



The Heritage Crafts Association

President: HRH The Prince of Wales

The Heritage Crafts Association

Annual General Meeting

Saturday 22 March 2014 12.05pm
At Carpenters' Hall, Throgmorton Avenue, London

Agenda

1. Welcome by the Chair.
2. Apologies for Absence.
3. To approve the Minutes of the 4th AGM held on 23 March 2013.
4. Matters arising from the Minutes.
5. To receive the Annual Report for year ending 30 June 2013.
6. To receive the Financial Statement for year ending 30 June 2013.
7. To elect a Chair, Vice Chair, Secretary and Treasurer.
8. To consider and vote upon resolutions referring to Association matters, which have been duly proposed, seconded and notified to the Co-ordinator (listed below).
9. Any Other Business.

For information:

The Constitution, Rules, Annual Report and Financial Statement for year ending 30 June 2013, and AGM Minutes 24 3 13 are all available on the HCA Website.

<http://www.heritagecrafts.org.uk/index.php/about/what-we-do/item/1-about-the-heritage-crafts-association>

Resolutions

Agenda Item: 8

First Part – Resolutions to Incorporate the Charity (Resolutions 1-3)

Resolutions (1-3) have been received for the Heritage Crafts Association (the HCA) to become a Charitable Incorporated Organisation, a new form of structure launched by the Charity Commission as detailed below. All are proposed by Catherine Dyson and seconded by Robin Wood on behalf of the Committee.

Pat Reynolds, Co-ordinator

Resolutions 1-3

1. It is resolved that the Heritage Crafts Association applies to become a Charitable Incorporated Organisation.
2. It is resolved that, once the Heritage Crafts Association has become a Charitable Incorporated Organisation, approved by the Charity Commission, all the undertakings, assets, liabilities, obligations and staff of the existing charity be transferred to the new Charitable Incorporated Organisation.
3. It is resolved that, once the transfer of all undertakings, assets, liabilities, obligations and staff is complete, the existing Charity be dissolved.

Supporting statement:

The Heritage Crafts Association remains an unincorporated association which means it is not, strictly, a legal entity. This structure was appropriate when the Heritage Crafts Association started, but is now inappropriate as it has contracts with employees and a growing number of funding organisations. As a result, the Trustees believe it would be in the best interests of the Charity, its staff, members and beneficiaries, for it to convert to a Charitable Incorporated Organisation (CIO).

CIOs have been devised, and are being actively promoted, by the Charity Commission. The main benefits of this new type of entity are that it has:

- legal personality,
- the ability to conduct business in its own name, and
- limited liability so that its members and Trustees will not have to contribute in the event of financial loss.

Charities can alternatively be formed as companies limited by guarantee which provide similar benefits. However, they then must be registered with, and comply with the regulations of, both Companies House and the Charity Commission. In contrast, a CIO needs only to register with the Charity Commission. This is anticipated to significantly reduce bureaucracy for the Charity.

It would also be necessary to adopt a new constitution in the form directed by the Charity Commission using their model constitution. If this resolution is approved the Trustees will tailor the model constitution provided by the Charity Commission to include those items included in the Heritage Crafts Association's current constitution.

The process to become a CIO would involve:

- the setting up of a CIO called the Heritage Crafts Association, registering this CIO with the Charity Commission, who would then issue a new charity registration number (because the existing Charity and the new CIO would be legally separate organisations);
- transferring everything the existing Charity owns and does to the new CIO ;
- dissolving the existing Charity once the new CIO is fully up and running.

The resolutions proposed above by the Trustees are enabling resolutions which empower the Trustees, on your behalf, to take the necessary steps to bring about the change. The entire process can take up to a year. The safeguards are that no transfer can occur until the Charity Commission is satisfied with the new CIO, which would have the same charitable objects and serve the same charitable purposes as the existing Charity, and then they will issue it with a new charity number.

Second Part – Resolutions to change the Rules (Resolutions 4 – 8)

*Resolutions (4-14) have been received for the Heritage Crafts Association to amend the rules of the Heritage Crafts Association. All are proposed by Robin Wood and seconded by Patricia Lovett on behalf of the Committee.
Pat Reynolds, Co-ordinator*

Reso- lutio n	Rule	Existing Rule	Proposed Rule	Explanation
4	2(1)	Members are 'Friends' and 'Affiliated Organisations'.	Members are 'Individuals', 'Affiliated Organisations' and 'Affiliated Businesses'.	A number of businesses have become members over the years: some have joined as 'Friends' and others as 'Affiliated Organisations': this change recognises the affiliated businesses and enables the HCA to treat them as a separate class of members.
5	2(2)	Membership is open to individuals over eighteen or organisations, who are approved by the Trustees.	Membership is open to individuals over eighteen, organisations or businesses. The Trustees have the right to decline membership.	This change recognises the membership of affiliated businesses.

6	2(6)	Additional rule 2	Honorary Membership of the HCA may be granted by a majority of Trustees, and may be for a period or for life.	
7	2(7)	Additional rule 2	Membership of the HCA is subject to receipt by the HCA of the correct membership fee and runs for 12 months.	This rule describes the current situation/practice.
8	4(1)	The subscription for members of the Association shall be such a sum as may be determined by the Committee from time to time. The first subscription shall be on application for membership and then due annually on 1 July each year.	The subscription for members of the HCA shall be such a sum as may be determined by the Committee from time to time. The first subscription shall be on application for membership and then due annually.	This change brings the rules into line with current practice.

Supporting statement:

These changes (with the exception of resolution 6) reflect current practice in the administration of the Heritage Crafts Association. The Trustees believe that transparency about the administration of membership will be to the benefit of current and future members. The Trustees believe, additionally, that resolutions 4 and 5, recognising that businesses with employees wish to become members of the HCA, will enable us to serve that group of members better.

Resolution 6 is an enabling resolution which empowers the Trustees, on your behalf, to create forms of membership and grant membership if they believe it would be in the best interests of the Charity, members, and beneficiaries.

Third Part – Resolutions to change subscription rates (Resolutions 9 – 11)

Resolutions (9-11) have been received for the Heritage Crafts Association to change the membership fee. All are proposed by Robin Wood and seconded by Patricia Lovett on behalf of the Committee.

Pat Reynolds, Co-ordinator

Resolutions 10-12

9. It is resolved that Individual Membership subscription be set at £20 per annum.

10. It is resolved that Affiliated Organisation Membership be set at £40 per annum.

11. If resolutions 4 and 5 are passed, it is further resolved that, Affiliated Business Membership be set at £40 per annum

Supporting statement:

These changes are being proposed to ensure the long term financial stability of the HCA, to make it possible to undertake the work laid out in our current strategy, and to respond effectively to changes for the benefit of the Charity, members and beneficiaries.

The HCA's administration has been very generously supported by the Headley Trust for four years, and the Tedworth Trust for two years, but at the end of the current funding (February 2015), we need to be able to continue to work effectively and efficiently on behalf of its members.

The HCA receives no government funding, and the core support of our members will allow us to bid for and undertake project work in the future.

We are also actively seeking sponsorship, project work that includes recovery of core costs, and actions to increase the number of members.

The following graph shows the impact of the proposed change in income compared to current subscription income (by financial year). It presumes cautious planned growth in membership numbers, which takes into account some non-renewals in 2014/5.

