

# EPSOM CHORAL SOCIETY

REGISTERED CHARITY, NUMBER 273757

FOUNDED 1922: A MEMBER CHOIR  
OF THE LEITH HILL MUSICAL FESTIVAL

## CONSTITUTION



### Title

1. The Society's name is 'Epsom Choral Society'.

### Interpretation

2. Throughout this document:
  - a. 'the Society' means Epsom Choral Society;
  - b. 'Members' means people as defined in Clauses 6 to 8 below;
  - c. 'Committee' means the body defined in Clause 13 below (all members of which are Trustees of the Society as a Registered Charity);
  - d. 'Officer' means a Member holding one of the offices specified in Clause 13a below.
  - e. 'the LHMF' means the Leith Hill Musical Festival; and
  - f. 'AGM' means Annual General Meeting as defined in Clause 35 below.

### Objects

3. The objects of the Society shall be to:-
  - a. further and assist in the musical education of the people of the Borough of Epsom and Ewell and neighbouring areas;
  - b. provide facilities for the study and rehearsal of choral and other music by promoting and participating in public performance; and
  - c. support and participate in the LHMF and other festivals and activities related to its objects.

### President and Vice-presidents

4. Each AGM shall, on the recommendation of the Committee, elect or re-elect a President and one or more Vice-presidents, usually in recognition of exceptional service to the Society. These honorary posts have no specific duties. Those so elected may attend the AGM and other General Meetings but may vote only if they are also Members.

### Membership

5. The Society's membership year shall run from 1 September to 31 August.
6. Membership is open, without formal audition, to all those who wish to sing with the Society.
7. The annual subscription for Members (including any reduced rates for students and young people less than eighteen years of age) shall be as, on the recommendation of the Committee, approved at the AGM preceding the membership year – provided that, if the Committee considers that a change in the Society's financial circumstances merits a change in the annual subscriptions so approved, it may propose revised subscriptions for approval at a General Meeting to be held not later than the end of June preceding the membership year.
8. Membership shall lapse if the annual subscription is not paid in the first month of the membership year or, in the case of a new member joining after the start of that membership year (whose subscription for the remainder of the year may be reduced by the Treasurer), within four weeks of joining the Society (i.e. of first attending a rehearsal). In respect of any member, the option of payment by instalments shall be at the discretion of the Treasurer.
9. Members are expected to:

- a. attend rehearsals regularly and promptly;
- b. adhere fully to the dress code for concerts and the LHMF as set by the Committee;
- c. participate in the Society's concerts and the LHMF;
- d. attend AGMs and other General Meetings; and
- e. support the Society's social and fund-raising activities.

### **Friends**

10. The Society may, within arrangements agreed by a General Meeting on the recommendation of the Committee, operate a scheme whereby 'Friends' of the Society may, in return for an annual subscription, enjoy benefits as specified under the agreed arrangements.

### **Administration**

11. The Committee, constituted as described in Clause 13 below, shall be responsible for all administration and shall have full executive powers to act on behalf of the Society in all matters except those reserved to the Musical Director in Clause 24 below.
12. The Committee shall exercise its powers in accordance with the statutory requirements applying to Registered Charities and, to the extent permissible by those requirements:
  - a. subject to and in accordance with any directions of the Society given by resolution passed at a General Meeting; and
  - b. in the light of feedback from Members that it shall seek not less than twice a year.

### **Committee**

13. The Committee shall comprise:
  - a. Members holding the unpaid offices of Chairman, Secretary, Treasurer, Librarian, Concert Manager, Publicity Officer, and Membership Secretary;
  - b. five other Members; and
  - c. as the Committee considers necessary, not more than three further Members co-opted for a term or terms no longer than the period to the next AGM.
14. Those listed in Clause 13a & b above shall be elected annually at the AGM from those nominated and seconded by other Members. Individuals may offer themselves for re-election provided that:
  - a. no Officer may hold the same office for more than six years consecutively (not counting any years immediately prior to the individual's election as an Officer) unless, at any AGM where this limit would apply to an individual, Members agree to waive the limit in that person's case for the year ahead; and
  - b. no other elected Member may serve on the Committee for more than three years consecutively.
15. After each AGM, the Committee shall:
  - a. elect a Vice-Chairman from amongst its number to serve for the ensuing year; and
  - b. appoint a Member (who need not be a member of the Committee) to act as the Society's coordinator for the LHMF.
16. In the event of one of the offices mentioned in Clause 13a above falling vacant during the year, the Committee shall appoint a Member to hold the vacant office until the next AGM.
17. Any seven Members at Committee meetings shall form a quorum.
18. In the absence of the Chairman or Vice-Chairman at any meeting of the Committee, those present shall appoint one of their number to chair that meeting.
19. The Committee may invite the Musical Director to attend and speak at their meetings, but such attendance neither counts towards the quorum nor provides voting rights.
20. As it considers necessary, the Committee may appoint subcommittees (which may include Members not on the Committee) setting each such subcommittee clear term of reference.

### **Secretary**

21. The Secretary shall:

- a. keep proper records of General Meetings of the Society and all meetings of the Committee and of the business transacted at each meeting; and
- b. at all times, act under the direction of the Committee and be accountable to it.

### **Treasurer**

22. The Treasurer shall:
- a. keep proper books of Account with regard to all sums of money received and expended by the Society;
  - b. keep the Committee briefed on the state of the Society's finances;
  - c. prepare the required annual accounts at the end of each financial year; and
  - d. at all times, act under the direction of the Committee and be accountable to it.

### **Musical Director**

23. The Musical Director shall:
- a. on the recommendation of the Committee, be appointed by a General Meeting of the Society (and, again on the recommendation of the Committee, be subject to reappointment at each subsequent AGM); and
  - b. be engaged on a self-employed basis under terms set out in a contract or letter of engagement agreed with the Committee.
24. The responsibilities of the Musical Director shall be to:-
- a. advise the Committee on the music programme;
  - b. conduct the Society's rehearsals and performances or, if unable to do so on any occasion, to arrange for a suitably qualified substitute;
  - c. decide which line of music individual Members shall sing and the places they shall occupy at rehearsals, concerts and the LHMF;
  - d. be responsible for the engagement of soloists, orchestras and other professional assistance for concerts, subject to such financial limitations as the Committee impose; and
  - e. as necessary, limit singers at concerts and the LHMF to Members who have attended sufficient rehearsals and have a sufficient competence and knowledge of the music

### **Accompanist**

25. The Accompanist shall:
- a. on the recommendation of the Committee, be appointed by a General Meeting of the Society (and, again on recommendation of the Committee, be subject to reappointment at each subsequent AGM);
  - b. be engaged on a self-employed basis under terms set out in a contract or letter of engagement agreed with the Committee; and
  - c. accompany the Society's rehearsals under the direction of the Musical Director or, if unable to do so on any occasion, arrange for a suitably qualified substitute.

### **Finances**

26. The Society's financial year shall run from 1 September to 31 August.
27. The Society may receive legacies, donations, grants in aid, or financial guarantees.
28. The income and property of the Society, however derived, shall be applied solely towards the promotion of the objects of the Society (Clause 3) and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus, professional fee or otherwise to any Member or Members, except for the purpose of reimbursing expenditure actually and properly incurred on behalf of the Society.
29. The Committee shall ensure that the annual accounts are independently examined. If the Independent Examiner appointed at the previous AGM is no longer available, the Committee shall appoint another for this purpose.
30. The funds of the Society may be invested in Trustee Securities or kept in one or more Bank or Building Society Accounts maintained in the name of the Society. Such an account may be a current or deposit

account with any Bank approved by the Committee or an ordinary or investment account with the National Savings Bank or a share or deposit account with a Building Society authorised for Trustee Investment. Any such accounts may be operated only within arrangements agreed by the Committee.

### **Property**

31. All music and other property bought with the Society's funds or donated to the Society shall remain the property of the Society unless the Committee decides to dispose of the said property for the benefit of the Society.
32. Any Member having custody or control of any books, documents, keys, money or other property belonging to the Society, shall, on the request of the Committee and notwithstanding any claim which the Member may have against the Society, surrender them to the Society or make them available for inspection by the Committee or by any person whom it may appoint for that purpose.

### **Dissolution**

33. If the Committee by a simple majority decides at any time that it is necessary or advisable to dissolve the Society, it shall call a General Meeting of the Society.
34. If the proposed dissolution is confirmed at such General Meeting, the Committee shall dispose of any assets held by or in the name of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be handed to a Charitable Society or Association having similar objects.

### **General Meetings**

35. The Society's AGM shall be held between 1<sup>st</sup> September and 31<sup>st</sup> October for:
  - a. receiving a report from the Committee written for the purposes of also being the required annual Trustees' report to the Charity Commission;
  - b. receiving and adopting the annual accounts;
  - c. electing the Officers and other Committee members;
  - d. appointing the Musical Director, Accompanist and Independent Examiner; and
  - e. any other relevant business.
36. The Committee shall convene other General Meetings either as it thinks necessary or at the request of at least twenty Members. Any such request from Members must be made in writing, specify the proposal for consideration and be received by the Committee not less than 28 days before the requested meeting.
37. For any General Meeting, including the AGM and a General Meeting to consider the dissolution of the Society, the Committee shall give at least 14 days notice.
38. The notice for any General Meeting shall be provided to all members, the President and any Vice-presidents either in hard-copy or by e-mail and shall specify the date, time and other arrangements for the meeting together with the proposals for consideration.
39. In the absence of the Chairman at any General Meeting, the Meeting shall appoint another Member to chair that Meeting.
40. The quorum for any General Meeting shall be 15 Members.

### **Conduct of meetings by electronic means**

41. While meetings (either of the Committee and any subcommittees described in Clauses 13 to 20 above or the Society's General Meetings described in Clauses 35 to 40 above) will normally be held as conventional physical meetings, the Committee may, when it considers appropriate, arrange for any such meeting to be conducted by electronic means, provided that:
  - a. each participant may communicate with all the other participants; and
  - b. all other requirements of this Constitution are met.

### **Majority for Resolutions**

42. Except as provided in Clause 43 below, any resolution at either a meeting of the Committee or a General Meeting of the Society shall require only a simple majority of the Members present and voting.

43. Any resolution at a General Meeting of the Society for either the amendment of this Constitution or the dissolution of the Society shall require approval by at least two-thirds of the Members present and voting.
44. The Chairman or other Member presiding at either a meeting of the Committee or a General Meeting of the Society shall have a second or casting vote if the votes for and against any resolution would otherwise be equal.

**Amendment of this Constitution**

45. No deletion, alteration or addition shall be made to this Constitution without the specific approval of a General Meeting of the Society
46. No deletion, alteration or addition may be made which would affect the charitable status of the Society.

*This Constitution, being a revision of the 24  
October 2018 version, was agreed at a  
General Meeting of the Society held by electronic means  
on 24 March 2021*