

# Constitution

## 1. Name

The name of the Society shall be the "THE FRIENDS OF THE ROYAL TUNBRIDGE WELLS SYMPHONY ORCHESTRA", hereinafter referred to as the Society.

## 2. Objects

The objects of the Society shall be:

- a. To advance and promote public education in and appreciation of music by the presentation of public concerts and recitals in conjunction with the Royal Tunbridge Wells Symphony Orchestra (hereinafter referred to as "RTWSO") and smaller groups of the playing members of the RTWSO and by such other ways as the RTWSO shall determine from time to time;
- b. To do and provide all such other lawful acts and things as will further and advance the purposes aforesaid or any of them.

## 3. Membership

Membership of the Society shall consist of any person interested in furthering the objects of the Society and who has made a minimum annual donation at a level set, from time to time, by the Committee. If the minimum donation level is increased, the Chairman may waive the new minimum in the case of existing members, at his discretion;

Every member present at an Annual or Special General Meeting shall have one vote;

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;

A member may resign by giving notice to the Chairman. No refund of subscriptions made, will be issued.

## 4. Officers and Committee

- a. The management of the Society shall be administered by a Committee, who shall elect a Chairman, a Secretary and a Treasurer from among themselves;
- b. The Committee members shall be elected by the Society's members at the Annual General Meeting (AGM); they shall hold office until the next AGM and be eligible for re-election;
- c. The Committee may appoint from amongst its members other Officers as are necessary for the proper pursuit of the objects;

- d. Should vacancies occur on the Committee, the Committee may co-opt other members from amongst the Society's members; they will hold office until the next AGM and be eligible for election;
- e. The Chairman of the RTSWO for the time being shall be a member ex-officio of the committee;
- e. There shall be a minimum of three committee members and a maximum of six;
- f. The elected members of the Committee are the Charity Trustees. They have and must accept ultimate responsibility for directing the affairs of the Society;
- g. A committee member may resign by giving notice to the Chairman.

## **5. Management**

All the arrangements for the control of finance shall be the responsibility of the Committee.

## **6. Powers**

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

- a. Power 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;
- b. Power to buy, take on lease or in exchange, hire or otherwise acquire any property necessary for the achievement of the objects and to maintain and equip it for use, whilst maintaining its safe custody;
- c. Power to sell, or otherwise dispose of any property held under the custody of the Committee;
- d. Power 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;
- e. Power to enter into contracts, including contracts of employment, with service providers as may be necessary for the proper pursuit of the objects, and to make provision for their reasonable payment. Contracted individuals and employees shall not be members of the Committee or Trustees of the Charity, but they may be invited to attend meetings of the Committee and of the Society;
- f. 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;
- g. Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- h. Power to appoint and constitute such advisory committees as the Committee may think fit;
- i. Power to do all such other lawful things as are necessary for the achievement of the objects.

## **7. Meetings and Proceedings of the Committee**

- a. 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 14 days' notice being given to the other members of the Committee of the matters to be discussed;
- b. 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 before any other business is transacted;
- c. 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 including at least one elected officer (i.e. the Chairman, the Secretary or the Treasurer);
- d. 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;
- e. The Chairman of the RTWSO, as an ex-officio member, shall not have a vote;
- f. The Committee shall keep minutes of the proceedings at meetings of the Committee, shall ensure that these are stored safely, and that they are available for inspection as required;
- g. 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;
- h. The Committee may appoint one or more sub-committees 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;
- i. The Committee may delegate to a member of the Committee or to any member of the Society, for such purposes and for such period, and subject to such conditions, as the Committee judge fit, any of the powers set out in clause 6.a, 6.d or 6.e of this Constitution.

## **8. Equal Opportunities**

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

## **9. Finance**

- a. The Financial year shall end on 30<sup>th</sup> April each year;
- b. A banking account shall be maintained in the name of the Society. The Committee shall designate the Treasurer and three other members as signatories to the account. Cheques shall be signed by any two signatories;
- c. The Society shall receive donations, legacies, bequests, grants in aid, financial guarantees and any other sundry income;
- d. 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, provided that

this clause shall not prevent the payment of reasonable remuneration for services rendered to persons who are members of the Society (including without limitation payments to persons who are members for services rendered under contracts entered into under clause 6.d), so long as no payment is made in consideration of the recipient being a member of the Society.

#### **10. Annual General Meeting**

Within 90 days 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. The Committee shall present to each AGM the report and accounts of the Society for the preceding year for approval. Other business will be included in the notice of the AGM sent to all members. 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 at least 14 days before the AGM. Should nominations for new committee members exceed vacancies, an election shall be held.

#### **11. Procedure at Annual General Meetings**

- a. The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every Annual General Meeting of the Society. There shall be a quorum when at least 5 members of the Society at the time are present, at any Annual General meeting.
- b. Resolutions at Annual General Meetings shall be agreed by a simple majority of those members present and voting; the Chairman shall have a second or 'casting' vote.

#### **12. Special (Extraordinary) General Meeting (and procedure)**

- a. A Special General Meeting (also known as an Extraordinary General Meeting), of which at least 21 days' notice in writing must be given to members, may be called for by the Committee or must be called for upon written request to the Secretary signed by at least 10 members of the Society. The notice must state the business to be discussed.
- b. a. The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at any Special General Meeting of the Society. There shall be a quorum when at least 5 members of the Society at the time are present, at any Special General meeting.
- c. Resolutions at Special General Meetings shall be agreed by a two-thirds majority of those members present and voting; the Chairman shall have a second or 'casting' vote.

#### **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 those members present and voting at any General Meeting, provided that 14 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 Society), clause 2 (the objects), clause 9.d (distribution of assets), or clause 15 (dissolution), without the prior written consent of the Charity Commission. The committee shall send the Charity Commission a copy of any amendment made under this clause.

#### **15. Dissolution**

In the event of the Society being wound up, any assets remaining upon dissolution after the payment of proper debts and liabilities shall be transferred to a charitable institution or institutions to be determined by the Committee, or in default of such determination, by the Charity Commissioners.

Registered Charity No. 296632

#### ***NSC***

Secretary

The Friends of The Royal Tunbridge Wells Symphony Orchestra

April 2016

*In this document words importing the masculine gender include the feminine gender.*