

The Tools and Trades History Society

Reg. Charity No. 290474



CONSTITUTION

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Constitution

(Adopted on the 9th day of April 2005 & subsequently amended at AGM 2010, 2014 & 2018)

A. Name.

01. The name of the Association is The Tools and Trades History Society ('the Charity').

B. Administration.

01. Subject to the matters set out below, the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee constituted by clause G of this constitution ('the Executive Committee').

C. Objects.

01. The Charity's objects are to advance the education of the general public in the history, development and use of hand tools and of the people and trades that used them ('the Objects').

D. Powers.

01. In furtherance of the Objects, but not otherwise, the Executive Committee may exercise the following powers:

01. power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;

02. power to buy, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use;

03. power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;

04. power subject to any consents required by the law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;

05. power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;

06. power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them;

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- 07. power to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- 08. power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- 09. power to publish material in support of the Objects of the Charity;
- 10. power to provide indemnity insurance for the trustees; and
- 11. power to do all such other lawful things as are necessary for the achievement of the Objects.

E. Membership.

01. Membership of the Charity shall be open to the following who are interested in furthering the Objects of the Charity:

- 01. individuals who have paid an annual subscription determined each year by the Executive Committee;
- 02. students, on proof of student status, at a reduced annual subscription determined each year by the Executive Committee;
- 03. families at an annual subscription rate and conditions determined each year by the Executive Committee; and
- 04. anybody corporate or unincorporated association (any such body being called in this constitution a 'member organisation') which has paid an annual subscription determined each year by the Executive Committee

02. Every individual member over the age of 18 and each member organisation shall have one vote. Families shall be entitled to two votes subject to both parties being over the age of 18

03. Each member organisation shall appoint an individual to vote on its behalf at meetings of the Charity, and may appoint an alternate to replace its appointed representative at any meeting of the Charity if he or she is unable to attend.

04. Each member organisation shall notify the name of the representative appointed by it and any alternate to the Secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.

05. The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation, provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

06. Members may, with the consent of the Executive Committee, form themselves into regional groups for the purpose of furthering the Objects of the Charity, but not otherwise. All groups so formed shall be bound by this Constitution and subject to terms and conditions laid down, from time to time, by the Executive Committee.

07. Each Regional Group so formed is to appoint a representative who will be invited to attend the Executive Committee meetings as Liaison Officer, and may also be nominated and voted in as a full Executive Committee member at the next AGM

F. Honorary Officers.

01. At the AGM of the Charity the members shall elect from amongst themselves a Chairman, a Secretary and a Treasurer, who shall hold office from the conclusion of the meeting.

G. Executive Committee.

01. The Executive Committee shall consist of not less than ~~9~~ **8** members nor more than 13 members being;

01. the honorary officers specified in the preceding clause, and

02. not less than ~~6~~ **5** and not more than 10 members elected at the AGM who shall hold office from the conclusion of the meeting (Executive Members).

02. The members of the Executive Committee shall be the Charity Trustees.

03. All the members of the Executive Committee shall retire from office together at the end of the AGM next after the date on which they came into office but may be re-elected, save that:

01. The Chairman shall serve for a maximum of three consecutive years.

02. Should a position on the Executive Committee remain vacant, a retiring member may be re-elected for a further period of one year, subject to there being a vote affirming re-election by a minimum of a two thirds majority of the voting members at an AGM.

03. Serving as an Honorary Officer shall run consecutively to serving as a member of the Executive Committee.

04. The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

05. Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would, if appointed, be disqualified under the provisions of the following clause.

06. No person shall be entitled to act as a member of the Executive Committee whether on a first or subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the interests of the Charity.

07. Members of the Executive Committee shall not be eligible for re-election for a minimum of 1 year after the expiration of their term of service.

H. Determination of Membership of the Executive Committee.

01. A member of the Executive Committee shall cease to hold office if he or she:

01. is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 or any re-enactment or modification of that provision;

02. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

03. is absent without the permission of the Executive Committee from all their meetings held within a period of 6 months and the Executive Committee resolve that his or her office be vacated; or

04. notifies to the Executive Committee a wish to resign but only if at least 3 members of the Executive Committee will remain in office when the notice of resignation is to take effect.

I. Executive Committee Members not to be personally interested.

01. No member of the Executive Committee shall:

01. acquire any interest in property belonging to the Charity, otherwise than as a trustee of the Charity;

02. receive remuneration beyond the reimbursement of reasonable and necessary expenses as determined by the Executive Committee; or

03. be interested, otherwise than as a member of the Executive Committee, in any contract entered into by the Executive Committee.

J. Meetings and Proceedings of the Executive Committee.

01. The Executive Committee shall hold at least 2 ordinary meetings each year. A special meeting may be called at any time by the Chairman or by any 3 members of the Executive Committee upon not less than 7 days' notice being given to the other members of the Executive Committee of the matters to be discussed.

02. The Chairman shall act as chairman at meetings of the Executive Committee. In the absence of the Chairman, the other members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is discussed.

03. There shall be a quorum when at least one officer and 3 members of the Executive Committee for the time being are present at a meeting.

04. Every matter shall be determined by a simple majority of votes of the members of the Executive Committee present and voting on the question. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

05. The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.

06. The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this Constitution.

07. The Executive Committee shall have the power to fill vacancies among its members which arise between one AGM and the next.

08. The Executive Committee may appoint one or more sub-committees, which shall have such terms of reference and powers as the Executive Committee may determine, consisting of 3 or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any sub-

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committee shall be fully and promptly reported to the Executive Committee. Such sub-committees may in addition appoint up to 2 co-opted members who may or may not be members of the Charity.

09. Should the Executive Officers arrange a conference call to deal with any issue it will be treated as an ordinary committee meeting under the Constitution subject to it being quorate & with minutes taken to be ratified at the next committee meeting.

K. Receipts and Expenditure.

01. The funds of the Charity, including all donations, contributions and bequests, shall be paid promptly into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least 2 members of the Executive Committee.

02. The funds belonging to the Charity shall be applied only in furthering the Objects.

03. Where Regional Groups exist, all income and expenditure to be recorded as required by the Treasurer and Charity Commissioners and submitted annually to the Treasurer for inclusion in the Charity accounts

~~04. An inventory to be maintained of items in the possession of, sold or purchased by the regional group and submitted on a twice yearly basis to the Secretary and Treasurer for inclusion in the annual report to the Charity~~

~~Commissioners. (clauses 03,04,05 added at AGM2010)~~

04. An inventory to be maintained of items in the possession of, sold or purchased by the regional group and submitted on an annual basis to the Secretary and Treasurer for inclusion in the annual report to the Charity Commissioners.

05. All such funds raised by the regional group shall be operated by them for the benefit of the local region subject to all monies being paid into a charity account approved by the Treasurer. The account should require two signatories for any withdrawals. Full details of the account and the signatories shall be provided to the Treasurer. The Treasurer should also promptly receive a copy of all bank statements.

06.01 The Society may support the work of the Regional Groups through a grant or a loan of funds for specific projects subject to a business plan being submitted and approved by the Executive Committee.

02. The Executive Committee may also from time to time make a discretionary grant towards the costs of maintaining the Society's Tool collection.

L. Property.

01. Subject to the provisions of sub-clause 2 of this clause, the Executive Committee shall cause the title to:

01. all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and

02. all investments held by or on behalf of the Charity to be vested either in a corporation entitled to act as a custodian trustee or in not less than 3 individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their

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pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

02. If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Executive Committee may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

M. Publications.

~~01. The Charity's principal publications shall be the Journal and Newsletter. Other material in support of the Objects may be published as the Executive Committee sees fit.~~

01. The Charity's principal publication shall be the Newsletter with journal type articles to be included therein. Other material in support of the Objects may be published as the Executive Committee sees fit.

02. One copy of each of the Charity's publications shall be available to each individual member, each family and each member organisation free of charge.

~~03. The oversight of all publications shall be the responsibility of a sub-committee of the Executive Committee designated the Editorial Board. This shall consist of the Chairman of the Society, two other members of the Society, and the Editors of the Journal and Newsletter.~~

~~04. The Editors of the Journal and Newsletter shall be appointed by the members at an AGM or SGM and may only be dismissed by the members.~~

03. The oversight of all publications shall be the responsibility of the Executive Committee.

04. The Editors of the Newsletter and other publications shall be appointed by the Executive Committee.

N. Accounts.

01. The Executive Committee shall comply with their obligations under the Charities Act 1993, or any statutory re-enactment or modification of that Act, with regard to:

01. the keeping of accounting records for the Charity;
02. the preparation of annual statements of accounts for the Charity;
03. the auditing or independent examination of the statements of account of the Charity; and
04. the transmission of the statements of account of the Charity to the Commission.

O. Annual Report.

01. The Executive Committee shall comply with their obligations under the Charities Act 1993, or any statutory re-enactment or modification of that Act, with regard to the preparation of an annual report and its transmission to the Commission

P. Annual Return.

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01. The Executive Committee shall comply with their obligations under the Charities Act 1993, or any statutory re-enactment or modification of that Act, with regard to the preparation of an annual return and its transmission to the Commission.

Q. Annual General Meeting (AGM).

01. There shall be an AGM of the Charity which shall be held in the month of April in each year or as soon as practicable thereafter.

02. Every AGM shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the date and place of the AGM to all members of the Charity **by means of a notice in the Newsletter and on the Tools and Trades History Society website or by a notice issued in accordance with Section U. 01.of the Constitution.**

03. The Executive Committee shall present to each AGM the report and accounts of the Charity for the preceding year.

04. Nominations for election to the Executive Committee, which must have the consent of the nominee, must be made by members of the Charity in writing and be signed by the proposer and seconder. They must be in the hands of the Secretary at least 28 days before the AGM. Should nominations exceed vacancies, election shall be by ballot.

R. Special General Meeting (SGM)

01. The Executive Committee may call a SGM of the Charity at any time.

02. If at least 10 members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting.

03. The Secretary shall give at least 21 days' notice of the date and place of a SGM to all members of the Charity **by means of a notice in the Newsletter and on the Tools and Trades History Society website or by a notice issued in accordance with Section U.01. of the Constitution.** The notice must state the business to be discussed.

S. Procedure at General Meetings.

01. The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.

02. There shall be a quorum when at least 25 members of the Charity, for the time being, are present at any general meeting.

03. The Chairman shall act as chairman at general meetings of the Charity. In the absence of the Chairman, the members present shall choose one of their number to be chairman of the meeting before any other business is discussed.

04. Every matter, except with regard to clauses V and W, shall be determined by a simple majority of votes of the members present and voting on the issue. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

05. Resolutions for consideration at a general meeting of the Charity must be in the hands of the Secretary at least 28 days before the meeting. Such resolutions must be in writing and signed by the proposer and seconder.

06. All members of the Charity shall be entitled to attend and vote at general meetings.

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T. Honorary Appointments.

01. The Executive Committee may, from time to time, recommend to members the appointment of a President, one or more Vice-presidents and one or more Honorary Members and the terms of such appointments, which shall be subject to approval at an AGM of the Charity.

02. No person holding such an appointment shall be entitled to be a member of the Executive Committee.

03. These appointments may be terminated at the wish of the appointee or by a resolution carried at a general meeting of the Charity.

U. Notices.

01. Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Secretary or the Executive Committee by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom **or by email to the latest email address provided by the member**, and any letter **or email** so sent shall be deemed to have been received within 5 days of posting **unless notified as undelivered**.

V. Alterations to the Constitution.

01. Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting of the Charity. The notice of the general meeting must include notice of the resolution setting out the terms of the alteration.

02. No amendment may be made to clause A, clause C, clause I, clause W or this clause without the prior consent in writing of the Commissioners.

03. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

04. The Executive Committee shall send promptly to the Commission a copy of any amendment made under this clause.

W. Dissolution.

01. If the Executive Committee decides that it is necessary or advisable to dissolve the Charity, it shall call a SGM of the Charity stating the terms of the resolution to be proposed. If the proposal is confirmed by not less than two thirds of the members present and voting, the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the Charity as the members of the Charity may determine or failing that shall be applied to some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period must be sent to the Commission.

X. Distribution.

01. A copy of this constitution shall be sent to every member on joining the Association.