

# BRISTOL CONCERT ORCHESTRA CONSTITUTION

## 1. Name

The name of the Society shall be Bristol Concert Orchestra (otherwise known as BCO) 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 improve the musical education and experience of its members;
3. to further such charitable purpose or purposes as the trustees in their absolute discretion shall think fit.

## 3. Membership

Membership of the Society shall be open to any person interested in furthering the objects of the Society, and having sufficient skill in instrumental playing, subject to vacancy and following a trial period. Membership is confirmed by the payment of the term's Subscription by the fourth rehearsal of term, or within four weeks of joining the Society. The current Subscription will be set at the Annual General Meeting of the society each Autumn Term. A concessionary Subscription is payable by students, OAPs, and in cases of financial hardship. The Treasurer has the right to further reduce or waive the Subscription for players not involved in all the music being performed, in cases of extreme financial hardship, and in other cases as he sees fit.

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 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 following Officers: Chairman, Secretary and Treasurer, and the following other members:

- A. At least nine fully paid up members of the BCO.
- B. The Conductor and Leader ex-officio, as non-voting members. The Conductor may attend all Committee Meetings except where his position is being considered. The Leader may be invited to attend meetings as appropriate.
- C. Any other fully paid-up members co-opted by the Committee for a three-year term if their skills are needed (e.g. Section Leaders, ex-Officers of the Society).

The Officers and the other Committee members shall be elected by and out of the Society's members at the Annual General Meeting; the officers shall hold office until the next Annual General Meeting and be eligible for re-election. The Committee Members shall be elected for

a three-year term and be eligible for re-election. The Committee are the charity trustees.

## 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:

- i) 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;
- ii) power 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;
- iii) 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;
- iv) power 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;
- v) 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;
- vi) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- vii) power to appoint and constitute such advisory committees as the Committee may think fit;
- viii) power to do all such other lawful things as are necessary for the achievement of the objects;
- ix) power to make grants, donations or loans of money and to give guarantees;
- x) power to borrow money and give security for loans or to secure contingent repayment obligations under grants (but only in accordance with the restrictions imposed by the Charities Acts);
- xi) power to acquire or hire property of any kind;
- xii) power to insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required;
- xiii) power to pay for indemnity insurance for the Trustees;
- xiv) power to pay the costs of forming the Charity.

## 7. Meetings and Proceedings of the Committee

- i) The Committee shall meet at least once per term. 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 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.
- ii) 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.
- iii) 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.
- iv) 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.
- v) 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.
- vi) 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.
- vii) 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.
- viii) The Committee shall perform the following duties by agreement between themselves:

- Membership Secretary
- Publicity Officer
- Ticket Sales Officer
- Subscriptions Officer
- Music Librarian
- Newsletter Editor
- Website Editor

## 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

- i) The financial year shall end on 31<sup>st</sup> August.

- ii) A banking account shall be opened in the name of the Society and cheques shall be signed by any one of the officers.
- iii) 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.
- iv) 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 summoned to an Annual General Meeting of which at least 21 days' notice shall be given to all members. Notice of the meeting will be given by announcement at a rehearsal, by written copies available on the committee table at rehearsal and by email.

The Committee shall present to each AGM the report and accounts of the Society for the preceding year.

The number of vacancies and the Officers / Members seeking re-election shall be announced at least 21 days before the AGM. Forms for proposing Officers / Members shall also be put out at this and subsequent rehearsals prior to the AGM; the forms should have the names and signatures of the Candidate, Proposer and Secunder (all three to be fully paid up members of the BCO). Nominations must be in the hands of the secretary of the committee at least 7 days before the AGM. Should nominations exceed vacancies, an election shall be held.

Honorary Life Members can be proposed and seconded by the Committee, for election at any General Meeting.

## 11. Special (Extraordinary) General Meeting

A Special General Meeting (also known as an Extraordinary General Meeting), of which at least 21 days' notice must be given to members, may be called for by the Committee or upon written request to the Secretary signed by at least 12 members of the Society. The notice must state the business to be discussed and will be given by announcement at a rehearsal, by written copies available on the committee table at rehearsal and by email.

## 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 10 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 given 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. Notice of the meeting will be given by announcement at a rehearsal, by written copy available on the committee table at rehearsal and by email.

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 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 having similar objects to those of the Society.

Issue 1: New constitution, approved by members on 4 February 2008