

THE BURFORD SINGERS
Registered Charity No 1096043

CONSTITUTION Amended October 2021

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CONSTITUTION OF THE BURFORD SINGERS

Registered Charity No 1096043

PART 1 – Purposes of Charity, use of money, powers to change Constitution, and wind up the Charity

1. Name

The name of the Charity is The Burford Singers and in this document it is called the Choir.

2. Adoption of the Constitution

The Choir and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

3. Objects

The objects of the Choir shall be to advance, promote, improve, develop and maintain public education in and appreciation of the art and science of music in all its aspects by the presentation of public concerts and recitals and to encourage and develop local amateur musical talents; and for the general purposes of such charitable bodies or for such other purposes as shall be exclusively charitable as the Trustees may from time to time decide.

4. Application of Income and Property

- 4.1. The income and property of the Choir shall be applied solely towards the promotion of the Objects.
- 4.2. A Trustee or member of the Choir may pay out of, or be reimbursed from, the property of the Choir, reasonable expenses properly incurred by him or her when acting on behalf of the Choir.
- 4.3. The trustees may buy indemnity insurance for themselves from the income or property of the Choir. However, for the avoidance of doubt, such insurance shall not extend to
 - 4.3.1.any successful claim made against any one or more Trustees arising from any act or omission which (i) that Trustee or those Trustees knew to be a breach of trust or breach of duty, and/or (ii) was committed by that Trustee or those Trustees in reckless disregard of whether the same was a breach of trust or a breach of duty; and
 - 4.3.2.the costs of an unsuccessful defence to a criminal prosecution brought any one or more Trustees in their capacity as Trustees of the Charity;save that such insurance may cover any and all innocent Trustees.
- 4.4. None of the income or property of the Choir may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Choir. This does not prevent a member from buying goods or services from the Choir upon the same terms as members of the public.

5. Dissolution

- 5.1. The Choir may be dissolved only by the passing of a resolution to do so by a majority of two-thirds of members present and voting at a general meeting.

- 5.2. If the members resolve to dissolve 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 this clause.
- 5.3. The Trustees must collect in all the assets of the Choir and must pay or make provision for all the liabilities of the Choir. The Trustees must apply any remaining property or money
 - 5.3.1. directly for the Objects
 - 5.3.2. by transfer to any charity or charities for purposes the same as or similar to the Choir
 - 5.3.3. in such other manner as the Charity Commission for England and Wales (“the Commission”) may approve in writing in advance.
- 5.4. The members may pass a resolution before or at the same time as the resolution to dissolve the Choir specifying the manner in which the Trustees are to apply the remaining property or assets of the Choir and the Trustees must comply with the resolution if it is consistent with paragraph 5.3 above.
- 5.5. In no circumstances shall the net assets of the Choir be paid to or distributed among the members of the Choir.
- 5.6. The Trustees must notify the Commission promptly that the Choir has been dissolved. If the Trustees are obliged to send the Choir’s accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Choir’s final accounts.

6. Amendments

- 6.1. The Choir may amend any provision contained in Part 1 of this Constitution provided that:
 - 6.1.1. No amendment may be made that would have the effect of making the Choir cease to be a Charity at law;
 - 6.1.2. No amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Choir;
 - 6.1.3. No amendment may be made to clause (4) without the prior written consent of the Commission;
 - 6.1.4. 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;
 - 6.1.5. 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.

PART 2 (administrative provisions, membership, appointment of Trustees and their powers)

7. Membership

- 7.1. Membership of the Choir shall be open to any person interested in furthering the objects of the Choir, and who has paid the membership subscription for one or more terms at the appropriate rate or rates as shall be determined by the Trustees, all subscriptions to be payable at a date or dates to be determined by the Trustees.
- 7.2. Any member or applicant for membership may at any time be required to undertake a voice assessment or give such evidence of his or her musical ability as the Music Director may from time to time determine.
- 7.3. The Trustees may also grant honorary membership.

- 7.4. 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 Choir to refuse the application.
- 7.5. The Trustees must inform the applicant in writing of the reasons for the refusal within 21 days of the decision.
- 7.6. 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.
- 7.7. Membership is not transferable to anyone else.
- 7.8. The Trustees must keep a register of names and addresses of the members.
- 7.9. The subscription shall be determined from time to time by the Trustees and is due for payment in accordance with the provisions of the Rules from time to time in force and referred to at paragraphs 16.2 and 25 herein. Membership shall commence upon the payment of the first subscription.

8. Termination of Membership

- 8.1. Membership is terminated if:
 - 8.1.1. The member dies, or resigns by written notice to the Choir unless, after the resignation, there would be fewer than two members;
 - 8.1.2. Any sum due from the member to the Choir is not paid in full within 6 months of it falling due;
 - 8.1.3. The member is removed from membership by a resolution of the Trustees that it is in the best interests of the Choir that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - 8.1.3.1. 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;
 - 8.1.3.2. The member or, at the option of the member, the members' representative (who need not be a member of the Choir), has been allowed to make representations to the meeting.

9. General meetings

- 9.1. Within 12 weeks of the end of each financial year the members shall be summoned to an Annual General Meeting of which at least twenty-one days' notice in writing shall be given to all members.
- 9.2. The function of the Annual General Meeting shall be to:
 - 9.2.1. receive and approve an annual report from the Trustees
 - 9.2.2. receive and approve the audited accounts of the Choir
 - 9.2.3. appoint officers and committee members for the following year, who shall also be the Trustees of the Choir
 - 9.2.4. appoint an independent examiner of accounts for the following year and
 - 9.2.5. conduct such other business of which notice shall have been given to the Secretary at least 21 days before the date of the meeting.
- 9.3. All general meetings other than annual general meetings shall be called special general meetings.
- 9.4. The Trustees may call a special general meeting at any time, and must do so if requested to do so in writing by at least twenty members or one fifth of the membership, whichever is

the greater. 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.

- 9.5. At least 14 days' notice of any special general meeting shall be given to members of the Choir. 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, and notice must be given at least 21 days in advance.
- 9.6. The Secretary or other person specially appointed by the Trustees shall keep a full record of proceedings at every general meeting of the charity.
- 9.7. Any resolution proposed at a general meeting, not being a resolution to amend this constitution pursuant to paragraphs 6.1.4 or 6.1.5 herein, shall be passed by a simple majority of the members present and voting at such general meeting.

10. Quorum

- 10.1. No business shall be transacted at any general meeting unless a quorum of twenty members or one fifth of the membership, whichever is the greater, is present.
- 10.2. 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. The Trustees must reconvene the meeting and must give at least 7 clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 10.3. If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

11. Chairman of Meetings

- 11.1. General meetings shall be chaired by the person who has been elected as Chairman of the Choir.
- 11.2. If there is no such person or he or she is not present within 15 minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting. If no Trustee is present and willing to chair the meeting within 15 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.

12. Adjournments

- 12.1. The members present at a meeting may resolve that the meeting shall be adjourned. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 12.2. No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting, had the adjournment not taken place. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.

13. Votes

- 13.1. Each member shall have one vote but, in any case where a resolution may be passed by no more than a simple majority of members present and voting, 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.
- 13.2. A resolution in writing signed by each member 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.

14. Officers and Trustees

- 14.1. The Choir 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 Choir
- 14.2. The Choir shall have the following officers:- a Chairman, a Secretary, a Treasurer, and not less than four or more than six other committee members.
- 14.3. A Trustee must be a member of the Choir
- 14.4. No-one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause 17.
- 14.5. A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.
- 14.6. No one may be re-appointed a Trustee during a period of two years following his or her compulsory cessation of office under the provisions of Clause 17.1.6.

15. Appointment of Trustees

- 15.1. The Choir in general meeting shall elect the Officers and the other Trustees, each of whom 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 for a three-year term or such shorter period as may be dictated by the provisions of Clause 17.1.6 or otherwise.
- 15.2. Notice shall be given of election at least 21 days before a general meeting, and nominations must be received by the Secretary at least 14 days before the meeting. In the event of a contested election a ballot shall be held and votes shall be collected by the Secretary, to be received by the time of the general meeting. In the event that no nominations for a vacancy are received before a meeting, the post may be filled by a resolution at the meeting supported by at least half of the members present and voting.

16. Powers of Trustees

- 16.1. The Trustees must have the following powers in order to further the Objects (but not for any other purpose):
 - 16.1.1. to raise funds and to invite contributions. In raising funds the Trustees shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
 - 16.1.2. to buy, take on lease or in exchange, hire or otherwise acquire any property necessary for the achievement of the Objects and to maintain and equip it for use;

- 16.1.3. to sell, lease or otherwise dispose of all or any part of the property belonging to the Choir. In exercising this power, the Trustees must comply as appropriate with Sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- 16.1.4. subject to any consents required by law to borrow money and to charge all or part of the property of the Choir with repayment of the money so borrowed;
- 16.1.5. to appoint suitably qualified persons to act as musical directors and conductors and to engage soloists, instrumentalists, orchestras and other groups of musicians and others who are necessary for the proper pursuit of the Objects;
- 16.1.6. 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;
- 16.1.7. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 16.1.8. to appoint and constitute such advisory sub-committees as the Trustees may think fit;
- 16.1.9. to co-opt onto the Trustees not more than three members of the Choir who shall hold office until the next elections to the Trustees;
- 16.1.10. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 16.1.11. to obtain and pay for such goods and services as are necessary for carrying out the work of the Choir;
- 16.1.12. to buy indemnity insurance for themselves in accordance with and subject to paragraph 4.3 above;
- 16.1.13. to open and operate such bank and other accounts as the Trustees consider necessary subject to there being a requirement for any withdrawal from such accounts to be made upon the signature or on-line authorisation of at least two Trustees;
- 16.1.14. to do all such other lawful things as are necessary for the achievement of the objects.
- 16.2. The Trustees must manage the lawful business of the Choir and have the power to propose Rules for such purpose in accordance with paragraph 25 below.
- 16.3. No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- 16.4. Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

17. Disqualification and Removal of Trustees

- 17.1. A Trustee shall cease to hold office if he or she:
 - 17.1.1. is disqualified for acting as a Trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - 17.1.2. ceases to be a member of the Choir;
 - 17.1.3. becomes incapable by reason of mental disorder, illness or injury of managing and his or her own affairs;
 - 17.1.4. resigns as a Trustee by notice to the Choir (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
 - 17.1.5. is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated; or

17.1.6. has held office for any period of six consecutive years since the date of his or her election, in whatever capacity, since AGM, October 2017.

18. Proceedings of Trustees

- 18.1. The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- 18.2. Any Trustee may call a meeting of the Trustees. The secretary must call a meeting of the Trustees if requested to do so by a Trustee. A reference in any governing document to a meeting of the Trustees is not limited to persons all of whom, or any of whom, are present in the same place and includes electronic, digital or virtual locations such as internet locations, web addresses or conference call telephone numbers.
- 18.3. Every matter 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 Chairman of the meeting shall have a second or 'casting' vote.
- 18.4. No decision may be made by a meeting of the Trustees unless a quorum of three members is present at the time the decision is purported to be made.
- 18.5. 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. 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.
- 18.6. The Chairman shall chair meetings of the Trustees. If the Chairman is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present shall choose one of their number to be Chairman before any other business is transacted. The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Trustees.
- 18.7. The Trustees shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the Chairman, or by any two members of the Trustees, upon not less than four days' notice being given to the other members of the Trustees of the matters to be discussed but if the matter includes the appointment of a co-opted member then not less than twenty-one days' notice must be given.
- 18.8. The Trustees 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.
- 18.9. The Trustees may appoint one or more sub-committees, consisting of three or more members of the Trustees or of the Choir, for the purpose of making any enquiry or supervising or performing any function or duty which, in the opinion of the Trustees, 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 for approval.
- 18.10. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

19. Irregularities in Proceedings

- 19.1. Subject to clause 19.2, all acts done by a meeting of Trustees, or a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee who was disqualified from holding office, who had previously retired or who had been obliged by the constitution to vacate office, or who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise, if, without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.
- 19.2. Clause 19.1 does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if the resolution would otherwise have been void.
- 19.3. No resolution or act of the Trustees; any committee of Trustees; or the Choir in general meeting shall be invalidated by reason of the failure to give notice to any Trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Choir.

20. Equal Opportunities

No individual shall be excluded from membership of the Choir or debarred from any official capacity as a Trustee on the grounds of sex, race, colour, age, religion, sexual orientation, disability or political affiliation.

21. Annual Report and Return and Accounts

- 21.1. The Trustees must comply with their obligations under the Charities Act 1993 with regard to:
- 21.1.1. the keeping of accounting records for the Choir
 - 21.1.2. the preparation of annual statements of account for the Choir
 - 21.1.3. the transmission of the statements of account to the Commission
 - 21.1.4. the preparation of an Annual Report and its transmission to the Commission
 - 21.1.5. the preparation of an Annual Return and its transmission to the Commission.
- 21.2. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.
- 21.3. The financial year of the Choir shall end on 31st August.

22. Minutes

The Trustees must keep minutes of all appointments of Trustees; proceedings at meetings of the Choir; meetings of the Trustees and committees of Trustees including the names of the Trustees present at the meeting; the decisions made at the meetings; and where appropriate the reasons for the decisions.

23. Registered particulars

The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

24. Insurance

The Trustees must insure suitably in respect of public liability and employer's liability.

25. Rules for conduct of the Choir

- 25.1 The Rules may regulate the following matters but are not restricted to them:
 - 25.1.1. the admission of members of the Choir and the rights, responsibilities and privileges of such members and the entrance fees, subscriptions and other fees or payments to be made by members.
 - 25.1.2. the conduct of members of the Choir in relation to one another, and to the Choir's employees and volunteers;
 - 25.1.3. the arrangements for concerts and rehearsals and workshops
- 25.2. the Choir in general meeting has the power to
 - 25.2.1. accept, amend or reject the Rules (or any of them) proposed by the Trustees in accordance with paragraph 16.2 above;
 - 25.2.2. alter, add to or repeal the Rules in force from time to time; by the passing of a resolution to such end by a simple majority of the members present and voting at such general meeting.
- 25.3. the Trustees must adopt such means as they think sufficient to bring the Rules to the notice of members of the Choir.
- 25.4. The Rules as resolved in accordance with paragraph 25.2 above (but not otherwise) shall be binding on all members of the Choir. No rule shall be inconsistent with, or shall affect or repeal anything contained in this constitution.