons for the office of Vice-Presidents, and one qualified person for the office of Chairman of Council. The names and addresses of all such nominees shall be given in the circular calling the said General Council Meeting. The voting for the election of the President, Vice-Presidents and Chairman of Council shall be by ballot of the Members of Council present at the said General Council Meeting, and the Council shall be at liberty to elect to any of the above offices any qualified persons whose names are put forward at such meeting whether they or any of them have been previously nominated as aforesaid or no. The first Chairman of Council shall be elected by the Provisional Council.

Proposed amendment

Article 43. ELECTION OF PRESIDENT AND VICE-PRESIDENTS

The President and Vice-Presidents shall be elected by the General Council and they

shall hold office for life or until they elect to retire except that the Master of the Glaziers Company is a Vice-President ex officio.. Whenever a vacancy occurs and the membership has been notified in writing every member of the Society shall be entitled to send to the Secretary thirty days at least before the date fixed for the Annual General Meeting of the Society a nomination in writing of one qualified person for the vacant office. The names and addresses of all such nominees shall be given in the circular calling the said General Council Meeting to be held on the day of the Annual General Meeting. The voting for the election of the President and Vice-Presidents shall be by ballot of the Members of Council present at the said General Council Meeting, and the Council shall be at liberty to elect to any of the above offices any qualified persons whose names are put forward at such meeting whether they or any of them have been previously nominated as aforesaid or no.

Article 45 ELECTION OF TREASURER AND OTHER OFFICERS

Existing article

The Honorary Treasurer(s), Honorary Secretary, Honorary Auditor, Honorary Solicitor, Honorary Librarian and Chairpersons of the Working Parties or Committees and other officers shall be nominated by the General Council or by members of the Society not less than 21 days before the Annual General Meeting and elected annually at the Annual General Meeting.

Proposed amendment

Article 44 ELECTION OF CHAIRMAN OF COUNCIL AND OTHER OFFICERS.

The Chairman of Council, Honorary Treasurer(s), Honorary Secretary, Honorary Auditor, Honorary Solicitor, Honorary Librarian, Honorary Editor(s) and Chairmen of the Working Parties or Committees and other officers shall be nominated by the General Council or by members of the Society not less than 30 days before the Annual General Meeting and elected at the Annual General Meeting, subject to their term of office.

Article 47, GENERAL COUNCIL

Existing article 47

From and after the General Meeting of the Society to be held in the year 1983 the whole affairs of the Society shall be managed by a General Council, to be composed of: the President, Vice Presidents, Chairman of the Council, Honorary Treasurer, Honorary Secretary, a minimum of 4 but not more than, six Fellows, three Associates, two Ordinary Members, the Chairmen of the Working Parties, Honorary Auditor, Honorary Editor(s) of the Journal, Honorary Editor(s) of the Magazine and Honorary Librarian. Of these, the one third who have been longest in office shall retire each year. As between two or more, who have been in office an equal length of time the Members to retire shall, in default of agreement amongst themselves, be determined by lot. The length of time a Member has been in office shall be computed from his last election or appointment. The places of Members retiring each year shall be filled up at the Annual General Meeting at which such Members retire. No person shall be eligible to act upon the General Council unless he/she is a member of the Society and

is a British Subject, or resident or practising or in employment in the United Kingdom. The office of the member of the General Council shall be vacated: If he/she ceases to reside in the United Kingdom.

If he/she be called upon in writing by at least three-quarters of the other members of the General Council to resign office on the grounds that he/she is, in their opinion, not a desirable person to be a member of the General Council and so that the opinion of three-quarters majority of the other members of the Council so expressed shall not be subject to question by any person or Corporation on any ground whatsoever.

Proposed amendment Article 46

From and after the General Meeting of the Society to be held in the year 1999 the whole affairs of the Society shall be managed by a General Council, to be composed of: the President, Vice Presidents, Chairman of the Council, Honorary Treasurer, Honorary Secretary, eleven elected members, the Chairman of each Working Party, Honorary Auditor, Honorary Editor(s) and Honorary Librarian. The members other than the President and Vice-Presidents shall be elected for a term of three years after which they may stand for re-election if nominated. For the first year after the Annual General Meeting in 1998 the Council will agree the date on which each of the Members of Council, other than the President and Vice-Presidents, shall retire in order to provide continuity on the Council The places of members retiring each year shall be filled up at the Annual General Meeting at which such members retire. No person shall be eligible to act upon the General Council unless he/she is a member of the Society and is a British Subject, or resident or practising or in employment in the United Kingdom. The office of the member of the General Council shall be vacated: If he/she ceases to reside in the United Kingdom.

If he/she be called upon in writing by at least three-quarters of the other members of the General Council to resign office on the grounds that he/she is, in their opinion, not a fit and proper person to be a member of the General Council and the opinion of three-quarters of the other members of the Council so expressed shall not be subject to question by any person or Corporation on any ground whatsoever.

Article 55(a) MEETINGS OF GENERAL COUNCIL

Existing article

In 1983 and in subsequent years, five shall be a quorum, of whom at least three shall be Fellows.

Proposed amendment Article 55

In 1998 and in subsequent years, six shall be a quorum, of whom at least two shall be Officers and two shall be from the eleven elected members..

2000:

Special Business: Suspension of Article 24 and Change to Byeiaw proposed by General Council**

Existing Bye-law

"All applicants must obtain an application form from the Hon. Secretary. Application forms with the supporting signatures of one Associate and one Fellow must be returned two months before the date of the annual meeting of the BSMGP Selection Board together with a CV, a non-refundable application fee which will amount to 50% of the current annual fee for Associate Members, a signed undertaking to abide by the BSMGP Code of Practice, and the following supporting material: etc

Proposed Bye-law

"All applicants must obtain an application form from the Hon. Secretary. Application forms must be returned two months before the date of the annual meeting of the BSMGP Selection Board together with a CV, a non-refundable application fee which will amount to 50% of the current annual fee for Associate Members, a signed undertaking to abide by the BSMGP Code of Practice, and the following supporting material: etc.

2002:

Special Business: Change to the Articles proposed by General Council**

Special Resolution: Change to the Byelaws as to the examination of applicants for Associate and Craft Associate membership as approved by the 1994 AGM in accordance with Articles 14 and 15.***

****ARTICLE 22 CERTIFICATES OF MEMBERSHIP**

Existing article

Upon election and the fulfilment of all conditions prescribed by the General Council, every member (in any class] shall be entitled to receive a Membership Card and Calendar for the year in which the member is admitted and thereafter at the beginning of each membership year upon payment of the annual subscription. The form, mode and conditions of issue of such card shall be determined by Council.

Proposed amendment

Upon election and the fulfilment of all conditions prescribed by the General Council, every member (in any class] shall be entitled to receive a Calendar for the year in which the member is admitted and thereafter at the beginning of each membership year upon payment of the annual subscription; the form, mode and conditions of issue to be determined by Council.

"APPLICATION PROCEDURE FOR CRAFT ASSOCIATE STATUS:

Existing byelaw

The same submission as specified above will be required except that the applicant need not have designed the work presented and of the 10 works, the applicant must specify his/her precise involvement in **the** execution of the work. Clause b] will not apply. Of the 5 architectural works required in d] the applicant must, in addition, specify the

studio/firm/designer with whom the commission was carried out.
Clause e) will be mandatory rather than optional and the panel must be accompanied by a signed undertaking that it is her/his own work."

Proposed byelaw

Applications for Craft Associate status (CAMGP] will be considered from Craftspersons of long standing, other than designers and therefore ineligible to apply for AMGP status but whose work is deemed sufficiently outstanding. The same submission as specified above will be required and of the 10 works, the applicant must specify his/her precise involvement in **the** execution of the work. Clause b] will not apply. Of the 5 architectural works required in d] the applicant must, in addition, specify the studio / firm / designer with whom the commission was carried out. Clause e] will be mandatory rather than optional and the panel must be accompanied by a signed undertaking that it is her/his own work."

2003:

Special Business: Change to Articles proposed by General Council**

** *Change in Article of Association*

ARTICLE 6 - MEMBERSHIP

Existing Article:

The membership of the Society shall consist of five classes, viz: (1) Fellows, (2) Associates, (3) Craft Associates (4) Ordinary Members and (5) Honorary Fellows, of whom a register shall be kept by the Secretary. The first four classes shall be subscribing Members, the fifth non-subscribing Members. The first three classes shall consist of qualified practising craftsmen and artists and membership of these classes shall thus constitute a professional qualification. Ordinary Membership is not a professional qualification and does not entitle its holders to quote their Membership

Proposed Amendment:

The membership of the Society shall consist of six classes, viz: (1) Fellows, (2) Associates, (3) Craft Associates, (4) Ordinary Members, (5) Honorary Fellows and (6) Institutional Subscribers, of whom a register shall be kept by the Secretary. The first four classes and the sixth shall be subscribing members, the fifth non-subscribing members. The first three classes shall consist of qualified practising crafts(wo)men and artists and membership of these classes shall thus constitute a professional qualification. Ordinary Membership is not a professional qualification and does not entitle its holders to quote their Membership. Institutional subscribers would be entitled to no more than the right to receive only the Society's Journal of Stained Glass.