

CHIPPING NORTON MUSIC FESTIVAL CONSTITUTION
Registered Charity: 1047436

Adopted on the 11th day of May 2021

Note: For the purposes of this document, a "meeting" is defined as people attending physically or in attendance through electronic media (e.g. phone, "Zoom", etc.) under the auspices of the Chair or appointed deputy Chair from the committee in existence at that time.

A Name

The name of the Association is THE CHIPPING NORTON MUSIC FESTIVAL ("the Charity").

B Administration

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by Clause G of this constitution ("the Executive Committee").

C Objects

The Charity's objects ("the objects") are the advancement of the education of the public in the art and science of music or other performing arts and the encouragement and support of practical music-making, both vocal and instrumental, and performance of other art forms, by (inter alia) holding or promoting an annual festival and presenting and promoting public performances, concerts recitals and workshops involving non-professionals or professionals.

D Powers

1. In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:
 - (i) power to raise funds and invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
 - (ii) power 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 within the extant restrictions of the Data Protection Act;
 - (iii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
 - (iv) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
 - (v) power to do all such other lawful things as are necessary for the achievement of the objects.
2. In pursuance of the objects the Charity shall (inter alia) arrange once a year a meeting of choirs, singers, instrumentalists and other performers for the performance of music and other arts under the supervision of an adjudicator. The adjudicator shall give a critique of the various performances but without awarding marks. He or she may also grade performances and may announce which he or she prefers. Certificates may be awarded at the discretion of the adjudicator. A concert performance of selected pieces and / or a joint rehearsal or workshop may also be arranged.
3. The Charity may also engage professionals for public performances in the pursuance of the objects.

E Membership

1. The members of the Charity are those persons interested in the Charity's aims who make an annual donation to its funds ("the Friends of the Festival").
2. Anyone coming into any of the following three categories who is aged eighteen or over shall be entitled to attend and vote at the Annual General Meeting (AGM) namely:
 - (i) The Friends of the Festival;
 - (ii) Singers, players, conductors, choir members and other performers who have taken part in the Festival, other than in a professional capacity, advisors to the Festival, and other volunteer helpers who assist with the running of the Festival during the last two years;
 - (iii) Members of the existing Executive Committee at the time of the AGM.

3. Each person entitled to attend and vote at the AGM shall have one vote.
4. In this Constitution references to “voting members” shall be deemed to refer to the three categories of people specified in clause E (2) above.
5. The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual, provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.
6. Friends of the Festival shall be entitled to attend all concerts and performances of non-professional performers arranged by the Charity free of charge. They may also be entitled to discount and/or early booking for any professional concerts and performances as decided by the Executive Committee.

F Honorary Officers

At the Annual General Meeting (AGM) of the Charity the voting members shall elect a chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting for a twelve-month period until the next AGM.

G Executive Committee

1. The Executive committee shall consist of no fewer than three members nor more than 15 members being:
 - (a) the honorary officers specified in clause F.
 - (b) not more than 12 individuals elected at the annual general meeting who shall hold office from the conclusion of that meeting.
2. The Executive Committee may in addition appoint not more than two co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause J and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant. Notwithstanding the age limit of 18 and over (as described below under point 5), the Executive Committee may co-opt someone aged 16 to 18; such a person would be described as an attendee of the Executive Committee and would not have voting rights.
3. All members of the Executive Committee shall retire from office together at the end of the Annual General Meeting next after the date on which they came into office but they may be re-elected or re-appointed.
4. The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
5. Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provision of clause H.
6. No person shall be entitled to act as member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

H Determination of Membership of the Executive Committee

A member of the Executive Committee shall cease to hold office if he or she:

- (i) is disqualified from acting as a member of the Executive Committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- (ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (iii) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- (iv) notifies to the executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation take effect).

I Executive Committee Members not to be personally interested

No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a

member of the Executive Committee) in any contract entered into by the Executive Committee save that a member of the Executive Committee may be remunerated for the provision of necessary services in furtherance of the Charity's purposes by acting as an accompanist, director of a workshop, or performer at the Festival PROVIDED THAT

- (i) that member does not form part of the quorum at any meeting at which that remuneration is discussed;
- (ii) that member does not take part in the discussions about that remuneration payment nor vote upon that matter;
- (iii) the level of remuneration is reasonable in relation to the services provided by that member (and no more than that which the Charity would have to pay to a person who was not a member of the Executive Committee for the same services) AND to the income of the Charity;
- (iv) at no time shall a majority of members of the Executive Committee be in receipt of payment within the scope of this provision.

J Meetings and proceeding of the Executive Committee

1. The Executive Committee 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 members of the Executive Committee upon not less than four day's notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then no less than 21 days notice must be given.
2. The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
3. There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
4. Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
5. The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committees.
6. The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
7. The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by an sub-committee; provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee. No sub-committee may expend funds except within a budget previously agreed by the Executive Committee.
8. The Executive Committee may appoint one or more ex-officio advisors to consult on matters such as classes, workshops and other Festival events; such advisors do not have voting rights in respect of the Executive Committee.

K Receipts and expenditure

1. The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
2. In the event of cancellation or part-cancellation of the Festival due to *force majeure*, then entry fees for cancelled classes or sessions (minus any refunds specifically requested) may be donated by the Executive Committee to deserving causes to distribute relief to those affected by the *force majeure*.
3. Otherwise, the funds belonging to the Charity shall be applied only in furthering the objects.

L Property

1. Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
 - (a) all land held by the Charity which is not vested in the Official Custodian Charities; and
 - (b) all investments held by or on behalf of the Charityto be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.
2. If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Executive Committee may permit investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

M Accounts

The Executive Committee shall comply with their obligations under the Charities Act 2006 (or any statutory re-enactment or modification of that Act) with regard to:

- (i) the keeping of accounting records for the Charity;
- (ii) the preparation of annual statements of account of the Charity;
- (iii) the auditing or independent examination of the statements of account of the Charity; and
- (iv) the transmission of the statements of account of the Charity to the Commissioners.

N Annual Report

The Executive Committee shall comply with their obligations under the Charities Act 2006 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual report and its transmission to the Commissioners.

O Annual Return

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual return and its transmission to the Commissioners.

P Annual General Meeting

1. There shall be an Annual General Meeting of the Charity which shall be held within the months of April to June after the end of the festival or as soon as practicable thereafter.
2. Every Annual General Meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the Annual General Meeting to all voting members by publicising it in the annual Festival programme. All voting members shall be entitled to attend and vote at the meeting.
3. In the event that a physical meeting cannot be held, then the chairman may convene a virtual meeting. At such a virtual meeting, then the chair and committee members will be expected to identify people joining the meeting to establish their *bona fides* where they are not committee members in order to establish a quorum and this should be minuted.
4. The chairman of the Executive Committee shall be the chairman of the Charity's Annual General Meeting, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
5. The Executive Committee shall present to each Annual General Meeting the report and accounts of the Charity for the preceding year.
6. Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot. No written notification is required in respect of existing members of the Executive Committee standing for re-election.

Q Extraordinary General Meeting

The Executive Committee may call an Extraordinary General Meeting of the Charity at any time. If at least 10 voting members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed. Note that under 'P' above, such a meeting may be conducted virtually but will be subject to the same constraints under point 3 for the purposes of identification.

R Procedure at a General Meeting

1. The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
2. There shall be a quorum when 10 voting members are present at any general meeting, but note the following point.
3. In the event that 10 voting members cannot be present (but at least eight), then all approved at the General Meeting should seek the opinions of those not present (committee members, Friends, and Advisors) to validate the approval of such resolutions. The outcome of such consultation will be limited to three weeks after the General Meeting and the outcome recorded in the minutes (both those present and those later contacted) and then circulated to those present at the General Meeting. In the event that resolutions approved at the AGM are gainsaid by the circulation described above, then an Extraordinary General Meeting (EGM) would be called.

S Notices

Any notice required to be served on any voting member shall be in writing and shall be served by the secretary or the Executive Committee on any voting member either personally or by sending through the post in a prepaid letter addressed to such voting member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

T Alterations to the Constitution

1. Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the voting members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
2. No amendment may be made to clause A (the name of the Charity clause), clause C (the objects clause), clause I (Executive Committee members not to be personally interested clause), clause U (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
3. No amendment may be made which would have the effect of making the Charity cease to be a Charity at law.
4. The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

U Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all voting members, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the voting members may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commissioners.

V Arrangements until first Annual General Meeting

Until the first annual general meeting after the adoption of this Constitution takes place this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed

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