

CONSTITUTION OF THE SOUTH EAST WALES ORGANISTS' ASSOCIATION

- 1 Name** The name of the Association shall be the South East Wales Organists' Association (SEWOA). The area covered by the Association is that part of South Wales which consists of the counties of Monmouthshire, Newport, Torfaen, Blaenau Gwent, Cardiff, Caerphilly, Merthyr Tydfil, Vale of Glamorgan, Rhondda Cynon Taff, Bridgend and Neath Port Talbot.
- 2 Administration** Subject to the matters set out below, the Association (and its property) shall be governed by the law of England and Wales, and shall be administered and managed in accordance with this Constitution by the Members of The Council as constituted by clause 8 of this Constitution.
- 3 Object** The Object of the Association shall be to advance the education of the public in the art of music with special reference to liturgical and organ music.
- 4 Powers** In furtherance of the Object of the Association, but not otherwise, The Council may exercise the following powers:
 - a) To provide opportunities for members of the public, especially young people, to develop an interest in organ music and in playing the organ;
 - b) To provide opportunities for organists and choir trainers to develop their skills;
 - c) To arrange:
 - i) lectures and/or master classes on relevant subjects;
 - ii) recitals of organ and choral music and demonstrations of organ construction;
 - iii) meetings to further the exchange of information and views with other persons and organizations concerned with the composition, interpretation, presentation, teaching or publication of organ music;
 - iv) presentations giving advice to organists and choir trainers at all levels on how to improve their standard of performance;
 - d) To raise funds and to invite and receive contributions, provided that in raising funds The Council shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
 - e) To co-operate with other charities, associations, voluntary bodies and statutory authorities operating in furtherance of the Object or of similar charitable purposes and to exchange information and advice with them;
 - f) To establish or support any charitable trusts, associations or institutions formed for the Association's Object;
 - g) To appoint and constitute such advisory committees as The Council may think fit;
 - h) To do all such other lawful things as are necessary for the achievement of the Association's Object.
- 5 Membership**
 - a) Membership of the Association shall be open to any person interested in organ, choral or other kind of music (and in furtherance of the Object) and who has paid the relevant annual subscription as laid down from time to time by The Council. Provided that the individual concerned shall have the right to be heard by The Council (accompanied by a friend) before a final decision is made, The Council shall have the right, notwithstanding, if there is good and sufficient evidence, by unanimous vote, to decline a request for membership, or to require the resignation of any persons whose membership would be likely to bring the Association into disrepute;
 - b) Membership shall comprise the following categories:
 - i) Full Member A Full Member is one who, having paid his/her membership subscription, shall have voting rights;
 - ii) Family Member A Family Member is one who, provided he/she resides at the same address as a Full Member, shall enjoy events at the same rate as a Full Member, but shall be required to pay a reduced membership subscription - as determined by the SEWOA Council - and shall have voting rights;
 - iii) Student Member A Student Member is one who, provided he/she is under the age of 18 or who is in full-time education, shall be required to pay a reduced membership subscription - as determined by the SEWOA Council - and shall have voting rights; such persons shall pay the full subscription (and become a Full Member) for the year after that in which he or she attains the age of 18 or ceases to be in full-time education;
 - iv) Honorary Member An Honorary Member is one who, having been deemed suitable by the Council for nomination to the Annual General Meeting as an Honorary Member of the Association, has been accepted as such. An Honorary Member shall not be required to pay an annual subscription, but shall retain voting rights and may be elected to hold office or serve on The Council;
 - c) Subscriptions shall fall due on the first day of January each year; any member joining after that date may pay a reduced subscription as determined by The Council. Any member whose subscription has not been paid by the last day of March each year shall cease to be a member of the Association; upon payment of all arrears, any such member may be re-instated at the discretion of The Council. A member who is temporarily unable to pay his/her subscription or is in receipt of benefit, eg following redundancy, or is suffering particular hardship, shall be permitted to remain a member pending review by The Council.

6 Honorary Officers

- a) At the Annual General Meeting of the Association, the members shall:
 - i) when felt necessary, elect a Patron, whose term of office shall be open-ended;
 - ii) elect from amongst themselves an Honorary Secretary and Honorary Treasurer - both of whom shall hold office for one year but be eligible for re-election;
- b) At every alternate Annual General Meeting of the Association, the members shall elect from amongst themselves a:
 - i) President who shall hold office for two years, after which he/she is eligible for re-election as in 8 f) below, or if not re-elected shall become Vice President and serve for one year as Immediate Past President;
 - ii) Vice President who at the end of a President's first year in post, shall hold office for one year from the date of that meeting, as President Elect. This would not apply if the current President were re-elected as in 8 f) below.

7 An Honorary Independent Examiner should be appointed at the Annual General Meeting to hold office for one year, but be eligible for re-election; the Honorary Independent Examiner must not be a Member of The Council.

8 Council

- a) The business of the Association shall be managed by a Council which shall comprise:
 - i) the President, a Vice President (either President Elect or the Immediate Past President), the Honorary Secretary, the Honorary Treasurer (all ex officio) and any other member eg Assistant Secretary and/or Minutes Secretary who has specific responsibilities for the management of Association affairs and whom the Association/Council considers should be Members of The Council ex officio;
 - ii) six Ordinary Members of The Council elected by members of the Association at the Annual General Meeting, of whom one third shall retire annually by rotation. Election will be for an initial period of three years, at the end of which members may be re-elected for a further period of three years; thereafter they will not be eligible for further re-election until the expiry of one year;
- b) Whenever any Ordinary Member of The Council shall be elected to one of the offices named in clause 8 a) i) above, his/her position as an Ordinary Member of The Council shall immediately become vacant and the Annual General Meeting shall elect another member of the Association in his/her place until such time as the original member would have retired by rotation. The Council may fill any vacancy occurring during the year by electing another member of the Association to act until the original holder would have retired by rotation;
- c) The Council may appoint from its Ordinary Members an Assistant Secretary and/or a Minutes Secretary who shall serve for one year, but be eligible for re-appointment;
- d) The Council may also appoint not more than three 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 Council would be co-opted members;
- e) The Honorary Secretary and Honorary Treasurer shall retire from office together at the end of the Annual General Meeting next after the date on which they came into office, but may be re-elected or re-appointed;
- f) The President shall retire from office at the Annual General Meeting next but one after the date on which he/she came into office; he/she shall be eligible for re-election as President for no more than two further two year terms; thereafter he/she will not be eligible for further re-election until the expiry of one year;
- g) A Vice President who is President Elect shall serve for one year, during the year preceding that in which he/she shall be elected President; a Vice President who is Immediate Past President shall retire from office after one year;
- h) The proceedings of The Council shall not be invalidated by any vacancy among their number, or by any failure to appoint, or by any defect in the appointment or qualification of a Member;
- i) No person shall be appointed as a Member of The Council who is aged under 18 years of age;
- j) No person shall be entitled to act as a Member of The Council, whether on a first or on any subsequent entry into office, until after signing in the Minutes Book of The Council a declaration of acceptance and of willingness to act in the trusts of the Association.

9 Determination of Membership of Council A Member of The Council shall cease to hold office if he/she:

- a) is disqualified from acting as a Member of The Council by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision, ie anyone who is either an undischarged bankrupt, has not been cleared for an offence involving deception/dishonesty, has previously been removed from trusteeship of a charity by the Commissioners or the High Court or is disqualified under the Company Directors' Disqualification Act 1986;
- b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- c) is absent without the permission of The Council from all their meetings held within a period of six months and The Council resolve that his or her office be vacated; or
- d) notifies to The Council a wish to resign, but only if at least three Members of The Council will remain in office when the notice of resignation is to take effect.

10 Council Members not to be Personally Interested The income or property of the Association shall be applied solely to the Object of the Association as defined in clause 3 above and no payment or transfer of any part of such income or property shall be made to or for the benefit of any member of the Association, provided that nothing shall prohibit any payment in good

faith by the Association of reasonable and proper remuneration either of one of its officers or of any member of the Association not being a Member of The Council for any services rendered or for any out-of-pocket expenses.

11 Meetings and Proceedings of The Council

- a) The Council shall hold at least one ordinary meeting per quarter of the year. A special meeting may be called at any time by the President or by any two Members of The Council upon not less than seven days' notice being given to the other Members of The Council of the matters to be discussed; but, if these include the appointment of a co-opted member, then not less than 21 days' notice must be given;
- b) The President shall chair meetings of The Council; if the President is absent from any meeting, a Vice President shall take the chair; if the Vice President is absent, the Members shall appoint one of their number to take the Chair.
- c) There shall be a quorum when at least one third of the number of Members of The Council for the time being or three Members of The Council, whichever is the greater, are present at a meeting;
- d) Every matter shall be determined by a majority of votes of the number of the Members of The Council present and voting on that particular item; but, in the case of equality of votes, the person chairing the meeting shall have a second or casting vote;
- e) The Honorary Secretary, Minutes Secretary or designated Member of The Council will take the minutes of the proceedings at meetings of The Council and any sub-committee; these minutes shall be held in books kept for the purpose by the Honorary Secretary;
- f) The Council 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;
- g) The Council may appoint one or more sub-committees (consisting of three or more Members of The Council) for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of The Council would be more conveniently undertaken by a sub-committee; provided that acts and proceedings of any such sub-committee shall be fully and promptly reported to The Council.

12 Receipts and Expenditure

- a) The funds of the Association, including all donations, contributions and bequests shall be paid into an account operated by the Honorary Treasurer on behalf of The Council in the name of the Association at such bank as The Council shall from time to time determine. All cheques and orders for the payment of money from such an account shall be signed by at least two Members of The Council;
- b) The funds belonging to the Association shall be applied only in furthering the Object (see clause 3).

13 Accounts The Honorary Treasurer, on behalf of The Council, shall comply with the obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- a) the keeping of accounting records for the Association;
- b) the making of all payments on behalf of the Association;
- c) the preparation of annual statements of account for the Association;
- d) the making of arrangements for the independent examination of the statements of account of the Association;
- e) the transmission of the statements of account of the Association to the Charity Commission.

14 Annual General Meeting

- a) There shall be an Annual General Meeting of the Association which shall be held in the first two months of each calendar year or as soon as practicable thereafter;
- b) Every Annual General Meeting shall be called by the Honorary Secretary on behalf of The Council; he/she shall give at least 21 days' notice of the meeting to all members of the Association. All members of the Association shall be entitled to attend the meeting, and all members shall be entitled to vote at the meeting;
- c) The President shall chair the Annual General Meeting; but, if he or she is not present, the meeting shall be chaired by a Vice President; if the Vice President is absent, the Members of The Council shall appoint one of their number to take the Chair.
- d) The Honorary Secretary and Honorary Treasurer, on behalf of The Council, shall present respectively to each Annual General Meeting the Annual Report and Accounts of the Association for the preceding year;
- e) Nominations for election to The Council must be made by members of the Association in writing, with the accompanying written consent of the nominee, and must be in the hands of the Honorary Secretary at least 14 days prior to the Annual General Meeting. Should nominations exceed vacancies, election shall be by secret ballot;
- f) At the Annual General Meeting suitable persons, previously nominated, may be elected as Honorary Members.

15 Special General Meetings The Honorary Secretary, on behalf of The Council, may call a Special General Meeting of the Association at any time provided at least ten members request such a meeting in writing stating the business to be considered. At least 21 days' notice must be given and the notice must state the business to be discussed.

16 Procedure at General Meetings

- a) The Honorary Secretary (or other person specially appointed by The Council) shall keep a full record of proceedings at every general meeting of the Association;
- b) There shall be a quorum when at least one tenth of the number of members of the Association for the time being or ten members of the Association, whichever is greater, are present at any general meeting;
- c) If insufficient members are present, decisions taken must be circulated to members of the Association and, unless the Honorary Secretary receives (within 28 days of dispatch) a greater number of written objections than the number of votes originally cast in favour, such decisions shall be binding.

17 Alterations to the Constitution

- a) Subject to the following provisions of this clause, the Constitution may only be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of a such a general meeting, of which 28 days' notice must be given, must include notice of the resolution setting out the terms of the alterations proposed;
- b) No amendment may be made to the following clauses without the prior consent of the Charity Commission:
 - i) "Name of Association";
 - ii) "Object";
 - iii) "Council Members not to be Personally Interested";
 - iv) "Dissolution";
 - v) This clause.
- c) No amendment may be made which would have the effect of making the Association cease to be a charity at law;
- d) The Council should promptly send to the Charity Commission certified true copies of both the revised constitution (or any amendment under this clause) and the minutes of the general meeting at which the relevant resolution was recorded as having been passed;
- e) See "Procedure at General Meetings" (clause 16 above) for action required when insufficient members are present.

18 Dissolution

- a) If The Council decides that it is necessary or advisable to dissolve the Association, it shall call a meeting (of which not less than 21 days' notice shall be given) stating the terms of the resolution to be proposed. If the proposal is confirmed by a two-thirds majority of those present and voting, The Council shall have power to realize any assets held by or on behalf of the Association;
- b) Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions whose Object is/Objects are similar to those of the Association as determined by the members of the Association or failing that, shall be applied to some other charitable purpose. A copy of the Statement of Accounts, or Account and Statement for the final accounting period of the Association must be sent to the Charity Commission.

19 Miscellaneous

- a) The President may award a Certificate of Appreciation to a Member or other person who has been deemed by the Council to have rendered meritorious service to the Association; the presentation of such a certificate, which may be accompanied by a suitably-worded covering letter, may be made either at an Annual General Meeting, or other suitable occasion;
- b) The Council shall ensure that:
 - i) the requirements of the Data Protection Act, 1998 are complied with;
 - ii) the Annual Report and a copy of the Association's independently examined accounts are completed and dispatched to the Charity Commission together with the Annual Return;
 - iii) adequate arrangements are made to safeguard the Association's archives;
 - iv) a copy of this Constitution is made available to any member of the Association upon request.
- c) This Constitution adopted at a General Meeting of the Association on Saturday 21st January 2006.