

# Constitution

Adopted on the 26<sup>th</sup> day of June 1996, amended 5<sup>th</sup> day of September 2022

## 1. Name

The name of the association is **Frodsham & District Choral Society**

## 2. Administration

Subject to the matters set out below the Charity 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 the constitution (' the Committee')

## 3. Objects

The Charity's objects ('the objects' ) are to educate the public in the Arts and Sciences and in particular the Art and Science of Music by means of rehearsal concert performances and other related activities.

## 4. Powers

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

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Committee shall not undertake any substantial trading activities and shall conform to any relevant requirements of the law;
- (ii) power to employ such staff (who shall not be members of the committee) as are necessary for the proper pursuit of the objects;
- (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 Committee may think fit;
- (vi) power to do all such other lawful things as are necessary for the achievement of the objects.

## 5. Membership

- (i) Membership of the charity shall be open to any person interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Committee.
- (ii) Every member shall have one vote.
- (iii) The 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 committee accompanied by a friend, before a final decision is made.

## 6. Honorary Officers

At the Annual General Meeting of the Charity 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. Committee**

(i) The Committee shall consist of not less than 7 members nor more than 15 members being:

- (a) the honorary officers specified in the preceding clause;
- (b) not less than 4 and not more than 11 members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting;
- (c) those elected in accordance with the preceding sub-clause shall normally include the following:

Covenant Secretary  
Programme Secretary  
Concert Secretary  
Publicity Officer  
Librarian  
Part Representatives;  
Part representative: Soprano  
Part representative:: Contralto  
Part representative: Tenor  
Part representative: Bass

- (ii) The Committee may in addition appoint not more than 2 co-opted members. Each appointment of a co-opted member shall be made at a special meeting called under clause 16 and shall take effect from the end of that meeting.
- (iii) All the members of the 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.
- (iv) The proceeding of the 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.
- (v) Nobody shall be appointed as a member of the Committee who is under the age of 18 years or who would if appointed be disqualified under the provisions of the following clause.
- (vi) No person shall be entitled to act as a member of the committee whether on a first or on any subsequent entry into office until signing in the minute book of the committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

## **8. Determination of Membership of the Committee**

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

- (i) is disqualified from acting as a member of the committee by virtue of section 45 of the Charities Act 1992 (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 own affairs;
- (iii) is absent without the permission of the Committee from all their meeting held within a period of 6 months and the Committee resolve that his or her office should be vacated: or
- (iv) notifies to the Committee a wish to resign (but only if at least three members of the Committee will remain in office when the notice of resignation is to take effect.

## **9. Committee members not to be personally interested.**

No member of the Committee shall acquire any interest in property belonging to the Charity (otherwise, than as a Trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Committee) in any contract entered into by the Committee.

## **10. Meetings and proceedings of the Committee**

- (ii) The chairman shall act as chairman at meetings of the Committee. If the chairman is absent from any meeting the members of the Committee present shall choose one of their number to be chairman of the meeting before any business is transacted.
- (iii) There shall be a quorum when at least one third 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 the meeting.
- (iv) Every matter shall be determined by a majority of votes of the members of the 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.
- (v) The Committee shall keep minutes, in books kept for the purpose of the proceedings at meetings of the Committee and any sub-committee.
- (vi) The 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.
- (vii) The Committee may appoint one or more sub-committees consisting of three or more members of the committee (or of the Charity) for the purpose of making any inquiry 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 subcommittee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the committee.
- (viii) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- (ix) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (x) Meetings held by electronic means must comply with rules for meeting.

## **II. Receipts and Expenditure**

- (i) The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Committee in the name of the Charity at such bank as the Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Committee.
- (ii) The funds belonging to the Charity shall be applied only in furthering the objects.

## **12. Accounts**

The Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

- (i) the keeping of accounting records for the Charity;

- (ii) the preparation of annual statements of account for the Charity;
- (iii) the auditing or independent examination of the statements of account of the Charity; and
- (iv) the transmission of the statements of account of the Charity to the Commissioners.

### **13. Annual Report**

The Committee shall comply with their obligations under the Charities Act 1992 (or any statutory Re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

### **14. Annual Return**

The Committee shall comply with their obligations under the Charities Act 1992 (or any statutory Re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

### **15. Annual General Meeting**

- (i) There shall be an Annual General Meeting of the Charity which shall be held in the month of June in each year or as soon as practicable thereafter.
- (ii) Every Annual General Meeting shall be called by the Committee. The secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
- (iii) The chairman of the Charity shall be the chairman of the Annual General Meeting, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- (iv) The committee shall present to each Annual General Meeting the report and accounts of the Charity for the preceding year.
- (v) Nominations for election to the Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Committee at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

### **16. Special General Meetings**

The Committee may call a special general meeting of the Charity 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 21 days' notice must be given. The notice must state the business to be discussed.

### **17. Procedure at General Meetings**

- (i) The secretary or other person specially appointed by the Committee shall keep a full record of proceeding as every general meeting of the charity.
- (ii) There shall be a quorum when at least one tenth of the number of members of the Charity for the time being, or ten members of the Charity, whichever is the greater, are present at any general meeting.

## **18. Notices**

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary of the Committee on any member either personally or by sending it through the post in a prepaid letter addressed 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 10 days of posting.

## **19. Alterations to the Constitution**

- (i) 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 membership present and voting at a General meeting. The notice of the general meeting must include notice of the resolutions, setting out the terms of the alteration proposed.
- (ii) No amendment may be made to clause 1 (the name of the charity clause), clause 3 (the objects clause), clause 9 (Committee members not to be personally interested clause), clause 20 (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- (iii) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (iv) The Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

## **20. Dissolution**

If the Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, 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 Committee shall have power to realise any assets held by or on behalf of the charity. 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 charity as the members of the charity 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 charity must be sent to the commissioners.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document, being a representative number of the membership as a whole and having been authorised to so do by the general meeting of the charity on that date.