**CONSTITUTION**

**of**

**SOUTHEND-ON-SEA MUSICAL FESTIVAL ASSOCIATION**

Registered charity number 283503

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1. The name of the Charity shall be the Southend-on-Sea Musical Festival Association

(hereinafter referred to as “the Association”) and its annual competitive Festival shall be held under the name of Southend-on-Sea Festival of Performing Arts.

1. 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.

* 1. To present and promote public performances, concerts and recitals.

* 1. To affiliate to The British and International Federation of Music Festivals and to further the charitable objects of the said Federation.

* 1. To do all such other lawful things as are necessary to the attainment of the object of the Association, including the drawing up, implementation and review as appropriate of a Child Protection Policy in accordance with prevailing legislation, as advised by the British and International Federation of Festivals.

1. The income and property of the Association, however derived, shall be applied solely towards the promotion of the object of the Association.

1. Membership of the Association shall be open to any person who is interested in the object of the Association and who pays the annual subscription*.*

1. The Officials of the Association shall be:

* 1. A Chairman
	2. A Vice-Chairman
	3. An Honorary General Secretary or Secretary
	4. An Honorary Treasurer

1. For the purposes of this clause only, “year” comprises the period between successive Annual General Meetings. The Officials of the Association shall be elected annually at the Annual General Meeting of the Association from the Members of the Association. Save for the

Chairman, the Officials of the Association shall be elected to serve for one (1) year from the Annual General Meeting. The Chairman shall be elected to serve for a maximum term of 3 (three) years from the Annual General Meeting, subsequent to which period, if so required, the Member elected may serve only one (1) further term of 3 (three) years*.*

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

1. The Committee shall consist of the Officials of the Association, other organising officers of the Association, the current convenors of the Test Selection Committees and *other* Members of the Association elected annually at the Annual General Meeting of the Association, the entire Committee not numbering more than twenty (20) persons.
2. All powers of the Association shall be vested in the Committee save insofar 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.

1. (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.

* 1. All payments made by the Association, be they by cheque or electronic, shall be signed or authenticated by two Officials of the Association.

1. 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.

1. (1) The Annual General Meeting of the Association shall be held within three (3) months following 28 February in every year face-to-face or by way of phone, video or other electronic means and at such meeting the Officials of the Association *(save for the Chairman, who serves a 3-year term – see Clause 6 above)* and the Committee shall retire but shall be eligible for re-election.

* 1. The Annual General Meeting shall be convened by the Secretary by not less than twenty one (21) days’ notice in writing given to the Members of the Association.

* 1. At the Annual General Meeting a full Account, independently examined,of all receipts, expenditure and property of the Association for the year ended 28 February previous to the meeting shall be presented by the Committee. At such meeting the Independent Examiner for the ensuing year shall be appointed.

* 1. An Extraordinary General Meeting shall be convened by the Secretary upon a request

by the Committee or by any six Members upon not less than fourteen (14) days’ notice of such meeting being given to every Member which shall state the business to be conducted at the meeting.

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

* 1. At every General Meeting the chair shall be taken by the Chairman of the Association or in his *or her* absence by the Vice-Chairman. In the absence of the Chairman and the Vice-Chairman, a Chairman shall be elected by the Members present.

* 1. The voting at a General Meeting shall be by show of hands but the Chairman or any three (3) 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.

1. 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.

1. (1) The Committee shall meet at least three (3) times in every year face-to-face or by way of phone, video or other electronic means.

* 1. Meetings of the Committee shall be convened by the Secretary of the Association by

giving at least seven (7) days’ notice to each Member or such other shorter notice as the Chairman of the Association may decide.

* 1. Any six (6) Members of the Committee personally present shall form a quorum.

* 1. The provisions hereinbefore set out in relation to voting and the taking of the chair at General Meetings shall apply to meetings of the Committee.

* 1. 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 three (3) persons as Members of the Committee and such persons need not be Members of the Association.

1. A Resolution to wind up the affairs of the Association may only be moved at a General Meeting convened for the 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 to or distributed among the Members of the Association but shall be given to or transferred to The British *and International* 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.

1. 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 Meetings 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 meetings 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.

Note: The official adoption of the Constitution must be carried out at a Special General Meeting of Members after which the document becomes operative. Copies of the Constitution should be made available for Members, and will also be required by the Charity Commission if the Festival is applying for Registration as a Charity.