

Northampton Symphony Orchestra Constitution

Registered Charity No. 265052

adopted on 16th July 2003 (amended 17 June 2009)

1. Name

The name of the Charity is Northampton Symphony Orchestra hereinafter referred to as 'the Orchestra'.

2. Administration

Subject to the matters set out below the Orchestra and its property shall be administered and managed in accordance with this constitution by the members of the Committee, constituted by clause 7 of this constitution 'the Committee'.

3. Objects

The object of the Orchestra is to advance, improve, develop and maintain public education in the art and science of music in all aspects by the presentation of public orchestral concerts; 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.

4. Powers

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

(i) power to raise funds and to invite and receive 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 sell, lease or dispose of all or any part of the property of the Orchestra;

(iv) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Orchestra with repayment of the money so borrowed;

(v) power to employ such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;

(vi) 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;

(vii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

(viii) power to appoint and constitute such advisory committees as the Committee may think fit;

(ix) power to do all such other lawful things as are necessary for the achievement of the objects.

5. Membership

5.1 Membership of the Orchestra shall be open to any interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Committee.

5.2 Every member shall have one vote.

5.3 The Committee has the power to terminate the membership of any individual, provided that the decision of the Committee (with the exception of (i) the individual concerned if a member of the Committee and (ii) 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, before a final decision is made.

6. Honorary Officers

At the annual general meeting of the Orchestra the members shall elect from amongst themselves a chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

7. Officers and Committee

7.1 The Committee shall consist of not less than 5 members nor more than 12 members being:

(a) the honorary officers specified in the preceding clause;

(b) not less than 2 and not more than 9 members elected at the annual general meeting who shall hold office from the conclusion of that meeting;

7.2 The Committee may in addition appoint not more than 4 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Committee called under clause 9.1 and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant. The Conductor and Leader may attend all Committee meetings except when their positions are being considered.

7.3 All the members of the Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.

7.4 The proceedings of the Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

7.5 Nobody shall be appointed as a member of the Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.

7.6 No person shall be entitled to act as a member of the Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Committee a declaration of acceptance and of willingness to act in the trusts of the Orchestra.

8. Determination of Membership of Committee

A member of the Committee shall cease to hold office if he or she:

8.1 is disqualified from acting as a member of the Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

8.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

8.3 is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or

8.4 notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

9. Meetings and proceedings of the Committee

9.1 The Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two 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 an appointment of a co-opted member then not less than 21 days' notice must be given.

9.2 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 of the meeting before any other business is transacted.

9.3 There shall be a quorum when at least one third of the number of members of the Committee for the time being or three members of the Committee, whichever is the greater, are present at a meeting.

9.4 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 a second or casting vote.

9.5 The Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Committee and any sub-committee.

9.6 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.

9.7 The Committee may appoint one or more sub-committees consisting of three or more members of the Committee for the purpose of making any inquiry 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-committees shall be fully and promptly reported to the Committee.

10. Receipts and expenditure

10.1 The funds of the Orchestra, including all donations contributions and bequests, shall be paid into an account operated by the Committee in the name of the Orchestra at such bank as the Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Committee.

10.2 The funds belonging to the Orchestra shall be applied only in furthering the objects.

11. Property

11.1 Subject to the provisions of sub-clause (2) of this clause, the Committee shall cause the title to:

(a) all land held by or in trust for the Orchestra which is not vested in the Official Custodian for Charities; and

(b) all investments held by or on behalf of the Orchestra;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Committee at their pleasure and shall act in accordance with the lawful directions of the Committee. Provided they act only in accordance with the lawful directions of the Committee, the holding trustees shall not be liable for the acts and defaults of its members.

11.2 If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

12. 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, race, colour, age, religion, sexual orientation, disability, or political affiliation.

13. Accounts

The Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Orchestra;
- (2) the preparation of annual statements of account for the Orchestra;
- (3) the auditing or independent examination of the statements of account of the Orchestra; and
- (4) the transmission of the statements of account of the Orchestra to the Commission.

14. Annual Report

The Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

15. Annual Return

The Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

16. Annual General Meeting

16.1 There shall be an annual general meeting of the Orchestra which shall be held in the month of September each year or as soon as practicable thereafter.

16.2 Every annual general meeting shall be called by the Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Orchestra. All the members of the Orchestra shall be entitled to attend and vote at the meeting.

16.3 The Committee shall present to each annual general meeting the report and accounts of the Orchestra for the preceding year.

16.4 Nominations for election to the Committee must be made by members of the Orchestra in writing and must be in the hands of the secretary of the Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

17. Special General Meetings

The Committee may call a special general meeting of the Orchestra at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

18. Procedure at General Meetings

18.1 The secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every general meeting of the Orchestra.

18.2 There shall be a quorum when at least one tenth of the number of members of the Orchestra for the time being or ten members of the Orchestra, whichever is the greater, are present at any general meeting.

19. Notices

Any notice required to be served on any member of the Orchestra shall be in writing and shall be served by the secretary or the Committee on any member either personally, via email if the member has provided an email address and the email does not generate a failure notice to the sender, or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

20. Alterations to the Constitution

20.1 Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

20.2 No amendment may be made to clause 1 (the name of charity clause), clause 3 (the objects clause), clause 21 (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.

20.3 No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

20.4 The Committee should promptly send to the Commission a copy of any amendment made under this clause.

21. Dissolution

If the Committee decides that it is necessary or advisable to dissolve the Orchestra it shall call a meeting of all members of the Orchestra, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Committee shall have power to realise any assets held by or on behalf of the Orchestra. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Orchestra as the members of the Orchestra may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Orchestra must be sent to the Commission.