



# Brighton Orpheus Choir

# Constitution

Registered Charity 26088

## 1 NAME

The Choir shall be known as BRIGHTON ORPHEUS CHOIR, (“the Choir”)

## 2 OBJECTS

The objects of the Choir shall be:

- a) to advance, improve, develop and maintain public education in, and appreciation of, the art and science of music in all its aspects by the performance of sacred and secular music and by any other means the Trustees see fit, and
- b) to assist charitable institutions.

## 3 MANAGEMENT COMMITTEE

- a) The Choir shall be under the management of a Committee comprising the Officers of the Choir and six other members.
- b) The Officers of the Choir shall be a Chairman, Secretary and Treasurer, who shall be elected annually after nomination at the Annual General Meeting (AGM) of the Choir.
- c) The six other members shall be elected after nomination at the AGM and will hold office for three years.
- d) All Officers shall be eligible for re-election annually but at the AGM two of the six other members shall retire in rotation and are ineligible for re-election until the following AGM.
- e) The Committee shall have power to fill any vacancy which arises on the Committee during the year for the remainder of that year, and the person so appointed shall have all the duties and responsibilities of the elected member he or she is replacing.
- f) The Committee shall have power to co-opt additional members.
- g) The Committee, including co-opted and replacement members, are the charity Trustees. A Trustee shall cease to hold office if he or she
  - i is disqualified from acting as a Trustee by virtue of any statutory provision
  - ii ceases to be a member of the Choir
  - iii becomes incapable for whatever reason of managing his or her own affairs
  - iv resigns as a Trustee by giving written notice to the Choir
  - v is absent without the permission of the Trustees from all their meetings for one Choir year (September to August) and the Trustees resolve that his or her office be vacated.
- h) The Musical Director and the Accompanist for the time being of the Choir shall be invited to attend Committee meetings except when their positions or remuneration are being considered but will not be held to be Committee members, Trustees, or members of the Choir and will not be entitled to vote at Committee meetings or at any General Meeting.

- i) The Committee shall have power to make and amend Regulations for the general running of the Choir.
- j) Arrangements for concerts and other events and the control of finance shall be in the hands of the Committee.

#### 4 POWERS

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

- a) 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;
- b) to employ such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the objects;
- c) 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;
- d) to do all other such lawful things necessary for the achievement of the objects.

#### 5 MEETINGS AND PROCEEDINGS OF THE COMMITTEE

- a) The Committee shall hold at least 3 ordinary meetings each year. A Special Committee 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 of the matters to be discussed.
- b) The Chairman shall act as Chairman at meetings of the Committee. If the Chairman is absent, the members of the Committee present shall choose one of their number to be Chairman before any other business is transacted.
- c) A quorum at any Committee meeting will be 5, which must include at least 1 Officer.
- d) In the absence of a quorum within 20 minutes of the appointed time for the start of the meeting, the meeting shall be abandoned and reconvened as soon as practicable.
- e) If a meeting reconvened under the provisions of paragraph (d) above is inquorate 20 minutes after the appointed starting time, the meeting shall be abandoned and a Special General Meeting of the Choir shall be called as soon as practicable to decide what steps should be taken following the failure of 2 Committee meetings.
- f) 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.
- g) 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.
- h) 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.
- i) The Committee may appoint one or more sub-committees, consisting of three or more members of whom at least one must be a member 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 its/their acts and proceedings shall be fully and promptly reported to the Committee.

## 6 FINANCIAL CONTROL

- a) The financial year shall end on 31 August
- b) All monies received shall be banked as soon as practicable after receipt.
- c) Cheques shall be signed by two signatories who must be either an Officer of the Choir or a member of the Committee authorised by the Committee to be a signatory.
- d) The income and property of the Choir shall be applied solely to the promotion of the objects of the Choir, and no portion thereof shall be paid or transferred either directly or indirectly to any member or members of the Choir except in payment of legitimate expenses incurred on behalf of the Choir, and authorised by the Committee.
- e) No expenditure of over £100 shall be incurred without the full cost being made known to and approved in advance by at least 2 Officers of the Choir, and such expenditure shall be notified to the Committee at the next Committee Meeting and minuted.
- f) The Choir may receive donations, grants in aid and financial guarantees. Tickets for its concerts and other events may be offered for sale to the public.
- g) Duly audited financial accounts for the financial year shall be presented to the Annual General Meeting. The Accounts shall be audited to the extent required by legislation or, if there is no such requirement, scrutinised by a person who is independent of the Committee. The independent Auditor/Scrutineer shall be appointed at the Annual General Meeting.

## 7 MEMBERSHIP

- A Membership of the Choir shall be open to any person who has reached 16 years of age and who is willing and able:
- a) to further the objects of the Choir, and
  - b) to pass an initial audition and, if so required at any time, to pass a re-audition by the Musical Director, and
  - c) to attend the final rehearsal and at least 75% of all other rehearsals in preparation for any concert in which a member intends to take part, and
  - d) to use his or her best endeavours to attend punctually at rehearsals, and
  - e) to use his or her best endeavours to sell as many concert tickets as possible, and
  - f) to pay a subscription in an amount and in a manner to be determined by the Committee and agreed by members in General Meeting, and
  - g) to observe the Regulations of the Choir
- B The Committee shall have the power to terminate the membership of any individual, provided that a majority of the Committee, excluding (i) the individual concerned if a member of the Committee or (ii) any member of the Committee making or connected with the complaint against the individual, decides both that the membership should be terminated and that there is good reason for it, and provided that the individual concerned shall have the right to be heard by the Committee, accompanied by a friend if desired, before a final decision is made.
- C The Musical Director may, in his or her sole discretion, exclude from singing in any concert any member who has not, in the Musical Director's opinion, attended an adequate number of rehearsals or has not, in any way, reached the standard required.

## **8 EQUAL OPPORTUNITIES**

Subject to the provisions of paragraph 7 above, no individual shall be excluded from membership of the Choir 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.

## **9 PRESIDENT, VICE-PRESIDENTS AND PATRONS**

- a) At the Annual General Meeting in each year there may be elected a President and Vice-Presidents.
- b) Members of the public may be invited to become Patrons of the Choir, upon undertaking to make an annual donation at or above a level determined by the Committee. Patrons may be allowed such privileges as the Committee may from time to time agree.

## **10 PROVISION OF MUSIC**

- a) Copies of the works to be performed may at the sole discretion of the Committee be lent to members who shall return them to the Librarian in good condition immediately after each Concert at which they are used and members shall indemnify the Choir in respect of any expense incurred as a result of the late return loss or damage to the music so lent to them.
- b) The Committee shall have the power to require members to pay a reasonable deposit, the amount to be determined by the Committee, on being issued with copies of works to be performed, such deposit to be forfeited if copies are not returned promptly or are returned in such a condition that they have to be replaced.

## **11 GENERAL MEETINGS**

### **A ALL GENERAL MEETINGS**

- a) General Meetings may be held only in Choir term time.
- b) A quorum at any General Meeting shall be two-fifths of the members.
- c) In the absence of a quorum within 20 minutes of the appointed time for the start of the Meeting, the Meeting shall be abandoned and reconvened as soon as practicable, and the agenda for the reconvened Meeting shall include consideration of the steps to be taken in the light of the previous failed Meeting.
- d) In the absence of a quorum at a Meeting reconvened under the provisions of paragraph (c) above 20 minutes after the appointed starting time, the Committee shall hold a special meeting to decide what further steps should be taken.
- e) Unless otherwise specified, every member shall have one vote, and any question arising at any Meeting shall be determined by a majority of the members present and voting and, in the case of equality of votes, the Chairman of the Meeting shall have a second or casting vote.
- f) The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every General Meeting.

## **B ANNUAL GENERAL MEETINGS**

- a) The Annual General Meeting (AGM) of the Choir shall be held as soon as possible after the end of the financial year and in any case not later than three months afterwards.
- b) Notice of the AGM shall normally be given orally at two consecutive rehearsals, the second of which shall be not less than 14 days before the date of the Meeting, but the first notice may be given in writing.
- c) The Committee shall present to each AGM the report and accounts of the Choir for the preceding year.
- d) Nominations for election to the Committee must be made by members of the Choir in writing and must be in the hands of the Secretary at least 7 days before the AGM. Should nominations exceed vacancies, an election shall be held. In the sole discretion of the Chairman, nominations may be accepted from the floor at the AGM.

## **C SPECIAL GENERAL MEETINGS**

- a) All General Meetings other than the Annual General Meeting shall be called Special General Meetings
- b) A Special General Meeting of the Choir may be called at any time by the Committee, and shall be called after a request in writing specifying the matters to be raised and signed by not fewer than 15 members has been given to the Secretary. No business shall be conducted at a Special General Meeting apart from matters directly relating to those specified in the notice convening the Meeting.
- c) Notice of a Special General Meeting shall be given orally at two consecutive rehearsals, the second of which shall be not less than 7 days before the date of the meeting.

## **12 FINANCIAL REWARD, RESIGNATIONS AND ABSENCE**

- a) No member of the Choir shall receive any financial reward or benefit from the Choir except in reimbursement of expenses incurred by such member on behalf of the Choir.
- b) Any member wishing to resign from the Choir shall give written notice to the Secretary, and any members expecting to be absent from a rehearsal shall inform the Secretary or the Musical Director.

## **13 INTERPRETATION AND AMENDMENT**

- a) Any question arising as to the meaning of this Constitution or as to any matter not specifically provided for herein shall be determined by the Committee, whose decision shall be final.
- b) The Constitution may be amended by a two-thirds majority of members present at a Special General Meeting provided that nothing in this clause shall authorise any amendment that shall have the effect of the Choir ceasing to be a Charity.

## **14 DISSOLUTION**

- a) The Choir may be dissolved by a resolution at a Special General Meeting passed by a majority of two-thirds of the members present at the meeting.
- b) On the dissolution of the Choir, the Trustees will remain in office as Charity Trustees and be responsible for winding up the affairs of the Choir in accordance with clause (c) below.
- c) 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 Choir.