

HVO CONSTITUTION

1. Name

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

2. Objects

The objects of the Society shall be:

- 2.1 to advance, improve, develop and maintain public education in, and appreciation of, the art and science of music in all its aspects by any means the trustees (Committee) see fit, including through the presentation of public concerts and recitals; the formation of orchestras or other musical groups for its members and the social intercourse of members.
- 2.2 To further such charitable purpose or purposes as the trustees in their absolute discretion shall think fit but in particular through the making of grants and donations.

3. Membership

Membership of the Society shall be open to any person interested in furthering the objects of the Society, and who has paid the annual subscription at the appropriate rate or rates as shall be determined by the Committee, all subscriptions being payable in advance.

- 3.1 Membership shall be unlimited in numbers unless the committee decides otherwise.
- 3.2 The committee may determine different categories of member and the terms applicable to each category.
- 3.3 The subscriptions (which for the purpose of these rules includes any entrance fee) for each category of membership shall be determined by the committee.
- 3.4 Subscriptions are due on such dates as the committee shall determine.
- 3.5 Any member whose current subscription has not been paid on or before the due date and who neglects to comply with a written request for payment within fourteen days after it has been sent to them shall cease to be a member on the expiration of the fourteen days unless a reason, (satisfactory to the committee) is given for the delay.
- 3.6 All applications for membership must be made in the form determined by the committee.
- 3.7 Election is at the discretion of the committee and the committee may delegate such discretion to one or more of the officers of the Society.
- 3.8 No subscription shall be refunded to any withdrawing member.
- 3.9 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 if desired, before a final decision is made.

4. Officers and Committee

The management of the Society shall be in the hands of a Committee consisting of the Chair, Secretary and Treasurer plus a minimum of three other members. The Officers and the other Committee

members shall be 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. The committee are the charity trustees.

- 4.1 The committee must be elected at the annual general meeting in each year and subject to termination of office by resignation, removal or otherwise, the members remain in office until their successors are elected at the annual or a special general meeting following their election.
- 4.2 The committee may fill any casual vacancy that occurs.
- 4.3 Retiring members of the committee may be re-elected.
- 4.4 The committee may co-opt members to itself but such members may not vote at meetings of the committee.
- 4.5 Any club property shall be held by not more than four and not less than two trustees elected from time to time by the committee from the committee.
- 4.6 The trustees shall deal with the property as directed by the committee.
- 4.7 The trustees may be indemnified against risk and expense out of the club property.

5. Management

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

6. Powers

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

- 6.1 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;
- 6.2 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;
- 6.3 subject to any consents required by law, to borrow money and to charge all or part of the property of the Society with repayment of the money so borrowed;
- 6.4 to employ such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the objects.
- 6.5 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;
- 6.6 To establish and support any charitable trusts, associations or institutions formed for all or any of the objects;
- 6.7 To appoint and constitute such advisory committees as the Committee may think fit;
- 6.8 To do all such other lawful things as are necessary for the achievement of the objects.

7. Meetings and Proceedings of the Committee

- 7.1 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 matter to be discussed but if the matter includes the appointment of a co-opted member then not less than 21 days' notice must be given.
- 7.2 The Society 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.
- 7.3 There shall be a quorum when at least half the number of members of the committee at the time, or three members of the committee (whichever is the greater), are present at a meeting.
- 7.4 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.
- 7.5 The committee shall keep minutes of the proceedings at meetings of the committee and any sub-committee, and shall ensure that they are stored safely, and that they are available for inspection as required.
- 7.6 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.
- 7.7 The committee may appointment one or more sub-committees, consisting of three 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.

8. Equal Opportunities

No individual shall be excluded from membership of the Society 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.

9. Finance

- 9.1 The financial year shall end on August 31st
- 9.2 A banking account shall be held in the name of the Society and cheques shall be signed by two members of the Committee.
- 9.3 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.
- 9.4 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

Within a month of the end of each financial year the members shall be summoned to an Annual General Meeting of which at least 21 days' notice in writing shall be given to all members.

- 10.1 The committee shall present to each AGM the report and accounts of the Society for the preceding year.
- 10.2 The meeting will also deal with any special matter which the committee desires to bring before the members and receive suggestions from the members for consideration by the committee. It will also consider and, if approved, sanction any duly made alteration of the rules.
- 10.3 Nominations for election to the committee must be made by members of the Society in writing and must be in the hands of the secretary of the committee at least 14 days before the AGM. Should nominations exceed vacancies, an election shall be held.
- 10.4 Every member shall have one vote.

11. Special (Extraordinary) General Meeting

A special general meeting (also known as an Extraordinary General meeting), may be called for by the Committee or upon written request to the Secretary signed by at least 25% of current members of the Society:

- 11.1 to consider and, if approved, sanction any duly made alteration of the rules.
- 11.2 To deal with any special matter which the committee wishes to place before the members;
- 11.3 To remove any member or members of the committee from office and to fill any vacancy or vacancies caused by the removal
- 11.4 To deal with any special matter which the members requesting the meeting wish to place before the Society (by written request to the Secretary and signed by at least 25% of current members of the Society)

12. Procedure at General Meetings

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

There shall be a quorum when at least 50% of the members of the Society at the time or 10 members, whichever is the greater, are present at any general meeting.

Quorums

- 12.1 At committee meetings (except for the purposes of expulsions) three
- 12.2 At committee meetings for the purposes of expulsions, the total members of the committee
- 12.3 At general meetings, half of the members of the club at that time.
- 12.4 At committee meetings and at general meetings the Society chairman shall act as chairman.

13. Accounts

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 the Annual General Meeting.

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 fourteen days' notice of the proposed alteration has been sent to all members and provided that nothing herein contained shall authorise any amendment which shall have the effect of the Society ceasing to be a charity.

No amendment may be made to clause 1 (the name of the charity), clause 2 (the objects), clause 9 iv) (distribution of assets), or clause 15 (dissolution), without the prior written consent of the charity commissions.

If required, the committee shall send the Charity Commission a copy of any amendment made under this clause.

The committee is the sole authority for the interpretation of these rules and the regulations made by it from time to time.

The decision of the committee upon any question of interpretation or upon any matter affecting the club and not provided for by these rules or by the regulations is final and binding on the members.

The committee may make byelaws (not inconsistent with these rules) to regular the conduct and affairs of the club. The byelaws must be posted to all members or posted in some conspicuous part of the club premises and are binding on all the members.

15. Dissolution

The Society can be dissolved at any general or special general meeting, at which not less than one-half of the members are present, and where a resolution for the dissolution of the club is passed by a majority of two-thirds of the members voting on it.

The committee must immediately, or at such future date as is specified in the resolution, proceed to realise the property of the club and after the discharge of all debts and liabilities, transfer any remaining assets to a charitable institution or institutions with similar objects to those of the Society.