

Dorchester Choral Society Registered Charity Number 285911

Constitution

1. Name

The name of the Society shall be Dorchester Choral Society, "the Society".

2. Objects

The objects of the Society shall be to educate the public in the arts and sciences, and in particular the art and science of music, in the presentation of concerts and other activities.

3. Membership

(1) The Members of the Society shall be those persons who pay the annual subscription at the appropriate rate or rates as shall be determined by the committee, the subscription being payable in advance, and (in the case of performing members) who shall provide such evidence of musical ability as the committee may require.

(2) The trustees must keep a register of names of the members which shall be available to any member upon request.

(3) Every member shall have one vote.

4. Officers and Trustees

(1) The Society and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the Society.

(2) The Society shall have at least the following officers:

(a) A chair

(b) A secretary

(c) A treasurer

More officers may be appointed by the trustees.

(3) A trustee must be a member of the Society.

(4) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of Clause 8

(5) The number of trustees shall be not less than 5 but shall not be subject to any maximum.

(6) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

5. Payment of Trustees

(1) Trustees may be paid legitimate expenses incurred on behalf of the Society

(2) Any other trustee payments, or payments to connected persons of trustees, must be in accordance with the Trustee Act 2000 and section 185 of the Charities Act 2011 where appropriate.

6. Appointment of trustees

(1) The Society at each annual general meeting shall elect the trustees and may elect the officers.

(2) The Committee may also appoint trustees to act as officers.

(3) In the case of a vacancy arising on the committee, the committee may co-opt a new trustee who shall then stand for election by members at the next annual general meeting.

7. Disqualification and removal of trustees

A trustee shall cease to hold office if he or she:

- (1) is 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);
- (2) ceases to be a member of the Society.
or
- (3) is absent without the permission of the trustees from all their meetings held within a period of 12 consecutive months and the trustees resolve that his or her office be vacated.

8. Powers

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

- (1) power 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 the law;
- (2) power to pay fees and make payments to a Director of Music and to such others as are necessary to fulfil the objects of the Society
- (3) power to contract for goods and services as are necessary for the achievement of the objects
- (4) 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;
- (5) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (6) power to appoint and constitute such advisory committees as the Committee may think fit;
- (7) power to do all such other lawful things as are necessary for the achievement of the objects.

9. Meetings and proceedings of the committee

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) The committee shall hold at least 2 ordinary meetings each year. A special meeting may be called at any time by the chair, or by any 3 members of the committee, upon not less than 14 days' notice being given to other members of the committee and of the matters to be discussed. The secretary must call a meeting of the trustees if requested to do so in accordance with this provision.
- (3) There shall be a quorum when at least half of the number of members of the committee for the time-being, or three members of the committee (whichever is the greater), are present at a meeting.
- (4) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is supposed to be made
- (5) The committee shall keep minutes of the proceedings at meetings of the committee and any sub-committee, and shall ensure that these are stored safely, and that they are available for inspection as required.
- (6) The committee may appoint one or more sub-committees with appropriate terms of reference and consisting of one or more members of the committee, for the purpose of making any 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.

(7) Where the Society has a paid conductor or musical director, he or she may attend committee meetings in an advisory capacity except when his/her position is being considered. He/she shall not be eligible to vote in a committee meeting.

10. Conflicts of Interest and Conflicts of loyalties

A society trustee must:

(1) declare the nature and extent of any interest, direct or indirect, 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

(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).

Any trustee absenting himself or herself from 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.

11. Rules

(1) The trustees may from time to time make rules for the conduct of the Society.

(2) The rules may regulate the following matters but are not restricted to them:

(a) The admission of members of the Society and the rights, responsibilities and privileges of members and termination of membership,

(b) the conduct expected of members

(c) The subscriptions and other fees or payments to be made by members;

(3) The trustees must adopt such means as they think sufficient to bring the rules and to the notice of members of the Society.

(4) The rules shall be binding on all members of the Society. No rule shall be inconsistent with, or shall affect or contradict anything contained in this constitution.

12. Finance

(1) The financial year shall end on 31st July

(2) One or more banking accounts shall be opened in the name of the Society and payments shall be authorised by any two officers or be made by the Treasurer in accordance with any scheme of delegation authorised by the committee.

(3) The income and property of the Society shall be applied solely towards promoting the objects of the Society. No part shall be paid or transferred either directly or indirectly to any trustee except in accordance with Clause 6 above.

13. Annual General Meeting

(1) An annual general meeting must be held in each year and not more than fifteen months shall elapse between successive annual general meetings.

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

(3) The committee shall present to each AGM the report and accounts of the Society for the preceding year.

(4) Nominations for election to the committee must be made by members of the Society in writing. Should nominations exceed vacancies, an election shall be held.

14. Special General Meeting (SGM)

(1) All general meetings other than annual general meetings shall be called special general meetings.

(2) The trustees may call a special general meeting at any time.

(3) At least 21 days' notice of an SGM shall be given to all members.

(4) The trustees must call a special general meeting if requested to do so in writing by at least twenty members or one fifth of the membership whichever is greater. Where the Society has less than 30 members, the trustees must call a special general meeting if requested to do so in writing by at least 6 members. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

15. Procedure at Special General Meetings

(1) No business shall be transacted at any SGM unless half the trustees are present and there is a quorum:

(2) A quorum is one fifth of the total membership at the time:

(3) If:

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such a time and place as the trustees shall determine.

(4) The trustees 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.

(5) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meetings the members present at that time shall constitute the quorum.

(6) The secretary or other person specially appointed by the committee shall keep a full record of proceedings at any SGM of the Society.

16. Accounts

The financial accounts shall be audited and examined to the extent required by legislation or, if there is no such requirement, scrutinized by a person who is independent of the Committee and then submitted to the members at the Annual General Meeting.

17. Alterations to the Constitution

(1) The constitution may be altered by a two-thirds majority of the members present and voting at any Annual 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 which shall have the effect of the Society ceasing to be a charity.

(2) No amendment may be made to clause 1 (the name of the Society), clause 2 (the objects), clause 13(finance) or clause 19 (dissolution) without the prior consent of the Charity Commission. The committee shall send to the Charity Commission a copy of any amendments made under this clause.

18. Dissolution

In the event of the Society 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 Society.

Dated: 30 September 2019