

THE WAGNER SOCIETY

Charity Number 266383

CONSTITUTION

1. NAME

The name of the Society shall be The Wagner Society (hereinafter called “the Society”).

2. OBJECTS

The objects of the Society shall be:

- (a) to advance education in and appreciation of the life and work of Richard Wagner;
- (b) to promote and organise public performances anywhere in the world of the works of Richard Wagner but the Society may, from time to time, and for special purposes include in its programmes suitable works by other composers;
- (c) to promote and organise other cultural and educational activities relevant to the performance, study and appreciation of the music of Richard Wagner; and

3. POWERS

In furtherance of the foregoing objects but not further or otherwise the Society shall have the following powers:

- (a) to further the increase in the broadcasts of Richard Wagner’s operas and music dramas by broadcasting companies and similar bodies and to increase his representation in the programmes of opera houses and at concerts;
- (b) to promote and hold meetings, concerts, talks, lectures, discussions and recordings;
- (c) to engage and employ artists, musicians, technical and professional persons and all others whose services are required or deemed expedient for carrying out the objects of the Society;
- (d) to print, issue, publish, circulate or promote the issue, publication and circulation of musical scores and works, periodicals, circulars, programmes, posters and other literary and display works of every description;
- (e) to promote and secure the publication or replication of the musical or literary works of Richard Wagner;
- (f) to establish, sponsor, endow or administer competitions, scholarships, courses of instruction, musical and literary study and research of every kind and exhibitions of every description;

- (g) to accept subscriptions and donations (whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of, to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Society;
- (h) to purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and other rights or privileges which the Society may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society;
- (i) to sell, let, mortgage, dispose of, turn to account all or any of the property or assets of the Society as may be thought expedient with a view to the promotion of its objects;
- (j) to undertake and execute any charitable trusts which may lawfully be undertaken by the Society and be conducive to its objects;
- (k) to borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit;
- (l) to invest the monies of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;
- (m) to co-operate with other charitable organisations having other similar objects; and
- (n) to do all such other things as shall further the objects of the Society.

4. MEMBERSHIP

- (a) Membership of the Society shall be open to any person interested in furthering the objects of the Society who has paid the annual subscription at the appropriate rate or rates determined by the Committee.
- (b) The election of Members of the Society shall be by application and no person shall become a Member unless and until his application is approved by the Committee. The Committee is not required to give any reason for rejecting an application for membership.
- (c) Any company, club, society, association, institution or other similar body may be elected as a Corporate Member of the Society. Each Corporate Member of the Society has the right to send a single individual to each function organised by the Society upon the same terms as an individual Member of the Society. A Corporate Member may vary the individual it chooses to send from function to function. The same company, club, society, association, institution or other similar body may apply for multiple memberships.
- (d) When a person or body has been elected by the Committee and has paid a first annual subscription they shall be a Member, or Corporate Member, of the Society and shall be deemed to have agreed to be bound by this Constitution and all Bye-laws made in accordance herewith.
- (e) Members of the general public are entitled to attend the Society's concerts and meetings, other than the Annual General Meeting or any Special General Meeting, though the Society reserves the right to charge special entrance fees

to persons attending concerts and meetings who are not members of the Society.

5. SUBSCRIPTIONS

- (a) The annual rates of subscription to the Society shall be such as the Committee shall from time to time determine and shall be payable in advance.
- (b) The subscription of each Member and each Corporate Member shall be for a period of one year and shall be due and payable in advance on joining and annually thereafter.

6. FINANCE

- (a) The Society will be operated on a non-profitable distribution basis and all incoming monies derived from any source whatever shall be devoted exclusively to advancing the objects of the Society.
- (b) All incoming monies and all property acquired by the Society shall be deemed to be vested in the Committee who shall act as Trustees for the Members in accordance with the provisions of the Charities Act 2011 as subsequently amended. The Committee shall place all funds of the Society in the name of the Society with a United Kingdom bank authorised by the Bank of England to take deposits; but cheques, payments in writing, electronic funds transfers (including those initiated online) for the withdrawal of such funds must be signed or electronically authorised by two Officers or one Officer and one other member of the Committee who have both seen an invoice or equivalent document giving rise to the cost which has been approved in accordance with 6(c) below.
- (c) Expenditure up to and including £250 (two hundred and fifty pounds) must be authorized by two Officers. Expenditure of more than £250 (two hundred and fifty pounds) must be authorized in writing by a majority of the Committee which includes at least two Officers. Such written authority may be given at any time and can be communicated by e-mail provided that such an e-mail is addressed to all members of the Committee.
- (d) 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 who are Trustees except in payment of legitimate expenses incurred on behalf of the Society which are approved in accordance with 6(c) above.
- (e) The Treasurer shall be responsible for keeping the financial records of the Society and preparing annual statements for circulation to the membership. Such statements shall:

- (i) be compiled in accordance with the Statement of Recommended Practice or its equivalent as approved and issued by the Charities Commission and in force from time to time;
 - (ii) contain sufficient information to show the nature, extent and cost of the Society's various activities during the period covered by the statements and in particular to show amounts disbursed to other charitable organisations and the identity of such organisations; and
 - (iii) contain details of all material outstanding but undischarged financial commitments as at the date of the statements.
- (f) The annual financial statements shall be audited or examined to the extent required by legislation or, if there is no such requirement, examined by a person who is independent of the Committee and qualified to act as an Independent Examiner in accordance with the procedures set out in the directions to Independent Examiners issued by the Charity Commission as in force from time to time. Such financial statements must then be submitted to the Members at the Annual General Meeting for approval.

7. MANAGEMENT

- (a) The management of the Society shall be in the hands of a Committee consisting of the Chair, the Secretary and the Treasurer ("the Officers") and a minimum of four and a maximum of nine other members.
- (b) The Officers shall be appointed either:
 - (i) by the Committee; or
 - (ii) by the Members with a resolution passed at a duly convened General Meeting of the Society;
 and shall serve until the next Annual General Meeting following their appointment.
- (c) The other Committee members shall be elected by and out of the Society's Members at an Annual General Meeting; they shall hold office until no later than the date of the third next Annual General Meeting following their election at which meeting they shall be eligible for re-election.
- (d) A minimum of one third of the members of the Committee must retire at each Annual General Meeting of the Society. Members so retiring may stand for re-election. In the event that the members standing for re-election under the provisions of 7(c) above or 7(h) or 7(i) below constitute less than one third of the then membership of the Committee, the member or members who have served for the longest period and who are not otherwise standing for re-election shall retire and may stand for re-election.
- (e) All the members of the Committee will be Trustees of the Society under the terms of its registration with the Charity Commission.
- (f) The Chair will preside at meetings of the Committee. In the absence of the Chair the Treasurer shall preside and in the absence of the Treasurer, the

Secretary shall preside and in the absence of the Chair, the Secretary and the Treasurer, the meeting shall elect its Chair.

- (g) Meetings of the Committee shall be convened by the Secretary and in so far as it is possible shall take place at least once in every quarter of the year.
- (h) The Committee may co-opt any Member of the Society to replace any Officer who resigns or otherwise becomes incapable of discharging their duties. Any Officer so appointed shall retire at the Annual General Meeting next following his or her co-option and shall be eligible for re-election.
- (i) The Committee may, from time to time, co-opt to the Committee such Members of the Society as they may deem necessary or expedient and may depute or refer to them such of the powers and duties of the Committee as the Committee may decide. Any Member so co-opted shall retire at the Annual General Meeting next following his or her co-option and shall be eligible for election.
- (j) Questions arising at any meeting of the Committee shall be decided by a majority of votes of those present and in case of an equality of votes the Chair shall have a second or casting vote.
- (k) The quorum for a meeting of the Committee shall be a minimum of one Officer and other Committee members constituting together at least one third of the membership of the Committee.
- (l) A Corporate Member of the Society shall not be eligible for election to the Committee.

8. HONORARY OFFICERS AND HONORARY MEMBERS

- (a) An Honorary President and one or more honorary Vice-Presidents (collectively the "Honorary Officers") may be elected by the Members of the Society at a General Meeting. The role of the Honorary Officers will be to enhance the standing of the Society and to support its objectives.
- (b) A resolution to elect an Honorary Officer may be proposed by the Committee or by not less than twenty Members of the Society.
- (c) On the expiry of the term of office of the Honorary Officers holding office on 31 December 2013, Honorary Officers will be elected for a term of seven years or such shorter period as may be agreed with them, and at the expiry of their term of office shall be eligible for re-election.
- (d) The Committee may from time to time elect as Honorary Members of the Society such persons as in the opinion of the Committee it shall be in the interest of the Society to admit to Honorary Membership.
- (e) Honorary Officers and Honorary Members shall have rights in every way equivalent to those of other Members of the Society.

9. ANNUAL GENERAL MEETING

- (a) Within six months of the end of each financial year, the Members shall be summoned to an Annual General Meeting of which at least twenty-one days' notice in writing shall be given to all Members.
- (b) The business to be conducted at the Annual General Meeting shall be:
 - (i) to receive, and, if approved, to adopt the Chair's Annual Report and the Treasurer's Statement of the Society's Accounts to the end of the last preceding financial year of the Society;
 - (ii) to elect Officers and members of the Committee of the Society;
 - (iii) to appoint an Auditor or Independent Examiner for the Society; and
 - (iv) to deal with any other business proper for an Annual General Meeting.
- (c) The Secretary shall post or cause to be posted on the Society's website at least six weeks prior to an Annual General Meeting a Notice indicating the date and venue for the meeting.
- (d) The Secretary shall send a Notice convening the Annual General Meeting together with the Society's annual financial statements reviewed in accordance with the provisions of Clause 6(f) above to all Members not less than twenty-one days before the date of the Annual General Meeting.
- (e) Nominations for any position may be proposed by a minimum of two Members and must be received by the Secretary in writing not less than twenty-eight days prior to the date of the Annual General Meeting.

10. SPECIAL GENERAL MEETING

- (a) A Special General Meeting of which at least twenty-one days' notice in writing must be given to Members may be summoned by the Committee or by written request to the Secretary signed by at least 20 Members of the Society. The Notice must state the business to be discussed.
- (b) The Secretary shall send a Notice convening such a Special General Meeting, which shall specify the matters to be dealt with thereat, to all Members not less than twenty-one days before the date of the Special General Meeting.

11. PROCEDURES AT GENERAL MEETINGS

- (a) Every Notice calling a General Meeting shall:
 - (i) specify the place, date and time of the meeting;
 - (ii) specify the general nature of the business to be dealt with at the meeting;
 - (iii) detail any resolutions to be put to the meeting;
 - (iv) state with reasonable prominence that a Member is entitled to appoint another Member as his proxy to vote on his behalf at the meeting on any resolution for which a poll is demanded;

- (v) be accompanied by a form of proxy detailing:
 - (aa) the resolutions to be put to the meeting;
 - (bb) affording the Member the right to appoint a proxy to represent him at the meeting and to indicate whether, if a poll is demanded, he wishes the proxy to vote in favour of or against each of the resolutions;
 - (cc) indicating the name and address (whether postal or e-mail) of the Scrutineer appointed by the Committee to count the proxy votes; and
 - (dd) indicating that all forms of proxy must be received by the Scrutineer no less than forty-eight hours before the meeting;
 - (vi) in the case of an Annual General Meeting, specify the meeting as such; and
 - (vii) in the case of any General Meeting at which Officers and Committee Members are retiring and offering themselves for re-election, specify the names of the Officers and Committee Members who are offering themselves for re-election.
- (b) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands of Members present in person unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chair of the meeting or by those Members entitled to demand a poll. In case of an equality of votes the Chair of the meeting shall have a second or casting vote.
- (c) A poll may be demanded by not less than ten members present at the meeting and having the right to vote on the resolution.
- (d) If a poll is demanded:
- (i) in the case of poll being demanded by the Chair, Members present at the meeting shall have the right, on a show of hands, to nominate an additional Scrutineer to assist the Scrutineer in counting the votes;
 - (ii) in the case of a poll being demanded pursuant to Clause 11(c) above, the members demanding the poll shall have the right to nominate an additional Scrutineer to assist the Scrutineer in counting the votes;
 - (iii) all Members present whether in person or by proxy shall be entitled to vote;
 - (iv) any Proxies submitted before the meeting for any Member present at the meeting shall cease to be valid;
 - (v) each Member present in person or as Proxy for another Member shall complete and submit to the Scrutineer(s) a voting card for each such Member for each resolution for which a poll is demanded; and
 - (vi) all votes submitted to the Scrutineer(s) shall be counted.
- (e) The Chair of the Committee will take the chair at a general meeting but the Committee shall have the power to nominate any other Officer (including Honorary Officers) of the Society to take the chair.
- (f) The Secretary or such other person as is appointed by the Committee shall keep a full record of proceedings at every General Meeting of the Society.
- (g) There shall be a quorum when at least fifteen members of the Society at the time are present at any General Meeting.

- (h) A Corporate Member of the Society may by resolution of its governing body authorise such person as it thinks fit to act as its representative and the person so authorised shall be entitled to exercise the same powers on behalf of the Corporate Member which he represents as that Corporate Member could exercise if it were an individual Member of the Society.

12. NOTICES

Any notice or document required under the terms of this Constitution shall be deemed to be validly given if it is sent by mail or facsimile transmission or e-mail to the address, telephone number or e-mail address supplied by the Society to the Members or by the Members to the Society.

13. PUBLIC ANNOUNCEMENTS

No Member or Corporate Member shall take any public action or make any public announcement in the name of the Society without the approval of the Committee of the Society.

14. EQUAL OPPORTUNITIES

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

15. ALTERATIONS TO THE CONSTITUTION

- (a) No alteration shall be made in the Constitution and no addition shall be made thereto except by a resolution of which twenty-one days' notice shall have been given prior to a General Meeting of the Members of the Society. Notwithstanding the provisions of clause 11(b) above such a resolution shall only be passed if approved by a majority of not less than two-thirds of the Members present in person or by proxy and voting on the resolution in accordance with the procedures set out in clauses 11(b), 11(c) and 11(d) above and no such alteration shall affect Rule 2, Rule 6a or this rule.
- (b) No amendment may be made which has the effect of the Society ceasing to be a charity.
- (c) No amendment may be made to clause 1 (the name of the charity), clause 2 (the objects), or clause 16 (dissolution) or this Clause without the prior written consent of the Charity Commission.
- (d) The Committee shall send to the Charity Commission a copy of any amendment made under this clause.
- (e) The Committee may from time to time make, vary and revoke Bye-laws not inconsistent with this Constitution for the regulation and conduct of its

proceedings and the proceedings of the Committee and of the conduct of the Society generally.

16. DISSOLUTION

In the event of dissolution of the Society any funds remaining after the satisfaction of all debts and liabilities shall be transferred to a charitable body or bodies having the advancement of opera and/or music amongst their objects and if, and in so far as effect cannot be given to such provision, then to some charitable object.

Bye-laws regarding conduct of Committee Meetings made pursuant to Clause 15(e) of the Constitution

1. Any Member wishing an item to be discussed by the Committee shall request the Secretary not less than fourteen days before the date of the next Committee Meeting to put that item on the Agenda.
2. Any proposal thus put upon the Agenda, if it is of any significance or difficulty, must be supported by a written paper, to be circulated to Committee members by the Secretary along with the Agenda.
3. If any proposal is not an item on the Agenda, or, being significant or difficult, is not properly supported by a written paper, it shall not be discussed at that Committee Meeting except with the unanimous agreement of all the members present.
4. No proposal involving commitment to significant expenditure by the Society may be made without the approval of the Treasurer.
5. Any member wishing to make a complaint or personal point about any other member must first discuss the matter with the Chair or the Secretary. He may then request the Secretary to put the matter upon the Agenda.

Bye-laws regarding conduct of Annual and Special General Meetings made pursuant to Clause 15(e) of the Constitution

1. Any member wishing an item to be discussed at an Annual or Special General Meeting shall request the Secretary not less than twenty-eight days before the date of the Meeting to put that item upon the Agenda.
2. If any proposal or topic is not an item on the Agenda, it may be discussed at the Meeting only at the discretion of the Chair.

Bye-laws regarding Bayreuth tickets made pursuant to Clause 15(e) of the Constitution

1. Officers and Committee members shall not have preferential access to Bayreuth tickets unless there is a need for them to attend particular performances. Any tickets allocated to the Chairman ex officio shall be made available to the general membership by ballot.

Bye-laws regarding financial records made pursuant to Clause 15(e) of the Constitution

1. Management accounts, shall be prepared on a monthly or quarterly basis as required by the Committee within one month of the end of the relevant period. They will be circulated to the Committee and available for Members on request. Such management

accounts shall contain sufficient information to enable the Committee to assess the financial performance of the Society and its assets and liabilities.

2. The Treasurer shall prepare an annual budget for the Society for approval by the Committee, and shall report subsequent financial performance against such budget.

Status of Bye-laws

These Bye-laws hereby revoke any previous Bye-laws upon these procedural matters.