

The Holmes Chapel Music Society Constitution

Clause A Name.

The name of the Society is the "Holmes Chapel Music Society", hereinafter referred to as the Society.

Clause B Administration.

Subject to the matters set out below the Society and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause **G** of this constitution ("**Executive Committee**").

Clause C Objects.

The Society's objects ("**the objects**") are to

Educate the public in the arts and science of music by the presentation of concerts and other activities in Holmes Chapel and district.

Clause D Powers.

In furtherance of the objects but not otherwise the Executive Committee shall have the following powers

- (1) 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;
- (2) 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;
- (3) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (4) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (5) power to do all such other lawful things as are necessary for the achievement of the objects.

Clause E Membership.

- (1) Membership of the Society shall be available to those persons who pay the annual subscription at the appropriate rate or rates as shall be determined from time to time by the Executive Committee and who are interested in furthering the objects of the Society as stated in Clause C.
- (2) No individual shall be excluded from membership of the Society or de-barred from any official capacity on the Executive Committee on the grounds of sex, race, colour, age, religion, sexual orientation, disability or political affiliation.
- (3) Every member, over the age of 18 years, shall have one vote.
- (4) The Executive Committee may nominate or receive nominations for President, Vice-Presidents and for Honorary Membership of the Society. Such nominations shall be considered by the Executive Committee. Honorary Membership shall be for life or such shorter period as the Executive Committee shall decide on nomination. The President, Vice-Presidents and Honorary members are exempt from paying any annual subscription and shall have voting rights.
- (5) The President, Vice-Presidents and Honorary Members may be invited to attend meetings of the Executive Committee to provide advice and expertise. They would not have the right to vote at meetings of the Executive Committee but would retain the right as members to vote at the Annual General Meeting or any Extraordinary Meetings.

- (6) The President, Vice-Presidents and Honorary Members may be nominated to serve as members of the Executive Committee and would become members of that committee if duly elected. They would then assume the legal responsibilities as members of the Executive Committee and have the right to vote at meetings of that committee.
- (7) 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, accompanied by a friend, before a final decision is made.

Clause F Honorary Officers.

At the Annual General Meeting of the Society the members shall elect from amongst themselves a Chairman, Vice-Chairman, Secretary and Treasurer, who shall hold office from the conclusion of that meeting.

Clause G Executive Committee.

- (1) The Executive Committee shall be elected at the Annual General Meeting and should consist of no fewer than EIGHT members nor more than TWELVE members being:
 - a) the Honorary Officers as specified in Clause F;
 - b) no fewer than FOUR and not more than EIGHT other members who shall hold office from the conclusion of that meeting.
- (2) The Executive Committee may in addition appoint not more than THREE co-opted members to serve on the Executive Committee but so that no-one may be appointed as a co-opted member if, as a result, more than one-third of the members of the Executive Committee would be co-opted members.
- (3) To be entitled to act as a member of the Executive Committee a person must have been a member for at least one complete season.
- (4) 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.
- (5) 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 a member.
- (6) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Society.

Clause H Determination of Membership of the Executive Committee.

A member of the Executive Committee shall cease to hold office if he or she:

- (1) 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);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) is absent without informing the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- (4) notifies 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).

Clause I Executive Members not to be personally interested.

No member of the Executive Committee shall acquire any interest in the assets of the Society (otherwise than as a trustee for the Society) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

Clause J Meetings and proceedings of the Executive Committee.

- (1) The Executive Committee shall hold at least three ordinary meetings each year. A Special Meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon not less than twenty-one days' notice being given to the other members of the Executive Committee of the matters to be discussed.
- (2) The Chairman shall act as Chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting, the Vice-Chairman shall act as the Chairman. If the Vice-Chairman is also absent then the members of the Executive Committee present shall choose one of their number to be Chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least half the members of the Executive Committee are present at a meeting one of whom shall be an Honorary Officer of the Society.
- (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 the case of equality of votes the Chairman of the meeting shall have a second or casting vote.
- (5) The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee. At meetings of any Sub-Committee all decisions shall be recorded and communicated to the Executive Committee for their approval.
- (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 inquiry 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-committees shall be fully and promptly reported to the Executive Committee.

Clause K Receipts and expenditure.

- (1) The funds of the Society, including all donations contributions and bequests, shall be paid into accounts operated by the Executive Committee, in the name of the Society at such banks or other financial institutions as the Executive Committee shall from time to time decide. The Society may receive donations, sponsorship, grants in aid and financial guarantees, and tickets for its concerts and other events may be offered for sale to non-members.
- (2) The funds belonging to the Society shall be applied only in furthering the objects and shall be invested as thought appropriate by the Executive Committee. No portion of the funds shall be paid or transferred either directly or indirectly to any member or members of the Society except in payment of legitimate expenses incurred on behalf of the Society.
- (3) There shall be an annual subscription which shall be payable at the beginning of each new financial year. The amount of the annual subscription shall be determined annually by the Executive Committee. Members and ordinary members of the public attending the concerts or other musical events organised by the Society may be charged an entrance fee to offset the artists' fees and other expenses.
- (4) The financial year shall end on the 30th of April each year.

- (5) The Treasurer has the authority to make payments of sums up to a maximum amount as determined by the Executive Committee. This amount shall be reported to the members at each Annual General Meeting. All payments of amounts greater than this sum shall be authorised in writing by two Honorary Officers.
- (6) The Treasurer shall comply with the requirements of Clause L and will present a financial report at each committee meeting of the Society's financial affairs and at the Annual General Meeting.
- (7) Members of the Executive Committee and when approved by the Executive Committee, non-committee members carrying out duties on behalf of the Committee, shall be entitled to reimbursement of reasonable expenses incurred on behalf of the Society. All expenses claimed shall be supported by appropriate receipts. The Executive Committee shall determine what are reasonable expenses.

Clause L 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:

- (1) the keeping of accounting records for the Society;
- (2) the preparation of annual statements of account for the Society;
- (3) the auditing or independent examination of the statements of account of the Society;
- (4) the transmission of the statements of account of the Society to the Commission.

Clause M 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 the preparation of an annual report and its transmission to the Commission.

Clause N Annual Return.

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 the preparation of an annual return and its transmission to the Commission.

Clause O Annual General Meeting.

- (1) There shall be an Annual General Meeting of the Society that shall be held not more than EIGHT weeks after the end of the financial year. All paid up members of the Society and Honorary Members shall be informed of the date of the Annual General Meeting and shall be invited to attend.
- (2) Every Annual General Meeting shall be called by the Executive Committee. The Honorary Secretary shall give at least 14 days' notice of the Annual General Meeting to all the members of the Society. All the fully paid-up members and honorary members of the Society 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 is not present then the Vice-Chairman shall chair the meeting. In the event of the absence of the Vice-Chairman, before any other business is transacted, the members present shall appoint a Chairman of the meeting.
- (4) Each matter shall be determined by a majority of votes of the members present and voting on the question, but in the case of equality of votes, the Chairman of the meeting shall have a second or 'casting' vote.

- (5) The Executive Committee shall present to each Annual General Meeting the report and accounts of the Society for the preceding year.
- (6) Nominations for election to the Executive Committee should normally be made by members of the Society in writing and should be in the hands of the Honorary Secretary of the Executive Committee at least SEVEN days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

Clause P Special General Meetings.

A Special General Meeting of the Society can be called at any time by either:-

- a) The Executive Committee; or
- b) By at least ten members of the Society requesting such a meeting in writing.

In either case the Honorary Secretary shall call such a meeting giving at least TWENTY ONE days notice and stating the business to be discussed.

Clause Q Procedure at General Meetings.

- (1) The Honorary Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Society.
- (2) There shall be a quorum when at least 10% of the number of members of the Society for the time being are present.

Clause R Notices.

Any notice required to be served on any member of the Society shall be in writing and shall be served by the Honorary Secretary or the Executive Committee on any member either personally or by sending it through the post. Such notice shall be addressed to such member at his or her last known address. Any letter so sent shall be deemed to have been received within 10 days of posting.

Clause S Alterations to the Constitution.

- (1) Subject to the following provisions of this clause the 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 notice of the resolution, setting out the terms of the alteration proposed.
- (2) No amendment may be made to clause A (**the name of the Society clause**), clause C (**the objects clause**), clause I (**Executive Committee members not to be personally interested clause**), clause T (**the dissolution clause**) or this clause without the prior consent in writing of the Commissioners.
- (3) No amendment may be made which would have the effect of making the Society cease to be a charity at law.
- (4) The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

Clause T Dissolution.

If the Executive Committee decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all members of the Society, of which not less than 21 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 Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Society as the members of the Society may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Society must be sent to the Commission.

Clause U Adoption of the Constitution.

This revised constitution was agreed by the Committee on 20th March 2020 and will be presented for adoption at the AGM as soon as conditions allow us to hold an AGM.

Registered Charity Number 508820