

# **CHIPPING NORTON AND DISTRICT CHORAL SOCIETY CONSTITUTION**

**June 2019**

**Agreed at a Special (Extraordinary) General meeting on 26<sup>th</sup> June 2019**

## **1. NAME**

The name of the Society shall be Chipping Norton and District Choral Society hereinafter referred to as the Society.

## **2. OBJECTS**

The objects of the Society shall be to advance, improve, develop and maintain public education in, and appreciation of choral music in all its aspects by any means the trustees see fit, including the presentation of public concerts and recitals.

## **3. OFFICERS AND COMMITTEE**

The management of the Society shall be in the hands of a committee hereinafter referred to as the Committee, consisting of a Chair, an Honorary Secretary, an Honorary Treasurer, and up to twelve other members. The officers and Committee members shall be elected from the members of the society at the Annual General Meeting. They shall hold office until the next Annual General Meeting and be eligible for re-election, provided that after five continuous years of membership of the Committee such person shall not be eligible for re-election without the agreement of the members of the Society at a General Meeting until at least a further year shall have elapsed.

The Committee shall have the power to co-opt such persons as it may deem necessary from time to time, provided that the number co-opted shall not exceed one third of the members of the Committee at the time.

All the Committee members are the trustees of the charity during the period of their Committee membership.

Any member of the Committee who ceases to be an active member of the Society shall coincidentally cease their incumbency as an officer, and member of the Committee.

## **4. MEMBERSHIP**

Membership of the Society shall be open to any person interested in furthering the objects of the Society as a singing member, and who has paid the appropriate annual subscription, all subscriptions being payable in advance.

Every member shall have one vote.

The Committee has the power to terminate the membership of any individual, 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 connected with the complaint against the individual) represents a two-thirds majority as to there being good reason for the termination of the membership. The individual concerned shall have the right to be heard by the Committee and if desired may be accompanied by a friend. The individual concerned shall also have the right to appeal at a Special General Meeting, before a final decision is made and implemented.

## **5. MANAGEMENT**

All arrangements for concerts and other events, and the control of finance shall be the responsibility of the Committee.

## **6. POWERS AND RESPONSIBILITIES**

In furtherance of the objects of the Society but not otherwise the Committee may exercise the following powers and responsibilities:

i) to raise funds and invite contributions provided that the Committee shall not undertake any substantial permanent trading activity, and shall conform to all relevant legal requirements;

- 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) subject to any consents required by law to borrow money and to charge all or part of the property and funds of the Society with the repayment of such borrowing;
- iv) to employ such staff (who shall not be members of the Committee) as is necessary for the proper pursuit of the objects and to make all reasonable appropriate legal provisions for the payment of pensions, insurance and other staff costs;
- v) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or similar charitable purposes and to exchange information with them where necessary;
- vi) to appoint such advisory committees as the Committee may think fit.

## **7. MEETINGS AND PROCEEDINGS OF THE COMMITTEE**

- i) 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 four days' notice being given to the other members of the Committee of the matters to be discussed. If the matter includes the appointment of a co-opted member or members then a minimum of twenty one days' notice must be given.
- ii) The Chair shall preside at 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 be acting Chair before any business is transacted.
- iii) 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.
- iv) The conductor and accompanist of the Society shall be invited to attend Committee meetings, except when their positions or remuneration are being considered. They shall not be counted for purposes of calculating the quorum, nor be entitled to vote.
- v) 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 an equal vote the Chair or acting Chair of the meeting shall have a second additional vote which he/she may cast at his/her discretion.
- vi) The Committee shall keep minutes of the proceedings of the Committee and of any sub-committee, and shall ensure that all minutes are stored safely by the Honorary Secretary and that they are available for inspection as required.
- vii) The Committee may from time to time make and alter rules for the conduct of its business, including the summoning and conduct of meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- viii) The Committee may appoint one or more sub-committees, consisting of three or more members of the Committee, for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Committee would be more conveniently undertaken or effectively carried out by a sub-committee. All acts and proceedings of such a sub-committee to be fully and promptly reported to the Committee.

## **8. EQUAL OPPORTUNITIES**

No individual shall be excluded from membership of the Society nor barred from acting in any official capacity in the Society on grounds of sex, race, colour, age, religion, sexual orientation, disability or political affiliation.

## **9. FINANCE**

- i) The financial year of the society shall end on 31<sup>st</sup> August.
- ii) A banking account shall be opened in the name of the Society. Payments shall be authorised by any two nominated members of the Committee.

iii) The Society may receive donations, grants in aid and financial guarantees. Tickets for any of its concerts and other events shall be offered for sale to the public.

iv) The income and property of the Society, however derived, shall be applied solely towards promoting the objects of the Society. No portion shall be paid directly or otherwise to any member of the Society, except as payment of legitimate expenses incurred on behalf of the Society and supported by accurate, dated and detailed documentation.

#### **10. ANNUAL GENERAL MEETING**

Within one hundred and twenty days of the end of each financial year the members of the Society shall be summoned to an Annual General Meeting (the AGM) of which at least twenty one days' notice in writing shall be given to all members.

The Committee shall present to each AGM the report and accounts of the Society for the preceding year, thereafter to be deposited with the Charity Commission in accordance with its requirements.

Nominations for election to the Committee must be made in writing and handed to the Honorary Secretary not later than fourteen days before the AGM. Should nominations exceed vacancies an election shall be held.

#### **11. SPECIAL (EXTRAORDINARY) GENERAL MEETING**

A Special General Meeting, also known as an Extraordinary General Meeting, for which at least twenty one days' notice in writing must be given to members may be called, either by the Committee or upon written request to the Honorary Secretary signed by at least twelve members of the Society. The notice must state the business to be discussed.

#### **12. PROCEDURE AT GENERAL MEETINGS**

The Honorary Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every General Meeting of the Society.

There shall be a quorum when at least ten percent of the members of the Society at the time or ten members, whichever is the greater, are present at any General Meeting.

#### **13. ACCOUNTS**

The financial accounts shall be audited or examined to the extent required by legislation, or if there is no such requirement, scrutinized by a person who is independent of the Society and then submitted to the members at the Annual General Meeting.

#### **14. ALTERATIONS TO THE CONSTITUTION**

The constitution may be altered by a two thirds majority of the members present and voting at any General Meeting, provided that fourteen days' notice of the proposed alteration has been sent to all members and provided that nothing herein contained shall authorise any amendment which shall have the effect of the Society ceasing to be a charity.

No amendment may be made to clause 1, clause 2, clause 9 (iv), or clause 15, without the prior written consent of the Charity Commission.

The Committee shall send to the Charity Commission a copy of any amendment made under this Clause 14.

#### **15. DISSOLUTION**

In the event of the Society being wound up, any assets remaining after the payment of proper debts and liabilities shall be transferred to a charitable institution or institutions having similar objects to those of the Society.