

# Constitution of Cambridge Sinfonietta

## 1. Name

The name of the Society shall be Cambridge Sinfonietta and is hereinafter referred to as the Society.

## 2. Objects

The objects of the society shall be to promote, improve, develop and maintain public education in and appreciation of the art and science of music in all its aspects by the presentation of public concerts and recitals and by such other ways as the Society, through the Management Committee, hereinafter referred to as the Committee, shall determine from time to time. The Society shall have through its Committee the powers listed in section 3.

## 3. Powers

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

- i. power to play established or new works, including those specially commissioned for the Society's Orchestra.
- ii. power to purchase or acquire sheet music, instruments and other accessories to enable the Orchestra to provide such services.
- iii. power to raise funds and invite contributions and donations, provided the Society shall not undertake any permanent trading activities in raising funds.
- iv. power to do all such things as shall further the objects of the Society.
- v. power to assist any charity advancing musical appreciation, participation or education, whose rules preclude the distribution of income and assets among its members.
- vi. 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;
- vii. 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;
- viii. 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;
- ix. power to invest monies not required to meet costs;
- x. 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 dependants;
- xi. 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;
- xii. power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- xiii. power to appoint and constitute such advisory Committees as the Committee may think fit;
- xiv. power to do all such other lawful things as are necessary for the achievement of the objects.

#### 4. Membership

The Society shall consist of playing, former playing and non-playing members. Membership of the Society shall be open to all those desiring to further the objects of the Society, and who have paid the termly or annual subscription required. Honorary life membership may be offered at the discretion of the Committee. Every member shall have one vote.

The Committee has the power to terminate the membership of any individual without reimbursement of subscription, provided that the decision of the Committee (with the exception of (i) the individual 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.

#### 5. Subscriptions

The subscriptions for playing Members shall be renewable termly: a reduced subscription may be paid by schoolchildren or any other person as shall be decided by the Committee on consideration of a request for such a reduction by or on behalf of such persons. Members may pay the required subscription termly or annually. All subscriptions shall be payable at the first meeting of the Society in each term or in the week immediately following.

Non-payment of subscriptions by the fifth week of any term shall be a sufficient reason for terminating membership under section 4.

Occasional players will be charged on a weekly subscription up to a maximum of five visits per term deductible from termly or annual subscription on full Membership being taken up. Non-playing Members of the society, who shall be called "Friends of the Orchestra", may be invited to pay an annual subscription which shall entitle them to attend all rehearsals and most concerts.

#### 6. Management

The management of the Society shall be in the hands of a Committee consisting of the Chairman, Secretary, Treasurer and at least three other members of the Society. The Officers and the other Committee members shall be elected by 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 vacancy occurring during the year on the committee shall be filled by Members' vote at an Extraordinary General Meeting called for that purpose. In the event of no nominations being received, the Committee shall have the power to fill any vacancy or to co-opt one or more Playing Members of the Society. Any officer may be removed from office by a resolution passed at an Extraordinary General Meeting and a replacement elected by members' vote.

The Conductor may attend all Committee meetings except when his position, salary or terms of employment is being considered. The Committee are the Charity Trustees.

All the arrangements for the concerts and other events and the control of finance shall be decided by the Committee.

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

- i) The Committee shall hold at least 1 meeting each 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 four 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. Appointment and terms of contract of Conductor

The conductor shall be appointed by a special Body convened for that purpose which shall usually consist of four section leaders, four members of the Orchestra elected by the members and two members of the Committee in addition to any already represented under the previous headings. One external and impartial person, invited for that purpose by the Committee, should always be asked to take part in the selection procedures. The retiring Conductor may be invited by the appointing body to be present at the proceedings. The usual contract shall be for one year renewable annually by the Committee, but otherwise terminable at three months notice on either side. In exceptional circumstances the Committee may meet to deal with any immediate termination of contract. In the case of such termination of contract by the Committee the Members shall have passed a resolution to that effect at an Extraordinary General Meeting. The conductor shall be contracted to the Society on appointment, thereby becoming a non fee-paying Member of the Society and may, at the discretion of the Committee, attend Committee Meetings in an advisory capacity.

## 9. Remuneration of Conductor and Leaders

The Conductor and Leaders may be remunerated by the Society as determined by the Committee who shall be empowered to review remuneration arrangements termly in the light of the Society's current financial position.

## 10. 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.

## 11. Finance

- i) The Society's financial year shall commence on January 1<sup>st</sup> and a properly audited annual profit and loss account be prepared by a Chartered Accountant within six calendar months of December 31<sup>st</sup> of each year. Any person having an interest in the funds of the Society shall be permitted to inspect the accounts at the convenience of the Treasurer and Auditor.
- ii) The Treasurer shall be empowered to open a bank account on behalf of the Society. All cheques made out against that account shall be countersigned by another Officer of the Society.
- 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.

## 12. Annual General Meeting

The Annual General Meeting shall be held in the academic Summer term. The Committee shall present to each AGM the reports and accounts of the Society for the preceding year. At this Meeting, Officers and Committee will be elected and any other business dealt with. Fourteen days notice of such meetings must be given.

## 13. Special (Extraordinary) General Meeting

A Special General Meeting (also known as an Extraordinary General Meeting), of which at least 14 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 15 members of the Society. The notice must state the business to be discussed.

## 14. 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 Charity.

There shall be a quorum when at least 50% of all paid-up Playing Members of the Society at the time or 10 members, whichever is the greater, are present at any general meeting.

## 15. 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.

## 16. 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 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 Charity), clause 2 (the objects), clause 11 iv) (distribution of assets), clause 16 (alterations) or clause 19 (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.

#### 17. Voting

Unless otherwise provided in this Constitution, all resolutions brought forward both in Committee and at General Meetings shall be decided by a bare majority of the votes and in the case of an equality of votes the debate shall be resumed and the vote re-taken until a majority is achieved. Except as otherwise stated in this Constitution, Playing Members only who shall be present at the Meeting shall have the right to vote.

#### 18. Copies of the Constitution

Copies of the Constitution may be seen at any time by arrangement with the Secretary.

#### 19. Dissolution

The Society shall be dissolved only by a resolution passed by a majority of at least 80% of the Members entitled to vote at a special General Meeting called for such a purpose at a notice of 14 days. Only on the occasion of such a meeting being called shall arrangements be made for Members to vote by proxy or postal ballot.

In the event of the Society being wound up, any assets remaining upon dissolution after the payment of proper debts and liabilities is not to be distributed amongst the members of the Society but shall be transferred to a charitable institution or institutions having similar objects to those of the Society, and whose rules preclude the distribution of income and assets among its members, such a decision being published in the local press.

#### 20. Electronic Communication

Everywhere these rules stipulate notices must be "written", this also includes the alternative of sending messages by email or other electronic transmission.