NATIONAL ASSOCIATION OF JEWELLERS OF GREAT BRITAIN AND IRELAND

(A Division of the British Allied Trades Federation)

BYE-LAWS

(as amended and passed at the Annual General Meeting on _____ 2026)

1. Preamble

The Association, as a division of the British Allied Trades Federation, is governed by the provisions of the Memorandum and Articles of Association of the Federation and by these Bye-laws established in accordance with the Memorandum and Articles. In the case of any conflict between the provisions of these Bye-laws and the Memorandum and Articles of Association of the Federation, the Memorandum and Articles shall prevail.

2. Definitions

The following words and phrases shall where the context admits bear the following meanings, namely:

“Annual General Meeting”	shall mean a general meeting of the Members to be held once in each year;
“Associate Member”	shall have the meaning given in the Articles;
"Association"	shall mean the division of the Federation known as "the National Association of Jewellers of Great Britain and Ireland";
“Bye-laws”	shall mean these bye-laws of the Association established in accordance with the Memorandum and the Articles;
“Chair”	shall mean the Chair of the Association elected by the National Committee from the membership of the National Committee, pursuant to Clause 5 of these Bye-laws. The Chair is the highest officer of the National Committee. The Chair presides over meetings of the National Committee and conducts its business in an orderly fashion. The Chair’s duties may include acting as its head, its representative to the outside world and its spokesperson;
“Chief Executive Officer”	shall mean the Chief Executive Officer of the Association who shall be appointed by, and may be removed by, the National Committee. A Member as well as a non-Member shall be eligible for the office of Chief Executive Officer;
“Clause”	shall mean a clause of these Bye-laws;
“Code of Conduct”	shall mean the Association’s code of conduct and supporting codes of practice which govern the conduct and practice of the Members, as updated by the National Committee from time to time, the latest versions of which (as at the relevant time) are made available to each Member on commencement of their membership of the Federation as a Member affiliated to the Association;
“Committee”	shall mean any committee of the National Committee appointed in accordance with these Bye-laws with powers delegated to it by the National Committee;

"Federation"	shall mean the "British Allied Trades Federation";
“General Meeting”	shall mean any general meeting of the Members;
“Immediate Past Chair”	shall mean the immediate past Chair, whose office commences in accordance with Clause 5(c) of these Bye-laws;
"Member"	shall mean a person or body who is a member of the Federation and who is affiliated to the Association pursuant to the Memorandum and Articles and Clause 3 of these Bye-laws;
“Member’s Representative”	shall have the meaning given in Clause 10(c) of these Bye-laws;
"Memorandum" and "Articles"	shall mean the memorandum and articles of association of the Federation or either of them as the context requires;
"National Committee"	shall mean the Association's management committee appointed in accordance with these Bye-laws with powers delegated to it by the board of the Federation;
“Officers”	shall mean the officers of the Association details of whom are set out in Clause 5 of these Bye-laws;
“President”	shall mean the President of the Association, elected by the National Committee from the membership of the National Committee pursuant to Clause 5 of these Bye-laws, such elections to be held on alternating years to the election of the Chair. The President shall act as a figure head, and provide counsel, guidance and wisdom to the work of the National Committee. The President will be held in high regard within the industry;
“Trade Section”	shall mean any trade section of the Association formed by the National Committee pursuant to Clause 11 (c) of these Bye-laws; and
“Vice-Chair”	shall mean the Vice-Chair of the Association elected by the National Committee from the membership of the National Committee, pursuant to Clause 5 of these Bye-laws, with the expectation of becoming Chair. The Vice-Chair will deputise for the Chair in their absence and provide support and advice to the Chair.

3. Admission to Membership of the Federation

The National Committee shall in its absolute discretion admit to membership of the Federation any person or body who complies with the Articles, as a member of the Federation affiliated to the Association. The National Committee may at its discretion delegate admission of members.

4. Expulsion from Membership of the Federation

The National Committee may in its absolute discretion recommend to the board of the Federation that a Member be required to withdraw from the Federation pursuant to Article 37 of the Articles.

5. Officers of the Association

(a) The Officers shall be the Chair, Vice-Chair, Immediate Past Chair and the President. Subject to Clause 5(b) of these Bye-laws, the Officers shall hold their respective offices for 2 years and (subject to Clause 5(c) of these Bye-laws) shall be elected by the National Committee and the appointments shall be

presented to the Annual General Meeting. The Chair will normally have served as the Vice-Chair immediately preceding their appointment. Only members of the National Committee shall be eligible for election as Officers.

(b) The Vice-Chair may, if determined by the National Committee, be elected to such office after the Chair holding office at the relevant time has held the office of Chair for 1 year. Any Vice-Chair so elected may be elected for a 1-year term with the expectation that they will (subject to election as Chair by the National Committee) become Chair immediately following expiry of their term of office as Vice-Chair.

(c) The term of office of the Immediate Past Chair shall commence automatically immediately following the expiry of their term of office as Chair.

6. <u>Composition of the National Committee</u>

(a) The National Committee shall comprise:

(i) the Officers;

(ii) subject to the number of members of the National Committee in office at any one time not exceeding the maximum number specified in Clause 6(b) of these Bye-laws, such members (being Members) as are elected by the Members at an Annual General Meeting. Nominations for the National Committee members, in each case proposed and seconded by a Member, must be submitted to the Chair by the date falling 28 days prior to the date of the relevant Annual General Meeting. Each elected member of the National Committee shall serve for 2 years and shall be eligible for re-election for three further periods of 2 years each. Upon expiry of an 8 year term of appointment, whether continuous or not, a National Committee member shall vacate office for a period of 2 years after which time they may seek re-election to the National Committee. The further term(s) for which such member is re-elected following the vacation of their office for the aforementioned 2-year period shall be determined by the National Committee from time to time. Notwithstanding the foregoing, a member of the National Committee shall not be required to vacate such membership under this Clause 6(a)(ii) until they have completed their term of service as an Officer, or to stand for re-election until the first Annual General Meeting to be convened following cessation of their tenure as an Officer;

(iii) subject to the number of members of the National Committee in office at any one time not exceeding the maximum number specified in Clause 6(b) of these Bye-laws, up to three members (being Members) co-opted by resolution of the National Committee. Each such appointment shall be presented at the first Annual General Meeting to be convened after the passing of such resolution and shall take effect at such Annual General Meeting in accordance with Clause 6(c) of these Bye-laws. Each member of the National Committee co-opted under this Clause 6(a)(iii) shall continue in office until such member resigns, is removed as a member of the National Committee or ceases to be a Member; and

(iv) the Chief Executive Officer.

(b) The total number of members of the National Committee shall not exceed 12.

(c) The term of office of any Officer or Member of the National Committee shall take effect immediately following the presentation of the corresponding appointments and/or the holding of the corresponding elections (as applicable) at the relevant Annual General Meeting.

(d) References to the requirement for a member of the National Committee to be a Member shall (in the case of a Member other than a natural person) be deemed to include references to a Member's Representative.

7. Appointment of a Director of the Federation

(a) If the number of Members is sixty or more the National Committee may elect , subject to Federation approval, any Member to be the Association's appointed director of the Federation to serve in accordance with Article 16 of the Articles.

(b) The National Committee shall give the board of the Federation notice in writing of the Association's appointed director.

8. Annual General Meeting of the Members

The Association shall hold an Annual General Meeting in each year prior to the annual general meeting of the Federation for that year. Notice in writing of the Annual General Meeting shall be sent by the National Committee to all Members not less than 21 days before the date of the Annual General Meeting and shall specify the place, the day and the time of such Annual General Meeting and the business to be transacted thereat.

9. General Meetings of Members

(a) Besides the Annual General Meeting, General Meetings may be called by the National Committee and notices of such General Meetings shall be sent to the Members not less than 21 days before the General Meeting and shall specify the place, the day and the time of such General Meeting and the business to be transacted thereat.

(b) Any Member wishing to put a resolution to any General Meeting (including an Annual General Meeting) may do so by giving the Chair at least 14 days' notice in writing before the General Meeting of the proposed resolution.

(c) General Meetings shall be called by the National Committee on the requisition in writing of twenty-five Members addressed to the Chair.

10. Proceedings at General Meetings

(a) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the General Meeting proceeds to business. Ten Members shall be a quorum.

(b) The provisions regulating the conduct of general meetings of the Federation contained in the Articles shall apply to General Meetings save that the terms "Federation" "President" "Deputy President" "Vice President" "Board" and "Secretary" shall be replaced respectively with the terms "Association" "Chair" "Vice Chair" "President" "National Committee" and "Chief Executive Officer".

(c) Any Member (other than a Member being a natural person) may appoint a natural person of director level or equivalent to act on its behalf at General Meetings (such representative hereinafter referred to as a "Member's Representative"). The Member's Representative is entitled to exercise, on behalf of their appointing Member, all powers which that Member would be entitled to exercise at General Meetings.

11. Meetings, Quorum and Powers of the National Committee

(a) No business shall be transacted at meetings of the National Committee unless a quorum is present at the time when the meeting proceeds to business. Save as hereinafter provided five members of the National Committee shall be a quorum.

(b) The provisions regulating the conduct of meetings of the board of the Federation contained in the Articles shall apply (unless the context requires otherwise) to meetings of the National Committee save as herein provided and save that the terms "Federation" "President" "Deputy President" "Vice President" "Board" and "Secretary" shall be replaced respectively with the terms "Association" "Chair" "Vice Chair" “President” "National Committee" and “Chief Executive Officer".

(c) The National Committee may in its discretion form Committees and Trade Sections for specific purposes, which shall be set out in terms of reference. The Chair and members of such Committees shall be appointed by the National Committee and shall be accountable to the National Committee for any expenditure incurred. On joining the Federation as a member affiliated to the Association, all Members will be invited to join a Trade Section relevant to their operations. A Trade Section may appoint a committee, which will be accountable to the National Committee for any expenditure incurred and shall report to the National Committee, to which it shall be answerable.

12. Subscription of Members

The National Committee shall in its absolute discretion fix such annual subscription payable by the Members as it sees fit, provided that it shall not be less than the annual subscription rate for the time being in force fixed by the Federation in accordance with the Articles.

13. Adoption and Alteration of these Bye-laws

Subject to the provisions of Article 9 of the Articles the National Committee shall, if it thinks fit, propose the adoption of new Bye-laws or the amendment of the existing Bye-laws. The Bye-laws cannot be amended or adopted except by way of a resolution passed by not less than 75% of the Members present in person or by proxy at a General Meeting called by the National Committee for that purpose. Copies of the Bye-laws to be adopted or amended shall be sent with the notice convening the General Meeting to each Member and such a copy shall be submitted to the board of the Federation at least 30 days before the date of the General Meeting.

14. Alteration of Name

(a) The National Committee may change the name of the Association but only with the prior approval of a resolution passed by not less than 75% of the Members present in person or by proxy at a General Meeting called by the National Committee for the purpose.

(b) If the name to be adopted may conflict with the name of or an area of trade represented by any other Federated Association of the Federation, notwithstanding the approval of the Members, the adoption of the new name shall not be valid without the approval of the board of the Federation.

15. Dissolution of the Association

The National Committee, with the approval of a resolution passed by not less than 75% of the Members present in person or by proxy at a General Meeting called by the National Committee for the purpose, may, if it thinks fit, recommend to the board of the Federation that the Association no longer serves a useful purpose or function and should be dissolved in such manner as the board of the Federation and the National Committee agree.

16. Withdrawal from the Federation

If 75% of the Members notify the Chair of their intention to withdraw from membership of the Federation and to join together in forming a trade association independent of the Federation the National Committee shall advise all Members of the provisions of Article 12 of the Articles.

17. Minute Books

Correct minutes of the proceedings of every General Meeting and of every meeting of the National Committee shall be recorded in books kept for the purpose. Minutes if signed by the Chair of the meeting to which they refer or by any person present thereat and appointed to sign the same in their place shall be received as conclusive evidence of the facts therein stated.

18. Notices

(a) Subject to the Bye-laws, anything sent or supplied by or to the Association under the Bye-laws may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

(b) Subject to the Bye-laws, any notice or document to be sent or supplied to a member of the National Committee in connection with the taking of decisions by National Committee members may also be sent or supplied by the means by which that National Committee member has asked to be sent or supplied with such notices or documents for the time being.

(c) A National Committee member may agree with the Association that notices or documents sent to that National Committee member in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

(d) A Member or Associate Member present, either in person or by proxy, at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

19. Rules of Membership

In relation to a Member - the following rules shall apply:-

(a) Except as otherwise provided by the Bye-Laws only a Member shall be entitled to the rights and benefits of membership of the Association.

(b) Use of a Grant of Arms by a Member in the course of their business is only permitted in accordance with the Association's rules as detailed in the published guidance notes. The appropriate 'Grant of Arms' may only be used in the country for which its use is lawful and must always be accompanied by the statement "Member of the National Association of Jewellers" or by words to that effect. Permission to use the Grant of Arms may be withdrawn at any time at the absolute discretion of the Association.

(c) The rights and benefits of a Member shall subsist only for as long as the Member retains membership of the Association in good standing and on ceasing to be a Member for whatever reason the former Member shall refrain from referring to the former membership in any way.

(d) The Association may publish and maintain from time to time a Fair Use Policy governing the reasonable and proportionate use of Member benefits, services and support. All Members must comply with any such Fair Use Policy in place from time to time.

(e) The Fair Use Policy may set limits, thresholds or conditions on access to particular services, where necessary, to ensure that benefits are available fairly across Members. The National Committee may amend the Fair Use Policy from time to time, and the current version shall be sent to Member’s upon

request, and it will be made available on the Association website.

(f) Any badges, show cards, certificates or other reproductions or means of reproduction of the Coat of Arms of the Association which may be acquired by virtue of membership shall remain the property of the Association, and shall only be used by a Member during the period of their membership of the Association.

(g) All Members must comply with the Association's "Code of Conduct".

20. Associate Members

For the purpose of the Articles the classes of Associate Member referred to below are established and governed by the terms of this Bye-Law:-

(a) **Professional**: being individuals who are either working towards or have achieved specified standards of professional accreditation and recognition within the trade. These might be defined in sub-categories, for example Student, Member, Fellow Retired, etc.

(b) **Retired:** being individuals who have previously been in Professional Associate Membership and have retired from their role, but still wish to support the Association and maintain an interest in Association membership.

(c) **Honorary**: being individuals who are nominated by the National Committee or board of directors of the Federation in recognition of outstanding service and support to the Association or Federation.

(d) **Corporate**:

(i) European Union:- being those non-individual businesses which carry on bona fide jewellery businesses outside England, Scotland, Wales, Northern Ireland, the Crown Dependencies or the Republic of Ireland, but within the European Union.

(ii) Non-European Union:- being those non-individual businesses which carry on bona fide jewellery businesses outside England, Scotland, Wales, Northern Ireland, the Crown Dependencies or the Republic of Ireland, and outside the European Union.

(iii) Designer Craftsperson:- being businesses which must provide in house skilled services in Design and/or Craft/Making, having no more than 2 employees.

(iv) Ancillary Suppliers of services used by the industry, but not specific to the industry.

21. General

Every Member shall receive a copy of these Bye-laws upon request, and they will be made available on the Association website.