

**EAST GRINSTEAD CHORAL SOCIETY
CONSTITUTION**

1. NAME

The name of the society shall be the EAST GRINSTEAD CHORAL SOCIETY, hereinafter referred to as the Society.

2. OBJECTS

The objects of the Society shall be to educate the public in the art and science of music, by the presentation of concerts and other relevant activities.

3. MEMBERSHIP

- 3.1 Membership is open to individuals who complete the joining procedures via the membership form.
- 3.2 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 Society to refuse the application.
 - 3.2.1: The trustees must inform the applicant in writing of the reasons for the refusal within 21 days of the decision.
 - 3.2.2: 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.
- 3.3 Membership is not transferable to anyone else.
- 3.4 The trustees shall keep a register of names and addresses of the members.
- 3.5 Every member shall have one vote.

4. CESSATION OF MEMBERSHIP

- 4.1 Membership ceases if:
 - 4.1.1: the member dies; or
 - 4.1.2: the member leaves and informs the Society; or
 - 4.1.3: any sum due from the member to the Society is not paid in full within 6 months of its falling due; or
 - 4.1.4: 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:
 - 4.1.4.1: 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;
 - 4.1.4.2: 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;
 - 4.1.4.3: the decision to terminate the membership is communicated to the member in question in writing within seven days of the meeting taking place.
- 4.2 Any decision by the trustees to terminate a membership shall be final.

5. TRUSTEES

- 5.1 The management of the Society and its property shall be in the hands of the trustees, constituted as follows:
 - 5.1.1: Trustees elected from and by the Society's members (Elected Trustees);
 - 5.1.2: Trustees co-opted by existing trustees (Co-opted Trustees)
- 5.2 The Society shall have at least the following officers, appointed by the trustees:
 - 5.2.1: a chair
 - 5.2.2: a secretary
 - 5.2.3: a treasurerMore officer roles may be appointed if deemed necessary by the trustees.
- 5.3 An Elected Trustee must be a member of the Society.
- 5.4 No-one may be appointed a trustee if he or she would be disqualified from acting under the provisions of Clause 8.
- 5.5 The number of trustees shall be not less than three but shall not be subject to any maximum.
- 5.6 The first trustees (including officers) shall be those persons elected as trustees and officers at the meeting at which this constitution is adopted.
- 5.7 A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

6. PAYMENT OF TRUSTEES

- 6.1 Trustees may be paid legitimate expenses incurred on behalf of the Society.
- 6.2 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

- 7.1 Elected Trustees
 - 7.1.1: The Society in a general meeting shall elect the trustees and may elect the officers.
 - 7.1.2: The trustees may appoint any person who is willing to act as a trustee. They may also appoint trustees to act as officers.
 - 7.1.3: All trustees shall retire from office at the end of the next annual general meeting following their election and at each annual general meeting thereafter. They may be re-elected.
- 7.2 Co-opted Trustees
 - 7.2.1: In case of a vacancy arising, the trustees may co-opt a new trustee from the members of the Society who shall then stand for election by members at the next annual general meeting.
 - 7.2.2: Where relevant, the existing trustees may also appoint Co-opted Trustees who are not members of the Charity to provide additional expertise or experience, provided that:
 - 7.2.2.1: any such Co-opted Trustees do not represent more than one third of all trustees
 - 7.2.2.2: any such Co-opted Trustees serve for no more than three years.
 - 7.2.3: 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**
 - 8.1 There must be at least three trustees. If the number falls below this minimum, the remaining trustees may act only to call a meeting of the trustees or appoint a new trustee.
 - 8.2 A trustee shall cease to hold office if he or she:

- 8.2.1: 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);
- 8.2.2: ceases to be a member of the Society as detailed in clause 4;
- 8.2.3: 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;
- 8.2.4: resigns as a trustee by notice to the Society;
- 8.2.5: 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:
- 9.1 Power to raise funds, and to invite and receive contributions provided that in raising funds the trustees shall not undertake any substantial permanent trading activities, and shall conform to any relevant requirements of the law;
- 9.2 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;
- 9.3 Power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Society;
- 9.4 Power 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;
- 9.5 Power to employ such staff (who shall not be trustees) 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 dependants;
- 9.6 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;
- 9.7 Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- 9.8 Power to appoint and constitute such advisory committees as the trustees think fit;
- 9.9 Power to do all such other lawful things as are necessary for the achievements of the objects.

10. MEETINGS AND PROCEEDINGS OF THE TRUSTEES

- 10.1 The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- 10.2 The trustees shall hold as many meetings during the year as are necessary to conduct the business of the Society. The trustees may invite other persons, not being trustees, to attend as many of these meetings as they think necessary to further the objects of the Society. Such persons shall not be eligible to vote in a trustee meeting.
- 10.3 The Chair shall act as chair at all meetings. If the Chair is absent from any meeting the trustees present shall choose one of their number to chair the meeting before any business is transacted.
- 10.4 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 only two trustees are present, they shall constitute a quorum for the purposes of Clause 8.1.
- 10.5 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.
- 10.6 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.
- 10.7 If the number of trustees is less than the number fixed as the quorum, the continuing trustee or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

- 10.8 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.

- 10.9 The trustees 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.
- 10.10 The trustees may appoint one or more sub-committees or working groups for the purpose of making any inquiry 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. All acts and proceedings of any such sub-committee shall be fully and promptly reported to the trustees. At least one trustee shall serve on each sub-committee.
- 10.11 Participation in a meeting by electronic means:
- 10.11.1: A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.
- 10.11.2: Any trustee 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.
- 10.11.3: Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes and voting by suitable electronic means.

11. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTIES

A trustee must:

- 11.1: declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not been previously declared; and
- 11.2: absent himself or herself from any discussions of the 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).
- 11.3: 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

- 12.1 The trustees may from time to time make rules, regulations or procedures for the conduct of their business.
- 12.2 The rules may regulate the following matters but are not restricted to them:
- 12.2.1: 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;
- 12.2.2: the conduct of members of the Society in relation to one another, and to the Society's employees and volunteers;
- 12.2.3: the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
- 12.2.4: the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by this constitution;
- 12.2.5: Generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- 12.3 The trustees shall adopt such means as they think sufficient to bring the rules to the notice of members of the Society.
- 12.4 The rules shall be binding on all members of the Society. No rule shall be inconsistent with, or shall affect or repeal anything contained in this constitution.

13. FINANCE

- 13.1 The financial year shall end on 31 July.
- 13.2 A banking account shall be opened in the name of the Society and payments shall be authorised by any two trustees.
- 13.3 The Society may receive donations, grants in aid, bequests and financial guarantees. Tickets for any or all of its concerts and other events may be offered for sale to the public. Any money so received shall be paid into the bank account.
- 13.4 The income and property of the Society shall be applied solely towards promoting the objects of the Society 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 Society or with approval and/or permission from the Charity Commission.

14. ACCOUNTS

The financial accounts shall be audited or examined to the extent required by legislation or, if there is no such requirement, scrutinised by a person who is independent of the trustees.

15. ANNUAL GENERAL MEETING

- 15.1 The Charity must hold a general meeting within 12 months of the date of the adoption of this constitution.
- 15.2 An annual general meeting must be held in each subsequent year and not more than 15 months may elapse between successive annual general meetings.
- 15.3 At least 14 days' written notice of an annual general meeting shall be given to all members of the Society.
- 15.4 The trustees shall present to each annual general meeting the report and accounts of the Society for the preceding year.
- 15.5 Nominations for Elected Trustees must be made by members of the Society in writing and at least 7 days before the date of the AGM. Should nominations exceed vacancies, an election shall be held.
- 15.6 This constitution shall come into effect immediately upon its adoption by a two thirds majority of the members present and voting at an Annual or Extraordinary General Meeting. Any nominations sought and received under clause 15.5 of this constitution shall be treated as having been received in accordance with this clause and can be used accordingly upon adoption of this constitution, notwithstanding that such nominations were sought prior to the adoption of this constitution.

16. EXTRAORDINARY GENERAL MEETING

- 16.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 16.2 The trustees may call an extraordinary general meeting at any time.
- 16.3 At least fourteen days' written notice of an extraordinary general meeting shall be given to all members.
- 16.4 The trustees must call an extraordinary 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 Society has fewer than 30 members, the trustees must call an extraordinary 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 an extraordinary general meeting but in doing so they must comply with the provisions of this constitution.

17. PROCEDURE AT GENERAL MEETINGS

- 17.1 The Chair shall act as chair at all general meetings. If the Chair is absent from any meeting the trustees present shall choose one of their number to chair the meeting before any business is transacted.
- 17.2 No business shall be transacted at any general meeting unless a quorum is present.
- 17.3 A quorum is three members, excluding the trustees, who are 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.
- 17.4 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 trustees shall determine.
- 17.5 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.
- 17.6 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.
- 17.7 The secretary or other person specially appointed by the trustees shall keep a full record of proceedings at every general meeting of the Society.
- 17.8 Participation in general meetings by electronic means
- 17.8.1: 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.
- 17.8.2: 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.
- 17.8.3: Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes and voting by suitable electronic means.

18. AMENDMENTS TO THE CONSTITUTION

- 18.1 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 Society ceasing to be a charity.
- 18.2 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

- 19.1 In the event of the winding up or dissolution of the Society any remaining assets after all liabilities have been discharged shall not be paid or transferred to any member or members of the Society but shall be transferred to a charitable organisation or organisations whose objects are similar to those of the Society and whose rules preclude the distribution of income and assets among its members.

Date adopted

Signed

(Chair)

02.10.2025



Janet Cole