



The Heritage Crafts Association

(operating as 'Heritage Crafts')

Annual General Meeting

Held via Zoom video conferencing platform

6.30pm Wednesday 7 December 2022

Minutes of the 14th Annual General Meeting

Present: 93 people, 91 of whom were Heritage Crafts members

1. Welcome by the Co-Chair, David Clarke (DCI).

2. Apologies for absence were received from:

- Ruth Black
- Vernon Holt
- Helen Jackson
- Maria Lalic
- Mary Lemmon
- Aidan Liggins
- Vicki McGarvy
- Victoria Merness
- Carole Milner
- Gail Mitchell
- Robert Murray
- Geraldine Poore
- Jonathan Reid
- Alex Rosenblatt
- Wendy Shorter-Blake
- Diana Springall
- Paivi Suomi
- Angharad Thomas
- Rezia Wahid
- Louise West
- Kerri Williams
- Laura Young

3. The minutes of the 13th AGM held on 9 December 2021

- Proposed: Patricia Lovett
- Seconded: Ann Packard
- Approved (64 in favour, none against, 5 abstentions)

4. Matters arising

There were no matters arising from the minutes.

5. Annual Report and Financial Statement for the year ending 30 June 2022

Sarah Kolkman (SK, Treasurer) presented the Financial Statement for the year ending 30 June 2022.

SK highlighted that the organisation had moved from cash accounting to accruals accounting, which is a requirement of the organisation as it grows. This involved making changes to last year's figures, for which there was a reconciliation in the annual report.

SK highlighted that the income of £181,161 had declined slightly from the previous year. Expenditure had increased slightly as the organisation expanded, as well as the additional costs of coming out of the Covid pandemic, such as the conference in Coventry in March. As a result, the net receipts for the year were lower than the previous year, but still positive, meaning that the reserve position remained healthy.

SK noted that the big driver of unrestricted income was a generous donation which was being used to fund an additional staff member. Other aspects of unrestricted income had remained similar to the previous year. Membership income was clearly a very important source of funding and, despite no increase in the membership fee, this revenue stream continued to grow through new members joining.

Restricted income was down due to the receipt of significant income into the Covid Hardship Fund in the previous year. Focus was now moving to awards and bursaries, income from which was up on the previous year. The Endangered Craft Fund continued to be an important project and, although donations were down on the previous year, there was optimism about obtaining funding to continue making grants. During the year 15 grants were allocated, with funds available for more grants later in the year. Other restricted projects included the Red List of Endangered Crafts and the #iwill project to reach young people.

SK explained the components of expenditure, noting that the main element was salary cost, which had increased with the staff base. The other costs were smaller in comparison.

SK thanked all the trusts and foundations that had supported Heritage Crafts during the year, including the Swire Charitable Trust, the Garfield Weston Foundation, the Pilgrim Trust, the Dulverton Trust, the Sussex Heritage Trust, the Benefact Trust and the Marsh Charitable Trust, the City & Guilds Foundation, Coventry Council, Swaine Aldeney Brigg, Cambridge Precision, Rose Uniacke, Smith of Derby, the Watch Club and DCA Consulting. She all thanked all the Benefactors, members and individual donors.

SK invited questions on the financial report and accounts, of which there were none.

DCl thanked SK for her report and her ongoing contribution to a secure financial position, and thanked the Finance Officer, Sally Morgan, for her work on the bookkeeping. DCl reported that SK was leaving her role of Treasurer, and formally noted the thanks of everyone at the organisation for her excellent work. He invited members to formally approve the financial report and accounts.

- Proposed: Ann Packard
- Seconded: Iris Sebba
- Approved (67 in favour, none against, 2 abstentions)

6. Resolutions

The following resolutions were proposed to change the Constitution:

Remove item 12.4: “First charity trustees. The first charity trustees of the CIO are: Robin Wood (Chair), Patricia Lovett (Vice Chair), Greta Bertram (Secretary), Catherine Dyson (Treasurer), Daniel Carpenter, Andrea Harris, Jonathan Lloyd-Platt, Freya Rodger”

Remove item 13.1: “At the first annual general meeting of the members of the CIO all the charity trustees shall retire from office.”

Change item 13.2 from “At every third annual general meeting of the members of the CIO, trustees shall put themselves forward for re-election. No-one may be elected a trustee or an officer at any annual general meeting unless prior to the meeting the CIO is given a notice that is signed by a member entitled to vote at the meeting which states the member’s intention to propose the appointment and is signed by the person who is to be proposed.” to “Trustees shall put themselves forward for election at the next annual general meeting of the members of the CIO following their appointment. No-one may be elected a trustee or an officer at any annual general meeting unless prior to the meeting the CIO is given a notice that is signed by a member entitled to vote at the meeting which states the member’s intention to propose the appointment and is signed by the person who is to be proposed.”

Change item 15.1e from “is removed by the members of the CIO in accordance with sub-clause (2) of this clause” to “is removed by the members or trustees of the CIO in accordance with sub-clause (2) of this clause”.

Change item 15.2 from “A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11 (General meetings of members), and the resolution is passed by a two-thirds majority of votes cast at the meeting.” to “A charity trustee shall be removed from office if: a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11 (General meetings of members), and the resolution is passed by a two-thirds majority of votes cast at the meeting; or, in a vote of confidence of the trustees a resolution is passed to remove that trustee by a two-thirds majority of votes cast at the meeting, in accordance with the rules.”

Change item 15.3 from “A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days’ notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.” to “A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days’ notice in writing that the resolution is to be proposed or the vote of confidence to be held, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO (in the case of a resolution) or the trustees (in the case of a confidence vote).”

Change item 17 from “by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.” to “by resolution in writing or electronic form agreed by a majority of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.”

The resolutions relating to the Constitution were considered together.

- Proposed: Maureen Flett
- Seconded: Sian Evans
- Approved (67 in favour, none against, no abstentions)

The following resolutions were proposed to change the Rules:

Change rule 1 from “The name of the Charitable Incorporated Organisation (“the CIO”) is the Heritage Crafts Association, hereafter referred to as the “CIO” or the “HCA”.” to “The name of the Charitable Incorporated Organisation (“the CIO”) is the Heritage Crafts Association, hereafter referred to as the “CIO” or “Heritage Crafts”.”

Change rule 5.2 from “The Trustees shall not be less than 3 in number or exceed 15, including the Chair, Vice Chair, Treasurer and Secretary.” to “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.”

Remove rule 5.3: “At every third Annual General meeting, the Trustees shall put themselves forward for re-election.”

Add new rule between 5.5 and 5.6: “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.”

Change rule 6 from “The Officers of the CIO shall be the Chair, the Vice Chair, 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.” to “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.”

Change rule 5.2 from “The 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 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 of any meeting shall have an additional casting vote in the event of equality of votes on any matter under consideration by the CIO.” to “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.”

Change rule 8 from “The Trustees may invite up to 10 persons to become Patrons (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.” to “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.”

The resolutions relating to the Rules were considered together.

- Proposed: Lucie Bea Dutton
- Seconded: Sarah Kolkman
- Approved (64 in favour, none against, no abstentions)

7. Election of Trustees

DCl paid tribute to outgoing Chair Patricia Lovett MBE and outgoing Trustee Ambrita Shahani-Tuckwell and thanked them for their excellent work. He also paid tribute to Judit Seymour who stood down as Vice-Chair earlier in the year.

Jay Blades MBE (JB), Jo Sealy and Robert Murray were proposed as Trustees.

For Jay Blades MBE:

- Proposed: Jennie Parry
- Seconded: Max Coates
- Approved (66 in favour, none against, no abstentions)

For Jo Sealy:

- Proposed: Justine Burgess
- Seconded: Helen Stockwell
- Approved (72 in favour, none against, 1 abstention)

For Robert Murray:

- Proposed: Monica Cass
- Seconded: Ann Packard
- Approved (58 in favour, none against, 1 abstention)

8. Election of Officers

Alison Robinson-Canham assumed the chair for this item. She described the recruitment process for identifying new Co-Chairs. Jay Blades MBE and David Clarke were proposed as Co-Chairs and Robert Murray was proposed as Treasurer.

- Proposed: Lisi Ashbridge
- Seconded: Rachel O’Connell
- Approved (62 in favour, none against, no abstentions)

9. Any other business

DCl resumed the chair and thanked the members for electing him. He invited JB to say a few words of introduction. DCl closed by summarising the achievements of the past year, thanking the staff team and the members for their support.