**MINUTES OF THE ACS ANNUAL GENERAL MEETING HELD ON TUESDAY 19 SEPTEMBER 2023 – MEETING HELD AT FAIRFORD LEYS CHURCH**

1. **Apologies for absence:**

Angela Sanderson, John Oliver, Jenny Watkins, Susan Dargie, Sue Oswell

 32 present

1. **Approval of Minutes:** The minutes of the AGM held on 20 September 2022 were agreed without objection. Acceptance of the minutes was proposed by Sally Barham, seconded by Clare Audemard. 21 in favour Abstentions - 11 (not present last year in the main)
2. **Matters arising from the minutes**

None

1. **Report from the Chair (Chris Dalladay):**

Chris said that the 2022 / 23 season had been a particularly successful one in which we had begun to increase membership, re-engage with social activities and been reasonably solvent, largely as a result of social activities and returns from Gift Aid. Chris emphasised the importance of gift aid as a source of income – members to make sure they have signed a declaration if they are able to.

The music over the last year has been ambitious, ranging from well-known to unfamiliar. Both technique and performance continue to improve, supplemented by particularly good soloists and the orchestra for the Spring concert. Great thanks to both Jeff Steward and Colin Spinks for their enthusiasm and skill.

Particular highlights for Chris were the Ceremony of Carols by Britten with harp soloist contrasted with the Saint-Saens Christmas Oratorio. The Spring concert was probably the climax of the year with an audience of just over 200, performing Creation, with terrific soloists and superb orchestra, and a lovely write up in the Bucks Herald. The summer term was one of lovely contrasts, including Holst’s Turn Back, O Man and Arvo Part’s Beatitudes.

The choir is still quite small compared to numbers pre-Covid but averaging around 40 – 50, but the quality of musical performances is better than previously. We still need to recruit new members – the budget for the Autumn term is based on 47 members – as of the AGM we are up to 38. Please use the recruitment fliers to bring ACS to notice of those you meet. Throughout the year there will be more focus on marketing, publicity and recruitment, together with trying to increase revenue through sponsorship and grant applications. This is down to all choir members, not just the committee or marketing group (including Mike Beattie and John Chantler). We also need to increase attendance at concerts – we generally average 100 – 150 which is very low considering the quality of what we produce.

We hope to develop the social life of the choir following the successful Quiz Night and Comedy Evening last year. We will probably have another quiz, please let Mary Oliver, Moira or Chris know of any other suggestions.

Chris personally thanked the committee for their work over the year: Moira, Jenny. Sally, Sue Oswell, Pat, Sarah Jex, Mary John and Rosemary – the last of whom is standing down at this meeting. Also thanks to Mike Beattie who has supported the committee a great deal in the last few months.

Chris finished by saying he was looking forward to an exciting and fun year ahead.

1. **Report from the Musical Director (Jeff Stewart)**: Jeff

Jeff apologised to any newcomers who find themselves at the AGM. He expressed his thanks for last year – the standard has gone up. People pull their weight way above other choirs. Thanks to Chris and the committee. Jeff said that Creation was one of the most exciting things he had ever conducted. He loved the Christmas repertoire and the summer. In his view it is really important this art form carries on. HE is at a phase in life where he wants to focus on how much better life can be if we sing in an enjoyable way. He believes we will see audiences get bigger as a result. Chris is asking what you can do – do some homework and you will get far more out of rehearsals. You will have a much more uplifting experience. We need also to support other societies in the area as they in turn will support us and the art will continue to grow. The more we can change peoples lives by the way we sing the more arts will feature in national life. If we can all improve by 2% per week will be cracking in what we do.

1. **Report from the Hon Treasurer (Pat Starr):**  Pat presented the financial information.

Looking at income and expenditure overall we made an overall profit of over £3k but a significant part came from the sale of refreshments by the friends at rehearsal.

As a committee we have broadly decided that the money from Friends from previous years will be used for particular projects, such as marketing, special music, rather than it disappearing into the general pot.

Fundraising has been very important to our income.

What is clear is that we don’t make a profit on concerts so other things are important to finance them. Subscriptions are only just covering costs of Jeff Colin and the church, and tickets the soloists and orchestra.

Any ideas for fundraising would be helpful, particularly if it brings in people who are not part of the choir.

There were no questions on the accounts.

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It was proposed the accounts were accepted: Proposer Helen Green, seconded by Jilly Hunter. Unanimously accepted (31 votes).

Post-meeting note: Pat confirmed that the accounts had been reviewed by Roger Kirk.

1. **Budget for 2023-2024:**

Chris / Pat outlined our current budgetary position for the forthcoming year.

The budget has largely been drawn up by Chris. It looks at the year ahead and ignores what is in the bank. It looks at likely income and expenditure. Some costs are fixed. Other estimates are fairly conservative.

Chris has drawn up an agreement regarding staging storage. We have e-mail agreement from Aylesbury Festival Chori (AFC) to a proposal to take on responsibility for the staging storage. Have been looking at possibility of selling it with a provision to hire it back. Will continue to share cost with AFC for a further 3 months. Both societies to make enquires about selling it or finding organisations who might hire it. At the end of 3 months ACS will take on the full cost, but on the basis that AFC will gift us their “half”. The staging would be then ours to dispose of or to hire out to others, or find a cheaper storage alternative. One benefit of our current storage company is that for a small additional fee they deliver and collect it to our concert venue.

Also missing from the budget is a proposal agreed at the last committee meeting to put £500 towards marketing and recruitment, possibly using some of the Friends money.

1. Adoption of amended Society Constitution

Have decided as a committee to re-draw up our Society’s constitution. It was originally , developed in 1977, updated 1994, with a further change made later to the timing of the financial year.

A copy of the draft, with changes highlighted, was appended to the circulated agenda (see App 2). Most of the changes are nominal. A statement regarding the potential to borrow money has been deleted.

Choir members were asked if they had any questions but there were none asked.

May be further updated later this year. Will need a short special meeting to do that.

Proposal to accepting made by Sarah Jex. Seconded. Ron Francis. 31 in favour. None against. 1 abstention.

1. **Friends of ACS**: The Choir does have the Friends of ACS, run by Sue and Roger who organise the refreshments. Sue does the organising and Roger the financial side. They also set up the church for rehearsals. Sales for last year were £104 autumn, £122 spring and £62 summer. The Account had an issue as the bank wouldn’t accept a cheque to pay in funds from someone who was not called “Friends of ACS” so the account was closed. Interest £6. Total £2555. Suggested donation, rather than a charge for refreshments. Have now got rid of plastic cups and are allowed to use the dishwasher as part of our rental and use the china mugs.
2. **Charles Pope memorial trust: (Roger Kirk)** this is becoming very popular and in the last 2 years have been making much greater grants. The Trust wasset up in memory of Charles Pope in 1983. He was the choir’s founder as well as founding other choirs and orchestras in the town. Roger is a trustee and helped set up the trust. The Trust helps fund new instruments, music lessons or university music studies. Sue Oswell is the choir’s representative. Trust meets 3 times per year and allocated nearly £2k last year. Helen Green asked where the funds come from. It started with a concert at the Civic Centre which raised about £6k. There have been other donations. £45 – 50k is invested and money from interest funds the grants. Also have some regular doners.
3. **Information - The year ahead (programme, publicity, social)**

Looking to increase social activities of the society. Let Mary, Moira or Chris know any ideas as they form the social committee. Marketing and publicity also a focus for the year.

Programme – early Christmas concert of Oratorio. One Tues off then 2 rehearsals before Christmas. Then a concert of “Magnificats” The Vivaldi and Purcell will be hired from the library. The programme also includes the Part Magnificat and the Evensong Magnificat by Wormsely in D minor. We are taking a risk on two orchestral concerts as they seem to generate more audience.

The Choir is purchasing Making Music platform which helps streamline some of the administrative side of the society. Is a software package. At some point in the year we will move our website over to that – same address with a new website design. Purchased today.

1. **Appointments and elections**

All current officers, except Rosemary Berdinner (venues liaison) are happy to continue into the coming year. We offer our thanks to Rosemary for all her work on this and would ask for someone to take over this position, which includes a place on the Society's committee. Bookings is a fairly straightforward job – booking St Marys, Fairford Leys and Granville Street. Helen Green volunteered to fill the role.

Officers:

Chair: Chris Dalladay

Hon Secretary: Jenny Ion

Hon Treasurer: Pat Starr.

Membership Secretary: Moira Dlugosz

Concert Manager: Sue Oswell

Charles Pope Memorial Trust & Friends of ACS: Roger Kirk

Librarian – Sally Barham

Social Media: Sarah Jex

Publicity: John Chantler

Venue Liaison: Helen Green

Committee appointments: Proposed Avril Campell, Seconded Jane Turner. Agreed by the choir unanimously(32 votes ).

1. **Any other business**
	1. Soprano raffle at next rehearsal
	2. 39 paid members, not counting new members with voice assessment outstanding. Had 39 last Christmas and 51 in the spring. Need at least another 8 to meet the budget target.
	3. Still vacancies on the refreshment rota later in the term.
	4. Anyone who hasn’t filled in a gift aid form please d so

Meeting ended at 20.18

**Appendix 1**

**Appendix 2**

**NOTE: Those sections highlighted in yellow are amendments made to the previous Constitution**

**Aylesbury Choral Society**

Chairman: Dr Christopher Dalladay

[acschairman@gmail.com](http://acschairman@gmail.com)

website: [www.aylesburychoral.org.uk](http://www.aylesburychoral.org.uk/)

**DRAFT AMENDMENT/UPDATE TO THE ACS CONSTITUTION FOR ADOPTION AT THE AGM ON 19TH SEPTEMBER, 2023**

*The previous 'version' of our Constitution was adopted on 8th November, 1977 and amended on 17th May, 1994; and again in 2009 (change of financial year to August 1 to July 31)*

1. **Title**

The name of the Society shall be the Aylesbury Choral Society, hereinafter referred to as the Society.

1. **Objects**

The objects of the Society shall be to educate the public in the arts and sciences, and in particular the art and science of music; and, in furtherance of this object but not otherwise, to effect the rehearsal and performance of choral music.

1. **Honorary Officers**

At the Annual General Meeting of the Society the members shall elect from amongst themselves a chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

1. **Executive Committee**
	1. The Executive Committee shall consist of not less than 9 (nine) members not more than 13 (thirteen) members being:

 (a) the honorary officers specified in the previous clause;

 (b) not less than 5 (five) and not more than 9 (nine) members elected at the

 Annual General Meeting who shall hold office from the conclusion of that

 meeting; these additional members to include the core roles of membership

 secretary and concert manager unless either or both of these posts are vacant

 for the time being;

 (c) the Society's contact with the National Federation of Music Societies, trading

 under the name *Making Music*.

1. The Executive Committee may, in addition, appoint not more than 4 (four) co-opted members but so that no one may be appointed 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. The conductor / musical director may sit on the Executive Committee as a co-opted member in an advisory role only (he/she will have no voting or decision-making role).
2. All members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or reappointed.
3. The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
4. **Powers**

 In furtherance of the objects but not otherwise, the Executive Committee may exercise the following powers:

* 1. the power to manage the day-to-day runnining of the Society, including the making of any necessary regulations to enable this to effectively operate;
	2. the power to raise funds and to invite and receive contributions provided that, in raising funds, the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
	3. the power to buy, take on lease or in exchange, any property necessary for the achievement of the objects and to maintain and equip it for use;
	4. *[there was a statement here which has been taken out as deemed unnecessary.]*
	5. the power to employ such staff (who shall not be voting or decision-making members of the Executive Committee) as are necessary for the proper pursuit of the objects;
	6. the power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
	7. the power to establish or support any charitable trusts, associations or institutions formed for any or all of the objects;
	8. the power to appoint and constitute such advisory committees as the Executive Committee may think fit;
	9. the power to do all such other lawful things as are necessary for the achievement of the objects.
1. **Membership**

 The members of the Society shall be those persons who pay the annual (these may be paid on a termly basis) subscription at the appropriate rate as shall be determined by the Executive Committee, the subscriptions being payable in advance, and who shall provide such evidence of musical ability as is required by the Executive Committee.

1. **Determination of Membership of the Executive Committee**

 A member of the Executive Committee shall cease to hold office if he or she:

1. is disqualified from acting as a member of the executive Committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
3. is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
4. notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).
5. **Management**
6. The management of the Society shall be in the hands of the Executive Committee.
7. All the arrangements for the concerts and other events, and the control of finance shall be in the hands of the Executive Committee.
8. **Meetings and proceedings of the Executive Committee**

1. There shall be a quorum when at least one third of the number of members of the executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting. If the quorum has not been reached at a scheduled meeting of the Executive Committee, the meeting will be re-convened as soon as is practically possible and within one calendar month at the latest.
2. In instances when the executive Committee casts votes for a particular strategy or action and where there is a tied vote, the Chairman shall have the casting vote.
3. In the case of absence of the Chairman, the meeting will be chaired by any one of the other four core positions on the Executive Committee (Honorary Secretary, Membership Secretary, Treasurer, Concert Manager).
4. **Finance**
5. The financial year shall end on the 31st July.
6. A banking account shall be opened and maintained in the name of the Society and cheques shall be signed by any two of three designated officers of the Society (in practice, these will include the Chair and the Treasurer unless either or both of these posts are vacant for the time being).
7. The Society may receive donations, grants in aid and financial guarantees; and tickets for any or all of its concerts and other events may be offered for sale to the public.
8. 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.
9. In the event of the winding-up or dissolution of the Society, any remaining assets after all liabilities have been discharged shall not be paid or transferred to any member or members of the Society but shall be transferred to a charitable organisation whose objects are similar to those of the Society and whose rules preclude the distribution of income and assets among its members.
10. **General Meeting**
11. Within eight weeksof the end of each financial year, the members shall be summoned to an Annual General Meeting of which at least fourteen days' notice in writing shall have been given.
12. There shall be a quorum when at least one tenth of the number of members of the Society for the time being or ten members of the Society, whichever is the greater, are present at any general meeting. If the quorum has not been reached at the Annual General Meeting, the meeting will be re-convened as soon as is practically possible and within one calendar month at the latest.
13. All members of the Society who have passed their voice assessment (for new members) and have paid their subscriptions for the current term at least will be entitled to vote at the Annual General Meeting.
14. A majority of the members of the Executive Committee or at least ten members of the Society may petition to call a Special General Meeting. The Committee shall give notice to all members in the normal way of the place, date and time of that meeting, which should be within 40 days of such a petition. Such notice is to include a summary, provided by the petitioners, of the matter or matters to be debated.
15. **Accounts**

 The financial accounts shall be audited or examined to the extent required by legislation or, if there is no such requirement, scrutinised by a person who is independent of the executive Committee and then submitted to the members at the Annual General Meeting.

1. **Amendments**

 The constitution may be amended by a two-thirds majority of the members present at an Annual General Meeting or Special General Meeting, provided that fourteen days' notice of the proposed amendment has been sent to all members and provided also that nothing contained herein shall authorise any amendment which shall have the effect of the Society ceasing to be a charity.

We hereby certify that this is a true copy of the amended constitution as adopted at the AGM of 19 September 2023

 Dr C.G.Dalladay

 Chairman

 J.Ion

 Honorary Secretary

Last updated: August 2023