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Model constitution

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The Making Music model constitution, or legal governing document, has been developed with the Charity Commission for England and Wales, and is designed specifically to give a legal framework to leisure-time music groups that run as a charity. Our model constitution was originally approved in 2015 and updated in October 2021.

CONSTITUTION

1. Name

The name of the Charity shall be **Woodbridge Choral Society** hereinafter referred to as the Charity.

2. Objects

The objects of the Charity shall be to advance, improve, develop and maintain public education in, and appreciation of, the art and science of music in all its aspects by any means the trustees see fit, including through the presentation of public events

3. Membership

(1) Membership is open to individuals who are approved by the trustees.
(2) 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 Charity to refuse the application.
(a) The trustees must inform the applicant in writing of the reasons for the refusal within 21 days of the decision.
(b) 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. This must be made available to any member upon request, assuming the relevant data protection permissions are in place.
(5) Every member shall have one vote.

4. Termination of membership

(1) Membership is terminated if:
(a) the member dies
(b) the member resigns by written notice to the Charity;
(c) any sum due from the member to the Charity is not paid in full within six months of it falling due;
(d) the member is removed from membership by a resolution of the trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove

a member from membership may only be passed if:

i. the member has been given at least 21 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;
ii. the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting;
iii. the decision to terminate the membership is communicated to the member in question in writing within seven days of the meeting taking place;

(2) any decision made by the trustees to terminate a membership is final.

5. Officers and trustees

(1) The Charity and its property shall be managed and administered by a committee comprising trustees elected from and by the Charity's members (Elected Trustees) and trustees Co-opted by existing trustees (Co-opted Trustees).
(2) All members of the committee are trustees.
(3) The Charity shall have on the committee at least the following officers, appointed by the trustees:
   i. A chair
   ii. A secretary
   iii. A treasurer

   More officer roles can be appointed if deemed necessary by the trustees.
(4) An Elected trustee must be a member of the Charity
(5) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 8.
(6) The number of trustees shall be not less than three but shall not be subject to any maximum.
(7) The first trustees (including officers) shall be those persons elected as trustees and officers at the meeting at which this constitution is adopted.
(8) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

6. Payment of trustees

(1) Trustees can be paid legitimate expenses incurred on behalf of the Charity
(2) Any other trustee payments, or payments to connected persons of trustees, must be with the approval and/or permission of the Charity Commission and in accordance with the Trustees Act 2000 and section 185 of the Charities Act 2011 where appropriate.

7. Appointment of trustees

(1) Elected Trustees
(a) The Charity in a general meeting shall elect the trustees and may elect the officers.
(b) The trustees may appoint any person who is willing to act as a trustee. They may also appoint trustees to act as officers.
(c) At each annual general meeting a third of Elected trustees shall retire and be eligible for re-election up to a fixed number of three-year terms as set out in the Charity's rules and regulations.

(2) Co-opted Trustees
(a) In case of a vacancy arising on the committee, the trustees may co-opt a new trustee from the members of the Charity who shall then stand for election by members at the next annual general meeting.
(b) Where relevant, the existing trustees may also appoint Co-opted trustees who are not a member of the Charity to provide additional expertise or experience, provided

that:

i. any such Co-opted trustees do not represent more than one third of all trustees
ii. any such Co-opted trustees serve no more than two consecutive three year terms.

(c) The trustees may appoint Co-opted Trustees as officers, provided that no more than one third of all officers are Co-opted Trustees.

8. Disqualification and removal of trustees

(1) There must be at least three charity trustees. If the number falls below this minimum, the remaining trustees may act only to call a meeting of the Charity trustees or appoint a new charity trustee.

(2) A trustee shall cease to hold office if he or she:

(a) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision)

(b) ceases to be a member of the Charity as detailed in section 4

(c) in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

(d) resigns as a trustee by notice to the Charity

(e) is absent without the permission of the trustees from all their meetings held within a period of 12 consecutive months and the trustees resolve that his or her office be vacated.

9. Powers

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

(1) power to raise funds and to invite contributions provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;

(2) power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;

(3) power subject to any consents required by law to borrow money and to charge all or part of the property of the Charity with repayment of the money so borrowed;

(4) power to employ such staff as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependents;

(5) 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;

(6) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

(7) power to appoint and constitute such advisory committees as the Trustees may think fit;

(8) power to do all such other lawful things as are necessary for the achievement of the objects.

10. Meetings and proceedings of the committee

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

(2) The Committee shall hold at least [2] ordinary meetings each year. A special meeting may be called at any time by the Chair, or by any 2 trustees, upon not less than four days' notice being given to the other trustees of the matters to be discussed, but if the matter includes the appointment of a Co-opted Trustee, then

not less than 14 days' notice must be given.
(3) Any trustee may call a meeting of the trustees.
(4) The secretary must call a meeting of the trustees if requested to do so by a trustee.
(5) The Chair shall act as chair at meetings of the trustees. If the Chair is absent from any meeting, the trustees present shall choose one of their number to chair the meeting before any other business is transacted.
(6) There shall be a quorum when at least one third of all trustees for the time-being, or three trustees (whichever is the greater), are present at a meeting. Where the committee comprises only two trustees, they shall constitute a quorum in line with clause 8 (1)
(7) 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.
(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) Questions shall be determined by a majority of votes of the trustees present and voting on the question, but in the case of equality of votes, the chair of the meeting shall have a second or 'casting' vote.
(11) The committee shall keep minutes of the proceedings at meetings of the trustees and any sub-committee, and shall ensure that these are stored safely, and that they are available for inspection as required.
(12) The trustees may appoint one or more sub-committees, consisting of three or more trustees, for the purpose of making any enquiry 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 sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Trustees.
(13) Where the Charity has a conductor or music director, he or she may attend trustee meetings except when his/her position is being considered. He/she shall not be eligible to vote in a committee meeting.
(14) Participation in meetings by electronic means;
(a) 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.
(b) 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
(c) Meetings held by electronic means must comply with rules for meetings, including voting by suitable electronic means.

11. Conflicts of interests and conflicts of loyalties

A Charity trustee must:
(1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not been previously declared; and
(2) absent himself or herself from any discussions of the Charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
(3) Any trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the trustees on the matter.

12. Rules

(1) The trustees may from time to time make rules or bye-laws for the conduct of their business.
(a) The bye-laws may regulate the following matters but are not restricted to them:
(b) the admission of members of the Charity (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;
(c) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
(d) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
(e) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;
(f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
(2) The trustees must adopt such means as they think sufficient to bring the rules and bye- laws to the notice of members of the Charity.
(3) The rules or bye-laws shall be binding on all members of the Charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in this constitution.

13. Finance

(1) The financial year shall end on **31st May**
(2) A banking account shall be opened in the name of the Charity and payments shall be authorised by any two trustees
(3) The income and property of the Charity shall be applied solely towards promoting the objects of the Charity as set forth above. No portion thereof shall be paid or transferred either directly or indirectly to any trustee except in payment of legitimate expenses incurred on behalf of the Charity or with approval and/or permission from the Charity Commission.

14. Annual General Meeting

(1) The Charity 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 15 months may elapse between successive annual general meetings.
(3) At least 21 days' written notice of an AGM shall be given to all members of the Charity.
(4) The committee shall present to each AGM the report and accounts of the Charity for the preceding year.
(5) Nominations for Elected Trustees must be made by members of the Charity in writing. Should nominations exceed vacancies, an election shall be held.

15. Special General Meeting

(1) All general meetings other than annual general meetings shall be called special general meetings.
(2) The trustees may call a special general meeting at any time.
(3) At least 21 days' written notice of an SGM shall be given to all members.
(4) The trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. Where the Charity has less than 30 members, the trustees must call a special general meeting if requested to do so in writing by at least five members. 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 with the provisions of this constitution.

16. Procedure at General Meetings

(1) No business shall be transacted at any general meeting unless a quorum is present.
(2) A quorum is:
(a) Three members, excluding the charity trustees, who are entitled to vote upon the business to be conducted at the meeting; or
(b) one tenth of the total membership at the time, whichever is the greater.
(3) 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.
(4) 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.
(5) If no quorum is present at the re-convened meeting within 15 minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum.
(6) The secretary or other person specially appointed by the committee shall keep a full record of proceedings at every general meeting of the Charity.
(7) Participation in General meetings by electronic means
(a) A general meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.
(b) Any member participating at a meeting by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
(c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes and voting by suitable electronic means.

17. Accounts

The financial accounts shall be audited or examined to the extent required by legislation or, if there is no such requirement, scrutinized by a person who is independent of the trustees and then submitted to the members at the Annual General Meeting.

18. Alterations to the constitution

(1) The constitution may be altered by a two-thirds majority of the members present and voting at any General Meeting, provided that 14 days' notice of the proposed alteration has been sent to all members and provided that nothing herein contained shall authorise any amendment which shall have the effect of the Charity ceasing to be a charity.

(2) Amendments to any clauses will be carried out within the framework required by legislation. Where a charity is too small to register with the Charity Commission only sub clause (1) of this clause will be applicable.

19. Dissolution

In the event of the Charity being wound up, any assets remaining upon dissolution after the payment of proper debts and liabilities shall be transferred to a charitable institution or institutions having similar objects to those of the Charity.

END

Approved at special general meeting on 13 February 2024