



# Barts Choir

Registered Charity No. 273180

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## St Bartholomew's Hospital Choral Society

### Constitution

#### 1 Name

1.1 The name of the Society shall be St. Bartholomew's Hospital Choral Society hereinafter referred to as the Society.

#### 2 Objects

2.1 The Objects of the Society shall be:

- (i) To promote, improve, develop and maintain education in, and appreciation of, the art and science of choral music in all its aspects by the presentation of public concerts and by such other ways as the Society through its Board of Trustees shall determine from time to time; and
- (ii) To advance other charitable purposes by applying all or part of the profits of the said public concerts and other activities by making donations to such other registered charities, especially those of a medical nature, as the Board of Trustees may select from time to time.

#### 3 Powers

3.1 In furtherance of the Objects, but not otherwise, the Board of Trustees may exercise the following powers:

- (i) power to raise funds and to invite contributions provided that in raising funds the Board of Trustees shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) power to invest the Society's monies in such deposit accounts, securities or managed funds as the Board of Trustees shall decide having taken such professional advice as they consider appropriate;
- (iii) power to enter into contracts with individuals or corporate bodies in furtherance of the Objects, but not otherwise;
- (iv) power to buy, take on lease or take in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use;
- (v) power to appoint persons to carry out specific duties in furtherance of the Society's Objects and to remunerate these individuals at appropriate rates;
- (vi) power to employ such staff (who shall not be members of the Board of Trustees) as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and super-annuation for staff and their dependents;
- (vii) power to co-operate with other bodies operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them;
- (viii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (ix) power to appoint and constitute such committees as the Board of Trustees may think fit;
- (x) power to do all such other lawful things as are necessary for the achievement of the Objects.

#### 4 Membership

4.1 Membership of the Society shall be open to any person aged 18 or over interested in furthering the Objects of the Society who has paid the periodical subscriptions at the appropriate rate or rates as shall be determined by the Board of Trustees from time to time, all subscriptions being payable in advance and who, in the case of performing members, shall provide such evidence of musical and vocal ability as the Board of Trustees may require. The Board of Trustees may in addition agree to accept as a member any person aged 18 or less on a case by case basis and subject to such special terms as the Board of Trustees may specify.

**President** – The Master of the Worshipful Company of Musicians

**Conductor/Musical Director** – Ivor Setterfield



- 4.2 No individual shall be excluded from membership of the Society or de-barred from any official capacity on the Board of Trustees on the grounds of sex, race, colour, age, religion, sexual orientation, disability or political affiliation.
- 4.3 Voting Members are those who have been members of the Society in the current year or in the immediately preceding year. Every Voting Member shall have one vote at any General Meeting of the Society, exercisable only in person.
- 4.4 Members shall be subject to the rules which shall be determined by the Board of Trustees from time to time.
- 4.5 The Board of Trustees has the power to terminate the membership of any individual, provided that the individual concerned shall have the right to be heard by the Board of Trustees, accompanied by a friend if desired, before a final decision is made.
- 4.6 The Board of Trustees has the power to require a member to cease to be a performing member.

## **5 Board of Trustees**

- 5.1 The management of the Society shall be in the hands of a Board of Trustees consisting of not less than 5 and not more than 12 persons (including the Chairman) who, with the exception of the Chairman, shall be elected by and from the Society's Members at an Annual General Meeting (AGM) or an Extraordinary General Meeting.
- 5.2 Any elected Trustee (save one elected pursuant to 5.7) shall be elected for a term which shall expire at the third AGM after they were elected (a Term) or upon their earlier resignation or termination save that any Trustee elected by the Board of Trustees to be Honorary Secretary or Honorary Treasurer shall serve a term which shall expire at the third AGM after their election to such role.
- 5.3 The Board of Trustees may co-opt up to 3 additional Trustees who may not necessarily be Members of the Society.
- 5.4 Vacancies occurring between AGMs may be filled by co-option, provided that at all times more than one-half of the Board of Trustees be composed of elected Members.
- 5.5 Any Trustee who has been co-opted pursuant to 5.3 and 5.4 shall retire at the next AGM as shall any member re-elected following a resolution of the Board of Trustees pursuant to 5.7.
- 5.6 Any Trustee retiring at an AGM at the conclusion of the Term for which they were elected shall be eligible for re-election provided they have not served as a Trustee for two successive Terms expiring at that AGM or at either of the two previous AGMs save that a Trustee who has been elected by the Board of Trustees to the role of Honorary Secretary or Honorary Treasurer and is retiring as a Trustee at an AGM shall be eligible for re-election as a Trustee provided they have not already been re-elected as a Trustee since being elected to role as an Officer by the Board of Trustees.
- 5.7 Notwithstanding 5.6, a Trustee retiring at an AGM who has served as a Trustee for two successive Terms expiring at that AGM or at either of the two previous AGMs may be eligible for re-election until the next AGM provided the Board of Trustees resolve that there are exceptional circumstances which make such re-election desirable for the good management of the Society and that period for which they are re-elected shall also be a Term for the purposes of this Constitution.
- 5.8 Membership of the Board of Trustees may be terminated on the grounds of misconduct or failure to abide by the Society's rules by means of a resolution passed by a minimum of two-thirds of Trustees voting at a Board of Trustees meeting
- 5.9 The Honorary Treasurer in office at the AGM held in 2010 shall retire as a Trustee at the AGM to be held in 2012 and shall not be eligible for re-election as a Trustee save pursuant to 5.7 above.
- 5.10 The Honorary Secretary in office at the AGM held in 2010 shall retire as a Trustee at the AGM to be held in 2011 and shall be eligible for re-election as a Trustee for one further Term.
- 5.11 At the AGM to be held in 2011, three (or, if there are less than three, all) of those Trustees elected at the AGM held in 2010 who are still Trustees shall retire and these persons shall be selected as those who have been longest serving members of the Board of Trustees and, in the event of equality of length of service as a Trustee, which shall retire shall be determined by agreement between such persons or failing such agreement by lots. At the AGM to be held in 2012, three (or, if there are less than three, all) of those Trustees elected at the AGM held in 2010 who are still Trustees and have not since been re-elected shall retire and these persons shall be selected as those who have been longest serving members of the Board of Trustees and, in the event of equality of length of service as a Trustee, which shall retire shall be determined by agreement between such persons or failing such



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agreement by lots. At the AGM to be held in 2013 any Trustee who was elected at the AGM held in 2010 who is still a Trustee and has not since been re-elected shall retire.

## 6 Officers

- 6.1 The Officers of the Society shall, at a minimum, be the Chairman, the Honorary Secretary and the Honorary Treasurer. Other Officer positions may be created and filled as specified in Section 6.
- 6.2 The Chairman of the Society shall be a senior member of Barts and the London NHS Trust (or a distinguished individual). The said Trust shall be invited to nominate such an individual for appointment by the Board of Trustees. He or she shall hold office for 5 years or until resignation and be eligible for re-appointment. The Chairman shall be a full voting member of the Board of Trustees and may chair its meetings.
- 6.3 Immediately following the AGM if the roles of Honorary Secretary and Honorary Treasurer are not filled, the Board of Trustees shall elect from its own number an Honorary Secretary and an Honorary Treasurer, both of whom shall hold office until the third AGM after their election to the role or until their earlier resignation and be eligible for re-election provided they have not previously been re-elected to the role.
- 6.4 The Board of Trustees may also elect other Officers with specific responsibility who shall normally hold office for one year and be eligible for re-election.
- 6.5 Casual vacancies may be filled by election by the Committee during the course of the year.
- 6.6 Any Officer who fails to attend more than 2 successive meetings of the Board of Trustees without adequate explanation, or who otherwise fails to fulfil his/her duties, may forfeit his/her position on a resolution of two-thirds of Trustees voting at a meeting of the Board of Trustees.

## 7 Management

- 7.1 The Board of Trustees shall from time to time devise such rules and procedures as it considers necessary to fulfil the Objects.
- 7.2 All the arrangements for rehearsals, concerts and other events and the control of finance shall be in the hands of the Board of Trustees, who may delegate certain functions to persons or to sub-committees (including persons who may not necessarily be members of the Board of Trustees or the Society) on such terms as the Board of Trustees may establish provided that no such delegation shall relieve the Board of Trustees of responsibility for the good management of the Society.

## 8 Appointments

- 8.1 The Board of Trustees may make such other appointments (including of Musical Director and Conductor) as and when it considers necessary.
- 8.2 The Board of Trustees in appointing a person to act as Musical Director shall consult the Members.
- 8.3 All of the above appointees shall continue as such until their resignation or their dismissal by the Board of Trustees.
- 8.4 The authority and duties of each appointee shall be defined by the Board of Trustees and may be set out in the form of a written agreement between the Society and the appointee.

## 9 Meetings of the Board of Trustees

- 9.1 The Board of Trustees shall hold meetings from time to time, and not less than once every academic term, to discuss and promote the activities and business of the Society. A meeting shall also be convened within 28 days of a requisition signed by at least 3 Trustees and submitted to the Chairman or the Honorary Secretary.
- 9.2 At least 14 days' notice of a meeting in writing, accompanied by an Agenda, shall normally be given to those entitled to attend, who, apart from Trustees, shall normally include the Conductor, Chorus Master and Voice Representatives. Other individuals may be invited to attend meetings in order to assist the Board of Trustees with specific matters in connection with the Society's business.
- 9.3 More than half of the Trustees shall constitute a quorum.
- 9.4 The Chairman shall act as chairman at meetings of the Board of Trustees. If the Chairman is absent from any meeting, the members of the Board of Trustees present shall choose one of their number to be chairman before any other business is transacted.
- 9.5 Resolutions of the Board of Trustees shall be passed by a simple majority of those present and voting.



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9.6 Minutes of each meeting of the Board of Trustees shall be circulated to all Trustees for approval at the next meeting of the Board of Trustees.

## 10 Finance

10.1 The financial year shall end on 31 December

10.2 A bank account (or accounts) shall be opened in the name of the Society and the names of those authorised to sign the Society's cheques shall be notified to the bank. Two signatures shall be required on any cheque. The Board of Trustees shall have the power to establish an appropriate alternative authorisation procedure for the execution of electronic banking transactions.

10.3 The Society may receive legacies, donations, grants in aid, sponsorship monies, financial guarantees and advertising revenue. Tickets for any or all of its concerts and other events may be offered for sale to the public as may associated merchandise.

10.4 The income and property of the Society whencesoever derived shall be applied solely towards promoting the Objects 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.

## 11 General Meeting

11.1 Within 10 months of the end of each financial year the Voting Members shall be summoned to an Annual General Meeting of which at least 28 days' notice shall be given to all Voting Members (However, inadvertent failure to circulate a small minority of Voting Members shall not invalidate the meeting).

11.2 The notice shall contain at least the following:

- (i) The date, time and place of the meeting;
- (ii) A summary of the formal business to be transacted;
- (iii) The date and time by which any nominations for election to the Board of Trustees shall be received, and by whom, and the place to which they shall be delivered (all nominations shall be proposed and seconded by Voting Members and agreed by the nominee in writing);
- (iv) The date and time by which any Motions for the AGM shall be received, and the place to which they shall be delivered (all Motions shall be proposed and seconded in writing).

11.3 An agenda and a list of nominations (accompanied by such information about each nominee's qualifications/experience and/or his or her present and/or former functions on the Board of Trustees as to be of assistance to members in casting their votes), and the text and purpose of any Motions, shall be made available to members no less than 14 days before the meeting.

11.4 An Extraordinary General Meeting shall be convened within 8 weeks of a requisition in writing by a minimum of 20% of the Members who would be entitled to vote at a meeting being submitted to the Chairman or Honorary Secretary. The requisition shall state the matters to be discussed, which shall be the only business of the meeting. At least 14 days' notice shall be given to Voting Members, stating the business of the meeting.

11.5 Notice of a General Meeting shall be valid if given by either:

- (i) In writing to all Voting Members dispatched by post to the last address supplied to the Society; or
- (ii) By e-mail to all Voting Members of the Society who have provided an e-mail address to the Society and in writing by post to all other Voting Members; or
- (iii) by announcement in a document made available to Members at a full rehearsal of the Society on two occasions and made available on the Society's website.

11.6 Notice shall be deemed to have been given 48 hours after despatch of a document by post or by e-mail and 7 days after the later of the second rehearsal at which it is made available and the date on which it is made available on the Society's website.

11.7 Only Voting Members shall be entitled to receive notice of a Meeting, to attend a Meeting or to vote thereat.

11.8 A resolution for the appointment of two or more persons as Board of Trustees' members by a single resolution shall be void unless a resolution that it shall be so proposed has first been agreed by the Meeting without any vote being given against it.



## **12 Accounts**

- 12.1 The Board of Trustees shall cause Annual Accounts (which may be in abbreviated form) to be prepared for approval by the Members at the AGM. The full version of these accounts is to be audited or examined to the extent required by legislation, or, if there is no such requirement, scrutinised by a person who is independent of the Board of Trustees.
- 12.2 The Board of Trustees shall comply with all their additional obligations under the Charities Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the keeping of accounting records and the preparation and submission to the Charity Commissioners of annual accounts and returns.

## **13 Alterations to the Constitution**

- 13.1 The constitution may be altered by a two-thirds majority of the Voting Members present and voting at any General Meeting, provided that fourteen days' notice of the proposed alteration has been sent to all Voting Members and provided that nothing herein contained shall authorise any amendment which shall have the effect of the Society ceasing to be a charity.
- 13.2 No amendment may be made to clause 1 (the name of the charity), clause 2 (the Objects), clause 10.4 (distribution of assets), or clause 14 (dissolution), without the prior written consent of the Charity Commission.
- 13.3 The Board of Trustees shall send the Charity Commission a copy of any amendment made under this clause.

## **14 Dissolution**

- 14.1 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.

## **15 Interpretation**

- 15.1 References to "written" or "in writing" in this Constitution shall (save in 13.2) include electronic communication by e-mail.
- 15.2 Interpretation of this Constitution shall rest with the Board of Trustees and may only be challenged at a General Meeting.

**Adopted by the Society in General Meeting on 12 July 2010**