

CONSTITUTION OF THE DOWNLAND SINGERS

1. **Name:**

The name of the Society shall be THE DOWNLAND SINGERS hereinafter referred to as the Society.

2. **Objectives:**

The objects of the society shall be:

- i. to advance, improve, develop and maintain public education in, and appreciation of, vocal music in all its aspects by any means the Trustees see fit, including through the presentation of public concerts and workshops;
- ii. to provide facilities which promote the practice or enjoyment of vocal music for recreation or other leisure time occupation and to make them available in the interests of social welfare to individuals who have need of such facilities.

3. **Membership:**

- i. Membership of the society shall be open to any person interested in furthering the objects of the society, and who has paid the annual subscription at the appropriate rate as shall be determined by the Trustees. Payment will be made termly in January, April and September or annually in January.
- ii. Membership is open to all age groups
- iii. Membership is not transferable to anyone else.
- iv. The Trustees must keep a register of names and addresses of the members, which may be made available to members upon request.
- v. Every member shall have one vote.

4. **Termination of membership:**

Membership is terminated if:

- i. the member dies;
- ii. the member resigns
- iii. any sum due from the member to the Society is not paid in full within six months of it falling due
- iv. the member is removed from membership by a resolution of the Trustees 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 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 Society) has been allowed to make representations to the meeting;
- (c) the decision to terminate the membership is communicated to the member in question in writing within 7 days of the meeting taking place;
- v. any decision made by the Committee to terminate a membership is final.

5. **Officers and Trustees:**

- i. The Society 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 Society.
- ii. The Society shall have at least the following officers:
(a) Chairman, (b) Secretary, (c) Treasurer
More officer roles can be appointed if deemed necessary by the Trustees.
- iii. A Trustee must be a member of the Society.

- iv. No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of clause 8.
- v. The number of Trustees shall be not less than three but shall not be subject to any maximum.
- vi. A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees. In the case of The Downland Singers the Trustees will be:
Chairman
Musical Director
Secretary
Treasurer
The Officers and the other Committee members shall be elected by and out of the Society's members at the Annual General Meeting; they shall hold office until the next Annual General Meeting and be eligible for re-election.

6. Payment of Trustees:

Trustees can be paid legitimate expenses incurred on behalf of the Society.

7. Appointment of Trustees:

- i. The Society in a general meeting shall elect the Trustees and the officers of the Society.
- ii. At each Annual General Meeting all Committee members shall retire and be eligible for re-election.
- iii. In case of a vacancy arising on the Committee during the year, the Committee may co-opt a new Trustee who shall then stand for election by members at the next Annual General Meeting.

8. Disqualification and removal of Trustees:

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

- i. ceases to be a member of the Society as detailed in section 4
- ii. in the written opinion, given to the Society, 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;
- iii. resigns as a Trustee by notice to the Society
- iv. 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 of the Society, the Committee may exercise the following powers:

- i. 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;
- ii. 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;
- iii. to subject to any consents required by law to borrow money and to charge all or part of the property of the Society with repayment of the money so borrowed;
- iv. 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;
- vi. to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- vii. to appoint and constitute such advisory Committees as the Committee may think fit;
- viii. to do all such other lawful things as are necessary for the achievement of the objectives;
- ix. to make arrangements for concerts and other Society events;

10. Meetings and Proceedings of the Committee:

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

- i. The Committee shall hold at least 2 ordinary meetings each year.
- ii. A special meeting may be called at any time by the Chairman, or by any 2 members of the Committee, upon not less than 7 days' notice being given to the other members of the Committee.
- iii. 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 before any other business is transacted.
- iv. Any Trustee may call a meeting of the Trustees and the Secretary must call a meeting if requested to do so by a Trustee.
- v. There shall be a quorum when at least three of the number of members of the Committee are present at a meeting.
- vi. 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.
- vii. 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.
- viii. The Committee shall keep minutes of the proceedings at meetings of the Committee and any sub-Committee, and shall ensure that these are stored safely, and that they are available for inspection as required.
- ix. 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.
- x. The Committee may appoint Sub-Committees, consisting of two or more members of the Committee, 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 Committee.

11. Conflicts of interests and conflicts of loyalties

A Society Trustee must:

- i. declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not been previously declared;
- ii. absent himself or herself from any discussions of the Society Trustees 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 (including but not limited to any personal financial interest). 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. 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, age, religion, sexual orientation, disability or political affiliation.

13. Rules:

- i. The Trustees may from time to time make rules or bye-laws for the conduct of the society.
The bye-laws may regulate the following matters but are not restricted to them:

- (a) the admission of members of the Society 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 Society in relation to one another, and to the Society's employees and volunteers;
- (c) the procedure at general meeting and meetings of the Trustees in so far as such procedure is not regulated by this constitution;
- iii. The Trustees must adopt such means as they think sufficient to bring the rules and byelaws to the notice of members of the Society.
- iv. 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.

14. Finance:

- i) The financial year shall end on December 31st.
- ii) A banking account shall be opened in the name of the Society and cheques shall be signed by the Treasurer or the Musical Director.
- iii) 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.
- iv) The income and property of the Society whencesoever derived shall be applied solely towards promoting the objects of the Society as set forth above and no portion thereof shall be paid or transferred either directly or indirectly to any member or members of the Society except in payment of legitimate expenses incurred on behalf of the Society.

15. Annual General Meeting:

- i. The Society must hold a General Meeting within twelve months of the date of the adoption of this constitution.
- ii. An Annual General Meeting must be held in each subsequent year and not more than twelve months may elapse between successive Annual General Meetings.
- iii. Within 7 months of the end of each financial year the members shall be summoned to an Annual General Meeting of which at least 21 days' notice in writing shall be given to all members.
- iv. The Committee shall present to each AGM the report and accounts of the Society for the preceding year.
- v. Nominations for election to the Committee must be made by members of the Society in writing. Should nominations exceed vacancies, an election shall be held.
- vi. The Committee shall present to each AGM in July the report and accounts of the society for the preceding year.
- vii. Nominations for election of officers must be made by members of the society in writing and must be in the hands of the Secretary of the Committee at least 14 days before the AGM. Should nominations exceed vacancies, an election shall be held.

16. Special General Meeting:

- i. All general meetings other than Annual General Meetings shall be called Special General Meetings.
- ii. The Trustees may call a Special General Meetings at any time.
- iii. At least 14 days' written notice of a Special General Meeting shall be given to all members.
- iv. 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.

17. Procedure at General Meetings:

- i. No business shall be transacted at any Special General Meetings unless a quorum is present.
- ii. A quorum is: (a) 3 members 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.

- iii. 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 Trustees shall determine.
- iv. 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.
- v. 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.
- vi. The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every General Meeting of the Society.

18. 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 Committee and then submitted to the members at the Annual General Meeting.

19. Alterations to the Constitution:

The constitution may be altered by a two-thirds majority of the members present and voting at any General Meeting, provided that fourteen 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 Society ceasing to be a charity.

20. Dissolution:

In the event of the Society 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 Society.

Constitution drawn up: January 2016

Constitution approved by Committee: May 11th 2016

Constitution approved by Members:

Signed: Jennie Macfadyen (Chairman)

Janet Russell (Secretary)

ADDENDUM:

DATA HANDLING

The Downland Singers is committed to protecting the rights and privacy of individuals in accordance with the Data Protection Act 1998.

Personal data kept on behalf of the Association will consist of:

name

address

phone number

email address (where applicable)

This information will only be accessed by a member of the Committee or those expressly given permission to do so. In addition, such data will be held in a password-protected electronic or other secure environment.