

THE CONSTITUTION OF THE NORTHERN BAROQUE ORCHESTRA

1. Name

The name of the Society shall be the Northern Baroque Orchestra, hereinafter referred to as the Society.

2. Objects

The objects of the Society shall be:

- 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 see fit, including through the presentation of public concerts and recitals;
- 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 for players, or who has purchased a patron's season ticket at the appropriate rate or rates as shall be determined by the Committee, all subscriptions and patrons' tickets being payable in advance.

Every member 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 passed by a two-thirds majority. Good cause must be shown and 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. 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.

5. Officers and Committee

The management of the Society shall be in the hands of a Committee consisting of three Officers (the Secretary, the Treasurer and the Chair) and not more than five 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 Leader of the orchestra shall be an ex-officio member of the Committee.

The Trustees of the charity shall be the officers plus one other committee member (four trustees in total).

6. Management

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

7. Powers

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

- a) 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) 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;
- c) 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;
- d) 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 super-annuation for staff and their dependents;
- e) To co-operate with charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar purposes and to exchange information and advice with them;
- f) To establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- g) To appoint and constitute such advisory committees as the Committee may think fit;
- h) To do all such other lawful things as are necessary for the achievement of the objects.

8. 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 Chair, or by any 2 members of the Committee, upon not less than 7 days' notice being given to the other members of the Committee of the matters 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.
- b) The Chair shall act as chairperson at meetings of the Committee. If the Chair is absent from any meeting, the members of the Committee present shall choose one of their number to be Chair 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) including at least one Officer, are present at a meeting.

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 an equality of votes, the Chair of the meeting shall have a second or 'casting' vote.

e) The Committee shall keep minutes of the proceedings at meetings of the Committee and any Sub-Committee, and shall ensure that these are stored safely, and that they are available for inspection as required.

f) 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.

g) The Committee may appoint 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.

9. Finance

a) The financial year shall end on 31 December.

b) A banking account shall be opened in the name of the Society and cheques shall be signed by any two members of the Committee out of a maximum of four. One of the mandated signatories will be the Treasurer.

c) The Society may 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.

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.

10. Annual General Meeting

Within 3 months of the end of each financial year the members shall be invited 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.

Nominations for election of the Officers and Committee must be made by members of the Society 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.

11. Special (Extraordinary) General Meeting

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** upon written request to the Secretary signed by at least four members of the Society. The notice must state the business to be discussed.

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 Society.

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

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.

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 having similar objects to those of the Society.