

## SOUTHERN VOICES CONSTITUTION

(incorporating changes that were agreed at the Annual General Meeting in October 2016)

1. **TITLE:** The name of the choir shall be Southern Voices, hereinafter referred to as 'the Choir'.
2. **OBJECTS:** The objects of the Choir shall be to educate the public in the arts and sciences, and in particular the art and science of choral music in all its aspects, by the presentation of concerts and recitals, and in such other ways as the Choir through its Executive Committee shall determine from time to time.
3. **ADMINISTRATION:** Subject to the matters set out below the choir its finances and its property shall be administered and managed in accordance with this Constitution by the members of the Executive Committee, constituted by Clause 7 of this Constitution ('the Executive Committee').
4. **POWERS:** In furtherance of the objects but not further or otherwise the Executive Committee may exercise the following powers:
  - (i) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
  - (ii) power subject to any consents required by law to borrow money;
  - (iii) 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;
  - (iv) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
  - (v) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
  - (vi) power to do all such other lawful things as are necessary for the achievement of the objects.
5. **MEMBERSHIP:**
  - (1) The members of the Choir shall be those persons who pay the subscription at the appropriate rate or rates as shall be determined by the Executive Committee, the subscription being payable in advance, and in the case of performing members, who shall provide such evidence of musical ability as the Executive Committee shall require.
  - (2) Every member shall have one vote.
  - (3) The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual, provided that the individual concerned shall have the right to be heard by the Executive Committee before a final decision is made.
6. **HONORARY OFFICERS:** At the Annual General Meeting of the Choir, the members shall elect from amongst themselves a Chairman, a Secretary and a Treasurer who shall hold office from the conclusion of that meeting.
7. **EXECUTIVE COMMITTEE:**
  - (1) The Executive Committee shall consist of not less than four and not more than seven members being:

- (i) the honorary officers specified in the preceding clause;
- (ii) not less than one nor more than four members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.

(1A) The conductor of the Choir shall not be a voting member of the Executive Committee but shall be given notice of committee meetings and shall have the right to attend except when the conductor's contract is being discussed.

(2) The Executive Committee may in addition appoint not more than three co-opted members, but so that no-one may be appointed as a co-opted member if, as a result, more than one half of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a meeting of the Executive Committee and shall take effect from the end of that meeting, unless the appointment is to fill a place which has not been vacated, in which case the appointment shall run from the date when the post becomes vacant.

(3) All the members of the Executive Committee shall retire from office together at the end of the Annual General Meeting next after the date on which they came into office but they may be re-elected or re-appointed.

(4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of any member.

(5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.

(6) No person shall be entitled to act as a member of the Executive Committee whether on a first or any subsequent entry into office until signing in the minute book a declaration of acceptance and of willingness to act in the trusts of the Choir.

8. DETERMINATION OF MEMBERSHIP OF THE EXECUTIVE COMMITTEE: A member of the Executive Committee shall cease to hold office if he or she:

- (i) is disqualified from acting as a member of the Executive Committee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her affairs;
- (iii) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolves that his or her office be vacated; or
- (iv) notifies to the Executive Committee a wish to resign but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect.

9. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED: No member of the Executive Committee shall acquire any interest in property belonging to the Choir (otherwise than as a trustee for the Choir) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

10. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE:

(1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the Chairman or by any two members upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include the appointment of a co-opted member then not less than 7 days' notice must be given.

(2) The Chairman shall act as chairman of the Executive Committee. If the Chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman before any other business is transacted.

(3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.

(4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in case of equality of votes the chairman of the meeting shall have a second or casting vote.

(5) The Executive Committee shall keep minutes, in books kept for the purpose, of proceedings at meetings of the Executive Committee and any sub-committee.

(6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

(7) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Executive 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 Executive Committee.

11. FINANCE RECEIPTS AND EXPENDITURE:

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

(2) The funds of the Choir, including all donations contributions and bequests shall be paid into an account operated by the Executive Committee in the name of the Choir at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.

(3) The funds belonging to the Choir shall be applied only in furthering the objects.

12. ACCOUNTS: The Executive Committee shall comply With their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (i) the keeping of accounts;
- (ii) the preparation of annual statements of account for the Choir;
- (iii) the auditing or independent examination of the statement of account of the Choir; and
- (iv) the transmission of the statements or account to the Charity Commission.

13. ANNUAL REPORT: The Executive Committee shall comply With their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (i) the preparation of an annual report and its transmission to the Commission; and
- (ii) the preparation of an annual return and its transmission to the Commission.

14. ANNUAL GENERAL MEETING:

(1) There shall be an Annual General Meeting of the Choir which shall be held in the month of October in each year or as soon as practicable thereafter.

(2) Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 14 days' notice in writing of the Annual General Meeting to all members of the Choir. All the members of the Choir shall be entitled to attend and vote at the meeting.

(3) The Chairman shall be the chairman of the Annual General Meeting but if he or she shall not be present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.

(4) The Executive Committee shall present to each Annual General Meeting the accounts of the Choir for the preceding year.

(5) Nominations for election to the Executive Committee must be made by members of the Choir in writing and must be in the hands of the Secretary of the Executive Committee at least 7 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

15. SPECIAL GENERAL MEETINGS: The Executive Committee may call a special general meeting of the Choir at any time. If at least ten members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 14 days' notice must be given. The notice must also state the business to be discussed.

16. PROCEDURE AT GENERAL MEETINGS:

(1) The Secretary or other person specially appointed shall keep a full record of proceedings at every general meeting of the Choir.

(2) There shall be a quorum when at least one tenth of the number of members of the Choir for the time being or ten members of the choir, whichever is the greater, are present at any general meeting.

17. NOTICES: Any notice required to be served on any member of the Choir shall be in writing and shall be served either personally or by sending it by first class post to such member at his or her last known address in the United Kingdom and any letter so sent shall be deemed to have been received within four days of posting.

18. ALTERATIONS TO THE CONSTITUTION:

(1) Subject to the following provisions of this clause this Constitution may be altered by a resolution passed by not less than two-thirds of the members present and voting at a general meeting. The notice of the general meeting must include of the resolution, setting out the terms of the alteration proposed.

(2) No amendment shall be made to Clauses 1, 2, 9, 19, or this clause without the prior written consent of the Commissioners.

(3) No amendment may be made which would have the effect of making the Choir cease to be a charity at law.

(4) The Executive Committee shall promptly send to the Commission a copy of any amendment made under this clause.

19. DISSOLUTION: If the Executive committee decides that it is necessary or advisable to dissolve the Choir it shall call a meeting of all members of the choir of which not Less than 14 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Executive Committee shall have power to realise any assets held by or on behalf of the Choir. Any assets remaining after the satisfaction of proper debts and liabilities shall be given or transferred to such other charitable

institution or institutions having objects similar to the objects of the Choir as the members of the Choir may determine or failing that shall be applied for some other charitable purpose. A copy of the accounts, or account and statement, for the final accounting period of the Choir must be sent to the Commission.

20. ARRANGEMENTS UNTIL THE FIRST ANNUAL GENERAL MEETING: Until the first Annual General Meeting takes place, this Constitution shall take effect as if references in it to the Executive Committee were references to those whose signatures appear at the end of this document.

21. NOTICES SENT BY ELECTRONIC MAIL: Any notice required by this constitution to be served in writing may be served electronically and shall be deemed to have been received 24 hours after dispatch.

October 2016