

CONSTITUTION and RULES of  
WEST SUSSEX GUITAR CLUB

1. Name The club shall be called West Sussex Guitar Club ("the club")
2. Membership
  - 2.1. The club shall consist of such maximum number of members as is from time to time agreed by the committee
  - 2.2. Applications for membership shall be on membership forms approved by the committee
3. Property and Income
  - 3.1. The income and property of the Charity shall be applied solely towards the promotion of the Objects.
  - 3.2. A Trustee may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
  - 3.3. None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent:
    - (a) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Charity; (b) a Trustee from:
      - (i) buying goods or services from the Charity upon the same terms as other members or members of the public;
      - (ii) receiving a benefit from the Charity in the capacity of a beneficiary of the Charity, provided that the Trustees comply with the provisions of sub clause 4.6 of this clause, or as a member of the Charity and upon the same terms as other members; (c) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity but excluding:
        - (i) fines;
        - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
        - (iii) liabilities to the Charity that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not
  - 3.4. No Trustee may be paid or receive any other benefit for being a Trustee.
  - 3.5. A Trustee may:
    - (a) sell goods, services or any interest in land to the Charity;
    - (b) be employed by or receive any remuneration from the Charity;

- (c) receive any other financial benefit from the Charity, if:
- (d) he or she is not prevented from so doing by sub-clause 4.4 of this clause; and
- (e) the benefit is permitted by sub-clause 4.3 of this clause; or (f) the benefit is authorised by the Trustees in accordance with the conditions in sub-clause 4.6 of this clause.

3.6. If it is proposed that a Trustee should receive a benefit from the Charity that is not already permitted under sub-clause 4.3 of this clause, he or she must:

- (i) declare his or her interest in the proposal;
- (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it; (iii) not be counted in determining whether the meeting is quorate; (iv) not vote on the proposal.
- (b) In cases covered by sub-clause 4.5 of this clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Charity to contract with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest),
- (c) The Trustees may only authorise a transaction falling within paragraphs 4.5(a)-(c) of this clause if the Trustee body comprises a majority of Trustees who have not received any such benefit.
- (d) If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Charity the value of any benefit received by the Trustee from the Charity.

3.7. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

3.8. In this Clause 4.4, "Trustee" shall include any person firm or company connected with the Trustee.

## 5. Management

- 5.1. The club shall be managed by an elected committee comprising an executive consisting of three posts namely Chairman Treasurer and Artistic Director and a number of non-executive posts the precise roles and number being at the discretion of the committee and deemed to be in the best interests of the club including up to two members' representatives
- 5.2. The committee shall be elected at the annual general meeting in each year and subject to termination of office by resignation or otherwise shall remain in office until their successors are elected at the annual general meeting following their election



- 5.3. The committee shall have the power to fill any casual vacancy that may occur and the retiring members shall be eligible for re-election
- 5.4. Any member offering themselves for election may do so by giving seven days notice in writing prior to the annual general meeting to the chairman or any other member of the committee
- 5.5. The committee shall have the power to co-opt additional members for a period up to the next annual general meeting at which each co-opted post must either be offered for election or terminated

## 6. Subscriptions

- 6.1. The annual subscription for members shall be such sum as the committee from time to time determine and may include reduced rates for junior student family and OAP membership and other incentives as the committee see fit
- 6.2. Subscription shall be due on the 1<sup>st</sup> day of October in every year

## 7. Expulsion

- 7.1. The committee shall have power to expel any member who shall offend against the rules of the club or whose conduct shall in the opinion of the committee render him unfit for membership of the club
- 7.2. Before any such member is expelled the secretary shall give him 7 days' written notice to attend a meeting of the committee and shall inform him of the complaints made against him
- 7.3. No member shall be expelled without first having an opportunity of appearing before the committee and answering complaints made against him and at least a majority of the committee then present vote in favour of his expulsion

## 8. Alteration of rules

- 8.1. The Charity may amend any provision contained in clauses 1,2,3,4,,7&14 of this Constitution provided that:
- (a) no amendment may be made that would have the effect of making the Charity cease to be a Charity at law; (b) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Charity;
- (c) no amendment may be made without the prior written consent of the Commission;
- (d) any resolution to amend a provision in any other clauses of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- 8.2. Any provision contained in any other clauses of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple

majority of the members present and voting at a general meeting.

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

## 9. Byelaws

- 9.1. The committee shall have power to make byelaws for regulating the conduct and affairs of the club provided they are not inconsistent with these rules
- 9.2. Byelaws shall be notified to the members and shall be binding on all the members

## 10. General meetings

- 10.1.1 A general meeting of the club shall be held in every year not later than the 30<sup>th</sup> of September to transact the following and any other appropriate business:
1. to receive and if approved to adopt a statement of the club's accounts to the end of the preceding year
  2. to consider and if approved sanction any duly made alteration of the rules
  3. to appoint the officers and other members of the committee
  4. to appoint any auditor or auditors
  5. to deal with any special matter which the committee wishes to bring before the members and to receive suggestions from the members for consideration by the committee
  6. Notice convening the general meeting shall be sent to the members not less than 14 days before the meeting and shall specify the matters to be dealt with
  7. Anyone wishing to have any other business dealt with at the annual general meeting shall give 10 days written notice to the committee

## 11. Special general meetings

- 11.1. A special general meeting may be convened at any time by the committee and shall be convened within 21 days from the receipt of a request in writing signed by not less than 10 members specifying the purpose of the meeting for any of the following reasons:
- 11.1.1. to consider and if approved sanction any duly made alteration to the rules
  - 11.1.2. to deal with any special matter which the committee may desire to place before the members
  - 11.1.3. to remove any member or members of the committee from office and to fill a vacancy or vacancies caused by such

removal



- 11.1.4. to deal with any special matter which the members requiring the meeting may wish to place before the club
- 11.2. Notice convening a special general meeting shall be sent to members not less than 7 days before the meeting and shall specify the matters to be dealt with
12. Voting
- 12.1. At all committee general and special meetings voting shall be by a show of hands unless otherwise agreed by the meeting
- 12.2. Any matter put to a vote may be passed by a simple majority of those then present and entitled to vote unless otherwise specified in these rules
- 12.3. At committee meetings and at general meetings the chairperson shall preside and s/he shall then have a casting or additional vote in the event of any equality of votes. In the event of his/her absence another committee member appointed by the Committee should preside instead

13. Quorums

- 13.1. At committee meetings a quorum shall exist when there is more than half of the elected committee present including one member of the executive
- 13.2. At general meetings 10 shall form a quorum
- 13.3. Junior members may attend general meetings but they shall not be entitled to vote and they shall not be counted as part of the necessary quorum

14. Liability

Neither the club nor the committee shall be liable for any injury loss or damage to persons or property whilst partaking in the activities of the club

15. Winding up

- 5.1 If the members resolve to dissolve the Charity the Trustees will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.
2. The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.
3. The Trustees must apply any remaining property or money:
- (a) directly for the Objects;
  - (b) by transfer to any Charity or charities for purposes the same as or similar to the Charity;

- a. in such other manner as the Charity Commission for England and Wales ("the Commission") may approve in writing in advance.

4. The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the resolution if it is consistent with paragraphs (a)-(c) inclusive in sub-clause 15.3 above.
5. In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity).
6. The Trustees must notify the Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Charity's final accounts.

These rules were adopted at the general meeting in April 2008

