

# **The Philomusica Constitution**

## **1. TITLE**

The name of the Society shall be Philomusica of Gloucestershire and Worcestershire, hereinafter referred to as the Society.

## **2. OBJECTS**

The Objects of the Society shall be to promote, improve, develop and maintain public education in and appreciation of the art and science of music in all its aspects by the presentation of public concerts and recitals and by such other ways as the Society, through its committee shall determine from time to time.

## **3. MEMBERSHIP**

The members of the Society shall be those persons who pay the annual subscription at the appropriate rate or rates, the subscription being payable when due; and, in the case of performing members, who shall provide such evidence of musical ability as the Committee may require.

Every member shall have one vote.

The committee may appoint as Life Members, any member who is considered to have given exceptional service to the Society. Life Members shall not be required to pay a subscription.

Except where a member voluntarily resigns from membership no member or Life Member of the Society may have their membership terminated except by a vote at a General Meeting, which shall require a simple majority of those present and eligible to vote.

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

## **4. OFFICERS & COMMITTEE**

- (a) The Officers of the Society shall be the Chairman. Vice Chairman. Secretary and Treasurer.
- (b) The management of the Society shall be in the hands of the Committee consisting of the Chairman, Vice-Chairman, Secretary and Treasurer as officers; the Conductor and Associate Conductor(s); the Making Music Representative, the Orchestral Liaison Member, the Marketing Group Representative and up to four General members, which shall include the Representatives of each rehearsal group.

Notwithstanding the above, any person holding the post of Conductor or Associate Conductor and receiving any payment (other than the reimbursement of reasonable out-of-pocket expenses) shall not be a member of the committee. They may be invited to attend committee meetings but shall not exercise any voting powers.

- (c) The Officers and other Committee members shall be elected by and out of the Society's members at the Annual General Meeting and shall hold office for one year and be eligible for re-election.
- (d) The Committee shall have the power to fill any vacancies occurring between Annual General Meetings.
- (e) The Committee shall have the power to co-opt additional non-voting members as appropriate.
- (f) A quorum of the Committee shall be formed by a minimum of 5 members, two of whom must be elected officers of the Society as listed above, one of these two officers to be either the Chairman or Vice Chairman.
- (g) In the event of a tied vote in Committee, the chairman of the meeting shall have a casting vote.

## **5. MANAGEMENT**

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

## **6. FINANCES**

- (a) The financial year shall end on 31st December.
- (b) A banking account shall be maintained in the name of the Society and all withdrawals and payments to third parties shall be signed by two Authorized Signatories, whose powers have been previously notified to the Bank, one of whom must be the Treasurer.
- (c) The Society may receive donations, grants in aid and financial guarantees. Tickets for all or any of its concerts and other events may be offered for sale to the public.
- (d) The income and property of the Society, howsoever 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 directly or indirectly, to any member or members of the Committee, except in payment of legitimate expenses incurred on behalf of the Society.
- (e) In the event of the winding-up or dissolution of the Society, any remaining assets after all liabilities have been discharged shall not be paid or transferred to any member or members of the Society, but shall be transferred to a charitable Organisation whose objects are similar to those of the Society, and whose rules preclude the distribution of income and assets among its members, as the Committee may decide.
- (f) The subscription for members shall be recommended by the Committee and agreed by the Society in General Meeting. Only members who are up to date with the payment of their due subscriptions for the year current shall be entitled to have notice of and attend the Annual General Meeting or any other Meeting of the Society.
- (g) The financial accounts shall be audited or examined to the extent required by legislation or, if there is no such requirement, scrutinized by a person who is independent of the Committee and then submitted to the members at an Annual General Meeting.

## **7. GENERAL MEETING**

Within three calendar months of the end of each financial year the members shall meet in Annual General Meeting of which at least fourteen days notice in writing, stating the business to be discussed shall have been given. The business of the Annual General Meeting shall include, inter alia:

- (a) Receiving the Report of the Chairman;
- (b) Receiving the Report of the Treasurer, together with the Audited Accounts submitted for adoption;
- (c) Receiving the Report of the Conductor;
- (d) Electing the members of the management committee as defined in Clause 4(b)
- (e) Electing the Hon. Auditor
- (f) Agreeing the annual subscription;
- (g) Transacting any other relevant business.

Any proposals for discussion at the Annual General Meeting must be submitted in writing, properly proposed and seconded, and must be received by the Secretary no later than 28 days before the date of the Annual General Meeting.

A Special General Meeting may be called either at the instance of the Committee or on a requisition presented to the Secretary and signed by at least 10 members and containing the resolution(s) to be brought forward. Such a meeting must take place within 28 days of the receipt by the Secretary of the resolution(s). At least 14 days notice in writing, stating the business to be discussed, must be given to the membership.

All resolutions proposed at any Annual or Special General Meeting, except those relating to proposed changes to the Constitution, shall be passed on a simple majority of those present and eligible to vote. In the event of a tied vote the chairman of the meeting shall have a casting vote. There shall be a quorum when at least 50% of the members of the Society at the time are present at any General Meeting.

## **8. HONORARY POSTS**

(a) Honorary President.

The President of the Society shall be elected by the Membership at an Annual General Meeting or Special General Meeting. The post being honorary, annual re-election shall not be required.

(b) Honorary Vice-President

The Membership in General Meeting may elect Honorary Vice Presidents of the Society. Since such posts are honorary annual re-election will not be required. Election to the position of Honorary Vice President shall be a means for the Society to recognise distinction in (a) the world of the arts or (b) the local community or exceptional service to the Society.

## **9. CONSTITUTIONAL CHANGES**

Any changes to the constitution can only be considered at an Annual General Meeting, or Special General Meeting convened for that purpose, provided that two thirds of members are present, and that notice of any proposed amendment has been notified to the members fourteen days before. A majority of fifty per cent plus one of members present and eligible to vote at such a Meeting is necessary for the passing of such amendments PROVIDED THAT no amendment is made to Clause 2 (OBJECTS), Clause 6(e) (DISSOLUTION) or this clause, nor any other amendment which would have the effect of causing the Society to cease to operate as a charity.

## **10. PROHIBITION**

No member of the Society shall enter into any engagement on behalf of the Society, nor order any goods or services on behalf of the Society without the prior authority of the committee.

## **11. INTERPRETATION OF RULES**

Each person, having been accepted as a member shall receive a copy of this Constitution.

In cases of doubt or dispute, the Committee shall have the power to decide upon any question arising on the interpretation of these rules, or upon any matter not herein provided for, without it being necessary to call a General Meeting.