

CONSTITUTION

of

Aberdeen Orpheus Choir

Adopted on 20 May 2015

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Name

1. The name of the association is “Aberdeen Orpheus Choir” (“the Choir”).

Objects

2. The association's objects are to advance the art and science of choral music and to develop and maintain public education in, and appreciation of choral music in all its aspects through the study of choral music and the giving of public performances of the music studied.

Powers

3. In pursuance of the objects set out in clause 2 (but not otherwise), the association shall have the following powers:-
 - (a) To undertake such activities as are necessary in the furtherance of the Objects stated in 2. above.
 - (b) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the association’s activities.
 - (c) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the association.
 - (d) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the association.
 - (e) To employ such staff as are considered appropriate for the proper conduct of the association’s activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
 - (f) To engage such consultants and advisers as are considered appropriate from time to time.
 - (g) To effect insurance of all kinds (which may include officers’ liability insurance).
 - (h) To invest any funds which are not immediately required for the association’s activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
 - (i) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the association’s objects.
 - (j) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the association’s objects.
 - (k) To form any company which is a charity with similar objects to those of the association, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the association’s assets and undertaking.
 - (l) To take such steps as may be deemed appropriate for the purpose of raising funds for the association’s activities.
 - (m) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
 - (n) To do anything which may be incidental or conducive to the furtherance of any of the association’s objects.

General structure

4. The structure of the association shall consist of:-
 - (a) the MEMBERS - who have the right to attend the annual general meeting (and any special general meeting) and have important powers under the constitution; in particular, the members elect people to serve on the management committee and take decisions in relation to changes to the constitution itself
 - (b) the MANAGEMENT COMMITTEE - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the association; in particular, the management committee is responsible for monitoring the financial position of the association.

Membership

5. Membership shall be open to persons over the age of 18 who have an ability to read music and may be required to pass a voice and ear test.
6. An employee of the association shall not be eligible for membership; a person who becomes an employee of the association after admission to membership shall automatically cease to be a member.
7. Life Membership may be offered to former members or former musical staff who have given outstanding or long service to the choir. Life members will pay no subscription and will have no voting rights, but will receive one ticket for each concert. Life Members will be elected at an Annual General meeting.

Application for membership

8. The management committee may, at its discretion, refuse to admit any person to membership.
9. After an applicant has successfully undergone an audition, the management committee shall consider each application for membership at the first management committee meeting which is held after receipt of the application; the management committee shall, within a reasonable time after the meeting, notify the applicant of its decision on the application.

Membership subscription

10. The amount of the annual subscription will be decided at the Annual General Meeting. It may be paid in two equal instalments, the first half due and payable by the last Wednesday in October and the second half due and payable by the last Wednesday in February. No member shall be allowed to be in arrears.

Register of members

11. The management committee shall maintain a register of members, setting out the full name and address of each member, the date on which s/he was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

12. Any person who wishes to withdraw from membership shall sign, and lodge with the association, a written notice to that effect; on receipt of the notice by the association, s/he shall cease to be a member.

Expulsion from membership

13. Any person may be expelled from membership by way of a resolution passed by majority vote at a general meeting (meeting of members), providing the following procedures have been observed:-
 - (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion

- (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

General meetings (meetings of members)

- 14. The management committee shall convene an annual general meeting in each year (but excluding the year in which the association is formed); not more than 15 months shall elapse between one annual general meeting and the next.
- 15. The business of each annual general meeting shall include:-
 - (a) a report by the President on the activities of the association
 - (b) a report by the conductor on the activities of the association
 - (c) consideration of the annual accounts of the association (Treasurer's report)
 - (d) the election/re-election of members of the management committee, as referred to in clause 31.
- 16. Any member may convene a Special General Meeting of the Choir provided that the member has the support of five members, and that the Secretary has been notified 7 days prior to the period of notice referred to in clause 17 below.

Notice of general meetings

- 17. At least 14 clear days' notice must be given (in accordance with clause 71) of any annual general meeting or special general meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.
- 18. The reference to "clear days" in clause 17 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
- 19. Notice of every general meeting shall be given (in accordance with clause 71) to all the members of the association, and to all the members of the management committee.

Procedure at general meetings

- 20. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for an Annual General Meeting shall be 66% (rounded down) of the total membership, present in person, and for a Special Meeting shall be 66% (rounded down) of the total membership.
- 21. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- 22. The President of the association shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the President is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the members of the management committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 23. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
- 24. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
- 25. If there is an equal number of votes for and against any resolution, the status quo shall prevail.
- 26. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at

the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

27. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Management committee

28. The maximum number of members of the management committee shall be eight, inclusive of office bearers. The Conductor will be an ex-officio member of the Committee.
29. A person shall not be eligible for election/appointment to the management committee unless he/she is a member of the association.
30. Should any member of the management committee cease to be a member of the management committee for any reason, the remaining members of the management committee may co-opt a member of the Choir to serve on the management committee.
31. At each annual general meeting, the members may (subject to clause 28) elect any member to be a member of the management committee. The meeting will firstly elect a President, Vice President, Secretary, Treasurer and Librarian, who will automatically become members of the management committee, then the meeting will elect three other members to serve on the management committee. The tenure of office of the President will not exceed the term from the annual general meeting when first elected to the third annual general meeting thereafter.
32. At each annual general meeting, all of the members of the management committee shall retire from office - but shall then be eligible for re-election.

Termination of office

33. A member of the management committee shall automatically vacate office if:-
- (a) he/she becomes debarred under any statutory provision from being a charity trustee
 - (b) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - (c) he/she ceases to be a member of the association
 - (d) he/she becomes an employee of the association
 - (e) he/she resigns office by notice to the association
 - (f) he/she is absent (without permission of the management committee) from more than three consecutive meetings of the management committee, and the management committee resolve to remove him/her from office.

Register of management committee members

34. The management committee shall maintain a register of management committee members, setting out the full name and address of each member of the management committee, the date on which each such person became a management committee member, and the date on which any person ceased to hold office as a management committee member.

Officebearers

35. Should any office bearer elected at the Annual General Meeting cease to be an office bearer for any reason prior to the next Annual General Meeting, the management committee shall elect another of their number to hold that office.
36. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.

37. A person elected to any office shall cease to hold that office if he/she ceases to be a member of the management committee or if he/she resigns from that office by written notice to that effect.

Powers of management committee

38. Except as otherwise provided in this constitution, the association and its assets and undertaking shall be managed by the management committee, who may exercise all the powers of the association.
39. A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.

Personal interests

40. A member of the management committee who has a personal interest in any transaction or other arrangement which the association is proposing to enter into, must declare that interest at a meeting of the management committee; he/she will be debarred (in terms of clause 55) from voting on the question of whether or not the association should enter into that arrangement.
41. For the purposes of clause 40, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.
42. Provided
- (a) he/she has declared his/her interest
 - (b) he/she has not voted on the question of whether or not the association should enter into the relevant arrangement and
 - (c) the requirements of clause 44 are complied with,
- a member of the management committee will not be debarred from entering into an arrangement with the association in which he/she has a personal interest (or is deemed to have a personal interest under clause 41) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
43. No member of the management committee may serve as an employee (full time or part time) of the association, and no member of the management committee may be given any remuneration by the association for carrying out his/her duties as a member of the management committee.
44. Where a management committee member provides services to the association or might benefit from any remuneration paid to a connected party for such services, then
- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
 - (b) the management committee members must be satisfied that it would be in the interests of the association to enter into the arrangement (taking account of that maximum amount)
 - (c) less than half of the management committee members must be receiving remuneration from the association (or benefit from remuneration of that nature).
45. The members of the management committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the management committee, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at management committee meetings

46. Any member of the management committee may call a meeting of the management committee or request the secretary to call a meeting of the management committee.
47. Questions arising at a meeting of the management committee shall be decided by a majority of votes; if an equality of votes arises, the matter shall be referred to the members in general meeting.
48. No business shall be dealt with at a meeting of the management committee unless a quorum is present; the quorum for meetings of the management committee shall be five.
49. If at any time the number of management committee members in office falls below the number fixed as the quorum, the remaining management committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.
50. Unless he/she is unwilling to do so, the President of the association shall preside as chairperson at every management committee meeting at which he/she is present; if the President is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the management committee members present shall elect from among themselves the person who will act as chairperson of the meeting.
51. The management committee will control the business of the Choir, and will meet at appointed times which shall be at intervals of not more than two months. Meetings may be convened by the Secretary upon request of the President, or in their absence, the Vice President and another Committee Member. The Committee will arrange practices and programmes for all concerts.
52. The Secretary will attend to correspondence pertaining to the Choir, and keep a copy of all correspondence written on the Choir's behalf. A minute of all committee and business meetings will be kept and stored safely, and must be made available for inspection as required. The Secretary will be responsible for ensuring that reservations for concert venues are made and the necessary booking forms completed.

The Librarian will have charge of the music, and keep a record of music supplied to Choir members. Each choir member shall have a folder in which a full set of music for the current session shall be kept.
53. The management committee will cause a current register of the Choir members and their attendance at rehearsals and public performances to be maintained.
54. The management committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the management committee; for the avoidance of doubt, any such person who is invited to attend a management committee meeting shall not be entitled to vote.
55. A management committee member shall not vote at a management committee meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the association; he/she must withdraw from the meeting while an item of that nature is being dealt with.
56. For the purposes of clause 55, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

Conduct of members of the management committee

57. Each of the members of the management committee shall, in exercising his/her functions as a member of the management committee of the association, act in the interests of the association; and, in particular, must

- (a) seek, in good faith, to ensure that the association acts in a manner which is in accordance with its objects (as set out in this constitution)
- (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
- (c) in circumstances giving rise to the possibility of a conflict of interest between the association and any other party
 - (i) put the interests of the association before that of the other party, in taking decisions as a member of the management committee
 - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the association and refrain from participating in any discussions or decisions involving the other members of the management committee with regard to the matter in question
- (d) ensure that the association complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Delegation to sub-committees

- 58. The management committee may delegate any of their powers to any sub-committee consisting of one or more management committee members and such other persons (if any) as the management committee may determine; they may also delegate to the President of the association (or the holder of any other post) such of their powers as they may consider appropriate.
- 59. Any delegation of powers under clause 58 may be made subject to such conditions as the management committee may impose and may be revoked or altered.
- 60. The rules of procedure for any sub-committee shall be as prescribed by the management committee.

Minutes

- 61. The management committee shall ensure that minutes are made of all proceedings at general meetings, management committee meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Financial Management

- 62. The signatures of any two out of four signatories appointed by the management committee shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the association. The signatories shall be the Treasurer, the President, the Vice President and another member of the management committee as shall be appointed by the committee.
- 63. The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the President, treasurer and secretary of the association (and their successors in office) or in name of a nominee company holding such property in trust for the association; any person or body in whose name the association's property is held shall act in accordance with the directions issued from time to time by the management committee.
- 64. The funds of the Choir will be used solely for the objects of the Choir. The choir may receive grants and donations. Tickets for any or all of its concerts shall be offered for sale to the public. No member shall be paid for his or her services. The income and property of the Choir whencesoever derived shall be applied solely towards promoting the objects of the Choir (as set forth in 2 above) and no portion thereof shall be paid or transferred either directly or

indirectly to any member of the Choir or member of the Committee except in payment of legitimate expenses incurred on behalf of the Choir.

Accounting records and annual accounts

65. The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
66. The management committee shall prepare annual accounts, complying with all relevant statutory requirements. The Financial Year will end on 31st December annually. If an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

General Matters

67. **CONDUCTOR** - The Conductor will be appointed by the Committee after being interviewed by Committee members. The Committee has the power to terminate the appointment if the reputation of the Choir is damaged by any action or inaction of the Conductor. The Conductor will be paid an honorarium, which sum may be paid annually or by instalments after a number of practices have been completed upon agreement between the Conductor and the Committee. The amount of the honorarium for the forthcoming year will be decided by the members present at the Annual General Meeting. The Conductor will have full control of the Choir during practices and concerts, and will submit a list of music to be studied to the Committee, for their approval. The Conductor will have power to test any member of the Choir at any time. The Choir will accept engagements only with the approval of the Conductor.
68. **ACCOMPANIST** - The Accompanist will be appointed by the Conductor and the management committee, and will be paid an honorarium, which may be paid annually or by instalments after a number of practices have been completed, upon agreement between the Accompanist and the Committee. The amount of the honorarium for the forthcoming year will be decided by the members present at the Annual General Meeting. If an accompanist is appointed during a session, the honorarium for the period from appointment to the next Annual General Meeting will be decided by the management committee. Should the Accompanist be unable or unwilling to fulfil the work required by the Conductor, the Committee may terminate the appointment.
69. **ATTENDANCE.** It is expected that Choir members should attend all rehearsals. As a minimum, however, the following guidelines are considered necessary to ensure that all members are properly prepared for any concert: 1st term – 80%, 2nd term – 80%; before a concert – 2 out of the last 3 rehearsals: in general – not more than 2 consecutive rehearsals missed. The case of anyone who fails to achieve these requirements will be reviewed by the Conductor and Committee, who will decide if the Choir member in question is adequately prepared for performance.
70. **PROPERTY.** All music and music folders issued shall remain the property of the Choir, and must be returned to the Librarian if a member leaves the Choir. Music or folders lost or damaged shall be replaced by the offending member.

UNIFORM. Items of clothing for wear during performances which have been issued from choir stock shall remain the property of the choir and must be signed for when issued and be returned to the Robe-master if a member leaves the choir. Any property lost or damaged shall be replaced by the offending member.

For performances the Choir will wear the required uniform as specified by the Committee.

Notices

71. Any notice which requires to be given to a member under this constitution shall be in writing; such a notice may either be given personally to the member, or be sent by post in a envelope

addressed to the member at the address last intimated by him/her to the association, or by electronic mail.

Dissolution

72. If the management committee determines that it is necessary or appropriate that the association be dissolved, it shall convene a meeting of the members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.
73. If a proposal by the management committee to dissolve the association is confirmed by a 66% (rounded down) majority of those present and voting at the general meeting convened under clause 72, the management committee shall have power to dispose of any assets held by or on behalf of the association - and any assets remaining after satisfaction of the debts and liabilities of the association shall be transferred to some other charity or charities having objects similar to those of the association; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the association at, or prior to, the time of dissolution.
74. For the avoidance of doubt, no part of the income or property of the association shall (otherwise than in pursuance of the association's charitable purposes) be paid or transferred (directly or indirectly) to the members, either in the course of the association's existence or on dissolution.

Alterations to the constitution

75. Subject to clause 76, the constitution may be altered by a resolution passed by not less than 66% (rounded down) of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clauses 17, 18 and 19.
76. No amendment to clauses 3, 43, 73 or 74 of the constitution may be made if the effect would be that the association would cease to be a charity.

Interpretation

77. For the purposes of this constitution,
- (a) the expression "charity" shall mean a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 96 of the Charities Act 1993
 - (b) the expression "charitable purpose" shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
78. Any reference in this constitution to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.

This constitution was adopted on 20 May 2015.



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