

1. TITLE

- (1) The name of the Society shall be the 'Islington Choral Society' (hereinafter referred to as 'the Society').

2. OBJECTS

- (1) The objects of the Society shall be to promote, improve, develop and maintain public education in and appreciation of the art and science of music and in particular of choral music by the presentation of concerts and recitals, the holding of workshops and by such other activities as the Committee (as hereinafter constituted) may from time to time determine.
- (2) In furtherance of the foregoing objects but not further or otherwise the Society shall have power:
- (3) to assist any other body whether financially or otherwise by way of the making of donations or loans, or the giving of guarantees or in any other way;
- (4) to obtain collect and receive money and funds by way of contributions, donations, association fees, subscriptions, legacies, grants and any other lawful method and to accept and receive gifts of property of any description (whether subject to any special trusts or not);
- (5) to hold, purchase, sell, lease, demise, mortgage, licence or take on licence any land or hereditament and to occupy any premises as aforesaid or otherwise;
- (6) to offer for sale to the public (whether at a profit or otherwise) tickets to concerts and recitals, programmes, refreshment, sheet music and scores, records and cassettes and such promotional and other materials as the Committee shall consider appropriate;
- (7) to employ or retain the services of any person and in particular (but without prejudice to the generality of the foregoing) to engage singers, players and conductors and to commission works from composers and to pay any person so employed or retained reasonable and proper remuneration for his or her services; to record, and to co-operate with any other person or body in the recording of, performances of musical or choral work;
- (8) to publish, and to co-operate with any other person or body in the publishing of, any sheet music, score or other publication;
- (9) to enter into such contracts and to do all such other things as are necessary or desirable for, or reasonably ancillary to, the attainment or furtherance of the foregoing objects.

3. MEMBERSHIP

- (1) Membership of the Society shall be open to any person who:
 - a. pays the Annual Subscription as determined from 1 August in any year;
 - b. supports the objects of the Society;
 - c. seeks to advance the work of the Society by participating in its activities; and
 - d. agrees to adhere to such rules of membership, including (without limitation) any rules as to the payment of subscriptions and rehearsal fees as may be laid down by the Committee from time to time.
- (2) A Member shall cease to be a Member:
 - a. if he or she gives to the Secretary written notice of resignation of his or her membership;
 - b. if he or she fails to pay any subscription fee within one month after the due date of payment;
 - c. if the Committee shall, for good and sufficient reason, decide to determine his or her membership, provided that in such a case the Member shall have the right to be heard by the Committee before any such decision is made.
- (3) The Rules of Membership at the time of the adoption of this Constitution are as set out in the Schedule hereto. The said Rules may be amended or deleted and new Rules may be introduced by the Committee PROVIDED THAT such amendments, deletions or new Rules shall not have effect until they have been announced to the Society in rehearsal or notified to the Membership in writing.

4. THE CONDUCTOR

- (1) The Conductor shall be appointed by and may be removed by the Committee and shall hold office in accordance with his or her terms of engagement agreed from time to time.
- (2) The Conductor shall ex officio be a member of the Committee.
- (3) All matters relating to the artistic presentation of concerts and recitals shall be in the sole discretion of the Conductor in accordance with his or her terms of engagement and in particular (but without prejudice to the generality of the foregoing) the Conductor may:
 - a. specify a minimum number of rehearsals to be attended by each Member as a condition of that Member's being permitted to perform at any concert and increase or decrease such minimum number of rehearsals in relation to any individual Member;

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- b. decide in consultation with the Committee all questions concerning the right of any Member to attend any rehearsal or workshop or to perform in any public concert and notwithstanding the payment of a subscription or rehearsal fee by a Member, may exclude that Member from any rehearsal, workshop or performance.

5. COMMITTEE

- (1) The management of the Society shall be in the hands of a committee (hereinafter referred to as 'the Committee') whose duties shall be to advance the objects of the Society and to make all arrangements for any concerts or other events held by the Society and, subject to any directions which may from time to time be given by the Society in General Meeting, to provide for the administration, management and control of the affairs, finances and property of the Society.
- (2) The committee shall comprise between eight and fifteen elected members, who shall be voting members of the Society, and the conductor (ex officio). At its first committee meeting after the Society's annual general meeting in each year, the committee shall appoint from its elected members a Chair, Secretary and Treasurer (the Officers of the Society) and allocate to one or more individual committee members management responsibility for primary areas of the committee's responsibilities (for example membership, marketing, concert management, front of house management, refreshments, library, special events or Making Music representation).
(Amended at AGM 8 March 2005)
- (3) For as long as the Society shall be a member of Making Music one of the above members of the committee shall also act as Federal Representative to Making Music.
(Amended at AGM 8 March 2005)
- (4) All members of the Committee with the exception of the Conductor shall be elected by the Society at its Annual General Meeting and hold office until the following Annual General Meeting.
- (5) The Committee may in addition to the above co-opt a maximum of four members of the Society to serve as committee members provided that co-opted members shall not be entitled to vote at committee meetings.
- (6) The Committee may delegate any of its powers to sub-committees and such sub-committees may be given power to co-opt any proportion of the total membership thereof.
- (7) Any Committee member or sub-committee member whether elected or co-opted, may retire if he or she gives to the Secretary written notice of resignation of his or her membership of the Committee (as the case may be), and shall in any event retire if he or she ceases for any reason to be a member of the Society. The Committee may in such circumstances co-opt a member of the Society to the vacant position.

6. CONDUCT OF COMMITTEE AND SUB-COMMITTEE MEETINGS

- (1) Six members of the Committee having the power to vote shall form a quorum at meetings of the Committee. The quorum of meetings of any sub-committee shall be determined when such sub-committee is appointed and failing such determination shall have two.
- (2) Decisions shall be reached by simple majority vote of those present with the Chair of the Committee or sub-committee having the casting vote.
- (3) The Conductor being ex officio shall not be entitled to vote.
- (4) The Secretary shall keep minutes of all meetings of the Committee.
- (5) Notice of any Committee meeting shall be given by word of mouth or in writing to each member. Reasonable notice shall be given.

7. PROPERTY AND FINANCE

- (1) The income and property of the Society whencesoever derived shall be applied to further the objects of the Society and for no other purpose.
- (2) The financial year of the Society shall end on 31 July.
- (3) The Treasurer shall keep proper accounts of the finances of the Society.
- (4) The accounts shall be audited at least once a year by a person who shall be appointed at the Annual General Meeting and who shall not be a member of the Committee. The Committee shall fill any casual vacancy in the office of Auditor until the next Annual General Meeting.

8. TRUSTEES

- (1) All the property of the Society shall be vested in three Trustees.
(Amended at AGM 8 March 2005)
- (2) The Trustees shall be appointed as follows:
 - a. one Trustee who shall not be a member of the Committee shall be elected at the Annual General Meeting and hold office until the following Annual General Meeting;

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- b. Two of the Trustees shall be appointed by the Committee from amongst the members of the Committee.

PROVIDED that

- i. any Trustee appointed in accordance with 8(2)(a) above may be removed from office by the Society in Extraordinary General Meeting and in such a case a new Trustee shall be elected to hold office until the following Annual General Meeting;
 - ii. a Trustee may retire if he or she gives to the Secretary written notice of resignation;
 - iii. a Trustee shall in any event retire if he or she (if a member of the Society) ceases to be a member of the Society and in the case of a Trustee appointed in accordance with 8(2)(b) above, if he or she ceases to be a member of the Committee;
 - iv. if a Trustee appointed in accordance with 8(2)(a) above shall retire, the Committee may appoint a new Trustee who shall also not be a member of the Committee to serve until the next Annual General Meeting;
 - v. no Trustee shall be an employee of the Society.
- (3) The Trustees shall open such bank accounts as necessary in the name of the Society and withdrawals from such accounts shall require the signature of two members of the Committee at least one of whom shall be a Trustee.

9. ANNUAL GENERAL MEETINGS

- (1) The Annual General Meeting of the Society shall be held within nine months but not less than three months after the end of the Financial Year (such date not being more than 15 months after the holding of the preceding Annual General Meeting) and at such place as the Committee shall determine. At least 14 clear days notice shall be given by the Secretary to the Members.
- (2) At the Annual General Meeting the business shall include the election of Committee members and one of the Trustees, the appointment of auditors, and the consideration of an annual report of the work done by and under the auspices of the Committee and of the audited accounts and such other business as the Meeting shall determine in accordance with the provisions hereof.

10. EXTRAORDINARY GENERAL MEETINGS

- (1) The Committee may at any time at their discretion, and shall within 21 days of receiving a written request so to do signed by 20 members and giving reasons for the request, call an Extraordinary General Meeting of the Society for the purpose of altering the Constitution in accordance with Clause 13 hereof or of considering
- (2) any matter which may be referred to them by the Committee or for any other purpose. Except where otherwise provided herein at least 14 clear days notice shall be given by the Secretary to the Members.

11. RULES AND PROCEDURE FOR CALLING AND CONDUCTING GENERAL MEETINGS

- (1) A Member shall be entitled to vote at a General Meeting if, and only if, he or she is not in arrears of subscription fees. Such a Member is hereinafter referred to as a 'Voting Member'.
- (2) Notice for General Meetings of the Society shall, subject as hereinafter-provided, be given in writing to all Voting Members of the Society at their respective last known addresses, provided that any notice shall be deemed to be sufficiently served if announced by word of mouth at two successive rehearsals of the Society.
- (3) Nominations of persons for election to the Committee shall be made in writing to the Secretary not less than seven days before the meeting at which elections for the Committee are intended to be proposed and shall incorporate the written consent to act of the person nominated.
- (4) Subject to the provisions of Clauses 12 and 13 all questions arising at any meeting shall be decided by a simple majority of the Voting Members present. In the case of an equality of votes, the Chair (being the Chair of the Society or failing him/her such other person as may have been appointed Chair of the Meeting) shall have a second or casting vote.
- (5) The Secretary shall keep minutes of the General Meetings of the Society.
- (6) The quorum for any General Meeting of the Society shall be forty per cent (40%) of the Voting Members at the date of that General Meeting.

12. DISSOLUTION

- (1) The Society may at any time be dissolved by a resolution passed by a two thirds majority of those Voting Members present at an Extraordinary General Meeting of which at least 21 clear days notice (giving the wording of the proposed resolution) shall have been given to all Voting Members. Such a resolution may give instructions for the disposal of any assets held by or in the name of the Society

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provided that if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to or distributed among the Members of the Society but shall be given or transferred to such other institution or institutions having objects similar to some or all of the objectives of the Society as the Committee may determine.

13. ALTERATIONS TO THE CONSTITUTION

- (1) Any proposal to alter this Constitution must be delivered in writing to the Secretary not less than 28 days before the date of the meeting at which the resolution is to be brought forward.
- (2) Any alteration will require the approval of a two thirds majority of Voting Members present at a General Meeting of the Society.
- (3) Notice of such meeting must have been given in accordance herewith but not less than 21 days prior to the meeting in question and giving the wording of the proposed alteration.
- (4) No amendment be made to Clause 1 (the name of charity clause), Clause 2 (the objects clause), Clause 12 (dissolution clause) or this clause without the prior consent in writing of the commissioners.

Added by vote of Extraordinary General Meeting held on 14 October 1997

This Constitution was adopted at a Meeting held on 5 March 1996


CHAIR


SECRETARY

SCHEDULE - RULES OF MEMBERSHIP

ISLINGTON CHORAL SOCIETY RULES OF MEMBERSHIP

1. Ordinary membership shall be conferred upon those who:
 - a. shall pay the Annual Subscription as determined from the 1st August in any year;
 - b. support the objects of the Society;
 - c. seek to advance the work of the Society by participating in its activities;
 - d. adhere to the rules as to the payment of the Annual Subscription as may be laid down by the Committee from time to time.

Voting membership shall be conferred on those Ordinary members who are not in arrears of subscriptions.

2. Members shall punctually attend the number of rehearsals for each concert as specified by the Conductor.
3. Payment of any subscription or rehearsal fee does not confer any automatic right to attend rehearsals or perform in public concerts. Such right so to perform or attend will be determined at the Conductor's discretion in consultation with the Committee having due regard to:
 - a. the number of rehearsals attended by the member for each concert;
 - b. the conduct of the member at rehearsals/concerts;
 - c. the suitability of the member's voice.
4. The Annual Subscription shall become due from the first rehearsal attended in that financial year. Under no circumstances shall the subscription be refundable in whole or in part except by special dispensation granted by the Committee.
5. It is a member's duty to return promptly borrowed music to the Librarian when stipulated. If music is not returned within seven days of the Librarian's request, members become liable for the full replacement cost of the music and any other ancillary charges incurred by the Society.
6. Members shall wear appropriate dress for each concert as specified by the Committee.
7. Members shall make every effort to publicise concerts and shall buy a minimum of four tickets for each concert for sale.

(ENDS)