

CONSTITUTION

Notes prepared by the voluntary Music Charity "Making Music" are attached and referred to in the text but do not form part of the Constitution

1. Name:

The name of the Society shall be **WYCLIFFE CHORAL SOCIETY**
hereinafter referred to as the Society.

2. Objects:

[See Note 1]

The objects of the Society shall be:

1. to advance, improve, develop and maintain public education in, and appreciation of, the art and science of music in all its aspects by any means the trustees see fit, including through the presentation of public concerts and recitals;
2. to further such charitable purpose or purposes as the trustees in their absolute discretion shall think fit but in particular through the making of grants and donations.

3. Membership:

Membership of the Society shall be open to any person interested in furthering the objects of the Society, and who has paid the annual subscription at the appropriate rate or rates as shall be determined by the Committee, 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 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.

4. Officers and Committee:

- (i) The management of the Society shall be in the hands of a Committee consisting of the following Officers -
Chairman, Vice Chairman, Secretary, Treasurer [See Note 2]
and not fewer than 6 nor more than 8 other Committee Members: the Officers and the other Committee Members shall be elected by and out of the Society's

Members at the Annual General Meeting; they shall hold office until the next Annual General Meeting and be eligible for re-election [See Note 3]. The Committee members are the charity trustees.

- (ii) The Committee may be aided by musical staff that may include a Musical Director and Accompanist who can attend meetings in an ex officio capacity, but may not vote.
- (iii) The Committee may also be aided by a Wycliffe College Music Staff Member who can liaise between the management of Wycliffe College and the Society. Such Liaison member can attend meetings in an ex officio capacity, but may not vote.

5. Management:

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

6. Powers:

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

- i) 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;
- ii) power 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) power 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;
- iv) power to employ such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and super-annuation for staff and their dependents;
- v) 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;
- vi) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- vii) power to appoint and constitute such advisory committees as the Committee may think fit;
- viii) power to do all such other lawful things as are necessary for the achievement of

the objects.

7. Meetings and Proceedings of the Committee:

- i) The committee shall hold at least 2 ordinary meetings each year. A special meeting may be called at any time by the chairman, or by any 2 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 but if the matter includes the appointment of a co-opted member then not less than 21 days' notice must be given.
- ii) The chairman shall act as chairman at meetings of the committee. If the chairman is absent from any meeting, the Vice Chairman shall act as Chairman, but in the absence of both Chairman and Vice Chairman, the members of the committee present shall choose one of their number to be chairman before any other 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) 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 chairman of the meeting shall have a second or 'casting' vote.
- v) 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.
- vi) 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.
- vii) 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 carried out by a subcommittee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the committee.

8. 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 [See Note 4], race, colour, age, religion, sexual orientation, disability or political affiliation.

9. Finance:

- i) The financial year shall end on 30th June.
- ii) A banking account shall be opened in the name of the Society and cheques shall be signed by any 2 Officers [See Note 5].
- iii) 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.
- iv) 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 [See note 6] except in payment of legitimate expenses incurred on behalf of the Society.

10. Annual General Meeting:

Within **6 months** [See Note 7] of the end of each financial year the members shall be summoned to an Annual General Meeting of which at least 21 days' notice in writing or by electronic means shall be given to all members.

The committee shall present to each AGM the report and accounts of the Society for the preceding year.

Nominations for election to the committee must be made by members of the Society in writing and must be in the hands of the secretary of the committee at least 14 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), of which at least 21 days' notice in writing or by electronic means must be given to members, may be called for by the

Committee or upon written request to the Secretary signed by at least **15** members of the Society. The notice must state the business to be discussed.

12. Procedure at General Meetings:

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

There shall be a quorum when at least 10% of the members of the Society at the time or 10 members, whichever is the greater, are present at any general meeting [See Note 8].

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 Committee and then submitted to the members at the Annual General Meeting [See Note 9].

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 (the name of the charity), clause 2 (the objects), clause 9 iv) (distribution of assets), or clause 15 (dissolution), without the prior written consent of the charity commission.

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

15. 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.

Approved by a Meeting of the members of the Wycliffe Choral Society on the 9th day of September 2008.

Peter D.A.Hankins
Chairman

Angela Scrivin
Secretary

Notes on the Model Constitution

1. The objectives must be such that they would be deemed to be charitable under English law, which depends on what the objectives are, and NOT on whether or not the society has been in touch with the Charity Commissioners to become registered. It is not necessary to use the exact wording given above, however Making Music has phrased this to cover most of the purposes of amateur music groups, and has the confirmation of the Charity Commissioners that it would be considered charitable under English Law. If alternative wording is used, Making Music must be satisfied that the activities are charitable in order to admit a group into full membership. The Charity Commission will also need to be satisfied that the proposed wording is charitable in law. The legal tests are complex and have been built up over many years of case law. To avoid difficulties the wording used in this document

is strongly recommended for any organisation that wishes to become a registered charity. The wording determines whether the society is a Charity, although not necessarily a registered charity (which is where the charity registers with the Charity Commissioners). There are certain rules dictating when a charity has to register or whether it is exempt from registration, but in general (as described above) a charity with income in excess of £5,000 must apply to the Charity Commission for registration.

2. It is usual to have a Chairman (or Chair or Chairperson), a Secretary and a Treasurer; a Society may wish to have other posts as well. Instead of specifying the exact number of other members of the Committee, it may be preferred to say "not fewer than...nor more than...".

3. Instead of requiring all members of the Committee to retire each year, the Constitution can provide that some or all of the appointments shall be for a longer period and/or that after a specified period, e.g. three or five years, of continuous service a member may not immediately be re-elected. The Constitution can also provide for a certain number of members to be co-opted or to be members of the Committee "ex officio" (ie by virtue of an office held), but unless otherwise provided they are full members of the Committee with voting rights and so they must not be paid. A Society with a paid conductor could add "The Conductor may attend all Committee meetings except when his position is being considered" (or similar wording).

Making Music expects the Making Music Representative to be a member of the Committee.

This is commonly achieved by the Committee appointing one of its members to take this

responsibility - either one of the Officers or one of the other Committee members - but the

Making Music Representative can be included as an Officer.

4. A single-sex group such as a ladies' or a male voice choir may omit the word "sex".

Likewise other restrictions may be appropriate, such as an age restriction for a youth choir.

5. There should be more than one signature on all cheques and it is usual to specify two. It is important to have more individuals empowered to sign than are required for each cheque so that cheques can be drawn if one signatory is not available; "any two of the Officers" is a suitable wording.
6. The payment of conductors or musical directors, accompanists, hired musicians and any other persons is of course permitted, provided that they are not members of the committee or, if they are, the remuneration is authorised under the legislation described above. None of this need prevent them from attending committee meetings, as long as they have no voting rights and ultimate decision making lies with the committee appointed by the legal members.
7. The period should be long enough to enable the Accounts to be prepared and scrutinised. Six months might be a suitable maximum period.
8. The society may decide upon a more appropriate minimum, depending on the number of members. For a society of 50, it may be thought that 10 members is too high a level at which to set the quorum, for instance.
9. Regulations made under the Charities Act require an audit or an "independent examination" if the charity's annual income or expenditure exceeds £10,000 (for fuller details please see Making Music Information Sheet 41). We have been advised that if the regulations or a society's constitution require an audit, it must be carried out by a Registered Auditor. The wording here avoids the necessity of an audit or examination (both terms now have particular meanings under the regulations) except where required by the regulations, whilst also providing that some form of independent scrutiny must be carried out.