

WELSH MUSIC GUILD

CYMDEITHAS CERDDORIAETH CYMRU

Constitution and Rules

1. NAME

The organisation shall be called “Welsh Music Guild” (Cymdeithas Cerddoriaeth Cymru”) and is hereinafter referred to as “The Guild”.

2. INTERPRETATION

In these rules, unless the contrary intention appears:

- (a) “The Committee” means the Executive Committee of the Guild.
- (b) The expression “Members” shall include all classes of member for the time being of the Guild.
- (c) Words denoting the masculine gender shall be deemed to include the feminine.
- (d) Words in the singular shall include the plural and vice versa.

3. OBJECTS

- (a) The Guild is established for the purpose of advancing the education of the public by encouraging the understanding and appreciation of the music of composers of Welsh origin and the composers of any nationality resident in Wales. The Guild will also encourage a high level of performance practice and foster awareness and observation of professional issues within Wales and to this end will encourage performers and musicologists to take an active role in workings of the Guild.
- (b) In order to carry out the objects herein before provided, the Guild shall have power.
 - (i) to formulate, prepare and establish schemes in connection with the above provided that all objects of the Guild shall be of a charitable nature .
 - (ii) to present, promote, organise, provide, manage, conduct and produce concerts, recitals, performances of musical works, operas, sound and visual broadcasts, recordings, entertainments and exhibitions.
 - (iii) to provide opportunities for the discussion of musical works and compositions and by any other means to spread knowledge and promote understanding thereof.
 - (iv) to retain and employ professional musicians and professional and technical advisers, whether members of the Guild or not, in connection with the objects of the Guild and to pay such fees for their services as may be considered expedient.
 - (v) to publish and arrange the distribution of any literature in connection with the objects of the Guild.
 - (vi) to undertake and execute any charitable trusts which may lawfully be undertaken by the Guild, and which may be directly or indirectly ancillary to its objects.
 - (vii) to do all such other lawful acts as are incidental to the attainment of the objects of the Guild or any of them.
 - (viii) to invest any property in its hands.

4. FINANCE

- (a) All property and monies received by the Guild from whatever source derived shall be applied in carrying out the objects of the Guild in accordance with the Rules.
- (b) No member of the Guild shall acquire any interest in property belonging to the Charity or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
- (c) Nothing herein contained shall prevent the payment by the Guild of interest at a reasonable and proper rate on money lent or reasonable rent for premises demised or let by any member of the Guild.
- (d) All monies received by any member on behalf of the Guild shall be promptly paid to the proper officer of the Guild authorised to receive the same or otherwise to the Treasurer.
- (e) So much of the funds of the Guild as may not be required for immediate use or to meet the usual accruing liabilities shall be banked in the name of the Guild at a bank to be decided upon by the Committee.
- (f) The financial year of the Guild shall be from the first day of January in each year to the 31st day of December that year.
- (g) No expenses shall be incurred on behalf of the Guild, apart from ordinary expenses of administration, except by resolution of the Committee or by express permission of the Chairman and Secretary.

5. 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 organise a postal ballot of the entire membership (including both honorary and subscribed) and upon receiving a two-thirds majority in favour of dissolution 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 transferred or given 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 for the final accounting period of the Charity must be sent to the Commission.

Should a motion for dissolution be tabled and defeated, another will not be allowed for a period of 36 months save in the event of impending insolvency.

6. RULES

- (a) The Committee shall deliver on request to any member of the Guild one copy of these Rules free of charge and on payment of the sum of one pound for any subsequent copy.
- (b) The Committee shall be the sole authority for the interpretation of these Rules and its decisions shall be final and binding upon the members of the Guild.

7. AMENDMENT OF THE CONSTITUTION

- (a) 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. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (b) No amendment may be made to Clause 1 (the name of the charity clause), clause 3 (the objects clause), Clause 4(b) (Executive Committee members not to be personally interested clause), clause 5 (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- (c) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (d) The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

8. MEMBERSHIP OF THE GUILD

- (a) Membership of the Guild shall be open to any person interested in the objects of the Guild.
- (b) There shall be six classes of membership:
 - (i) Honorary life membership.
 - (ii) Ordinary membership.
 - (iii) Corporate membership.
 - (iv) Family membership
 - (v) Student membership.
 - (vi) Senior citizen membership
- (c) The classes of membership may be increased, varied, limited or abolished as determined from time to time by the Committee.
- (d) Admission to membership shall be in such manner and on such terms as may be determined from time to time by the Committee and the decision of the Committee in this respect shall be final and binding.
- (e) No member shall have the power to transfer his membership to any other person.
- (f) There shall be kept by the Secretary a Register of Members which shall contain the following particulars:
 - (i) the full name and address of each member.
 - (ii) the date of admission to membership.
 - (iii) the subscription payable, if any.
- (g) The Guild shall have the power to appoint Honorary Members as a distinction for meritorious service to Welsh music or to the Guild.
- (h) There shall be the following types of honorary life members;
 - (i) Patron
 - (ii) President
 - (iii) Vice President
 - (iv) Fellow of the Welsh Music Guild (FWMG)
 - (v) WMG Ambassador

all of whom may take an active role in Guild affairs and shall be eligible to stand for the Executive Committee and vote in General Meetings.
- (i) The Committee shall have power to determine the membership of any members not complying with the Rules of the Guild or who in any way does anything detrimental to the interests of the Guild, provided that a member whose membership has been determined under this Rule may, within one month from his receiving notice of determination of his membership, apply to the Committee to be heard at a meeting of the Committee.
- (j) Membership of the Guild shall cease if, within one month of its becoming due for payment, a member fails to pay his annual subscription.
- (k) If for any reason a member shall cease to remain a member no part of his subscription shall be returnable.

9. SUBSCRIPTION

- (a) The annual subscription to be paid by Ordinary, Corporate, Family, Student and Senior Citizen members shall be determined from time to time by the Committee.
- (b) The annual subscription shall be due on the first day of January in each year.

10. GENERAL MEETINGS OF THE GUILD

- (a) The Annual General meeting of the Guild shall be held each year on a date to be decided by the Committee but within one month of the anniversary of the previous Annual General Meeting.
- (b) The ordinary business of the Annual General Meeting shall include:
 - (a) the submission of the Annual Report of the Committee.
 - (b) the submission of an audited statement of accounts for the Guild.
 - (c) the election of officers and Committee for ensuing year.
- (d) The election process shall begin with the election (or re-election if unopposed) of the principal officers followed by the remaining members of the Executive Committee.
- (e) Whilst the incumbent officers and committee members may automatically stand for re-election any members wishing to put themselves forward must obtain the nomination of two members of the Guild and have been a paid-up member of the Guild for a minimum of twelve months prior to the date of the Annual General Meeting.
- (f) The quorum for a General Meeting shall be ten or one tenth of the membership whichever is the greater.
- (g) Minutes of a General Meeting shall be available for inspection by any member on application to the Secretary.
- (h) An Extraordinary General Meeting may be convened at the request in writing of not less than twenty per cent of the members of the Guild or by direction of the Committee.

11. MANAGEMENT AND CONTROL

- (a) The management and control of the Guild shall be exercised, subject to the provisions of these Rules, by an Executive Committee consisting of not more than twenty members of the Guild.
- (b) The elected members of the Committee shall hold office for one year only but shall be eligible for re-election.
- (c) The officers of the Guild shall consist of the Chairman, Vice-Chairman, Secretary and Treasurer, who shall be appointed at the Annual General Meeting and shall be eligible for re-appointment on an annual basis.
- (d) The Committee shall, at its first meeting after the Annual General Meeting, appoint either from the Committee members or by co-option, persons to the remaining vacant executive positions i.e. Assistant Secretary, Fundraising Secretary, Editor, Assistant Editor, Press Officer, Membership Secretary, Web Master and Honorary Legal Adviser.
- (e) Patron and President. The Patron and the President of the Guild shall be appointed by the Committee, subject to the approval of the members at a General Meeting, and shall hold office until the appointment is terminated, either by the appointee or by the Committee and in the latter case the termination shall be approved by the membership at a General Meeting.
- (f) Vice-Presidents. Vice-Presidents may be appointed by the Committee at any time in recognition of unique contributions to the cause of Welsh music and also to prominent national personages whose names are deemed to enhance the status of the Guild. Such appointments may be terminated at the discretion of the Committee. Furthermore, Vice Presidents will be contacted every five years and asked if they wish to maintain their connection with the Guild.

- (g) Fellowships. The Guild may award Fellowships to such persons as it feels have either made an outstanding contribution to the cause of Welsh music or whom have reached the highest levels within their profession.
- (h) The Committee shall have power to co-opt any members of the Guild to fill any vacancies on the Committee and any such co-opted members shall hold office until the next Annual General Meeting when they shall be eligible for re-election or for further co-option.
- (i) The Committee shall have power to co-opt not more than six members of the Guild for any special purposes, but such co-opted members shall only have voting powers at meetings of the Committee if the Committee so decides, and they shall not be members of the Committee for the purpose of forming a quorum.
- (j) The Committee shall endeavour to meet not less frequently than once a quarter.
- (k) A register of members attending meetings of the Executive Committee shall be kept and individual members, save in the case of illness, must have attended at least one meeting within a twelve month period, or have provided their apologies in writing to the Secretary, in order to seek re-election.
- (l) The quorum at a meeting of the Executive shall be three or one third of the Executive Committee whichever is the greater.
- (m) At any meeting of the Committee a simple majority of those present and voting shall be sufficient to carry a motion. The Chairman shall have an ordinary vote and also a casting vote.

12. REGIONAL GROUPS

The Guild shall endeavour to establish regional groups in different areas of Wales and the chairmen of such regional groups shall be ex-officio members of the Committee with full voting rights.

13. SUB-COMMITTEES

- (a) The Committee shall have power to appoint any sub-committee which it may deem necessary for any purpose in connection with the activities of the Guild.
- (b) Any sub-committee shall be constituted in such manner and with such powers and duties as the Committee may from time to time determine.
- (c) Any action taken by a sub-committee in pursuance of authority given by the Committee must be reported to the meeting of the Committee next following the taking of such action.

14. SECRETARY

The Secretary shall record and keep minutes of all meetings of the Guild and of the Committee in the Minute Books provided for that purpose, and shall give notice to all concerned of all meetings and shall generally carry out the instructions of the Committee.

In situations where it is impracticable to seek the mandate of the Executive Committee, the Secretary shall have the authority to make decisions in the day to day business of the Guild provided that the outcome falls within the aims of the Guild and the agreement is sought of the Chairman at the earliest opportunity.

15. TREASURER

The Treasurer shall keep full records of all the Guild's finances in accordance with these Rules and with the instructions of the Committee.

16. AUDIT

The accounts of the Guild shall be audited at least once in every year. If required by law, the audit shall be undertaken by a qualified professional auditor who shall be appointed annually at the Annual General Meeting.

