

CONSTITUTION OF TOCCATA

1. Name:

The name of the organisation is *Toccata*.

2. Objects:

The objects of the organisation are:

- a) The advancement of choral singing.
- b) The study and public performance of choral singing.

3. Membership:

- a) Membership is restricted to women over eighteen years of age.
- b) All applicants for membership must satisfy the Musical Director, at an audition, of their suitability for membership of the choir. Current members may be required to re-audition when deemed necessary by the Musical Director. Each accepted member shall be placed in whichever section of the choir the Musical Director deems most suitable.
- c) A programme of rehearsals will be prepared annually by the Committee. Additional rehearsals, deemed necessary by the Musical Director, will be held if required.
- d) Sheet music will be loaned to each member of the choir. It will be each member's responsibility to keep the sheet music in good condition and to take all necessary steps to minimise wear and tear. All music shall be returned to the librarian at the close of the session or when requested.
- e) Members are expected to attend all rehearsals unless there are compelling reasons to the contrary. Members should advise the Committee in advance if they are unable to attend any rehearsal. Members are expected to sing at all concerts arranged by the choir and must advise the Committee if this is not possible. Members whose attendance is deemed to be detrimental to the performance of the choir may also be removed from membership.
- f) The Committee has the power to terminate the membership of any individual, provided that the decision of the Committee (with the exception of (i) the individual concerned is a member of the Committee and (ii) any member of the Committee making or connected with the complaint against the individual) is by a majority both as to the termination and as to there being good reason for it, and provided that the individual concerned shall have the right to be heard by the Committee, accompanied by a friend if desired, before a final decision is made.
- g) No individual shall be excluded from membership or de-barred from any official capacity on the Committee on the grounds of race, colour, religion, sexual orientation, disability or political affiliation.

- h) Any person who wishes to withdraw from membership shall advise the Committee.
- i) Membership fees are payable annually by all members of the choir. The amount will be set annually by the Committee.
- j) The Committee shall maintain a register of members, setting out the full name and address of each member, the date on which she was admitted to membership, and the date on which any person ceased to be a member.

4. General Structure:

The structure of the organisation shall consist of:

- a) 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 the constitution itself.
- b) The Committee - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the organisation; in particular, the management committee is responsible for monitoring the financial position of the organisation.

5. The Committee:

Except as otherwise provided in this constitution, the organisation and its assets and undertaking shall be managed by the committee, who may exercise all the powers of the organisation.

- a) The maximum numbers of members of the Committee shall be eleven.
- b) The Committee shall consist of four Office bearers (President, Vice President, Secretary and Treasurer); Musical Director and up to six other ordinary members. Ordinary members may hold specific positions as considered appropriate by the Committee.
- c) Office Bearers will be elected for a period of two years, but may be re-elected at an Annual General Meeting. With the exception of the Musical Director all Committee members will be eligible for re-election every two years and may serve for a maximum of eight consecutive years and will not be eligible for re-election until a further year has elapsed.
- d) Only members who have at least one year's experience on the Committee will be eligible for election to any of the office bearer positions.
- e) The Musical Director, with the approval of the Committee shall have responsibility for the selection of the music, for rehearsals and performances.

6. Powers:

In pursuance of the objects set out in clause 2 (but not otherwise) the Committee shall have the following powers:

- a) To promote and recruit membership of the choir.
- b) To annually appoint or release a Musical Director and Accompanist and to set their remuneration.
- c) To hire accommodation for rehearsals and performances.
- d) To effect all necessary insurance.
- e) To invest any funds, which are not immediately required for the organisation's activities, in such investments as may be considered appropriate, and to dispose of, and vary, such investments.
- f) To support any charitable body and to make donations for any charitable purpose.
- g) To take such steps as may be deemed appropriate for the purpose of raising funds for the organisation's activities.
- h) To accept or reject grants, donations and legacies of all kinds (and to accept all reasonable conditions attached to them).
- i) To carry on any other lawful activities which further any of the above objects.

7. Committee Meetings:

- a) The Committee shall meet at least three times a year to discuss actions, to monitor progress to date, and to consider future developments.
- b) All committee members shall be given at least 14 days notice of when a meeting is due to take place, unless it is deemed an emergency.
- c) Two thirds of committee members must be present in order for a meeting to take place.
- d) It shall be the responsibility of the President to chair all meetings or a designated deputy in her absence. The committee shall keep minutes of the proceedings at meetings of the committee and any sub-committee, and shall ensure that these are stored safely, and that they are available for inspection as required.
- e) Questions arising at a meeting of the committee shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- f) The Committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the committee; for the avoidance of doubt, any such person who is invited to attend a committee meeting shall not be entitled to vote.
- g) A committee member shall not be entitled to vote at a committee meeting on any resolution concerning a matter in which she has a personal interest which conflicts (or may conflict) with the interests of the organisation. She must withdraw from the meeting while an item of that nature is being dealt with.

- h) For the purpose of clause 7.g. a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of hers or any firm of which she is a partner or any limited company of which she is a substantial shareholder or director, has a personal interest in that matter.
- i) The members of the committee may be paid expenses reasonably incurred by them in connection with the carrying-out of their duties.
- j) The Committee may appoint one or more sub-committees, consisting of three or more members of the committee, for the purpose of making any enquiry or supervising or performing any function or duty which, in the opinion of the committee, would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the committee.

8. Annual General Meeting:

The Committee shall convene an annual general meeting in each year; not more than 15 months shall elapse between one annual general meeting and the next.

The business of each meeting shall include:-

- a) A report by the President on the activities of the organisation
- b) Consideration of the annual accounts of the organisation
- c) The election/re-election of members of the management committee
- d) The Committee may convene a special general meeting at any time and shall be bound to do so on receipt of a written requisition signed by ten ordinary members of the organisation.

9. Notice of General Meetings:

- a) At least 14 clear days' notice must be given of any annual general meeting or special general meeting; the notice must indicate the nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set the terms of the proposed alteration.
- b) The reference to "clear days" 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.
- c) Notice of every general meeting shall be given to all the members of the organisation, and to all members of the committee.

10. Procedure at General Meetings:

- a) No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 25% of the membership.

- b) Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
- c) If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.

11. Finance

- a) The income and property of Toccata, whencesoever derived, shall be applied solely towards promoting the objects of the organisation as set forth above and no portion thereof shall be paid or transferred either directly or indirectly to any member or members of the organisation except in payment of legitimate expenses incurred in its behalf.
- b) Bank accounts shall be opened in the name of Toccata. Any deeds, cheques etc relating to the organisation's bank account shall be signed by at least two of the following committee members: President; Treasurer; Co-treasurer; Secretary.
- c) The Committee shall ensure that proper accounting records are maintained in accordance with all applicable requirements.
- d) The Committee shall ensure that annual accounts, complying with all relevant statutory requirements, are prepared.
- e) Each year the Committee shall arrange for the accounts to be scrutinised by a person who is independent of the Committee.
- f) An annual financial report shall be presented at the AGM. The financial year shall run from 1st July to 30th June.

12. Alteration of the constitution

Any changes to this constitution must be agreed by a majority vote at an annual or special general meeting.

Amendments to this constitution or dissolution of Toccata must be conveyed to the Secretary formally in writing. The Secretary and other office bearers shall then decide on the date of a special general meeting to discuss such proposals, giving members at least four weeks (28 days) notice.

13. Dissolution

In the event of the organisation being wound up, any assets remaining upon dissolution after the payment of proper debts and liabilities shall be transferred to a charitable institution or institutions having similar objects to those of the organisation.

This constitution was adopted at an AGM held at Carmondean Church, Fells Rigg, Livingston, EH54 8AX on Tuesday 1st September 2015.

by:

Sheila Wilson.....	President
Clare Gardener.....	Treasurer
Sally Robinson.....	Secretary
Committee and Majority of choir.....	Member