

CONSTITUTION of THE FINZI FRIENDS

Registered Charity No. 1089033

With alterations approved at the AGM held on Saturday 9th July 2016

1. NAME

'The Finzi Friends' hereinafter called 'The Friends'.

2. OBJECTIVES

To advance the education of the public in the art and science of music in particular by:

- a) Promoting the knowledge of, appreciation of the life of, and performances of the works of Gerald Finzi (1901-1956).
- b) Supporting the work of the Finzi Trust in any ways deemed appropriate.
- c) Encouraging performances of English music, including:
 - i Promoting high quality events to increase public awareness, understanding and enjoyment of works by composers of English music.
 - ii Encouraging and supporting performances of the works of composers of English music by up and coming professional and advanced student singers and instrumentalists, providing invaluable performance experience.
 - iii Increasing access to vocal and instrumental music, in the form of masterclasses, lectures, workshops and concerts, within communities throughout the UK.
 - iv Enabling and encouraging children to experience high quality music performed by advanced student and professional singers and musicians.
- d) Do any other lawful thing in furtherance of the charity's objects.

3. MANAGEMENT:

- a) The Officers of 'The Friends' shall be a Chairman, an Honorary Secretary and an Honorary Treasurer.
- b) The management of 'The Friends' shall be vested in a committee comprising the Officers named above (3a) and a minimum of three and a maximum of six additional members.
- c) Officers and other committee members shall be elected for one year but shall be available for re-election.
- d) The committee shall have power to co-opt additional members as they consider necessary.
- e) Four members of the committee, of which at least two must be officers, shall form a quorum.
- f) The committee shall be responsible for managing the business of 'The Friends' between Annual General Meetings.

4. MEMBERSHIP:

Each member of the Friends shall pay an annual subscription and only those members whose subscriptions have been paid shall be entitled to vote at meetings. Only fully paid up members shall be entitled to serve as committee members or as officers.

The committee shall propose the rate of minimum annual subscription (the subscription rate) for the ratification of the members at the Annual General Meeting. Any change to the existing rate of subscription shall come into effect for subscriptions falling due from the 1st January following the Annual General Meeting.

5. GENERAL MEETINGS

- a) The Annual General Meeting, of which notice of the meeting shall be sent by post to all members not less than 25 days before the meeting, shall be held within six months of the end of the financial year (31st March).
- b) The Chairman and Treasurer shall prepare reports of the activities of 'The Friends' and a Statement of Accounts for the preceding year, and these shall be put before members.

- c) The Officers and Committee members shall be elected at the Annual General Meeting. Elections shall be by a majority vote of those attending the meeting.
- d) A Special General Meeting may be convened at any time by the Secretary at the request of the committee or upon a requisition made in writing by at least fourteen members. The special business for which the meeting is convened shall be stated in the requisition and also in the notice calling the meeting. No other business shall be transacted at such a Special General Meeting.
- e) A quorum of a General Meeting shall be ten members or one thirtieth of the membership whichever is greater.
- f) The Finzi Friends committee shall liaise with the Trustees of the Finzi Trust on matters of mutual interest.

6. FUNDS

- a) Banking account(s) in the name of 'The Friends' shall be held at an approved bank or building society.
- b) The financial year shall end on 31st March and a financial statement shall be submitted for approval to the Annual General Meeting.
- c) Cheques for amounts up to £100 may be signed by any one of the authorised signatories as decided by the committee. Cheques for amounts in excess of £100 shall be signed by any two of the authorised signatories. If it becomes necessary for any reason to alter the limit for signature by any one authorised signatory, this shall be proposed at an Annual or Special General Meeting and approved by the assent of two thirds of the members present and voting.
- d) The accounts of 'The Friends' shall be subject to annual Independent Examination.
- e) The income and property of the Society whencesoever derived shall be applied solely towards promoting the objects of the Society as set forth above and no portion thereof shall be paid or transferred either directly or indirectly to any member or members of the Society except in payment of legitimate expenses incurred on behalf of the Society.

7. ALTERATION OF THE CONSTITUTION

Alteration to this constitution shall receive the assent of two thirds of the members present and voting at an Annual or Special General Meeting. A resolution for the alteration of the constitution must be received by the Secretary of 'The Friends' at least 21 days before the meeting at which the resolution is to be brought forward. At least 14 days' notice of such meeting must be given by the Secretary to the membership and must include notice of the alteration proposed; no alteration to clause 2 (Objectives), clause 8 (Dissolution), or this clause, shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained and no alteration shall be made which would have the effect of causing 'The Friends' to cease to be a charity in law. The altered Constitution, together with full minutes of the AGM at which the alteration is approved shall be submitted to the Charity Commission.

8. DISSOLUTION

'The Friends' may be dissolved by a resolution passed by a two-thirds majority of those present and voting at a Special General Meeting convened for the purpose of which 21 days' notice shall have been given to the members. Such resolution should give instructions for the disposal of any assets held by or in the name of 'The Friends' provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed among the members of 'The Friends' but shall be given or transferred to such other charitable institution or institutions having objectives similar to some or all of 'The Friends' as 'The Friends' may determine and if and in so far as effect cannot be given to this provision then to some other charitable purpose.

9. INDEMNITY

The members of the Committee shall be neither collectively nor individually liable for any loss to the property of the Charity arising by reason of:

- a) any improper investment made by the Committee in good faith, so long as it has sought professional advice before making such investment; or
- b) the negligence or fraud of any agent employed by the Committee in good faith, provided reasonable supervision shall have been exercised, and although the employment of such agent was strictly not necessary; or
- c) by reason of any mistake or omission made in good faith by any Committee member or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the Committee member who is sought to be made liable.