

BOSTON CHORAL SOCIETY

RULES AND CONSTITUTION

1. The Society

The Society shall be called **Boston Choral Society** hereinafter referred to as “the Society”.

2. Objects

The object of the Society shall be to promote, improve, develop and maintain public education in and appreciation of choral music in all its aspects by the presentation of public choral concerts and by other such ways the Society, through its committee, shall from time to time determine.

3. Membership

Membership of the Society shall be open to any person interested in furthering the Objects of the Society. There shall be the following categories of membership as indicated below.

- a. **Full**
- b. **Associate / Friend**
- c. **Honorary**

i. Requirements

A **Full** member shall be one who has:

- a. paid the Annual Subscription at the appropriate rate, as determined in Clause 3 (vii) (Annual Subscription) and
- b. been recommended for membership by the Musical Director after voice trial / assessment.

ii. An **Associate / Friend** member shall be a non-singing member who has paid the Annual Subscription for Associate Membership at the appropriate rate, as determined in Clause 3 (vii) (Annual Subscription). Associate members are entitled to attend the AGM but do not have voting rights.

iii. An **Honorary** member shall be proposed and seconded by a Full member for consideration by the committee and supported by a majority of the full members present at any meeting of the society. Honorary members may serve on the committee as ex-officio members as determined in Clause 4 (ii).

iv. Voice trials / assessments will be required for all full members and will be repeated at three yearly intervals.

v. The Society operates an Equal Opportunity Policy in accordance with its objectives. Members and applicants for membership are treated equally irrespective of race, sex, sexual orientation, religion, disability, age, marital status or ethnic origin.

vi. Former members wishing to rejoin the Society shall make application to the Secretary and will not be required to take a further voice trial / assessment if it is within the three year period of their previous voice trial /assessment.

vii. Annual Subscription

The committee shall review and determine the rate of the Annual Subscriptions for both Full and Associate Membership, which shall be adopted by a majority vote at an Annual General Meeting or Extraordinary General Meeting. Subscriptions shall be paid in full annually at the start of the new season (September). The Membership Requirements shall be deemed to have been met on payment of the whole of the Annual Subscription to date. A member must pay within one calendar month such subscriptions as agreed at the Annual General Meeting and

shall not be allowed to participate in any performance if subscriptions have not been paid. The committee may cancel, without notice being given, the membership of any member whose annual subscription is more than three months in arrears. New members joining after January will pay pro rata as decided by the committee.

viii. **Voting Rights**

Every **Full** member of the Society shall have one vote on each resolution which may be exercised provided that the membership requirements have been met.

ix. **Address**

Every member shall furnish the Secretary with an up-to-date address, which shall be recorded in the Register of Members, and any notice sent to such address shall be deemed to have been duly delivered.

x. **Attendance**

Members must attend at least 75% of the rehearsals as recorded on rehearsal attendance registers prior to a concert and also the "dress rehearsal" on the day of the concert if they are to participate in the concert. The committee / Musical Director will decide if those members who have not fulfilled the rehearsal requirements will be permitted to sing in the concert. Dispensation may be given by the committee upon application by the member to the Secretary and Musical Director in exceptional circumstances.

4. Officers and Committee

i. **Structure**

The Management of the Society shall be in the hands of a Committee consisting of a Chairman, Vice Chairman, Hon. Treasurer, and Hon. Secretary, who shall be Officers of the Committee; and between four and eight Committee Members.

ii. **Election**

The Officers and Committee Members shall be elected from the Society's Membership, including Honorary members, by the Full members of the Society at the Annual General Meeting, in accordance with Clause 9 (iii). Officers shall hold office for 1 year, except the Chairman who shall hold office for 2 years. Retiring Officers and Committee Members are eligible for re-election.

iii. **Ex-Officio Members of the Committee**

The Committee may, from time to time, co-opt Ex-Officio Members from the Membership of the Society to the Committee for specific projects or use of skills. The Musical Director and Accompanist shall be Ex-Officio Members of the Committee and may be invited to attend Committee meetings. Ex-Officio members do not have voting rights.

5. Meetings and Proceedings of the Committee

i. The Committee shall meet bi-monthly or at other times when business warrants. A special Committee Meeting may be called at any time by the Chairman or by any four members of the Committee, upon not less than four days' notice being given to the other members of the Committee of the matters to be discussed. If the matter includes the appointment of a Co-Opted Member then not less than fourteen days' notice must be given. A quorum shall be formed when at least 5 members of the committee including any two of the Officers are present.

ii. At the first meeting following the Annual General Meeting the Committee will confirm the appointment / continued appointment of the Musical Director and Accompanist.

iii. **The Chairman**

The Chairman shall act as Chair at Committee Meetings. If the Chairman is absent from any meeting, the Vice Chairman shall act as Chair. In the event that both the Chairman and Vice Chairman are absent from any meeting, the members of the Committee present shall choose one of their number to act as Chair before any Society business is transacted.

iv. **Voting Procedure**

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 the 'Casting Vote.'

v. **Minutes of Meetings**

The Committee shall keep true and accurate minutes of meetings of the Committee and any sub-committee, and shall ensure that the Minutes are stored safely, and that they are readily available for inspection by Members of the Society, excluding confidential minutes, if reasonably requested. The minutes shall be kept for a minimum of six years.

vi. **Changing Rules of Conduct**

The Committee may from time to time make or alter rules for the conduct of business, the summoning and conduct of its meetings, and the custody of documents. No rules of conduct may be made which may either change or be inconsistent with this Constitution.

vii. **Sub-Committees**

The Committee may appoint one or more sub-committees, consisting of three or more Members of the Committee, for the purpose of making any enquiry, 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.

6. **Powers**

In furtherance of the Objects of the Society, 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 the Musical Director and Accompanist, as necessary, for the proper pursuit of the Objects of the Society;
- c. to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects of the Society or of similar charitable purposes and to exchange information and advice with them;
- d. to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects of the Society;
- e. to appoint and constitute such advisory committees as the Committee may think fit;
- f. to do all such other lawful things as are necessary for the achievement of the Objects of the Society;
- g. to take disciplinary action where necessary (e.g. regular non-attendance, inappropriate behaviour towards other members, or activity likely to bring the Society into disrepute) as outlined in appendix Discipline Procedure.

7. **Musical Director and Accompanist**

The Musical Director and Accompanist shall have written contracts, which will be for periods as determined by the Committee as appropriate for the proposed concert programme, normally for not less than one year.

8. **Finance**

i. **Financial Year**

The Financial Year shall run to the end of the season.

ii. **Banking**

Bank accounts shall be opened in the name of the Society. The four Officers of the Society shall be signatories to the Bank Accounts and any two such signatories are required to authorise the Society's cheques.

iii. **Donations, Grants and Financial Guarantees**

In addition to the membership subscriptions, the Society may also receive donations, grants in aid and financial guarantees. Tickets for any or all of its concerts and other events shall be offered for sale to the public. The Society may donate all or part of the proceeds of any performance, after all expenses have been met, to a recognised charity agreed by the Committee.

iv. **Distribution of Assets**

The income and property of the Society howsoever derived shall be applied solely towards promoting the Object of the Society as set forth above and no portion thereof shall be paid or transferred either directly or indirectly to any Member or Members of the Society, except in payment of legitimate expenses incurred on behalf of the Society.

9. Annual General Meeting

i. **Notification of an Annual General Meeting**

The Members of the Society, as defined in Clause 3, shall be summoned to an Annual General Meeting before the start of the following season. Notification will be served in writing to each Member giving at least fourteen days notice of the meeting.

ii. **Report and Accounts**

The Committee shall present to each Annual General Meeting the Report and Accounts of the Society for the preceding financial year.

iii. **Nominations for Election of Officers and Committee Members**

Nominations for the election of Officers and Committee members must be made by Members of the Society in writing, which must be received by the Secretary of the Committee at least fourteen days before the Annual General Meeting. Each nomination must be proposed and seconded and counter-signed by the candidate being proposed. Should nominations for any position exceed vacancies, elections shall be held. In the event that insufficient proposals have been received in writing for Officers or Committee Members, the Chairman holds the right to postpone the Annual General Meeting until written proposals have been received and the Committee or Members have agreed a new date for the Meeting. The Committee or Membership should make every endeavour in advance of the Annual General Meeting to obtain proposals for all Officers and Committee Members, even if the proposals are specified in an "Acting Capacity" as a temporary measure.

iv. **Voting Procedure**

In the event there is only one nomination for each of the four Officers and Committee Members there will be no election and the candidates will be appointed to their respective roles without a vote. Where there is more than one nomination for either an Officer or Committee Member voting shall be conducted using a Secret Ballot.

v. In the event of a tied vote for an Officer, the Chairman (or Vice-Chairman if the Officer being elected is the Chairman) may either have the "Casting Vote" or request a second vote.

vi. **Motions**

Motions for discussion at the Annual General Meeting are to be given to the Secretary duly signed by the proposer and seconder at least seven days before the meeting.

10. Special (Extraordinary) General Meeting

The Committee must give the Members at least fourteen days written notice of a Special General Meeting (also known as an Extraordinary General Meeting) stating the business to be discussed. In the event the Members wish to call such a Meeting written notice stating the business to be discussed and signed by at least ten Members of the Society, must be given to the Secretary.

11. Procedure at General Meetings

i. Recording of The General Meeting

The Secretary or other person specially appointed by the Committee shall keep a full record of the proceedings at every General Meeting of the Society and shall ensure that these records are stored safely, and that they are available for inspection by any Member of the Society.

ii. Quorum

There shall be a Quorum when at least 10% of the Members of the Society at the time or 10 Members, whichever is the greater, are present at any General Meeting.

12. Accounts

The financial accounts shall be independently examined by a person who is independent of the Committee. The accounts shall then be submitted to the Members of the Society at the Annual General Meeting for adoption when the independent examiner for the following year shall also be elected.

13. Alterations and Amendments to the Constitution

i. Alterations

This Constitution may be altered by a two-thirds majority of the Members present and voting at any General Meeting, provided that fourteen days' notice of the proposed alteration has been sent to all Members and provided that nothing herein contained shall authorise any amendment that shall have the effect of the Society ceasing to be a charity.

ii. Amendments

No amendment may be made to Clause 1 (the name of the charity), Clause 2 (the object), Clause 8 (iv) (distribution of assets), or Clause 14 (dissolution), without the prior written consent of the Charity Commission.

iii. Charity Commission

The Committee shall send the Charity Commission a copy of any amendment made to this Constitution under Clause 13.

14. Dissolution

In the event of the Society being wound up, 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 Society.

Amended 16th July 2009

Appendix 1 Discipline Procedure

Stage 1 – Informal Resolution

In the event that a disciplinary or grievance issue arises, the Chairman or Vice Chairman should be informed of the circumstances. Unless he or she is able to resolve the matter informally – e.g. a satisfactory explanation is offered or an apology is given, the Chairman or Vice Chairman will proceed to Stage 2.

Stage 2 – Hearing

If an informal resolution is not reached, the member or ex-officio member concerned shall be informed in writing of the nature of the complaint that has given rise to consideration of disciplinary action and shall be invited to attend a meeting within fourteen days, with the Chairman or Vice Chairman and one other member of the Committee to discuss the matter. The member or ex-officio member shall be given the opportunity to give an explanation for his or her conduct. The Chairman or Vice Chairman may issue advice to the member or ex-officio member and require an apology for his or her conduct.

Stage 3 – Appeal Hearing

If the member or ex-officio member does not accept the decision of the Chairman or Vice Chairman, he or she will be invited to attend a meeting with a Disciplinary Committee consisting of the Chairman or Vice Chairman and two other members of the Management Committee who have not been involved in Stage 2. The member or ex-officio member may be accompanied by a “friend” to the appeal hearing which must take place within fourteen days of the Stage 2 hearing.

The Disciplinary Committee shall decide upon appropriate action, which in the event of serious misconduct may include a requirement to resign from membership of the Society.

N.B.

In the event of alleged serious misconduct, the Chairman or Vice Chairman may suspend the member or ex-officio member from attending meetings or rehearsals of the Society and proceed to a Stage 3 hearing.

Disciplinary action will be reported at the following Management Committee meeting and recorded as a confidential minute.

Future membership of the Society may be withheld from any member or ex-officio member who has previously been required to resign.