



ELGAR SOCIETY CONSTITUTION (2018) [Adopted by postal ballot in Summer 2007 and amended by postal ballot in December 2007, June 2010, June 2011, June 2018 and at the AGM, following ballot, on 5th June 2022

## A. TITLE

1 The name of the Society shall be THE ELGAR SOCIETY (hereinafter referred to as 'the Society').

## B. OBJECTS AND POWERS

2.1 The objective of the Society is the education in and promotion of the appreciation of the public in the music of Edward Elgar and the education of the public in the life of Edward Elgar through:

a. the provision of educational programmes and activities to widen knowledge of Elgar's music for all.

b. support for the Elgar Birthplace museums and educational establishments that attract the general public to Elgar's music and life;

c. the funding and encouragement of performances and recordings of his works;

d. the encouragement of research into Elgar's music, and the publication of a scholarly journal containing the results of such research:

e. the publication or support for a scholarly edition of Elgar's music. 2.2 In furtherance of the objective, the Society has the power to :

a. raise funds, levy subscriptions from members and invite contributions provided that, in so doing, the Society shall not itself undertake any permanent trading activities and shall conform to any relevant requirements of the law;

b. buy, take on lease or take in exchange any property necessary for the achievement of the objects and maintain and equip it for use;

c. borrow money subject to any consents required by law and charge all or part of the property of the Society with repayment of the money so borrowed:

d. employ such staff (who shall not be members of the Council of the Society as hereinafter defined) as are necessary for the proper pursuit of the objects and where appropriate make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants:

e. co-operate and exchange information and advice with other charities, voluntary bodies and statutory authorities operating in furtherance of similar charitable purposes;

f. establish or support any charitable trusts, associations or institutions formed for all or any of the objective: g. do all such other lawful things as are necessary for the achievement of the objective.

## C. GOVERNANCE

3.1 COUNCIL: Control of the Society is vested in a Council whose members shall be the Trustees for

the purposes of the Charities Act 1993.

3.2 The Council shall be responsible for:

a. determining the policies and activities needed to achieve the objectives, agreeing all significant changes in the Society's activities and expenditure and ensuring that the Society's activities are to the greatest extent possible in accord with its objectives:

b. approving the Society's expenditure plans, agreeing an annual budget and monitoring expenditure;

c. approving the Annual Financial Statement and Trustees' Annual Report to members, stakeholders and the Charity Commission.

3.3 The Council shall meet as frequently as its responsibilities demand, but on at least two occasions each year for the purposes defined in sub-paragraphs 3.2b-3.2c.

3.4 The Council of the Society shall consist of: a. The Elected Officers as defined in paragraph 5.1: b. Eight other members of the Society Council members shall be elected by the membership in accordance with the procedures described in paragraphs 13.1-13.5.

4.1 EXECUTIVE COMMITTEE: The Executive Committee is responsible to the Council for ensuring that all parts of the Society function effectively, efficiently and in accordance with all relevant legal and regulatory requirements, and for the

routine management of the Society's activities within the budget. Except in an emergency, the Executive Committee and individual members thereof shall not have the power to exceed the agreed budgets nor to take decisions on Society activities which are the responsibility of the Council itself and of the Sub-Committees, Panels and Working Parties established by the Council. All decisions taken by the Executive Committee shall be reported in writing to the Council within three months.

4.2 The Executive Committee shall comprise the Society's Elected Officers as defined in paragraph 5.1 and such other members as the Council shall decide. These other members will not become Officers of the Society.

5.1 ELECTED OFFICERS: The elected officers of the Society shall consist of Chairman, Vice-Chairman, Honorary Secretary and Honorary Treasurer. No person shall hold more than one elected office of the Society.

5.2 The Chairman of the Society shall preside at General Meetings in the absence of the President and at meetings of the Council. The Chairman shall have power to nominate a substitute in case of unavoidable absence whether at a meeting or on any other occasion requiring his/her attendance.

5.3 The Secretary shall be responsible for the arrangements for all General Meetings, Council and Executive meetings and shall ensure that a proper record is kept of the business transacted. The Secretary is also responsible for the receipt and despatch of correspondence, for all formal communication with external bodies and the preparation of the Trustees Annual Report.

5.4 The Treasurer shall be responsible for the recording of all receipts, expenditure, sales, purchases, assets and liabilities in accordance with the Standing Orders and any relevant statutory requirements, and must present a schedule of such transactions to each Council meeting. The Treasurer shall also be responsible for preparation of the Annual Accounts in accordance with Charity Commission regulations and shall also be one of the signatories required under Standing Orders.

6. MANAGERS: The Council of the Society shall have the power to appoint members of the Society as managers to undertake duties specified by the Council. Such appointments do not carry with them the right to attend meetings of the Council or Executive Committee.

7. SUB-COMMITTEES AND WORKING PARTIES: The Council may set up such other Committees and working parties as it considers necessary to carry out

specific ongoing activities and occasional tasks, designating the Chairman and membership of each group and specifying its terms of reference and reporting requirements. A group must obtain Council's prior approval for all activities and expenditure that do not accord fully with the group's terms of reference.

**8.1 GENERAL MEETINGS:** A general meeting of the Society shall be held once in every year as near as possible to the birth date of Sir Edward Elgar, but no later than 30th September in the same year. Such meetings shall be called Annual General Meetings.

**8.2** All other general meetings shall be called Extraordinary General Meetings. The Council shall convene an Extraordinary General Meeting of the Society provided that either: a. a majority of the current Trustees of the Society vote in favour of the resolution to do so; or b. a resolution or resolutions signed by a minimum of fifty paid-up members of the Society is received by the Honorary Secretary. The Extraordinary General Meeting shall take place on a date not more than twenty-eight days after the passing of the Council resolution or upon receipt by the Honorary Secretary of the members' resolution. No business shall be transacted at an Extraordinary General Meeting other than that which is specified in the resolution(s).

**8.3** Written notice shall be given to all members of a General Meeting, giving at least twenty-eight days notice in the case of an Annual General Meeting and fourteen days notice in the case of an Extraordinary General Meeting and in both cases specifying details of the business to be transacted and the place, day and time of the meeting

**8.4 QUORUM:** Twenty-five members shall constitute a quorum at general meetings. Six members shall form a quorum at meetings of the Council. Three members shall form a quorum at meetings of the Executive Committee. Three members (excluding co-opted members) shall form a quorum at sub-committee meetings.

**9.1 MINUTES AND VOTING:** Minutes shall be taken of the proceedings of all general meetings and meetings of the Council, Executive and sub-committees. The accuracy of the minutes shall be confirmed by those who were present at the meeting at the next following meeting of the Society, Council or sub-committee concerned.

**9.2** Voting at all general meetings and Council meetings shall be by a show of hands or, at the Chairman's discretion, by a ballot of the meeting The Chairman

shall have a second, casting vote. A declaration by the Chairman of the meeting that a resolution has been carried or lost shall be

conclusive and an entry to that effect in the minute book of the Society shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against that resolution.

9.3 If in the course of any business transacted by Council, any Committee or Working Party any member thereof believes that the interest of the Society is in any way related to or in conflict with his/her personal or official interests in any other activity, he/she must declare such interest and will usually be requested to refrain from taking part in discussion of the issue involved or from voting thereon. In the case of a Chairman, he/she must relinquish the Chair while the matter is being discussed.

## 9A ELECTRONIC PARTICIPATION IN MEETINGS

9A.1 In this clause “suitable electronic means” means suitable electronic means by which a participant or participants may communicate with all the other participants. A person participating in a meeting by suitable electronic means shall qualify as being present at the meeting.

9A.2 Meetings of the Executive Committee and of Council may be held solely by suitable electronic means. The decision to hold such a meeting solely by electronic means shall be that of the Chairman taking into account the views of those entitled to attend such a meeting.

9A.3 General meetings of the Society may be held solely by suitable electronic means. The decision to hold such a meeting solely by electronic means shall be that of the Chairman having taken into account the views of the Council.

9A.4 If suitable electronic means are available, a member of the Society may attend a general meeting by suitable electronic means. A member attending by suitable electronic means may participate in a vote by show of hands if such means enable such a member so to vote; the vote of such a member together with the votes of other such members in a poll conducted electronically shall be counted as votes in any ballot if the suitable electronic means enable that member so to vote.’

10.1 THE CONSTITUTION: Any motion which, if passed, necessitates amendment of the Constitution may be proposed by the Council or by ten members of the Society. Such motion shall be submitted in writing to the Honorary Secretary at any time and shall be accompanied by a statement setting

out the reasons for the proposed change. The motion shall then be the subject of consultation with the membership and consideration by the Council before being submitted to a postal vote of all the members of the Society. Ballot papers shall be distributed to members not later than twenty eight days before the next available Annual General Meeting accompanied by a statement of reasons for the change and shall be received back by the Honorary Secretary not later than seven days before the Annual General Meeting. Returns shall be subject to the scrutiny of two members of the Society appointed by the members attending the meeting at which the results are to be declared. The result shall be declared at the following Annual General Meeting but approval shall take effect only after its acceptance by the Charity Commission.

10.2 No amendment shall be made to this Constitution which would have the effect of causing the Society to cease to be a charity in law. Furthermore no amendment shall be made to Section B clause 2.1(objects), Section G (dissolution) or this paragraph unless the approval in writing of the

Charity Commissioners for England and Wales or other authority having charitable jurisdiction shall have been obtained.

11.1 **STANDING ORDERS:** The Council shall from time to time make such rules or standing orders for the management of the Society as it may think fit. Such standing orders may in particular regulate:

a. the admission, resignation, re-admission and classification of ordinary and honorary members: b. the subscriptions payable by members:

c. the rights and privileges of membership of the Society and of Unfunded Branches as defined in paragraph 19.6:

d. the establishment, administration and funding of regions, branches, special interest groups, panels and working parties:

e. the conduct of general meetings and meetings of the Council, Executive Committee and subcommittees:

f. internal financial controls, including payments made to members and third parties. g. duties and responsibilities of the Officers and Managers. h. the

organisation, proceedings and responsibilities of the committee of Branch

Chairmen These shall be binding upon the members of the Society provided that such standing orders shall not be inconsistent with or affect or alter anything contained in this Constitution.

## D.MEMBERSHIP, APPOINTMENTS AND ELECTIONS

12.1 Membership shall be open to any person who pays the annual subscription at the appropriate rate as determined by the Society at an Annual General Meeting. The Council of the Society shall have the right to cancel or refuse membership should the conduct of the member or proposed member be, in the opinion of the Council, detrimental to the interests or good name of the Society provided that the member or proposed member shall have the opportunity to attend a meeting of the Council and be heard in that person's own defence. Such cancellation or refusal of membership shall be reported to the next following Annual General Meeting.

13.1 ELECTION OF OFFICERS AND COUNCIL: The membership of the Council, as defined in paragraph 3.4, shall be determined by election from among members of the Society at the Annual General Meeting. Members of the Council shall hold office for a period of four years, after which they shall stand down but shall be eligible for re-election for one further period of four years and shall not then be eligible for further re-election until a period of one year has elapsed. The Officers of the Society shall be elected at the Annual General Meeting and those elected shall hold office until the next Annual General Meeting when they shall stand down but be eligible for re-election.

13.2 Nominations for the Officers and members of the Council shall be made, in writing, signed by a proposer and seconder who must be members of the Society and by the candidate signifying willingness to stand, and shall be received by the Honorary Secretary not later than fifty-six days before an Annual General Meeting or such longer period before an Annual General Meeting as may be prescribed by the Council to facilitate the distribution of ballot papers.

13.3 Should there be more than one valid nomination for any Officer post or the number of valid nominations for Council exceed the number of vacancies, a postal ballot of the members of the Society shall be held, the results of which shall be declared at the Annual General Meeting. Ballot papers shall be distributed to members not later than twenty-eight days before the Annual General Meeting and shall be received by the Honorary Secretary not later than seven days before the Annual General Meeting. Ballot papers shall be subject to the scrutiny of two members of the Society.

13.4 An Officer or member of the Council shall cease to hold office if that person:  
a. ceases to be a member of the Society: or  
b. writes to the Honorary Secretary resigning the office: or  
c. becomes disqualified from acting as a charity trustee by virtue of the relevant provisions of the Charities Acts: or  
d. is absent without

reasonable cause from three consecutive meetings of the Council and the Council (other than the Member in question) unanimously resolve that such person should be removed from office.

13.5 On the death, disqualification or resignation of an Officer or member of the Council, the Council shall have the power to appoint a successor from the membership to fill the vacancy in a temporary capacity until the next Annual General Meeting, at which point the vacancy shall be filled by election in the manner described above for a new term of four years. Provided that if the vacancy shall arise fewer than fifty-six days before the Annual General Meeting, any successor appointed shall serve until the Annual General Meeting next after the next Annual General Meeting.

13.6 Full elections for the Council will next be held in 2012 when no more than  $\frac{2}{3}$  of candidates will stand for a term of four years. The remainder will serve for a term of two years after which all elections to the Council will be for a term of four years and item 13.6 will fall into disuse.

14.1 HONORARY MEMBERS: Honorary Membership of the Society may be granted to any person, whether or not already a member of the Society, in recognition of their exceptional contribution to the work of the Society. Nominations for the granting and removal of honorary membership may be made in writing to the Honorary Secretary at any time by any three fully paid-up members of the Society. Nominations must be considered in a full meeting of the Council and, where approved, a resolution for election put to the next Annual General Meeting for approval by a majority vote. No more than two Honorary Memberships shall be granted in any year. Honorary Members shall not be required to pay an annual subscription but shall be entitled to the full privileges of ordinary membership.

15.1 PRESIDENT AND VICE-PRESIDENTS: The Society may at an Annual General Meeting elect a President and Vice-Presidents from persons who have achieved distinction in the promotion of the objects of the Society. Recommendations for persons to be nominated as President or Vice- Presidents shall be forwarded in writing to the Honorary Secretary for consideration by the Council and, if approved, the nominee shall be notified in order to obtain that person's consent prior to such nomination being referred to an Annual General Meeting. Whilst in office the President and Vice- Presidents shall have the privileges of Honorary Membership. The term of office of the President shall be five years, save that, by agreement between the President and the Council, the term may (on one occasion only) be extended for a further period of five years.



Any such extension shall be subject to the approval of the Society at the Annual General Meeting.

## E. FINANCE

16.1 All income and property of the Society shall be applied solely towards promoting the Society's objective. No portion thereof shall be paid or transferred either directly or indirectly to any member of the Society except:

- a. in payment of legitimate expenses incurred on behalf of the Society
- b. as reasonable and proper remuneration for any goods and services supplied to the Society
- c. as payments made to members of staff appointed under the provisions of subparagraph 2.2d.

Nothing in this paragraph shall prevent a trustee or connected person receiving any benefit or payment which is authorised by paragraph 16.3.

16.2 No trustee or connected person may receive any remuneration or other financial benefit from the Society unless the payment or benefit is permitted by paragraph 16.3.

### 16.3

16.3.1 Subject to paragraph 16.1, a trustee or connected person may receive a benefit from the Society provided that a majority of the trustees do not benefit in this way;

16.3.2 A trustee or connected person may enter into a contract for the supply of services or of goods that are supplied in connection with the provision of services to the Society where that is permitted in accordance with and subject to the conditions in sections 185 to 188 of the Charities Act 2011.

### 16.4

16.4.1 A connected person means

- (a) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (b) the spouse or civil partner of the trustee or of any person falling within paragraph (a);
- (c) a person carrying on business in partnership with the trustee or with any person falling within paragraph (a) or (b);
- (d) an institution which is controlled—
  - (i) by the trustee or by any person falling within paragraph (a), (b) or (c), or

(ii) by two or more persons falling within sub-paragraph (i), when taken together.  
(e) a body corporate in which—

(i) the trustee or any connected person falling within any of paragraphs (a) to (c) has a substantial interest, or

(ii) two or more persons falling within sub-paragraph (i), when taken together, have a substantial interest.

16.4.2 Sections 350 to 352 of the Charities Act 2011 (meaning of child, spouse and civil partner, controlled institution and substantial interest) apply for the purposes of 16.4.1

16.5 The Honorary Treasurer shall manage the day-to-day financial affairs of the Society on Council's behalf, except where funds have been delegated to the control of groups established under paragraph 7.1 and branches.

17.1 ACCOUNTS: The Council shall cause proper accounts to be kept in respect of: a. all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place: b. all sales and purchases of goods by the Society; c. the assets and liabilities of the Society.

17.2 The financial year of the Society shall run from the first day of January to the thirty-first day of December. At the Annual General Meeting in every year, the Council shall lay before the Society for approval a financial report which includes a proper income and expenditure account and balance sheet for the previous financial year, and a Trustees report which summarises the Society's achievements and impact during the same period, both of which must have the prior approval of Council. Such accounts and balance sheet shall be examined by a professional auditor or an independent examiner, as appropriate, who shall be appointed by resolution passed at the Annual General Meeting.

18.1 SUBSCRIPTIONS: The amount of the subscription shall be determined on an annual basis by the Council. 18.2 Members shall pay the appropriate subscription on joining the Society and at the designated times thereafter. A member whose subscription falls in arrears shall receive formal written notification from a manager of the Society. If, after the expiry of a further period of three months, the member has not renewed his outstanding subscription(s) in full, his or her membership shall be cancelled.

## F. BRANCHES AND AFFILIATION TO AND FROM OTHER BODIES

19.1 To further the objectives of the Society, Branches may be established by decision of the Council on such area or other basis as the Council may decide.

The Council shall have the power to amalgamate, dissolve or change the area or other basis on which branches are established .

19.2 At its first meeting, every branch shall elect a chairman, secretary and treasurer, to be known as the Branch Officers. Under no circumstances shall the offices of chairman, secretary or treasurer of a branch be combined with another office of the branch or Society without the consent of the Council except where that person is elected to serve as a member of the Council and a Trustee of the Society.

19.3 All branches shall adopt a branch constitution at their first meeting A copy of a proposed branch constitution shall be submitted to the Honorary Secretary of the Society for approval by the Council prior to its adoption by the branch. A branch constitution must be consonant with the objective of the Society.

19.4 A branch committee shall be elected in accordance with the branch constitution to include the branch officers elected in accordance with paragraph 19.2 above.

19.5 Where branches choose to hold regular meetings all Society members who are recorded on the official list of members maintained by the Membership Secretary as being those who have asked to be associated with a branch (hereinafter referred to as branch members) shall be advised of such

meetings and shall be given twenty-one days' notice in writing of annual or extraordinary general meetings of the branch.

19.6 Branches shall be responsible for financial commitments which they undertake and may raise supplementary funds for branch purposes including the levying of a separate subscription. A branch may be established (or, in the case of pre-existing organisations, be incorporated into the Society) as a Funded Branch or an Unfunded Branch: a. The Society shall provide Funded Branches with sufficient funds to meet the cost of their charitable activities conducted on behalf of the Society with the prior agreement of Council. All members of a Funded Branch must also be members of the Society paying the appropriate annual subscription. In return the member will receive the normal benefits of membership. b. Unfunded Branches shall not receive funds from the Society towards the cost of their charitable activities. It is not necessary for all members of an Unfunded Branch to be members of the Society, but those who are not members will only receive those benefits of membership as the Unfunded Branch shall agree with Council, in return for a financial payment by the branch to the Society where considered appropriate.

19.7 It shall be the duty of the branch treasurer to have custody of all branch funds and to account for them to the branch Annual General Meeting. The branch treasurer shall also be responsible for the preparation of an annual budget estimating branch expenditure for the following year. In the case of a funded branch, the branch treasurer shall also be responsible for accounting for branch funds to the Council of the Society and for submitting income and expenditure accounts and a balance sheet each year to the Honorary Treasurer of the Society after review by an independent examiner.

19.8 If it becomes necessary to wind up the affairs of a branch, it shall be the responsibility of the branch officers to call a general or extraordinary general meeting of the branch members and to give its reasons for such action. If this course of action is approved by members, formal notification must then be given in writing to the Honorary Secretary of the Society. It shall also be the responsibility of the branch treasurer to transfer all monies held on behalf of the branch to the Honorary Treasurer of the Society to be credited to the funds of the Society.

20.1 If a society or other body of persons wishes to be affiliated to the Society such affiliation may be authorised by members at a general meeting following a recommendation to this effect by the Council, provided that the society or body concerned has objectives similar to those of the Society.

20.2 The Society may affiliate to any other body which has objectives similar to or compatible with those of the Society.

20.3 Affiliations to the Society or affiliations by the Society to other bodies or societies may be authorised by members at an Annual General Meeting following a recommendation to this effect by the Council and such affiliations may be withdrawn or cancelled at any time by members of the Society at an Annual General Meeting

## G. WINDING UP OF THE SOCIETY

21.1 The Society may be dissolved by a resolution passed by a two-thirds majority of those returning their ballot papers before an Annual General Meeting or present and voting at an Extraordinary General Meeting convened for the purpose, of which the required period of notice specified in preceding paragraphs shall have been given to the members. Such resolution may give instructions for the disposal of any assets held by or in the name of the Society, provided that, if any property remains after the satisfaction of all debts and liabilities, such properties shall not be paid to or distributed among the members of the Society

but shall be given or transferred to such other charitable institution or institutions having charitable objectives similar to those of the Society as agreed by the members.