

CONSTITUTION

FRIENDS OF MERTON'S YOUNG MUSICIANS

c/o Merton Music Foundation Offices

Chaucer Centre

Canterbury Road

Morden

Surrey

Type of organisation:

Parents' Association

Organisation name in full:

Merton Music Foundation Offices

Chaucer Centre

Canterbury Road

Morden

Surrey

Number of Officers	3 - Chair, Secretary, Treasurer
Number of Ordinary Committee Members	5
Number of Possible Co-opted Committee Members	Maximum of 3

2. OBJECTS

The object of the Association ("the Objects") is to further the musical education of young people in Merton Music Foundation by

- 2.1 developing effective relationships between the staff, parents and others associated with the Merton Music Foundation;
- 2.2 engaging in activities or providing facilities or equipment which support the Merton Music Foundation and which advance the musical education of Merton's young musicians.

3. POWERS

The Association has the following powers, which may be exercised only in promoting the Objects:

- 3.1 To provide advice
- 3.2 To publish or distribute information
- 3.3 To co-operate with other bodies
- 3.4 To raise funds (but not by means of taxable trading)
- 3.5 To acquire or hire property of any kind
- 3.6 To make grants or loans of money
- 3.7 To set aside funds for special purposes or as reserves against future expenditure
- 3.8 To deposit or invest funds in any lawful manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 3.9 To take out public liability and personal accident insurance to cover Association meetings, activities, Officers and Committee Members, to insure the Association's property against any foreseeable risk and take out other insurance policies to protect the Association where required
- 3.10 To insure members of the Committee against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty)
- 3.11 Subject to clause 9.2, to employ paid or unpaid agents, staff or advisers
- 3.12 To pay the costs of forming the Association
- 3.13 To do anything else within the law which promotes the Objects.

4. MEMBERSHIP

- 4.1 The parents and/or guardians of children and young persons participating in group musical activities at the Merton Music Centre shall automatically be members of the Association for so long as their children continue to participate in such activities and such parents and guardians shall not be required to pay any membership subscription. Requests for voluntary contributions may be made as the Committee think fit
- 4.2 Membership of the Association shall also be open to all other persons who accept and support the objects of the Association and who pay the annual subscription (if any) laid down from time to time by the Committee hereinafter mentioned
- 4.3 The Committee of the Association shall have the right:
 - 4.3.1 to approve or reject applications for membership
 - 4.3.2 for good and sufficient reason to terminate the membership of any individual provided that the member concerned shall have the right to be heard by the Committee before a final decision can be reached.

5. GENERAL MEETINGS

- 5.1 All members are entitled to attend any AGM or EGM of the Association
- 5.2 General meetings are called by 21 clear day's written notice to the members specifying the business to be transacted
- 5.3 There is a quorum at a general meeting if the number of members personally present is a least two times the number of Committee Members in office at the commencement of the meeting. This does not apply in the situation of dissolution. See clause 13.
- 5.4 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 5.5 Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the members present in person
- 5.6 Except for the chair of the meeting, who has a second or casting vote, every member present in person is entitled to one vote on every issue
- 5.7 An AGM must be held in every year (except that the first AGM may be held at any time within 18 months after the formation of the Association)
- 5.8 At an AGM the members:
- 5.8.1 receive the accounts of the Association for the previous financial year
 - 5.8.2 receive the report of the Committee on the Association's activities since the previous AGM
 - 5.8.3 elect the Committee
 - 5.8.4 appoint an independent examiner or auditor for the Association
 - 5.8.5 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Association
 - 5.8.6 discuss and determine any issues of policy or deal with any other business put before them
- 5.9 An EGM may be called at any time by the Committee and must be called within 21 days after a written request to the Committee from at least 10 members

6. THE COMMITTEE

- 6.1 The Committee as charity trustees has control of the Association and its property and funds
- 6.2.1 The Committee when complete shall comprise the officers and the other persons set out in clause 1.4 all of whom must be members of the Association.
 - 6.2.2 The number of co-opted Committee Members (who need not necessarily be members of the Association) shall not exceed 50% of the number of ordinary committee members.
 - 6.2.3 The Head of the Merton Music Foundation or his designate shall be an ex-officio but non-voting member of the Committee
- 6.3 The Committee shall be elected at the AGM and shall hold office until the next AGM. Each officer can only be elected for a maximum of three consecutive years. Co-opted Committee members may be co-opted by the Committee at any time and shall hold office until the next AGM.
- 6.4 Nominations for election to the Committee may be made by one member seconded by another. Such nomination must have the consent of the nominee. Nominations should be made in writing to the Chair at any time until the election process has been completed.
- 6.5 A Committee member automatically ceases to be a member of the Committee if he or she:

- 6.5.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
 - 6.5.2 is incapable, whether mentally or physically, of managing his or her own affairs
 - 6.5.3 is absent from three consecutive meetings of the Committee
 - 6.5.4 ceases to be a member of the Association
 - 6.5.5 resigns by written notice to the Committee (but only if at least two Committee members will remain in office)
 - 6.5.6 is removed by a resolution passed by all the other members of the Committee after inviting the views of the Committee member concerned and considering the matter in the light of any such views
- 6.6 A retiring Committee member is entitled to an indemnity from the continuing Committee members at the expense of the Association in respect of any liabilities properly incurred while he or she held office
- 6.7 A technical defect in the appointment of a Committee member of which the Committee is unaware at the time does not invalidate decisions taken at a meeting

7. COMMITTEE MEETINGS

- 7.1 The Committee must hold at least one meeting per term
- 7.2 A quorum at a Committee meeting is 50% (rounded up to the nearest whole number) of the total current membership of the Committee members
- 7.3 The Chair or (if the Chair is unable or unwilling to do so) some other member of the Committee chosen by the members present presides at each Committee meeting
- 7.4 Every issue may be determined by a simple majority of the votes cast at a Committee meeting but a resolution which is in writing and signed by all members of the Committee is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature
- 7.5 Except for the chair of the meeting, who has a second or casting vote, every Committee member has one vote on each issue

8. POWERS OF COMMITTEE

The Committee has the following powers in the administration of the Association:

- 8.1 to delegate any of their functions to sub-committees consisting of two or more persons appointed by them (but at least one member of every sub-committee must be a Committee member and all proceedings of sub-committees must be reported promptly to the Committee)
- 8.2 to make Rules consistent with this Constitution about the Committee and sub-committees, to govern proceedings at general meetings and generally about the running of the Association (including the operation of bank accounts and the commitment of funds)

9. PROPERTY & FUNDS

- 9.1 The property and funds of the Association must be used only for promoting the Objects
- 9.2 No Committee member may receive any payment of money or other material benefit (whether direct or indirect) from the Association except
 - 9.2.1 under clauses 3.10 and 9.2.3
 - 9.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Association

9.2.3 charitable benefits in his or her capacity as a beneficiary subject to compliance with clause 9.3

9.3 Whenever a Committee member has a personal interest in a matter to be discussed at a Committee meeting, the Committee member must

9.3.1 declare an interest before discussion begins on the matter

9.3.2 withdraw from that part of the meeting unless expressly invited to remain in order to provide information

9.3.3 not be counted in the quorum for that part of the meeting

9.3.4 withdraw during the vote and have no vote on the matter

10. RECORDS & ACCOUNTS

10.1 The Committee must comply with the requirements of the Charities Act 1993 as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Commission of:

10.1.1 annual reports

10.1.2 annual returns

10.1.3 annual statements of account

10.2 The Committee must keep proper records of:

10.2.1 all proceedings at general meetings

10.2.2 all proceedings at Committee meetings

10.2.3 all reports of sub-committees

10.3 Annual reports and statements of account relating to the Association must be made available for inspection by any member of the Association

10.4 The committee must notify the commission promptly of any changes to the charity's entry as the Central Register of charities.

11. NOTICES

11.1 Notices under this Constitution may be sent by hand, or by post or by suitable electronic communication or in any newsletter distributed by the Association. Notification by hand may include distribution to parents guardians and carers via their children with or without other communications from the Merton Music Foundation

11.2 The address at which a member is entitled to receive notices (if sent by post) is the last known address of the member

11.3 A technical defect in the giving of notice of which the members or the Committee members are unaware at the time does not invalidate decisions taken at a meeting

12. AMENDMENTS

This Constitution may be amended at a general meeting by a two-thirds majority of the votes cast, but

12.1 The members must be given 21 clear days' notice of the proposed amendments

12.2 No amendment is valid if it would make a fundamental change to the Objects or to this clause or destroy the charitable status of the Association

12.3 A copy of any resolution amending this constitution must be sent to the Commission within twenty one days of it being passed.

13. DISSOLUTION

13.1 The Association may be dissolved by a resolution presented at an EGM called for this purpose. The resolution must have the assent of two thirds of those present and voting. Such resolution may give instructions for the disposal of any assets remaining after satisfying any outstanding debts and liabilities.

13.2 The net assets shall not be distributed among the members of the Association but will be given to the Merton Music Foundation for the benefit of the pupils of the Merton Music Foundation, or in the event of the Merton Music Foundation closing to such other charitable institution having objects similar to the objects of this Association or the Merton Music Foundation as the Committee shall decide

13.3 If effect cannot be given to this provision then the assets can be given to some other charitable purpose.

13.4 The Trustees must notify the Commission promptly that the charity has been dissolved. If the Trustees are obliged to send the charity's accounts for the accounting period which ended before its dissolution, they must send to the Commission the charity's final accounts.

14. INTERPRETATION

In this Constitution:

14.1 'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the charity

'AGM' means an annual general meeting of the members of the Association

'the Association' means the charity comprised in this constitution

'the Chair' means the chair of the Association elected at the AGM

'charity trustees' has the meaning prescribed by section 97(1) of the Charities Act 1993

'clear day' means 24 hours from midnight following the triggering event

'the Commission' means the Charity Commission for England and Wales

'the Committee' is the governing body of the Association

'committee member' means a member of the Committee elected at the AGM by the membership

'co-opted Committee member' means a member of the Committee appointed by the members of the Committee in accordance with clause 6

'EGM' means a general meeting of the members of the Association which is not an AGM

'fundamental change' means such a change as would not have been within the reasonable contemplation of a person making a donation to the Association

'general meetings' means any AGM or EGM

'independent examiner' has the meaning prescribed by section 43(3)(a) of the Charities Act 1993

'material benefit' means a benefit which may not be financial but has a monetary value

'member' and 'membership' refer to members of the Association

'months' means calendar months

'the Objects' means the charitable objects of the Association set out in clause 2

'officer' means a member of the Committee elected to a specific post at the AGM by the membership

'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects

'written' or 'in writing' refers to a legible document on paper including a fax message

'year' means calendar year

14.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

ADOPTED AT A MEETING HELD

AT

ON

NAME

SIGNATURE

(Name and signature of chair of meeting)

WITNESSED:

NAME

ADDRESS

OCCUPATION

SIGNATURE