

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

1. NAME

The name of the body shall be The **ASSISTANT DIRECTORS GUILD UK** (hereinafter referred to as the “Guild”).

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

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.

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.

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.

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 annual subscription and any applicable entrance fee shall have been paid.

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

(ii) **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 (a). They have normal voting rights and are eligible for nomination for election to Council.

(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 as required.

(iv) **GRADED MEMBER.**

Open to those training to become Assistant Directors* and other individuals not covered by the above. They have no voting rights.

(v) **ACADEMY MEMBER.** Open to individuals for the period of their enrolment in a training course specialising in a skill or skills recognised by the Council under clause (a). Applicants must declare in writing that work in a field covered in clause (a) is to be their chosen profession and must supply suitable supporting documentation from their training establishment.

(vi) **HONORARY MEMBER.** Open to 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.

(vii) **RETIRED MEMBER.** Open to Members who retire completely from gainful employment in the Full, Associate, Supplementary or Affiliate categories. They may continue to enjoy their former privileges of membership (including voting rights for Full and Associate categories).

(viii) **OVERSEAS MEMBER.** Open to Members who reside overseas and do not have UK passports*

(ix) **FELLOW.** The Council shall have power to grant the honour of Fellowship of the Guild on such terms and subject to such conditions as the Council shall determine from time to time. This will be advisory but have no direct voting or Council / Member rights.

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 address a letter of resignation to the Secretary, 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 of the Guild 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. Provided that 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 moneys 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) Because we need to feel secure that closed discussions remain confidential within the Guild and its bodies, to encourage openness and transparency, all ongoing Guild and Committee business including policy formulation prior to voting (and incorporation into the constitution) and governance documentation is strictly confidential and should be treated on a non-disclosure basis among unauthorised members and non-members unless specifically authorised in writing by the Chair in liaison with members of the Council and Committees. 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 Council member 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 your 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 but up to 14 other 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. Councillors 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 at the Annual General Meeting 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. 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 or their being voted out in extraordinary circumstances.
- (g) Requests for nominations for Councillors' use in elections under clause (d), and (e) if necessary, shall be sent to Councillors with the notice of the first Council meeting after the A.G.M. and must be returned to the Administration Secretary before that Council meeting. 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 new 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 gain that post. 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 A.G.M. 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 paragraph 2 of this Constitution shall take precedence in interpretation.
- (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 between nine and eleven, drawn in any proportion from the occupational skills represented on the Council, but the Chairperson / Co-Chairs may use 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) 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 un-conflicted 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 conflicted member of Council does not vote on any such matter and is not to be counted when considering whether a quorum is present at the meeting; and
- (iii) 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.
- (iv) 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 implementing 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.

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 audited annually by a properly qualified auditor who shall not be a member of the Guild.

- (c) Copies of the duly audited accounts shall be available at the Annual General Meeting and the originals shall be presented at such meeting.

12. MEETINGS

(a) **Annual General Meetings**

There shall be an Annual General Meeting of the Guild to be held not later than the last week in February 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 Members. The agenda should be posted with one week's notice.

(b) **Extraordinary General Meetings**

Extraordinary General Meetings may be called at such times as the Council deem necessary or may be requisitioned at any time by notice in writing to the Secretary signed by not less than twenty Members of the Guild provided that the requisitionists must be prepared to defray the cost of such meeting if called upon to do so and provided also that such notice shall have been given not less than two working weeks before the proposed date of the requisitioned meeting and provided that the notice shall specify the business to be transacted thereat. Two weeks notice of every Extraordinary General Meeting shall be given to the Members.

(c) **Ordinary Meetings**

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**

All Members shall produce their valid current membership cards or sign a book kept for the purpose of seeking admission, if the meeting is to be held physically. Only fully paid up members will be authorised to join Ordinary 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 an Ordinary Meetings, but guest observers might be invited to such meetings by Council approval.

13. QUORUMS AND PROXIES

- (a) The quorum at Annual General Meetings shall be twenty and at Extraordinary General Meetings thirty Members. The non-receipt by any Member of a notice of a General or Extraordinary General Meeting 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 a General or Extraordinary General Meeting which may be given in person or electronically.
- (b) A Council proxy, who should be a member of the Guild 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 by the 30th day of November. The completed list of nominees will be sent out with a voting form to the Membership by 5th December, with votes being collected by 15th day of December and shared with the Membership as soon as is practicable, thereafter.

(b) **Voting.**

With the notice of the Annual General Meeting, 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 and Senior Administrator, 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 the minimum required, the same procedure as for 14(b) will be followed, or the Council at its own discretion will co-opt a replacement.

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. Two-thirds 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 Membership. The quorum for such a meeting will be two thirds of the Full Members. In the event of any such dissolution, the assets or liabilities of the Guild will be divided amongst the existing Members 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)