

General

- Improvements to cross-referencing and terminology that applies throughout. In particular, the articles governing the procedure at general meetings referred to “Extraordinary General Meetings” (which are defined as all general meetings other than AGMs. These provisions were intended to apply to all general meetings including AGMs and have amended accordingly.
- References to the “memorandum of association” have been deleted as the substantive provisions of the memorandum are now incorporated into articles 72 onwards.
- Reference to the National Association of Jewellers of Great Britain and Ireland into the definition of “Federated Associations”, as I believe this is a current FA. If any others should be listed here please let me know.

Article 13 (Officers)

- This article has been expanded to incorporate the provisions regarding appointment of officers that were previously contained in article 31.
- Article 31 did not clarify the term for which an officer is to be appointed. These now stipulate that the officer can be appointed for a fixed term or indefinitely.

Article 14

- Wording simplified regarding the maximum number of directors.
- Wording amended to show that the board should be able to reduce (as well as increase) the maximum number of directors from time to time to reflect the number of FAs and AAs.

Article 15 (Board co-opted directors)

- Maximum number of board co-opted directors to three.
- Article 18(a) clarifies that the appointment takes effect at the first AGM to be held following the date on which the board resolves to appoint the individual.
- The appointment is indefinite until terminated by the board or by a resolution of the members (all directors can be removed by an ordinary resolution of the members under company law, and the articles cannot derogate from this) or the director is disqualified.

Article 16 (Appointment of directors by FAs and AAs)

- Whilst article 16 currently provides that the initial term of appointment will be for 12 months and the director will be eligible for reappointment, it does not stipulate the length of any further terms. A reference to two years as per the re-election terms has been inserted.
- In respect to an association retaining its right to remove a director appointed by it, is still included at article 16 (b). However, wording now clarifies that this relates to the removal of a director that has already been appointed.

Article 17 (Election of directors)

- Article simplified, and moved the overall 9-year cap to a separate article to avoid confusion.

Article 18 (Commencement of appointment and casual vacancies)

- Article 18(a) clarifies that all appointments under articles 15-17 take effect from the first AGM to occur following the nomination / resolution.
- Articles 18(b) and (c) deal with appointments to fill casual vacancies. Wording now clarifies that appointments by FAs and AAs to fill casual vacancies take effect immediately (and do not require approval by the board and are therefore separate from the process under article 16) but that any such appointee resigns at the next AGM.

Article 19 (Re-election and re-appointment)

- For the avoidance of doubt, an article has been inserted clarifying that a director who has already served in a particular capacity (eg having been elected) can following expiry of his term of office be co-opted or appointed by an association.

Article 20 (Termination)

- A standalone article has been inserted setting out when a director's office ceases. It clarifies the wording around the 9-year term, and also included a provision to the effect that the fixed terms applying to elected directors (and also the 9-year term) will not apply to a director who is also an officer, and he will be allowed to serve until his office expires (unless he is removed by a member resolution or is disqualified).
- Cross-referred in this article to the disqualification provision (article 48) and also removed the reference to retirement from article 48 and included it here.

Article 48 (Disqualification)

- Paragraph (f) should not apply to the extent that the director has been co-opted by the board, to be consistent with Article 14c.