

# City of Carlisle Orchestra

## CONSTITUTION

### 1. Name

The Name of the Society shall be the City of Carlisle Orchestra hereinafter referred to as 'the Orchestra'

### 2. Objectives

- i. The objectives of the Orchestra are to encourage the playing of orchestral music for pleasure;
- ii. To provide adequate facilities for amateur and professional players to meet and practise together;
- iii. To foster a climate of *camaraderie*, friendship and unity of purpose in promoting the Orchestra;
- iv. To maintain, improve, and develop a high standard of the art of music in both rehearsal and performance;
- v. To cultivate a wider knowledge of music and its appreciation through the presentation of public concerts.

### 3. Rehearsals

- i. Rehearsals shall normally be held weekly during school terms at a place and times to be fixed by the Committee.
- ii. The Committee shall select the programme for both rehearsal and concert performance.
- iii. Nominations of Music to be performed and other appropriate advice received by from orchestral Members or other interested parties shall be discussed and agreed upon, or rejected, by power of the Committee only.

### 4. Membership

i. Membership of the Orchestra is open to all musicians who have achieved a proficiency in Grade 6/7 or can demonstrate that they are capable of playing to that standard in their instrument or instruments, subject to vacancies being available within the normal establishment of a concert orchestra. Although an audition may not be necessary, whether any individual meets the standard required and an appropriate vacancy is available will be entirely within the discretion of the Committee.

ii. In the first instance the Applicant shall apply either in writing or by e-mail to the Honorary Secretary. Subject to vacancies, applicants will be considered for either **Full** or **Associate** Membership and will be admitted either as a Full Member or an Associate Member of the Orchestra when he or she has had their application considered and approved by the Committee and, separately, by the Music Director in conjunction with the Section Leader.

**Full Members** will normally expect to participate fully in all orchestral activities and to play in all concerts.

**Associate Members** shall be entitled to participate in some rehearsals and may be invited to play in concerts. After having attended a reasonable number of rehearsals, the Applicant will be notified by the Honorary Secretary as to the admittance or otherwise into the Orchestra. If admitted, their status as Full Member or Associate Member will be confirmed.

iii. For the purpose of performance and with the approval of the Music Director and Committee, other instrumentalists, who will be known as **Associate Members** of the Orchestra, may be invited to fill vacancies in the Orchestra which cannot be filled by Full Members.

iv. All established Members shall be required to attend as many rehearsals as possible and shall advise the Honorary Secretary or other nominated person directly if they are unable to do so. Any Members who have not attended a significant number of scheduled rehearsals for a concert, without good reason, may be excluded from performing in that concert.

v. Payment for any services rendered or for music played will not normally be made to any Associate Member or Full Member, except in certain circumstances, and by the sole approval of the Committee.

vi. A person ceases to be a Member when he or she wishes - and shall advise the Honorary Secretary accordingly - or because, with good reason, the Committee, with advice from such Members as it thinks fit, shall decide to delete his or her name from the list of Members.

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 an individual] is unanimous both as to the termination and as 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 colleague if desired, before a final decision is made.

**vii.** No individual shall be excluded from either Membership of the Orchestra or de-barred from any official capacity of the Committee on the grounds of sex, race, colour, age, religion, sexual orientation, disability or political affiliation, save where matters of public morals or decency are raised, or are capable of being raised, about the individual.

**viii.** Each Member shall have one vote at the Annual General Meeting.

### **5. Music Director and Leader**

A Music Director [who shall also assume the role of Conductor and, for the purpose of this Constitution, hereinafter be referred to as a Music Director] and a Leader shall be appointed.

**i.** The appointment shall be made by the Committee following an appropriate recruitment and selection process. This may include advertising, head hunting, written application, references, audition and interview. Such appointments will be for a **defined period**, which will necessarily be of a maximum of three years, and subject to notice of termination of appointment given by either side and also to any other terms agreed at any time between the parties. The appointed Music Director or Leader will be advised in writing by the Honorary Secretary of the duration, honorarium payable, notice period and any other terms agreed between the parties. The Committee will decide the rate of any honorarium.

**ii.** Any Music Director being considered for appointment shall initially be invited to rehearse for one concert only. As part of the appointment process or after one concert there may be a ballot of Full Orchestra Members to seek views on the appointment of that conductor. The Committee will take account of the ballot in their decision to appoint.

**iii.** The Music Director and Leader shall attend all Committee Meetings - except when it is in the Committee's interest for either not to do so for either all, or part, of a Meeting - and shall have voting rights.

### **6. Officers and Committee**

The Management of the Orchestra shall be in the hands of a Committee which shall generally control and supervise the activities of the Orchestra.

**i.** The committee will consist of the following officers: Chairperson, Honorary Secretary, Honorary Treasurer, Honorary Librarian, Music Director, Orchestra Leader and up to four other members. Committee members shall be elected by, and out of, the orchestra Members at the AGM; they shall hold office until the next AGM and shall at that time be eligible for re-election. Within this committee membership there should be a representative of string, brass and woodwind players.

**ii.** If necessary, the Committee may co-opt additional Members to the Committee during the year in order to assist in facilitating the objectives of the Orchestra.

**iii.** Five Members of the Committee shall form a quorum

### **7. Powers and Responsibilities**

In furtherance of the objectives of the Orchestra, the Orchestra, its assets, and its undertaking shall be managed solely by the Committee who will exercise all the powers over the Orchestra.

### **8. Committee Meetings and Procedures**

**i.** The Committee shall hold at least two Ordinary Meetings each year. Any other Meeting(s) may be called at any time by any Member(s) of the Committee by requesting the Secretary to call such a Meeting upon not less than 21 days Notice being given to the other Members of the Committee.

**ii.** Questions arising at a Committee meeting shall be decided upon by a consensus of those present, which failing that, by a majority of votes; if an equality of votes arises, the Chairperson of the Meeting shall have a casting vote.

**iii.** No business shall be dealt with at a meeting of the Committee unless a quorum of five is present although a non quorum committee may decide on matters relating to the day to day operation of the Orchestra.

**iv.** If at any time the number of Committee members in Office falls below the number fixed as the quorum, the remaining Committee Member(s) may act only for the purpose of filling vacancies or of calling another Meeting.

**v.** Unless he or she is unwilling to do so, the Chairperson of the Orchestra shall preside as Chairperson at every Committee Meeting. If the Chairperson is unwilling to act as Chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the Committee Members present shall elect from among them the person who will act as Chairperson of that Meeting.

- vi.** The Committee may, at its discretion, allow any person whom they reasonably consider appropriate to attend and speak at any Meeting of the Committee. For the avoidance of doubt, any such person who is invited to attend a Committee Meeting shall not be entitled to vote.
- vii.** A Member of the Committee, who has a personal interest in any transaction or other arrangement into which the Orchestra is proposing to enter, must declare that interest at a Meeting of the Committee. He or she will be debarred from voting on the question of whether or not the Orchestra should enter into that arrangement. In addition, a person shall be deemed to have a personal interest in an arrangement if any spouse, civil partner, person who the member considers to be their partner, child, parent of his or hers, or any firm of which he or she is a partner, or any limited company of which he or she is a substantial shareholder or director, has a personal interest in that arrangement.
- viii.** The Committee may appoint one or more sub-Committees, consisting of three or more Members from 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 performed by a sub-Committee: provided that all acts and proceedings of any such sub-Committees shall be fully and promptly reported to the Full Committee.
- ix.** The Honorary Secretary shall keep accurate Minutes of the proceedings at all Meetings of the Committee and any other sub-Committees, and shall ensure that these are stored safely and that they are available at any time for inspection as required.
- x.** Each of the Members of the Committee shall, in exercising his or her functions as a Member of the Committee of the Orchestra, act in the interests of the Orchestra and, in particular, must put the interests of the Orchestra before that of another party. In taking decisions and where any other duty prevents him/her from doing so, a Committee Member must disclose any conflicting interest to the Orchestra and refrain from participating in any discussions or decisions involving the other Members of the Committee with regard to the matter in question.
- xi.** 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 any other part of this Constitution.

## **9. Finance**

- i.** The Honorary Treasurer shall retain full records of the Orchestra's financial affairs and shall report them to each Committee Meeting. The Honorary Treasurer shall submit the Accounts annually at the Annual General Meeting of the Orchestra Members. Each orchestral Member shall be given a written Summary of the Annual Financial Accounts at the Annual General Meeting.
- ii.** The signatures of two out of three Signatories appointed by the Committee shall be required in relation to all operations (other than deposit of funds) on the bank and building society accounts held by the Orchestra. At least one out of the two signatories must be a member of the Committee
- iii.** The Accounts will be independently examined by a person (who is independent of the Committee) and whom the Committee believe to have the requisite ability and practical experience to carry out a competent examination of the Accounts; this person shall be nominated by the Committee.
- iv.** The Orchestra's monies shall be managed by the Committee and any donations received, grants in aid, concert proceeds, bequests and the like shall be deemed to be the Orchestra's funds.
- v.** The income and property of the Orchestra whence-so-ever derived shall be applied solely towards promoting the objectives of the Orchestra and no portion thereof shall be paid, or transferred, either directly or in-directly, to any Member of the Orchestra or Member of the Committee except in payment of legitimate expense incurred on behalf of the Orchestra when an appropriate Invoice must be raised for the payment thereof and presented to the Honorary Treasurer.
- vi.** All funds and property of the Orchestra shall be owned by the Orchestra as one Body
- vii.** The Financial Year shall end on the 31<sup>st</sup> July

## **10. Subscriptions**

- i.** All **Full Members** are required to pay an annual Subscription Fee at an appropriate rate determined by the Committee. Subscriptions shall be due at the beginning of each season/term.
- ii.** **Associate Members** may be required to pay a revised Subscription Fee.
- iii.** Members in **Full-time Education** are exempt from paying an Annual Subscription Fee.

- iv. The Committee has the right to further reduce or waive the Subscription for players not involved in all the music being performed, in cases of extreme financial hardship, and in other cases as the Committee sees fit.
- v. The Honorary Treasurer shall be responsible that all Subscriptions are received in a timely manner.
- vi. The Honorary Treasurer is responsible that the Orchestra is properly insured.

### **11. Annual General Meeting (AGM)**

- i. An AGM shall be held on a date fixed by the Committee. All Orchestral and all Committee Members shall be given 21 days either written or e-mail Notice of such AGM within 28 days of the end of the Financial Year End and Notice shall normally be in the hands of Members at the final rehearsal of the Summer Term. The Committee Chairperson shall preside at the AGM and not less than 12 Orchestral Members shall form a quorum. The Committee shall submit to each AGM signed Minutes of the previous AGM and present a verbal report of events covering the preceding year.
- ii. Likewise the Honorary Treasurer shall present to the AGM the examined Accounts for the preceding year.
- iii. Nominations for election to the Committee must be made by Orchestral Members either in writing or by e-mail and must be in the hands of the Honorary Secretary preferably at least 14 days prior to the AGM. Should nominations exceed vacancies, an election shall be held.
- iv. For any resolution each Member shall have one vote at the AGM. If there are an equal number of votes for and against any resolution, the Chairperson of the AGM shall be entitled to a casting vote. A resolution put to the vote at the AGM shall be decided on a show of hands.
- v. The Honorary Secretary – or other person appointed by the Committee – shall keep a full record of the proceedings at each AGM

### **12. Special General Meeting**

- i. A Special General Meeting, of which at least 21 day's either written or e-mail Notice must be given to orchestral Members, may be called for by the Committee **or** upon the written request to the Honorary Secretary signed by at least 6 Full Members of the Orchestra.. The Notice must state the business to be discussed.
- ii. The Committee Chairperson (or their appointee from the Committee) shall preside at any such Special General Meeting and a quorum of one third, or **15**, of the Orchestra Membership shall be present in person.
- iii. The Honorary Secretary – or other person appointed by the Committee – shall keep full and accurate Minutes of the proceedings at any Special General Meeting.

### **13. Dissolution**

- i. If the Committee determines that it is necessary or appropriate that the Orchestra be dissolved, it shall convene a Special General Meeting of all Orchestra Members. Not less than 21 days' either written or e-mail notice of the Meeting (stating the terms of the proposed resolution) shall be given.
- ii. If a proposal by the Committee to dissolve the Orchestra is confirmed by a two-thirds majority of those present and voting at the Special General Meeting, the Committee shall have power to dispose of any assets held by or on behalf of the Orchestra. Any assets remaining - after satisfaction of the debts and liabilities of the Orchestra - shall be transferred to some other charitable institution or institutions having objectives similar to those of the Orchestra; the identity of the body or bodies to which such assets are transferred shall be determined by the Members of the Orchestra at, or prior to, the time of dissolution. For the avoidance of doubt, no part of the income or property of the Orchestra shall be paid or transferred (directly or indirectly) to any Committee or Orchestra Member, either in the course of the Orchestra's existence or on dissolution.[see also **Clause 9. vi** above].

### **14. Alteration to the Constitution**

This Constitution may be amended by a two-thirds majority of Full Orchestra Members present and voting at any Special General Meeting, provided that 21 days Notice of the proposed amendment has been sent to all Associate and Full Orchestra Members.

[Adopted and approved at the Special General Meeting of the City of Carlisle Orchestra by Full Members on the 8<sup>th</sup> January 2013]