

Altrincham Choral Society Constitution

adopted on the **22 June 2009** and amended on the **10 October 2011**

1) Name

The name of the Society shall be the Altrincham 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, the art and science of music in all its aspects including through the presentation of public concerts and recitals.

3) Membership

a) Classes of Membership

Membership of the Society shall be open to any person interested in furthering the objects of the Society who satisfies the conditions of one or more of the following classes of membership:

i) Singing Members

- Singing Members shall be required to pass an audition conducted by the Musical Director, or his/her chosen representative whose decision shall be final and taken in the best interests of the Society.
- All Singing Members are subject to being re-auditioned at any time as deemed necessary by the Musical Director. Failure to pass re-audition will result in the automatic termination of singing membership with a pro rata refund of subscription.
- Singing Members are required to purchase two tickets for each of the Society's concerts which the Committee has designated as compulsory ticket sale concerts and which are notified annually as such at the AGM.

ii) Non Singing Members

Whilst in post the Society's Musical Director, Deputy Musical Director and Accompanist shall be Non-Singing members of the Society. The Committee may at its discretion admit anyone to non singing membership who is interested in furthering the objects of the Society.

iii) Honorary Life Members

Honorary Life Membership may be conferred in recognition of exceptional service given to the Society either in a singing or support capacity. The Committee shall determine who is eligible for Honorary Life Membership which can only be conferred following recommendation by the Committee and a vote at the Annual General Meeting ("AGM").

b) Duties of Members

- i) Singing Members are expected to be in regular attendance at rehearsals and concerts and to devote time away from rehearsals to learning performance pieces.
- ii) Singing Members must attend a minimum of seventy-five per cent of the rehearsals plus the dress rehearsal for a concert and must not be absent for 3 or more consecutive rehearsals in order to qualify for participation in that concert.
- iii) If prevented by illness or other unforeseen event from satisfying the performance condition in clause 3. b. ii. a Singing Member shall inform their Voice Rep. at the earliest opportunity.
- iv) In any event permission to sing in a concert is entirely at the discretion of the Musical Director who shall only refuse permission for good cause.
- v) Non Singing Members are expected to support the Society's activities.

c) Rights of Membership

- i) All Singing Members, Non Singing Members (with the exception of the Musical Director, Deputy Musical Director and Accompanist) and Life Members have a right to vote at a general meeting and at other ballots of members.
- ii) The Musical Director, Deputy Musical Director and Accompanist may attend any general meetings in order to give reports and make recommendations on the musical direction of the Society.
- iii) Any member with voting rights has only one vote, regardless of the number of classes of membership held by the same individual.

d) Subscriptions

- i) Singing Members and Honorary Life Members who are also Singing Members are required to pay an annual subscription in an amount notified by the Committee to the Society no later than 30 September each year.
- ii) In the event of failure to pay the annual subscription or to authorise a standing order by the date of the Society's first concert of the financial year singing membership shall automatically lapse.
- iii) The Society may provide for a range of subscriptions that allows for the differing financial circumstances of singing members. Decisions to offer a reduced subscription or to waive the subscription entirely shall be taken by the Committee.

e) Termination of Membership

- i) All classes of membership are terminated if the member dies or resigns.
- ii) The Committee has the power to terminate the membership of any individual, provided that the decision of the Committee (excluding (a) the individual concerned if a member of the Committee and (b) 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 good reason for it, and provided that the individual concerned shall have the right to be heard by the Committee, accompanied by a friend if desired, before a final decision is made. In the absence of fraud or other dishonest behaviour, a Singing Member's subscription shall be refunded pro rata.

4) Officers and Committee

a) Structure

- i) The management of the Society shall be in the hands of a Committee consisting of the following Officers - Chairman, Deputy Chairman, Secretary, and Treasurer and not less than six and not more than ten other Ordinary Committee Members including four Voice Reps.
- ii) The Officers and Ordinary Committee Members shall be the trustees of the Society.
- iii) The Musical Director may attend all Committee meetings as an ex officio member without voting rights in order to advise the Committee on all aspects of the musical direction of the Society. The Musical Director shall not attend any Committee meeting when his/her position is under review by the Committee.

b) Management

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

Specifically the Committee shall be responsible for:

- i) the choice of repertoire and the selection of soloists following recommendations made by the Musical Director and the Music Sub Committee;
- ii) the control of the Society's finances; and

- iii) the appointment and removal from office of the Musical Director, Deputy Musical Director, Accompanist or any other staff.

c) Election

- i) Each Officer and Ordinary Committee Member shall be elected by and out of the Society's members at the AGM.
- ii) All nominees for Officers and Committee posts shall be supported by two Singing Members of the Society, in writing and received by the Secretary at least 14 days before the AGM.
- iii) Committee members shall hold office until the next AGM and be eligible for re-election except that the Chairman shall not hold office for more than five consecutive years and shall not be eligible for re election until two years have elapsed.
- iv) Where a vacancy on the Committee occurs at any time other than at the AGM, it may be filled by the Committee co-opting any member of the Society who would be eligible for election. The Committee shall co-opt a member in the event that the number of Ordinary Committee members falls below six or in the event that the vacancy is for the office of Treasurer or Secretary. Any Committee member co-opted shall hold office only until the next AGM and shall then be eligible for election.
- v) If the office of Chairman falls vacant other than at the AGM the Deputy Chairman will fulfill the role of Chairman until the next AGM.

d) Committee Meetings

- i) The Committee shall hold not less than 6 ordinary meetings each year. Members who wish to raise issues for consideration at such meetings should make these known to their Voice Rep. at least 7 days before the date of the next meeting and the Voice Rep shall ensure that they are placed on the agenda.
- ii) A special meeting may be called at any time by the Chairman, or by any two members of the Committee, upon not less than 4 days notice being given to the other members of the Committee of the matters to be discussed, provided that, if matters include the appointment of a co-opted member then the notice shall be not less than 14 days.
- iii) The Chairman shall act as chairman at meetings of the Committee. If the Chairman is absent from any meeting then the Deputy Chairman shall take the chair. If neither is present, the members of the Committee in attendance shall elect one of their number to act as chairman before any other business is transacted.
- iv) There shall be a quorum when at least one-half of the number of members of the Committee for the time being, or 6 members of the Committee (whichever is the greater), are present at a meeting.
- 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 event of equality of votes, the chairman of the meeting shall have a second or casting vote. In the event that the chairman abstains or declines to cast his/her casting vote, the proposal shall be deemed not to have been passed.
- vi) Minutes of meetings of the Committee shall be taken, preserved and made available to members of the Society within 3 weeks.
- vii) The Committee may from time to time make and alter the 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.
- viii) The Committee may appoint one or more sub-committees, which may include one or more members of the Committee, for the purpose of making an enquiry or supervising or performing any function or duty which, in the opinion of the Committee, would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committee are first agreed by and then fully and promptly reported to the Committee.

e) Powers

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

- i) to raise funds and to invite contributions, provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of law;
- ii) to buy, take on lease or exchange any property necessary for the achievement of the objects and to maintain and equip such property for use;
- iii) subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Society.
- iv) subject to any consents required by law, to borrow money and to charge all or part of the property of the Society with repayment of the money so borrowed;
- v) to employ such staff (who shall not be voting members of the Committee or the Society) as are necessary for the proper pursuit of the objects;
- vi) to co-operate, and to exchange information and advice with, other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes;
- vii) to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- viii) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
- ix) to appoint and constitute such advisory committees as the Committee may think fit;
- x) to do all such other lawful things as are necessary for the achievement of the objects, provided that the Committee shall not be empowered to do anything which may jeopardise the charitable status of the Society.
- xi) In case any question or matter should arise in connection with the Society, which is not already dealt with in this Constitution and upon which immediate action is required before an appropriately constituted General Meeting can be convened, the Committee shall have full power to make such orders as it thinks fit and the decision arrived at shall be final and conclusive. Any such orders shall be reported to a General Meeting in due course.

f) Disqualification and Removal of Committee Members

A Committee Member shall cease to hold office if he or she:

- i) Is disqualified from acting as a Trustee by virtue of s 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- ii) Ceases to be a member of the Society;
- iii) Becomes incapable by reason of illness or injury of managing and administering his/her own affairs;
- iv) Resigns as a Committee Member by notice to the Society (but only if at least six members of the Committee will remain in office when the notice of resignation takes effect);
- v) Is absent without permission of the Committee from all their meetings held within a period of 3 consecutive months and the Committee resolves that his/her office be vacated.

5) Equal Opportunities

No individual shall be excluded from membership of the Society or be debarred from any official capacity on, or membership of, the Committee, or from engagement by the Society, on the grounds of sex, race, colour, age, religion, sexual orientation, disability, nationality or political affiliation.

6) Finance

- a) The financial year shall end on 31 August.
- b) Bank and other accounts shall be maintained in the name of the Society and there shall be three authorised signatories who shall be the Chairman, Secretary and Treasurer of the Society
- c) The Society shall receive donations, grants in aid and financial guarantees. Tickets for any or all of its concerts and other events shall be offered for sale to the public.
- d) The income and property of the Society, whencesoever derived, shall be applied solely towards promoting the objects and no portion thereof shall be paid or transferred whether directly or indirectly to any voting member or members of the Society, except in payment of legitimate expenses authorised and incurred on behalf of the Society.

7) Annual General Meeting (“AGM”)

- a) Within 8 weeks of the end of the financial year the members shall be summoned to an AGM, notification of the AGM having been provided to the members not less than 21 days before the meeting.
- b) At the AGM the Committee shall present the report and accounts of the Society for the preceding year, the financial account shall be received and adopted, an Independent Examiner shall be appointed and the Committee shall be elected.
- c) If a member of the Society wishes to place an item of business on the agenda of the AGM this shall be notified to the Secretary not less than 14 days before the meeting.

8) Special (Extraordinary) General Meeting (“EGM”)

A Special General Meeting (*also known as an Extraordinary General Meeting*), of which at least 14 days notice in writing must be given to members, may be called for by the Committee or upon a written request being received by the Secretary, specifying the reason and signed by not less than 10 of the members of the Society.

9) Procedure at General Meetings

- a) The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every general meeting of the Society
- b) General meetings shall be chaired by the person who has been elected Chairman and in his/her absence by the Deputy Chairman and in his/her absence by another member of the Committee nominated by the Committee to chair the meeting.
- c) There shall be a quorum when at least one half of the voting members of the Society at the time are present at any general meeting.
- d) Voting shall be by a show of hands as counted by the Secretary and Treasurer. Where the number of votes cast produces a tied result the Chairman will have the casting vote.

10) Accounts

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

11) President

The Committee may appoint a suitably qualified person to be the Society’s President.

12) Dissolution

- a) If the members entitled to vote at a general meeting under clause 3.c.i. resolve to dissolve the Society the Trustees will remain in office as Charity Trustees and be responsible for the winding up of the Society in accordance with this clause;
- b) In the event of the Society being wound up, any assets remaining upon dissolution, 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.

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13) Alterations to the Constitution

- a) The constitution may be altered by a two-thirds majority of the members present and voting at any General Meeting, provided that 14 days notice of the proposed alteration has been notified to all members and provided that nothing herein contained shall authorise any amendment that shall have the effect of the Society ceasing to be a Charity.
- b) No amendment may be made to clause 1 (*the name of the Society*), clause 2 (*the objects*), clause 6.d. (*distribution of assets*) or clause 12 (*dissolution*), without the prior written consent of the Charity Commission.
- c) The Committee shall send the Charity Commission a copy of any amendment made to the constitution.
- d) The Committee shall provide access to the Constitution on request from a member of the Society.

This Constitution was adopted by the Society on the 22 day of June 2009 and amended on the 10 October 2011.

AMENDMENTS

10 October 2011

- Paragraph 4d(viii)
- Paragraph 7a