

# THE CONSTITUTION OF THE **ASSISTANT DIRECTORS GUILD UK**

*Revised and adopted by Membership / AGM Vote on 19<sup>th</sup> July 2021*

## 1. NAME

The name of the body shall be The **ASSISTANT DIRECTORS GUILD UK** (hereinafter referred to as the “Guild”). This is the trading name of the Assistant Directors Guild UK Limited, a company incorporated in England with Company Number 12741448 and whose registered office is at 23 The Drive, London, E4 7AJ (“the Company”).

## 2. AIMS AND OBJECTIVES

The aim of the Guild is to promote and encourage the aims of all UK Assistant Directors at home and worldwide, improve pay rates and working conditions in conjunction with union bodies and promote and enhance the status and recognition of, those therein engaged. Without prejudice to the generality of the foregoing it shall be lawful for the Guild to do all or any of the following:

- (a) To make or assist in the making of representations, recommendations or proposals for and generally to assist in the maintenance of professional standards, also to advance training, inclusivity, diversity and equality;
- (b) To hold, promote, or assist in the holding or promoting of conferences, meetings, demonstrations, discussions, exhibitions, competitions and awards and to afford further and other opportunities for the advancement of education and the exchange of knowledge, information and opinions;
- (c) To publish in any manner and distribute, whether by way of sale or otherwise, written, pictorial, recorded or multi-media matter relating to the interests of the Guild;

- (d) To apply for and receive for the purposes of the Guild, subscriptions, donations, bequests, loans, gifts of all kinds, whether absolute or conditional.

Provided that the Guild shall not support with its funds or endeavour to impose on or procure to be observed by its Members and others any regulation or restriction which, if an objective of the Guild, would make it a Trade Union.

- (e) The Guild's remit does not involve negotiating for labour benefits with employers, nor does it impinge upon or interfere with the relationship between its members and any recognised trade union to which they may belong. However, this does not prevent the Guild from taking a stance in exceptional circumstances, to be considered and agreed on a case by case basis by the Council.

### 3. APPLICATION OF INCOME

- (a) The income and property of the Guild from whatever source shall be applied solely towards the promotion of the objectives of the Guild and no portion thereof shall be paid or transferred directly or indirectly howsoever by way of profit to the Members of the Guild, or to the owner of the Guild Company.
- (b) Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration or expenses to any officer, member or servant of the Guild in return for any services actually rendered to the Guild, if previously approved by the Council, or prevent payment of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any Member of the Guild.  
Provided that nothing herein shall be deemed to exclude any Member from the receipt of any medal or award, or prevent the gratuitous distribution among or sale at discount to Members of any training, practical demonstrations or any other literary or technical matter, whether published by the Guild or otherwise.

- (c) Provided also that nothing herein shall be deemed to exclude any Member from the benefit of any grant made in furtherance of any of the objects of the Guild.
- (d) In the event of the dissolution of the Guild any funds remaining after all outstanding payments have been made shall be devoted to some other body having objects similar or analogous to those of the Guild, or some other purpose or charity approved by paid up Members of the Guild at such time, subject to a vote by the membership. The Guild can alternatively disburse remaining moneys back to the paid up membership subject to a vote by the membership.

## 4. JURISDICTION

The principal direction and control of the affairs of the Guild shall be exercised in the United Kingdom but regional or local centres of activity may be established anywhere in the World.

## 5. MEMBERSHIP

- (a) Membership of the Guild is at the discretion of the Council and is limited to those members of the film and media industry who work as Assistant Directors. Submission of applications will be via the Membership Committee which will approve or reject such applications in its absolute discretion without being required to assign any reason.
- (b) No person whose application is accepted by the Council shall be entitled to any of the privileges of membership until their first subscription and any applicable entrance fee shall have been paid.
- (c) For the purposes of Voting as a “member” of the Company, only Full members and Voting Members shall be deemed to be members of the Company.

(d) For the purposes of this Constitution, use of the word “member” shall mean individuals falling within categories (i) to (vi) below, unless indicated to the contrary.

(e) Membership of the Guild shall fall within the following categories.

(i) **FULL MEMBER.**

Open to 1st and 2nd Assistant Directors with 500 days\* or more experience in a skill or skills recognised by the Council under clause 5

(a). They have voting rights, are eligible for nomination for election to Council and to ~~se~~ nominate others. They may use the initials ADG after their name.

(ii) **VOTING MEMBER.**

Open to 1st, 2nd and 3rd Assistant Directors with between 100 and 499 days\* experience in a skill or skills recognised by the Council under clause 5(a). They have voting rights and are eligible for nomination for election to Council but not to nominate others.

(iii) **SUPPLEMENTARY MEMBER.**

Open to 3rd Assistant Directors and other individuals not covered by the above. They have no voting rights. They may be co-opted into the Council but are not eligible for nomination for election to Council or nominate others.

(iv) **HONORARY MEMBER.**

Open to Full Members or Members and non-Members who the Council consider have made a considerable contribution to the Assistant Directors Craft. Honorary Members are appointed by the Council and will be formally welcomed by the Membership at the next Annual General Meeting. They have no voting rights, may be co-opted onto

the Council and are not eligible for nomination for election to Council or nominate others.

(v) **RETIRED MEMBER.**

Open to Full Members or Members who retire completely from gainful employment. They may continue to enjoy their former privileges of membership (including voting rights) may be co-opted onto the Council and are not eligible for nomination for election to Council and may not nominate others.

(vi) **OVERSEAS MEMBER.**

Open to Members who reside overseas and do not have UK passports\*. They have no voting rights, may be co-opted onto the Council and are not eligible for nomination for election to Council or nominate others.

## **6. FEES AND SUBSCRIPTIONS**

The amount of entrance fees and subscriptions shall be fixed by resolution of the Council annually. All subscriptions shall be due and payable annually. Payment plans may be offered to members to help spread their costs at the discretion of the Council.

## **7. TERMINATION OF MEMBERSHIP**

- (a) Any Member wishing to resign from the Guild shall not give less than three days' notice of resignation to the Secretary via the Guild's website, accompanied by any arrears of subscription or other moneys then owing to the Guild, and shall promptly return any property of the Guild which may at any time have been lent to them or otherwise placed in their custody or control.

Acceptance of their resignation shall not relieve a Member from any liability, financial or other, accruing prior to such acceptance.

- (b) If the subscription of any Member be in arrears and unpaid for one month, the Secretary shall give notice thereof to the Member. If such arrears shall not have been paid within a further month after the giving of such notice, the Council shall have power to direct the removal from the register of the name of the Member and they shall thereupon cease to be a Member. Provided that notwithstanding such removal they shall remain liable to the Guild for any moneys then owing by them and for any property lent to them or placed in their custody or control.
  
- (c) If it should appear to the Council or be represented to the Council by notice in writing signed by not less than three Members that there is reason to believe that the conduct of any Member has been such that it would not be in the interests of the Guild to permit such Member to continue to enjoy the privileges of membership, the Council shall send to such Member a statement in writing of the allegations made and shall afford them an opportunity to reply in person or in writing. The Council shall give due regard to all written representations made by the member, but if it shall be of the opinion after due consideration that their membership should be suspended for a period or that their name should be removed from the register and that they should cease to be a Member, it shall have the power so to resolve. At least nine Members of Council must be present at any meeting at which the suspension or expulsion of a Member is resolved upon and not less than a quorum of such Members of Council must consent thereto. Any Member who is expelled from the Guild shall remain liable to the Guild for any monies then owing by them and for any property lent to them or placed in their custody or control. In certain circumstances to be decided by the Council, warnings may be given depending on the severity of the misconduct, but is not necessary before action is taken.

- (d) Any Member who has resigned from the Guild or whose name has been removed from the register may be re-admitted to membership at the discretion of the Council.
- (e) Any Member who has been suspended or expelled from the Guild may appeal initially to the Secretary within one month of the date of expulsion whereupon the Council may convene the Complaints Committee or appoint three members who were not connected with the initial decision to consider the appeal. The decision of the Complaints Committee or the appointed members shall be final and binding.
- (f) In order to ensure that closed discussions remain confidential within the Guild and the Company, to encourage openness and transparency, all ongoing Guild and Company business including policy formulation prior to voting (and incorporation into the Constitution) and governance documentation is strictly confidential and shall not be disclosed to unauthorised Members and non-members unless specifically authorised in writing by the Chair in liaison with members of the Council and Committees or as may be permitted by law. Failure to abide by this rule will leave the member open to the above disciplinary procedure and could result in expulsion.

## 8. COUNCIL

- (a) Subject to the provisions of the Constitution the sole control and management of the income, property and affairs of the Guild shall be vested in its Council.
- (b) Being a member of the Council means that the Member must attend at least three of the four annual meetings unless exceptional circumstances prevail, in which case notice in writing must be submitted to the secretary no later than three days before the meeting. Failure to do so may result in membership of the Council being reviewed and in some circumstances, revoked.

- (c) The Council shall consist of one Chairperson, three Vice Chairpersons, one Secretary, one Treasurer and a minimum of 8 and a maximum of 14 others all of whom shall be Full Members, Voting Members, Supplementary Members or Retired Members. Council shall have the right to co-opt additional Members if deemed necessary at any time, who shall have equal voting rights. Such co-opted Members shall retire not later than the next Annual General Meeting, but may be co-opted again if the Council sees fit. Members of the Council shall be drawn equally, as far as possible, from the occupational skill categories represented by the Guild's membership from time to time. At each Annual General Meeting, when the make-up of the Council may change as a result of elections, every effort should be made to maintain a broadly representative balance of these occupational skills, as well as regional representation, with the permissible exception of those in which the Guild has few Members. However, no actual or perceived imbalance of occupational or regional representation on the Council shall invalidate the Council's authority in any matter.
- (d) Members of Council shall retire immediately prior to the annual Council Election on completion of three consecutive years in office, but shall be eligible for further terms, after one year has elapsed out of office.
- (e) The posts of Chairperson, Vice-Chairpersons and Secretary will be subject to annual election by Members of the Council. For the purposes of the Company, the Chairperson and one Vice-Chairperson shall be directors of the Company. Any prospective Chairperson, Vice-Chairperson or Secretary must have served at least the preceding ten months on the Council to be eligible. They may serve for a maximum of three consecutive years then at least one year must elapse before fresh eligibility, unless approved for a further term by a quorum of the Council.
- (f) The posts of Treasurer and Secretary will only be subject to election in the event of there being more than one person willing to fill them, otherwise volunteers will be sought from the Council



and the result duly minuted. The only limit to their length of service will be their membership of the Council

- (g) Requests for nominations for a Member of Council in elections under clause (d), and (e) if necessary, shall be sent to a Member of Council at least three weeks before the Election Date and must be returned to the Administration Secretary at least 7 days before the Council Election date. Nominations should be in writing, utilising whatever current and future methods of communication the Council deems appropriate, including paper and electronic formats, from a proposer and seconder (both of whom must be current Members of the Council) for each nominee, whose willingness must have been sought and given. In the event of there being more than one nomination for any post, the Member with the most nominations will be elected. The Secretary or nominated deputy will act as the returning officer and declare the results at the start of the first Council meeting after the annual Council Election. Those elected will take office forthwith. Non-receipt of any nomination or voting forms shall not invalidate the results.
- (h) No member of Council shall be appointed to any salaried office of the Guild or become its employee, but Clause 3 (b) of this Constitution shall take precedence.
- (i) Without prejudice to the general powers hereby conferred, the Council may appoint such committees as it shall deem expedient and may co-opt members for special purposes and may enlist paid appointees to carry out the administrative work of the Guild, upon such terms as it shall think fit.
- (j) Meetings of the Council shall be held at least four times in every calendar year or more often as required and shall be summoned by the Secretary on the direction of the Chairperson. A quorum shall consist of not less than nine Members of Council, but the Chairperson / Vice-Chairs may use their discretion about deferring to a later meeting any business that particularly concerns a skill under-represented at a given meeting

- (k) Council shall conduct Guild business including meetings, voting procedures and elections utilising whatever current and future methods of communication it deems appropriate, including paper and electronic formats.
- (l) All Members of Council and/or committees shall act at all times in accordance with Article 6 (i) of the Articles of Association of the Company.
- (m) A Council member must declare to the other Council members any situation of which they are aware in which they have, or could have, a direct or indirect interest that conflicts, or might conflict, with the interests of the Guild. If a conflict of interest arises for a member of Council because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Constitution, the unconflicted members of Council may authorise such a conflict of interest if each of the following conditions is satisfied:
  - (i) the conflicted member of Council is absent from the part of the meeting at which there is discussion of the conflict of interest, including any arrangement or transaction affecting that other organisation or person;
  - (ii) the un-conflicted members of Council are satisfied that it is in the interests of the Guild to authorise the conflict of interest in the circumstances applying. In all other circumstances the conflicted member shall not be entitled to vote on the matter relating to such conflict.
- (n) the terms and conditions of service of the Chair, the Co-Chairs and the Clerks and the holders of any other posts are as the Council may determine.

## 9. THE CHAIR

Subject to the approval of the Council, the Chair shall be responsible for:

- (a) making proposals to the Council about the character and mission of the Guild and for overseeing the implementation of the decisions of the Council;
- (b) the organisation, direction and management of the Guild and leadership of the staff;
- (c) the appointment, assignment, appraisal, development, suspension, dismissal and determination – within the framework set by the Council – of the pay and conditions of service of staff as applicable other than the holders of other posts for which the pay and conditions are determined by the Council, if applicable;
- (d) the determination, after consultation and approval of the Council, of the Guild's activities, and for the determination of other required activities;
- (e) tracking annual estimates of income and expenditure for the Council, and oversight of the budget and resources committee activities, within the estimates approved by the Council; and report fiscal accounts received from the Treasurer to the Director of the Guild company annually.
- (f) the maintenance of Guild and Council discipline, within the rules and procedures provided for by these Articles, for the suspension or expulsion of Council and general members on disciplinary grounds.

## 10. DELEGATION OF FUNCTIONS AND COMMITTEES

- (a) Subject to the following provisions of this Article, the Council may establish committees for any purpose or function, other than those assigned elsewhere in these Articles to the Chair, Co-Chairs or to the Membership, and may delegate powers to such committees or to the Chair or Co-Chairs.

- (b) The Council shall establish a committee or committees to determine or advise on such matters relating to employment policy or finance as the Council may remit to them. The members of the committee or committees shall be drawn from the Council and Membership as well as other co-opted parties.
- (c) The Council shall establish an Audit Committee to advise on matters relating to effective control and management of the Company's finances and securing value for money from its funding. The audit committee will be overseen initially by the Chair and then further by any external auditors that the owner of the Guild company sees fit to appoint.
- (d) The Council shall have the option to establish a Complaints Committee of at least 3 Members on an ad-hoc basis to hear appeals pursuant to Clause 7 (e). Any Member of Council who was party to a decision to suspend or expel a Member may not be a Member of the Complaints Committee.

## 11. ACCOUNTS

- (a) Proper books of account shall be kept with respect to all receipts and expenditure and the assets and liabilities of the Guild and shall be balanced at the 31st of December each year.
- (b) The accounts of the Guild shall be certified annually by a properly qualified accountant who shall not be a member of the Guild.
- (c) Copies of the duly certified accounts shall be available at the Annual General Meeting and the originals shall be presented at such meeting and filed at Companies House on behalf of the Company.

## 12. MEETINGS

- (a) **Annual General Meetings (AGM)**

There shall be an Annual General Meeting of the Guild to be held not later than six months after the annual Council Election each year.

Elections for the Council seats which become vacant annually shall take place at this meeting. One month's notice of every Annual General Meeting shall be given to the Full Members, Voting and Retired Members. The agenda shall be circulated one week in advance.

**(b) Extraordinary General Meetings (EGM)**

Extraordinary General Meetings may be called at such times as the Council deem necessary or may be convened at any time by notice in writing to the Secretary signed by not less than twenty Full Members, Voting Members or Retired Members provided that such Members must be prepared to defray the cost of such meeting if called upon to do so and provided also that such written notice shall have been given not less than 10 working days before the proposed date of the EGM and provided that the notice shall specify the business to be transacted thereat. Ten working days written notice of every EGM so convened shall be given to the Members.

**(c) Ordinary Meetings (OM)**

Ordinary Meetings shall be held for any of the purposes set out in Clause 2(c) hereof at such times and places as the Council may appoint. No question shall be discussed or motion made at such meetings relating to the direction and management of the Guild.

**(d) Admission to Ordinary Meetings (AGMs, EGMs and OMs)**

All Members shall produce their valid current membership cards or sign a register kept for the purpose of seeking admission, if the meeting is to be held physically. Only Voting Members will be authorised to join such meetings. A validating link will be sent out to all eligible members if the meeting is to be held electronically. This must not be shared with any non-member or third party. Members may not introduce visitors at such meetings, but guest observers might be invited to such meetings by prior Council approval.

## 13. QUORUMS AND PROXIES

- (a) The quorum at Annual General Meetings shall be twenty Voting Members and at Extraordinary General Meetings by thirty Voting Members. The non-receipt by any Member of a notice of an AGM or EGM shall not invalidate the business transacted thereat, nor shall the non-receipt by or from any Member of any voting instrument invalidate any election or decision. Each entitled Member shall have one vote on each matter at an AGM or EGM which may be given in person or electronically.
- (b) A Council proxy, who should be a member of the Council, shall be appointed by an instrument in writing which may, if Council so determines, take the form of an Electronic Communication and which shall be in such form and include such declarations as Council may from time to time determine. The instrument appointing the proxy or a representative shall be delivered to the Administration Secretary which may include any electronic address which is specified for the purpose not less than 3 clear days before the day appointed for the meeting.

## 14. ELECTION OF COUNCIL MEMBERS

### (a) **Nominations.**

Anyone who wishes to run for Council should nominate themselves in writing to the Secretary before the end of the nomination period which will be communicated to membership no later than one month before the election. The completed list of nominees will be sent out with a voting form to the Membership no later than 5 days before the annual Council Election, with votes being collected and shared with the Membership as soon as is practicable thereafter.

### (b) **Voting.**

Electronic voting forms will be sent to all Members entitled to vote containing the names of those offering themselves for election who have

been properly nominated, indicating the occupational category of each candidate. The form may be divided into such sections and offer such guidance as the Council considers may achieve the broadly representative balance of the occupational categories of membership referred to in Clause 8(b). All voting papers must be submitted online in an electronic voting procedure. The Secretary or a Senior Administrator (if appointed by the Council), corroborated by the Chair shall count the votes and report the results to the Membership as soon as is practicable. In the event of a tie the outgoing Chairperson shall have the casting vote. \*\* Please see Appendix 2 for election process.

**(c) Retirement.**

Should a Council Member retire during their term of office, the Council may at its discretion request the unelected candidate who polled the highest number of votes in a suitable category, at the most recent election to replace them for the remaining period. If the retirement causes the number of Council Members to drop below a quorum, the same procedure as for 14(b) will be followed, or the Council at its own discretion will co-opt a replacement for the remaining period.

## **15. INTERPRETATION**

In this Constitution, where the context so admits:

- The singular shall include the plural and vice versa;
- The masculine shall include the feminine and vice versa;
- “Month” shall mean calendar month;

Reference to writing shall include electronic media, printing, typewriting and other modes of representing words in a visible form.

## **16. AMENDMENTS TO THE CONSTITUTION**

Amendments to the Constitution may only be made through the AGM or EGM process, by electronic vote convened under rule and the proposed amendments must appear clearly on the Agenda. The quorum for any such meeting where amendments are discussed will be a minimum of fifty voting

members. The Council alone cannot make amendments to the Constitution. A majority of those members present must vote for the amendment in order for it to be accepted.

## **17. THE DISSOLUTION OF THE GUILD**

The dissolution of the Guild can be brought about by a two-thirds majority at a specially convened General Meeting of the Voting Members. The quorum for such a meeting will be two thirds of the Voting Members. In the event of any such dissolution, the assets or liabilities of the Guild will be divided amongst the existing Members of the Company who, by acceptance of these rules, undertake to honour any commitments that such dissolution would incur. In the event of such, a General Meeting being unable to obtain a quorum at three successive meetings, the Chairman is empowered to declare The Guild dissolved, providing that it is financially in credit.

**Signed**

**Chair  
Assistant Directors Guild UK**