

Constitution of the Wimbledon Choral Society

Adopted on 24th September 2001 and approved by the Charity Commission

1. Name

The name of the Society is Wimbledon Choral Society ("the Society").

2. Objects

The objects of the Society ("the Objects") are to promote, improve, develop and maintain public education in and appreciation of the art and science of choral music by the presentation of public concerts and other activities involving or relating to choral music.

3. Powers

In furtherance of the Objects but not otherwise the Society shall have power:

- a) to raise funds and to invite and receive contributions provided that in raising funds the Society shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- b) subject to any consents required by law to borrow money and to charge all or any part of the Society's property with repayment of the money so borrowed;
- c) 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;
- d) to establish or support any charitable trusts, associations or institutions, to make any charitable donation whether of cash or other assets, and to lend or guarantee money for charitable purposes;
- e) to publicise the Society and its activities and to print, publish and distribute whether gratuitously or otherwise any articles, recordings, pamphlets, leaflets, advertisements, or other written or recorded material for the promotion of the Society;
- f) to appoint and constitute such sub-committees, working parties or advisory bodies as may be thought fit;
- g) subject to Clause 11, to engage and remunerate such staff as are necessary for the proper pursuit of the Objects;
- h) to do all other lawful things as are necessary for or conducive to the achievement or furtherance of the Objects.

4. Membership

- 4.1 The members of the Society shall be those who support the Objects and who pay the annual subscription at the appropriate rate or rates.
- 4.2 The Committee may by vote of a majority of not less than two thirds of all the members for the time being of the Committee and for good and sufficient reason terminate the membership of any individual; Provided that the individual concerned shall have the right to be heard by the Committee, accompanied by a friend, before a final decision is made.

5. Officers

5.1 At each Annual General Meeting the members of the Society shall elect the following Officers who shall hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting, and shall then be eligible for re-election:

- Chairman
- Vice Chairman
- General Secretary
- Treasurer
- Membership Secretary
- Publicity Officer
- Librarian

5.2 The Musical Director shall be appointed by the Executive subject to the approval of the Committee on such terms and conditions as the Executive shall from time to time determine.

6. Committee

6.1 The Committee shall comprise the Officers elected under Clause 5, eight voice representatives, two from each voice section, and any co-opted members.

6.2 At each Annual General Meeting the members of the Society shall elect four voice representatives, one from each voice section, who shall hold office from the conclusion of that meeting until the conclusion of the second Annual General Meeting after their appointment, and shall then be eligible for re-election.

6.3 The Committee shall have power to co-opt members, either as an addition to the Committee or to fill a vacancy. Co-opted members shall hold office until the conclusion of the next Annual General Meeting, and shall then be eligible for election or further co-option as the case may be.

7. Executive

The Executive shall comprise:

- Chairman
- General Secretary
- Treasurer
- Such other member or members of the Committee as the Committee may from time to time appoint.

8. Administration

8.1 Save for the matters reserved to the Committee under Clause 8.2 the administration of the Society shall be under the general control and management of the Executive, who shall be its charity trustees for the purposes of the Charities Act 1993 (or any statutory modification or re-enactment of that Act).

8.2 The following matters shall be reserved to the Committee:

- a) termination of membership in accordance with Clause 4.2;
- b) approval of the appointment of the Musical Director in accordance with Clause 5.2;
- c) appointment of additional members of the Executive in accordance with Clause 7;
- d) approval of the programme of music for each season, and any changes;
- e) approval of the budget for each season, including the rate or rates of annual subscription as recommended by the Executive, for decision at the Annual General Meeting;
- f) approval of the annual accounts;
- g) approval of the appointment of the President, Vice-President(s) and Patron(s) in accordance with Clause 12;
- h) recommendation of any proposed alteration of the Constitution in accordance with Clause 18.1;
- i) approval of any Regulations to be recommended for adoption at a General Meeting, and any addition to or alteration or repeal of such Regulations, in accordance with Clause 19.

9. Proceedings of the Committee

- 9.1 The Committee shall hold at least two meetings each year. A meeting of the Committee may be called at any time by the General Secretary at the request of the Chairman or of any two members of the Committee. Not less than seven days' notice shall be given of a Committee meeting. The Musical Director shall be entitled to receive notice of and to attend and speak at all meetings of the Committee.
- 9.2 The quorum at meetings of the Committee shall be at least one half of the number of members of the Committee for the time being, or seven members, whichever is the greater.
- 9.3 Decisions of the Committee shall be taken 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.
- 9.4 The Committee may continue to act notwithstanding any vacancy among their number or any failure to appoint or any defect in the appointment or qualification of any member, and their proceedings shall not be invalidated thereby.
- 9.5 Minutes shall be kept of all proceedings of the Committee, and shall be open to inspection by any member of the Committee.

10. Proceedings of the Executive

- 10.1 The Executive may regulate their proceedings as they think fit. Any member of the Executive may call a meeting of the Executive upon reasonable notice to the other members. The Musical Director shall be entitled to receive notice of and to attend and speak at all meetings of the Executive. The quorum for meetings of the Executive may be fixed by the Executive and unless so fixed at any other number shall be three.
- 10.2 Decisions of the Executive shall be taken by a majority of votes of the members of the Executive 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.

- 10.3 The Executive may continue to act notwithstanding any vacancy among their number or any failure to appoint or any defect in the appointment or qualification of any member, and their proceedings shall not be invalidated thereby.
- 10.4 Minutes shall be kept of all proceedings of the Executive, and shall be open to inspection by any member of the Executive and any member of the Committee. The Executive shall report to the Committee from time to time on its proceedings.

11. Personal Interests of Members of the Executive

No member of the Executive shall receive any remuneration from the Society, or have any interest (other than as a trustee for the Society) in any property of the Society, or in any contract entered into on behalf of the Society.

12. President, Vice-President and Patrons

The Executive may from time to time with the approval of the Committee appoint a President and one or more Vice-Presidents and Patrons, whose respective functions shall be determined by the Executive.

13. Finance and Property

- 13.1 The income and property of the Society shall be applied solely towards promoting the Objects 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.
- 13.2 Any bank account in which any of the Society's funds are deposited shall be operated by the Executive in the name of the Society, and all cheques or orders for payment of money from such account shall be signed by at least two of the Officers listed in Clause 5.1 who are members of the Executive.
- 13.3 Any investments held by or on behalf of the Society shall be vested in a corporation entitled to act as a custodian trustee or in not less than three individuals appointed by the Executive as trustees for the Society, who may be removed or replaced by the Executive in their absolute discretion and who shall act in accordance with the lawful directions of the Executive; and provided that they act only in accordance with the lawful directions of the Executive, the trustees shall not be liable for the acts and defaults of the Executive.

14. Accounts, Annual Report and Annual Return

- 14.1 The Executive shall comply with their obligations under the Charities Act 1993 (or any statutory modification or re-enactment of that Act) with regard to:
- a) the keeping of accounting records for the Society;
 - b) the preparation of annual statements of account for the Society;
 - c) the auditing or independent examination of the Society's statements of account; and
 - d) the transmission of the statements of account to the Charity Commission.

14.2 The Executive shall comply with their obligations under the Charities Act 1993 (or any statutory modification or re-enactment of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

14.3 The Executive shall comply with their obligations under the Charities Act 1993 (or any statutory modification or re-enactment of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

15. Annual General Meetings

15.1 The Annual General Meeting shall be held as soon as is convenient after the last concert of each season.

15.2 The date and time and place of the Annual General Meeting shall be notified in writing to all those entitled to attend not less than 21 days prior to the meeting.

15.3 The business of the Annual General Meeting shall include:

- receiving the annual reports and accounts;
- deciding the rate or rates of annual subscription for the forthcoming season;
- the election of the Officers and voice representatives to the Committee;
- (if proposed) alterations to the Constitution and adoption of or alterations to any Rules;
- any other business.

15.4 Nominations for election of Officers or voice representatives to the Committee, and any other items for the agenda, must be notified in writing to the General Secretary at least 14 days before the date of the Annual General Meeting.

15.5 Should nominations exceed vacancies, election of Officers and voice representatives to the Committee shall be by ballot.

16. Special General Meetings

16.1 The General Secretary shall convene a Special General Meeting upon the instructions of the Executive, or upon receipt of a written request for such a meeting, stating the business to be transacted, and signed by at least 10 members.

16.2 The Special General Meeting shall be held within 28 days of receipt of such request. The date and time and place of the Special General Meeting, and the business to be transacted, shall be notified in writing to all those entitled to attend not less than 14 days prior to the meeting.

17. Procedure at General Meetings

17.1 All members shall be entitled to attend and vote at any General Meeting. One third of the members shall form a quorum. The Musical Director shall be entitled to receive notice of and to attend and speak at all General Meetings.

17.2 The Chairman, or in his/her absence the Vice Chairman, shall act as chairman at any General Meeting, but if they are both absent the members of the Committee present at the meeting shall choose one of their number to be chairman of the meeting.

17.3 Minutes shall be kept of the proceedings at any General Meeting.

18. Alterations to the Constitution

- 18.1 Subject to the provisions of sub-clauses 18.2 and 18.3, the Constitution may be altered by a resolution passed at a General Meeting by a majority of not less than two thirds of the members present and voting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed and stating whether it is recommended by the Committee.
- 18.2 No amendment may be made to any of the following provisions of the Constitution without the prior consent in writing of the Charity Commission:
- Clause 1 (Name);
 - Clause 2 (Objects);
 - Clause 11 (Personal Interests of Members of the Executive);
 - Clause 20 (Dissolution);
 - this Clause 18.
- 18.3 No amendment may be made which would have the effect of making the Society cease to be a charity at law.
- 18.4 A copy of any alteration to the Constitution shall be sent to the Charity Commission.

19. Regulations

- 19.1 Subject to Clause 19.3 the Society may upon the recommendation of the Committee adopt Regulations in respect of the conduct and management of the Society's affairs, and in particular (but without prejudice to the generality of the foregoing) in respect of choral management.
- 19.2 Such Regulations shall be adopted by a resolution passed at a General Meeting, and subject to Clause 19.3 the Society may likewise upon the recommendation of the Committee by resolution passed at a General Meeting add to, alter or repeal any such Regulations.
- 19.3 No such Regulations, and no addition to or alteration of such Regulations, shall be inconsistent with or overrule or repeal anything in the Constitution; and in the event of any conflict between any provision of such Regulations and the Constitution the provisions of the Constitution shall prevail.

20. Dissolution

- 20.1 The Society may be dissolved upon the recommendation of the Executive by a resolution passed at a General Meeting by a majority of not less than two thirds of the members present and voting. The notice of the General Meeting must include notice of the resolution and must state that it is recommended by the Executive.
- 20.2 Following the passing of such resolution the Executive shall wind up the Society's affairs and realise any assets belonging to the Society. Any surplus remaining after the satisfaction of the Society's debts and liabilities shall be given or transferred to such other charity or charities having objects similar to the Society's objects as the members of the Society may determine at the time of passing the resolution to dissolve the Society, or failing any such determination as decided by the Executive; or in default shall be applied for some other charitable purpose.