

CONSTITUTION OF GRANTHAM MUSIC FESTIVAL

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The name of the Festival shall be the Grantham Music Festival Association (hereinafter referred to as 'the Association').

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The object of the Association shall be to advance the education of the public in the Arts, and in particular the Arts of Music, Speech and Drama, and Dance in all their branches. In furtherance of the object of the Association but not further or otherwise the Association shall have the following powers:

- (1) To hold or promote annual competitive Festivals;
- (2) To present and promote public performances, concerts and recitals;
- (3) To affiliate to the British Federation of Music Festivals and to further the charitable objects of the said Federation;
- (4) To do all such other lawful things as are necessary to the attainment of the object of the Association.

3

The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in the constitution and no portion thereof shall be paid or transferred, directly or indirectly to the members of the Association. Provided nothing herein shall prevent the payment in good faith by the Association to any member of the Committee, member, officer or servant of the Association

- (1) of reasonable and proper remuneration for services actually rendered including reasonable and proper fees and usual charges for any professional services;
- (2) of reasonable interest on money lent to the Association;
- (3) of reasonable and proper rent for premises demised or let to the Association;
- (4) of expenses properly incurred on behalf of the Association, on condition that
 - (i) no person shall be entitled to vote on a resolution nor attend any meeting concerning his own appointment to his paid office of the Association or any payment made or to be made to him by the Association;
 - (ii) notwithstanding anything contained in the constitution of the Association no resolution relating to the payment to any member of the Association shall be effective unless it is passed at a committee meeting at which there is present a quorum which comprises not less than one-third of the multiple of three next above the total of those entitled to attend the meeting, and a majority of persons who are not remunerated for services being rendered to the Association.

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Membership of the Association shall be open to any person who is interested in the object of the Association.

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The Officials of the Association shall be:

- (1) A Chairman
- (2) A Vice-Chairman
- (3) An Honorary Secretary or Secretaries
- (4) An Honorary Treasurer

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The Officials of the Association shall be elected annually at the Annual General Meeting of the Association from Members of the Association.

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The Management of the Association shall be vested in the Committee.

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The Committee shall consist of the Officials of the Association and not more than twelve Members of the Association to be elected annually at the Annual General Meeting of the Association, provided that no Member of the Festival Association holding any position with the Association paid by salary or fees shall be appointed to the Committee, and that no member of the Committee shall receive any remuneration or payment from the Association other than reasonable out of pocket expenses.

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All the powers of the Association shall be vested in the Committee save in so far as the same are hereby expressly, required to be exercised by the Association in General Meeting and save that the Committee shall not be empowered to wind up the Association but such winding up can be decided upon only by a General Meeting of the Association.

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- (1) All moneys belonging to the Association shall be paid into such Bank as may be specified by the Committee to the account of the Association.
- (2) All cheques drawn on the account of the Association shall be signed by two officials of the Association.

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The property and investments of the Association (other than money at the Bank) shall be held in the name of the Association by the Chairman, Secretary, or Honorary Treasurer for the time being.

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- (1) The Annual General Meeting of the Association shall be held in the month of July in every year and at such meeting the officials of the Association and the Committee shall retire but shall be eligible for re-election.

(2) The Annual General Meeting shall be convened by the Secretary or Secretaries by not less than 21 days notice in writing given to Members of the Association.

(3) At the Annual General Meeting a full Account duly audited of all receipts, expenditure and property of the Association together with the Balance Sheet for the year ended 15th June previous to the meeting shall be presented by the Committee. At such meeting the Auditors for the ensuing year shall be appointed and officials and Committee shall be elected.

(4) An Extraordinary General Meeting shall be convened by the Secretary or Secretaries upon a request by the Committee or by any six Members upon not less than fourteen days' notice of such a meeting being given to every Member which shall state the business to be conducted at the meeting.

(5) Any 10 Members of the Association personally present shall be a quorum at any General Meeting.

(6) At every General Meeting the chair shall be taken by the Chairman of the Association or in his absence by the Vice-Chairman. In the absence of the chairman and vice-Chairman, a chairman shall be elected by the Members present.

(7) The voting at a General Meeting shall be by show of hands but the Chairman or any three Members may demand a poll which shall be immediately taken and the result thereof declared by the Chairman. In the case of equality of votes the Chairman of the meeting shall have a second or casting vote.

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At any General Meeting every Member of the Association shall subject as hereinafter provided have one vote provided that no person other than a Member duly registered on the Register of Members and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership shall be entitled to vote.

14

(1) The Committee shall meet at least four times in every year.

(2) Meetings of the Association shall be convened by the Secretary of the Association by giving at least seven days' notice to each Member or such shorter notice as the Chairman of the Association may decide.

(3) Any six Members of the Committee personally present shall form a quorum.

(4) The provisions hereinafter set out in relation to voting and the taking of the chair at General Meetings shall apply to meetings of the Committee.

(5) The Committee shall have power to fill casual vacancies on the Committee from the Members of the Association and to co-opt not more than four Persons as members of the Committee and such persons need not be Members of the Association.

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A Resolution to wind up the affairs of the Association may only be moved at a General Meeting convened for that purpose. Such Resolution will become effective only if 75% (or other substantial percentage) of Members only attending the meeting vote in favour. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, same shall not be paid or distributed among the Members of the Association but shall be given to or transferred to The British Federation of Music Festivals for its general charitable purposes, or some other Institution or Institutions, having objects similar to the object of the Association and which shall prohibit the distribution of its or their income and property amongst its or their Members.

16

Subject as hereinafter provided the Constitution of the Association as set out in this Schedule may be added to repealed or amended by resolution at any General Meeting provided that no such Resolution shall be deemed to have been passed unless it be passed by a majority of at least two-thirds of the Members present at the meeting and entitled to vote. Provided no amendment shall be made to the Object Clause 2, the Dissolution Clause 15, and this clause and provided also that no amendment shall be made which would cause the Association to cease to be a charity in law.