

ST ALBANS BACH CHOIR

CONSTITUTION

1. **Title**

The name of the society shall be St Albans Bach Choir, hereinafter referred to as “the Choir”.

2. **Objects**

The objects of the Choir (hereinafter referred to as “the objects”) shall be to promote, improve, develop and maintain public education in and appreciation of the art and science of choral music in all its aspects, by the presentation of public choral concerts to the highest possible standards, and by such other ways as the Choir, through its Committee, shall determine from time to time.

3. **Membership**

3.1 Membership of the Choir shall be open to all subject to an audition conducted by the Music Director, or his chosen representative, whose decision is final. All members are subject to be re-auditioned at any time as deemed necessary by the Music Director. Failure to pass a re-audition will result in the automatic termination of membership with a pro rata refund of subscription.

3.2 Members of the Choir shall be required to pay the annual membership subscription at the appropriate rate or rates as determined by the Choir annually at its Annual General Meeting (hereinafter referred to as the “AGM”). All subscriptions shall be payable within four weeks of the Annual General Meeting, or of being accepted into the choir and, if possible, by such method as to enable the Choir to reclaim the tax paid by the member on the amount of the subscription. The membership of any member of the choir shall automatically terminate in the event that his or her subscription is 3 months in arrears.

3.3 Every member of the Choir shall have one vote.

3.4 The Committee shall, in its absolute discretion, and for good cause, have the power forthwith to terminate the membership of any member of the Choir, hereinafter referred to as “the termination decision”, provided that:

3.4.1 The termination decision shall be unanimous;

3.4.2 Where the member of the choir concerned is also a member of the Committee, his or her membership of the committee shall be suspended for the purposes of the taking of the termination decision;

3.4.3 Where the taking of the termination decision is consequent upon a complaint made by a Committee member, then that persons membership

of the Committee shall be suspended for the purposes of the taking of the termination decision;

3.4.4 Where the member of the choir who is or may be subject to a termination decision is related to or is otherwise closely connected with a member of the Committee, then the membership of such a member of the Committee shall be suspended for the purposes of the taking of the termination decision;

3.4.5 Where, for the purposes of clause 3.4.4, any member of the Committee raises the question whether any other member of the Committee is related to or is otherwise closely connected with a member of the Choir who is or may be subject to a termination decision (hereinafter referred to as “the relation question”), then the Committee shall decide the relation question by a simple majority, and for the purposes of deciding the relation question, the vote of the member of the Committee who is the subject of the relation question shall not be taken into account;

3.4.6 A member of the Choir who is or may be the subject of a termination decision shall have the right to be informed of the nature of any complaint or otherwise the reason for the proposal to hear the termination decision and to be heard by the Committee, accompanied by a friend if so desired, before the termination decision is made; provided that the member of the Choir who is or may be the subject of a termination decision shall not have the right to be informed of the identity of the complainant (if any) and shall not have the right to legal representation. In the absence of fraud or other dishonest behaviour, the subscription shall be refunded pro rata.

4. Officers and Committee

4.1 The Bishop of St Albans and the Dean of St Albans shall be, respectively, President and Vice-President of the Choir, provided that they are willing so to act. If they are not so willing, the President and/or Vice-President shall be their respective nominees.

4.2 The management of the Choir shall be carried out by a Committee consisting of:

4.2.1 An Administrator and a Treasurer, hereinafter referred to as “the Elected Officers”; and

4.2.2 Ordinary members of the Committee (hereinafter referred to as “ordinary Committee members”) normally numbering nine but not less than seven and not more than ten, who shall have been elected in accordance with clause 4.3 hereinafter

4.3 The Elected Officers and ordinary Committee members shall be elected from the Choir’s membership at the AGM and shall hold office until the conclusion of the third AGM following their election.

- 4.4 The Committee shall elect a Chairman and a Vice-Chairman (either of whom may be male or female) each year from its own number at its first meeting following the AGM.
- 4.5 The Elected Officers and ordinary Committee members shall be eligible for re-election after three years; provided that:
- 4.5.1 The Elected Officers may serve a maximum of twelve consecutive years in office;
- 4.5.2 Ordinary Committee members may serve a maximum of six consecutive years in office, and shall then be eligible for re-election only after a further period of one year has elapsed since the expiry of their term of office.
- 4.6 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 who would be eligible for election. The Committee shall so co-opt a member in the event that the number of ordinary Committee members falls below seven (so that the number of ordinary Committee members does not remain below seven) or in the event that the vacancy is for the office of Administrator or Treasurer. Any Committee member so co-opted shall hold office only until the next AGM and shall then be eligible for election, subject to clause 4.5 hereinbefore.

5. Elections and Appointments

- 5.1 Nominations for membership of the Committee either as an Elected Officer or as an ordinary Committee member must be received by the Administrator no later than 48 hours before the scheduled start of the AGM. Each nomination must be in writing, it must be proposed and seconded by a member of the Choir, and it must be signed by the Nominee who shall thereby signify his or her agreement to stand.
- 5.2 Not less than fourteen days before the AGM, the Administrator shall send to all members of the Choir notice of any forthcoming vacancies on the Committee, including the names of retiring Committee members and the names of those who are not eligible to stand for election or re-election, together with a nomination form and instructions on the nomination process. For the purpose of the election, the number of vacancies shall normally be that number of members which will take the ordinary Committee membership to nine after the completion of the election.
- 5.3 Where the number of valid nominations does not exceed the number of vacancies, the nominees shall be automatically elected at the AGM, provided that the nominees are eligible for election. Where the number of valid nominations exceeds the number of vacancies, election shall be carried out by a show of hands.

6. Management

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

7. Powers

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

- a) 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;
- b) 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;
- c) subject to any consents required by law, to borrow money and to charge all or part of the property of the Choir with repayment of the money so borrowed;
- d) to engage the Music Director (who shall normally be the Cathedral's Master of the Music) together with other persons, none of whom shall be members of the Committee, as may be necessary for the proper pursuit of the objects of the Choir;
- e) 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;
- f) to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- g) to appoint and constitute such advisory committees as the Committee may think fit;
- h) 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 Choir.

8. Equal Opportunities

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

9. Finance

- 9.1 The financial year shall end on 30th April.
- 9.2 A banking account shall be opened in the name of the Choir and cheques shall be signed by the Treasurer together with the Chairman or the Administrator.
- 9.3 The Choir shall receive donations, grants in aid and financial guarantees. Tickets for any or all of its concerts shall be offered for sale to the public.
- 9.4 The income and property of the Choir, 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 member or members of the Choir, except in payment of legitimate expenses authorised and incurred on behalf of the Choir.

10. Meetings and Proceedings of the Committee

- 10.1 The Committee shall hold not less than three ordinary meetings each year but should normally expect to meet at least six times a year.
- 10.2 A special meeting may be called at any time by the Chairman, or by any two members of the Committee, upon not less than seven 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 fourteen days.
- 10.3 The Chairman shall act as chairman at meetings of the Committee. If the Chairman is absent from any meeting then the Vice-Chairman shall take the chair. If neither are present, the members of the Committee in attendance shall elect one of their number to act as chairman before any other business is transacted.
- 10.4 There shall be a quorum when at least one-half of the number of members of the Committee for the time being, or five members of the Committee (whichever is the greater), are present at a meeting.
- 10.5 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 or her casting vote, the question shall be deemed not to have been passed.
- 10.6 Minutes of meetings of the Committee shall be taken, preserved and made available to the Choir.
- 10.7 The Committee shall conduct their meetings in accordance with a set of approved guidelines but 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 and preservation of documents; provided that no rule may be made which is inconsistent with the terms of this Constitution.
- 10.8 The Committee may appoint one or more sub-committees, to include at least three 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 shall be fully and promptly reported to the Committee. Minutes for meetings of sub-committees shall also be taken, preserved and made available for inspection in accordance with clause 10.6 hereinbefore.

11. Annual General Meetings

- 11.1 Within six months of the end of the financial year and normally in September each year, the members shall be summoned to an Annual General Meeting, notice in writing having been sent by the Administrator not less than fourteen days before the meeting.
- 11.2 The Committee shall present to each AGM the report and accounts of the Choir for the preceding year.

12. Special (Extraordinary) General Meeting

A Special General Meeting (*also known as 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 upon a written request being received by the Administrator, specifying the reason and signed by not less than 20% of the current paid-up membership.

13. Procedure at General Meetings

- 13.1 The Administrator or other person specially appointed by the Committee shall keep a full record of proceedings at every general meeting of the Choir.
- 13.2 There shall be a quorum when at least 50% of the current paid-up membership of the Choir are present at any general meeting.

14. Accounts

The financial accounts shall be examined in accordance with the relevant current legislation and the requirements of the Charity Commissioners and be submitted to the members at the Annual General Meeting.

15. Friends

- 15.1 The Choir shall operate a Friends' scheme for those wishing to support it. The annual subscription will be agreed at the AGM each year, notice of any change in the rates having been notified to voting members of the Choir fourteen days in advance.
- 15.2 The Committee of the Choir shall have the power to appoint anyone, deemed to have given particular service to the choir, as an Honorary Friend.

16. Dissolution

In the event of the Choir 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 Choir.

17. Alterations to the Constitution

- 17.1 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 that shall have the effect of the Choir ceasing to be a Charity.
- 17.2 No amendment may be made to clause 1 (*the name of the Society*), clause 2 (*the objects*), clause 9.4 (*distribution of assets*) or clause 16 (*dissolution*), without the prior written consent of the Charity Commission.
- 17.3 The Committee shall send the Charity Commission a copy of any amendment made under this clause.