

Romulus Singers Constitution

December 2018

Based on **Making Music's** "template governing document for non-charitable unincorporated association with a wider membership" published September 2017.

1. Name

The name of the organisation is **Romulus Singers** referred to as 'the organisation' throughout this document.

2. Aims/purpose

The aims of the organisation are:

- i. To provide opportunities for people in Cheshire / South Manchester to participate in a small mixed voice choir.
- ii. To put on public concerts of sacred and secular music from the 16th to the 21st centuries.

3. Membership [bookmark31](#)

1. Membership is open to individuals who support the aims of the organisation, want to take part in its musical activities and meet the membership criteria.
2. The committee may refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the organisation.
 - i. the committee must inform the applicant in writing of the reasons for the refusal within 21 days of the decision
 - ii. the committee must consider any appeal in writing the applicant may make about the decision
 - iii. the committee's decision following any written appeal must be notified to the applicant in writing but shall be final. In this clause and throughout this document 'in writing' and 'written' can include electronic methods of communication.
3. Membership is not transferable to anyone else.
4. The committee must keep a register of names and contact details for all active members.
5. Every member shall have one vote.

4. Termination of membership

1. Membership is terminated if:
 - i. the member dies
 - ii. the member resigns in writing
 - iii. any membership fees due are not paid with 3 months of being due
 - iv. the committee, acting reasonably and properly, deems termination of membership is in the best interest of the organisation. The committee can only do this if:
 - a) the member has been given at least 21 days' written notice of the committee meeting where the issue will be discussed and decided, including the reasons for the discussion

- b) the member, or the member's representative (who does not have to be a member of the organisation), has been allowed to submit a written statement to the meeting
 - c) the decision to terminate the membership is communicated in writing within 7 days of the meeting taking place
2. Any decision made by the committee to terminate a membership is final.

5. Committee

All aspects of running the organisation will be governed and managed by a committee of no less than three individuals and no more than nine. The organisation will have at least the following officers:

- i. Chair
- ii. Secretary
- iii. Treasurer

6. Appointment and election of committee members

1. A third of all committee members will be due for election at each Annual General Meeting (AGM).
 - i. if the total number of committee members divided by three does not give a whole number, the number of committee members due for election will be the nearest whole number
2. Any member of the organisation willing to serve can put themselves forward for election.
3. Each of the initial committee members can serve a maximum of two consecutive three-year terms after their initial term.
4. Any committee member not included in the initial members can serve a maximum of two consecutive three-year terms.
5. A member can stand for re-election after a gap of one year following the completion of their maximum consecutive terms.
6. Co-option: if a committee member resigns or leaves their role, the committee may co-opt a new committee member into that role. If the co-opted member wishes to continue in the role they must stand for election at the next AGM.

7. Removal of committee members

1. Committee members can be removed if:
 - i. they cease to be a member of the organisation
 - ii. they resign in writing
 - a. if the resignation means there will be less than three committee members the remaining committee members may only act to co-opt a third committee member
 - iii. they are absent without permission from all committee meetings held within a 12 month period
 - iv. they become incapable by reason of illness or injury of managing and administering their own affairs.

8. Meetings and proceedings of the committee

1. The committee will meet at least three times a year.
2. Any committee member can request the Chair call a meeting outside of the minimum three per year. If requested to do so the Chair must call a meeting within 30 days of the request.

3. Three committee members or a third of all committee members (whichever is the greater) will be quorum for committee meetings.
4. No decision may be made by a meeting of the committee members unless a quorum is present.
5. Decisions shall be made by a majority vote of those present at the meeting.
6. Minutes of all committee meetings will be kept and shared with the committee after the meeting.
7. Members may be invited to attend committee meetings and make suggestions for the group.
8. The committee may make collective decisions by email outside of committee meetings. Any such decisions should be reported and minuted at the next committee meeting.
9. Where the Music Director is also a committee member they will not be able to attend or vote on any decisions relating to their role. This includes but is not limited to performance in their role, fee discussions and payment.

9. Rules

1. The committee can establish rules and procedures outside of this document to assist with the day to day running of the organisation.
2. Nothing in any rules or procedures will contradict anything in this document.

10. Finance

1. The financial year shall end on 31 August.
2. A bank account shall be opened in the name of the organisation, all payments will be authorised by two committee members.
3. The organisation is a not-for-profit organisation and any income and property of the organisation will be applied solely towards promoting the aims of the organisation as set out in this document.
4. The distribution of profits and assets among its members is expressly prohibited.
5. Payment of legitimate expenses is allowed.

11. Annual General Meeting (AGM)

1. The first AGM will be called within 12 months of this governing document taking effect.
2. All subsequent AGMs will be within 15 months of the previous AGM.
3. Members will receive at least 21 days written notice of the AGM.
4. Written notice will include notification of items to be discussed, which committee roles are due for election, if existing committee members are standing for re-election and an invitation for members to put themselves forward for election.
5. Members will receive final notice of candidates for elections before the AGM takes place.
6. The committee will present a report on the year's activities and the latest set of finalised accounts at each AGM.

12. Special General meeting (SGM)

1. The committee can call a Special General Meeting at any time but must give at least 21 days written notice to members.
2. The members can request an SGM by fulfilling the following conditions:
 - i. where there are more than 30 members at least 10 or one tenth of all members (whichever is the greater) request an SGM in writing to the Chair
 - ii. where there are less than 30 members at least five members request an SGM in writing to the Chair
 - iii. all requests by members must include the reason for the request and business to be discussed
3. If the above conditions are met the committee must:
 - i. call an SGM in writing within 21 days of the request and provide at least 21 days' notice of the SGM
 - ii. if the committee does not meet the request and hold an SGM the members may call and hold an SGM themselves. In this instance the members must follow the conditions in this clause
4. All SGM notices must include items to be discussed.

13. Procedure at AGMs and SGMs

1. An AGM and SGM cannot take place unless a quorum is present. A quorum is:
 - a. three members entitled to vote or one tenth of the total membership at the time, whichever is the greater
2. If a quorum is not present the AGM/SGM will not go ahead and another meeting will be arranged within 15 days. Any number of members present at this meeting will be a quorum.
3. Decisions will be taken by a majority vote of those members present except in the case of amendments to this governing document in which case a two thirds majority is required.

14. Accounts

1. The financial accounts will be prepared after each financial year by the Treasurer and examined and scrutinised by a person who is independent of the committee.
2. The accounts will be submitted to the members at the AGM.

15. Alterations to the constitution

The governing document may be amended by a two-thirds majority of the voting members present at a General Meeting.

16. Dissolution

In the event of the organisation being wound up, any assets remaining after the payment of debts and liabilities will be donated to a not-for-profit organisation with similar musical objectives to the organisation. This will be decided by a vote of remaining members. No remaining assets will be distributed among members.