

## CONSTITUTION OF THE MARLBOROUGH CONCERT ORCHESTRA

### 1. TITLE

The name of the orchestra shall be **The Marlborough Concert Orchestra** hereinafter referred to as the Orchestra. It is intended that the orchestra will be registered as a charity under the Charities Act 1993.

### 2. OBJECTS

The object of the Orchestra shall be to promote, 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 and recitals; and for the general purposes of such charitable bodies or for such other purposes as shall be exclusively charitable as the Committee may from time to time decide.

### 3. PRESIDENT

The Orchestra may from time to time elect a President for an initial term of 3 years, subject to renewal, the election to take place at a General Meeting.

### 4. MEMBERSHIP

Orchestral Members

#### Members and Subscriptions

Admission to membership shall be the responsibility of the Committee. Any person desiring to become a member shall in the first instance apply to the Hon Secretary.

The members of the Orchestra shall be those who pay the annual subscription at the appropriate rate or rates as shall be determined by the Committee. All subscriptions are payable at the beginning of each term. In the event of financial hardship, and with the agreement of the Hon Treasurer, special dispensation may be made with respect to the payment of the subscription.

#### Practices

Orchestral members shall be entitled to attend all practices and to vote at the General Meetings of the Orchestra. They should endeavour to attend at least two thirds of the practices; failure to do so may result in their being asked not to play in the concert at the discretion of the Committee.

#### Friends

Non-performing members shall pay an annual subscription as shall be determined by the Committee. They shall have the privilege of being present at orchestral practices and any functions that may be given under the auspices of the Orchestra. They shall have the right to vote at the General Meetings of the Orchestra.

### 5. OFFICERS AND COMMITTEE

The management of the Orchestra shall be in the hands of the Committee. The Committee shall consist of the following Honorary Officers - Chairman, Secretary, Treasurer, Librarian, Deputy Conductor- plus not more than 6 other members. The Committee may co-opt members to the Committee until the next Annual General Meeting.

Meetings and Proceedings of the Committee

- i The Committee shall hold at least 2 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, but if the matters include the appointment of a co-opted member then not less than 21 days' notice must be given.
- ii The Chairman shall act as chairman 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 one half of the number of members of the Committee at the time or 3 members of the Committee, whichever is the greater, are present at a meeting.

- iv Every matter shall be determined by a majority of votes 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 the discretion to make 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, 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 Committee, 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 promptly reported to the Committee.

## **6. MANAGEMENT**

All the arrangements for practices, concerts and other events, the appointment of the Conductor, and the control of finance shall be in the hands of the Committee.

## **7. 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 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 borrow money and to charge all or part of the property of the Orchestra with repayment of the money so borrowed;
- iv power to engage such persons (who shall not be members of the Committee) as are necessary for the proper pursuit of the objects;
- 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 Committee may think fit;
- viii power to do all such other lawful things as are necessary for the achievement of the objects.
- ix power to pay an honorarium to the conductor.

In order to exercise these powers the Committee may authorise one or more members of the Orchestra to enter into specific contractual or legal obligations on behalf of the Orchestra.

## **8. EQUAL OPPORTUNITIES**

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

## **9. FINANCE**

- i The financial year shall end on 31<sup>st</sup> July.
- ii Banking accounts in the name of the Orchestra shall be opened as necessary and cheques shall be signed by 2 Committee members.
- iii The Orchestra 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 Orchestra whencesoever derived shall be applied solely towards promoting the objects of the Orchestra as set forth above and no portion thereof shall be paid or transferred either directly or indirectly to any member or members of the Orchestra except in payment of legitimate expenses incurred on behalf of the Orchestra.

## **10. DISSOLUTION**

In the event of the Orchestra 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 Orchestra.

## **11. GENERAL MEETINGS**

### Procedure at General Meetings

The Hon Secretary or other person specially appointed by the Committee shall keep a record of proceedings at every General Meeting of the Orchestra.

There shall be a quorum when at least 10% of the members of the Orchestra at the time or 10 members, whichever is the greater, are present at any General Meeting.

### Annual General Meeting

At the beginning of each season the members shall be summoned to an Annual General Meeting, of which at least 14 days' notice in writing shall be given, for the purpose of receiving reports from the Committee, receiving and adopting the financial accounts, electing the Hon Officers and members of the Committee, dealing with any other business placed on the agenda by the Committee, and dealing with any relevant business raised by the members of the Orchestra.

The Honorary Officers and other Committee members shall be nominated and elected by the members of the Orchestra at the Annual General Meeting. Should nominations exceed vacancies an election shall be held. Committee members who are not Honorary Officers cannot serve longer than 3 years, after which they shall not be eligible for re-election for 1 year.

### Extraordinary General Meeting

An Extraordinary General Meeting, of which at least 14 days' notice in writing must be given to members, may be called for either by the Committee or upon written request to the Hon Secretary signed by at least 6 members of the Orchestra. The notice shall state the business to be discussed, which may include any business that could be raised at an Annual General Meeting.

## **12. AUDITED 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 Annual General Meeting.

## **13. AMENDMENTS**

The constitution may be amended by a two-thirds majority of the members present at any Annual or Extraordinary General Meeting, provided that 14 days' notice of the proposed amendment has been sent to all members and provided that no amendment shall have the effect of the Orchestra ceasing to be a charity.