

WOODSTOCK MUSIC SOCIETY CONSTITUTION, approved at Special General meeting 15 June 2023

1. Title

The name of the Society shall be Woodstock Music Society, hereinafter referred to as the Society.

2. Objects

The objects of the Society shall be to educate the public in the arts and sciences, and in particular the art and science of music, in the presentation of concerts and other activities.

3. Membership

(1) Membership is open to individuals who are approved by the trustees.

(2) The trustees may refuse an application for membership only if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application.

(a) The trustees must inform the applicant in writing of the reasons for the refusal within seven days of the decision.

(b) The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing within seven days and shall be final.

(3) Membership is not transferable.

(4) The trustees must keep a register of names and addresses of the members.

(5) Every member shall have one vote at General Meetings.

4. Termination of membership

Membership is terminated if:

(1) the member dies;

(2) the member resigns by written notice to the Society ;

(3) any sum due from the member to the Society is not paid in full within six months of its falling due;

(4) the member is removed from membership by a resolution of the trustees that it is in the best interests of the Society that his or her membership be terminated. A resolution to remove a member from membership may be passed only if:

(a) the member has been given at least twenty one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons for its proposal;

(b) the member or, at the option of the member, the member's representative (who need not be a member of the Society) has been allowed to make representations to the meeting;

(c) the decision to terminate the membership is communicated to the member in question in writing within seven days of the meeting taking place;

(5) any decision made by the trustees to terminate a membership is final.

5. Officers and trustees

The management of the Society shall be in the hands of a Committee consisting of a Chairman, an Honorary Secretary, an Honorary Treasurer, a Federal Representative and up to eight other members. All members of the committee shall be the trustees of the Society.

The trustees shall be elected by and out of the Society's membership at the Annual General Meeting.

They shall hold office until the next Annual General Meeting, and be eligible for re-election. The Officers shall be appointed by the trustees at their first meeting following the Annual General Meeting. If a vacancy arises on the committee, the trustees may co-opt a new trustee who shall then stand for election by members at the next Annual General Meeting.

6. Payment of trustees

(1) Trustees can be paid legitimate expenses incurred on behalf of the Society.

(2) Any other trustee payments, or payments to connected persons of trustees, must be with the approval and/or permission of the Charity Commission and in accordance with the Trustees Act 2000 and section 185 of the Charities Act 2011 where appropriate.

7. Disqualification and removal of trustees

A trustee shall cease to hold office if he or she:

- (1) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the Society as detailed in section 4;
- (3) in the written opinion, given to the Society, of a registered medical practitioner treating that person, that he/she has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (4) resigns as a trustee by notice to the Secretary of the Society;
- (5) is absent without the permission of the trustees from all their meetings held within a period of 12 consecutive months and the trustees resolve that his or her office be vacated.

8. Powers

In furtherance of the objects but not otherwise the trustees may exercise the following powers:

- (1) to raise funds and to invite contributions
- (2) to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- (3) to employ such staff as are necessary for the proper pursuit of the objects;
- (4) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (5) to support any charitable trusts, associations or institutions formed for all or any of the objects;
- (6) to appoint and constitute such advisory committees as the trustees may think fit;
- (7) to do all such other lawful things as are necessary for the achievement of the objects

9. Meetings and proceedings of the trustees

(1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.

(2) The trustees shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman, or by any two trustees, upon not less than four days' notice being given to the other trustees of the matters to be discussed, but if the matter includes the appointment of a co-opted member, then not less than 21 days' notice must be given.

(3) The chairman shall act as chairman at meetings of the trustees. If the chairman is absent from any meeting, the trustees present shall choose one of their number to be chairman before any other business is transacted.

(4) There shall be a quorum when at least one third of the number of trustees for the time-being, or three trustees, whichever is the greater, are present at a meeting.

(5) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.

(6) If the number of trustees is less than the number fixed as the quorum, the remaining trustee or trustees may act only for the purpose of filling vacancies and shall call a general meeting as soon as possible thereafter.

(7) Questions shall be determined by a majority of votes of the trustees present and voting on the question, but in the case of equality of votes, the chairman of the meeting shall have a casting vote.

(8) The trustees shall keep minutes of the proceedings at meetings of the trustees and of any sub-committee, and shall ensure that these are stored safely, and that they are available for inspection as required.

(9) The trustees may appoint one or more sub-committees, consisting of three or more trustees, for the purpose of making any enquiry or supervising or performing any function or duty which, in the opinion of the trustees, would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the trustees.

(10) Where the Society has a paid conductor or musical director, he or she may attend meetings of the trustees except when his/her position is being considered. He/she shall not be eligible to vote in a meeting of the trustees.

10. Conflicts of interests and conflicts of loyalties

A Society trustee must:

(1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not been previously declared; and

(2) absent himself or herself from any discussions of the Society trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

Any trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the trustees on the matter.

11. Rules

(1) The trustees may from time to time make rules for the conduct of business.

(2) The rules may regulate the following matters but are not restricted to them:

(a) the admission of members of the Society and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

(b) the conduct of members of the Society in relation to one another, and to the Society's employees and volunteers;

(c) the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by this constitution;

(d) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

(3) The trustees must adopt such means as they think sufficient to bring the rules to the notice of members of the Society.

(4) The rules shall be binding on all members of the Society. No rule shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

12. Finance

(1) The financial year shall end on 31 August.

(2) A banking account shall be opened in the name of the Society and payments shall be authorised by any two officers of the Society.

(3) The Society may receive donations, grants in aid and financial guarantees, and tickets for any or all of its concerts and other events may be offered for sale to the public.

(4) The income and property of the Society wheresoever 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 or otherwise except with the prior written consent of the Charity Commission.

13. Annual General Meeting

Within six months of the end of each financial year the members shall be summoned to an Annual General Meeting, to be held during the Society's term time. At least twenty-eight days' notice in writing shall be given of the date of the meeting and an agenda and papers detailing the business shall be circulated not less than fourteen days before the meeting.

14. Special General Meeting

(1) All general meetings other than annual general meetings shall be called special general meetings.

(2) The trustees may call a special general meeting at any time.

(3) At least fourteen days' written notice of an SGM shall be given to all members. This notice shall include details of the matter to be discussed.

(4) The trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. Where the Society has fewer than 30 members, the trustees must call a special general meeting if requested to do so in writing by at least five members. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

15. Conduct of General Meetings

(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is fifteen members entitled to vote upon the business to be conducted at the meeting; or one tenth of the total membership at the time, whichever is the greater.

(3) If a quorum is not present within half an hour from the time appointed for the meeting; or during a meeting a quorum ceases to be present, the meeting shall be adjourned. The trustees shall re-convene the meeting and must give at least seven clear days' notice, stating the date, time and place of the re-convened meeting.

(4) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum.

(5) Details of new business for discussion should be submitted to the Secretary at least twenty-one days before the date of the general meeting.

(6) Proxy votes shall be notified to the chairman up to 24 hours prior to the meeting, to be cast as directed. The outcome of votes (those taken during the meeting and proxy votes) will be decided by a simple majority. If there is an equal number for and against a motion, the Chairman shall have a casting vote.

(7) Where it is practicable and not in conflict with their responsibilities under Charity Law, the trustees shall act on the recommendations of a general meeting.

(8) The secretary or other person specially appointed by the trustees shall keep a full record of proceedings at every general meeting of the Society.

16. Accounts

The financial accounts shall be audited or examined to the extent required by legislation or, if there is no such requirement, scrutinized by a person who is independent of the trustees and then submitted to the members at the Annual General Meeting.

17. Alterations to the constitution

(1) The constitution may be altered by a two-thirds majority of the members present and voting at any General Meeting, provided that fourteen days' notice of the proposed alteration has been sent to all members and provided that nothing therein contained shall authorise any amendment which shall have the effect of the Society ceasing to be a charity.

(2) No amendment may be made to clause 1 (the name of the Society), clause 2 (the objects), clause 12 (finance), or clause 18 (dissolution), without the prior written consent of the Charity Commission. The trustees shall send the Charity Commission a copy of any amendment made under this clause. Where a society is too small to register with the Charity Commission only sub clause (1) of this clause will be applicable.

18. Dissolution

In the event of the winding-up or dissolution of the Society any remaining assets after all liabilities have been discharged shall not be paid or transferred to any member or members of the Society but shall be transferred to a charitable organisation whose objects are similar to those of the Society and whose rules preclude the distribution of income and assets among its members.