



The Projected Picture Trust

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Registered Educational Charity No 288 239

Constitution

June 2021

Name

1. The name of the association is The Projected Picture Trust (“the PPT” or “the Trust”).

Administration

2. Subject to the matters set out below, the Trust and its property shall be administered in accordance with this constitution by the members of the executive committee, constituted by clauses 11 to 18 of this constitution.

Objects

3. The Trust is an Educational Charity established for the following purposes:

- i. To locate preserve and exhibit for the public benefit the equipment, past and present, for the presentation of still and moving images.
- ii. To educate the public in the art and science of cinema engineering and motion picture technology.
- iii. To establish a museum and other local exhibitions for the display to the public of cinema and related technical equipment.
- iv. To establish and maintain a database containing records and photographs of projectors and related equipment and data pertaining thereto and a record of all holdings of the Trust.

Powers

4. In furtherance of the objects, but not otherwise, the executive committee may exercise the following powers:

- i. To raise funds, to invite and to receive contributions, gifts, and donations, in money or in kind and to accept appropriate sponsorship, provided that in raising funds the executive committee shall not undertake substantial permanent trading activities and shall conform to any relevant requirements of the law.
- ii. 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.
- iii. To any consents required by law to sell, lease, loan or dispose of all or any part of the property or assets of the Trust.
- iv. Subject to any consents required by law, to borrow money and charge all or any part of the property of the Trust with repayment of the money so borrowed.
- v. To invest monies of the Trust not immediately required in pursuit of the objects subject to any legal requirements or restrictions.
- vi. To employ such staff (who shall not be members of the executive committee) as are necessary for provision of the payment of pensions and superannuation for staff and their dependants.
- vii. To cooperate 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.
- viii. To cooperate with commercial organisations, companies, and businesses where to do so will, in the opinion of the executive committee, assist or support the promotion of the objects.
- ix. To establish or assist any charitable trusts, associations or institutions formed for any or all of the objectives.
- x. To publish papers, reports and other literature in any format or medium, to promote or carry on research and to hold meetings and stage or attend exhibitions, meetings, or performances in pursuit of the objects.
- xi. To appoint and constitute such advisory committees as the executive committee may think fit.
- xii. To do all such lawful things as are necessary for the achievement of the objects.

Membership

5. Membership of the Trust shall be open to:

- i. Individuals from the UK or abroad who are interested in furthering the work of the Trust and who have paid any annual subscription laid down from time to time by the executive committee, and
- ii. Any body corporate or unincorporated association which is interested in furthering the Trust's work and has paid an annual subscription (any such body being called in the constitution a "Member Organisation").

6. The executive committee may establish different types of membership (for example, family membership) and shall set the rates of annual subscription.

The committee may propose for election at a general meeting up to two members a year for Life Membership without subscription in recognition of services to the Trust. The committee may also offer membership at reduced terms or free of charge where to do so would in their judgement promote or benefit the Trust.

7. Every member shall have one vote.

8. Each Member Organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Trust and notify the Trust accordingly. If the representative leaves the Member Organisation or if their appointment is revoked by the Member Organisation, he or she shall forthwith cease to be the representative of the Member Organisation.

9. The executive committee may unanimously and for good reason terminate membership of any individual or Member Organisation, provided that the individual concerned, or the 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.

Officers

10. At the Annual General Meeting of the Trust, the members shall elect from among themselves a chairman, a vice-chairman, a secretary, a treasurer, a curator, who shall hold office from the conclusion of the meeting. The period of office for the chairman and vice-chairman shall be three years and that of the curator, permanent. The nomination and election procedure shall be the same as set out in paragraph 40 below.

- i. The position of curator shall be of a permanent nature and the incumbent shall remain in that position until he or she wishes to retire or through any actions, which may contravene membership of the Trust or the holding of an executive position within the Trust.
- ii. All equipment and artefacts holdings of the Trust, and not just those at G-Mill, Dean Clough, Halifax, West Yorkshire, shall be the responsibility of the curator.

Executive committee

11. The executive committee shall consist of not less than eight members and not more than twelve, being:

- i. The officers specified in clause 10 above.
- ii. General administration secretary, membership secretary and archivist.
- iii. No more than four members elected at an Annual General Meeting who shall hold office from the conclusion of that meeting.

12. All members of the executive committee shall retire from office based on a three- or one-year period of office at the end of the next due AGM, but they may be re-elected or re-appointed.

13. Members of the executive committee may appoint co-opted members to fill vacancies or for specific roles or responsibilities, provided that no such appointment shall be made if it would result in the number of members of the executive committee exceeding twelve. The committee may also appoint officials to service the committee, who shall not be members of the committee and shall not vote at meetings.

14. The executive committee may propose for election at a general meeting a president and up to three vice-presidents, to hold office for such periods as shall be specified at the meeting. Such appointees shall have the right to attend but not vote at meetings of the executive committee.

15. The executive committee may designate members of the committee to carry out specific responsibilities (for example, membership promotions, public relations etc).

16. The proceeding 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.

17. Nobody shall be appointed as a member of the executive committee who is aged under 18 or who would, if appointed, be disqualified under provisions of the following clauses.

18. No person shall be entitled to act as a member of the executive committee, whether on a first or on any subsequent entry into office, until signing a declaration of acceptance and of willingness to act in the interests of the PPT.

Determination of membership of the executive committee

19. A member of the executive committee shall cease to hold office if he or she:

- i. Is disqualified from acting as a member of the committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- ii. Becomes incapable by reason of mental disorder, illness or injury or managing his or her own affairs.
- iii. Is absent without permission of the committee from all their meetings held within a period of six months and the committee resolve that his or her office be vacated, or
- iv. Notifies the committee of a desire to resign (but only if at least three members of the committee will remain in office when the notice of resignation is to take effect).

Executive committee members not to be personally interested

20. Subject to the provisions of clause 21, no member of the executive committee shall acquire any interest in property belonging to the Trust (otherwise than as a "Holding Trustee" for the Trust) or receive remuneration or be interested (otherwise than as a member of the committee) in any contract entered into by the committee.

21. Any member of the executive committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional fees for business done by him or her, or his or her firm, when instructed by the other members of the committee to act in a professional capacity on behalf of the Trust. Provided that at no time shall a majority of the members of the committee benefit under this provision and that a member of the committee shall withdraw from any meeting at which his or her instruction and remuneration, or that of his or her firm, is under discussion.

Meetings and proceedings of the executive committee

22. The executive committee shall meet at least four times a year at intervals of not more than four months. The secretary shall give each member of the

committee not less than seven days' notice of each ordinary meeting. A special meeting may be called by the chairman or by any two members of the committee upon not less than four days' notice being given to the other members of the committee of the matters to be discussed. These meetings may be done online via Zoom or a similar method agreed by the committee.

23. The chairman shall act as chairman at meetings of the executive committee. If the chairman is absent from any meeting, then the vice-chairman shall take the chair. If both are absent, then the members present shall choose one of their number to be the chairman for the meeting before any other business is transacted.

24. There shall be a quorum when at least one third of the members of the executive committee for the time being or three members of the committee, whichever is the greater, are present at a meeting. If the meeting is not quorate the only business that can take place is selecting the date of the next meeting.

25. Every matter shall be determined by a majority of votes of the members of the executive committee present, and voting on the question, but in the event of an equality of votes the chairman shall have a second or casting vote.

26. The executive committee shall keep minutes of the proceedings at meetings of the committee and any sub-committee.

27. The executive committee may from time to time make and alter rules for the conduct of their business, and for the summoning and conduct of their custody documents. No rule may be made which is inconsistent with this constitution.

28. The executive committee may appoint one or more sub-committees consisting of three or more members of the executive committee for the purpose of making any enquiry 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

such sub-committee shall be fully and promptly reported to the executive committee.

Receipts and expenditure

29. The funds of the Trust, including all donations, contributions, and bequests, shall be paid into an account operated by the executive committee in the name of the Trust at such bank as the committee shall from time to time decide. All cheques drawn on the account must be signed by two out of three signatories mandated with the bank.

30. The funds belonging to the Trust shall be applied only in furthering the objects.

Property

31. Subject to the provisions of paragraph 32, the executive committee shall cause the title to:

- i. All land held by or in trust for the PPT which is not vested in the Official Custodian for Charities; and
- ii. All investments held by or on behalf of the PPT to be vested either in a corporation entitled to act as Custodian Trustee or in not less than three individuals appointed by them as Holding Trustees. Holding Trustees may be removed by the executive committee at their 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.

32. If a corporation entitled to act as a Custodian Trustee has not been appointed to hold property of the Trust, the executive committee may permit any investments held by or in trust for the Trust to be held in the name of a clearing bank, trust corporation or any stock-broking company which is a member of the Stock Exchange (or any subsidiary of any stock-broking company) as nominee for the executive committee and may pay such a nominee reasonable and proper remuneration for acting as such.

Accounts

33. 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:

- i. The keeping of accounting records for the Trust.
- ii. The preparation of annual statement of account for the Trust.
- iii. The auditing or independent examination of the statement of account of the Trust.
- iv. The transmission of the statements of account of the Trust to the Commission.

Annual report

34. The executive committee shall comply with their obligation under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regards to the preparation of an annual report and its transmission to the Commission.

Annual return

35. The executive committee shall comply with their obligation under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regards to the preparation of an annual return and its transmission to the Commission.

Annual general meeting

36. There shall be an annual general meeting of the Trust which shall be held in the month of April each year or as soon as practicable thereafter.

37. Every annual general meeting shall be called by the executive committee. The secretary shall give at least 21 days' notice of the AGM to all the members of the Trust. Publication of a notice of the date, time, and location of the AGM in the edition of the Trust magazine issued immediately prior to the AGM together with notice on the Trust website, shall constitute proper notice. Every member of the Trust shall be entitled to attend and vote at the meeting. A proxy vote can be lodged with the secretary on any item on the agenda if the member is unable to attend in person. A suitable voting paper will be sent to the member on request.

38. The chairman of the Trust shall be the chairman of the meeting, save that the vice-chairman shall take the chair while any election for the chairman is held if the chairman is a candidate. If the chairman is not present, the vice-chairman shall take the chair. If neither officer is present, then before any other business is transacted, the persons present shall appoint a chairman for the meeting.

39. The executive committee shall present to each annual general meeting the report and accounts of the Trust for the preceding year.

40. Nominations for election to the executive committee must be made by at least two members of the Trust in writing and must be in the hands of the secretary at least 14 days before the AGM. Should nominations exceed vacancies, election shall be by ballot.

Special general meetings

41. The executive committee may call a special general meeting of the Trust at any time. If at least ten members request such a meeting in writing stating the business to be considered, the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

Procedure at general meetings

42. The secretary or other person specially appointed by the executive committee shall keep a record of proceedings at every general meeting of the Trust.

43. There shall be a quorum when at least 5% of the members of the Trust for the time being or ten members of the Trust, whichever is the greater, are present at any general meeting.

Alterations to the constitution

44. Subject to provisions in paragraphs 45, 46 and 47 below, the constitution may be altered by a resolution passed by no less than two thirds of the members present and voting at a general meeting. The notice of the general

meeting must include notice of the resolution, setting out the terms of the alteration proposed.

45. No amendments may be made to clauses 1 and 3, (name and object), clauses 20 and 21, (executive committee members not to be personally interested), clause 48 (dissolution) or this clause without prior consent in writing of the Commissioners.

46. No amendment may be made which would have the effect of making the trust cease to be a charity in law.

47. The executive committee shall promptly send to the Commissioners a copy of any amendments made under this clause.

Dissolution

48. If the executive committee decides that it is necessary or advisable to dissolve the Trust, it shall call a meeting of all members of the Trust, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two third majority of those present and voting the executive committee shall have power to realise the assets held by or on behalf of the Trust. Any property or financial 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 those of the Trust, as the members of the Trust may determine or failing that shall be applied to some other charitable purpose. The Trust's collection of projectors and related equipment shall be given or transferred to such other charitable institution, institutions or museum as the Trust considers will most effectively safeguard the collection. A copy of the statement of accounts, or account and statement, for the final accounting period of the Trust must be sent to the commission.

Signature _____

Signature _____

Print name _____

Print name _____

Position in Trust _____

Position in Trust _____