

# **KENDAL SOUTH CHOIR CONSTITUTION**

## **1. TITLE**

The name of the Society shall be Kendal South Choir hereinafter referred to as the Society.

## **2. OBJECTS**

The object of the Society shall be to promote, improve, develop and maintain public education in and appreciation of the art and science of music in all its aspects by the presentation of public choral concerts and for the general purposes of such charitable bodies or for such other purposes as shall be exclusively charitable as the Committee may from time to time decide.

## **3. MEMBERSHIP**

(1) The members of the Society may be those individuals approved by the Committee and who pay the annual subscription at the appropriate rate or rates as shall be determined by the Committee, all subscriptions being payable when due.

(2) It is a compulsory requirement that all members attend 75% of rehearsals for each concert and also compulsory that the final rehearsal before each concert is attended in addition to the rehearsal on the day of the concert. If in exceptional circumstances this is not possible then the matter must be discussed with the Director of Music. The Director of Music shall have the discretion to determine whether a member whose attendance at rehearsals has been irregular should be permitted to take part in a concert.

## **4. EQUAL OPPORTUNITIES.**

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

## **5. OFFICERS AND COMMITTEE**

(1) The management of the Society shall be in the hands of a Committee consisting of the following Officers – Chair, Secretary, and Treasurer - and not more than eight other members. The Officers and other Committee members shall be elected by and out of the Society's members at the Annual General Meeting, and shall hold office until the next Annual General Meeting and be eligible for re-election.

(2) Nominations for election to the Committee must be made and seconded by members of the Society in writing and should nominations exceed vacancies an election shall be held.

(3) The Director of Music may attend all committee meetings in a non-voting capacity except when his position/fee is being discussed.

(4) Five members shall form a quorum.

(5) Decisions shall be determined by a majority of votes of the members of the Committee eligible to vote 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.

(6) The Committee may co-opt not more than 3 extra members.

(7) The Officers and all other elected or co-opted members of the Committee shall be the Trustees of the Society.

## **6. PAYMENTS TO TRUSTEES**

(1) Trustees can be paid legitimate expenses incurred on behalf of the Society.

(2) Any other Trustee payments, or payments to connected persons of Trustees, must be with the approval and/or permission of the Charity Commission and in accordance with the Trustee Act 2000 and section 185 of the Charities Act 2011 where appropriate.

## **7. MANAGEMENT**

All the arrangements for the concerts and other events and the control of finance shall be in the hands of the Committee.

## **8. POWERS**

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

- (1) Power 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 the law.
- (2) Power to co-operate 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.
- (3) Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects.
- (4) Power to terminate the membership of any individual, provided that the decision of the Committee (with the exception of (1) the individual concerned if a member of the Committee and (2) 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 who need not be a member of the Society if desired before a final decision is made. Any decision made by the Committee to terminate a membership is final.
- (5) Power to do all such other lawful things as are necessary for the achievement of the objects.
- (6) Power to fill any vacancy that arises during the year provided that if the number of Committee members should fall below the quorum, then the continuing Trustees may act only for the purpose of filling vacancies or of calling an Extraordinary General Meeting for the purpose of filling vacancies or any other purpose. Any person(s) appointed under this sub clause shall hold office until the next Annual General Meeting when they would be eligible for re-election.
- (7) Power to appoint a Director of Music and Accompanist and to terminate such appointments if at its discretion it thinks fit and to determine the fees for such appointments. In exercising these powers the Committee may at its discretion consult with the membership of the Society before making a decision.

## **9. FINANCE**

- (1) The financial year shall end on 31 July.
- (2) A banking account shall be opened in the name of the Society and cheques shall be signed by any two Officers.
- (3) The Society shall receive donations, grants in aid and financial guarantees. Tickets for all concerts shall be offered for sale to the public.
- (4) The income and property of the Society whencesoever derived shall be applied solely towards promoting the objects of the Society as set forth above and no portion thereof shall be paid or transferred either directly or indirectly to any member or members of the Society except in payment of legitimate expenses incurred on behalf of the Society

**10. CONFLICT OF INTERESTS** A Committee member must declare the nature and extent of any interest direct or indirect which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared and absent himself or herself from any discussion in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest) and not vote or be counted as part of the quorum in any decision of the Committee on the matter.

## **11. ANNUAL GENERAL MEETING.**

(1) Within 3 months of the end of each financial year the members shall be summoned to an Annual General Meeting of which at least fourteen days' notice in writing shall be given.

(2) The Committee shall present to each Annual General Meeting the report and accounts for the preceding financial year

## **12. EXTRAORDINARY GENERAL MEETING.**

An Extraordinary General Meeting of which at least fourteen days' notice in writing must be given to members may be called for by the Committee, or the remaining members of the Committee if their number should be reduced below the quorum, at any time or upon written request to the Secretary signed by at least ten members or one tenth of the membership of the Society whichever is the greater. The request must state the nature of the business to be discussed.

## **13. PROCEDURE AT GENERAL MEETINGS.**

No business shall be transacted at any general meeting unless a quorum is present. A quorum shall be five persons entitled to vote at the meeting or one tenth of the members of the Society at that time whichever is the greater. If a quorum is not present within half an hour of the time appointed for the meeting or if during a meeting a quorum ceases to be present the meeting shall be adjourned to such time and place as the Committee shall determine. At least seven clear days notice of the date and time of the reconvened meeting must be given.

## **14. 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 Committee and then submitted to the members at the Annual General Meeting.

## **15. AMENDMENTS.**

(1) The constitution may be amended by a two-thirds majority of the members present at any Annual or Extraordinary General Meeting, provided that fourteen days' notice of the proposed amendment has been sent to all members and provided that nothing therein contained shall authorize any amendment which shall have the effect of the Society ceasing to be a charity.

(2) No amendment may be made to clause 1 (the name of the Society) clause 2 (the objects) clause 9 (finance) or clause 17 (dissolution), without the prior written consent of the Charity Commission.

(3) The Committee shall send to the Charity Commission a copy of any amendment made under this clause.

## **16. NOTICES**

Where under this constitution there is a requirement for notice to be given to members such notice may be distributed by hand, sent by post to the address as last notified by the member to the Secretary, or sent by email to the email address as last notified by the member to the Secretary.

**17. DISSOLUTION** 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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Approved by members of the Society at an Annual General Meeting held on the 13 October 2015.