

## WESTMORLAND ORCHESTRA

### Constitution as from 31.01.13

#### **1. Title**

1.1 The name of the Orchestra shall be '**The Westmorland Orchestra**'. This title shall not be used, without the prior sanction of the Committee, in concerts which are not organised by the Committee.

1.2 The Orchestra shall be registered with the Charities Commission as Registered Charity Number 502339.

1.3 The Trustees of the Charity shall be the Committee Members, ( see Section 8 below).

#### **2. Aims and Objects**

2.1 The Aims and Objects shall be:

2.1.1 The study and practice of orchestral music in order to foster knowledge and appreciation of such music by public performance

2.1.2 The participation in choral and other concerts as shall be decided by the Committee

2.1.3 The encouragement and support of young local musicians.

#### **3. Membership and Subscriptions**

3.1 Membership shall be open to any instrumentalist, who shall first apply in writing to the Honorary Secretary. Subject to vacancies, applicants will be considered for either **Full** or **Rehearsal Membership**:

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

3.1.2 **Rehearsal Members** shall be entitled to participate fully in rehearsals and may be invited to play in concerts.

3.1.3 In either case acceptance will depend on assessment by the appropriate Section Leader in conjunction with the Music Director and/or Leader as appropriate, and after having attended a reasonable number of rehearsals. The decision will be notified in writing to the applicant by the Honorary Secretary.

3.1.4 **Administrative Membership**. In addition: **Administrative Membership** may be granted to non-playing Members serving on the Committee.

3.1.5 **Honorary Life Membership**. In addition: **Honorary Life Membership** may be awarded by the Committee to any individual in recognition of outstanding service to the Orchestra. **Honorary Life Members** shall be considered as **Full Members** of the Orchestra but shall not be liable to pay a subscription.

3.2 With the approval of the Music Director and Committee other instrumentalists may be invited to play with the Orchestra at rehearsals and concerts but will not be Members of the Orchestra. Professionals may be paid an appropriate fee.

3.3 All Members shall attend rehearsals as regularly as possible and shall advise the Section Leader or Music Director in advance when unable to attend.

3.4 **Full** and **Rehearsal Members** shall pay such subscriptions as shall be decided by the Committee. Subscriptions shall be due on the date of the first rehearsal in each season and Members whose subscriptions remain unpaid by the date of the first concert in each season may forfeit their rights of membership if so decided by the Committee.

3.5 No Member shall receive a fee for playing.

#### **4. Music Director and Leader**

A **Music Director** and a **Leader** shall be appointed by the Committee. Such appointments may run indefinitely, subject to annual review by the Committee. Termination of appointment shall normally be subject to one year's notice on either side and also to any other terms agreed at any time between the parties but with the ultimate right by the Committee to prior termination in extreme cases. They may be paid such remuneration for the forthcoming season as will be decided annually by the Committee as part of the budgeting process. Their attendance at Committee Meetings shall be in an advisory capacity. They shall have no voting rights in that capacity but may vote as Members of the Orchestra, as defined in Section 3 above, if that is the case.

#### **5. President and Vice-Presidents**

5.1 The Orchestra may invite one suitable person to be its **President** and up to two additional persons to be **Vice-Presidents**.

5.2 The **President** and **Vice-Presidents** shall be welcome at all Meetings and functions of the Orchestra but shall have no vote in that capacity, voting only as Members of the Orchestra, as defined in Section 3 above, if that is the case. Appointments may run indefinitely or may be terminated by either side at any time on due discussion between the parties.

#### **6. Management**

6.1 The management of the Orchestra shall be by elected Committee.

6.1.1 The choice of music to be played will be made by the Committee on the recommendation of the Music Director and a Programming sub-group. The Committee shall have the right to amend the choice at any time.

6.1.2 The arrangement and positioning of the individual players at rehearsals and concerts shall be decided by the Music Director in consultation with the Section Leaders. All permanent changes, including of Section Leaders, shall require the prior consultation and approval of the Committee.

6.1.3 The Committee, with the advice of the Music Director and Section Leaders, shall be responsible for the organisation of the musical resources of the Orchestra, including the continuing suitability of individual Members to play with the Orchestra as **Full** or **Rehearsal Members**.

6.2 Financial Management:

6.2.1 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 Westmorland Orchestra' at such bank as the Committee shall from time to time decide. All cheques drawn on the account must be signed by two Members of the Committee, one of whom shall be the Honorary Treasurer.

6.2.2 The Trustees shall have the power to invest funds and manage assets appropriately in order to further the objects of the Charity.

## **7 Recording of Concerts**

7.1 Recordings of Westmorland Orchestra concerts may be made from time to time. These are for internal interest, i.e. archive and personal listening by Orchestra Members.

7.2 Having been given prior notice of any intended recording, and unless a specific objection has been registered, those Members of the Westmorland Orchestra taking part are thereby deemed to have signified their consent to such a recording. Individual consent must always be obtained from non-members, guest players and soloists.

7.3 Any recording produced after 2010 will remain under the control of the Orchestra's Committee. Under no circumstances may anyone distribute copies to outside organisations or individuals without the prior consent of the Committee. No recording, or part thereof, should be uploaded to any social network site or website unless approved by the Committee after appropriate consultation.

## **8. Committee**

8.1 The Committee, all of whom shall be either **Full** or **Administrative Members**, shall consist of the following:

8.1.1 **Officers** – all of whom shall be elected annually, normally from amongst the membership. They may hold office indefinitely and may be paid expenses at the discretion of the Committee:

A Chairman

An Honorary Secretary

An Honorary Treasurer

An Honorary Patrons' Secretary.

8.1.2 Plus up to a maximum of **9 Committee Members**, three of whom shall be elected annually and who may hold office indefinitely and may carry out such duties as shall assist the effective performance of the Orchestra; and 6 of whom shall be **Full Members** elected specifically to represent the interests of the membership. These 6 shall be elected normally 2 each year to serve for a three year period and shall not, thereafter, be eligible for re-election for a period of one year.

8.1.3 In addition the Committee may co-opt such other persons as it deems necessary. Such co-options will be terminated at the end of the current season unless re-confirmed for a further year at the Annual General Meeting. Co-opted persons will be entitled to vote if they are also **Members** of the Orchestra, (see Paragraph 8.3.2 below).

8.1.4 Plus the **Music Director** and **Leader**, whose attendance shall be in an advisory capacity and who shall have no voting rights in that capacity. (But see Section 4 above).

8.2 Election Procedure:

8.2.1 All elected members of the Committee shall be individually elected at the Annual General Meeting. If voting is necessary this shall be by ballot.

8.2.2 All nominations for election shall be in writing and shall be received by the Honorary Secretary at least seven days before the date of the Meeting. Such nominations shall include the names of the Proposer and Seconder and indicate the consent of the nominee.

### 8.3 Committee Procedure:

8.3.1 The Committee shall meet regularly and at least once before each concert and before the Annual General Meeting.

8.3.2 Only **Full, Administrative and Life Members** shall be entitled to vote. The **Chairman** shall have a deciding vote if necessary.

8.3.3 Quorum – At any Committee Meeting 7 shall be a Quorum. This shall include the **Chairman** or a deputy appointed by him/her, **the Honorary Secretary** or a deputy appointed by him/her and at least 3 **Full Members**, of whom at least 2 must be from amongst those elected specifically to represent the interests of the membership.

8.3.4 The Committee may appoint sub-committees for specific purposes. All recommendations made by sub-committees shall be subject to ratification by the Committee.

8.4 The Committee shall be responsible for ensuring compliance with all Government legislation and for ensuring that the Orchestra follows recommendations as to good practice arising from such legislation. This will include the drafting and where required, the availability for public inspection, of all such policies, statements or documents.

## 9. Patrons and Subscribers

9.1 The **Honorary Patrons' Secretary** shall be responsible for the management of the Patrons and Subscribers Scheme. No decisions concerning Patrons and Subscribers shall be taken in his/her absence.

9.1.1 Members of the Orchestra shall be eligible to become Patrons

### 9.2 Patrons

9.2.1 **Patrons** will support the Orchestra with an annual donation the minimum level of which shall be decided by the Committee and which shall become due on a date agreed with the Honorary Patrons' Secretary. Eligible donations may be Gift Aided and names of Patrons will be listed in the concert programme if so desired.

9.2.2 **Patrons** will be entitled to priority advanced booking from July/August of substantially discounted reserved seating for all concerts for the forthcoming season. They will also receive invitations to any special events.

9.3 **Subscribers** will not be expected to make any additional donation but will be entitled to priority advanced booking from September of less substantially discounted reserved seating than for Patrons for all concerts for the forthcoming season.

## 10. General Meetings

10.1 Annual General Meetings shall be called by the Honorary Secretary, who shall give 21 days notice (written or electronic), and will be held before the end of September. The Meeting shall receive reports from the **Chairman, Honorary Secretary, Honorary Treasurer** and the **Music Director**. It shall then proceed to the election of Officers and Committee, (see Section 8 above). It shall appoint an **Auditor** and deal with any other relevant business. Copies of the audited accounts shall be made available to Members on request.

10.2 Extraordinary General Meetings may be called by the Committee at any time and must be called by the Honorary Secretary if so requested by 8 Members. In either case 14 days Notice of the Meeting (written or electronic) shall be given to all Members. Unless called by the Committee, the subject for the Meeting must be submitted in writing with details of matters to be raised. In either case only items on the Agenda shall be discussed.

10.3 Quorum. At either an Annual or Extraordinary General Meeting 20 persons entitled to vote shall be a Quorum and shall include either the **Chairman** or the **Honorary Secretary** and at least 10 **Full Members**.

10.4 Voting. Those entitled to vote at General Meetings are **Full** and **Rehearsal Members**, **Administrative Members** and **Honorary Life Members**.

## **11. Alterations to the Constitution**

11.1 Any proposed alteration to this Constitution must appear on the Agenda for either an Annual General Meeting or an Extraordinary General Meeting. Unless such proposition is sponsored by the Committee a statement in writing of the proposal must be received by the Honorary Secretary at least 28 days before the date of the Meeting.

11.2 The endorsement of any change in this Constitution shall require a majority of two thirds of those Members present and voting.

11.3 No amendment shall be made to this Constitution which would cause The Westmorland Orchestra to cease to be a Charity at Law.

## **12. Dissolution**

If the Committee decides that it is necessary or advisable to dissolve the Orchestra it shall call a meeting of all Members, 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 the power to realize 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 Charity Commissioners.

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