

WINCHESTER MUSIC CLUB – CONSTITUTION

as amended at the AGM on 24th September 2021

1. Name

The association shall be known as Winchester Music Club ("the Club").

2. Objects

The Club shall exist as an amateur society to promote, improve, develop and maintain public education in and appreciation of the art and science of choral music in all its aspects by the presentation of public concerts and for general purposes as shall be exclusively charitable as the Committee may from time to time decide.

3. Management

The Club shall be managed by an Executive Committee ("the Executive") constituted by Clause 5, who shall act as trustees of the charity.

4. Membership

4.1 Members shall be over 16 years of age. There shall be six categories of membership:-

4.1.1 Performing Members (who shall be subject to audition and admitted at the discretion of the Musical Director)

4.1.1.1 subscribing individuals

4.1.1.2 full-time students

4.1.1.3 honorary performing members

4.1.2 Friends

4.1.2.1 subscribing individuals

4.1.2.2 corporate subscribers

4.1.2.3 honorary Friends

4.2 Every Member or Friend of the Club shall have one vote.

4.3 Subscriptions for each category shall be determined, from time to time, by the Executive; unless reversed at the Annual General Meeting.

4.4 Any member who has not paid the appropriate subscription, after six months from the relevant date, shall be deemed to have resigned, unless, in the case of Performing Members, the Secretary has been informed of the intention to miss one season.

4.5 No individual shall be excluded from membership of the Club or debarred from any official capacity on the Executive on the grounds of sex, race, colour, religion, sexual orientation, disability or political affiliation.

5. Executive

5.1 The Executive shall have a minimum of five and a maximum of fourteen members (including the Officers). The actual number required to serve, at any one time, to be approved at the Annual General Meeting.

5.2 The Officers of the Club (Chairman, Treasurer and Secretary) shall be elected at the Annual General Meeting, as necessary. Officers shall serve for three year terms and be eligible for re-election. However, after nine consecutive years in office they shall not seek re-election until one year has elapsed.

5.3 Up to eleven Members shall be elected at the Annual General Meeting, each with a specific area of interest e.g.:-

5.3.1 Ordinary Members

5.3.1.1 Assistant Treasurer

5.3.1.2 Concert Manager

5.3.1.3 Publicity Manager

5.3.1.4 other specialist as required from time to time.

Ordinary members shall serve for two-year terms and be eligible for re-election. However, after eight consecutive years in office they shall not seek re-election until one year has elapsed.

5.3.2 Representative Members

5.3.2.1 Female singers

5.3.2.2 Male singers

Representative members shall serve for two-year terms. However, after four consecutive years in office, they shall not seek re-election until one year has elapsed.

5.4 The Executive may appoint co-opted members for a specified purpose and time.

5.5 Any casual vacancy of the Officers or Members may be filled by the Executive; provided that the person appointed shall hold office for the remainder of the period in office of the person being replaced and be eligible for re-election.

6. Powers

The Executive shall have powers to:-

6.1 fill the Offices of Honorary President and one or more Vice-Presidents by invitation

6.2 bestow Honorary Membership of the Club

6.3 appoint a Musical Director

6.4 engage professional musicians

6.5 arrange public performances

6.6 determine in consultation with the Musical Director

- works to be performed
- artists to be engaged
- standards of performance to be attained
- venues, dates and times of rehearsal

6.7 raise funds and receive contributions by way of subscriptions or otherwise; provided that the Club shall not undertake any substantial trading activities.

6.8 acquire and dispose of investments as the Executive shall see fit.

6.9 do other lawful things necessary for the achievement of the Objects.

7. Determination of membership of the Executive

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

7.1 is disqualified by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification);

7.2 becomes incapable of managing his/her own affairs;

7.3 is absent from three consecutive meetings and the Executive resolve that the office be vacated;

7.4 notifies the Secretary of a wish to resign (but, only if at least four members will remain in office when the notice of resignation is to take effect);

7.5 has an interest (other than as a member of the Executive) in any contract entered into by the Executive.

8. Meetings and proceedings of the Executive

- 8.1 The Executive shall hold at least three ordinary meetings each year.
- 8.2 The Chairman shall be empowered to initiate a special meeting or shall do so at the request of not fewer than two members of the Executive.
- 8.3 If the Chairman is absent from any meeting, the members present shall choose one of their number to act as chairman of the meeting.
- 8.4 There shall be a quorum when five members are present.
- 8.5 Every matter shall be determined by a majority of votes of members present and voting on the question. In the case of equality, the chairman of the meeting shall have a second casting vote.
- 8.6 The Secretary shall keep minutes of the proceedings of the Executive and any sub-committees.
- 8.7 The Executive may make and alter Rules for the conduct of business. No rule may be made which is inconsistent with this constitution.
- 8.8 The Executive may appoint sub-committees for specified tasks.
- 8.9 The Executive may invite individuals to be in attendance at its meetings (e.g. the Musical Director).

9. Receipts and Expenditure

- 9.1 The funds shall be paid into an account operated in the name of the Club at such bank or other authorised deposit-taking institution as the Executive shall determine.
- 9.2 All cheques drawn on the account in excess of £500 must be signed by two Officers.
- 9.3 All digital or online payments in excess of £500 made from the account by the Treasurer (or other Officer of the Club) must be approved by a second Officer.

10. Investments

The Executive shall cause the title to investments held by or on behalf of the Club to be vested in one of the following;

- 10.1 a corporation entitled to act as a Custodian Trustee;
- 10.2 not fewer than three trustees appointed to act as Holding Trustees. Holding Trustees may be removed by the Executive at any time. Provided they act in accordance with the lawful directions of the Executive, Holding Trustees shall not be personally liable for any acts or defaults.
- 10.3 in the name of a bank, trust corporation or a stock-broking company, as nominee for the Executive.

11. Accounts and Reports to the Charity Commission

- 11.1 The trustees shall comply with the Charities Act 1993 (or any statutory re-enactment or modification) with regard to keeping accounting records, preparation of the annual statement of account and independent examination of the statement of account.
- 11.2 The trustees shall comply with the Charities Act 1993 (or any statutory re-enactment or modification) with regard to the preparation and transmission to the Charity Commission of the Statement of Account, the Annual Report and the Annual Return.

12. Annual General Meeting

- 12.1 The Annual General Meeting shall be called within four months of the end of the financial year or as soon as practicable thereafter. The Secretary shall give at least 21 days notice to all members who are entitled to attend and vote.
- 12.2 The Executive shall present the Report and Accounts for the preceding year.
- 12.3 The Musical Director may also make a report.
- 12.4 In the calling notice for the Annual General Meeting, the Secretary shall notify the vacancies to be filled and

whether existing members are eligible and willing to stand for re-election.

12.5 For the purposes of Clauses 5.2 and 5.3, only Members or Friends of the Club shall be eligible for nomination as members of the Executive.

12.6 Nominations for new candidates must be proposed and seconded by a Member or Friend of the Club and be accompanied by a written statement confirming the willingness of the person to act as a trustee.

12.7 Nominations must be received by the Secretary at least three clear days before the date of the Annual General Meeting,

12.8 Should nominations exceed the number of vacancies, election shall be by means of a system of voting for which arrangements shall be undertaken by the Secretary.

13. Special General Meetings

13.1 The Executive may call a Special General Meeting at any time.

13.2 If at least 15 members of the Club request a Special Meeting in writing (stating the business to be considered), the Secretary shall call such a meeting.

13.3 At least 21 days notice must be given to members of the business to be discussed at a Special General Meeting.

13.4 The chairman of a Special General Meeting shall be the President, alternatively a Vice President or the Chairman of the Club may take the chair.

14. Procedure at General Meetings

14.1 The Secretary shall keep minutes of the proceedings at General Meetings

14.2 There shall be a quorum when at least 30 members of the Club are present at any General Meeting.

14.3 All issues, other than those arising in respect of Clauses 16 and 17, shall be decided by a simple majority of those present and entitled to vote.

15. Notices

Any notice served on any member shall be in writing and served by personal delivery, or by sending it through the post in a prepaid letter to the member's last known address, or by electronic means of communication to the member's last known email address. Any notice so sent shall be deemed to have been received on the day of personal delivery or otherwise within three days of despatch.

16. Alterations to the Constitution

16.1 Subject to the 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 the resolution, setting out the terms of the alteration proposed.

16.2 No amendment may be made to Clause 1 (Name), Clause 2 (Objects), Clause 7.5 (Members of the Executive not to be personally interested), Clause 17 (Dissolution) or this Clause without prior consent, in writing, of the Charity Commissioners.

16.3 No amendment may be made which would have the effect of making the Club cease to be a charity at law,

16.4 The Executive shall send to the Charity Commissioners a certified copy of any amendment made under this Clause.

17. Dissolution

If the Executive decides that it is advisable to dissolve the Club, then it shall call a meeting of all members of which not less than 21 days notice shall be given stating the terms of the resolution(s) to be proposed. If the proposal is approved by a two-thirds majority of those present and voting, the Executive shall have power to realise assets held by or on behalf of the Club. After the satisfaction of any proper debts and liabilities, any assets remaining shall be given to such other charitable institutions as the members shall determine. A copy of the Statement of Account for the final accounting period must be sent to the Charity Commissioners.

RULES

1 Subscriptions

The subscription year starts on 1st September and payment is due by the second rehearsal in September or, in the case of new members, on joining.

As at 2021 the rates for each category are:

(a) Performing Members

(i) subscribing individuals - full subscription being £140 , or £135 if paid by the second rehearsal in September.

(ii) subscribing individuals under 25 on 1 September being £25

(iii) honorary members - NIL

(b) Friends

(i) subscribing individuals - a reasonable donation (minimum £25 (£45 for two individuals in the same household))

(ii) corporate subscribers - a reasonable donation (minimum three times the performing members' full subscription)

(iii) honorary Friends - NIL

Subsequent years' subscriptions shall be determined according to Paragraph 4.3 of the Constitution. The Executive may, in special cases, allow subscriptions to be paid in two instalments or grant honorary status. Full-time members of the Winchester College music teaching staff may be invited to be honorary members.

2 Rehearsals

Rehearsals are normally held on Winchester College premises, by permission of the Headmaster.

3 Performance standards

It shall be within the sole discretion of the Musical Director to exclude from singing in any performance, any member who has not in his opinion attended sufficient rehearsals to have gained an adequate knowledge of the music.

The Musical Director may also require any Performing Member to undergo a further voice trial, in the course of a season, with a view to maintaining the required standard of vocal efficiency.

4 Rules

A copy of the Constitution and Rules of the Club shall be given to each new member on joining.