

Constitution and Rules of the Halesowen Orchestra

1. Name

The name of the Society shall be the Halesowen Orchestra hereinafter referred to as the Society.

2. Objects

The objects of the Society shall be:

- i. To enable a group of local amateur musicians to gather and play as an orchestra, for the development of expertise.
- ii. To advance, improve, develop and maintain public education in and appreciation of the art and science of orchestral music in all its aspects by the presentation of public orchestral concerts.
- iii. Such other purposes as shall be exclusively charitable as the Committee may from time to time decide.

3. Membership

- i. The members of the Society are the Orchestral Players who have paid the periodic subscription at the appropriate rate or rates as shall be determined and announced by the Committee, all subscriptions being payable two weeks after the Committee's announcement. When announcing the periodic subscription the Committee shall provide the members with the basic figures supporting their decision. The number of periodic subscriptions in any one calendar year shall not normally exceed 3. If more are required the Committee shall call a special general meeting to seek the members' approval.
- ii. The Committee has the power to refuse to accept the subscription and hence membership of any player for whom there is not a vacancy or who is not of a sufficiently high playing standard.
- iii. The Committee has the power to exempt an individual member from the requirement to pay a subscription on grounds of hardship.
- iv. All members have equal voting rights.
- v. The Committee has the power to give, from time to time, concessions to Orchestral Players as it may decide. These might be in the form of a reduced subscription rate for members joining part way through the year, for example.
- vi. The Committee has the power to terminate the membership of any individual, provided that the decision of the Committee (with the exception of (a) the individual concerned if a member of the Committee and (b) any member of the Committee making or connected with the complaint against the individual) is unanimous both as to the termination and as to there being good reason for it, and provided that the individual concerned shall have the right to be heard by the Committee, accompanied by a friend if desired, before a final decision is made.

4. Officers and Committee

- i. The management of the Society shall be in the hands of a Committee consisting of at least five members elected by and out of the Society's members at the Annual General Meeting; they shall hold office until the next

- Annual General Meeting and be eligible for re-election.
- ii. The Committee will make its own arrangements for meetings, and will share out duties to suit its members. It will appoint a chairman, treasurer and secretary at its first meeting. It may also delegate defined tasks or functions to other members of the Society who may be co-opted to the Committee.
- iii. The Music Director is not a member of the Committee, but is entitled to attend all meetings of the Committee except when his/her position is being discussed.

5. Management

All the arrangements for the concerts and other events and the control of finance shall be in the hands of the Committee, whose responsibilities shall include:

- i. Proposal of changes to this Constitution
- ii. Appointment of Music Director, to be subject to a 1 year probationary period and then renewable year on year subject to a satisfactory outcome of an annual review under the conditions set out in the original application document.
- iii. Choice of repertoire in consultation with the Musical Director
- iv. Setting subscription levels, authorising expenses, operating the orchestra's bank account
- v. Booking venues for rehearsals and concerts
- vi. Booking extras for concerts
- vii. Borrowing and hiring of music
- viii. Concert management, including front-of-house arrangements and refreshments at concerts
- ix. Marketing
- x. Production of publicity material
- xi. Press releases
- xii. Set up and maintenance of a web-site
- xiii. Maintenance of the database of members
- xiv. Appointment of leader
- xv. Confirmation or acceptance of new players
- xvi. Determination of seating positions
- xvii. Organisation of elections

6. Powers

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

- i. power to raise funds and to invite contributions provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- ii. power to buy, take on lease or in exchange any equipment necessary for the achievement of the objects and to maintain and equip it for use;
- iii. power to employ such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the objects;
- iv. 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;
- v. power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- vi. power to appoint and constitute such advisory committees as the Committee may think fit;
- vii. power to do all such other lawful things as are necessary for the

achievements of the objects.

7. Meetings and Proceedings of the Committee

- i. The Committee shall hold at least 3 ordinary meetings each year. A special meeting may be called at any time by the chairman, or by any 2 members of the Committee, upon not less than 4 days' notice being given to the other members of the Committee of the matters to be discussed.
- ii. The chairman shall act as such at meetings of the Committee. If the chairman is absent from any meeting, the members of the Committee present shall choose one of their number to be chairman before any other business is transacted.
- iii. There shall be a quorum when at least 3 members of the Committee are present at a meeting.
- iv. Every matter shall be determined by a majority vote of the members of the Committee present and voting on the question, but in the case of equality of votes, the chairman of the meeting shall have a second or 'casting' vote.
- v. The Committee shall keep minutes of the proceedings at meetings of the Committee and any sub-committee, and shall ensure that these are stored safely, and that they are available for inspection as required.
- vi. The Committee may from time to time make and alter rules for the conduct of their business, including co-opting members onto the committee for special purposes, the summoning and conduct of their meetings, and the custody of documents. No rule may be made which is inconsistent with this constitution.
- vii. The Committee may appoint one or more sub-committees, consisting of 3 or more members of the Society, for the purpose of making any enquiry or supervising or performing any function or duty which, in the opinion of the Committee, would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committee shall be fully and properly reported to the Committee.

8. Equal Opportunities

- i. No individual shall be excluded from membership of the Society or debarred from any official capacity on the Committee on the grounds of sex, race, colour, age, religion, sexual orientation, disability or political affiliation.
- ii. This does not remove the requirement for all playing members to be of a sufficiently high playing standard (see 3. Membership above).

9. Finance

- i. The financial year shall end on 5th April.
- ii. A banking account shall be opened in the name of the Society and cheques shall be signed by any 2 members of the Committee.
- iii. The Society shall receive donations, grants in aid, and financial guarantees. Tickets for any or all of its concerts and other events shall be offered for sale to the public.
- iv. 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.

10. Annual General Meeting

- i. Within 6 months of the end of each financial year the members shall be summoned to an Annual General Meeting of which at least 14 days' notice in writing shall be given to all members.
- ii. The Committee shall present to each AGM the report and accounts of the Society for the preceding year.
- iii. Nominations for election to the Committee proposed and seconded by members of the Society shall be made in writing to the Secretary of the Committee before the start of the AGM. If five or fewer nominations have been received, those nominated shall be declared elected and additional nominations may be called for by the Chair during the meeting.
- iv. If more than five nominations have been received, an election may be held in which each member present shall have up to five votes.
- v. If the five nominees with the highest number of votes are all string players, or none of them are string players, then the one in fifth place will be set aside, and the nominee with the most votes from another section will be elected to the fifth place.

11. Special (Extraordinary) General Meeting

A Special General Meeting (also known as an Extraordinary General Meeting), of which at least 14 days' notice in writing must be given to members, may be called for by the Committee **or** upon written request to the Secretary signed by at least 10 members of the Society. The notice must state the business to be discussed.

12. Procedure at General Meetings

- i. The chairman shall act as such at general meetings of the Society. If the chairman is absent, the members present shall choose one of their number to be chairman of the general meeting before any other business is transacted.
- ii. Every matter shall be determined by a majority vote of the members of the Society present and voting on the question, except that the chairman's own vote shall be reserved for use as a casting vote in the case of equality of the other votes cast.
- iii. The secretary or other person appointed by the Committee shall keep a full record of proceedings at every general meeting of the Society.
- iv. There shall be a quorum when at least 10% of the members of the Society at the time or 10 members, whichever is greater, are present at any general meeting.

13. 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 Committee and then submitted to the members at the AGM.

14. Alterations to the Constitution

The constitution may be altered by a two-thirds majority of the members present and voting at any general meeting, provided that 14 days' notice of the proposed alteration has been sent to all members.

15. Dissolution

In the event of the Society being wound up, any assets remaining upon dissolution after the payment of proper debts and liabilities shall be transferred to a charitable institution or institutions having similar objects to those of the Society.

Endorsed by a vote of members at the Annual General Meeting on 19th July 2010.

***Halesowen Orchestra Constitution and Rules 2010
Amended June 2017***