

CONSTITUTION OF
BIRMINGHAM FESTIVAL CHORAL SOCIETY

NAME

1. The name of the Society shall be Birmingham Festival Choral Society (hereinafter referred to as 'the Society').

OBJECTS

2. The objects of the Society shall be to 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 by such other ways as the Society, through its Committee, shall determine.

POWERS

3. In furtherance of the said objects, the Society may do all such lawful things as are necessary for the attainment of the said objects.

MEMBERSHIP

- 4.1 Membership of the Society shall be available to persons who support the objects of the Society, irrespective of race, colour, ethnic or national origins, gender, marital status, sexual orientation, age, disability, religious beliefs, economic status or class.
- 4.2 There shall be four categories of membership: Singing Membership; Honorary Membership; membership as a Friend of the Society; and membership in the category comprising the persons specified in clause 4.6.
- 4.3 A Singing Member shall be an individual who has
applied for that category of membership,
paid the appropriate membership subscription and
provided such evidence of his/ her musical ability as the Music Director may
reasonably require.
- 4.4 Honorary Members shall be those persons to whom Honorary Membership has been accorded by the Society in General Meeting in recognition of exceptional service to the Society or in the promotion of the Society's objects.
- 4.5 A Friend of the Society shall be a person who has applied for that category of membership and paid the appropriate membership subscription. Applications from a person who is not an individual (such as a company or institution) shall indicate how that person will appoint an individual to exercise the rights conferred on a Friend by clause 5.

4.6 In addition, the following persons shall be members:

the President, Vice Presidents and Patrons of the Society.

MEMBERSHIP RIGHTS

5.1 Every member shall be entitled to attend and vote at General Meetings.

5.2 Every member shall be entitled to attend (but not participate in, save as provided in clause 5.3) the Society's rehearsals and performances, and to participate in the Society's other educational and social activities.

5.3 Every Singing Member shall be entitled to participate in the Society's rehearsals. Every Singing Member who has participated in such rehearsals as are stipulated by the Committee in agreement with the Music Director shall be entitled to take part in the Society's performances.

5.4 Honorary Members shall be entitled to such additional privileges as the Committee may from time to time determine.

5.5 If membership of the Society is refused, the applicant shall, on written request, be provided with a written statement setting out the reasons for the refusal. The applicant has right of appeal to a panel nominated by the Chair.

TERMINATION OF MEMBERSHIP

6.1 Membership shall terminate:

a) if a subscription is not paid when it is due;

b) if a member conducts himself or herself in a manner inconsistent with the objects of the Society, or hinders the Society in fulfilling its objects, and the Committee resolves that membership shall be terminated on that account, provided that the member has been given the opportunity of being heard before any such resolution is passed;

c) if such a decision is made following an investigation under the Society's Harassment and Bullying Policy, Grievance Policy or any other policy;

d) in the case of a Singing Member, if he or she fails to provide, on being requested to do so, such evidence of continuing musical ability as the Music Director may reasonably require.

6.2 A Singing Member whose Singing Membership is terminated in accordance with clause 6.1(c) shall, without payment by or to him/ her of any adjustment in membership subscription, be a Friend of the Society until the date on which his/ her Singing Membership subscription would have expired.

GENERAL MEETINGS

7.1 An Annual General Meeting of the Society shall be held in each calendar year at a place, date and time determined by the Committee. The Secretary shall give the members and the independent examiner of the Society's accounts (hereinafter referred to as 'the independent examiner'), twenty one days' written notice, which shall indicate the business to be transacted. The business of the

Annual General Meeting shall include:

Apologies for absence,
Minutes of the previous Annual General Meeting, and of every
Extraordinary General Meeting held since the previous Annual General Meeting,
Chair's Report,
Treasurer's report and consideration of the independently examined accounts,
Election of Honorary Officers,
Appointment of an independent examiner,
Consideration of any other business indicated in the notice.

7.2 Any General Meeting that is not an Annual General Meeting shall be an Extraordinary General Meeting.

7.3 The Secretary shall call an Extraordinary General Meeting by giving the members and the independent examiner twenty one days' written notice specifying the date, time and place thereof:

- a) on being requested to do so by the Committee, or
- b) on receiving a written request to do so giving reasons for the request and signed by at least ten members.

7.4 The independent examiner shall be entitled to attend and speak at all General Meetings but may not vote unless he/ she is also a member.

7.5 The Music Director, accompanist and any other music staff may be invited to attend a General Meeting but they may not vote on any resolution. At the discretion of the Committee, they may be excluded from any General Meeting, or part thereof, at which their performance, conduct, appointment or fees are to be discussed.

THE COMMITTEE

8.1 The Committee shall consist of

the Honorary Officers;
not more than four persons (whether or not members of the Society) co-opted by
the Committee;
persons appointed to the Committee in accordance with clause 8.2.

8.2 The Committee may fill any casual vacancy among the Honorary Officers and independent examiner.

8.3 Subject to any resolutions passed in General Meeting, the Committee shall determine the policy of the Society and manage its affairs.

8.4 The Music Director, accompanist and other music staff may, at the discretion of the Committee,

be invited to attend and speak at a Committee meeting, but may not vote.

8.5 The Committee are the trustees of the Society.

OFFICERS

9.1 At each Annual General Meeting, the Society shall elect its Honorary Officers comprising:

Chair, Vice Chair, Secretary, Treasurer;

No fewer than two, nor more than seven, other persons as the Annual General Meeting shall determine, whose functions may be determined by the Annual General Meeting.

9.2 Only members of the Society may stand for election as Honorary Officers.

9.3 Honorary Officers shall hold office until the next Annual General Meeting when they may stand for re-election, save that the Chair and Vice Chair shall not hold office for more than four consecutive years, or in exceptional circumstances for more than five consecutive years.

9.4 No persons receiving a fee from the Society, nor any of the members specified in Clause 4.6 may be members of the Committee.

MUSIC DIRECTOR

10.1 The Music Director shall be appointed, or reappointed should he/ she be offered a new contract, by the Society in a General Meeting.

10.2 The Music Director shall continue in office until his/ her contract expires, or his/ her appointment is terminated:

by resignation giving not less than three months' notice in writing, expiring immediately after the final rehearsal or concert (whichever is the later) in any term,
or

by the Society passing a resolution to that effect in General Meeting after twenty-one days' notice has been given to members in writing, or

by the Committee, in line with the terms of the Music Director's contract.

SUBSCRIPTIONS

11.1 The Society in General Meeting shall determine:

the amount of the membership subscription,

the date by which the membership subscription is payable,

the frequency at which the membership subscription is payable.

11.2 The Society may determine a different membership subscription for different categories of membership, and for different cases in each category.

11.3 An Honorary Member and a member in the category specified in clause 4.6, shall not be required to pay a membership subscription.

PROCEDURE AT MEETINGS

12.1 The Committee may appoint one or more Sub-Committees 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. A Sub-Committee may not commit the Society's assets without the approval of the Committee.

12.2 The quorum at a General Meeting of the Society shall be fifty per cent of the members or thirty members, whichever is the lower. The quorum at the Committee or any Sub-Committee shall be fifty per cent of the membership of the Committee or Sub-Committee.

12.3 Subject to the provisions of clauses 7.4, 7.5, 8.4, 14 and 15, all motions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. No member shall exercise more than one vote, except that, in the event of an equality of votes, the Chair shall have a second vote.

12.4 The Society shall keep minutes of all General Meetings and of all meetings of the Committee. The Secretary shall ensure that a record of all proceedings and resolutions is entered therein.

FINANCE

13.1 All money raised by, or on behalf of, the Society, shall be applied to further the objects of the Society and for no other purpose provided that nothing herein contained shall prevent the payment in good faith of expenses incurred on behalf of the Society, or the payment to a charity other than the Society of sums raised by the Society for other charitable purposes.

13.2 The Treasurer shall keep proper books of account of the Society.

13.3 The independently-examined accounts of the previous financial year shall be presented to the members at the Annual General Meeting and shall consist of at least an income and expenditure account, a concert account and a balance sheet.

13.4 The financial year of the Society shall end on such date as the members in General Meeting shall determine.

13.5 The Society shall maintain at least one bank account. Payments out of a bank account shall be authorised by the signatures of at least two authorised signatories. Power to authorise signatories for this purpose is vested in the Committee.

13.6 The independent examiner shall not be a member of the Committee.

AMENDMENTS TO THE CONSTITUTION

- 14 This Constitution may be altered at an Annual or Extraordinary General Meeting of the Society by a resolution passed at a quorate meeting by two thirds of the members present and voting thereat. The resolution for the alteration of the Constitution must be received by the Secretary of the Society at least 21 days before the meeting at which it is to be proposed. At least 14 days' notice of such a meeting must be given by the Secretary to the members of the Society and must include notice of the alterations proposed, provided that no alteration to Clause 2 (Objects) and Clause 15 (Dissolution) or this Clause (14) shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained, and no alteration shall be made which would have the effect of causing the Society to cease to be a Charity in law.

DISSOLUTION

- 15 If the Committee decides at any time that it is necessary or advisable to dissolve the Society, it shall call a meeting of all members of the Society, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two thirds majority of those present and voting, the Committee shall have the power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Society as the members of the Society may determine, or failing that, shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Society must be sent to the Charity Commissioners.

(Revised at AGM 18 July 2018)