

# THE WILLIAM HOGARTH TRUST

## Constitution

---

### 1 Name

The name of the organisation shall be The William Hogarth Trust.

### 2 Objects

The purpose of the Trust will be to advance the education of the public in the life, work and interests of William Hogarth, in particular but not exclusively, through provision of a statue and support for the Hogarth's House museum.

### 3 Powers

The Trust may work in the following areas in furthering these objects:

- a. raise funds, accept gifts and grants, and borrow money on such terms and such security as shall be thought fit, providing that it does not undertake permanent trading activities in raising funds for these objects
- b. procure contributions to support the work of the Trust by personal or written appeals, public meetings or otherwise
- c. invest the money of the Trust not immediately required for such objects in or on such investments, securities and property as may be thought fit
- d. purchase, take on lease or in exchange, hire or otherwise acquire such property and any rights and privileges necessary to the promotion of the objects, and construct, maintain or alter any such property
- e. make regulations for the proper supervision, control and management of any property which may be so acquired
- f. subject to any consents which may be required by law sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Trust
- g. employ and pay a person or persons to organise the work of the Trust
- h. promote and carry out research surveys and investigations, or support such research by other qualified individuals or organisations and, where appropriate, publish the results of such research
- i. collect and disseminate information on matters affecting the work of the Trust and exchange such information with other bodies having similar objects
- j. commission, publish, circulate, free of charge or otherwise, such papers, books, documents, films or other materials as shall contribute to furthering its objects
- k. arrange events, conferences, meetings, exhibitions, lectures, classes, performances and training in furtherance of its objects
- l. work in partnership with other appropriate organisations in furtherance of the objects
- m. affiliate to or become a member of any regional or national body with similar objects and pay such fee as may be required
- n. do all such other lawful things as are necessary for the achievement of the objects, and
- o. undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, executed, managed or assisted by the Trust.

#### **4 Area of Benefit**

The Trust will work primarily but not exclusively in the area known as Chiswick, in the London Borough of Hounslow.

#### **5 Membership**

a. Membership of the Trust shall be open to

- all individuals aged 18 years or over who have paid any annual subscription laid down by the executive committee, and
- any body corporate or unincorporated association which is interested in furthering the charity's work, and which has paid any annual subscription to become a member organisation

provided that the trustees agree to admit them to membership.

b. Every member shall have one vote.

c. Each member organisation shall appoint an individual to represent it at meetings of the charity and may also nominate an alternate should the first nominee be unable to attend.

d. Membership of the charity is not transferable.

#### **6 Termination of membership**

The Executive Committee may terminate the membership of any individual or organisation whose continued membership would in the reasonable view of the Committee be harmful to the charity. The member concerned shall first be notified in writing and allowed to make written representations within 14 clear days of receiving the notice. The individual concerned, or the representative of a member organisation, shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

#### **7 Subscriptions**

All members shall pay such subscriptions, if any, as the trustees decide. Increases in subscription rates will be determined at the Annual General Meeting.

#### **8 The Board of Trustees**

The policy and general management of the Trust shall be directed by a board of trustees. Each trustee will serve for three years, with the option of serving for one further consecutive term of three years before retiring. This board will

- a. consist of no fewer than three and no more than 15 trustees
- b. meet not less than four times a year
- c. elect or approve the nomination of trustees at its Annual General Meeting
- d. elect from its number the honorary officers listed in section 9
- e. co-opt no more than four trustees to support its work, who shall serve until the following Annual General Meeting
- f. appoint such standing committees or working parties as are necessary, determining their terms of reference and powers, duration and composition. (The proceedings and recommendations of such committees shall be reported back to the trustees for approval as soon as possible.)

The proceedings of the Trust shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.

## **9 Honorary Officers**

The honorary officers of the Trust will be elected from amongst the trustees after the Annual General Meeting. These officers will consist of a Chairman, Vice-Chairman, Treasurer and Secretary and such other officers as the Trust may decide. Each office holder will be elected for three years but will be eligible for one further consecutive term of three years in the same office. Should a vacancy arise, the trustees shall fill it from amongst their members or by co-option. Any person appointed to fill such a vacancy shall hold office until the next Annual General Meeting and shall be eligible for election at that meeting.

## **10 Paid Officers**

The trustees may appoint or dismiss paid staff and set their remuneration and terms and conditions of employment. No member of the Trust's staff will be eligible to be a member of any Trust Committee, but may attend such committees as an adviser.

## **11 General Meetings of the Trust**

Once a year an *Annual General Meeting* of the Trust shall be held at such time and place as the trustees shall determine, being no more than 15 months after the previous Annual General Meeting or the adoption of this constitution. At least 21 days' notice of the Annual General Meeting shall be given to members by the Hon Secretary.

The business of the Annual General Meeting will be to

- a. consider the Annual Report on the work of the Trust during the previous year
- b. approve the audited accounts of the Trust
- c. elect trustees as set out in Section 8
- d. appoint an independent auditor for the coming year
- e. consider and vote upon any proposals for the alteration of this constitution
- f. consider any other business of which due notice has been given

The Chairman of the Trust may at any time at his or her discretion, and the Hon Secretary shall, within 21 days of receiving a written request to do so signed by not less than one third of the members and giving reasons for the request, call a Special General Meeting. Such a meeting shall consider the business specified in the notice of the meeting and no other.

## **12 Rules of Procedure at meetings**

*Voting* Apart from the rules set out below for alterations to the constitution, questions arising at meetings shall be decided by a simple majority of those present and entitled to vote. No member shall exercise more than one notwithstanding that s/he may be appointed to represent two or more interests, but in the case of an equality of votes the Chairman shall have a second or casting vote.

*Quorum* For trustees meetings the quorum shall be one third of the board of trustees subject to a minimum of 2. For General Meetings, the quorum shall be three. If there is no quorum at an Annual General Meeting of the Trust the meeting shall be adjourned and reconvened fourteen days later. The members then present shall be deemed to form a quorum.

*Minutes* The Trust will keep minutes of all meetings of the trustees and all other committee meetings, including details of proceedings and resolutions.

### **13 Finance**

All moneys raised by or on behalf of the trust shall be applied to further the objects of the trust and for no other purpose. Payments may be made to reimburse reasonable and proper out of pocket expenses to employees or trustees and for remuneration of employees.

The Trust's bank account(s) will be supervised by the Hon Treasurer. There will be four signatories on the bank mandate(s) and any two of the named four will be authorised to sign cheques.

The Honorary Treasurer shall keep proper accounts of the finances of the Trust which will be independently audited or examined at least once a year, according to the income limits under the accounting rules of the Charities Accounts and Reports Regulations (1995). A statement of accounts prepared according to the requirements of the Charities Commission shall be submitted to the Annual General Meeting.

### **14 Trust Property**

The title to all real or personal property which might be acquired by or on behalf of the Trust shall be vested in a corporation lawfully entitled to act as custodian trustee or in three trustees appointed by the Trust.

### **15 Dissolution**

If the Trustees by a simple majority decide at any time that, on grounds of expense or otherwise, it is necessary or advisable to dissolve the trust, they shall call a meeting of all members of the Trust who have power to vote, of which 21 days' notice shall be posted to the last known address of every member and given in writing to the Charity Commissioners of England and Wales.

If such a decision is confirmed by a two-thirds majority of those present and voting at such a meeting, the trustees shall have power to dispose of any assets held by or in the name of the Trust. Any assets remaining after the satisfaction of any proper debts or liabilities shall be applied towards such charitable purposes as the trustees may decide. A copy of the statement of accounts for the final accounting periods shall be sent to the Commission.

### **16 Alterations to the Constitution**

Any proposal to alter the constitution must be given in writing to the Secretary of the Trust not less than 28 days before the date of the meeting at which it is first to be considered. An alteration will require the approval of both a simple majority of trustees present and voting at a trustees' meeting and a two-thirds majority of individual members and representatives of member organisations present and voting at a general meeting. Notice of such a meeting must be given in accordance with normal procedures but not less than 14 days prior to the meeting in question, and giving the wording of the proposed alteration.

No alteration to Clause 2 (objects), Clause 15 (Dissolution) or Clause 18 (Prohibition of Financial Interest) or to this clause shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained, nor shall any alterations be made to this constitution which could cause the Trust to cease to be a charity at law.

**17 Notices**

Any notice may be served by the Honorary Secretary, or an officer employed to manage the Trust, on any member either personally or on its appointed representatives or by sending it through the post in a prepaid letter addressed to any member at his, her or its last known address. Any letter so sent shall be deemed to have been received within 10 days of posting.

**18 Prohibition of Financial Interest**

No person in receipt of remuneration from the Trust or any person or organisation having a financial interest in the affairs of the Trust shall be eligible for election as an honorary officer of the Trust or to the trustee. However, this clause shall not prohibit reimbursement to honorary officers and members of expenses reasonably incurred in the conduct of the Trust's affairs.

This constitution was formally adopted by the trustees on 25 March 2002.

Registered charity no. 1092251