

TREORCHY MALE CHOIR

RULES AND CONSTITUTION

PART 1 - Purpose of Choir and Use of Property

1. Adoption of the Constitution

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2. Title

The name of the Choir shall be the Treorchy Male Choir.

3. The Objectives

The objectives of the Choir shall be the advancement of education in the art of choral music and the learning and public performance of choral works, and to foster public appreciation of such varied and diverse music whilst assisting charitable causes.

4. Application of the Income and Property

- (1) The income and property of the Choir shall be applied solely towards the promotion of the object
- (2) A Trustee may pay out of, or be reimbursed from, the property of the Choir reasonable expenses properly incurred by him or her when acting on behalf of the Choir
- (3) None of the income or property of the Choir may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Choir. This does not prevent:
 - a. a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Choir;
 - b. a Trustee from:
 - i. buying goods or services from the Choir upon the same terms as other members or members of the public;
 - ii. receiving a benefit from the Choir in the capacity of a beneficiary of the Choir, provided that the Trustees comply with the provisions of sub clause (6) of this clause, or as a member of the Choir and upon the same terms as other members;
 - c. the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a

Trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Choir but excluding:

- i. fines;
 - ii. Costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
 - iii. liabilities to the Choir that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Choir or in respect of which the person concerned did not care whether that conduct was in the best interests of the Choir or not
- (4) No Trustee may be paid or receive any other benefit for being a Trustee.
- (5) A Trustee may:
- a. sell goods, services or any interest in land to the Choir;
 - b. be employed by or receive any remuneration from the Choir.
 - c. receive any other financial benefit from the Choir, if:
 - d. he or she is not prevented from so doing by sub-clause (4) of this clause; and
 - e. the benefit is permitted by sub-clause (3) of this clause; or
 - f. the benefit is authorised by the Trustees in accordance with the conditions in sub-clause (6) of this clause.
- (6)
- a. If it is proposed that a Trustee should receive a benefit from the Choir that is not already permitted under sub-clause (3) of this clause, he or she must:
 - i. declare his or her interest in the proposal;
 - ii. be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
 - iii. not be counted in determining whether the meeting is quorate;
 - iv. not vote on the proposal.
 - b. In cases covered by sub-clause (5) of this clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Choir to contract with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against

the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).

c. The Trustees may only authorise a transaction falling within paragraphs 5(a)–(c) of this clause if the Trustee body comprises a majority of Trustees who have not received any such benefit.

d. If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Choir the value of any benefit received by the Trustee from the Choir

- (7) A Trustee must absent himself or herself from any discussions of the Trustee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Choir and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter
- (8) In this Clause 4, "Trustee" shall include any person firm or company connected with the Trustee.

5. Dissolution

- (1) If the members resolve to dissolve the Choir the Trustees will remain in office as Choir Trustees and be responsible for winding up the affairs of the Choir in accordance with this clause
- (2) The Trustees must collect in all the assets of the Choir and must pay or make provision for all the liabilities of the Choir.
- (3) The Trustees must apply any remaining property or money:
 - a. directly for the Objects;
 - b. by transfer to any Charity or charities for purposes the same as or similar to the Choir;
 - c. in such other manner as the Charity Commission for England and Wales ("the Commission") may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Choir specifying the manner in which the Trustees are to apply the remaining property or assets of the Choir and the Trustees must comply with the resolution if it is consistent with paragraphs (a)–(c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the Choir be paid to or distributed among the members of the Choir (except to a member that is itself a Charity).
- (6) The Trustees must notify the Commission promptly that the Choir has been dissolved. If the Trustees are obliged to send the Choir's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Choir's final accounts.

6. Amendments

- (1) The Choir may amend any provision contained in Part 1 of this Constitution provided that:
 - a. no amendment may be made that would have the effect of making the Choir cease to be a Charity at law;
 - b. no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Choir;
 - c. no amendment may be made to clause 4 without the prior written consent of the Commission;
 - d. any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

PART 2 Administrative Provisions

7. Membership

- (1) Membership is open to individuals over eighteen or organisations who are approved by the Trustees.
- 2)
 - a. The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Choir to refuse the application.
 - b. The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - c. The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable to anyone else.
- (4) The Trustees must keep a register of names and addresses of the members which must be made available to any member upon request.
 - i. Any male who desires to become a member shall first apply in writing to the Secretary and shall be required to give evidence of musical ability to the Conductor. The Conductor's report will be

taken into account when the Management Committee consider the application.

- ii. Any person applying to join the choir over the age of 16 but under the age of 18 upon acceptance will be called a Junior Member until attaining the age of 18.
 - iii. No subscription or right to vote will become applicable. Their term as Junior Member will count towards their years service.
- (5) **Long Service Membership:** After 21 years combined service to the Choir, choristers will be presented with a Long Service Membership Certificate.
- (6) **Honorary Membership:** Honorary Membership and Honorary Lady Membership may be bestowed at the discretion of the Management Committee.
- (7) **Life Membership:** A Life Membership Committee will be constituted, made up of four members of the Choir, one elected by and from each section of the Choir where possible. All members must be Life Members. Any nominations for Life Membership, duly seconded, must be submitted to the Secretary who will then convene a meeting of the Life Membership Committee to consider the nomination. If they consider the nominated person deserving of the honour, they will inform the Secretary accordingly and he will then convene a meeting of the Management Committee to consider the Life Membership Committee's recommendation. If the Management Committee agree with the recommendation of the Life Membership Committee a General Meeting of the Choir will be convened to give confirmation. Whilst this system is in place for a Choir member to be awarded Life Membership for meritorious and distinguished service to the Choir for duties over and above that expected of a chorister, Life Membership is automatically conferred upon a chorister when he has attained 35 years service with the Choir.

Conditions of Membership:

- (a) Any member who joins any other organisation whose rehearsals or engagements are likely to coincide with those of this Choir, shall be asked to place his resignation from the Choir in the hands of the Secretary. Failing this, the Committee reserve the right to take appropriate action.
- (b) All members must be punctual and regular at rehearsals. In cases of absence, the member must inform his section Committeeman of the reason for absence. In cases of absence from engagements members must give prior notice to their section Committeeman and the nominated Coach Stewards.
- (c) Prompt payment of Membership Subscriptions must be made.

Subscriptions:

The Annual Membership subscriptions as decided by the Annual General Meeting shall be paid within 28 days after the Annual General Meeting.

8. Termination of Membership

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the Choir unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the Choir is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Choir that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - a. the member has been given at least twenty one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - b. the member or, at the option of the member, the member's representative (who need not be a member of the Choir) has been allowed to make representations to the meeting.
 - i. the member is suspended from membership by a resolution of the Trustees that it is in the best interests of the Choir that his membership is suspended.

9. General Meetings

- (1) The Choir must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) An Annual General Meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than Annual General Meetings shall be called Special General Meetings.
- (4) The Trustees may call a Special General Meeting at any time.
- (5) The Trustees must call a Special General Meeting if requested to do so in writing at least twenty members or one fifth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within 28 days of the request, the members may proceed to call a Special General Meeting but in doing so they must comply to provisions of this

Constitution.

- (i) Members shall be summoned to a General Meeting annually by at least 21 days notice being given by the Committee, for the purpose of:
 - (a) Receiving and adoption of Financial Statement.
 - (b) Consider Membership Subscription.
 - (c) Election of Officers.
 - (d) Confirmation of Elected Committeemen.
 - (e) Receive the Report of the Committee.
 - (f) To consider any Notice of Motion duly moved and seconded, any such Motion having been submitted to the Secretary at least 14 days prior to the Annual General Meeting.
 - (g) Consider any matter of urgency. so ruled by the Chairman.
- (ii) The Agenda for the Annual General Meeting must be published at least seven days before the meeting.
- (iii) The Management Committee reserve the right to invite any person to the Annual General Meeting, although they will not be entitled to full member rights. Any non-full member wishing to attend the Annual General Meeting must apply to the Management Committee in writing.
- (iv) **Alteration of Rule:** Any proposed alteration of the Rules and/or Constitution, properly proposed and seconded, must appear on the agenda of the Annual General Meeting.

A copy of the proposed alteration must be in the hands of the Secretary at least 14 days before the date of the Meeting.

Any alteration of the Rules and Constitution requires a two-thirds majority at the Annual General Meeting subject to there being at least 50 percent of the total Choir membership present.

10. Notice

- (1) The minimum period of notice required to hold any general meeting of the Choir is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members and to the Trustees.

11. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.

- (2) A quorum is;
 - 50 members entitled to vote upon the business to be conducted at the meeting;
 - or one tenth of the total membership at the time, whichever is the greater.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
- (4) 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 time and place as the Trustees shall determine.
- (5) 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.
- (6) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

12. Chair

- (1) General meetings shall be chaired by the person who has been elected as Chair.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
- (3) If there is only one Trustee present and willing to act, he shall chair the meeting.
- (4) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

13. Adjournments

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

14. Votes

(1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

(2) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

15. Representatives of Other Bodies

(1) Any organisation that is a member of the Choir may nominate any person to act as its representative at any meeting of the Choir.

(2) The organisation must give written notice to the Choir of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Choir. The nominee may continue to represent the organisation until written notice to the contrary is received by the Choir.

(3) Any notice given to the Choir will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Choir shall not be required to consider whether the nominee has been properly appointed by the organisation.

16. Officers and Trustees

(1) The Choir 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 Choir and in this constitution are together called "the Trustees".

(2) The Choir shall have the following Chief Officers:

- A Chair,
- A Secretary,
- A Treasurer.

(3) A Trustee must be a member of the Choir or the nominated representative of an organisation that is a member of the Choir.

(4) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause 19.

(5) The number of Trustees shall be not less than three but (unless otherwise determined by a resolution of the Choir in general meeting) shall not be subject to any maximum.

(6) The first Trustees (including Officers) shall be those persons elected as Trustees and Officers at the meeting at which this constitution is adopted.

(7) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

- (a) **The Officers** shall consist of the President, Vice-President, Chairman, Vice-Chairman, Secretary, Assistant Secretary, Treasurer, Publicity Officer and Registrar.
- (b) **The Management Committee** shall consist of the Chairman, Vice-Chairman, Secretary, Assistant Secretary, Treasurer, Publicity Officer, Registrar and eight elected members, two from each of the four sections of the Choir.

17. The Appointment of Trustees

(1) The Choir in general meeting shall elect the Officers and the other Trustees.

(2) The Trustees may appoint any person who is willing to act as a Trustee. Subject to sub-clause 5(b) of this clause, they may also appoint Trustees to act as officers.

(3) Each of the Trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.

(4) No-one may be elected a Trustee or an Officer at any annual general meeting unless prior to the meeting the Choir is given a notice that:

- a. is signed by a member entitled to vote at the meeting;
- b. states the member's intention to propose the appointment of a person as a Trustee or as an officer;
- c. is signed by the person who is to be proposed to show his or her willingness to be appointed.

(5)

- a. The appointment of a Trustee, whether by the Choir in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed in accordance with this constitution as the maximum number of Trustees.
- b. The Trustees may not appoint a person to be an Officer if a person has already been elected or appointed to that office and has not vacated the office.

c. Election to the Management Committee:

1. Nominations duly seconded and signed by the Nominee must be in the hands of the Secretary 7 days prior to the date of the Annual General Meeting.
2. Officers are to be elected by ballot at the Annual General Meeting.

3. Committeemen are to be elected by and out of the Four Sections of the Choir at the Annual General Meeting.
4. Where a duly elected Committeeman is subsequently successful in an Election for an Office at the Annual General Meeting, the vacancy for Committee so created shall be filled by a subsequent election at the earliest opportunity.
5. Where, during the year, a vacancy occurs on the Management Committee for whatever reason, the vacancy will be filled at the earliest possible date at the discretion of the Management Committee.
6. In the event of the Chairman or Secretary vacating Office for whatever reason during the year, the positions be filled automatically by the Vice-Chairman/Assistant Secretary upon their acceptance until the next Annual General Meeting.

18. Powers of Trustees

(1) The Trustees must manage the business of the Choir and have the following powers in order to further the Objects (but not for any other purpose):

- a. to raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - b. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - c. to sell, lease or otherwise dispose of all or any part of the property belonging to the Choir. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
 - d. to borrow money and to charge the whole or any part of the property belonging to the Choir as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if they intend to mortgage land;
 - e. to co-operate with other charities, voluntary bodies and statutory authorities to exchange information and advice with them;
 - f. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - g. to acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects;
 - h. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - j. to obtain and pay for such goods and services as are necessary for carrying out the work of the Choir;
- and

k. to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;

l. to do all such other lawful things as are necessary for the achievement of the Objects;

(2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

(3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

(4) It will be the responsibility of each Trustee to maintain discipline and order during rehearsals and concerts. This also applies when the Choir is travelling to and from concert engagements and when on tour.

19. Disqualification and Removal of Trustees

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

(1) is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

(2) ceases to be a member of the Choir;

(3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(4) resigns as a Trustee by notice to the Choir (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or

(5) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

20. Proceedings of Trustees

(1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.

(2) Any Trustee may call a meeting of the Trustees.

(3) The Secretary must call a meeting of the Trustees if requested to do so by a Trustee.

(4) Questions arising at a meeting must be decided by a majority of votes.

(5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(6) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.

(7) The quorum shall be two or the number nearest to one third of the total number of Trustees, whichever is the greater or such larger number as may be decided from time to time by the Trustees.

(8) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

(9) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

(10) The person elected as the Chair shall chair meetings of the Trustees.

(11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.

(12) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Trustees.

(13) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.

(14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

Management: The management of the Choir, and all arrangements for rehearsals, concerts and engagements shall be in the hands of the Management Committee.

21. Delegation

(1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any such delegation must be recorded in the minute book.

(2) The Trustees may impose conditions when delegating, including the conditions that the relevant powers are to be exercised exclusively by the committee to whom they delegate; no expenditure may be incurred on behalf of the Choir except in accordance with a budget previously agreed with the Trustees.

(3) The Trustees may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

22. Irregularities in Proceedings

(1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- who was disqualified from holding office;

- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without:

- the vote of that Trustee; and
 - that Trustee being counted in the quorum,
- the decision has been made by a majority of the Trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if the resolution would otherwise have been void.

(3) No resolution or act of

- a. The Trustees
- b. any committee of the Trustees
- c. the Choir in general meeting

shall be invalidated by reason of the failure to give notice to any Trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Choir.

23. Minutes

The Trustees must keep minutes of all:

- (1) appointments of Officers and Trustees made by the Trustees;
- (2) proceedings at meetings of the Choir;
- (3) meetings of the Trustees and committees of Trustees including:
 - (a) the names of the Trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

24. Annual Report and Return and Accounts

- (1) The Trustees must comply with their obligations under the Charities Act 1993 with regard to:
 - a. the keeping of accounting records for the Choir;
 - b. the preparation of annual statements of account for the Choir;
 - c. the transmission of the statements of account to the Choir;

- d. the preparation of an Annual Report and its transmission to the Commission;
 - e. the preparation of an Annual Return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.
- a. the Choir's yearly examination of accounts will be verified by an external party prior to submission at the Annual General Meeting.

25. Registered Particulars

The Trustees must notify the Commission promptly of any changes to the Choir's entry on the Central Register of Charities.

26. Property

- (1) The Trustees must ensure the title to:
- a. all land held by or in trust for the Choir that is not vested in the Official Custodian of Charities; and
 - b. all investments held by or on behalf of the Choir, is vested either in a corporation entitled to act as custodian Trustee or in not less than three individuals appointed by them as holding Trustees.
- (2) The terms of the appointment of any holding Trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Choir.
- (3) The Trustees may remove the holding Trustees at any time.

27. Repair and Insurance

The Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Choir (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

28. Notices

- (1) Any notice required by this constitution to be given to or by any person must be:
- a. in writing; or
 - b. given using electronic communications.
- (2) The Choir may give any notice to a member either:
- a. personally; or

- b. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - c. by leaving it at the address of the member; or
 - d. by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the Choir or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Choir.
- (4) A member present in person at any meeting of the Choir shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5)
- a. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - b. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
 - c. A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

29. Rules

- (1) The Trustees may from time to time make rules or bye-laws for the conduct of their business.
- (2) The rules may regulate the following matters but are not restricted to them:
- a. the admission of members of the Choir (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - b. the conduct of members of the Choir in relation to one another, and to the Choir's employees and volunteers;
 - c. the setting aside of the whole or any part or parts of the Choir's premises at any particular time or times or for any particular purpose or purposes;
 - d. the procedure at general meeting and meetings of the Trustees in so far as such procedure is not regulated by this Constitution;
 - e. the keeping and authenticating of records. (If regulations made under this clause permit records of the Choir to be kept in electronic form and requires a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
 - f. generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

- (3) The Choir in general meeting has the power to alter, add to or repeal the rules or by-laws.
- (4) The Trustees must adopt such means as they think sufficient to bring the rules and by-laws to the notice of members of the Choir.
- (5) The rules or bye-laws shall be binding on all members of the Choir. No rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.
- (6) The Choir adopts the ACAS Code of Practice on disciplinary and grievance procedures.

PART 3 - Rules adopted under Paragraph 29 of Part 2 of the Constitution.

30. Disputes

If a dispute arises between members of the charity about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

31. Staging at Engagements

The Committee in consultation with the Conductor are empowered to prevent the staging of any member.

32. Choir Dress

Choir Uniforms will be provided for singing members, at the discretion of the Management Committee. The uniforms are the property of the Choir and the Management Committee will decide what contribution each choristers will make towards the cost.

33. Funds of the Choir

- (a) The funds of the Choir shall be applied to its stated Aims and Objectives and other charitable causes.
- (b) Members of the Choir may receive reasonable expenses and Honoraria shall be paid as agreed by the Committee.
- (c) In the event of the Dissolution of the Choir, the remaining funds shall be devoted to organisations whose objectives are similar to those of the Choir. or to other purposes as approved by the Charity Commissioners.

34. President and Vice Presidents of the Choir

- a. The post of President may be nominated by the committee and is purely honorary and has no duties or functions other than to be a figurehead of the Choir
- b. Any number of Vice Presidents may be nominated by the Committee.
- c. The post of Vice President is purely honorary and has no voting rights unless they are full members of the choir.

35. Appointments (1)

- a. There shall be the following Chief Officers who shall be elected each year by the Annual General Meeting:
 - i. Chairman
 - ii. Secretary
 - iii. Treasurer
- b. The Annual General Meeting shall appoint:
 - i. Vice Chairman
 - ii. Assistant Secretary
 - iii. Two Committeemen from each vocal section
 - iv. Publicity Officer
 - v. Registrar

36. Appointments (2)

- a. The appointment of the following posts may be appointed at the discretion of the Management Committee.
 - i. Librarian
 - ii. Assistant Librarian
 - iii. Archivist
 - iv. Webmaster
 - v. Stage Marshal
 - vi. Coach Stewards
 - vii. Appreciation Society Secretary

- viii. Recruitment Officer
- ix. Wardrobe Controller
- x. Social Secretary
- xi. Merchandise Sellers
- xii. Fundraising Officer
- xiii. any other position as deemed necessary by the Management Committee

37. A Conductor

Shall be appointed by the Committee and the terms of the appointment shall be set out in correspondence agreed by both parties.

38. The Conductor shall have the right,

Subject to the approval of the Committee:

- a. to order the seating arrangement of members for rehearsals and performances;
- b. to refuse any member permission to sing at a concert for whatever reason deemed necessary.

39. An Accompanist

Shall be appointed by the Committee in consultation with the Conductor, and the terms of the appointment shall be set out in correspondence agreed by both parties.

40. Voice Tests

Applicants for membership shall, and any member may at any time, be required to undergo a voice test. Each member shall undergo a voice test when required by the conductor or Management Committee. Any adverse decision will be referred to the Management Committee for a decision on continuation of membership.

41. Eligibility to Stage

All new choristers are required to attend a minimum of 30 rehearsals prior to staging, or less, with the approval of the conductor and Management Committee. The 30 rehearsal period may also be extended if necessary.

42. Responsibilities of Members

- a. All members are expected to take part in all works chosen for rehearsal and to attend all rehearsals unless prevented by sickness, absence from home or other compelling reason. Members not able to attend rehearsal are to advise their committeeman.
- b. All members shall conform to concert dress as determined from time to time by the Committee.

- c. All members shall conduct themselves in a civil manner in their relationship with other members of the Choir and the public.
- d. All members will pay subscriptions and any other fees and charges determined by the Committee as soon as they become due.
- e. Any member in breach of these responsibilities may be subject to termination of membership.

43. Publication

These rules (and constitution) will be published on the Choir's website and will otherwise be made available to members in printed form if so requested.

44. Alterations and Amendments to the Rules

The Rules under Part 3 may be amended by majority decision at any General Meeting of the Choir. The Appendices to the Rules may be amended by the Committee at any time.

45. Interpretation

In this constitution 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (2) the spouse or civil partner of the trustee or of any person falling within the sub-clause (1) above;
- (3) a person carrying on business in partnership with the trustee or with any person falling within the sub-clause (1) or (2) above;
- (4) an institution which is controlled -
 - (a) by the trustee or any connected person falling within sub-clause (1), (2) or (3) above; or
 - (b) by two or more persons falling within sub-clause (4)(a) when taken together
- (5) a body corporate in which -
 - (a) the charity trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
- (6) Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this clause.