

THE LYMINGTON CHORAL SOCIETY

Rules and Constitution

Proposed and adopted at the AGM, October 2002. Revised AGM October 2003
*(Note: These rules are meant to apply to, benefit and guide both genders equally.
e.g. The exclusive use of he rather than he/she is chosen to promote easier reading.)*

1. The name of the Society shall be “The Lymington Choral Society”

(the Society).

2. The object of the Society shall be to educate the public in the arts and sciences and in particular the art and science of music by the presentation of concerts and other activities; and to do all such other things as are incidental or conducive to the attainment of the aforesaid object.

3. Duties of Members

(a) Every member shall by the fact of membership undertake to support the role of the Society in pursuit of its object, and as regards Performing Members by the practice and performance of choral music selected by the Society.

(b) Intending members must complete and return a form of application at least one week before attending their first rehearsal.

(c) Performing members are expected to attend all rehearsals for a concert. In the event of a Performing member missing more than three rehearsals for any one concert he shall not be entitled to sing at that concert, save in an exceptional case and with leave of the Conductor.

4. Classes of Membership

(a) **Performing Members** Persons who satisfy the Conductor regarding their potential singing ability and intention to fulfil the duty required of them by Rule 3 shall be eligible for election as Performing Members, subject to their attendance at four consecutive rehearsals and attaining an acceptable standard.

(b) **Associate Members** Persons who wish to support the Society other than by singing shall be eligible as Associate Members.

(c) **Honorary Members** Persons who have been of exceptional support to the Society and whom the Society wishes to honour.

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5. Election of Members Candidates for Performing Membership may be elected by or on behalf of the Committee by the Conductor.

Honorary Members shall be elected by a General Meeting convened for that purpose.

6. Subscriptions

(a) The rates of subscriptions shall be determined by a general meeting.

(b) No Performing Member nor Associate Member shall be entitled to exercise any right or privilege of membership until his subscription for the current term and any arrears shall have been paid.

(c) Performing Members' subscriptions shall be due and payable at the first rehearsal of each term.

(d) Associated Members' subscriptions shall be payable on the first day of the Society's financial year. An Associate Member who is first elected after the first concert of the said year shall pay such reduced subscription for that year as the Committee deems appropriate.

(e) Without imposing any additional monetary liability on them, Performing Members and Associate Members who are in a position to do so shall take such reasonable steps as the Committee shall reasonably request that would result in financial benefit to the Society.

7. General Meetings

(a) The annual general meeting shall be held in October or November on a day and time fixed by the Committee.

(b) The Honorary Secretary shall at least 28 days before the date of such meeting post or deliver to each member notice of the meeting and of the business to be brought forward thereat with a copy of the independently examined accounts for the Society's immediate previous year. Such notice shall state the Honorary Secretary's name, address, e-mail address and telephone number.

(c) Good delivery to Performing Members of the documents referred to in Rule (7b) shall be deemed to have been made by both:

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- (i) Placing them on each Member's seat immediately prior to a choir rehearsal for all voices at least 28 days before the date of the meeting; and
 - (ii) by exhibiting a conspicuous notice of the meeting on the Society's notice board at each choir rehearsal between the date of the notice and the meeting.
- (d) No business except the passing of the accounts; the election of the Officers, the Committee and the Independent Examiner; the appointment of the Conductor on the recommendation of the Committee; and any business which the Committee may order to be inserted in the notice convening the meeting shall be discussed at such meeting unless notice thereof signed by not less than 6 Performing Members shall have been received by the Honorary Secretary at least 15 clear days before the date of such meeting. The Honorary Secretary shall within 5 days of the receipt of such notice post, fax, e-mail or deliver to each member notice of any such further business and cause a conspicuous notice thereof to appear on the notice board as provided by Rule 7(c)(ii). (Note. Rule (d) in no way abrogates the right of a member to propose amendments to a motion which has itself been proposed and seconded at a meeting under the general law applicable to meetings. This right does not extend to amendments which would result therefrom in an increase of liability of the Society or any of its Members, nor which would substantially change the character or nature of the original motion.)
- (e) The Committee may also call a general meeting for any special business the nature of which shall be stated in the notice of the meeting on giving not less than 17 days clear notice by post, fax, e-mail or delivery by hand to each member. The Committee shall also cause a conspicuous notice of the meeting to be exhibited as provided in Rule 7(c)(ii). Discussion at the meeting shall be confined to that appearing in the said notice.
- (f) The Committee shall also call a general meeting on the written request of not less than 12 Performing Members entitled to vote within twelve days of receiving such request, provided that the object of such meeting shall not be to reverse or alter any rule of the Society. The Honorary Secretary shall give not less than 28 days notice thereof

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incorporating the purpose of the meeting as stated in the said request. Service of the notice to members shall be as provided in Rule 7(e).

(g) The chairman of a general meeting may, and shall if so directed by the meeting, adjourn the meeting from time to time, but for not more than 35 days in total. No business shall be discussed at an adjourned meeting other than the business of which notice was given in the agenda of the meeting which was adjourned.

(h) 20 Performing Members present at a general meeting in person or by proxy received by the Honorary Secretary 2 days before the meeting shall constitute a quorum.

8. Votes of Members

(a) At all general meetings all questions shall be determined in the first place by a show of hands or by a poll in accordance with Rule 8(c).

Performing Members shall have one vote each and in the case of equality of votes the chairman of the meeting shall have a second or casting vote. Honorary Members and Associate Members may attend and speak, but not vote.

(b) Performing Members absent from and entitled to vote at a general meeting may vote by proxy, provided the Honorary Secretary receives the grant of the proxy at least 2 days before the meeting.

(c) If at any general meeting a poll is demanded by not less than 20 members entitled to vote and present at the meeting, or if the chairman of the meeting considers a poll desirable in the best interests of the Society, it shall be taken in such manner and at such time and place immediately or after an adjournment not exceeding 35 days as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the general meeting at which the poll is demanded.

9. Officers

(a) The Officers shall comprise a Chairman, Vice-Chairman, Honorary Secretary and Honorary Treasurer.

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(b) At each annual general meeting the Officers shall be elected to hold office until the respective appointment of each succeeding Officer at the next such meeting, save for the newly appointed Honorary Treasurer, who shall hold office until the start of the Society's next financial year and serve for one year. All Officers shall be eligible for re-election from year to year

10. Committee

(a) The Committee shall comprise: (i) The Officers, (ii) One Section Representative of the soprano, alto, tenor and bass Sections respectively; and (iii) A representative of the National Federation of Musical Societies, who shall be elected by the Committee, and who may also be a member of the Committee in his own right.

(b) The Conductor shall be an ex officio member of the Committee.

(c) Each Section Representative shall be elected by the annual general meeting.

(d) The Committee shall at any time and from time to time have power to appoint one of themselves or some other member to fill any casual vacancy among the Officers or the Committee, and any person so appointed shall hold office or such membership until the next annual general meeting and thereupon shall be eligible for re-election.

(e) The Committee may from time to time co-opt any member or members to serve on the Committee until the next annual general meeting or for such shorter period as it may think fit. Any co-opted member shall have the right to vote in the Committee.

(f) The Committee may from time to time invite any member to be present at a meeting or meetings of the Committee to advise and assist in its deliberations.

(g) The Committee may employ and dismiss such employees as it deems desirable in pursuit of the Society's objects.

(h) In the proper and businesslike execution of his duties and the exercise of his rights in relation to the affairs of the Society every member of the Committee acting in good faith shall be entitled to be indemnified out of the property of the Society against all liabilities incurred by him on behalf of the Society.

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11. Management

(a) The Committee shall manage the affairs of the Society according to the Rules and shall instruct the Trustees to apply the funds of the Society to its objects, or to such other purposes as the Committee shall deem expedient in the best interests of the Society.

(b) The income and property of the Society shall be applied solely towards promoting the objects of the Society and no portion shall be paid or transferred to any member or members of the Society except in payment of legitimate expenses incurred on behalf of the Society and approved by the Committee, which payment and approval shall be recorded in the Committee Minute Book.

12. Borrowing

(a) If at any time the Society in general meeting shall pass a resolution authorising the Committee to borrow money, the Committee shall thereupon be empowered to borrow for the purposes of the Society such amount of money, either at one time or from time to time, and at such rate of interest, and in such form and manner, and upon such security as shall be specified in such resolution. Thereupon the Trustees shall, at the direction of the Committee, make all such dispositions of the Society's property or any part thereof, and enter into such arrangement or arrangements in relation thereto as the Committee may deem proper for giving security for the amount so borrowed, interest and charges.

(b) Notwithstanding the foregoing the Committee may and is hereby empowered, without the authority of such resolution, to obtain loans or overdrafts on behalf of the members with or without security in the ordinary course of the management of the Society provided that such borrowing and all related charges would in the opinion of the Honorary Treasurer (and so certified by him in writing) be reasonably expected to be repaid within 12 months of the date or dates of the borrowings.

c) After the passing of a resolution authorising the Committee to borrow money, all

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members of the Society and all persons becoming members of the Society after the passing of such a resolution shall be deemed to have assented to the same as if they had voted in favour of the resolution.

13. Trustees

(a) The property of the Society shall be vested in three Trustees who shall be appointed by the Committee and the property of the Society (other than cash which shall be under the control of the Committee) shall be vested in the Trustees or, in the case of quoted securities in the names of nominees appointed by the Trustees, to be dealt with by the Trustees as the Committee may from time to time direct by resolution (of which an entry in the Minute Book shall be conclusive evidence).

(b) Trustees shall hold office until removal by the Committee. For the purpose of giving effect to the Committee's nomination of new Trustees the Chairman is hereby nominated as the person to appoint new Trustees within the meaning of Section 36, Trustee Act 1925 and he shall by deed appoint the person or persons so nominated by the Committee.

(c) Every Trustee shall be entitled to be indemnified out of the Society's property against any liability properly incurred by him on behalf of the Society.

14 Independent Examiner At each **annual** general meeting an Independent Examiner shall be appointed whose duty it shall be to audit the accounts for the current financial year (which shall expire on the ensuing 31st July) by the ensuing 7th September. In the event of the Examiner being unable or unwilling to act, the Committee shall appoint a new Independent Examiner in substitution therefor whose appointment shall be ratified at the next annual general meeting.

15. Honorary Librarians. The Committee may from time to time appoint and dismiss from its Performing Members one or more Honorary Librarians who shall be responsible for the Society's own and borrowed scores.

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16. Honorary Membership Secretary. The Committee may from time to time appoint and dismiss from its Performing Members an Honorary Membership Secretary.

17. Honorary Archivist. The Committee may from time to time appoint and dismiss an Honorary Archivist to record the history of the Society, which records shall at all times be the property of the Society and be reported upon at annual general meetings. The Committee shall be responsible for making arrangements for their safekeeping.

18. Indemnities and Counter-Indemnities. The Committee is empowered to grant indemnities in the name of the Society and counter-indemnities in the name of the Society to indemnities granted by Officers on behalf of the Society.

19. Membership of the Society involves acceptances of these Rules by members and is deemed to constitute members' consent to the holding of relevant personal data for the purposes of the Data Protection Act 1998 or any amending Act.

20. Amendment of Rules. These Rules may be added to, rescinded or amended by resolution carried by a majority of not less than two-thirds of the members present voting on that resolution at a general meeting specially convened for the purpose. No variation on Rule 2 shall be valid except by the permission of the Charity Commissioners or of the Court unless, and until, such permission shall no longer be required by law.

21. In the event of the dissolution of the Society any remaining assets after all liabilities have been discharged shall be transferred to a charitable organisation whose objects are similar to that of the Society and whose rules preclude the distribution of income and assets among its members.