

# **EXETER PHILHARMONIC CHOIR**

## ***CONSTITUTION***

### **1. TITLE**

The name of the Society shall be EXETER PHILHARMONIC CHOIR hereinafter referred to as the Choir.

### **2. OBJECTS**

The objects of the Choir shall be to promote, improve, develop and maintain public education in and appreciation of the art and science of music in all its aspects by the presentation to the public of choral or orchestral concerts and recitals and by such other means as the Choir may decide upon from time to time; the Choir shall also operate as aforesaid in support of the general purposes of such charitable bodies or of such other activities of an exclusively charitable nature as its Executive Committee may from time to time decide.

### **3. POWERS**

In furtherance of the objects but not otherwise an Executive Committee (hereinafter defined) acting on behalf of the Choir may exercise the following powers:

- (i) power to raise funds and to invite contributions provided that in raising funds the Executive Committee shall not undertake any substantial or permanent trading activities;
- (ii) power subject to any consents required by law to borrow money;
- (iii) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects of the Choir;
- (iv) power to co-operate with other charities, voluntary bodies and statutory authorities (whether carrying on their activities in the United Kingdom or elsewhere) operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (v) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (vi) Power to appoint and constitute such advisory committees as they shall think fit and to co-opt members of the Choir to serve on the Executive Committee and/or any such Advisory Committee so appointed and constituted up to a maximum of three at any one time and provided that no such co-optee or member of an advisory Committee not being a member of the Executive Committee shall have a vote on the Committee on which they serve.

- (vii) power to appoint a Director of Music for such periods of time and upon such conditions as the Executive Committee shall determine from time to time;
- (viii) power to hire orchestras, musicians and soloists as are required from time to time;
- (ix) power to appoint a person or persons to undertake specific tasks on behalf of the Choir under the conditions and for the length of time that the Executive Committee shall consider appropriate;
- (x) power to appoint an Honorary President and to invite suitable persons to become Patrons or Honorary Vice Presidents of the Choir;
- (xi) power to confer Honorary Membership on suitable persons;
- (xii) power to terminate the membership of any member
  - (a) who shall fail to meet deadlines for subscription payments.
  - (b) who shall be deemed by the Executive Committee to have acted in a manner prejudicial to the interests of the Choir.

The member shall have the right to be heard by the Executive Committee before the power to terminate a membership shall be exercised;
- (xiii) power to dismiss a member of any committee who shall not have attended, without reasonable explanation, the meetings of the relevant committee over a continuous period of nine months or such shorter period as the Executive Committee may determine;
- (xiv) power to do all such other lawful things as are necessary for the achievement of the objects of the Choir.

#### **4. MEMBERSHIP**

The members of the Choir shall be those who pay the annual subscription or sessional subscriptions at the appropriate rate(s) as determined by the Executive Committee from time to time. All subscriptions shall be payable at the start of the year or session as appropriate.

To be able to take part in concerts, singing members of the Choir shall provide such evidence of musical/singing ability and achieve such record of attendance at practices as the Executive Committee shall require from time to time.

#### **5. FRIENDS OF THE SOCIETY**

Friends of the Choir shall pay an annual subscription the level of which shall be determined from time to time by the Executive Committee. Friends of the Choir shall be entitled to such privileges as the Executive Committee shall determine from time to time.

## **6. OFFICERS AND COMMITTEES**

### **The Officers of the Choir shall comprise:**

The President of the Choir  
The Secretary of the Choir  
The Treasurer of the Choir

They shall be elected from members of the Choir by members of the choir and shall serve for a maximum term of five years and shall be eligible for re-election at the expiry of their term of Office on one occasion only.

### **The Committees**

The management of the Choir shall be undertaken by an Executive Committee comprising five members elected from the Choir and the Officers from time to time as hereinafter defined who shall serve ex officio. The five members shall be elected out of the members of the Choir at the Annual General Meeting of the Choir for a term of three years at the expiration of which period they shall be eligible for re-election with the overriding proviso that they shall not be permitted to serve more than three consecutive periods of three years and with the further proviso that initially selected by the drawing of lots one member so elected shall serve only for one year before being eligible for re-election and a further member similarly selected shall serve only for two years before being eligible for re-election. At its first meeting following the Annual General meeting the Executive Committee will choose a chairman from among its number.

### **Director of Music**

The Director of Music shall be appointed by the Executive Committee for such periods of time and upon such conditions as are determined by that Committee from time to time. The Director of Music shall serve as an ex-officio and non-voting member of the Executive Committee.

Any vacancies arising on the Executive Committee during the year shall be filled by co-option at the Executive Committee's invitation.

A quorum of the Executive Committee shall consist of six members, who must include two officers.

A minimum of three Executive Committee meetings shall be held annually and a minimum of 14 days notice of such meetings shall be given. Formal minutes of such meetings shall be maintained. Formal minutes shall also be maintained of such advisory committee meetings as the Executive Committee shall direct.

## **7. MANAGEMENT**

All the arrangements for the concerts and other events shall be the responsibility of the Executive Committee either directly or by formal delegation to approved advisory committees and/or individuals.

## **8. FINANCE**

- (i) The control of the Choir's finances shall be in the exclusive hands of the Executive Committee.
- (ii) The financial year shall end on 30th June.
- (iii) The Choir's Treasurer shall operate and maintain a bank account or such other account as responds to Charity Law requirements in the name of the Choir . Cheques or other withdrawal authorities shall be signed at any one time by two officers of the Choir mandated to do so by the Executive Committee from time to time.
- (iv) The Choir shall solicit and receive donations, grants in aid and financial guarantees. Tickets for any or all of its concerts and other events shall be offered for sale to the public.
- (v) The income and property of the Choir whencesoever derived shall be applied solely towards promoting the objects of the Choir as set forth above and no portion thereof shall be paid or transferred either directly or indirectly to any member or members of the Choir except in payment of legitimate expenses incurred on behalf of the Choir.
- (vi) The Treasurer shall receive all monies due to the Choir and arrange for payment by cheque of all monies payable by the Choir. The Treasurer shall submit a written report of the Choir's financial activities to each Executive Committee meeting.

## **9. ANNUAL ACCOUNTS**

The annual accounts shall be prepared by the Treasurer and submitted to the Choir's members at the Annual General Meeting. The annual accounts shall be subjected to the level of independent examination or audit required by Charity Law.

## **10. ANNUAL GENERAL MEETINGS**

The Annual General Meeting shall be held normally in September. At least fourteen days notice in writing shall be given to members.

## **11. SPECIAL GENERAL MEETINGS**

A Special General Meeting may be called at any time. At least fourteen days' notice in writing shall be given to members.

A Special General Meeting may be called:-

- (i) by order of the Executive Committee;
- (ii) upon requisition signed by at least ten per cent of the members of the Choir stating the resolution(s) to be proposed at such a meeting.

The passing of a resolution at a Special General Meeting shall require a two-thirds majority of the members there present.

## **12. AMENDMENTS**

The constitution may be amended by a two-thirds majority of the members present at any Annual or Special General Meeting provided that fourteen days' notice of the proposed amendment has been sent to all members.

No amendment may be made to Clause 2 (Objects), this Clause (Amendments) or Clause 13 (Dissolution) without the prior written consent of the Charity Commissioners and no amendment may be made which would have the effect of making the Choir cease to be a charity at law.

## **13. DISSOLUTION**

If upon winding up or dissolution of the Choir there remains in hand after satisfaction of all debts and liabilities any property whatsoever, the same shall be given or transferred to some charitable Choir or Association having objects similar to those of the Choir, or to some charitable institution having among its objects the relief of distress among disabled or needy musicians or failing that shall be applied for some other charitable purpose. Such disbursement of the funds or property shall be determined by the Executive Committee of the Choir at or before the winding up or dissolution.

M. McKenzie  
November 2007