

Addison Group of Singers CONSTITUTION

1. Name

The name of the Society shall be the Addison Group of Singers, hereinafter referred to as the Society. The principal office is based in England. For more details, please contact 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 by any means the Trustees see fit, including through the presentation of public concerts and recitals.

3 Powers

3.1 In furtherance of the Objects but not otherwise the Board may exercise the following powers:

- 3.1.1. power to raise funds and to invite contributions, provided that in raising funds the Board shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- 3.1.2 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;
- 3.1.3 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;
- 3.1.4 power to contract such staff (who shall not be members of the Board) as are necessary for the proper pursuit of the Objects, and to issue contracts to them and pay their invoices upon receipt;
- 3.1.5 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;
- 3.1.6 power to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- 3.1.7 power to appoint and constitute such advisory committees as the Board may think fit; and
- 3.1.8 power to do all such other lawful things as are necessary for the achievement of the Objects.

4. Membership

- 4.1. Membership is open to any individual who pays such termly subscriptions as determined by the Board, and (if required) passes a musical audition. Payment of the subscription shall entitle a member to join one of the Society's choirs or classes for one term.
- 4.2. Membership is not transferable to anyone else.
- 4.3. The Trustees shall keep a register of names and addresses of the members.
- 4.4. Every member shall have one vote at General Meetings of the Society.

5. Termination of membership

- 5.1. Membership shall be terminated if:
 - 5.1.1. the member dies;
 - 5.1.2. the member resigns by written notice to the Society unless, after the resignation, there would be fewer than 5 members;
 - 5.1.3. any sum due from the member to the Society is not paid in full within 2 months of it falling due;
 - 5.1.4. the member is removed from membership in accordance with the Society's Rules.
- 5.2. No subscriptions shall be refunded upon termination.

6. Liability of members

If the Society is wound up, the members of the Society shall have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

7. Trustees and Officers

- 7.1. The Society and its property shall be managed and administered by a Board comprising the Trustees elected in accordance with this Constitution.
- 7.2. The Board shall have at least the following 5 Trustees who shall also be Officers of the Society:
 - 7.2.1. a Chair,
 - 7.2.2. a Secretary,
 - 7.2.3. a Treasurer,
 - 7.2.4. two Vice-Chairs.
- 7.3. The number of Trustees shall be not less than 5 but shall be subject to the maximum as defined in the Rules of the Society.

8. Appointment of Trustees

- 8.1. At each Annual General Meeting all Trustees shall retire.
- 8.2. A Trustee who retires by rotation, or by giving notice to the Society, is eligible for reappointment.
- 8.3. A Trustee must be a member of the Society when appointed and shall hold office until the next Annual General Meeting ("AGM").
- 8.4. A Trustee must be at least 18 years of age.
- 8.5. A Trustee may not appoint a non-Trustee to act on his or her behalf at meetings of the Trustees.
- 8.6. In case of a vacancy arising on the Board, the Board may appoint a new Trustee who shall act as an interim Trustee on the Board until the next Annual General Meeting.
- 8.7. No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of clause 10.

9. Payment of Trustees

- 9.1. **General provisions:** No Trustee or connected person may:
 - 9.1.1. buy or receive any goods or services from the Society on terms preferential to those applicable to members of the public;
 - 9.1.2. sell goods, services, or any interest in land to the Society;
 - 9.1.3. be employed by, or receive any remuneration from, the Society;
 - 9.1.4. receive any other financial benefit from the Society;unless the payment or benefit is permitted by clauses 9.2 or 9.3, or is authorised by the court, or the prior written consent of the Charity Commission has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.
- 9.2. Trustees may be paid legitimate expenses incurred on behalf of the Society.
- 9.3. **Scope and powers permitting Trustees' or connected persons' benefits:**
 - 9.3.1. A Trustee or connected person may receive a benefit from the Society as a beneficiary of the Society provided that a majority of the Trustees do not benefit in this way.
 - 9.3.2. A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Society where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- 9.4. Connected persons means the definition at clause 22 below.

10. Disqualification and removal of Trustees

- 10.1. A Trustee shall cease to hold office if he or she:
 - 10.1.1 dies;
 - 10.1.2 is or becomes disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - 10.1.3 ceases to be a member of the Society as provided in clause 5;
 - 10.1.4 has, in the written opinion given to the Society of a registered medical practitioner treating that person, become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
 - 10.1.5 resigns as a Trustee by notice to the Society (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
 - 10.1.6 is absent without the permission of the other Trustees from more than 75% of the meetings held within a period of 12 consecutive months and the remaining Trustees resolve that he or she shall cease to hold office.

11 Meetings and proceedings of the Board

- 11.1 The Board may regulate their proceedings as they think fit, subject to the provisions of this Constitution.
- 11.2 The Board shall hold at least three ordinary meetings each year, with additional ordinary meetings as set out in the Rules of the Society.
- 11.3 Special Board Meetings may be called at any time by the Chair, or by any 2 members of the Board, upon not less than 4 days' notice being given to the other Trustees of the meeting and 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.
- 11.4 The Chair shall act as chairman at meetings of the Board. If the Chair is absent from any meeting, the Trustees present shall choose one of their number to act as chairman, for the duration of that meeting, before any other business is transacted.
- 11.5 There shall be a quorum when at least one third of the number of members of the Board for the time-being, or three members of the Board (whichever is the greater), are present at a meeting. In the event of a public health event meaning that some/all members cannot attend for their own safety or that of others then Board meetings can be held on line at the discretion of the chair.
- 11.6 No decision may be made by a meeting of the Board unless a quorum is present at the time the decision is purported to be made.
- 11.7 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 11.8 If a Trustee is unable to attend a meeting of the Board, that Trustee shall be permitted to vote on all pre notified resolutions via proxy vote. All proxy votes must be confirmed in writing and sent to the Secretary ahead of the meeting. If (taking into account the Trustees present at the meeting and those who have submitted a proxy vote) the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 11.9 Questions shall be determined by a majority of votes of the members of the Board present 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.
- 11.10 The Secretary shall keep minutes of the proceedings and any sub-committee, and shall ensure that these are stored safely and are available for inspection as required.
- 11.11 The Board may appoint one or more sub-committees or Management Groups, each containing at least one Trustee, for the purpose of making any enquiry or supervising or performing any function or duty which, in the opinion of the Board, would be more effectively 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 Board.
- 11.12 The Music Director, membership coordinator and/or any person paid by the Society may be invited to attend Board meetings except when his/her position is being considered. He/she shall not be eligible

to vote at a Board meeting.

12 Conflicts of interests and conflicts of loyalties

- 12.1 In accordance with the Conflict of Interest Policy, as drafted and agreed by the Board from time to time, a Trustee must:
 - 12.1.1 Declare the nature and extent of any interest, direct or indirect, to either the Trustee or a connected person, 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 been previously declared; and
 - 12.1.2 Absent himself or herself from any discussions of the Society Trustees 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 to the Trustee or a connected person).
- 12.2 Any Trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.
- 12.3 The Board may authorise a conflict of interest of a Trustee (an "interested Trustee") that is not authorised by any other provision of the constitution at the meeting of the Board where the following conditions apply:
 - 12.3.1 the interested Trustee has declared his or her interest at or before the meeting, before the discussion begins on the matter;
 - 12.3.2 the interested Trustee is absent from the meeting for that item, unless expressly invited to remain in order to provide information;
 - 12.3.3 the interested Trustee is not counted in the quorum for that part of the meeting; and
 - 12.3.4 the interested Trustee and any other interested Trustee is absent during the vote and has no vote on the matter or in considering whether a quorum is present for the vote.
- 12.4 Connected persons means the definition at clause 22 below.

13 Rules

- 13.1 The Trustees may from time to time draft and agree Rules for the conduct of the Society's business.
- 13.2 The Rules may regulate the following matters but are not restricted to them:
 - 13.2.1 the admission of members of the Society (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - 13.2.2 the conduct of members of the Society in relation to one another, and to the Society's staff and volunteers;
 - 13.2.3 the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
 - 13.2.4 generally, all such matters as are commonly the subject matter of the Rules of an unincorporated association.
- 13.3 The Trustees must adopt such means as they think sufficient to bring the Rules to the notice of members of the Society.
- 13.4 The Board has the power to propose to alter, add to or repeal the Rules if required. These proposed changes shall not be adopted by the Society until they have been notified to the membership and the majority have voted to adopt the proposed changes at a General Meeting.
- 13.5 The Rules shall be binding on all members of the Society. No Rule shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.

14 Finance

- 14.1 The financial year shall end on August 31st.
- 14.2 A banking account shall be opened in the name of the Society.
- 14.3 Trustees may delegate the process for authorising payments and managing funds in accordance with the process agreed by the Board from time to time and set out in the Rules and Financial Policy document.
- 14.4 The Society may apply for and receive donations, grants in aid and financial guarantees. Tickets for any or all of its concerts and other events may be offered for sale to the public at prices to be determined by the Board.
- 14.5 The income and property of the Society whencesoever derived shall be applied solely towards promoting the Objects of the Society as set forth above. No portion thereof shall be paid or transferred either directly or indirectly to any Trustee except as provided by clause 9 hereof.

15 Accounts

- 15.1 The Board shall cause to be maintained accurate accounts recording all financial transactions, and may appoint an independent bookkeeper for that purpose.
- 15.2 In accordance with the requirements of the Charities Act 2011, the accounts shall be audited or examined annually to the extent required by legislation or, if there is no such requirement, scrutinised by a person who is independent of the Board, and then submitted to the members at the Annual General Meeting.

16 Procedure at General Meetings

- 16.1 No business shall be transacted at any General Meeting unless a quorum is present. In the event of a public health event meaning that some/all members cannot attend for their own safety or that of others then the AGM may be held online at the discretion of the chair.
- 16.2 Members entitled to vote at a General Meeting must have paid a membership subscription for at least one term in the previous twelve months.
- 16.3 No member of the Society may vote by proxy at a General Meeting.
- 16.4 A quorum shall be 3 members entitled to vote upon the business to be conducted at the meeting; or one tenth of the total membership at the time, whichever is the greater.
- 16.5 The meeting shall be adjourned to such time and place as the Board shall determine if:
 - 16.5.1 a quorum is not present within thirty minutes from the time appointed for the meeting; or
 - 16.5.2 during a meeting a quorum ceases to be present.
- 16.6 The Board must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- 16.7 If no quorum is present at the re-convened meeting within thirty minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum.
- 16.8 The Secretary or other person specially appointed by the Board shall keep minutes of the proceedings at the General Meeting, and shall ensure that these are stored safely and are available for inspection as required.

17 Special General Meetings

- 17.1 All general meetings other than AGMs shall be called Special General Meetings ("SGM").
- 17.2 The Board may call a SGM at any time.
- 17.3 At least 21 days' written notice of a SGM shall be given to all members.
- 17.4 The Board must call a SGM if requested to do so in writing by at least 10 members or one tenth of the current membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Board fail to hold the meeting within 28 days of the request, the members may proceed to call a SGM but in doing so they must comply with the provisions of this Constitution.

17.5 The Secretary or other person specifically appointed by the Board shall keep minutes of the proceedings at a SGM and shall ensure that these are stored safely and are available for inspection as required.

18 Annual General Meeting

18.1 An AGM must be held within three months of the end of each financial year and not more than 15 months may elapse between successive AGMs.

18.2 At least 21 days' written notice of an AGM shall be given to all members.

18.3 The Board shall present to each AGM the reports and accounts of the Society for the preceding year.

18.4 Nominations for election to the Board must be made by members of the Society in writing. Should nominations exceed vacancies, an election shall be held.

19 Alterations to the Constitution

19.1 The Constitution may be altered by a two-thirds majority of the members present and voting at any General Meeting, provided that 21 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.

19.2 No amendment may be made to clause 1 (Name of the Society), clause 2 (Objects), clause 14 (Finance), or clause 20 (Dissolution) without the prior written consent of the Charity Commission. The Board shall send the Charity Commission a copy of any amendment made under this section.

20 Dissolution

20.1 In the event of the Society being wound up, the Trustees shall remain in office and shall be responsible for winding up the affairs of the Society in accordance with this clause.

20.2 The Trustees must collect all of the assets of the Society and pay or make provision for the liabilities of the Society.

20.3 The Trustees must apply any remaining property or money:

20.3.1 directly for the objects;

20.3.2 by transfer to any charity or charities for purposes the same as or similar to the Society;

20.3.3 in such other manner as the Charity Commission for England and Wales ("the Commission") may approve in writing in advance.

20.4 The members may pass a resolution before or at the same time as the resolution to dissolve the Society specifying the manner in which the Trustees are to apply the remaining property or assets of the Society and the Trustees must comply with the resolution if it is consistent with clauses 20.3.1 – 20.3.3 above

20.5 In no circumstances shall the net assets of the Society be paid to or distributed among the members (except to a member that is itself a charity).

20.6 The Trustees must notify the Commission promptly that the Society has been dissolved. If the Trustees are obliged to send the Society's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Society's final accounts.

21 Execution of documents

The Society shall execute documents in accordance with the process as agreed by the Board from time to time and set out in the Rules.

22 Definitions

In this constitution '**connected person**' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (2) the spouse or civil partner of the Trustee or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled –
 - (a) by the Trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-clause 4(a), when taken together;
- (5) a body corporate in which –
 - (a) the Trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
 - (c) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.