

# **RADLETT MUSIC CLUB**

Registered Charity no. 278246

## **CONSTITUTION AND RULES**

### 1. **NAME**

The charity's name shall be the RADLETT MUSIC CLUB ("**Club**").

### 2. **OBJECTS**

The objects of the Club 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. These objects shall also be the Club's charitable purposes.

### 3. **TRUSTEES, OFFICERS AND COMMITTEE**

- 3.1. The management of the Club, including its finances, shall be in the hands of a committee ("**Committee**") consisting of a Chairman, an Honorary Secretary, an Honorary Treasurer and up to six other members. Any member of the Club may stand for election to the Committee provided he or she is proposed and seconded by two other members.
- 3.2. The Chairman, Honorary Secretary and Honorary Treasurer shall be the officers ("**Officers**") of the Club.
- 3.3. Subject to clause 3.5, the Officers and other Committee members shall be elected from the membership of the Club at an Annual General Meeting ("**AGM**") or a Special General Meeting ("**SGM**"). They shall hold office until the next following AGM and shall then be eligible for re-election.
- 3.4. All members of the Committee shall be trustees for the purposes of the Club's charitable status.
- 3.5. Subject to clause 3.1, the Committee shall have powers to co-opt members onto the Committee at any time if and when the Committee deems it necessary or expedient. Any such co-opted member shall, if he or she wishes to continue on the Committee after the next following AGM, offer himself or herself for election at that AGM.
- 3.6. The Committee shall hold at least 3 meetings each year and the quorum for a Committee meeting shall be four members of whom at least two must be Officers. Meetings of the Committee may be held in person (i.e. with members physically present) or by electronic virtual means (e.g. using Zoom; Skype etc.) or by a combination of both such methods.

- 3.7. The Committee's powers shall include the powers to:
  - 3.7.1. make additional rules to help run the Club provided that such rules do not conflict with this constitution or the law;
  - 3.7.2. appoint representatives of the Club;
  - 3.7.3. invest and manage the Club's finances, property and assets;
  - 3.7.4. do all other things which, in the Committee's view, are reasonable or necessary for the proper management of the Club.
- 3.8. The Committee may act by majority decision.
- 3.9. Minutes shall be kept for every Committee meeting.
- 3.10. All the arrangements for the concerts and other events shall be in the hands of the Committee.
- 3.11. If any Committee member has a conflict of interest at a meeting, he or she must declare it and leave the meeting while such matter is being discussed or decided.

#### 4. **MEMBERSHIP**

- 4.1. The members of the Club shall be those persons who pay the annual subscription at the appropriate rate or rates as shall be determined by the Committee. Unless determined otherwise by the Committee, subscriptions shall be paid before 30<sup>th</sup> November.
- 4.2. The membership year shall run from 1<sup>st</sup> September, when subscriptions are due, to 31<sup>st</sup> August. The Committee will keep an up-to-date membership list.
- 4.3. In addition to clause 4.1, the Committee shall have power to admit persons as members on other terms if the Committee deems it expedient to do so in the interests of the Club.
- 4.4. Provided the Committee acts reasonably and properly and, in doing so, considers it to be in the best interests of the Club, the Committee shall have the powers to:
  - 4.4.1. refuse an application for membership; and
  - 4.4.2. remove a member from membership. In this case, the Committee may only remove a member from membership if:
    - 4.4.2.1. the member has been given at least 21 days' notice of the meeting at which the resolution will be proposed and the reasons why it is to be proposed; and
    - 4.4.2.2. the member or, at the option of the member, the member's representative (who need not be a member of the Club) has been allowed to make representations to the Committee.

## 5. **FINANCE**

- 5.1. The Club's financial year shall run from 1<sup>st</sup> May to 30<sup>th</sup> April.
- 5.2. The Honorary Treasurer shall be responsible for keeping the accounts of the Club, which shall be audited or examined to the extent required by legislation or, if there are no such requirements, scrutinised by a person who is independent of the Committee.
- 5.3. Such person who independently audits or scrutinises the accounts shall prepare a report on the accounts to be presented at the following AGM.
- 5.4. The Club shall have power to open and/or hold accounts with licensed financial institutions.
- 5.5. As regards the management and control of the Club's financial assets:
  - 5.5.1. transactions with financial institutions for opening and closing accounts and withdrawal of any funds shall require the authority of two designated members of the Committee. In the case of cheques, those authorities shall be signatures and, in the case of on-line banking, those authorities shall be separate authorisations on the relevant system.
  - 5.5.2. Payments into any accounts of the Club may be made by one person.
  - 5.5.3. In relation to any petty cash or other cash holdings, one designated Committee member may make payments of a maximum of £100.00 (one hundred pounds).
- 5.6. The Club may receive donations, grants in aid and financial guarantees.
- 5.7. Tickets for any or all of the Club's concerts and other events may be offered for sale to the public.
- 5.8. The income and property of the Club wheresoever derived shall be applied solely towards promoting the purposes of the Club as set forth above. No portion thereof shall be paid or transferred either directly or indirectly to any member or members of the Club except in payment of legitimate expenses incurred on behalf of the Club.

## 6. **PRESIDENT, VICE PRESIDENTS AND HONORARY MEMBERS**

The Committee may elect at their discretion a President, Vice Presidents and Honorary Members for such term as may be agreed.

## 7. **GENERAL MEETINGS**

- 7.1. An AGM of the Club shall be held within four months of the end of the financial year to:
  - 7.1.1. consider and approve the report by the Chairman on the previous season's

- activities;
- 7.1.2. consider and approve the independently examined accounts;
- 7.1.3. elect Officers and other Committee members for the next 12 months;
- 7.1.4. appoint an auditor or independent examiner for the purposes of clauses 5.2 and 5.3; and
- 7.1.5. transact any other business.
- 7.2. 21 days' notice of the AGM shall be given to members and such notice shall include:
  - 7.2.1. the agenda for the AGM;
  - 7.2.2. nominations for election to the Committee, including the proposer and seconder; and
  - 7.2.3. details of any resolutions, which must have a proposer and seconder, to be proposed or discussed.
- 7.3. A SGM may be called:
  - 7.3.1. by the Committee at any time; or
  - 7.3.2. on written request being made to the Honorary Secretary signed by at least 12 members, such request to specify in sufficient detail the resolutions or other matters to be proposed or discussed at the SGM.
- 7.4. 14 days' notice shall be given to members of any SGM and such notice shall include details of any nominations for election to the Committee, including the proposer and seconder, and/or resolutions, which must have a proposer and seconder, to be proposed or discussed.
- 7.5. Rules relating to AGMs and SGMs:
  - 7.5.1. The quorum for general meetings shall be 15.
  - 7.5.2. Minutes of all AGMs and SGMs must be kept.
  - 7.5.3. The chairman at a general meeting shall be the Chairman of the Club. If he or she is not present, the chair shall be taken by one of the other two Officers. If none of the Officers are present, the chair shall be taken by another member of the Committee.
  - 7.5.4. The chairman at a general meeting may, in his or her discretion, allow an amendment to a resolution to be put to the vote at the meeting provided that

the proposed amendment is proposed and seconded by members present and that such amendment does not alter the overall substance of the initial resolution.

7.5.5. Any proposal to wind up or dissolve the Club can only be taken at an AGM or SGM.

7.5.6. Every member has one vote.

7.5.7. Voting shall be by show of hands or, if requested, by ballot of those members present.

7.5.8. AGMs and SGMs may be held in person (i.e. with members physically present) or by electronic virtual means (e.g. using Zoom; Skype etc.) or by a combination of both such methods.

## 8. **DISSOLUTION OF CLUB**

8.1. Dissolution of the Club can only be effected by a majority vote of the members present at an AGM or SGM.

8.2. In the event of the winding-up or dissolution of the Club any remaining assets after all liabilities have been discharged shall not be paid or transferred to any member of the Club (unless and only to the extent that such member shall also be a creditor of the Club), but shall be transferred to a charitable organisation whose purposes are similar to those of the Club and whose rules preclude the distribution of income and assets among its members.

## 9. **NOTICES**

9.1. Any notice required by this constitution to be given to or by any person must be:

9.1.1. in writing; or

9.1.2. given using electronic communications. Where electronic communications are used and there are supporting documents, such documents can be given either by directly attaching them to the notice or by the use of hyperlinks in the notice.

9.2. The Club may give any notice to a member either:

9.2.1. personally; or

9.2.2. by sending it by post in a prepaid envelope addressed to the member at his or her address; or

9.2.3. by leaving it at the address of the member; or

9.2.4. by giving it using electronic communications.

## 10. **AMENDMENTS TO CONSTITUTION**

This Constitution (including any rules contained herein) may be amended by a two-thirds majority of the members present at an AGM or SGM provided that nothing herein shall authorise any amendment which shall have the effect of:

- 10.1. altering the Club's objects as set out in clause 2 (Objects) save to the extent that such alterations have been approved in advance by the Charity Commissioners and/or, if applicable, any other regulatory body;
- 10.2. altering the substance of clause 8 (Dissolution)
- 10.3. the Club ceasing to be a charity at law.