

EXPLANATORY NOTES TO THE 2021 NOTICE OF ANNUAL GENERAL MEETING FOR THE QUILTERS' GUILD
OF THE BRITISH ISLES
(‘The Guild’)

Dear Member,

The Notice of Annual General Meeting dated 22 January 2021 (‘Notice’) published in The Quilter in the Spring edition sets out the resolutions to be proposed at the Annual General Meeting and these explanatory notes seek to explain their terms more fully to assist consideration and determination of the resolutions set out in the Notice. The Notice and all supporting documents reflect the situation prevailing at the time of their preparation in respect of the Covid-19 pandemic and the advice and direction of HM Government in relation to the convening and conduct of general meetings at that time.

ORDINARY BUSINESS

Resolution 1: Report and Accounts

The Directors are under a duty in respect of each financial period to lay the accounts and the reports of the Directors (the Trustees forming the Council) and the auditors before The Guild in General Meeting. This affords the members the opportunity to ask questions on the content of the Report of Council and the accounts for the period ending 31 October 2020 before voting on the resolutions.

Resolution 2: Re-election of Sheila Evans

This resolution proposes the re-election of Sheila Evans as a director and trustee having held office since 17 January 2018, but see also note 3 below.

Resolution 3: Re-election of Helen Vivian

This resolution proposes the re-election of Helen Vivian as director and trustee having held office since 1 May 2017 and having previously been re-elected in 2020. Helen Vivian has volunteered herself for re-election to facilitate compliance with the Articles which require that one third of the directors (and trustees) retire and seek re-election each year. The requirement is satisfied in 2021 by the retirement of Pauline Hannon after seven years of valuable service as a director and trustee, coupled with the proposed re-election of Sheila Evans addressed by resolution 2 above.

Resolution 4: Election of Guild General Trustees

This resolution proposes, as separate motions, the election, of the persons named below, having been nominated in accordance with the Rules of The Guild by full members of The Guild, to be elected as a General Trustee of the Guild. At the date hereof applications have been received from three prospective candidates, respectively Shona Kelly, Sheena Roberts and Claire Yeodal.

Biographical details of each applicant are shown on the information sheet accompanying these notes and those of all current Trustees/Directors are similarly available for review on The Guild’s website at <http://www.quiltersguild.org.uk/about/guild-people>.

Resolutions 5 and 6: Appointment and Remuneration of Auditor

Resolution 5 proposes, on the recommendation of the Council, the appointment of Garbutt & Elliott Audit Limited as auditor of The Guild to hold office until the conclusion of the next General Meeting at which accounts are laid before The Guild and resolution 6 authorises the Council to determine the auditor’s remuneration.

Resolution 7: Revision of the Articles of Association (“Articles”)

Resolution 7 provides, by separate motions, for a change to article 14 in the Articles by subdividing this regulation into sub-articles 14.1 and inserting some further wording thereto, and 14.2, by introducing an additional provision. These changes are proposed in the light of the issues which have arisen by virtue of the Covid-19 pandemic and are designed to permit your directors (and trustees) greater flexibility in convening meetings in circumstances of national emergency, catastrophe or governmental direction.

Recommendation

Your Trustees believe that all the resolutions to be proposed at the Annual General Meeting are in the best interests of The Guild and its members as a whole and recommend members to vote in favour of the resolutions as they intend to do so themselves.

Note

The Annual Report and Accounts for the financial period ending 31 October 2020 together with the notes thereto and the Notice and Form of Proxy were all made available on The Guild’s website at: www.quiltersguild.org.uk on or about 19 March 2021.

Yours faithfully

Michael Greensmith

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Company Secretary

The Quilters’ Guild of the British Isles

Company Registration No: 03447631

Charity Registration No: 1067361

OSCR Registration No: SCO43174

19 March 2021