**READING BACH CHOIR CONSTITUTION**

as at 14th November 2017

1. **Title**
	* The name of the Choir shall be “Reading Bach Choir” (‘the Choir’).
2. **Objects**
	* The objects of the Choir shall be the study and performance of choral works by its Singing Members in order to promote and develop public education in and appreciation of such works by means of public performance and other appropriate activities.
3. **Membership**
	* No individual shall be excluded from membership of the Choir or debarred from any official capacity on the Committee on the grounds of age, sex, race, colour, religion, disability, sexual orientation or political affiliation.
	* The process of becoming a Singing Member is set out in the Choir’s Rules. A Singing Member is an individual who:
		+ is able to demonstrate and maintain a satisfactory standard of singing
		+ complies with the Rules of the Choir referred to in clause 4.
		+ has paid the annual subscription when due.
4. **Rules**
	* This Constitution is supplemented by the Choir’s Rules, which are in force from time to time, a copy of which can be obtained from the Secretary. The Singing Members must observe the Rules at all times.
	* The Rules set out detailed requirements for the operational running of the choir.
	* If there is a conflict between this Constitution and the Rules, the Constitution shall prevail.
5. **Officers and Committee**
	* The Choir shall be managed by the Committee who shall be able to exercise the following powers in furtherance of the objects but not otherwise or where the Singing Members’ vote is required:
		+ to raise funds and 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 law;
		+ to make payments to third parties in the furtherance of the objects
		+ to appoint or engage such persons (none of whom shall be a member of the Committee) as are necessary for the pursuit of the objects, which shall include but not be limited to the appointment of a music director, accompanist or engagement of soloists and orchestras and to make all reasonable and necessary provision for the payment of fees to such persons;
		+ Determine the process whereby a new Music Director shall be selected and appointed which may include the creation of a Sub Committee to manage the process.
		+ The Committee are responsible for making the appointment of the Music Director having consulted with Singing Members and taken advice from the Sub Committee (if appropriate).
		+ Contract with the Music Director and Accompanist for the provision of their services.
		+ Terminate the Music Director’s or Accompanist’s contract subject to contracted notice periods unless there has been a significant or permanent breach of contract in which case the Committee has the power to terminate the contract with immediate effect.
		+ to co-operate with other charities, voluntary bodies, statutory authorities or other organisations operating in the furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
		+ to establish or support any charitable trusts, associations or institutions that will further the Choir’s objects;
		+ to arrange rehearsals and concerts on behalf of the Choir;
		+ to control the Choir’s finances;
		+ to co-opt Singing Members onto the Committee to fill: casual vacancies arising between two Annual General Meetings or where the member is managing a significant project or is chair of a subcommittee;
		+ to create sub-committees to manage specific activities or projects and delegate decision making authority save that this does not absolve the Committee from their fiduciary and/or statutory duties;
		+ to terminate the membership of any person provided this is done in accordance with the Rules;
		+ to fill a casual vacancy arising in the position of Independent Examiner (see 7.7 below).
		+ to do all such other lawful things as are necessary for the achievement of the objects.
	* The Officers of the Choir shall be the Chairman, Secretary and Treasurer
	* The Committee shall comprise the Officers together with not less than four other Committee Members.
	* The Officers and not less than 2 other Members of the Committee shall be the Trustees of the Choir and shall have such fiduciary and statutory duties as the law from time to time imposes.
	* The Committee members shall be elected by and, out of the Singing Members at an Annual General Meeting and cannot employees of the Choir. The members of the Committee shall be eligible for re-election subject to:
		+ Committee Members will be elected for a period of three years. Every year one third of the Committee will retire by rotation and where eligible may stand for re-election.
		+ Where a member of the Committee has been appointed to fill a casual vacancy that member will retire at the next AGM and may stand for re-election.
		+ A Member of the Committee may voluntarily retire from the Committee at any time.
		+ The normal maximum term an Officer may serve is 6 consecutive years. In exceptional circumstances, this may be extended by 1 further year. A member who has served as an Officer for the maximum time must take a break of 1 year before standing as an officer again. There is no restriction on other members of the Committee.
	* The Committee shall meet at least three times per Season, which shall commence on 1 September every year. A quorum at a Committee meeting shall consist of four Committee members.
	* The Committee may create and appoint such sub Committee’s as are considered necessary to assist in the running of the Choir. Any Sub Committee is accountable to the main Committee which retains the ultimate decision-making responsibility. No transfer of legal responsibility can be transferred from the Trustees or Committee to a Sub Committee.
6. **Subscription**
	* The rate(s) of the annual subscription payable by the Singing Members shall be such sum(s) as may be determined by a majority of Singing Members present and voting at a General Meeting.
	* Subscriptions must be paid in the manner in which the Committee shall from time to time prescribe.
7. **Finance**
	* The Choir may receive donations, loans, grants in aid, financial guarantees and money from the public through ticket sales. All monies shall be paid as soon as reasonably practicable into the Choir bank account.
	* The income and property of the Choir howsoever derived shall be applied solely towards promoting the objectives of the Choir as set forth above. 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.
	* The financial year shall end on 31 July in each calendar year.
	* A bank account shall be opened and maintained in the name of the Choir and all cheques and electronic payments for the Choir shall be drawn thereon. All cheques or electronic payments shall be signed or approved by at least two authorised signatories. There shall be no fewer than four authorised signatories of which will comprise the offices and one other Committee Member and shall be determined by the Committee.
	* On the winding up of the Choir, any assets remaining after the discharge of all liabilities shall be handed over to a charitable society or association having similar objects to those of the Choir as may be decided by the Committee.
	* The financial accounts shall be audited or examined to the extent required by legislation or, if there is no such requirement, scrutinised by an appropriately qualified person. They will be presented to the Annual General Meeting and be subject to a vote to approved them.
	* The Auditor or Independent Examiner will be appointed or reappointed annually at the Annual General Meeting except where a casual vacancy arises. See clause 5.1.15 above
8. **General Meetings**
	* An Annual General Meeting shall be held as early as possible in each Season, and in any case not later than the end of the calendar year, for the purpose of receiving and approving the accounts, electing an Independent Examiner to examine of the accounts, electing Officers and members of the Committee, and transacting any other relevant business.
	* An Extraordinary General Meetings may be convened from time to time by:
		+ the Committee;
		+ its Chairman; or
		+ the Secretary on receipt of a written request signed by at least six Singing Members setting out the business they wish to be dealt with at such a meeting.
	* Only Singing Members shall be entitled to attend and vote at General Meetings of the Choir.
	* The procedure for all General Meetings shall be as follows:
		+ The Secretary shall give not less than 21 days’ notice in writing of such a meeting to the Singing Members;
		+ Any Singing Member may submit business for inclusion on the agenda at least 14 days before the meeting;
		+ The Secretary shall issue the final agenda at least 7 days before the meeting;
		+ The quorum shall be not less than 40% of the Singing Members except where there is a proposal to alter this Constitution in which case the quorum shall be as in clause 9.2.
		+ Subject to clause 8.4.6, all elections and other proposals, which need to be voted upon shall be by a show of hands.
		+ If requested by at least six Singing Members or the Committee, contested elections of the Committee shall be decided by secret ballot.
		+ To be elected, a candidate must be supported by more than 50% of Singing Members present and eligible to vote at the General Meeting. If no candidate gains more than 50% of the votes then the candidate with the fewest votes shall be rejected and the Singing Members shall vote again for the remaining candidates. The process shall be repeated until a candidate gains more than 50% of the votes.
	* All proposals, except relating to alterations to the Constitution or Rules (see 9 below) must be passed by more than 50% of Singing Members present and eligible to vote at the General Meeting. Where the vote is exactly 50% then the Chairman will have the casting vote.
9. **Alteration of Constitution and Rules**
	* Any proposal to alter the Constitution and/or the Rules shall be submitted to the Secretary in writing in accordance with the procedure for General Meetings set out in clause 8.4 above. Details of the proposed alteration shall be circulated to the Singing Members with the agenda.
	* The quorum for a General Meeting to amend the constitution or rules shall be 70% of the Singing Members.
	* At least two thirds of Singing Members present and eligible to vote at the General Meeting shall be required to pass any proposed amendment of the Constitution.
	* At least 50 % of Singing Members present and eligible to vote at the General Meeting shall be required to pass any proposed amendment of the Rules.
	* No amendment shall be made to the Constitution or Rules, which would cause the Choir to cease to be a charity at law

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READING BACH CHOIR
CONSTITUTION
EFFECTIVE FROM 5th February 2002

1. Title
1.1. The name of the Choir shall be “Reading Bach Choir” (‘the Choir’).

2. Objects
2.1. The objects of the Choir shall be the study and performance of choral works by its Singing Members in order to promote and develop public education in and appreciation of such works by means of public performance and other appropriate activities.

3. Membership
3.1. No individual shall be excluded from membership of the Choir or debarred from any official capacity on the Committee on the grounds of age, sex, race, colour, religion, disability, sexual orientation or political affiliation.
3.2. The process of becoming a Singing Member is set out in the Choir’s Rules. A Singing Member is an individual who:
3.2.1. is able to demonstrate and maintain a satisfactory standard of singing;
3.2.2. complies with the Rules of the Choir referred to in clause 4; and
3.2.3. has paid his/her annual subscription when due.

4. Rules
4.1 This Constitution is supplemented by the Choir’s Rules, which are in force from time to time, a copy of which can be obtained from the Secretary. The Singing Members must observe the Rules at all times.
4.2 If there is a conflict between this Constitution and the Rules, the Constitution shall prevail.

5. Officers and Committee
5.1. The Officers of the Choir shall be the Chairman, Secretary and Treasurer.
5.2. The Committee shall comprise the Officers together with not less than four and not more than six other persons.
5.3. The Committee members shall be the trustees of the Choir and shall have such fiduciary and statutory duties as the law from time to time imposes.
5.4. The Committee members shall be elected by and out of the Singing Members at every Annual General Meeting and cannot be an employee of the Choir. The members of the Committee shall be eligible for re-election subject to clause 5.5 below.
5.5. The usual term in any one committee post shall be three years. Each post holder has to be re-elected each year. With the agreement of the AGM a term can be extended by another 3 years and in exceptional circumstances this can be further extended by 3 years. The Committee shall meet at least three times per Season, which shall commence on 1 September every year. A quorum at a Committee meeting shall consist of four Committee members.
5.6. The Choir shall be managed by the Committee who shall be able to exercise the following powers in furtherance of the objects but not otherwise or where the Singing Members’ vote is required:
5.6.1. to raise funds and 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 law;
5.6.2. to make payments to third parties in the furtherance of the objects;
5.6.3. to appoint or engage such persons (none of whom shall be a member of the Committee) as are necessary for the pursuit of the objects, which shall include but not be limited to the appointment of a music director, accompanist or engagement of soloists and orchestras and to make all reasonable and necessary provision for the payment of fees to such persons;
5.6.4. to co-operate with other charities, voluntary bodies and statutory authorities operating in the furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
5.6.5. to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
5.6.6. to arrange rehearsals and concerts on behalf of the Choir;
5.6.7. to control the Choir’s expenditure and finances;
5.6.8. to co-opt Singing Members onto the Committee to fill casual vacancies arising between two Annual General Meetings;
5.6.9. to create sub-committees to manage specific activities or projects and delegate decision making authority save that this does not absolve the Committee from their fiduciary and/or statutory duties;
5.6.10. to terminate the membership of any person provided this is done in accordance with the Rules;
5.6.11. to fill a casual vacancy arising in the position of Independent Examiner.
5.6.12. to do all such other lawful things as are necessary for the achievement of the objects.

6. Subscription
6.1. The rate(s) of the annual subscription payable by the Singing Members shall be such sum(s) as may be determined by a majority of Singing Members present and voting at a General Meeting.
6.2. Subscriptions must be paid within one month of the start of the Season or within one month of joining the Choir.

7. Finance
7.1. The Choir may receive donations, loans, grants in aid, financial guarantees and money from the public through ticket sales. All monies shall be paid as soon as reasonably practicable into the Choir bank account.
7.2. The financial year shall end on 31 July in each calendar year.
7.3. A bank account shall be opened and maintained in the name of the Choir and all cheques for the Choir shall be drawn thereon and all such cheques and other authorisations shall be signed by at least two of the Officers.
7.4. The income and property of the Choir howsoever derived shall be applied solely towards promoting the objectives of the Choir as set forth above 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.
7.5. On the winding up of the Choir, any assets remaining after the discharge of all liabilities shall be handed over to a charitable society or association having similar objects to those of the Choir as may be decided by the Committee.
7.6. The financial accounts shall be audited or examined to the extent required by legislation or, if there is no such requirement, scrutinised by such person who is appointed under clause 5.7.6 above and then submitted to the Singing Members at the Annual General Meeting.

8. General Meetings
8.1. An Annual General Meeting shall be held as early as possible in each Season, and in any case not later than the end of the calendar year, for the purpose of receiving and approving the accounts, electing an Independent Examiner to examine of the accounts, electing Officers and members of the Committee, and transacting any other relevant business.
8.2. Extraordinary General Meetings may be convened from time to time by:
8.2.1. the Committee;
8.2.2. its Chairman; or
8.2.3. the Secretary on receipt of a written request signed by at least six Singing Members setting out the business they wish to be dealt with at such a meeting.
8.3. Only fully paid up Singing Members shall be entitled to attend and vote at General Meetings of the Choir.
8.4. The procedure for all General Meetings shall be as follows:
8.4.1. The Secretary shall give not less than 21 days’ notice in writing of such a meeting to the Singing Members;
8.4.2. Any Singing Member may submit business for inclusion on the agenda at least 14 days before the meeting;
8.4.3. The Secretary shall issue the final agenda at least 7 days before the meeting;
8.4.4. The quorum shall be not less than 40% of the fully paid up Singing Members except where there is a proposal to alter this Constitution in which case the quorum shall be as in clause 9.2.
8.4.5. Subject to clause 8.4.6, all elections and other proposals, which need to be voted upon shall be by a show of hands.
8.4.6. If requested by at least six Singing Members or the Committee, contested elections of new members of the Committee and any proposals in connection with the appointment or re-appointment of the Musical Director, appointed in accordance with the Rules, shall be decided by secret ballot.
8.5. To be elected, a candidate must be supported by more than 50% of Singing Members present and eligible to vote at the General Meeting. If no candidate gains more than 50% of the votes then the candidate with the fewest votes shall be rejected and the Singing Members shall vote again for the remaining candidates. The process shall be repeated until a candidate gains more than 50% of the votes.
8.6. All proposals, except relating to alterations to the Constitution or Rules, must be passed by at least 51% of Singing Members present and eligible to vote at the General Meeting.

9. Alteration of Constitution and Rules
9.1. Any proposal to alter the Constitution and/or the Rules shall be submitted to the Secretary in writing in accordance with the procedure for General Meetings set out in clause 8.4 above. Details of the proposed alteration shall be circulated to the Singing Members with the agenda.
9.2. The quorum for a General Meeting to amend the constitution or rules shall be 70% of the Singing Members.
9.3. At least two thirds of Singing Members present and eligible to vote at the General Meeting shall be required to pass any proposed amendment of the Constitution.
9.4. At least 50 % of Singing Members present and eligible to vote at the General Meeting shall be required to pass any proposed amendment of the Rules.
9.5. No amendment shall be made to the Constitution or Rules, which would cause the Choir to cease to be a charity at law.

Amendments to the Constitution and Rules Agreed at the AGM on the 14th November, 2017

Background:

The current Constitution and Rules contain a number of anomalies or requirements that are either out of date or not being complied with. These require correcting. Additionally, there were others that are overly prescriptive

A number are minor in nature including:

* Amendment to allow electronic payments
* Method of payment of subscriptions
* Committee Roles.
* Organisations the choir should be affiliated to
* Point of clarification around subscriptions.

The more important changes are set out below with a brief explanation of the thought behind the change.

1. **Appointment of the MD.**Currently the rules prescribe that the appointment is made at a GM. It is recommended that the final decision about which candidate to appoint is changed to be with the Committee. The decision about the appointment of a new MD is not necessarily a simple decision that can be determined by a simple vote or other numerical based assessment; there may well be subjective judgements that may be required. This may include not appointing a candidate. We have been fortunate over the last 2 recruitment processes that the leading candidates had the unanimous (or almost) support of the choir. In the absence of such a clear cut it is possible that the decision could be very divisive.
2. **Termination of the MD.** Although hopefully something we will never need, if it was required the process must be handled very carefully and sensitively and therefore the Committee consider this is not something that should be decided by a General Meeting. It is much more a contractual matter. Therefore, it is recommended that the decision to terminate the MD’s contract is one that would be taken by the Committee having carried out an appropriate investigation and if necessary taken legal advice. ­­­The change allows for a group of members to request termination.
3. **Committee Appointments.** The Current Constitution appoints members for a 3-year term but then requires an annual appointment. These are inconsistent with each other. The Committee recommend that the appointments continue to be for a 3year term and1/3 of the Committee retire by rotation with reappointment if the member is willing to stand again.  This will result in 3 year appointments.

The current Constitution provides for every Committee Member to serve one, three year term which can be extended by another three year term and in exceptional circumstances by a further term. This has not been adhered to in the past. Additionally, finding a new member to take over the post can prove difficult. Therefore, it is recommended that only the Officers are restricted to the length of time that can serve.  It is recommended that this is limited to 2 terms which can then be extended by only one further year in exceptional circumstances.

* **Trustees.** The Current Constitution provides for all Committee Members to be Trustees. However, for many years this has not been strictly followed. There are legal responsibilities of being a Trustee which can deter members from being willing to join the Committee. Therefore, it is being recommended that the Constitution is amended so that the Officers (Chairman, Secretary and Treasury) together with at least 2 other Committee Members are the Trustees.