

Constitution

People of Note International Touring Association (PONITA)

Adopted on 26 June 2005

Amended on 26 November 2016

Changes made relate to the following:

the definition of membership of PONITA and conditions of termination of membership,

- the quorum for meetings,
- the date of the AGM, and
- the methods of serving of notices to members.

PONITA Constitution

Constitution adopted on the 26th day of June 2005 . and as amended by a resolution of the AGM on **26th day of November 2016**

A Name of association

The name of the association is People of Note International Touring Association (PONITA) ('the charity')

B Administration The charity will be managed under this constitution by the members of the executive committee, as provided by clause G ('the executive committee').

C Objects The charity's objects ('the objects') are to promote, maintain, improve and advance education by the encouragement of the arts including, without any limitation, the arts of singing and music, drama, mime and dance through international touring and exchanges, and community events in the Bristol area.

D Powers The following powers may be used by the executive committee provided that:

- they are used to promote the objects;
- the executive committee complies with all relevant laws; and
- consents are obtained where necessary.

i Power to invite and receive contributions. ii Power to raise funds, as long as the executive committee does not undertake any

substantial permanent trading activities. iii Power to set any membership subscription iv Power to buy, take on, lease or exchange any property, and power to maintain and

equip the property for use. v Power to sell, lease or dispose of all or any part of the charity's property. vi Power to borrow money and to charge all or any part of the charity's property with

repayment of the borrowed money. vii Power to employ staff (who must not be members of the executive committee) as

necessary for promoting the objects, and power to make all reasonable and necessary arrangements for the payment of pensions for staff and their dependants. viii Power to cooperate with other charities, voluntary bodies and statutory authorities who

have identical or similar objects, and to exchange information and advice with them.

ix Power to establish or support any charitable trusts, associations or institutions to

achieve all or any of the objects. x Power to establish any advisory committees

necessary. xi Power to do all other things necessary for the achievement of the objects.

E1 Membership i The members are all individuals over eighteen who are a current, subscription-paying members of the People of Note Choir in Bristol, England, as admitted and

registered termly (three times per year) by the leaders for the time being of the Choir. b former members of the People of Note Choir in Bristol, England, who express the wish to join PONITA in writing and are admitted by the executive committee or c organisations who are approved by the executive committee.

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iia The executive committee may refuse an application for membership only if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application. b The executive committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision. c The executive committee must consider any written representations the applicant may make about the decision. The executive committee's decision following any written representations must be notified to the applicant in writing but shall be final.

iii Membership is not transferable to anyone else

E2 Termination of Membership Membership is terminated if: i the member dies or, if it is an organisation, ceases to exist; ii the member resigns by written notice to the charity unless, after the resignation, there would

be only one member; iii any sum due from the member to the charity is not paid in full within six months of it falling

due; iv the member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her membership be terminated. A resolution to remove a member from membership may be passed only if:

- the member has been given at least twenty one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
- the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

F Honorary officers At the annual general meeting of the charity, the members will elect from among themselves a chair, a secretary and a treasurer. The honorary officers take up their offices from the end of that meeting.

G Executive committee 1 The executive committee will be made up of not less than five members nor more than

nine members being:

a the honorary officers specified in clause F; and b not less than two and not more than six members elected at the annual general

meeting who hold office from the end of that meeting.

2 The executive committee may, in addition, appoint not more than three members ('co-opted members'). However, the executive committee cannot appoint any person as a co-opted member if, as a result, more than one-third of the members of the executive committee would be co-opted members. Co-opted members can be appointed at a special meeting of the executive committee called under clause J. A co-opted member's appointment takes effect from the end of that meeting, unless the appointment is to fill a future vacancy; in that case, the appointment begins on the date the post is vacated.

3 All the executive committee members will retire from office together at the end of the next annual general meeting after they came into office. They may be re-elected or re-appointed.

4 The proceedings of the executive committee are not invalidated by:

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- any vacancy in the executive committee;
- any failure to appoint a member; or
- any defect in the appointment or qualification of a member.

5 No person is allowed to act as an executive committee member until after they have signed the executive committee's minute book, declaring that they accept the charity's objects and will act toward achieving them.

6 The executive committee may take out indemnity insurance to protect the committee members for liabilities they may incur for negligence, default, breach of duty or breach of trust, excluding:

- all fines;
- costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud, dishonesty, or wilful or reckless misconduct; and
- liabilities to the charity resulting from conduct that the committee member knew, or must be assumed to have known, was not in the best interests of the charity, or that the committee member did not care whether it was in the best interests of the charity.

H Termination of membership of the executive committee A member will no longer be a member of the executive committee if he or she:

1 is disqualified from acting as a member of the executive committee under section 72 of

the Charities Act 1993 (or any update or change to it);

2 becomes incapable, by reason of mental disorder, illness or injury, of managing his or her own affairs;

3 is absent without permission from all executive committee meetings held over six months, and the executive committee resolves that his or her office be vacated; or

4 notifies the executive committee that he or she wishes to resign (but only if at least three members of the executive committee will remain in office when the resignation takes effect).

I Executive committee members and personal interest 1 Except in keeping with sub-clause 2 [and sub-clause 3] of this clause, no member of the executive committee must have any interest in property belonging to the charity (except as the charity's trustee) or receive payment from or have an interest in (except as a member of the executive committee) any contract entered into by the executive committee. This

sub-clause shall not affect the executive committee's right to obtain indemnity insurance as described in sub-clause 6 of Clause G.

2 A member of the executive committee can be repaid for any reasonable out-of-pocket expenses incurred on behalf of the charity.

3 Any members of the executive committee may charge and be paid for professional, trade or other services provided by them or their firms when instructed by the other members of the executive committee. At no time must a majority of the executive committee members benefit under this provision. Members of the executive committee must withdraw from any meeting discussing their own instruction or remuneration, or that of their firms.

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J Meetings and proceedings of the executive committee 1 The executive committee will hold at least two ordinary meetings each year. A special

meeting may be called at any time by the chair or by any two members of the executive committee. The other executive committee members must be notified of the matters to be discussed at least four days before the meeting. If a co-opted member is to be appointed at the meeting, members must be informed at least 21 days before the meeting.

2 The chair will act as chair at meetings of the executive committee. If the chair is absent, the attending members of the executive committee will choose one member to be chair of the meeting before any other business is done.

3 At least one-third of the members of the existing executive committee, but never less than three executive committee members, must be present for a meeting to be valid.

4 Every matter will be decided by a majority of votes of the attending executive committee

members. In the case of equality of votes, the chair of the meeting will have a second or casting vote.

5 The executive committee will keep minutes, in books kept for the purpose, of meetings

of the executive committee and any sub-committee.

6 The executive committee may, from time to time, make and change rules for the conduct of their business, the summoning and conduct of their meetings, and the custody of documents. No rule may be inconsistent with this constitution.

7 The executive committee may appoint sub-committees of at least three executive committee members to make any inquiry, or to supervise or perform any function or duty which would be more conveniently carried out by a sub-committee. All acts and proceedings of any such sub-committees will be fully and promptly reported to the executive committee.

K Receipts and expenditure 1 The funds of the charity, including all donations, contributions and bequests, will be paid

into an account operated by the executive committee in the name of the charity, at a bank chosen by the executive committee. All cheques drawn on the account must be signed by at least two members of the executive committee.

2 The funds belonging to the charity will be used only to further the objects.

L Property 1 The executive committee must make sure that: a all land held by or in trust for the charity which is not held in the name of the Official

Custodian for Charities; and b all investments held by or in trust for the charity must be held in the name or names of:

- a corporation entitled to act as custodian trustee; or
- not less than three individuals.

Holding trustees may be removed by the executive committee at its discretion and must act under the lawful directions of the executive committee. As long as the holding trustees act only under the executive committee's lawful directions, they will not be liable for the acts and defaults of the executive committee members.

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2 If a corporation entitled to act as custodian trustee has not been appointed to hold the charity's property, the executive committee may permit any investments held by or in trust for the charity to be held by a nominee, and may pay a reasonable and proper amount to the nominee for its work. The nominee may be any:

- clearing bank;
- trust corporation; or
- stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company).

M Accounts The executive committee must follow the Charities Act 1993 (or any update or change to it) with regard to: 1 keeping the charity's accounting records; 2 preparing the charity's annual statements of account; 3 auditing or independent examination of the charity's statements of account; and 4 transmitting the charity's statements of account to the commission.

N Annual report The executive committee must follow the Charities Act 1993 (or any update or change to it) when preparing the charity's annual report and sending it to the Charity Commission.

O Annual return The executive committee must follow the Charities Act 1993 (or any update or change to it) when preparing and submitting annual returns to the Charity Commission.

P Annual general meeting 1 An annual general meeting of the charity should be held preferably in November of each year but not more than fifteen months may elapse between successive annual general meetings.

2 Every annual general meeting will be arranged by the executive committee. The secretary must notify the members of the charity at least 21 days before the meeting. All charity members can attend and vote at the meeting.

3 Before any other business at the first annual general meeting, the attendees will appoint

a meeting chair. The chair will also be the chair of future annual general meetings. If he or she is not present at subsequent meetings, the attendees will appoint a meeting chair before any other business.

4 The executive committee will present to each annual general meeting the report and accounts of the charity for the preceding year.

5 Nominations for election to the executive committee must be made by charity

members

in writing. The secretary of the executive committee must receive all nominations at least 14 days before the annual general meeting. Election will be by ballot only if the number of vacancies exceeds the number of nominations.

Q Special general meetings Special general meetings of the charity can be called:

- by the executive committee at any time; or

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- by the secretary if 10 or more charity members write a request including the business to be considered. All members of the charity must be notified of the business to be discussed at least 21 days before a special general meeting.

R 1 Procedure at general meetings

The secretary, or another person specially appointed by the executive committee, will keep a full record of proceedings at every general meeting of the charity. R 2
Quorum

a No business shall be transacted at any general meeting unless a quorum is present. b A quorum is fifteen members of the charity. c The nominated representative of a member organisation shall be counted in the quorum. d If:

- i a quorum is not present within half an hour from the time appointed for the meeting; or
- ii during a meeting a quorum ceases to be present, the meeting shall be adjourned to

such time and place as the trustees shall determine. e The executive committee must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting. f If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

S Notices 1 Any notice required by this constitution to be given to or by any person must be:

a in writing; or b given using electronic communications.

2 The charity may give any notice to a member either:

a personally; or b by sending it by post in a prepaid envelope addressed to the member at his or her

address; or c by leaving it at the address of the member; or d by giving it using electronic communications to the member's address.

3 A member who does not register a postal or electronic communications address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

4 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called. a Proof that an envelope containing a notice was properly addressed, prepaid and posted

shall be conclusive evidence that the notice was given. b Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. c A notice shall be deemed to be given 48 hours after the envelope containing it was posted

or, in the case of an electronic communication, 48 hours after it was sent.

T Alterations to the constitution 1 Subject to the following sub-clauses, the constitution may be altered by a resolution

passed by at least two-thirds of the members present and voting at a general meeting.

The notice of the general meeting must include the terms of the proposed alteration.

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2 No amendment may be made to the following clauses without the prior written consent

of the Charity Commission.

- Clause A (the name of association clause)
- Clause C (the objects clause)
- Clause I (executive committee members not to be personally interested clause)
- Clause U (the dissolution clause)
- This clause, clause T (the alterations to the constitution clause)

3 No amendment may be made which would have the effect of making the charity cease

to be a charity by law.

4 The executive committee should promptly send a copy of any amendment made under

this clause to the Charity Commission.

U Dissolution If the executive committee decides that it is necessary or advisable to dissolve the charity, it will call a meeting of all charity members. Notice (stating the terms of the proposed dissolution) must be given at least 21 days before the meeting. If the proposal is approved by two-thirds of those present and voting, the executive committee will have the power to realise any assets held by or on behalf of the charity. Any assets remaining after all proper debts and liabilities are paid will be transferred to a charity or charities with identical or similar objects, as decided by the charity members. Failing that, the assets will be applied for some other charitable purpose. A copy of the statement of accounts for the final accounting period of the charity must be sent to the Charity Commission.

V Arrangements until first annual general meeting Until the first annual general meeting, the people whose signatures appear at the bottom of this document will act as the executive committee. This constitution was adopted on the date at the top of this document by the following people.

Signed (Signatures, names and addresses of subscribers)

Dated:

26

th

June 2005

Amended: 26th November 2016

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