

Rules of GCMT (the Company)

1. GOVERNANCE OF THE COMPANY

- 1.1 Pursuant to Article 29 of the Company's Articles of Association, the directors of the Company delegate responsibility to the Council for day-to-day management of the Company including making such arrangements for the control of funds and other assets of the Company.
- 1.2 The Council do not have responsibility for any actions or decisions which the Articles of Association requires to be taken by the directors of the Company.
- 1.3 The directors of the Company may at any point may revoke any delegation to the Council in whole or part or alter its term.
- 1.4 In the event of a conflict between these rules and the Company's Articles of Association, the Company's Articles of Associations shall have precedent.

2. COMPOSITION OF THE COUNCIL

- 2.1 The full voting members of the Council shall be:
 - a. representatives of each Member of the Company
 - b. the Chair; and
 - c. the nominated directors of the Company.
- 2.2 Each Member of the Company shall be entitled to nominate one individual to serve as a member of the Council. The Member of the Company may change the nominated individual from time to time provided that a notice of a change of representative is given by his/her organisation.
- 2.3 On election to the post of Chair, that person will be designated as an ex- officio member in order to signify their neutrality and their separation from their original nominating organisation.
- 2.4 Where the representative nominated by a Member of the Company is appointed as Chair, that Member of the Company may nominate an additional representative to become its representative member of the Council.
- 2.5 No less than one but no more than three directors of the Company shall be appointed as members of the Council from time to time. Directors shall have voting rights.
- 2.6 The Council may co-opt persons with specialist knowledge or skills who may attend Council meetings. Co-opted persons may take a full part in deliberations but no voting rights shall be conferred on said individual.
- 2.7 The Council may appoint a staff person to attend Council meetings. Staff person may take a full part in deliberations but no voting rights shall be conferred on said individual.

3. OFFICERS OF THE COUNCIL

- 3.1 Officers shall be elected at the annual general meeting of GCMT.

- 3.2 Where a vacancy exists for an officer between AGMs the Council may fill vacancies from its members for the remainder of the term.
- 3.3 Officers may be, but are not required, to be persons designated by Members of the Company as their representatives on Council.
- 3.4 The term of office of representatives on Council shall be deemed to be from the beginning of an AGM to the beginning of the following AGM unless notice of a change of representative is given by his/her Professional Association or organisation.

4. MEETING OF THE COUNCIL

- 4.1 The Chair, if present, shall preside at meetings of the Council. In the absence of the Chair, the Vice-chair shall preside. In the absence of both, the Council shall choose another Officer or representative present to preside.
- 4.2 Minutes shall be kept of all Council meetings and shall be circulated to all members of the Council with notices of meetings together with any papers to be considered two weeks before meetings. Exceptionally, Council may consider papers tabled at a meeting.
- 4.3 The Council may take decisions on matters by correspondence on any particular occasion, provided no full member organisation objects to such procedure.
- 4.4 The quorum for Council meetings shall be the great of one third of full voting members of the Council from time to time or five full voting members. For the avoidance of doubt, co-opted members and staff persons shall not count towards the quorum.
- 4.5 In the absence of a quorum the Council may deliberate but may not take decisions.

5. VOTING at COUNCIL MEETINGS

- 5.1 There shall be one vote per member of the Council.
- 5.2 A simple majority shall decide votes at Council meetings.
- 5.3 Voting rights shall be attached to Member of the Company nominating the member of the Council and not personally to its representatives.
- 5.4 The Chair may exercise a normal vote and in the event of a tie may in addition exercise a casting vote.

6. MEMBERSHIP of GCMT

- 6.1 The Council shall be responsible for the administration of applications for Membership of the Company.
- 6.2 The Council shall provide the directors of the Company with guidance as to the suitability of the applicant for Membership of the Company.
- 6.3 The directors of the Company's decision on the conferring Membership of the Company shall be final.
- 6.4 An incorporated Professional Association or other incorporated organisation may apply to become a Member of the Company in its own right.

- 6.5 An unincorporated Professional Association or organisation may nominate an individual to hold Membership of the Company on behalf of the Professional Association or organisation. The individual shall hold the Membership of the Company as a representative of the unincorporated Professional Association or organisation which nominated them and not in a personal capacity.
- 6.6 Applications for Membership of the Company submitted by new Professional Associations or organisations will be deferred until the organisation has been operating successfully for a minimum period of 2 years.
- 6.7 On application and at the annual renewal, applicants / members may be asked to present their annual accounts, evidence of insurance policies held, Constitution or Articles of Association, Complaints procedure, Code of Conduct or Ethics, and a list of the current directors or officers.
- 6.8 Only the directors of the Company may terminate the Membership of the Company.

7. SUBSCRIPTIONS

- 7.1 Members of the Company shall pay an annual subscription of such amount, in respect of such period and by such due date as the Council may prescribe.
- 7.2 In the case where an individual holds Membership on behalf of a Professional Association, the Professional Association shall be liable for the annual subscription.
- 7.3 The Council currently requires that members pay a minimum fee of £100 per annum up to a maximum of £600 per annum based on membership numbers of the Professional Association at £1 per member, as at the 1st of December each year.
- 7.4 The Council may waive or reduce fees where a member is providing services to the Company.
- 7.5 Pursuant to the Company's Articles of Association, a Member of the Company shall cease to be a Member of the Company if its subscription remains unpaid after the due date unless the Council, in exceptional circumstances, extends the date for payment.
- 7.6 Voting rights are subject to full and completed payment of annual subscription.
- 7.7 Members of the Company will advise the Treasurer of the Council of their membership number (Massage Practitioners) on 1st December and of their organisation treasurer.
- 7.8 Invoices will be issued to all Members of the Company subscribing to GCMT on receipt of membership figures for completed payments no later than 31st January of the membership year.
- 7.9 Pursuant to the Company's Articles of Association, Membership of the Company will be terminated if payment is not received by 31st January of the membership year. Completed payment is defined as funds that are deposited and cleared in the GCMT bank account.

8. AGM

- 8.1 The Council shall be responsible for identifying the business to be considered at an Annual General Meeting shall include:

- a. Election of officers for the ensuing year.
- b. Approval of the accounts for the previous financial year and consideration of the verified accounts.
- c. Appointment of accountants for the current year if appropriate.
- d. Consideration of such reports on the affairs of Company as Council may present.
- e. Such other business as members of Council, or Officers may present.

8.2 Timetable for Annual General Meeting:

- a. Nine Weeks prior to AGM, notice shall be given to the Members of the Company of the time and venue of AGM.
- b. Six Weeks prior to AGM, Members of the Company shall notify the Secretary of their proposed representatives to Council.
- c. Five weeks prior to AGM:
 - (1) The Secretary shall advise the Members of the Company of officer positions to be filled at the AGM and invite nominations from the received names of member's representatives.
 - (2) The Secretary shall invite motions to be moved at the AGM.
- d. Three weeks prior to AGM Notice of Motions to be moved shall be given.
- e. Two weeks prior to AGM, agendas, minutes, nominations, and motions shall be given to all members.

9. DUTIES OF THE OFFICERS:

9.1 Chair of the Council:

- a. To see that all meetings and workings of the Council are conducted in accordance with these rules.

9.2 Vice Chair of the Council:

- a. To act on behalf of the Chair in their absence and to assist them in every way in his presence and execution of his duty.

9.3 Secretary of the Council:

- a. With the permission of the Chair, inform all relevant members of the date, place and agenda of any meeting and to also call monthly Council meetings with an agenda.
- b. To read out the minutes of previous meetings and take notes of the present ones.
- c. To keep a register of all members, attend to all correspondence and to see that the minutes are approved by all of the Council members.

- d. To arrange for the general meeting, and election of officials, keep minutes up to date, and put forward future plans for approval.

9.4 Treasurer of the Council:

- a. Will keep records of all of the Charity's financial accounts and make reports available at meetings of the members and of the Council.

10. BANK ACCOUNTS AND EXPENDITURE

10.1 Council shall not without the approval of the directors of the Company:

- a. change the Company's bank mandate.
- b. make or approve any payments (or connected payments) with a value greater than £1,000.
- c. offer any guarantee, surety or other financial commitment relating to the debts of a third party.
- d. take on any borrowing in the name of the Company or for which the Company will be responsible.

10.2 Council must obtain three quotes in respect of the purchase of goods and / or services valued above £500.

11. EMPLOYEES

11.1 Council shall not without the approval of the directors of the Company:

- a. engage any employee with an annual level of remuneration greater than £5,000.
- b. alter the terms of employment of any employee affecting their remuneration by more than 5 percent in any year.
- c. terminate the employment of any employee.

12. ASSETS

12.1 Council shall not without the approval of the directors of the Company:

- a. acquire or dispose of any asset with a value greater than £1,000 including taking or granting leases or licences in relation to assets.
- b. dispose of any substantial part of the Company's assets.