



THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
HAVING COMPANY NUMBER 03447631
AND REGISTERED CHARITY NUMBER
ENGLAND AND WALES 1067361 AND
SCOTLAND SC043174

THE QUILTERS' GUILD OF THE BRITISH ISLES LIMITED ("The Guild")

NOTICE IS HEREBY GIVEN that the 42nd Annual General Meeting of The Guild will be held on Saturday 17 April 2021 by way of Zoom Video Link, (in line with recent UK legislation on holding company meetings given the ongoing Covid-19 pandemic restrictions imposed by HM Government), commencing at 9.15am, the business of which will be:

ORDINARY BUSINESS

1. To receive and consider the report of the Council of Management ('Council') and the statement of accounts and the balance sheet of The Guild for the financial period ended 31st October 2020 with the auditors' report thereon.
2. To re-elect as a director and trustee of The Guild, Sheila Evans, a director and trustee retiring by rotation;
3. To re-elect as a director and general trustee of The Guild, Helen Vivian, a director and trustee retiring by rotation;
4. To elect, as separate resolutions, those persons nominated by full members of The Guild to be general trustees, to a maximum of three such appointments, in place of retiring General Trustees or to fill existing vacancies in the Trustee body, in accordance with the rules of The Guild;
5. To appoint Garbutt & Elliott Audit Limited as auditors for the ensuing year;
6. To authorise the Council to determine the auditors' remuneration.

SPECIAL BUSINESS

7. To amend the existing Articles of Association ("Articles") by separate resolutions, as follows:

(a) revising regulation 14 to permit that to be numbered 14.1 and the addition to the end thereof the words "and have power to postpone a general meeting, (including for the avoidance of doubt, an annual general meeting), at their absolute discretion in the event of, but not limited to, governmental intervention or guidance whether or not in consequence of national emergency or other such catastrophe."; and (b),

the addition of a new regulation 14.2, namely:

"14.2 A general meeting (including an annual general meeting) may be held by such electronic and/or virtual visual or other means as the directors may from time to time consider, in their absolute discretion, appropriate."

Dated 22 January 2021
By Order of the Council
Michael Greensmith
Company Secretary

NOTES:

PROPOSAL BEFORE THE ANNUAL GENERAL MEETING

- (1) Members who wish to bring a proposal before the Annual General Meeting (“AGM”) should notify the company secretary in writing to the registered office or by e-mail to comsec@quiltersguild.org.uk no later than 42 days before the meeting.

APPOINTMENT OF PROXIES

- (2) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, vote in their place. A proxy must be a member of The Guild as a non-member will not be able to access the virtual meeting. The form of proxy shall be as prescribed by The Guild and can be obtained on application to Alice Futers at The Guild office (using the e-mail address admin@quiltersguild.org.uk) or by downloading the form of proxy from The Guild’s website (www.quiltersguild.org.uk/about/guild-documents/agm-documents) or by e-mailing admin@quiltersguild.org.uk. In the event you propose to appoint a proxy to vote on your behalf it would assist if the proxy form could be submitted as soon as possible to The Guild’s registered office (St Anthony’s Hall, Peasholme Green, York, North Yorkshire, YO1 7PW), preferably by sending a signed PDF scan by e-mail to Alice Futers, as above, or by post, notwithstanding that to comply with the Companies Act 2006 the proxy form needs only to be delivered no later than 48 hours (9.15am on 15th April 2021) before the time of the meeting or, in the event of an adjourned meeting, not less than 48 hours before the time and date specified for the adjourned meeting. Please note that as the AGM this year will be a closed virtual meeting, members will not be granted access to the AGM in person. Given this situation we strongly urge members to vote by proxy on the resolutions in this Notice as early as possible and we recommend that members appoint the Chair of the AGM as their proxy.

GOVERNMENT REQUIREMENTS DURING THE PANDEMIC

- (3) Your trustees recognise the current issues surrounding Covid-19, and the health of The Guild’s members, employees and other stakeholders is of paramount importance. As a result, at the date hereof, of the continuing Covid-19 situation and the need to have a safe and secure meeting, your trustees have decided, in line with recent UK legislation on holding company meetings during the Covid-19 situation and The Guild’s articles of association, that this year’s AGM will be conducted virtually. Full details of the mechanism to be employed to facilitate this will be published in the members area of The Guild’s website not less than 14 days before the date of the meeting to enable members to participate in the virtual meeting.

QUESTIONS RELATING TO THE BUSINESS OF THE MEETING

- (4) As this will be a closed virtual meeting this year, should any member have a question relating to the business of the meeting, you are requested to supply that enquiry by e-mail addressed to comsec@quiltersguild.org.uk but no later than 9.15am on 15 April 2021, setting out the matter you wish to raise in reasonable detail and a response will be sent to you by e-mail as soon as possible after receipt.