

THE CHARITY COMMISSIONERS FOR ENGLAND AND WALES

Under the power given in the Charities Act 1993

Order that from today, the 28th day of July 2004

the following

CONSTITUTION

will govern the charity known as

SOUTHAMPTON CLASSICAL GUITAR SOCIETY

Governed as a

Unincorporated Association

Constitution

Adopted on the 28th day of July 2004

A Name

The name of the Association is SOUTHAMPTON CLASSICAL GUITAR SOCIETY ("the Society")

B Objects

The Society's objects are to promote, improve, develop and maintain public education in and appreciation of the art and science of the guitar, its music and practical techniques, by the presentation of public concerts, recitals and educational workshops and by such other ways, as the Society through its Executive Committee shall determine from time to time.

C Membership

The members of the Society shall be those who pay the annual subscription at the appropriate rate or rates as shall be recommended by the Committee and approved by the members, all subscriptions being payable in advance.

Every member shall have one vote.

D Equal Opportunities

No individual shall be excluded from membership of the Society or de-barred from any official capacity on the grounds of sex, race, colour, religion, sexual orientation or political affiliation.

E Administration and Management

The Society shall be administered and managed by an Executive Committee elected from members of the Society, and shall comprise Chairman, Secretary and Treasurer, and up to three other members.

Appointment of committee members:

- i There shall be at least three committee members and a maximum of six. Every committee member shall be appointed for a term of three years by a resolution of the Society members passed at an Annual General Meeting or Special General Meeting of Society members and shall be eligible for re-election at the end of that term. If a committee member is to be appointed to replace a one who is leaving office they may be appointed not more than three months before the other officer leaves office but shall not take office until the other committee member has left office. In such a case the retiring committee member shall not be entitled to vote in favour of his or her own appointment.
- ii Additional society members may be co-opted on to the committee by means of a committee vote.

The committee shall meet not less than 3 times per year excluding Annual General Meetings and Special General Meetings. Minutes shall be recorded for all committee proceedings and meetings.

F Determination of Membership of Executive Committee

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

- i is absent without the consent 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
- ii notifies the Executive Committee in writing a wish to resign, providing at least three members of the Executive Committee will remain in office when the resignation is to take effect.

G Executive Committee Members not to be personally interested.

Subject to the provisions below, no member of the Executive Committee shall acquire any personal interest in property belonging to the Society or receive any financial benefit by virtue of his or her position

as a member of the Executive Committee.

Any member of the Executive Committee for the time being who is a solicitor, accountant, music teacher or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Society: Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

H Receipts and Expenditure

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 Society at such bank or building society as the Executive Committee shall from time to time decide. The funds belonging to the Charity shall be used only to further its objects.

I Accounts and Annual Report

The financial year shall end on 31 December each year. The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission

J Annual General Meeting

There shall be an Annual General Meeting of the Society which shall be held in March in each year or as soon as practicable thereafter.

Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days notice to all the members of the Society. All Society members shall be entitled to attend and vote at the meeting. The quorum shall be 10 Society members.

Before any other business is transacted at the first Annual General Meeting the persons present shall appoint a Chairman of the meeting. The Chairman of subsequent Annual General Meetings shall be the Chairman of the Executive Committee but if he or she is not present, before any other business is transacted, the persons present shall appoint a Chairman of the meeting.

The Executive Committee shall present to each Annual General Meeting the report and accounts of the Charity for the preceding year.

Nominations for election to the Executive Committee must be made by members of the Society in writing and must be in the hands of the Secretary at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

K Special General Meetings

The Executive Committee may call a Special General Meeting of the Society at any time. If at least ten Society 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. The quorum shall be 10 Society members.

L Notices

Any notice required to be served on any member of the Society shall be in writing and shall be served by the Secretary or Chairman on any member either personally or by the post, addressed to that member's last known address, and any letter so sent shall be deemed to have been received within 3 days of posting.

M Alterations to the Constitution.

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 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.

No amendment may be made to the Society name, objects clause, or clauses relating to personal interests, dissolution or this clause without the prior consent in writing of the Charity Commissioners.

No amendment may be made which would have the effect of making the Society cease to be a charity at law.

The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

N Dissolution.

If the Executive Committee decides that it is necessary or advisable to dissolve the Society it shall call a Special General Meeting of the Society, 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 Executive Committee shall have power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of all proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Society as the members of the Society may determine or failing that shall be applied for some other charitable purpose. A copy of the Statement of Accounts for the final accounting period of the Society shall be sent to the Charity Commission.

O Interpretation

The Society shall be governed by the law of England and Wales and in particular, the Charities Act 1993 (or any statutory re-enactment or modification of that Act).

P Arrangements until first Annual General Meeting

This constitution was adopted at a Special General Meeting on the 28th day of July, 2004 held to adopt this Constitution and is signed on behalf of the full Executive Committee as authorised by that meeting:

| | | |
|----------------|-------|------------------|
| Graham Cleaver | |/...../2004 |
| John Coffey | |/...../2004 |
| Julie Lines | |/...../2004 |
| Wayne Lines | |/...../2004 |
| David Tripp | |/...../2004 |