

Escafeld Chorale: Constitution

1. Name

The name of the Association is Escafeld Chorale ('the Chorale').

2. Administration

Subject to the matters set out below, the Chorale and its property shall be administered and managed in accordance with this constitution by the members of the Committee constituted by clause 7 of this constitution ('the Committee').

3. Objects

The Chorale's objects ('the objects') are to engage in choral singing to the satisfaction of the Director of Music in order to advance, improve, develop and maintain public education in and appreciation of choral music in all its aspects by the presentation of public performances; and for such purposes as shall be exclusively charitable as the Committee may from time to time decide.

4. Powers

4.1 In furtherance of the objects but not otherwise the Committee may exercise the following powers:

- (i) to raise funds and to invite and receive contributions provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) to employ a Director of Music and any other such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the objects;
- (iii) to make such rules as are necessary for the running of the Chorale's affairs provided that they are not inconsistent with this constitution;
- (iv) to terminate the membership of any individual in accordance with the procedure set out in clause 5.4;
- (v) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of charitable purposes similar to the objects and to exchange information and advice with them;
- (vi) to support any charitable trusts, associations or institutions formed for charitable purposes similar to all or any of the objects;
- (vii) to do all such other lawful things as are necessary for the achievement of the objects.

4.2 In all matters concerning the interpretation of the constitution, or any questions not provided for therein, the decision of the Committee shall be final.

5. Membership

5.1 Subject to the musical objects, needs and purposes of the Chorale, full membership shall be open to any person without regard to disability, political or religious affiliation, race, age, gender or sexual orientation who is interested in furthering the objects, has paid the annual subscription determined by a general meeting of the Chorale and is willing to abide by the rules of the Chorale.

5.2 The musicianship of prospective members shall be assessed during a probationary period of two months' duration or as varied by the committee in cognisance of the capability displayed by any particular prospective member. On satisfactory completion of the probationary period as determined by the committee after considering the recommendation of the Director of Music, prospective members shall become full members of the Chorale.

5.3 Every member over the age of 18 shall have one vote and shall be entitled to stand for election to the Committee.

5.4 The Committee shall have the power to terminate the membership of any individual whose continued membership would be prejudicial to the objects, provided that the decision of the Committee (with the exception of (i) the individual concerned if a member of the Committee and (ii) any member of the Committee making or connected with the complaint against the individual) is unanimous both as to the termination and as to there being a good reason for it, and provided that the individual concerned shall have the right to be heard by a minimum of two-thirds of the Committee, accompanied by a friend if desired, before a final decision is made.

6. Honorary Officers

At the annual general meeting of the Chorale the members shall elect from amongst themselves a Chair, a Secretary, a Treasurer and a Music Librarian, who shall hold office from the conclusion of the meeting.

7. Committee

7.1 The Committee shall consist of no fewer than 6 members nor more than 10 members being:

- (i) the honorary officers specified in the preceding clause;
- (ii) no fewer than 2 and not more than 6 members elected at the annual general meeting who shall hold office from the conclusion of that meeting;

7.2 The Director of Music of the Chorale may attend all Committee meetings except when the position itself is being considered.

7.3 The Committee may in addition appoint not more than 3 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one-third of the members of the Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Committee called under clause 10(i) and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the

appointment shall run from the date when the post becomes vacant.

7.4 All members of the Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.

7.5 The proceedings of the 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.

8. Determination of membership of Committee

Members of the Committee shall cease to hold office if they:

(i) are disqualified from acting as members of the Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

(ii) become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;

(iii) are absent without the permission of the Committee from all their meetings held within a period of six months and the Committee resolve that their offices be vacated;

(iv) notify to the Committee a wish to resign (but only if at least three members of the Committee will remain in office when any notice of resignation is to take effect).

9. Committee members not to be personally interested

No member of the Committee shall receive remuneration or be interested (other than as a member of the Committee) in any contract entered into by the Committee.

10. Meetings and proceedings of the Committee

10.1 The Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the Chair or by any two members of the Committee upon not less than 7 days' notice being given to the other members of the Committee of the matters to be discussed but if the matter include an appointment of a co-opted member not less than 21 days' notice must be given.

10.2 The Chair shall chair meetings of the Committee. If the Chair is absent from any meeting, the members of the Committee present shall choose one of their number to chair the meeting before any other business is transacted.

10.3 There shall be a quorum when at least one-third of the number of members of the Committee for the time being or three members of the committee, whichever is the greater, are present at a meeting and all members have been informed at least 7 days in advance of the date and time of the meeting.

10.4 Every matter shall be determined by a majority of votes of the members of the committee present and voting on the question but in the case of equality of votes the Chair of the meeting shall have a second or casting vote.

10.5 The Committee shall keep minutes of the proceedings at meetings of the Committee and any sub-committee and shall ensure that these are stored safely and that they are available for inspection as

required.

10.6 The 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.

10.7 The Committee may appoint one or more sub-committees consisting of three or more members of the Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Committee would be more conveniently undertaken or carried out by such a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Committee.

11. Receipts and expenditure

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

11.2 The funds belonging to the Chorale shall be applied only to furthering the objects and no portion thereof shall be paid or transferred either directly or indirectly to any member or members of the Chorale except in payment of legitimate expenses incurred on behalf of the Chorale.

12. Accounts

The 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 Chorale;
- (ii) the preparation of annual statements of account for the Chorale;
- (iii) the auditing or independent examination of the statements of account of the Chorale; and
- (iv) the transmission of the statements of account of the Chorale to the Charity Commission.

13. Annual Report

The 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 Charity Commission.

14. Annual Return

The 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 Charity Commission.

15. Annual General Meeting

15.1 There shall be an annual general meeting of the Chorale which shall be held in the month of October in each year or as soon as practicable thereafter.

15.2 Every annual general meeting shall be called by the Committee. The Secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Chorale.

15.3 All the members of the Chorale over the age of 18 shall be entitled to attend and vote at the annual general meeting.

15.4 The business of the annual general meeting shall include:

- (i) receiving the report and accounts of the Chorale for the preceding year;
- (ii) approving the minutes of the previous annual general meeting and any intervening special general meetings;
- (iii) determining the annual subscription for the forthcoming year;
- (iv) electing Committee members;
- (v) any other business deemed appropriate by the Chair of the meeting.

15.5 Nominations for election to the Committee must be made by members of the Chorale in writing and must be in the hands of the Secretary of the Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by secret ballot.

16. Special General Meetings

The Committee may call a special general meeting of the Chorale at any time. If at least ten members of the Chorale 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.

17. Procedure at General Meetings

17.1 The members present at any general meeting shall elect a Chair for the meeting before the business of the meeting commences.

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

17.3 There shall be a quorum when at least one-fifth of the number of members of the Chorale for the time being or ten members of the Chorale, whichever is the greater, are present at any general meeting.

17.4 Except for alterations to the constitution and for dissolution, all voting at general meetings shall be decided by a majority of members present and voting, but in the case of equality of votes the Chair of the meeting shall have a second or casting vote.

18. Alterations to the Constitution

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

18.2 No amendment may be made to clause 1 (name), clause 3 (objects), clause 9 (Committee members not to be personally interested), clause 19 (dissolution) or this clause without the prior consent in writing of the Charity Commissioners.

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

18.4 The Committee shall promptly send the Charity Commission a copy of any amendment made under this clause.

19. Dissolution

19.1 If the Committee or the members meeting at a general meeting decide that it is necessary or advisable to dissolve the Chorale a general meeting shall be called of all members of the Chorale, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given.

19.2 If the proposal is confirmed by a two-thirds majority of those present and voting the Committee shall have power to realize any assets held by or on behalf of the Chorale. 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 objects of the Chorale as the members of the Chorale may determine or failing that shall be applied for some other charitable purpose.

19.3 A copy of the statement of accounts, or account and statement, for the final accounting period of the Chorale shall be sent to the Charity Commission.

20. Constitution

Every member shall be supplied with a copy of this constitution.

This constitution was adopted at the general meeting of the Chorale held on
2 November 2004

.....

Signed:

Roger Watkin

..... (Chair)

Janet Grahame

..... (Secretary)