

Rules of the Heritage Crafts Association

Date of Rules (last amended):

7 December 2022

1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is the Heritage Crafts Association, hereafter referred to as the “CIO” or “Heritage Crafts”.

These Rules shall be binding on all members of the CIO. If there is any conflict, the Constitution shall take precedence.

2. Membership

(1) Members are “Individuals and sole traders”, “Joint members”, “Students and trainees”, “Institutions and organisations”, “Small craft businesses” and “Larger businesses and companies”.

(2) A member may be an individual over sixteen, a corporate body, or an individual or corporate body representing an organisation which is not incorporated.

(3) The Trustees

(a) may require applications for membership to be made in any reasonable way that they decide;

(b) shall, if they approve an application for membership, notify the applicant of their decision within 21 days;

(c) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;

(d) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and

(e) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

(4) Membership of the CIO cannot be transferred to anyone else except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until the CIO has received written notification of the transfer.

- (5) The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity Trustees.
- (6) Honorary Membership of the HCA may be granted by a majority of Trustees, and may be for a period or for life. Honorary Membership falls under the category of Individual Membership.
- (7) Membership of the HCA is subject to the receipt by the HCA of the correct membership fee and runs for 12 months.

3. Termination of membership

- (1) Membership of the CIO comes to an end if:
 - (a) the member dies, or, in the case of an organisation or corporate body (or the representative of an organisation or corporate body) that organisation or corporate body ceases to exist; or
 - (b) the member sends a notice of resignation to the charity Trustees; or
 - (c) any sum of money owed by the member to the CIO is not paid in full on the due date; or
 - (d) the charity Trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership and pass a resolution to that effect.
- (2) Before the charity Trustees take any decision to remove someone from membership of the CIO they must:
 - (a) inform the member of the reasons why it is proposed to remove him, her or it from membership;
 - (b) give the member at least 21 clear days' notice in which to make representations to the charity Trustees as to why he, she or it should not be removed from membership;
 - (c) at a duly constituted meeting of the charity Trustees, consider whether or not the member should be removed from membership;
 - (d) consider at that meeting any representations which the member makes as to why the member should not be removed; and
 - (e) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

4. Membership fees

- (1) The subscription for members of the CIO shall be such a sum as may be determined by the Trustees from time to time. The first subscription shall be on application for membership and then due annually.

- (2) The Trustees shall have the power to charge an entrance fee to events of the CIO, additional to a member's subscription.

5. Trustees

- (1) The Trustees shall all be members of the CIO, and will manage its affairs and administer its funds.
- (2) The Trustees shall not be less than 3 in number or exceed 15, including the Chair and Vice Chair (or two Co-Chairs), Treasurer and Secretary.
- (3) A member of the CIO may propose or second members for election as a Trustee at the Annual General Meeting. Nominations must be given to the Secretary not less than 21 days before the Annual General Meeting.
- (4) The Trustees may at any time decide to appoint a new Trustee, provided that the maximum number of Trustees would not as a result be exceeded. Persons so appointed shall hold office until the next Annual General Meeting after their appointment and shall be empowered to vote.
- (5) The Trustees may seek advice from advisors.
- (6) Trustees are appointed for one term of three years following their first nomination for election at an Annual General Meeting; Trustees will be eligible for one further term of three years subject to nomination by the Trustees and election at an Annual General Meeting (six years in total); in exceptional circumstances the Board may nominate a Trustee for election to serve one additional year of service up to three times (nine years in total). At least three years should elapse after a Trustee retirement before re-nomination is considered.
- (7) The charity Trustees may at any time call a vote of confidence in the ability of a Trustee to carry out their duties in the best interests of the CIO. Before the charity Trustees take any decision to remove a Trustee from the CIO they must:
 - (a) inform the Trustee at least 14 days prior to the proposed vote of confidence of the reasons for the proposal to remove them, during which time they may make representations to the charity Trustees;
 - (b) at a duly constituted meeting of the charity Trustees, consider whether or not the Trustee should be removed;
 - (c) consider at that meeting any representations which the Trustee makes as to why the Trustee should not be removed;
 - (d) allow the Trustee, or the Trustee's representative, to make those representations in person at that meeting, if the member so chooses; and
 - (e) conduct a vote of confidence of the Trustees requiring a two-thirds majority of votes cast at the meeting to remove the Trustee.

- (8) The Trustees may appoint sub-committees accountable to it for such purposes as it determines.
- (9) The Trustees may make rules regulating the conduct of meetings (other than general meetings), attendance of visitors, charges for visitors and otherwise for the regulation of the CIO's affairs.
- (10) The Trustees shall meet as required and normally not less than four times a year. A quorum shall consist of at least one half of Trustees, one of whom should be an Officer.

6. The Officers

The Officers of the CIO shall be the Chair and Vice Chair (or two Co-Chairs), the Treasurer and the Secretary, all of whom shall be nominated by the Trustees for election at the Annual General Meeting. At every third Annual General meeting, the Officers shall put themselves forward for re-election.

7. The Chair

The Chair or Co-Chair, or in their absence an appointee of the Trustees, shall preside at all general and Trustee meetings of the CIO. The decision of the Chair or appointed presiding Co-Chair of the general meeting upon any question of order, voting, adjournment of the meeting or interpretation of the rules of the CIO shall be final. The Chair or appointed presiding Co-Chair of any meeting shall have an additional casting vote in the event of equality of votes on any matter under consideration by the CIO.

8. Ambassadors

The Trustees may invite individuals to become Ambassadors (in addition to the President) in recognition of their services and/or commitment to the objectives of the CIO. These positions shall be for a period of up to 3 years and may be renewed for further 3 year terms.

9. Finance

- (1) The CIO's financial year shall end on 30 June in every year.
- (2) An independent Financial Examiner shall be appointed whose duties shall be to examine and report on the annual accounts of the Association for submission to the members.
- (3) The Trustees shall authorise its officers to arrange payment and reimbursement of expenditure on behalf of the CIO. The funds of the CIO will be paid into current, deposit or investment accounts in the name of the association with such banks, building societies or investment institutions as the committee shall agree. Cheques and other instruments shall be signed by not less than two Trustees, who have been authorised to do so by the CIO Trustees.

10. General meetings

- (1) Written notice to hold any general meeting, including the time and date of the meeting, the address of the venue, the agenda, and the particulars of any resolutions, shall be given 14 clear days before the date of the meeting. Notice shall be deemed to be given 48 hours after it was posted or sent by electronic mail. See sub-clause 11(3) of the Constitution.
- (2) The Annual General Meeting shall be held at such periods as required by the Constitution and at such time and place as determined by the Trustees. The business of the Annual General Meeting shall be to receive the examined annual statement of accounts and the Trustees' annual report, and to elect Trustees and Officers of the CIO.
- (3) Only members are entitled to vote. An organisation or a corporate body that is a member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO. The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the CIO.
- (4) The election of Trustees and Officers shall be by a show of hands of those entitled to vote unless there are more candidates than there are vacancies to be filled, in which case the relevant election shall be by ballot of those entitled to vote.
- (5) The quorum for general meetings shall be 4 members entitled to vote or one twentieth of the total membership at the time, whichever is the greater.
- (6) All general meetings other than the Annual General Meeting shall be called general meetings.
- (7) The Trustees must, within 21 days, call a general meeting of the members of the CIO if they receive a request to do so from at least 10% of the members of the CIO (or 5% if there has not been any general meeting of the CIO for more than 12 months), and if the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting. Any general meeting called in this way must be held within 28 days from the date on which it is called. If the Trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (8) Voting shall be by a show of hands and by simple majority (abstentions, for the avoidance of doubt, not constituting a vote) save where an increased majority and/or majority of those present and entitled to vote is expressly required. In the event of equality of votes, the Chair of the meeting shall cast an additional vote in accordance with Rule 6. Proxy voting shall not be permitted.

- (9) The CIO may, if the Trustees so decide, allow the members to vote by post or electronic mail (“email”) to elect Trustees or to make a decision on any matter that is being decided at a general meeting of the members.

11. Resolutions

Notice of resolutions to be brought forward shall be given in writing to the Secretary at least 21 days prior to the holding of a general meeting. Any such resolution shall have been duly seconded and shall be set forth in the agenda with the name of the proposer and seconder. Save with the consent of the Trustees, a resolution which does not comply with the foregoing may not be proposed at a general meeting.

12. Members’ addresses and the Data Protection Act

- (1) Members shall notify the CIO of any change of address.
- (2) Members’ details will be processed fairly and lawfully and in accordance with the CIO’s legitimate activities.

13. Amendment of rules

These Rules may be amended following a written resolution of which due notice has been given in accordance with clauses 10(1) and 10(7) and passed at a general meeting by at least two thirds of the members present and voting.

14. Interpretation

In these Rules, where the context admits, the masculine shall include the feminine and the singular shall include the plural and vice versa. The decision of the Trustees upon any question of interpretation of these Rules shall be final and binding on all members and guests of the CIO, subject to the provisions of clause 10(6) as to the general meeting.

Amendments:

Amendments to the following clauses from the Rules dated 20 March 2020, were approved at the AGM on 7 December 2022:

- 1
- 5.2
- 5.3 (removed)
- 5.6 (new)
- 5.7 (new)
- 6
- 7
- 8