

WORCESTER CLASSICAL GUITAR SOCIETY

CONSTITUTION

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CONSTITUTION

Adopted on the 5th day of October 2008.

PART 1

1. The Name

The association's name is: WORCESTER CLASSICAL GUITAR SOCIETY

(and in this document it is called the "Society").

2. The Objects

The Objects of the Society shall be:

(1) to advance, improve, develop and maintain public education in, and appreciation of, the art and science of Classical Guitar in all its aspects, including through the presentation of public concerts and recitals and educational workshops and by such other ways, as the Society through its Executive Committee shall determine from time to time;

(2) to further such charitable purpose or purposes as the Executive Committee in their absolute discretion shall think fit.

3. Application of the Income and Property

(1) The income and property of the Society shall be applied solely towards the promotion of the Objects.

(2) An Executive Officer may pay out of, or be reimbursed from, the property of the Society reasonable expenses properly incurred by him or her when acting on behalf of the Society.

(3) None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Society. This does not prevent:

(a) a member who is not also a member of the Executive Committee from receiving reasonable and proper remuneration for any goods or services supplied to the Society;

(b) an Executive Officer from:

i. buying goods or services from the Society upon the same terms as other members or members of the public;

ii. receiving a benefit from the Society in the capacity of a beneficiary of the Society, provided that the Executive Committee comply with the provisions of sub clause (6) of this clause, or as a member of the Society and upon the same terms as other members;

(c) the purchase of indemnity insurance for the Executive Committee against any liability that by virtue of any rule of law would otherwise attach to an Executive 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 Society 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 an Executive Officer;

(iii) liabilities to the Society that result from conduct that the Executive Officer knew or ought to have known was not in the best interests of the Society or in respect of which the person concerned did not care whether that conduct was in the best interests of the Society or not.

(4) No Executive Officer may be paid or receive any other benefit for being an Executive Officer.

(5) An Executive Officer may:

(a) sell goods, services or any interest in land to the Society;

(b) be employed by or receive any remuneration from the Society;

(c) receive any other financial benefit from the Society; 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 Executive Committee in accordance with the conditions in sub-clause (6) of this clause.

(6) (a) If it is proposed that an Executive Officer should receive a benefit from the Society 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 Executive Committee members who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Society to contract with or employ that Executive Officer rather than with someone who is not an Executive Officer and they must record the reason for their decision in the minutes.

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

(d) If the Executive Committee fails to follow this procedure, the resolution to confer a benefit upon the Executive Officer will be void and the Executive Officer must repay to the Society the value of any benefit received from the Society.

(7) An Executive Officer must absent himself or herself from any discussions of the Executive Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest and take no part in the voting upon the matter.

(8) In this Clause 3, "Executive Officer" shall include any person, firm or company connected with the Executive Officer.

4. Dissolution

(1) If the members resolve to dissolve the Society the Executive Committee will remain in office as Society Trustees and be responsible for winding up the affairs of the Society in accordance with this clause.

(2) The Executive Committee must collect in all the assets of the Society and must pay or make provision for all the liabilities of the Society.

(3) The Executive Committee must apply any remaining property or money:

(a) directly for the Objects;

(b) by transfer to any Society or charities for purposes the same as or similar to the Society;

(c) in such other manner as HM Revenue and Customs 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 Society specifying the manner in which the Executive Committee are to apply the remaining property or assets of the Society and the Executive Committee must comply with the resolution if it is consistent with paragraphs (a-c) in sub-clause (3) above.

(5) In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society (except to a member that is itself a charitable institution having similar objects to those of the Society).

(6) The Executive must notify HM Revenue and Customs promptly that the Society has been dissolved. If the Executive are obliged to send the Society's accounts to HM Revenue and Customs for the accounting period which ended before its dissolution, they must send the Society's final accounts.

5. Amendments

(1) The Society 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 Society cease to be charitable 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 or of donors to the Society;

(c) no amendment may be made to clause 3 without the prior written consent of the HM Revenue and Customs;

(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 HM Revenue and Customs within twenty-eight days of it being passed.

Part 2

6. Membership

(1) Membership of the Society is open to any individual or organisation interested in furthering the Objects of the Society.

(2) (a) The Executive Committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application.

(b) The Executive Committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(c) The Executive Committee must consider any written representations the applicant may make about the decision. The Executive Committee's 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 Executive Committee must keep an up-to-date register of names and addresses of the members which must be made available to any member upon request.

7. Honorary Membership

(1) Honorary membership shall be regarded as membership for life and may be conferred upon any individual who has demonstrated his or her self to be:

(a) a worthy advocate of the Society's Objects by act of charity or favour; and,

(b) deserving by virtue of long service; or,

(c) deserving by virtue of exceptional service to the Society or its Objects.

(2) Honorary members shall be:

(a) exempt from any payment of membership subscriptions;

(b) entitled to the same rights and privileges as ordinary members in accordance with this constitution.

(3) Only one honorary membership may be awarded in any given year.

(4) Honorary membership may be conferred upon any charitable trust, association or institution formed for any of the charitable purposes included in the Objects.

(5) The Patron of the Society shall be an honorary member.

8. Equal Opportunities

No individual shall be excluded from membership of the Society or de-barred from any official capacity on the committee on the grounds of sex, race, colour, religion, sexual orientation, disability or political affiliation.

9. 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 Society unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the Society is not paid in full within a reasonable period of it falling due;
- (4) the member is removed from membership by a resolution of the Executive Committee that it is in the best interests of the Society 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 Executive Committee 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 Society) has been allowed to make representations to the meeting.

10. General Meetings

- (1) The Society 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 Executive Committee may call a special general meeting at any time.
- (5) The Executive Committee or one-tenth of the membership must call a special general meeting if requested to do so in writing by at least three members. The request must state the nature of the business that is to be discussed.
- (6) Within six months of the end of each financial year the members shall be summoned to an annual general meeting of which at least 12 days' notice in writing shall be given to all members.
- (7) The Executive Committee shall present to each annual general meeting the report and accounts of the society for the preceding year.

11. Notice

- (1) The minimum period of notice required to hold any general meeting of the Society is 12 clear days from the date on which the notice is deemed to have been given.
- (2) A special 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 Executive Committee.
- (5) The Society may by any reasonable means give any notice to any person either personally or by post or by hand or using electronic communications to the last known address.
- (8) A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (9) A notice shall be deemed to be given 72 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

12. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is five 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 quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Executive Committee shall determine.
- (5) The Executive Committee 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.

13. Chair

- (1) General meetings shall be chaired by an Executive Officer nominated by the Executive Committee to chair the meeting.
- (2) If there is only one Executive Officer present and willing to act, he or she shall chair the meeting.
- (3) If no Executive Officer 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.

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.

(3) Honorary members shall be entitled the same voting rights as ordinary members.

(4) All nominations for the award of honorary membership shall be deliberated upon by the Society members and decided by majority vote in the annual general meeting.

15. Executive Officers

(1) The Society and its property shall be managed and administered by a committee comprising the Officers elected in accordance with this constitution. The Officers of the committee shall be the Executive Committee of the Society and in this constitution are called "Executive Officers".

(2) The Society shall have as the minimum, the following Executive Officers:

- a music director,
- a secretary,
- a treasurer.

(3) An Executive Officer must be a member of the Society or the nominated representative of an organisation that is a member of the Society.

(4) No one may be appointed an Executive Officer if he or she would be disqualified from acting under the provisions of Clause 18.

(5) The number of Executive Officers shall be not less than three but shall not be subject to any maximum.

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

(7) An Executive Officer may not appoint anyone to act on his or her behalf at meetings of the Executive Committee.

16. The Appointment of Executive Officers

(1) Nominations for election to the Executive Committee must be made by members of the Society in writing and must be in the hands of the Secretary at least 12 days before any proposed meeting at which such appointment shall be discussed. Should nominations exceed vacancies, an election shall be held.

(2) The Society in general meeting shall elect the Executive Officer and the other Executive Committee members.

(3) The Executive Committee may appoint any person who is willing to act as an Executive Officer.

(4) 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.

(5) The Executive Committee may not appoint a person to be an Executive Officer if a person has already been elected or appointed to that office and has not vacated the office.

17. Powers of Executive Officers

(1) The Executive Committee must manage the business of the Society 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 Executive Committee 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 co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(d) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

(e) to acquire, merge with or enter into any partnership or joint venture arrangement with any other Society or charity formed for any of the Objects;

(f) to set aside income as a reserve against future expenditure but such income may only be used in advancing the Society's Objects.

(g) to obtain and pay for such goods and services as are necessary for carrying out the work of the Society;

(i) to open and operate such bank and other accounts as the Executive Committee considers necessary;

(j) 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 Executive Committee.

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

18. Disqualification and Removal of Executive Officers

An Executive Officer shall cease to hold office if he or she:

- (1) is disqualified for acting as an Executive Officer 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 Society;
- (3) becomes incapable by reason of ill-health;
- (4) resigns as an Executive Officer by notice to the Society; or,
- (5) is absent without the permission of the Executive Committee from all their meetings held within a reasonable period and the Executive Committee resolves that his or her office be vacated.

19. Proceedings of the Executive Committee

- (1) The Executive Committee may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any Executive Officer may call a meeting of the Executive Committee.
- (3) The secretary must call a meeting of the Executive Committee if requested to do so by an Executive Officer.
- (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 Executive Committee 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 Executive Officers, whichever is the greater or such larger number as may be decided from time to time by the Executive Committee.
- (8) An Executive Officer shall not be counted in the quorum present when any decision is made about a matter upon which that Executive Officer is not entitled to vote.
- (9) If the number of Executive Officers is less than the number fixed as the quorum, the continuing Executive Committee or Executive Officer may act only for the purpose of filling vacancies or of calling a special general meeting.
- (10) Executive meetings shall be chaired by an Executive Officer nominated by the Executive Committee to chair the meeting.
- (11) The person appointed to chair meetings of the Executive Committee shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Executive Committee.
- (12) A resolution in writing signed by all the Executive Officers entitled to receive notice of a meeting of the Executive Committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held.
- (13) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Executive Officers.

20. Minutes

- (1) The Executive Committee must keep minutes of all:
 - (a) appointments of Executive Officers;
 - (b) proceedings at meetings of the Society;
 - (c) meetings of the Executive Committee including:
 - the names of the Executive Committee present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.
- (2) The Executive Committee shall ensure that these are stored safely, and that they are available for inspection as required.

21. Finance

- (1) The financial year shall end on 30th day of June.
- (2) A banking account shall be opened in the name of the Society and cheques shall be signed by any two Executive Officers.
- (3) All the arrangements for the concerts and other events and the control of finance shall be in the hands of the Executive Committee.
- (4) The Society shall receive donations, grants in aid and financial guarantees. Tickets for any or all of its concerts and other events shall be offered for sale to the public.
- (5) 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 Executive Committee and then submitted to the members at the annual general meeting.
- (6) The Executive Committee must comply with their obligations under the Charities Act 1993 with regard to:
 - (a) the keeping of accounting records for the Society;
 - (b) the preparation of annual statements of account for the Society;
 - (c) the transmission of the statements of account to the Society;
 - (d) the preparation of an Annual Report and its transmission to HM Revenue and Customs;
 - (e) the preparation of an Annual Return and its transmission to HM Revenue and Customs.

22. Rules

- (1) The Executive Committee may from time to time make rules or bye-laws for the conduct of their business.

(2) The bye-laws may regulate the following matters but are not restricted to them:

(a) the admission of members of the Society (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 nomination of honorary members;

(c) the conduct of members of the Society in relation to one another, and to the Society's employees and volunteers;

(d) the procedure at general meeting and meetings of the Executive Committee in so far as such procedure is not regulated by this constitution;

(e) the keeping and authenticating of records.

(f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

(3) The Society in general meeting has the power to alter, add to or repeal the rules or bye-laws.

(4) The Executive Committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Society.

(5) The rules or bye-laws shall be binding on all members of the Society. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

SIGNATURES

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