

# Constitution

## 1 Name.

The name of the Association is the European Guitar Teachers Association, known by the acronym EGTA (UK), (“the Charity”)

## 2 Administration.

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 7 of this constitution (“the Executive Committee”). The Charity is governed by the law of England and Wales.

## 3 Objects.

The Charity’s objects (“the objects”) are:

To advance education for the public benefit in classical guitar playing in particular but not exclusively by the promotion of classical guitar playing, classical guitar concerts and educating young people in the study of the classical guitar.

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## 4 Powers.

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

- (i) 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 of England, Wales and European Law;
- (ii) power to buy, take on lease or exchange any equipment or property necessary for the achievement of the objects and to maintain and equip it for use;
- (iii) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- (iv) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
- (v) 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;
- (vi) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
  - (vii) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
  - (viii) power to do all such other lawful things as are necessary for the achievement of the objects.
  - (ix) If any transaction is greater than £1000, the full membership shall be notified, and a ballot of the full membership will be held where a proportion of 66% of those members voting shall be deemed sufficient to authorise the proposed action.

## **5 Membership.**

- (1) Membership of the Charity shall be open to any person interested in furthering the objects and who has paid the annual subscription laid down annually by the Executive Committee.
- (2) The categories of membership shall be: full member, student member in full time education; corporate/affiliate member.
- (3) Every paid up individual member over the age of 18 shall have one vote, excluding corporate/affiliate members.
- (4) The Executive Committee may, by unanimous vote and for good reason, terminate the membership of any individual: Provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by one other individual, before a final decision is made.

## **6 Honorary members**

The annual general meeting at conference may decide to invite individuals to become honorary members of the charity, either in recognition of their contributions to the work of the charity as outlined in the objects, or for any other reason deemed fit by the general meeting. Such a proposal must be seconded and voted on.

## **7 Executive Committee.**

Tri annually, at the annual general meeting of the Charity, the members shall elect from amongst themselves a chairman, a vice chairman, a membership secretary, a treasurer, and any other officers the membership deem necessary, who shall hold office from the conclusion of that meeting for a period of 3 years.

- (1) The Executive Committee shall consist of not less than four members nor more than ten

members being:

- a) the officers specified above;
  - b) not more than six other members elected at the annual general meeting who shall hold office from the conclusion of that meeting;
- (2) The Executive Committee may in addition appoint not more than five 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. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause 10 and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- (3) The term of office of the members of the Executive Committee shall terminate at the annual general meeting after the 3<sup>rd</sup> year. They may be re-elected or re-appointed. Should a committee post be resigned or relinquished for any other reason under clause 8 ( below ) during the 3 year term, and a new incumbent is elected, then this new incumbent's position will terminate at the same time as the other committee members.
- (4) 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.
- (5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18.

## **8 Determination of Membership of Executive Committee.**

All members of the Executive Committee must be professional classical guitar teachers (i.e. part or all of their income should be derived from teaching the classical guitar.) 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 72 of the Charities Act 1993 (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 from or fails to contribute to decision making, without the permission of the Executive Committee, for a period of 12 months and the rest of 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). In such an instance, the remaining members of the E.C. may, if they see fit, call a general meeting to elect a replacement.

## **9 Executive Committee Members not to be personally interested.**

No member of the Executive Committee shall acquire any personal interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (other than as a member of the Executive Committee) in any contract entered into by Executive Committee. An exemption will apply to members who have contributed to EGTA publications, and are thus entitled to a royalty payment on sales of materials. In such cases, the trustees and members of the executive committee concerned shall not be involved in any discussion of or vote on that benefit. Furthermore the trustees will be satisfied that it is in the interests of EGTA to offer that benefit. All such interests by the Executive Committee or the trustees will be disclosed.

## **10 Meetings and proceedings of the Executive Committee.**

- (1) The Executive Committee shall hold at least two meetings each year, at least one a person-to-person meeting. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 14 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- (2) Only one meeting of the committee has to be a face-to-face meeting, and that will be a meeting of the E.C. preceding the annual general meeting. Any other meeting may be an electronic meeting, but in no other sense will the rules of meetings be altered. If such meetings are held and decisions reached, then copies of the emails sent by members will be kept by the committee member responsible for recording the minutes of meetings.
- (3) The chairman shall act as chairman for meetings of the Executive Committee. If the chairman is unable to take his position for any meeting, the vice chairman shall be declared chairman of the meeting.
- (4) There shall be a quorum when at least one third of the Executive Committee or three members of the Executive Committee, whichever is the greater, contribute to a meeting.
- (5) Every matter shall be determined by a majority of votes of the members of the Executive Committee but in the case of equality of votes the chairman ( or the vice-chairman in the chairman's absence ) shall have a second or casting vote.
- (6) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee. If minutes are circulated electronically, printed records should be kept by the chairman.
- (7) The Executive Committee may from time to time make recommendations to the membership to alter rules for the conduct of the committee's business, the summoning and conduct of their meetings and the custody of documents. No existing rules shall be altered without the membership being consulted and a vote being taken on the proposed rule changes. No rule may be made which is inconsistent with this constitution.
- (8) The Executive Committee may appoint sub-committees consisting of three or more

members of the Membership, providing one of these is a committee member, for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee. The acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

#### **11 Receipts and expenditure.**

- (1) The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee. These will be the treasurer and one other member of the E.C., as listed in section 3 of this document.
- (2) The funds belonging to the Charity shall be applied only in furthering the objects.

#### **12 Property.**

- (1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
  - a) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and
  - b) all investments held by or on behalf of the charity;to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. The committee undertakes to seek professional and expert guidance before any assets of EGTA are relocated in this way. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.
- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Executive Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

#### **13 Accounts.**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or

any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the charity;
- (3) the independent examination of the statements of account of the Charity; and
- (4) the transmission of the statements of account of the Charity to the Commission.

#### **14 Annual Report.**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

#### **15 Annual Return.**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

#### **16 Annual General Meeting.**

- (1) There shall be an annual general meeting of the Charity, which shall be normally held in the month of July in each year, or as close to as possible – the exact date to be determined by the executive committee.
- (2) The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity.
- (3) The Chairman of the executive committee shall be the chairman of the annual general meetings, until such time as his tenure of office draws to a close. If he or she is not present, the vice chairman will chair the meeting.
- (4) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- (5) Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

#### **17 General Meetings.**

- (i) The Executive Committee may call a general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to

be considered, the chairman shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

- (ii) When important decisions need to be taken at such a meeting, and there is a concern that not enough members will attend and thus vote on those decisions, then the E.C. may, at their discretion, allow postal voting to count. In such an eventuality, all known arguments for and against the topic under discussion will be circulated to the membership by post at least 21 days before the meeting. Those unable to attend the meeting will have to ensure that their vote on the motion is before the committee in advance of the meeting.
- (iii) The general meeting is the supreme authority of the charity.

### **18 Procedure at General Meetings.**

- (1) A full record of proceedings at every general meeting of the Charity shall be kept by a member of the Executive Committee.
- (2) There shall be a quorum when at least one tenth of the number of members of the Charity or ten members of the Charity, whichever is the greater, are present at any general meeting, or:
- (3) In the case of a meeting where the committee have deemed postal voting or voting by email to be admissible, then the quorum can be made up of a combination of people attending the meeting and people voting by post or email.
- (4) In addition to the above, at least 3 members of the Executive Committee must be at a meeting, or respond to a postal vote.

### **19 Notices.**

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the chairman on any member either personally or by sending it through the post in a recorded delivery letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

### **20 Alterations to the Constitution.**

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. In the case of a meeting where the committee have deemed postal voting to be admissible, then two thirds of the votes cast both at the meeting and by post and email voting will determine the outcome. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (2) No amendment may be made to clause 1, clause 3, clause 9, clause 21, or this clause

without the prior consent in writing of the Commissioners.

- (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (4) The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

## **21 Dissolution**

If the Executive 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 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 Executive Committee shall have power to realise any assets held by or 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 objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. 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.

## **22 Equal Opportunities**

No individual shall be excluded from membership of the Society or de-barred from any official capacity on the grounds of gender, race, colour, religion, age, sexual orientation or political affiliation.