

The Constitution of Gale Force Gospel Choir Incorporated

This Constitution was adopted on 21 March 2016.

1. Name

The name of the Organisation shall be Gale Force Gospel Choir Incorporated (hereinafter called the Choir).

2. Objects

The Objects of the Choir are to be beneficial to the community by

- 2.1. promoting educational and community activities through singing primarily gospel related songs; and
- 2.2. developing opportunities for friendship, companionship, mutual support and reduction of social isolation through the mutual activity of singing; and
- 2.3. being inclusive and accessible to everyone who would like to sing with us, regardless of gender, ethnicity, musical ability or religious identity.

3. Powers

In furtherance of the Objects, the Choir may

- 3.1. Raise funds and invite and receive contributions by any legal means;
- 3.2. Organise and participate in meetings, rehearsals, training, concerts and social events;
- 3.3. Co-operate with other choirs, voluntary organisations, community groups, statutory bodies and others to achieve the Objects;
- 3.4. Produce newsletters and articles, websites and other such material as shall be deemed necessary in pursuance of the Objects;
- 3.5. Do any such other legal things as shall further the Objects of the Choir.

4. Membership of the Choir

- 4.1. Membership of the Choir shall be open to anyone with an interest in furthering the Objects of the Choir, subject to space being available and payment of a membership fee as shall be determined by the Core Group.
- 4.2. The Core Group may set and review limits on the size of the Choir as it sees fit.
- 4.3. The Secretary will be responsible for the keeping of an accurate record of the Choir's membership.
- 4.4. A member may terminate their membership by advising the Secretary, preferably in writing or by email.

The Constitution of Gale Force Gospel Choir Incorporated

- 4.5. The Core Group shall have the right, for good or sufficient reason, to terminate the membership of any individual or individuals who are deemed to be acting in any way which is considered detrimental to the Choir.
- 4.6. In the event of a proposed termination of membership, the individual or individuals concerned shall have the right to be heard by the Core Group before a final decision is made.

5. The Core Group

- 5.1. The Core Group is the body responsible for the management of the Choir. Its meetings will be open to the attendance of members of the Choir by prior arrangement and agreement with the Chair.
- 5.2. Membership of the Core Group shall be open to anyone who is aged over 16 years and is also a member in good standing of the Choir.
- 5.3. The Core Group shall consist of between 5 and 8 members, elected from the membership of the Choir at the Annual General Meeting.
- 5.4. In addition, the Music Director of the Choir shall be appointed as an ex-officio member of the Core Group, and shall have voting rights in the Core Group.
- 5.5. The Core Group may also co-opt any person or persons with specific knowledge, skills or experience and for a suitable period of time provided that co-opted members account for no more than one third of the membership of the Core Group.
- 5.6. Co-opted members do not have voting rights.
- 5.7. Resignation from the Core Group should be made in writing and the Core Group has the power to fill the vacancy until the next election takes place at the Annual General Meeting.
- 5.8. Members of the Core Group are expected to remain in place for a full 12 month term and to attend meetings on a regular basis. If unable to attend, members should notify apologies for absence to the meeting.
- 5.9. Should any member of the Core Group fail to attend three consecutive meetings without good or sufficient reason as determined by the Core Group, they will be deemed to have resigned from the Core Group.

6. Core Group Procedures

- 6.1. All matters arising at any Core Group meeting, unless this Constitution provides otherwise, shall be decided by a simple majority vote.
- 6.2. No member shall exercise more than one vote but in the case of an equality of votes, the Chair shall have a second or casting vote.

The Constitution of Gale Force Gospel Choir Incorporated

- 6.3. The Core Group shall meet not less than five times a year including the Annual General Meeting. Meetings will normally last no longer than two hours.
- 6.4. A quorum at meetings shall be a minimum of four Core Group members including at least one Officer.
- 6.5. Any non-member of the Core Group present may contribute to Core Group discussion with the prior agreement of the Chair.
- 6.6. At the first Core Group meeting following the Annual General Meeting, the Core Group shall elect from amongst its members (excluding the Music Director) the following three Officers:
 - Chair
 - Secretary
 - Treasurer
- 6.7. Other roles may be established as may be deemed necessary.
- 6.8. No person shall hold the same post of Chair, Secretary or Treasurer for more than three consecutive years.
- 6.9. The Core Group may appoint such sub-Core Groups as shall be deemed necessary and shall determine their duration, composition, powers and terms of reference. They must report back to the full Core Group as soon as possible.
- 6.10. The Core Group and all sub-Core Groups shall keep minutes of all actions and proceedings and shall ensure the safekeeping of all the Choir's documents and records.
- 6.11. The Chair may need to take decisions on urgent matters that must be advanced too quickly for their inclusion in meetings. In such circumstances, the Chair is delegated to take such decisions after involving as many other Core Group Members as possible. The Chair shall report any such decisions to the next meeting.

7. Conflict of Interest

- 7.1. A conflict of interest exists for a Core Group Member if the Member's interests or duty in a particular matter conflicts, or might conflict, with his or her duty to the Choir.
- 7.2. When a conflict of interest exists for a Core Group Member, that member must declare the nature of the conflict or the potential conflict; the Member must not take part in deliberations or proceedings including decision-making in relation to the conflict of interest. The Member must not be counted in the quorum required for decision-making on the matter for which he or she has the conflict of interest.

8. Nominations to the Core Group

- 8.1. At each Annual General Meeting, the Choir Membership shall elect its Core Group. Any member of the Choir wishing to be a member of the Core Group must be nominated by two other Choir members (a nominator and a seconder).

The Constitution of Gale Force Gospel Choir Incorporated

- 8.2. Anyone nominated for Core Group membership must also indicate his or her willingness to stand for election.
- 8.3. Nominations for membership of the Core Group may be made at any time up to the time of the election at the Annual General Meeting.
- 8.4. If nominations exceed eight, there will be an election by secret ballot of members present and voting at the meeting.

9. Annual and Special General Meetings

- 9.1. The Annual General Meeting of the Choir shall be held in the month of March each year, or at such other time as the Core Group shall determine which is no later than six months after the end of the previous Financial Year.
- 9.2. The Annual General Meeting shall be chaired throughout by the Chair of the out-going Core Group or, in his or her absence, a person nominated by the Chair.
- 9.3. At the Annual General Meeting the business shall include:
 - Consideration of a report on the Choir's activities during the preceding year;
 - Consideration of the annual financial accounts;
 - Election of Core Group members for the following year;
 - Confirm the appointment of a financial reviewer for the current year;
 - Discussion of any relevant matter(s) of which prior notice has already been given.
- 9.4. The Secretary shall give at least fourteen calendar days notice in writing and/or by e-mail of the Annual General Meeting to all members. Such notice shall include details of the matters to be discussed.
- 9.5. A Special General Meeting of the Choir may be called at any time by a simple majority of the Core Group, or by at least 10 members of the Choir.
- 9.6. Should such a meeting be requested it must be held within twenty-one clear calendar days of the request being made, with notice sent to all members of the Choir at least fourteen clear calendar days before the meeting.
- 9.7. Quorum at an Annual or Special General Meeting shall be twenty members or one third of the membership, whichever is the lower number; this number shall include at least one Officer.
- 9.8. Unless this Constitution says otherwise, all decisions at an Annual or Special General Meeting shall be made by a simple majority of those members present in the room for the discussion and voting.
- 9.9. No member shall exercise more than one vote but in the case of an equality of votes the Chair shall have a second or casting vote. There will be no restriction on how the Chair chooses to exercise a casting vote.

The Constitution of Gale Force Gospel Choir Incorporated

10. Finance

- 10.1. The Financial Year for the Choir shall begin on January 1st and end on December 31st.
- 10.2. All funds raised by the Choir from whatever source must only be used to further the Objects of the Choir.
- 10.3. At least one bank account shall be opened in the name of the Choir, and all monies raised must be paid into one of these accounts.
- 10.4. The Chair, Secretary, Treasurer and up to one other Core Group member shall be signatories to the bank accounts and all payments must be authorised by not less than two of those signatories.
- 10.5. The authorisers of any one payment must not all be members of the same family or household.
- 10.6. The Treasurer shall keep a record of all financial transactions and shall present regular reports to the Core Group.
- 10.7. At the Annual General Meeting the Treasurer shall present the annual financial accounts.
- 10.8. The Choir's financial accounts shall be kept up to date and annual financial accounts for each year shall be reviewed by a suitably qualified and independent person, who shall furnish a signed written report of the review to the Core Group. This report shall be included in the Treasurer's presentation of the annual accounts at the Annual General Meeting.

11. Paid Services to the Choir

- 11.1. The Core Group is responsible for engaging people who may, from time to time, provide paid services to the Choir. In particular this will involve the position of Music Director. The Core Group will negotiate and agree their levels of remuneration.
- 11.2. Any decisions related to remuneration for services rendered to the Choir must be made in a manner that is documented, transparent and avoids any actual or perceived pecuniary advantage.
- 11.3. In the event that a Core Group member is to be paid for services to the Choir, then the rest of the Core Group will be responsible for negotiating and establishing the level of remuneration for the services.

12. No Pecuniary Advantage

- 12.1. No member shall receive any pecuniary advantage from being a member of the Choir except that, with the approval of the Core Group, a member may be:
 - reimbursed any reasonable or necessary cost incurred through acting on behalf of the Core Group; or
 - recompensed at not more than market rates for goods or services provided to the Choir.

The Constitution of Gale Force Gospel Choir Incorporated

- 12.2. All income, benefit, or advantage must be used to advance the charitable purposes of the Choir.
- 12.3. No member of the Choir, or anyone associated with a member, is allowed to take part in, or influence any decision made by the Choir in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.

13. Amendments to the Constitution

- 13.1. This constitution may be amended at a quorate Annual General Meeting or Special General Meeting by a resolution passed by a two-thirds majority of members present and voting.
- 13.2. Such a proposal for change shall be accompanied by a copy of the relevant parts of the existing Constitution and the proposed amendments in the documentation for the meeting, sent out with notice of the meeting.

14. Dissolution

- 14.1. The Choir may be dissolved at any time by a resolution passed by a two-thirds majority of members present and voting at a Special General Meeting called for the purpose. Should there be insufficient members attending the Special General Meeting to form a quorum, the Core Group shall then decide how to determine the question of dissolution.
- 14.2. In the event of dissolution the Core Group shall be the body responsible for the orderly winding up of the Choir's affairs.
- 14.3. If a decision is made to wind up or dissolve the Choir and any property remains after the settlement of the Choir's debts and liabilities, that property must be used to further a charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

15. Common Seal

- 15.1. The Choir shall have a common seal, which shall be held by the Secretary.
- 15.2. A document shall be executed on behalf of the Choir if:
- the common seal is attached to (imprinted on) the document; and
 - the document is signed by any one of the Chair, Secretary or Treasurer, and is countersigned by at least one other member of the Core Group.

(END)