

GUILDFORD PHILHARMONIC CHOIR

Registered as a Charity No. 1026337

CONSTITUTION

1. TITLE

The Guildford Philharmonic Choir forms part of the music scheme of the Guildford Borough Council. The name of the Choir shall be the Guildford Philharmonic Choir.

2. OBJECTS

To advance public education and appreciation of choral music in all its aspects in particular by the presentation of public concerts and by other such means as the Committee shall determine in consultation with Guildford Borough Council. In furtherance of the said objects but not further or otherwise the Committee may exercise the following power: To provide a chorus for the Guildford Philharmonic Orchestra.

3. MEMBERSHIP

The membership of the Choir shall be those aged 18 years or over who pay the annual subscription at the appropriate rate or rates as shall be determined by the Committee, all subscriptions being payable in advance, and (in the case of performing members) who shall provide such evidence of musical ability as the Chorus Master shall require.

4. PRESIDENT and VICE-PRESIDENT

The Choir may appoint a President and a Vice-President for a period of five years subject to reappointment for similar or lesser periods thereafter.

5. COMMITTEE

- a. *The management of the Choir shall be in the hands of a Committee consisting of four officers (a Chairman, an Honorary Secretary, an Honorary Treasurer and an Honorary Membership Secretary) and four additional members. The Committee shall be elected by and out of the members of the Choir at the Annual General Meeting.*
- b. *Officers shall be elected to a specific office, shall hold that office for one year and shall be eligible for re-election provided that a member shall not hold the office of Chairman for more than five consecutive years. In the event of a casual vacancy occurring in any office during the year the Committee shall appoint one of their number to act in that capacity until the next Annual General Meeting.*
- c. *Additional members shall hold office for one year and be eligible for re-election provided that the additional member who has served for the longest continuous period shall not be eligible for re-election as an additional member for the following year if that period is at least three complete years. Should there be more than one member ineligible for re-election under this rule, the retiring member shall be decided by agreement amongst those concerned or in default of agreement as the outgoing Chairman in his/her absolute discretion shall decide.*
- d. *The Committee may co-opt members of the Choir to the Committee to fill vacancies or to assist the Committee when required.*
- e. *In addition the members of each voice part shall from time to time elect a Part Representative who will report to the Membership Secretary. A Committee member shall not also serve as a Part Representative.*

6. CHORUS MASTER and ACCOMPANIST

The appointment of Chorus Master is made on an annual basis by the Guildford Borough Council on the recommendation of the Choir. The Accompanist is appointed on an annual basis by the Choir on the recommendation of the Chorus Master. Neither the Chorus Master nor the Accompanist shall be a member of the Choir.

7. MANAGEMENT

The management of the Choir and the control of finance shall be in the hands of the Committee, whilst Guildford Borough Council shall be kept fully informed. Guildford Borough Council may send a representative to Committee meetings. Minutes shall be kept of all Committee meetings and a copy lodged with the Guildford Borough Council.

8. FINANCE

- a. *The financial year shall end on April 30th.*
- b. *A banking account shall be held in the name of the Guildford Philharmonic Choir and cheques shall be signed by any two Committee members who have been nominated to the Bank.*
- c. *The Choir may 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.*
- d. *The income and property of the Choir shall be applied solely towards promoting the objects 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.*

9. ANNUAL GENERAL MEETING

Within six weeks of the end of each financial year the members of the Choir shall be summoned to an Annual General Meeting of which at least fourteen days notice in writing shall have been given.

10. ACCOUNTS

The financial accounts shall be prepared by the Honorary Treasurer, independently examined and presented to the members at the Annual General Meeting at which time an Independent Examiner shall be appointed for the forthcoming year.

11. DISSOLUTION

In the event of the Choir being wound up any assets remaining upon dissolution after payment of proper debts and liabilities shall be transferred to a charitable institution or institutions having similar objects to those of the Choir.

12. AMENDMENTS

- a. *Subject to (b) below, the Constitution may be amended by a two-thirds majority of members present at an Annual or Special General Meeting, provided that fourteen days notice of the meeting and the proposed amendments have been sent to all members and provided that nothing therein contained shall authorise any amendment which shall have the effect of the Choir ceasing to be a charity.*
- b. *The OBJECTS of the Choir shall not be amended without the prior approval of Guildford Borough Council.*

Constitution adopted April 26th 1993. Clauses 5 & 10 amended June 3rd 1996.

*Guildford Philharmonic Choir
c/o Guildford Philharmonic Office
Guildford Borough Council
Millmead House
Guildford
Surrey GU2 5BB*

CONSTITUTION

Introduction

1. During the course of the year the Committee has become aware of a number of relatively minor problems with the Constitution as at present drafted. It feels that it would be appropriate to address these problems now by putting forward some amendments for consideration at this AGM and, if then approved, by the Charity Commission. The Commission has meanwhile been invited to comment on the draft proposals and any comments received before the AGM will be reported to the meeting.

Composition of Committee - Clause 5

2. As drafted this Clause imposes on the Choir a number of restrictions which unnecessarily inhibit its freedom of action. It also contains ambiguities and omissions. As examples of these problems, Clause 5 currently prevents any Committee member from ever standing for reelection after the initial term. Again the two longest serving members, if they have served at least 3 full years are required, to stand down and could not then or subsequently be elected to one of the four offices. There is no provision for resolving disputes between members where three or more are in this position. The retirement provisions are moreover related to Choir season and not Choir year which is different. Again there is no provision to deal with the situation if an officer has to resign during the course of the year. The Committee feels that these problems can best be addressed by amending Clause 5 in the manner as set out in the Appendix.
3. A distinction is drawn between the four officer holders and the four additional members. A Chairman would be able to serve for a maximum of 5 years in that office in addition to any immediate prior service on the committee in some other capacity. That is not to say that he/she would want to do so but the Choir would have the flexibility to reelect a Chairman on a maximum of 4 occasions if it so wished and the office holder was so willing. The other 3 offices would not be so restricted as it is often difficult to find willing volunteers for these posts and it unfortunate to force a change where it is not wanted by either Choir or office holder. To ensure that there is some turnover in Committee membership, the longest serving of the 4 additional members would retire each year if he/she had served 3 full years. It is stressed that all members of the Committee, whether office holder or additional member would continue to be subject to reelection by the Choir each year.

Audit arrangements

4. The Charity Commission has pointed out that under the new regulations that will apply to the Choir's accounts for the coming year it will be necessary for the Choir to appoint (and pay for) a registered Auditor unless it opts for what is known as "independent examination". If it so opts, the Choir can continue with its present arrangement but must first amend its Constitution accordingly. The Committee feels that this would be the appropriate course of action for the Choir to take.

Recommendations

5. The Committee RECOMMEND that the Choir amend Clauses 5 and 10 as set out in the Appendix. Under Clause 12 this recommendation will require the support of two thirds of those members present at the AGM if it is to be effective. The changes will also require subsequent Charity Commission approval.

CONSTITUTIONAL AMENDMENTS

1. Clause 5.

Amend Clause to read as follows:

5. COMMITTEE.

- a. The management of the Choir shall be in the hands of a Committee consisting of four officers, a Chairman, AN HONORARY Secretary, AN HONORARY Treasurer and AN HONORARY Membership Secretary, and four additional members. The Committee shall be elected by and out of the members of the Choir at the Annual General Meeting.
- b. Officers shall be elected to A SPECIFIC OFFICE, SHALL HOLD THAT OFFICE FOR ONE YEAR AND SHALL BE ELIGIBLE FOR RE-ELECTION PROVIDED THAT A MEMBER SHALL NOT HOLD THE OFFICE OF CHAIRMAN FOR MORE THAN FIVE CONSECUTIVE YEARS. IN THE EVENT OF A CASUAL VACANCY OCCURRING IN ANY OFFICE DURING THE YEAR THE COMMITTEE SHALL APPOINT ONE OF THEIR NUMBER TO ACT IN THAT CAPACITY UNTIL THE NEXT ANNUAL GENERAL MEETING.
- c. ADDITIONAL members shall hold office for one year and be eligible for re-election PROVIDED THAT the ADDITIONAL member who has served for the longest continuous period shall not be eligible for re-election AS AN ADDITIONAL MEMBER FOR THE FOLLOWING YEAR IF THAT PERIOD IS AT LEAST THREE complete YEARS. Should there be more than one member INELIGIBLE FOR RE-ELECTION under this rule, the retiring member shall be decided by agreement amongst those concerned OR IN DEFAULT OF AGREEMENT AS THE OUTGOING CHAIRMAN IN HIS/HER ABSOLUTE DISCRETION SHALL DECIDE.
- d. The Committee may coopt members of the Choir to the Committee to fill vacancies or to assist the Committee when required.
- e. In addition the members of each voice part shall from time to time elect a Part Representative who will report to the Membership Secretary. A Committee member shall not also serve as a Part Representative.

NOTE The significant changes are set out in bold type.

2. Clause 10

Amend Clause to read as follows:

10. ACCOUNTS

The financial accounts shall be prepared by the Honorary Treasurer, independently examined and presented to the members at the Annual General Meeting at which time an Independent Examiner shall be appointed for the forthcoming year.

CJDR 24 APRIL 1996