

## **1. Name**

The name of the organisation is Hart and Soul Community Choir referred to as 'the organisation' throughout this document.

## **2. Aims/purpose**

The aims of the organisation are:

- i. To provide opportunities for people in the Hartwell and Hanslope area to participate in vocal music making.
- ii. To put on public concerts of vocal music in the local area and beyond
- iii. To raise money for local charities through our musical activities

## **3. Formal Membership**

1. The steering group members of the organisation will be the members of the organisation and have voting rights.
2. Any steering group member who ceases to be a steering group member automatically ceases to be a formal member of the organisation.
3. Steering group membership is not transferable to anyone else.
4. Every steering group member shall have one vote.

## **4. Associate members**

In addition to formal membership the organisation may have Associate members.

1. Associate membership is open to individuals who support the aims of the organisation, want to take part in its musical activities and meet the membership criteria.
2. The steering group may refuse an application for Associate membership if, acting reasonably and properly, they consider it to be in the best interests of the organisation
  - i. the steering group must inform the applicant in writing of the reasons for the refusal within 21 days of the decision
  - ii. the steering group must consider any appeal in writing the applicant may make about the decision
  - iii. The steering group decision following any written appeal must be notified to the applicant in writing but shall be final. In this clause and throughout this document 'in writing' and 'written' can include electronic methods of communication
3. Associate membership is not transferable to anyone else
4. Active Associate members must supply contact details to the steering group to be used for group activity administration only.

## **5. Termination of Associate membership**

1. Associate membership is terminated if:
  - i. the Associate member dies
  - ii. the Associate member resigns in writing
  - iii. any Associate membership fees due are not paid with three months of being due
  - iv. the steering group, acting reasonably and properly, deems termination of Associate membership is in the best interest of the organisation. The steering group can only do this if:
    - a) the Associate member has been given at least 21 days' written notice of the steering group meeting where the issue will be discussed and decided, including the reasons for the discussion
    - b) the Associate member, or the Associate member's representative (who does not have to be an Associate member of the organisation), has been allowed to submit a written statement to the meeting

- c) the decision to terminate the Associate membership is communicated in writing within seven days of the meeting taking place
- 2. Any decision made by the steering group to terminate Associate membership is final.

## 6. Steering group

All aspects of running the organisation will be governed and managed by a steering group of no less than three individuals and no more than nine. The organisation will have at least the following officers:

- i. Chair
- ii. Secretary
- iii. Treasurer

## 7. Appointment and election of the steering group

- 1. The first steering group will be the people decided upon at the meeting where this governing document is adopted. They shall be:

<b>Name</b>	<b>Length or term</b>
Annie Handyside	3 years
Carol Parrett	3 years
Sheila Blenkhorn	3 years
Theresa Smith	2 years
Alison Young	2 years
Karen Burrows	2 years
Kate Milner	1 year
Chris Crawford	1 year
Holly Bushell	1 year

- 2. Apart from the first steering group members, every steering group member must be elected by a majority vote at a properly convened steering group meeting and will serve for a term of three years.
- 3. Anyone can be appointed to the steering group if the existing members deem them to be a fit and proper person for the role with the required skill and experience.
- 4. Each of the initial steering group members can serve a maximum of two consecutive three-year terms after their initial term.
- 5. Any steering group member not included in the initial members can serve a maximum of two consecutive three-year terms.
- 6. A member can stand for re-election after a gap of one year after serving their maximum consecutive terms.

## 8. Removal of steering group members

- 1. Steering group members can be removed if:
  - i. they cease to be a member of the organisation
  - ii. they resign in writing
    - a. if the resignation means there will be less than three steering group members the remaining steering group members may only act to co-opt a third steering group member
  - iii. they are absent without permission from all steering group meetings held within a 12 month period
  - iv. a two-thirds majority of the steering group, acting reasonably and properly, feel it is in the best interests of the organization. The steering group can only do this if:
    - a. the steering group member has been given at least 21 days' written notice of the steering group meeting where the issue will be discussed and decided, including the reasons for the discussion
    - b. the steering group member, or the steering group member's representative

- (who does not have to be a member of the organisation), has been allowed to submit a written statement to the meeting
- c. the decision to remove the steering group member is communicated in writing within seven days of the meeting taking place
2. Any decision made by the steering group is final

## **9. Payments to steering group members**

1. Where it is in the best interests of the organisation, steering group members can be paid for providing goods and professional services to the organisation.
2. Any payment made will be no higher than the standard market rate.
3. Where a payment for goods and services is made to a steering group member, that steering group member must adhere to the conflict of interest and loyalties clause in this document.
4. No steering group member will be paid for their role as a steering group member of the organisation.

## **10. Conflicts of interests and conflicts of loyalties**

1. Steering group members must declare any conflict between their personal interests and the best interests of the organisation. Conflicts can include but are not limited to:
  - i. payments to a steering group member to provide goods or services
  - ii. payments to a relative of a steering group member to provide goods or services
  - iii. payments to a business interest of a steering group member to provide goods or services
2. Where a conflict of interest has been declared the steering group member will take no part in the organisation's decision-making process relating to the conflict of interest.

## **11. Powers and Responsibilities**

1. The steering group has ultimate legal responsibility for the organisation.
2. The steering group can act in any lawful way to fulfill the aims of the organisation.

## **12. Meetings and proceedings of the steering group**

1. The steering group will meet at least three times a year.
2. Any steering group member can request the Chair call a meeting outside of the minimum three per year. If requested to do so the Chair must call a meeting within 30 days of the request.
3. Three steering group members or a third of all steering group members (whichever is the greater) will be quorum for steering group meetings.
4. No decision may be made by a meeting of the steering group unless a quorum is present.
5. Decisions shall be made by majority vote of those present at the meeting.
6. Minutes of all steering group meetings will be kept and shared with the steering group after the meeting.
7. Associate Members may be invited to attend steering group meetings and make suggestions for the group.
8. The steering group may make collective decisions by email outside of steering group meetings. Any such decisions should be reported and minuted at the next steering group meeting.
9. The Music Director will not be a steering group member but can attend steering group meetings in an advisory capacity, where the steering group decides it is appropriate and relevant. The Music Director will not have a vote or any decision-making powers.

## **13. Rules**

1. The steering group can establish rules and procedures outside of this document to assist with the day-to-day running of the organisation.

2. Nothing in any rules or procedures will contradict anything in this document.

#### **14. Finance**

1. The financial year shall end on 31 August.
2. A bank account shall be opened in the name of the organisation, all payments will be authorised by any two steering group members.
3. The organisation is a not-for-profit organisation and any income and property of the organisation will be applied solely towards promoting the aims of the organisation as set out in this document.
4. The distribution of profits and assets among its members is expressly prohibited.
5. Payment of legitimate expenses is allowed.

#### **15. Annual General Meeting (AGM)**

1. The first AGM will be called within 12 months of this governing document taking effect.
2. All subsequent AGMs will be within 15 months of the previous AGM.
3. Any normal steering group meeting can be designated as the AGM.
4. All normal procedures for a steering group meeting will apply to the AGM.
5. Associate members may be invited to attend the AGM but will not have a vote.
6. The AGM will include a report on the year's activities and the last set of finalised accounts at each AGM.

#### **16. Accounts**

1. The financial accounts will be prepared after each financial year by the treasurer and examined and scrutinised by a person who is independent of the Steering group.
2. The accounts will be presented at the AGM.

#### **17. Alterations to the governing document**

The governing document may be amended by a two-thirds majority of the voting members present at an AGM.

#### **18. Dissolution**

In the event of the organisation being wound up, any assets remaining after the payment of debts and liabilities will be donated to a not-for-profit organisation within similar musical objectives to the organisation. This will be decided by a vote of remaining steering group members. No remaining assets will be distributed to members.