

## **Petersfield Musical Festival Constitution**

### **1. NAME**

The name of the Society shall be the Petersfield Musical Festival (hereinafter referred to as the “Society”). The Society is registered as a Charity with the Charity Commission for England and Wales (“the Charity Commission”) under the Charities Act 2011 with Registration Number 900489.

### **2. OBJECTIVES**

The objectives of the Society shall be to promote, improve, develop and maintain the appreciation of music in all its aspects. This is to be achieved by the presentation of public choral concerts, orchestral concerts and recitals, including an annual Festival to be held in and around Petersfield (“the Festival”), and by such other ways as the Society, through its Committee, shall determine from time to time.

### **3. MEMBERSHIP**

3.1 The members of the Society shall be:

- a) Individual members of adult choirs and other musical groups who have paid the individual member subscription for a Festival at the rate determined by the Committee and approved by a General Meeting of the Society; and
- b) Individuals and legal entities that have paid an individual member subscription or made a donation or monetary contribution to the Society in a financial year that is equal to or greater than the individual member subscription for the Festival during the same year.

3.2 For the avoidance of doubt:

- a) A General Meeting of the Society sets the individual member subscription.
- b) An individual member subscription may be paid on a person’s behalf by the adult choir or musical group to which the individual belongs.
- c) The membership year runs from one Annual General Meeting to the next.
- d) Each individual or legal entity that qualifies as a member in accordance with Clause 3.1a) and/or Clause 3.1b) shall be entitled to one membership and one vote.

### **4. OFFICERS AND COMMITTEE**

4.1 The Society shall be managed by a Committee of Trustees, consisting of a Chairman, an Honorary Secretary and an Honorary Treasurer (these being defined as the Society’s Officers) and a maximum of fourteen other members.

4.2 The Committee’s members shall be elected at a General Meeting of the Society, shall hold office until the next Annual General Meeting, shall be eligible for re-election and shall each have one vote at Committee meetings.

4.3 The Committee may co-opt an appropriately qualified person onto the Committee, to serve until the next Annual General Meeting, if a Committee member resigns or is unable to carry out his or her duties or for other reasons in furtherance of the Society’s objectives.

4.4 One representative from each adult amateur choir or other musical group that intends to participate in the next Festival (“representatives”) may be invited to attend Committee meetings, but these representatives shall not be ex officio Trustees and shall not have voting rights.



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- 4.5 The Society may elect an honorary President and one or more honorary Vice-Presidents. The President and the Vice-President(s) may attend Committee meetings but shall not have voting rights and shall not be Trustees.

**5. MANAGEMENT**

- 5.1 All arrangements for concerts, other events and the control of finances shall be the responsibility of the Committee.
- 5.2 The Committee shall meet at least three times per year. A special meeting may be called at any time by the Chairman or by any two members of the Committee. The quorum shall be more than half the Committee's members.
- 5.3 All Committee meetings shall be minuted and the minutes shall be distributed to Committee members and representatives. The Secretary shall ensure that minutes are stored safely and are available for inspection.
- 5.4 Notice of a Committee meeting shall be sent to Committee members and representatives between 7 and 14 days before the meeting.
- 5.5 Where a vote is taken at a Committee meeting it shall be carried if more than 50% of the Committee members present vote in favour. Any member who has or perceives a conflict of interest shall declare this before a vote is taken.
- 5.6 The Officers shall comply with their obligations under the Charities Act 2011 and any amendment or re-enactment with regard to the keeping of accounting records for the Society, the preparation and submission of the Annual Report and Return to the Charity Commission, and other matters.
- 5.7 The Officers shall ensure that there is adequate insurance provision to cover risks to all persons involved in or attending events organised by the Society and all property owned by the Society or temporarily in its care. In addition, adequate insurance shall be obtained to cover the financial risks of unforeseen event cancellation.
- 5.8 The Committee shall take all reasonable precautions to protect persons involved in events organised by the Society. It shall ensure that matters relating to health and safety, child protection and public order shall be managed and communicated appropriately to the general public and any volunteers associated with an event, with reference to relevant legislation, local bye-laws and any regulations of the venue.

**6. FINANCE**

- 6.1 The Society shall maintain accounting records that meet the requirements of *Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102)*, effective 1 January 2015, and any amendment or update to this Statement.
- 6.2 The Annual Accounts shall be submitted to an Independent Examiner who shall be appointed by the Annual General Meeting and who shall meet the qualification requirements of the Charity Commission.
- 6.3 Unless agreed otherwise by the Committee, the Society's financial year shall be from 1<sup>st</sup> June to 31<sup>st</sup> May.
- 6.4 A bank or building society account or accounts shall be opened and maintained in the name of the Society. Withdrawals or payments from such an account up to an amount or amounts determined by the Committee may be made by a single Officer of the Society. Larger withdrawals or payments and other instructions relating to such an account require the approval of two authorised signatories of the Society.
- 6.5 The Society may seek and receive subscriptions, donations, grants in aid, financial guarantees, sponsorship and income from the sale of tickets, programmes and advertising provided that in raising



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funds the Society shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.

- 6.6 Tickets for all of its concerts and other events shall be made available to the public.
- 6.7 The Society may establish or support any charitable trusts, charities, associations and institutions with objectives similar to those set out in Clause 2 above.
- 6.8 The Society shall maintain a level of financial reserves such as to provide reasonable cover for its future Festival commitments.
- 6.9 The income and property of the Society however derived shall be applied solely towards promoting the Objectives of the Society as set out above.
- 6.10 Except as provided in Clause 6.11, no monies or property shall be paid or transferred either directly or indirectly to any Committee member except in payment of legitimate expenses incurred on behalf of the Society. All such expenses shall be properly documented and approved by an Officer of the Society prior to payment. If a payment is to be made to an Officer this approval must be given and documented by another Officer.
- 6.11 A Trustee may be paid for any services to the Society over and above normal Trustee duties. That Trustee shall withdraw from the Committee meeting when the payment is agreed and during any discussion about the acceptability of the services provided, and the payment shall be defined in a written agreement between the Society and the Trustee.

## **7. ANNUAL GENERAL MEETING**

- 7.1 The Society shall hold an Annual General Meeting not more than 4 months after the end of its financial year. At an Annual General Meeting the following shall be entitled to attend and vote, provided that no one shall have more than one vote:
  - a) Members of the Society as defined in Clause 3 above.
  - b) Trustees.
- 7.2 Notice of the place, date and time of an Annual General Meeting shall be circulated as effectively as possible to members and Trustees. Such notice must be given at least 14 days before the date of the meeting, except in the case of amendments to the Constitution, when the required notice shall be at least 21 days.
- 7.3 The quorum for an Annual General Meeting shall be 20 of those entitled to vote.
- 7.4 Where a vote is taken at an Annual General Meeting it shall be carried if more than 50% of those present and entitled to vote are in favour.
- 7.5 The business of an Annual General Meeting shall include at least these items:
  - a) Approval of the Minutes of the previous Annual General Meeting.
  - b) Receipt and adoption of the Trustees' Report.
  - c) Receipt and adoption of the Accounts.
  - d) Election of Officers and other Committee members, all of whom shall be proposed and seconded prior to the vote.
  - e) Agreeing the individual member subscription rate.
  - f) Appointment of an Independent Examiner.
- 7.6 The Annual General Meeting shall be minuted. The Secretary shall ensure that minutes are stored safely and are available for inspection.

## **8. EXTRAORDINARY GENERAL MEETINGS**

- 8.1 An Extraordinary General Meeting shall be called by the Secretary on receipt of a written request signed by at least 20% of members, or if agreed by the Committee. Where an Extraordinary General Meeting is called for the purpose of dissolution, Clause 10 shall apply.
- 8.2 Notice of the agenda, place, date and time of an Extraordinary General Meeting shall be circulated as effectively as possible to members and Trustees. Such notice must be given at least 14 days before the date of the meeting, except in the case of amendments to the Constitution, when the required notice shall be at least 21 days.
- 8.3 The quorum for an Extraordinary General Meeting shall be 20 of those entitled to vote, as defined in Clause 7.1.
- 8.4 Where a vote is taken at an Extraordinary General Meeting it shall be carried if more than 50% of those present and entitled to vote are in favour.
- 8.5 An Extraordinary General Meeting shall be minuted. The Secretary shall ensure that minutes are stored safely and are available for inspection.

## **9. EQUAL OPPORTUNITIES**

No individual shall be excluded from membership of the Society or debarred from being a Trustee or representative on the grounds of gender, colour, race, religion, sexual orientation or political affiliation.

## **10. DISSOLUTION**

- 10.1 The Society may be dissolved by a two-thirds majority of those present and entitled to vote, as defined in Clause 7.1, at an Extraordinary General Meeting, provided that at least 21 days' notice of the place, date and time of the meeting and the proposed dissolution shall have been given to members and Trustees.
- 10.2 The quorum for a meeting for the purpose of dissolution shall be 50.
- 10.3 In the event of the Society being wound up, any assets remaining upon dissolution, after payment of debts and liabilities, shall be transferred to one or more charitable institutions having similar objectives to those of the Society.

## **11. AMENDMENT**

- 11.1 This Constitution may be amended by a two-thirds majority of those present and entitled to vote, as defined in Clause 7.1, at a General Meeting of the Society, provided that at least 21 days' notice of the place, date and time of the meeting and the proposed amendment shall have been given to members and Trustees.
- 11.2 The quorum for such a General Meeting shall be 20.
- 11.3 No amendment may be tabled that has the effect of causing the Society to cease to be a charity or that contravenes the legislation relating to charities currently in force.

## **12. ONLINE MEETINGS AND ONLINE PARTICIPATION**

This Clause applies to meetings of the Society as described in Clauses 5, 7, 8, 10 and 11.

- 12.1 An online meeting of the Society is permitted under these conditions:
  - a) The Committee of Trustees agrees that a meeting shall be held online by defined electronic means such as video-conferencing facilities.
  - b) Each participant in the meeting is able to communicate by the defined electronic means with all other participants.



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- c) A participant who is able to communicate by the defined electronic means with all other participants shall qualify as being present at the meeting.
- d) The meeting complies with all other rules, including the meeting's notice period and quorum, the people who are eligible to attend and vote, and the need to take minutes.
- e) The minutes of the meeting include a statement that the meeting was held online.

12.2 Any meeting of the Society that has participants who are physically present at the designated venue may include people who participate online if:

- a) The Committee of Trustees agrees that individuals may participate online in the meeting using defined electronic means such as video-conferencing facilities.
- b) Each person that participates in the meeting via the defined electronic means is able to communicate with the Chair of the meeting and is audible to all other participants.
- c) A participant who is able to communicate by the defined electronic means with the Chair of the meeting and is audible to all other participants shall qualify as being present at the meeting.
- d) The meeting complies with all other rules, including the meeting's notice period and quorum, the people who are eligible to attend and vote, and the need to take minutes.
- e) The minutes of the meeting identify those people who have participated online.

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Petersfield Musical Festival Constitution  
Originated: May 2007  
Revised: 15 September 2017  
Revised: 21 September 2018  
Revised: 16 September 2021  
Revised (logo only) 1 December 2023