



## **Liverpool Marine Engineers' & Naval Architects' Guild**

### **Rules of The Guild**

(Amended by The Charity Commission Circ. 9 May 2006)

#### **1 Name**

The Guild shall be called the "Liverpool Marine Engineers' and Naval Architects' Guild".

#### **2 Object**

The object of this Guild shall be the granting of relief from the funds of the Guild and the income arising there from to necessitous and deserving persons connected with the professions of Marine Engineers and Naval Architects. The Committee shall in their sole discretion decide who are proper subjects for such relief, and their decision shall be final and binding. The persons who shall be subjects for such relief shall (but without prejudice to the power of the Committee to decide what persons are fit and proper subjects for relief whether actually covered or not by the description next hereafter mentioned) include the following:

- (i) Member of the Guild, their wives and families or the widows and/or families of deceased Members.
- (ii) Persons who have been engaged as Marine Engineer Officers in Liverpool and Merseyside area owned or managed vessels, their wives, widows and/or families.
- (iii) Persons who are or who have been Consulting Engineers or Naval Architects practising in Liverpool and Merseyside area, or their technical staffs, their wives, widows and families.
- (iv) Persons who have been engaged as Marine Engineers Officers – their wives, widows and/or families in any vessel owned or managed by any Member in the Port of Manchester or by a Firm or Company any Member or director of which shall be a Member.
- (v) Officers and employees of the Guild, their wives, widows and/or families.
- (vi) Members of the Guild who are not Marine Engineers or Naval Architects but work within The Maritime Industry and Associated Industries.
- (vii) Surplus income may be allocated annually for charitable purposes deemed suitable by these attending the A.G.M. with particular consideration being given to the assistance of youth in Marine related education or similar pursuits.

#### **3 Membership**

The Guild shall comprise two classes of Membership viz.: (1) Life Members and (2) Subscribing Members. A Donor of not less than £100.00 (or such fee as agreed at the A.G.M.) in one payment to the funds of the Guild shall be a life Member provided the Donor is aged 55 or over at the time the payment is made. An annual subscriber of not less than £10.00 (or such fee as agreed at the A.G.M.) to the funds of the Guild shall be a subscribing Member during the period covered by such subscription or alternatively an eleven year Membership of not less than £100.00 (or such fee as agreed at the A.G.M.). Provided that in the case where the Donor of not less than £100.00 in one payment to the funds of the Guild is a Corporate or Public Body or Firm, such Corporate or Public Body or Firm shall be entitled to be a Life Member during the life of some person in their employ to be nominated in writing by them, and on the death of such person or on his ceasing to be in the employ of such Corporate or Public Body or Firm, they shall cease to be Life Members, unless within six calendar months of the

death of such person or of his ceasing to be in their employ they are the Donors of a sum of net less than £100.00 and nominate in writing some other person in their employ during whose life or term of service with them, whichever is the shorter, they shall again be entitled to be Life Members on the same conditions as above. If however the death of any such nominee or his ceasing to be in the employ of the Corporate or Public Body or Firm shall occur within ten years of the payment of £100.00 then the nomination of a fresh nominee may be made without payment, but in no other circumstances shall a Corporate or Public Body or Firm become a Life Member of the Guild.

#### **4 Annual Meeting**

A Meeting of the Members of the Guild shall be held annually by the end of May or as soon as possible thereafter at such time and place as the Committee shall appoint, and seven days' notice, at least, shall be given of such meeting by circular to each Member. A quorum at an Annual Meeting shall be seven. If at any Annual Meeting a quorum be not present, the meeting shall be adjourned. At the adjourned meeting those Members present, though not less than seven, shall be a quorum, and shall transact the business for which the meeting was called.

The business of the Annual Meeting shall consist of:

- (i) The Confirmation of the Minutes of the last Annual Meeting.
- (ii) The Presentation of the Report by the Committee of the progress of the Guild during the preceding year.
- (iii) Presentation of the Accounts of the Honorary Treasurer.
- (iv) Election of Members of the Committee under Rule 5 of an Honorary Chairman, Honorary Treasurer and an Honorary Secretary for the ensuing year, and of Honorary Solicitors, Honorary Auditor and Honorary Medical Officer.
- (v) Determination of subscription rates.
- (vi) Any other business of which notice shall have been given in the circular calling the meeting.

#### **5 Committee**

The management of the affairs of the Guild shall be under the control of the Committee, and the number of Members of the Committee shall not be less than eight, with the Honorary Treasurer and Honorary Secretary for the time being. One third of the Members of the Committee, other than the Honorary Treasurer and Honorary Secretary, shall retire by rotation at the Annual Meeting, but be eligible for re-election. The decision of a majority of the Members of the Committee present at any meeting shall be final and binding. The Chairman of the meeting shall have a casting vote. The quorum of a meeting of the Committee shall be five.

#### **6 Duties of the Committee**

The Committee shall save as otherwise provided, grant relief under the provisions of Rule 2, have the superintendence, control and management of the funds and property of the Guild as provided by these Rules, and shall arrange the audit of the Honorary Treasurer's accounts, submit new Rules to the Guild as they think necessary, and provide rooms for the use of the Guild. The decision of the Committee shall be by a simple majority of the Members present at a meeting, or by resolution in writing, signed by not less than half in number of the Members of the Committee. The Chairman of the Guild shall have a casting vote.

#### **7 Officers**

There shall be a Chairman, Treasurer and Secretary of the Guild appointed at each Annual Meeting, and there may also be all or any of the following: Auditors, Solicitors and Medical Officer, who shall be honorary officers of the Guild, and shall go out of office at the following Annual Meeting but be eligible for re-election, and shall respectively continue in office until their respective successors are elected.

## **8 Trustees**

The property of the Guild shall be vested in Trustees, in accordance with the Trust Deed. A new Trustee or Trustees may be appointed by the Members at an Annual Meeting, or at a Special Meeting called for that purpose. The Trustees shall be ex-officio Members of the Committee. Two Trustees and or the Honorary Treasurer and Trustee shall sign cheques. The number of Trustees shall never be less than two, and in case of the number becoming reduced to less than two a new Trustee or new Trustees to bring up the number to two or more shall be appointed at the Annual Meeting next following such reduction, or by Special Meeting.

## **9 Investment**

The moneys for the time being belonging to the Guild may be invested by the Trustees in or upon one or more of the stocks, shares or securities following – that is to say: public stocks or funds, or Government securities of the United Kingdom, or upon freehold or chattel, real securities in England and Wales, or the bonds, debentures, or debenture stock, or guaranteed stock, or preference or ordinary shares, or stock of any corporation, company, or public body or authority, municipal, local, commercial or otherwise, with liberty for the Trustees to vary the investments from time to time for any other investments of the description authorised.

## **10 Special Meeting of the Guild**

A Special Meeting of the Members shall be called by order of the Committee, or upon requisition in writing (stating the object of the Meeting) signed by not less than ten Members of the Guild, and sent to the Honorary Secretary. The Honorary Secretary shall on receipt of any such requisition call such meeting to be held, at a convenient hour and place, within twenty-one days from the time of receiving the requisition, by seven days' notice by circular to every Member of the Guild. No business shall be entertained at such Special Meeting other than that for which it is called. A quorum at a Special Meeting shall be fifteen Members.

## **11 Voting**

All questions brought before an Annual or Special Meeting shall be determined on a show of hands by a majority of the Members present (the Chairman having a casting vote), unless a ballot be demanded in writing by five of the Members present, in which case it shall be taken within ten days, a copy of the requisition and signatures being sent to every Member. The ballot shall be taken in such a manner as the Chairman of the Meeting shall direct.

## **12 Representation**

Corporate or Public Bodies or Firms contributing to the Funds of the Guild shall be represented by their Secretary or other person, appointed by them from time to time.

## **13 Payment of Subscriptions**

Subscriptions shall be due on the 1<sup>st</sup> of January in each year. Members who have not paid the Subscriptions for the current year before any election, shall not be entitled to vote.

## **14 New Rules**

Alterations or additions to the Rules shall only be made at an Annual or Special Meeting of the Guild, of which due notice shall be given with the notice convening the meeting. Unless such alterations and/or additions shall be proposed by the Committee notice of the proposed alteration and/or additions shall be given to the Honorary Secretary in writing.

## **15 Transfer of Funds**

The Guild may at any time by resolution passed at any Annual or Special Meeting of the Guild, of which notice has been given to the Members, incorporate under the Companies Act, and the Trustees shall in that case transfer the funds of the Guild to the incorporated Guild.

## **16 Memorandum**

It is recommended to such persons who may by their last Testament bequeath sums of monies to public charities to bear in mind the claims, which this Guild has upon benevolent considerations.

## **17 Form of Bequest or Legacy**

“ . . . Further, I bequeath unto the Trustees for the time being of the Liverpool marine Engineers’ and Naval Architects’ Guild the sum of £ : , to be applied to the general purposes of that Institution.”

## **18 Subscription Covenants**

A Member who pays the standard rate of Income Tax on some part of his Income, can further benefit the Guild by entering into a Deed of Covenant to subscribe to the Guild for a minimum period of seven years; the Guild can then recover the equivalent amount of tax on the Members subscription each year. The necessary form of covenant or any further information can be obtained from the Treasurers.