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## **CONSTITUTION**

1. **NAME** The name of the Society is the "Bedfordshire Orchestral Society".
2. **OBJECT** The object of the Society is to promote musical education in Bedfordshire.
3. **MEMBERSHIP** Membership is open to all persons interested in actively promoting the Society's object; there being four classes of membership:
  - (a) **PLAYING MEMBERS Bedfordshire Symphony Orchestra** (the Orchestra) Application for Playing Membership will be considered by the Committee who may ask applicants to submit to an audition. Regular attendance and payment of the stipulated annual subscriptions are conditions of Playing Membership. The Committee has the power to terminate membership should either of these conditions be contravened.
  - (b) **PLAYING MEMBERS Bedford Sinfonia** (the Sinfonia) Performance in the Sinfonia will be by invitation and will be considered as Playing Members.
  - (c) **NON-PLAYING MEMBERS** Non-playing members (Patrons) will be expected to pay an annual subscription acceptable to the Committee and will be available for election to the Committee as provided for in the relevant clause of the Constitution. If any non-playing member shall fail to make such annual subscription as aforesaid within 2 months after the date upon which it shall have become due, the Committee may determine the membership of such non-playing member.
  - (d) **HONORARY MEMBERS** At the discretion of the Committee, any member who has rendered outstanding service to the Society or music in general may be invited to become an Honorary Member of the Society. Honorary Members will be entitled to free entry to events promoted by the Society.
4. **OFFICERS** The Officers of the Society are: the Chairperson, Hon. Secretary, and Hon. Treasurer.
5. **COMMITTEE** The management of the Society and its performances and the control of its funds is vested in a committee consisting of elected and ex-officio members. The elected members shall consist of the Officers, the Publicity Co-ordinator, two Playing Members from the Orchestra and two Playing Members from the Sinfonia. The Conductor and the Leaders of the Orchestra and Sinfonia shall be appointed by the elected members of the Committee and will be ex-officio. The Committee will elect a Vice Chairperson from among themselves to chair the Committee in the absence of the Chairperson. The Committee has the right to nominate other Society members ('liaison' members) to fulfil specific functions for the efficient promotion of the Society's events.
6. **NOMINATIONS FOR OFFICERS AND OTHER COMMITTEE MEMBERS** All persons proposed for election as Officers of the Society or as other members of Committee, shall be nominated by the Committee, or a member of the Society, by notice from the proposer to the Hon. Secretary before or at the Annual General Meeting, consent of the nominee having been obtained previously.

- 7 **ELECTION OF OFFICERS AND OTHER COMMITTEE MEMBERS** Subject to the provisions of this clause the Officers and other elected members of the Committee will be elected by ballot annually at the Annual General Meeting.
- (a) The Chairperson shall be eligible to serve in this capacity for a maximum consecutive period of two years after which period he/she may be re-elected as an Ordinary Member.
- (b) The other Officers shall be eligible to serve on an annual basis until such time as their successors are selected when they may be elected as Ordinary Members.
- (c) Ordinary Members are members of the Committee who are not the Officers. They shall be eligible to serve on an annual basis until their successors are elected.
- 8 **VACANCIES ON COMMITTEE** Except during the period of twenty eight days immediately preceding the date fixed for the Annual General Meeting, the Committee has power to fill any vacancy occurring among the Officers or other members of the Committee.
- 9 **FINANCE** The financial year shall end on the 31<sup>st</sup> July. A banking account shall be opened in the name of the Society and cheques or other instructions to the Society's bankers shall be signed by any two out of four Committee members nominated by the Committee.
- 10 **ANNUAL GENERAL MEETING** An annual general meeting shall be convened during September or October of each year to elect a President for the ensuing year, to receive from the Committee the Annual Report and Financial Statements for the preceding financial year, also for the purpose of filling all vacancies in the Committee, to appoint an Independent Examiner for the ensuing year and to decide on any resolution which may be duly submitted to the meeting. Not less than six weeks' notice shall be given in respect of this meeting in accordance with clause 12 below.
- 11 **SPECIAL GENERAL MEETINGS** Subject to the relevant provisions of the Constitution the Hon. Secretary shall call a Special General Meeting of the Society whenever requested to do so by the Committee, or on receipt of a written request to do so signed by 15 members of the Society. The object and the exactly worded resolution sought to be passed by such a meeting must be stated in the request for such meeting. Not less than one week's notice shall be given in respect of this meeting in accordance with clause 12 below.
- 12 **NOTICES OF ANNUAL AND SPECIAL GENERAL MEETINGS** Written notices of such meetings shall be supplied to members as stated in clauses 10 and 11 above. Failure to supply a Notice to a particular member or members shall not invalidate the meeting itself. For any general meeting 25 members will form a quorum.
- 13 **RESOLUTIONS FOR ANNUAL AND SPECIAL GENERAL MEETINGS** Any member desirous of moving a resolution at a general meeting shall give notice in writing to the Hon. Secretary not less than 4 weeks before the date of such meeting. Notice of such resolution shall be sent to all members in accordance with clause 12 above. No amendment other than a motion for adjournment shall be moved to a resolution proposed at either an Annual General Meeting or a Special General Meeting unless written notice thereof shall have been sent to the Hon. Secretary not less than 7 days before the date of the said Meeting.
- 14 **COMMITTEE MEETINGS** In the absence of the Chairperson, or during a vacancy in that office, any one of the Officers may convene a meeting of the Committee at any time, reasonable notice being given to the Hon. Secretary. At any meeting of the Committee three elected members (to include at least one Officer) will form a quorum.
- 15 **SUBSCRIPTIONS** Playing Members of the Orchestra and Playing Members of the Sinfonia and junior members (under 18 years of age or, if 18 years of age or over, receiving full-time education) of each will pay different subscriptions at rates to be determined. The Committee have the right to determine the relevant rate of subscription provided any increase or decrease in amount does not exceed 10% of the previous rate. Otherwise, the rate of subscription will be determined at the Annual General Meeting.

- 16     **PROFESSIONALS**   In order more effectively to carry out its object the Society may engage professional instrumentalists and/or a professional conductor as may be decided from time to time.
- 17     **LIBRARIANS** (Sinfonia and Orchestra)   The duty of the Librarians is to keep a record and ensure the care of all music belonging to the Society or entrusted to its care. The Librarians are appointed by the Committee.
- 18     **INCOME AND PROPERTY**   The income and property of the Society are vested in the elected members of the Committee as trustees for the Society and shall be applied solely towards the promotion of the object of the Society as set out in the Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise however by way of profit to the members of the Society except for the payment of reasonable travelling expenses and subsistence to members and Officers of the Society, if and when they are required by the Society to attend rehearsals or performances out of Bedfordshire or to travel on the Society's business.
- 19     **EXPULSION OF PLAYING MEMBERS**   The Committee shall have the power to invite any Playing Member to withdraw if it is of the opinion that it is in the interest of the Society and, in default of such withdrawal, the question of the expulsion of the member must be submitted to a Special General Meeting at which time the member shall be entitled to attend and shall be entitled before the meeting to full details of any complaint made against such member.
- 20     **INTERPRETATION**   The Committee shall be the sole authority for the interpretation of the Constitution and the decision of the Committee upon any question of interpretation or any matter affecting the Society not provided for in the Constitution shall be final and binding on the Members without recourse to any Special General Meeting.
- 21     **ALTERATIONS TO CONSTITUTION**   No alteration shall be made to these clauses unless passed by a two-thirds majority at an Annual General Meeting or a Special General Meeting, but notwithstanding the above no alterations shall be made to Clauses 2, 23 or this clause that will cause the Society to cease to be a charity at law.
- 22     **DISSOLUTION**   If upon the winding-up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, or distributed among members of the Society, but shall be given or transferred to some charitable institution with similar aims and objects, to be determined by the members of the Society at or before the time of dissolution.
- 23     **COPIES OF CONSTITUTION**   A copy of the Constitution shall be given to each member on admission to the Society and whenever it is revised.

Adopted: October 15, 2008