



## CONSTITUTION

Cherwell Choral Society is classed as a  
'non-charitable unincorporated association with a wider membership'

### **Definitions**

#### Constitution:

The organisation's governing document which is reviewed annually. Any changes must be approved by a members' vote at the Annual General Meeting.

#### Non-Charitable:

An organisation with an annual profit of less than £5000 and therefore not required to register with the Charity Commission or Companies House.

#### Unincorporated:

Liability rests with the Committee, not with any outside agency.

#### Wider membership:

All members (not just the Committee) have a say in the running of the organisation (by voting at the AGM or proposing items for discussion).

## 1. Name

The name of the organisation is the Cherwell Choral Society (CCS), referred to as 'the organisation' throughout this document.

## 2. Aims

The aim of the organisation is:

1. to provide opportunities for people in the Cherwell Valley (North Oxfordshire) area and beyond to participate in choral singing and performing.
2. to achieve a high standard of accuracy and musicality in both rehearsals and performance.
3. to explore both standard choral repertoire and lesser known works.

## 3. Membership

1. Membership is open to individuals<sup>1</sup> who support the aims of the organisation, want to take part in its musical activities and who meet the membership criteria.
2. There are no auditions, and prospective members are invited to attend up to three rehearsals free of charge before applying for membership.
3. The Committee may refuse an application for membership if, acting reasonably and properly, they consider it to be contrary to the aims and the best interests of the organisation.
  - a. the Committee must inform the applicant in writing<sup>2</sup> of the reasons for the refusal.
  - b. the Committee must consider any appeal which the applicant may make in writing about the decision within 14 days of receiving it.
  - c. the Committee's decision following any written appeal must be notified to the applicant in writing within 7 days of receiving it, and shall be final.
4. Membership is not transferable to anyone else.
5. The Committee must keep a register of names and contact details for all active members.
6. Every member shall have one vote.

## 4. Termination of membership

1. Membership is terminated if:
  - i. the member resigns in writing.
  - ii. any membership fees due are not paid with three months of being due.
  - iii. the Committee, acting reasonably and properly, deems termination of membership is in the best interest of the organisation. The Committee can only do this if:
    - a) the member has been given at least 14 days' written notice of the committee meeting where the issue will be discussed and decided, including the reasons for the discussion.
    - b) the member, or the member's representative (who does not have to be a

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<sup>1</sup> Members must be over the age of 18, except in the case of secondary school age children of members, who must be accompanied by a parent at all times.

<sup>2</sup> Here and throughout this document 'in writing' can include electronic methods of communication.

- member of the organisation), has been allowed to submit a written statement to the meeting.
- c) the decision to terminate the membership is communicated in writing within seven days of the meeting taking place.

2. Any decision made by the Committee to terminate a membership is final.

## **5. Committee**

All aspects of running the organisation will be governed and managed by a Committee of no less than three individuals and no more than ten. The organisation will have at least the following officers:

- i. Chair<sup>3</sup>
- ii. Secretary
- iii. Treasurer

## **6. Appointment and election of committee members**

1. A third of all committee members should stand down each year, by rotation, having served a three-year term. They may stand for re-election if they wish and are eligible (see 6.5) at the Annual General Meeting (AGM).
2. If the total number of committee members divided by three does not give a whole number, the number of Committee members due to stand down will be the nearest whole number.
3. Any member of the organisation willing to serve can put themselves forward for election. If there are more prospective committee members than allowed by the constitution, elections should be held at the AGM.
4. Each committee member can serve a maximum of three consecutive three-year terms, although this can be extended with the approval of the Committee.
5. A member can stand for re-election after a gap of one year following the completion of their maximum consecutive terms.
6. Co-option: if a committee member resigns, the Committee may co-opt a new committee member. The Committee may also co-opt a member to fill a specific role (eg Librarian, Publicity Officer). If the co-opted member wishes to continue in the role they must stand for election at the next AGM.
7. A Librarian shall be appointed by the Committee and be an ex-officio member of the Committee.
8. Other specific roles may include, but are not limited to, Safeguarding Officer, Membership Secretary, Publicity Officer, Concert Manager, Concert Bookings, Sponsorship and Advertising, Programme Production, Catering and Social Events Manager, Website Manager, Social Media Manager etc. Members filling these specific roles are not necessarily required to be on the Committee.

## **7. Removal of Committee members**

1. Committee members can be removed if:
  - i. they cease to be a member of the organisation.
  - ii. they resign in writing.

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<sup>3</sup> The Chair is to be elected annually by the Committee.

- iii. they are absent without permission from all committee meetings held within a 12 month period.
  - iv. a two-thirds majority of the Committee, acting reasonably and properly, feel it is in the best interests of the organisation. The Committee can only do this if:
    - a) the committee member has been given at least 14 days' written notice of the committee meeting where the issue will be discussed and decided, including the reasons for the discussion.
    - b) the committee member, or the committee member's representative (who does not have to be a member of the organisation), has been allowed to submit a written statement to the meeting.
    - c) the decision to remove the committee member is communicated in writing within seven days of the meeting taking place.
2. Any decision made by the Committee is final.

### **1. Payments to committee members**

1. Where it is in the best interests of the organisation, committee members can be paid for providing goods and professional services to the organisation.
2. Any payment made will be no higher than the standard market rate.
3. Where a payment for goods and services is made to a committee member, that committee member must adhere to the conflict of interest and loyalty clause in this document.
4. No committee member will be paid for their role as a committee member of the organisation.

### **9. Conflicts of interests and conflicts of loyalties**

1. Committee members must declare any conflict between their personal interests and the best interests of the organisation. Conflicts can include but are not limited to:
  - i. payments to a committee member to provide goods or services.
  - ii. payments to a relative of a committee member to provide goods or services.
  - iii. payments to business interests of a committee member to provide goods or services.
2. Where a conflict of interest has been declared, the committee member will take no part in the organisation's decision-making process relating to the conflict of interest.

### **10. Powers and Responsibilities**

1. The Committee has ultimate legal responsibility for the organisation.
2. The Committee can act in any lawful way to fulfil the aims of the organisation.

### **11. Meetings and proceedings of the Committee**

1. The Committee will meet at least four times a year.
2. Any committee member can request the Chair call a meeting outside of the minimum four per year. If requested to do so the Chair must call a meeting within 30 days of the request.

3. Three committee members or a third of all committee members (whichever is the greater) will be quorum for committee meetings.
4. No decision may be made by a meeting of the committee members unless a quorum is present.
5. Decisions shall be made by a majority vote of those present at the meeting.
6. Minutes of all committee meetings will be kept and shared with the committee after the meeting.
7. Members may be invited to attend committee meetings and make suggestions for the group.
8. The Committee may make collective decisions by email outside of committee meetings. Any such decisions should be reported and minuted at the next committee meeting.
9. Any email discussions of matters that affect the whole organisation must include all committee members.
10. The Music Director will not be a committee member but can attend committee meetings in an advisory capacity, where the Committee decides it is appropriate and relevant. The Music Director will not have a vote or any decision-making powers.

## **12. Rules**

1. Any member who does not attend at least 75% of the practices for any performance will not be able to take part in that performance except with the specific approval of the Director of Music.
2. Members will be informed of the dress code for each concert.
3. Members shall each pay a subscription per session<sup>4</sup>, the amount to be fixed by the Committee prior to each new session and displayed on the website. In exceptional circumstances, and at the discretion of the Treasurer, members may pay by instalments.
4. The Committee can establish rules and procedures outside of this document to assist with the day to day running of the organisation.
5. Nothing in any rules or procedures will contradict anything in this document.

## **13. Finance**

1. The financial year shall end in August.
2. A bank account shall be opened in the name of the organisation, and all payments must be authorised by two committee members.
3. The organisation may receive donations or sponsorships and must declare these in the annual accounts.
4. The organisation may make charitable donations from its funds if approved by the Committee.
5. The income and property of the organisation shall be applied solely towards the promotion of the objectives of the organisation, and no portion thereof shall be paid or transferred either directly or indirectly to any member or members of the organisation except in payment of legitimate expenses incurred on behalf of the organisation.
6. The property of the organisation<sup>5</sup> may be loaned to other groups or individuals with the

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<sup>4</sup> A session comprises the period between each concert performance, from the first rehearsal of new repertoire until the concert.

<sup>5</sup> eg keyboard or staging

approval of the Committee, with a hire fee being charged if appropriate.

7. The Director of Music and the Rehearsal Pianist shall be entitled to receive a weekly fee. In the event of their absence, the fee is payable to whoever deputises for them.
8. The distribution of profits and assets among its members is expressly prohibited.
9. Payment of legitimate expenses is allowed.

#### **14. Annual General Meeting (AGM)**

1. The first AGM will be called within 12 months of this governing document taking effect.
2. All subsequent AGMs will be within 15 months of the previous AGM.
3. Members will receive at least 14 days written notice of the AGM.
4. Written notice will include notification of:
  - i. items to be discussed,
  - ii. the number of committee vacancies,
  - iii. which committee members are standing down,
  - iv. which committee members are standing for re-election,
  - v. an invitation for members to put themselves forward for election.
5. In the event that there are more candidates than vacancies and a vote is required at the AGM to determine who is elected, members will receive final notice of candidates for election before the AGM takes place.
6. The Committee and the Music Director will present a report on the year's activities and the latest set of finalised accounts at each AGM.

#### **15. Special General meeting (SGM)**

1. The Committee can call a Special General Meeting at any time but must give at least 21 days written notice to members.
2. The members can request an SGM by fulfilling the following conditions:
  - i. At least one tenth of all members request an SGM in writing to the Chair.
  - ii. All requests by members must include the reason for the request and business to be discussed.
3. If the above conditions are met the Committee must:
  - i. call an SGM in writing within 21 days of the request and provide at least 21 days notice of the SGM.
  - ii. if the Committee does not meet the request and hold an SGM the members may call and hold an SGM themselves. In this instance the members must follow the conditions in this clause.
4. All SGM notices must include items to be discussed.

#### **16. Procedure at AGMs and SGMs**

1. An AGM and SGM cannot take place unless a quorum is present. A quorum is one tenth of the total membership at the time.

2. If a quorum is not present the AGM/SGM will not go ahead and another meeting will be arranged within 21 days. Any number of members present at this meeting will be a quorum.
3. Decisions will be taken by a majority vote of those members present, except in the case of amendments to this governing document in which case a two thirds majority is required.

## **17. Appointment of Music Director and Rehearsal Pianist**

1. The Music Director and Rehearsal Pianist are both appointed by the Committee (or a designated Sub-Committee).
2. Fees payable to the Music Director and the Rehearsal Pianist should be reviewed annually.
3. As employees of the organisation, both the Music Director and the Rehearsal Pianist should have a contract.
4. There must be a separate document detailing the roles and responsibilities of the Music Director and procedures should be in place in the event of either the Music Director or the Rehearsal Pianist being unable to perform their roles as required by the organisation.

## **18. Accounts**

1. The financial accounts will be prepared after each financial year by the Treasurer and examined and scrutinised by a person who is independent of the Committee.
2. The accounts will be submitted to the members at the AGM.

## **19. Policies**

1. Written Policies for Data Protection and Safeguarding, as well as the Constitution, must be in place and available to members. Members must be able to contact the Safeguarding Officer independently.
2. Risk Assessments, in conjunction with any requirements of the rehearsal and concert venues, should be carried out regularly.
3. Policies should be updated annually and ratified at the AGM.

## **20. Alterations to the Governing Document**

The Governing Document may be accepted/amended by a two-thirds majority of the voting members present at the AGM.

## **21. Dissolution**

In the event of the organisation being dissolved, any assets remaining after the payment of debts and liabilities will be donated to a not-for-profit organisation with similar musical objectives to the organisation. This will be decided by a vote of remaining members. No remaining assets will be distributed among members.

*May 2023*