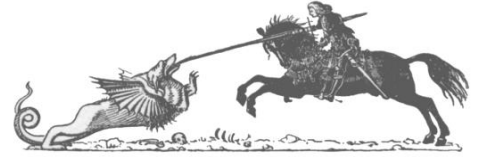


# GUILD of St GEORGE



## Companion Subscription Policy

### 1. Purpose

This policy document sets out the subscription requirements for Companions and detail about the new direction taken by the Guild. The policy covers:

- the background for the Board arriving at its decision;
- the Constitutional implications;
- the process of introducing subscriptions;
- communication with Companions
- discretionary Companionship;
- the fiduciary duty of Companions;
- the review process.

### 2. Background

The Guild's Directors have been mindful of Ruskin's intention that Companionship should belong to those willing to play an active and supportive role. He envisaged that all Companions would contribute, financially and/or practically, to the organisation. As he wrote in *Fors Clavigera* in August 1871:

*'Let whoever gives us any, be clear in their minds that it is a Gift. It is not an investment. It is a frank and simple gift to the...people: nothing of it is to come back to the giver. But also, nothing of it is to be lost. [...] It is to be spent in dressing the earth and keeping it [and] in kindling human souls.'*

The Master placed a proposal before Companions at the 2022 AGM which set out the Guild's financial position and the rationale for introducing a membership subscription. In March 2023 the Board of Directors resolved to introduce a mandatory subscription for both new and existing Companions.

### 3. Annual Subscriptions – The Constitution

Under the Guild's Articles of Association, it is for the Board to determine the level of subscription either annually and/or upon becoming a Companion. Article 7.1.2 of the Guild's Memorandum and Articles of Association (M & A's) empowers the Board to set the parameters of Companionship. Article 7.1.3 states specifically that:

*'A person may not be admitted by the Board as a Companion.....unless he has paid or confirmed that he will pay such subscription either annually and/or upon becoming a Companion as the Board shall determine from time to time;'*

### 4. Annual Subscriptions - The Process

Any new applicant who is considered for Companionship by the Board from 1 April 2023 onwards will only be accepted on the understanding that they will be paying an annual subscription.

From January 1 2024, every existing Companion will be asked to subscribe to either a monthly or annual membership fee, to be set initially at £5 a month, or £50/year (or in their currency equivalent) if paid annually. There will be a concessionary rate of £3/month or £30/year, which will apply to people on low income, students or additional criteria as determined by the Board.

The Board may also determine the frequency of review of the subscription fee and the circumstances in which it may consider waiving or granting further concessions based on individual circumstances. It is proposed that the Board will review the Companion subscription annually.

Any Companion is welcome to give more than this amount in any one year, as some do already, by way of a further donation. The subscription sums are the minimum amounts required. UK charity law allows the Guild to continue to claim Gift Aid on subscriptions from UK Companions, as it does with donations. The Guild will also put in place procedures that allow international Companions to pay their subscription in as simple a way as possible.

#### **5. Communication with Companions**

Companions have been consulted as to their intentions under the proposed subscription scheme. The default position for any Companion who does not respond to the consultation or to the first request for the subscription will be for the Board to consider this as an indicator that there is no longer any wish to remain a Companion and will remove the Companion's name from the register. It is expected that from April 1 2024, such individuals will no longer be considered as active Companions but will remain on the mailing list as having had an interest in the Guild, (unless the wish to opt out has been specifically expressed).

Companions have the opportunity to feedback or pose questions, challenges or comments via the Membership & Communications Officer, the Administrator or any nominated Director of their choice. The Guild's Complaints Policy will be enacted if necessary.

Companions who currently donate on a regular basis (either monthly or annually) have been contacted separately from non-donors and notified that, in so far as they already make a sufficient annual donation to cover the proposed levy, there will no need to make any change to the chosen method of payment or the amount they choose to contribute. Their rights and entitlements as a Companion of the Guild will be simply 'carried forward' as the Companionship is consolidated into a more consistently subscribing body wedded to the principles and ideals of John Ruskin.

#### **6. Further Considerations**

Under its constitution the Board has the power to grant concessionary Companionship at a reduced or waived fee to applicants or to existing Companions. The Board's decision on this will be based on the circumstances of the applicant/existing Companion either via the application process or via the communications process outlined at 5. above. Concessions would apply to someone who showed commitment 'in kind' by virtue of the

voluntary work they do or have done for the Guild or in areas of activity consonant with the Guild's charitable objectives.

The Board also has discretion to grant collective Companionship' to groups of applicants or existing Companions (usually internationally based) who wish to develop and deliver Ruskinian activities collectively. The level of group subscription will be at the discretion of the Board.

The Board has the power, should it so wish, to grant concessionary Companionship to individuals who, by virtue of their standing in the areas of education, arts, crafts or other societal endeavour generally would add great value to the Guild's cultural and reputational stock.

### **7. Fiduciary Obligations of Companions**

The Board notes that Article 10 of the M & A's sets out provisions on the conduct and suspension of Companions in the event of complaints or of instances of Companions acting in a way detrimental to the best interests of the Guild which might lead to their suspension. Essentially, owing 'fiduciary obligations' means that Companions must act in the best interests of the Guild rather than their own interest, when making decisions or taking actions relating to the Guild's business.

The Board additionally notes that Article 11 of the M & A's states that Companions have responsibilities (limited liability up to £5) to the Guild in the event of the Company winding up (as confirmed in recent case law) and should the need arise, the Board may need to refer Companions to these fiduciary duties.

The M & A's will be posted in a prominent position on the pages of the Guild's website and Companions will be referred to them as and when the need arises. All new Companions will have links provided to the M & A's or hard copies on request.

### **8. Review**

This policy will be reviewed annually by the Board along with the level of the subscription fee and in the light of ongoing consultation with Companions.

**November 2023**