

# CONSTITUTION OF THE SWINDON CHORAL SOCIETY (AN UNINCORPORATED ASSOCIATION)

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## CONSTITUTION OF THE SWINDON CHORAL SOCIETY (AN UNINCORPORATED ASSOCIATION)

### 1. NAME

The name of the Society is 'The Swindon Choral Society' ('the Society'). The original name, 'The Swindon Musical Society' shall be reserved for future use should it prove appropriate to expand the Society's musical activities beyond choral performances.

### 2. OBJECTS

The objects of the Society are to promote, improve, develop and maintain public education in the appreciation of the art and science of music in all its aspects by the presentation of public concerts and recitals and by such other ways as the Society, through the Committee, shall determine ('the Objects').

### 3. POWERS

The Society has the following powers, which may be exercised only in promoting the Objects:

- 3.1 To publish or distribute information
- 3.2 To co-operate with other bodies
- 3.3 To support, administer or set up other charities
- 3.4 To raise funds (but not by means of taxable trading)
- 3.5 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011)
- 3.6 To acquire or hire property of any kind
- 3.7 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 2011)
- 3.8 To set aside funds for special purposes or as reserves against future expenditure
- 3.9 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 3.10 To insure the Society's property against any foreseeable risk and take out other insurance policies to protect the Society where required

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- 3.11 To insure members of the Committee against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty unless the member concerned acted recklessly and knew that the act or omission was a breach of trust or breach of duty
- 3.12 Subject to clause 9.2, to employ paid or unpaid agents, staff or advisers
- 3.13 To enter into contracts to provide services to or on behalf of other bodies
- 3.14 To appoint a Musical Director
- 3.15 To agree with the Musical Director, a policy on auditions for prospective members
- 3.16 To do anything else within the law which promotes or helps to promote the Objects

### **4. MEMBERSHIP**

- 4.1 Membership of the Society is open to any person interested in promoting the Objects and who applies to be a member. The decision of the Committee upon any such application shall be final
- 4.2 The Committee may establish different classes of membership and set appropriate rates of subscription
- 4.3 Equal opportunities: no individual shall be excluded from membership of the Society on the grounds of gender, race, ethnic or national origin, colour, age, religion or belief, sexual orientation, disability or political affiliation.
- 4.4 The Committee must keep a register of members
- 4.5 A member whose subscription is six months in arrears ceases to be a member but may be re-admitted on payment of the amount owing
- 4.6 A member may resign by written notice to the Society
- 4.7 The Committee may terminate the membership of any individual whose continued membership would in the reasonable view of the Committee be harmful to the Society (but only after notifying the member concerned in writing and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving notice)
- 4.8 Membership of the Society is not transferable.

### **5. GENERAL MEETINGS**

- 5.1 All members are entitled to attend general meetings of the Society in person

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- 5.2 General Meetings are called 14 days by written notice to the members specifying the business to be transacted including details of persons seeking appointment or reappointment (see 6.3.1)
- 5.3 There is a quorum at a general meeting if the number of members personally present is a least 10 (or 10 per cent of the membership, whichever is greater)
- 5.4 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 5.5 Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the members present in person
- 5.6 Except for the chair of the meeting, who has a second or casting vote, every member present in person is entitled to one vote on every issue
- 5.7 An AGM must be held in every year
- 5.8 At an AGM the members:
  - 5.8.1 receive the accounts of the Society for the previous financial year
  - 5.8.2 receive the report of the Committee on the Society's activities since the previous AGM
  - 5.8.3 elect from among the members of the Society the Committee members, including the Officers, for the following year
  - 5.8.4 appoint an auditor or independent examiner for the Society where required
  - 5.8.5 may confer on a person (with his or her consent) the honorary title of Patron, President or Vice-President of the Society
  - 5.8.6 discuss and determine any issues of policy or deal with any other business put before them
- 5.9 An Extra Ordinary General Meeting may be called at any time by the Committee and must be called within 14 days after a written request to the Committee of at least 10 members

### **6. THE COMMITTEE**

- 6.1 The Committee members as charity trustees have control of the Society and its property and funds and will exercise such control solely in accordance with the powers granted to the Society and to promote the Objects of the Society.

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6.2 The Committee when complete consists of at least five and not more than 10 persons, all of whom must be fully paid up members (but must not be paid employees) of the Society. The core officers of the committee comprise: The Chair, Secretary, Treasurer. Each of these roles should, where possible be held by different people. The committee should appoint a Vice Chair from among the existing committee members who will hold the office in combination with another role. The election of the Vice Chair will take place at the first meeting after the AGM, and will be held until the post is next due for re-election (see 6.3.1). The roles of the other committee places are as decided by the committee according to the needs of the Society at that time.

6.2.1 The Committee may co-opt up to two people to the Committee at any time to fill a specific role required by the Society's current or proposed activities. A co-opted member may also fill a vacancy on the committee but this appointment would then need to be ratified at the next Annual General Meeting.

6.3 The term of office for all Committee members, including the Chair shall be two years. The committee posts up for re-election will be notified in writing to all members of the Society at least 28 days before the planned date of the AGM. This would normally include a maximum of two core officers of the committee at any one time.

6.3.1 Nomination to the Committee posts up for re-election can be made by any member of the Society either on their own behalf or by nominating someone else (with their consent). For either case they must identify their interest in the post concerned to the Chair, in writing, and at least 28 days before the next AGM. The post must either be vacant or the present incumbent must be due for reappointment at the next AGM. The names of all those nominated and their agreement to the nomination will then be made available to the members of the Society not less than one week (based on the rehearsal date prior to the AGM) in advance of the planned AGM. Where the present incumbent in that post is due for reappointment at the next AGM and that person wishes to continue, the voting process will decide who is appointed through election undertaken at the AGM.

6.4 A Committee member automatically ceases to be a member of the Committee if he or she:

6.4.1 is disqualified under the Charities Act 2011 from acting as a charity trustee

6.4.2 is incapable, whether mentally or physically, of managing his or her own affairs

6.4.3 is absent from three consecutive meetings of the Committee without reasonable excuse

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- 6.4.4 ceases to be a member of the Society
  - 6.4.5 resigns by written notice to the Committee (but only if at least two Committee members will remain in office)
  - 6.4.6 is removed by a resolution passed by all the other members of the Committee after inviting the views of the Committee member concerned and considering the matter in the light of any such views
- 6.5 A retiring Committee member is entitled to an indemnity from the continuing Committee members at the expense of the Society in respect of any liabilities properly incurred while he or she held office
- 6.6 A technical defect in the appointment of a Committee member of which the Committee is unaware at the time does not invalidate decisions taken at a meeting

## **7. COMMITTEE MEETINGS**

- 7.1 The Committee must hold at least six meetings each year
- 7.2 A quorum at a Committee meeting is three members including one Officer
- 7.3 A Committee meeting may be held either in person or through electronic means agreed by the Committee in which each participant may communicate with all other participants
- 7.4 The Chair or (if the Chair is unable or unwilling to do so) some other member of the Committee chosen by the members present presides at each Committee meeting
- 7.5 Every issue may be determined by a simple majority of the votes cast
- 7.6 Except for the chair of the meeting, who has a second or casting vote, every Committee member has one vote on each issue

## **8. POWERS OF COMMITTEE**

The Committee has the following powers in the administration of the Society:

- 8.1 to delegate any of their functions to sub-committees consisting of two or more persons appointed by them (but at least one member of every sub-committee must be a Committee member and all proceedings of sub-committees must be reported promptly to the Committee)
- 8.2 to make Standing Orders consistent with this Constitution to govern proceedings at general meetings
- 8.3 to make Rules consistent with this Constitution about the Committee and sub-committees

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- 8.4 to make Regulations consistent with this Constitution about the running of the Society (including the operation of bank accounts and the commitment of funds)
- 8.5 to resolve or establish procedures to assist the resolution of disputes within the Society
- 8.6 to exercise any powers of the Society which are not reserved to a general meeting

### **9. PROPERTY & FUNDS**

- 9.1 The property and funds of the Society must be used only for promoting the Objects and do not belong to the members of the Society or the Committee
- 9.2 No Committee member may receive any payment of money or other material benefit (whether direct or indirect) from the Society except:
  - 9.2.1 under clauses 3.11 (indemnity insurance) and 9.2.6 (fees)
  - 9.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Society
  - 9.2.3 interest at a reasonable rate on money lent to the Society
  - 9.2.4 a reasonable rent or hiring fee for property let or hired to the Society
  - 9.2.5 an indemnity in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings)
  - 9.2.6 any Committee member who possesses specialist skills or knowledge, and any firm or company of which such a person is a member or employee, may charge and be paid reasonable fees for work carried out for the Society on the instructions of the other Committee members but (i) only if the procedure prescribed by clause 9.3 is followed in selecting the member, firm or company concerned and setting the fees and (ii) provided that this provision may not apply to more than one half of the Committee members in any financial year
  - 9.2.7 in the case of an individual member, charitable benefits in his or her capacity as a beneficiary
  - 9.2.8 in exceptional cases, other payments or material benefits (but only with the prior written approval of the Commission)
- 9.3 Whenever a Committee member has a personal interest in a matter to be discussed at a Committee meeting, the Committee member must:
  - 9.3.1 declare an interest before discussion begins on the matter

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- 9.3.2 withdraw from that part of the meeting unless expressly invited to remain in order to provide information
- 9.3.3 not be counted in the quorum for that part of the meeting
- 9.3.4 withdraw during the vote and have no vote on the matter
- 9.4 Any trust corporation which is appointed as a holding trustee or any nominee for the Society may be paid reasonable fees
- 9.5 Funds which are not required for immediate use or which will be required for use at a future date must be placed on deposit or invested in accordance with clause 3.9 until needed
- 9.6 Investments and other property of the Society may be held:
  - 9.6.1 in the names of the Committee members for the time being (or in the name of the Committee if incorporated under the Charities Act 2011)
  - 9.6.2 in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Committee or of a financial expert acting on their instructions
  - 9.6.3 in the name of at least two and up to four holding trustees for the Society who must be appointed (and may be removed) by a resolution of the Committee.
  - 9.6.4 in the name of a trust corporation as a holding trustee for the Society, which must be appointed (and may be removed) by deed executed by the Committee
  - 9.6.5 in the case of land, by the Official Custodian for Charities under an order of the Commission or the Court

### **10. RECORDS & ACCOUNTS**

- 10.1 The Committee must comply with the requirements of the Charities Act 2011 as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Commission of:
  - 10.1.1 annual reports
  - 10.1.2 annual returns
  - 10.1.3 annual statements of account
- 10.2 The Committee must keep proper records of:
  - 10.2.1 all proceedings at general meetings
  - 10.2.2 all proceedings at Committee meetings

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10.2.3 all reports of sub-committees

10.2.4 all professional advice obtained

10.3 Annual reports and statements of account relating to the Society must be made available for inspection by any member of the Society

10.4 A copy of the latest available statement of account must be supplied to any person who makes a written request and pays the Society's reasonable costs (as required by the Charities Act 2011)

## **11. NOTICES**

11.1 Notices under this Constitution may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper, or electronically, or in any newsletter distributed by the Society

11.2 The address at which a member is entitled to receive notices is the address noted in the register of members (or, if none, the last known address)

11.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:

11.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address

11.3.2 two clear days after being sent by first class post to that address

11.3.3 three clear days after being sent by second class post or overseas post to that address

11.3.4 on the date of publication of a journal or newspaper containing the notice

11.3.5 on being handed to the member personally or, if earlier,

11.3.6 as soon as the member acknowledges actual receipt

11.4 A technical defect in the giving of notice of which the members or the Committee members are unaware at the time does not invalidate decisions taken at a meeting

## **12 INCORPORATION**

12.1 The Committee may apply to the Commission under the Charities Act 2011 for a certificate of incorporation relating to the Committee but only after consulting the members at a general meeting



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- 12.2 The members at a general meeting may authorise the Committee to transfer the assets and liabilities of the Society to a limited company established for exclusively charitable purposes with the same or similar Objects to those of the Society.
- 12.3 On a transfer under clause 13.2 the Committee must ensure that all necessary steps are taken as to:
- 12.3.1 the transfer of land and other property
  - 12.3.2 the novation of contracts of employment and transfer of pension rights and
  - 12.3.3 the trusteeship of any property held for special purposes

## **13. DISSOLUTION**

- 13.1 The Society may, by a resolution passed at a General Meeting of Members by not less than two-thirds of the registered membership, decide to dissolve itself.
- 13.2 Any assets remaining upon such dissolution after satisfying the debts and liabilities of the Society shall not be distributed among the members, but shall be transferred only to another charitable organisation with objects similar to those of the Society.

## **14. ALTERATIONS TO THIS CONSTITUTION**

- 14.1 No alterations to this Constitution may be made except at an Annual or Special General Meeting of Members. Notice of the intended change is to be given to members not less than 14 days beforehand. Such notice can be given verbally at two full rehearsals or, if this is not possible, in writing. Proposals for change must be carried by a two-thirds majority of the members present and voting at such a meeting.
- 14.2 No alteration shall be made to Clause 2 (Objects), Clause 13 (Dissolution) or this Clause until the approval in writing of the Charity Commission or other authority having charitable jurisdiction shall have been obtained; and no alteration shall be made which would have the effect of causing the Society to cease to be a charity in law.

## **15. INTERPRETATION**

- 15.1 In this Constitution:

'AGM' means an annual general meeting of the members of the Society

'the Society' means the charity comprised in this constitution

'the Chair' means the Chair of the Society elected at the AGM

'charity trustees' has the meaning prescribed by Section 177 of the Charities Act 2011

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'clear day' means 24 hours from midnight following the triggering event

'the Commission' means the Charity Commissioners for England and Wales

'the Committee' is the governing body of the Society

'co-opted Committee member' means a member of the Committee appointed by the members of the Committee in accordance with clause 6.2.4

'EGM' means a general meeting of the members of the Society which is not an AGM

'elected Committee member' means a member of the Committee elected at an AGM

'financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

'fundamental change' means such a change as would not have been within the reasonable contemplation of a person making a donation to the Society

'holding trustee' means an individual or corporate body responsible for holding the title to property but not authorised to make any decisions relating to its use, investment or disposal

'independent examiner' has the meaning prescribed by Section 145(1)(a) Charities Act 2011

'material benefit' means a benefit which may not be financial but has a monetary value

'member' and 'membership' refer to members of the Society

'months' means calendar months

'the Objects' means the charitable objects of the Society set out in clause 2

'the Officers' means the committee members listed in clause 6.2.1

'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects

'trust corporation' has the meaning prescribed by section 205(1)(xxviii) of the Law of Property Act 1925 but does not include the Public Trustee

'written' or 'in writing' refers to a legible document on paper including a fax message

'year' means calendar year

15.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

Adopted 14/6/2007.

Amended 15/10/2015

Amended 18/11/2021