



The Association of English Singers & Speakers

Honorary Presidents

*Sir Thomas Allen CBE Michael Chance CBE Sir Nicholas Hytner Graham Johnson OBE
Dame Cleo Laine DBE Dame Patricia Routledge DBE Professor Robert Saxton Dame Harriet Walter DBE Dame Sarah Connolly DBE*

Registered Charity No. 1106279

CONSTITUTION

A) TITLE

The Association shall be called:

'The Association of English Singers and Speakers'.

(hereinafter referred to as 'the Association' or as 'the Charity')

B) PURPOSE

The purpose of the Association is to encourage the communication of English words in speech and singing with clarity, understanding and imagination. This may be achieved in the main by the following charitable objective:

The cultivation and education in the arts and science of communicating of English in music and speech and to afford facilities for its development by assisting with general instruction of persons desirous of acquiring a knowledge thereof through the holding of meetings and discussions, the provision of recitals in English song and the holding of competitions and awarding of prizes for the singing and speaking of English.

(Adopted March 14th 2004)

The Association will look to encourage the publication of English songs currently out of print or not readily obtainable.

C) MEMBERSHIP

Membership is open to anyone meeting one of the following classification criteria and who pays the annual subscription relevant to each classification as set from time to time by the Annual General Meeting of the Association always accepting that Honorary Life Membership shall not of itself require payment of any subscription:

Full Membership of the Association is open to:

1. any person over the age of 18, who is, or has been professionally engaged in some aspect of performing or teaching of singing and speaking or indirectly as conductor, producer, repetiteur, accompanist, translator, author, composer or administrator
OR
2. any person not mentioned above who supports the purpose of the Association

Student Membership is open to students of singing, speech and drama who are registered with a professionally recognised music or drama teaching institution in the United Kingdom; the Committee may consider applications from students of overseas institutions for student membership.

Joint Membership is available for couples living at the same address.

Corporate Membership is available for other bodies interested in furthering the work of the Association.

Each subscribing Member including each Joint Member shall have one (1) vote at any General Meeting of the Charity.

Honorary Life Membership shall be awarded to the first prize winner and the winner of the accompanist's prize in the Senior Competition of the Association. Honorary Life Membership may also be awarded to those deemed by the Committee to have given meritorious service to the Association; the names of those so nominated by the Committee shall be shown in the Notice calling the next Annual General Meeting ('AGM'). Honorary Membership awarded under this Clause may be withdrawn by the Committee if in the opinion of the Committee such member has brought the Association specifically or the performing arts generally into disrepute.

(Amended 30 April 2017; 26 September 2021)

D) HONORARY PRESIDENTS

The Committee will nominate up to ten people who have rendered outstanding contributions to the singing and speaking of English to become Honorary Presidents of the Association. Honorary Presidents will not be expected to play an active part in the running of the Association but their acceptance will be regarded as an endorsement of the purpose of the Association and a willingness to make an occasional contribution to the educational aims of the Association at some point.

E) POLICY AND ADMINISTRATION

The Policy and Management of the Association shall be set and administered by the Officers and Members of the Committee in accordance with this Constitution; should matters arise that are not covered in the provisions of this Constitution and action is required to preserve the good management, reputation or existence of the Association then the Committee may take such action as it deems appropriate and shall report such action at the next Annual General Meeting.

(i) OFFICERS

The Officers of the Association are honorary positions and comprise a Chairman, Vice Chairman, Secretary, Membership Secretary and Treasurer. The Officers shall be elected annually by members at the AGM.

(ii) COMMITTEE

The Committee shall comprise the Officers (five (5)) and up to ten (10) other Members who are required to be re-elected annually by members at the AGM. *(Amended 14 April 2019)*

Specialist Members (up to three (3)) may be co-opted, as deemed necessary, by the Committee.

The Committee shall meet at least twice a year, not including the AGM, and be available for electronic consultation as and when necessary. A minimum of four (4) Members must attend for a meeting to be quorate.

In the event of an Officer or Committee Member relinquishing office at any time for whatever reason, the Committee shall have the power to appoint a successor to fill the vacancy until the next AGM.

The Committee shall be authorised to require the resignation of an Officer if in the opinion of the Committee that Officer is unable or has failed to perform his/her Office satisfactorily.

The Committee shall nominate one of its Officers or Members to act as its formal Contact representative with the Charity Commission.

The Committee is responsible for ensuring that the Association is properly registered with the Charity Commission and that it complies with all the requirements conducive to maintaining such registration.

(Amended 30 April 2017; 26 September 2021)

F) COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

1) Subject to the provisions of sub-clause (2) of this clause, no Member of the Committee shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee for the Charity) or receive remuneration or be interested (otherwise than as a Member of the Committee) in any contract entered into by the Committee

2) Any Member of the Committee for the time being who is a solicitor, accountant or any other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other Members of the Committee to act in a professional capacity on behalf of the Charity. Provided that at no time shall a majority of the Committee benefit under this provision and that a Member of the Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

3) A Member of the Committee may be re-imbursed reasonable travel and incidental expenses incurred specifically in connection with attendance at Committee and General meetings and at the Association's Prize Events if such expenses on any particular occasion total more than £50 and such claims are to be submitted for approval by the Chairman for payment.

(Amended 30 April 2017)

G) NOMINATIONS

Nominations for election as Officers and Committee Members may be made by any subscribing Member of the Association and shall be given to the Secretary not less than three days before the AGM. Such nominations shall be in writing, bearing the signature of the proposer and seconder and the written consent of the nominee. Officers and Committee Members due for re-election shall be considered to be nominated unless he/she notifies the Secretary in writing that he/she does not wish to be considered for re-election.

(Amended 30 April 2017; 14 April 2019)

H) GENERAL MEETINGS

- a. Ten (10) Members or twenty percent (20%) of paid-up Members, whichever shall be the less, shall constitute a quorum at General Meetings.
- b. The Annual General Meeting ("AGM") shall take place between 1st March and 31st May in each calendar year at a venue to be decided by the Committee. *(Amended 12 April 2015)*
- c. An Extraordinary General Meeting of the Association may be called by the Committee, or by the written request of at least ten (10) Members who should provide detailed reasons for the request to the Secretary: such reasons should include a substantive motion for consideration at the Meeting and such motion shall constitute the basis of the Agenda for the meeting.

- d. At least twenty-one days (21) notice must be given for all General Meetings. Notice may be given by surface mail or by electronic means including by display on the Association's electronic website. *(Amended 14 April 2019)*
- e. All decisions at either General or Committee meetings will be by a majority show of hands of Members present with the Chairman exercising a casting vote, if required; in cases where such meetings are held electronically then decisions will be by a majority of either the total of Members or the total Committee as the case may be present in such electronic meeting."
- f. In circumstances which are outside the control of the Association (e.g. in times of war, pestilence or other social catastrophe,) or in an opinion of the majority of the Committee, it is not possible to hold the Annual General Meeting as stated at sub clause b above, or it is not legal or practical to hold a particular General Meeting, or a particular Committee Meeting, in person, then such meeting may be called and held by such electronic means as the Committee may deem appropriate, subject to the provisions of sub clause d above regarding Notice, but always providing the AGM shall be held in each calendar year.
(Paragraph added 27 September 2020.)
(Amended 26 September 2021.)

I) ASSOCIATION FUNDS

The Committee is responsible for the funds of the Association.

The Committee shall control all expenditure. The Chairman and the Treasurer may jointly approve items of exceptional expenditure up to £100.00 without prior approval of the Committee but such expenditure must be specifically approved subsequently by a majority of the Committee. The Treasurer shall manage the day to day finance of the Association on behalf of the Committee. All proposals for major expenditure (i.e. in excess of £100.00) other than in respect of previously approved matters shall be submitted to the Committee together with detailed estimates for consideration. *(Amended 30 April 2017)*

The Treasurer shall account to the Committee for all income and expenditure and shall present a summary of the financial position of the Association at each Committee Meeting. *(Amended 15 April 2018)*

The Treasurer shall if required submit accounts annually to the Charities Commission together with an Annual Report and an Annual Return.

The Association's financial year shall run from 1 January to 31 December (the change of year ending taking effect on 31 December 2021). The Treasurer shall submit accounts of income and expenditure for the previous financial year at each AGM, such accounts having been prepared in accordance with the requirements of the Charities Acts and associated regulations.
(Amended 26 September 2021)

The funds of the Association will be used to defray the normal running costs of the administration and the staging of events and competitions and the publication of educational materials. Any surplus will, at the discretion of the Committee, be used to fund educational activities connected with the 'aims' of the Association.

The funds of the Charitable Association, including all donations, contributions and bequests, shall be paid into an account operated by the Treasurer on behalf of the Committee at such bank as the Committee from time to time decide on advice from the Treasurer. (CAF Bank 2006) All cheques drawn on the account must be signed by two Members of the Committee.

J) SUBSCRIPTIONS

Members shall pay an annual subscription which shall be due on January 1st each year; the rate will be fixed by members at the AGM. The Committee may however, at its discretion, change the due date and shorten or lengthen the period of the current subscription or of the immediately preceding subscription period; any change made in accordance with this provision shall be advised to members as soon as practical, and shall be reported on the agenda for the next Annual General Meeting. *(Amended 27 September 2020)*

K) TRUSTEES

The nominated Trustees for the Charitable Association shall be all the Officers and Committee Members in post. The names of these Trustees, together with their addresses and dates of birth will be lodged with the Charities Commission and amended, as required, electronically.

L) ALTERATIONS TO THE CONSTITUTION

Subject to the following provisions of this Clause, the Constitution may be altered by a resolution passed at the Annual General Meeting or at an Extraordinary General Meeting called for that purpose in accordance with the provisions of Clause I (i.e. new Clause H). The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.

No amendment may be made to section **A** – the title of the Association, **B** – the purpose, **F** – the Executive Members not to be personally interested section and **O** – the dissolution, without prior consent, in writing, of the Charity Commission.

No amendments may be made which would have the effect of making the Charitable Association cease to be a charity at law.

The Committee should promptly send to the Charity Commission a copy of any amendment made under this clause.

M) DISSOLUTION

If the Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all Members of the Charity, of which not less than twenty one (21) days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two thirds majority of those present and voting the Committee shall have power to realise any assets held on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having a purpose (object) similar to the purposes (objects) of the Charity as the Members of the Charity may determine, or, failing that, shall be applied for some charitable purpose to be recommended by the Charity Commission. A copy of the statement of accounts, or account and statement for the final accounting period of the Charity must be sent to the Commission.

CHAIRMAN  SARAH J LEONARD

SECRETARY  LYNDA MORGAN

Adopted 26 September 2021