

# **Constitution of the Hertfordshire Philharmonia**

*adopted at an Extraordinary General Meeting on 29 June 2006,  
and replacing the Constitution of 29 January 2004 as amended on 14 October 2004*

## **1. Name**

The name of the Society shall be Hertfordshire Philharmonia, 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 (in particular but not exclusively the art of orchestral, chamber and ensemble classical music including choral) by any means the Committee sees 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.

## **3. Membership**

Membership of the Society shall be open to any person interested in furthering the objects of the Society, and who has paid a subscription at the appropriate rate or rates as shall be determined by the Committee, all subscriptions being payable in advance.

In setting subscription rates, the Committee may distinguish between Playing Membership and Friends-of-the-Orchestra Membership, as follows:

**Playing Membership** of the Society shall be by invitation, in agreement with the Orchestra Manager, to musicians interested in furthering the objects of the Society whose playing ability is regarded as being sufficient to maintain the standard of playing deemed acceptable to other members.

**Friends-of-the-Orchestra Membership** shall be open to any other person interested in furthering the objects of the Society.

Every member (whether 'Playing' and/or 'Friend of the Orchestra') 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 Charity and its property shall be managed and administered by a Committee consisting of the following Officers: Chairman, Secretary, Treasurer, Orchestral Manager, Publicity Officer and Librarian, and one other member elected in accordance with this constitution. The Officers and the one other member of the Committee shall be the Trustees of the Charity.

The Officers and the other Committee member 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.

Any Committee member may vacate his/her office if he/she gives notice of at least one month in writing to the Chairman. The Committee may call a Special General Meeting to elect a replacement, or may choose to fill the position with a temporary appointment until the next AGM.

## **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 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 superannuation for staff and their dependents;
- iv) 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;
- v) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- vi) power to appoint and constitute such advisory subgroups as the Committee may think fit;
- vii) power to purchase indemnity insurance for themselves against any liability that by virtue of any rule of law would otherwise attach to any Committee member or other officer in respect of any negligence, default, breach of duty, or breach of trust of which he or she may be guilty in relation to the Society but excluding: i) fines; ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Committee member or other officer; iii) liabilities to the Society that result from conduct that the Committee member or other officer knew or ought to have known was not in the best interests of the Society or in respect of which the person concerned did not care whether that conduct was in the best interests of the Society or not.
- viii) power to do all such other lawful things as are necessary for the achievement of the objects.

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

- i) The Committee shall hold at least four ordinary meetings each financial 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 seven 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.

### **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**

- i) The financial year shall end on 31 July.
- ii) A banking account shall be held in the name of the Society and cheques shall be signed by the Treasurer and counter-signed by another member of the Committee.
- 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 Committee shall convene an Annual General Meeting of the Society for which 14 days notice shall be given in writing to all members of the Society and which all members shall be entitled to attend. The AGM shall :

- a) Receive the annual report of the Committee and statement of accounts for the previous year
- b) Elect an independent examiner for the accounts
- c) Elect the Officers and one other Committee member
- d) Discuss and consider motions, notice of which must be given in writing in advance to the Secretary
- e) Vote on any proposal to amend this constitution

### **11. Special (Extraordinary) General Meeting**

Within 14 days of receiving a request with reasons, in writing, signed by not less than five members, the Chairman or Secretary shall call a Special General Meeting, for which between 14 and 28 days notice shall be given in writing to all members and which all members shall be entitled to attend. The notice shall contain a list of matters to be discussed and of any motions it is intended to move.

### **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**

Any proposal to alter the Constitution must be delivered in writing to the Secretary not less than twenty-eight days before the AGM at which it is to be discussed, or if to be discussed at a Special General Meeting, must accompany the request for the SGM. The terms of the proposal must be included in the written notice for that meeting.

The Constitution may be altered by a two-thirds majority of the members present and voting at any General Meeting, 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 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 dissolved by 2/3rds majority vote at an AGM or SGM, 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.

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