

Constitution of the South Birmingham Sinfonia

Adopted by a unanimous vote of members present at the Annual General Meeting on Monday 22 July 2013

1. Name

The name of the society shall be South Birmingham Sinfonia hereinafter referred to as the Society.

2. Objects

The objects of the Society shall be:

1. to advance, improve, develop and maintain the education of the public and the Society's members in, and appreciation of, the art and science of music in all its aspects 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 Committee in its absolute discretion shall think fit but in particular through the making of donations and grants.

3. Membership

1. Membership of the Society is open to any person who undertakes:
 - a. to further the objects of the society;
 - b. to pay the periodic subscription at the appropriate rate or rates as shall be determined and announced by the Committee;
 - c. to devote time outside rehearsals to private practice with a view to giving a public performance;
 - d. **to observe the Code of Conduct which shall have been approved by the members of the Society.**
2. The Committee has the power to refuse to accept the subscription and hence the membership of any prospective member for whom there is not a vacancy or who is not of a sufficient standard to be able to play the normal repertoire of the Society.
3. The Committee has the power to exempt an individual member from the requirement to pay a subscription on grounds of hardship.
4. All members have equal voting rights.
5. The Committee has the power to terminate membership of any individual, provided that the decision of the Committee (with the exception of (a) the individual concerned if a member of the Committee and (b) 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 the individual concerned shall have the right to be heard by the Committee before a final decision is made.
6. All subscriptions for the programme period, being each of the two annual cycles of rehearsals and concert performance(s), are payable in advance within two weeks after the commencement of that programme period, unless otherwise specified. Any person who does not pay the subscription or dues properly demanded of him or her within a period of three months from the date on which it becomes due shall be liable to have his or her membership terminated.
7. Any member who is absent for more than five consecutive rehearsals or for more than one-third of the rehearsals in any one programme period without the written approval of the Committee may, at the discretion of the Committee, have his or her membership of the Society terminated.

4. Officers and Committee

1. The management of the Society shall be in the hands of a Committee consisting of members 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. **If the composition of personnel of the Committee, regardless of what role or roles they have held, shall have remained the same for a period of 5 consecutive years, starting from the date of the appointment or resignation of the most recent committee member, one or more members of that Committee must stand down at the first AGM thereafter for a period of at least 2 years and be replaced by one or more new Committee member(s).**
2. The Committee shall consist of a Chair, a Treasurer, a Secretary and such additional Officers as are considered necessary by those present at the Annual General Meeting. The Committee may also co-opt additional members to the Committee as are considered necessary but who shall not have voting rights.
3. The Committee will make its own arrangements for meetings, and will share out duties to suit its members.
4. The conductor is not an Officer of the Committee, but is entitled to attend all meetings of the Committee except when his or her position or remuneration is being discussed.
5. The leader is not an Officer of the Committee, unless elected to the Committee by the members of the Society, but is entitled to attend all meetings of the Committee except when his or her position is being discussed.

A member of the Committee shall, upon resignation or termination of office, hand over to the Society all documentation, materials **and information necessary to undertake the role**, and any other property belonging to the Society in their possession or control relating to their former office, within 28 days. A failure to do so **may** result in the former officer being held liable for the loss of such property under Section 10 below.

5. Management

1. All the arrangements for the concerts, rehearsals and other events, and the control of finance, shall be in the hands of the Committee, whose responsibilities include:
 - a) Consideration of changes to this Constitution
 - b) Appointment, **or severance thereof**, of the conductor, which shall include a prior process of consultation with all the members of the Society
 - c) Appointment, **or severance thereof**, of a leader, which shall include a prior process of consultation with all the members of the Society
 - d) Choice of repertoire, which may include a prior process of consultation **with all the members of the Society.**
 - e) Setting subscription levels
 - f) Authorising expenses
 - g) Operating the Society's bank account
 - h) Selecting and booking venues for rehearsals and concerts
 - i) Booking extra players for concerts
 - j) Borrowing and hiring of music
 - k) Marketing, publicity and recruitment of new members
 - l) Production of publicity material
 - m) Press releases
 - n) Maintenance of a website
 - o) Maintenance of a register of members
 - p) Confirmation and acceptance of new members
 - q) Arrangement of public liability insurance
 - r) Organisation of elections

2. The **roles** and responsibilities of the Conductor(s) and Leader shall be set out in a Musical Directors' Code which shall have been approved by the Society.

6. Powers

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

1. 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;
2. 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;
3. 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;
4. 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;
5. 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;
6. power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
7. power to appoint and constitute such advisory committees as the Committee may think fit, of which a Players' Forum shall be one;
8. power to do all such lawful things as are necessary for the achievement of the objects.

7. Meetings and Proceedings of the Committee

1. The Committee shall hold at least three ordinary meetings each year. A special meeting may be called at any time by the Chair, or by any two Officers of the Committee, upon not less than four days' notice being given to other Officers 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 14 days' notice must be given.
2. The Chair shall act as such at meetings of the Committee. If the Chair is absent from any meeting, the Officers of the Committee present shall choose one of their number to be Chair before any other business is transacted.
3. There shall be a quorum when at least three Officers of the Committee are present at a meeting.
4. Every matter shall be determined by a majority vote of the members of the Committee present and voting on the question, but in the case of equality, the Chair of the meeting shall have a second or 'casting' vote.
5. The Committee shall keep minutes of the proceedings at meeting of the Committee and any sub-committee, and shall ensure that these are stored safely, and that they are available for inspection as required.
6. 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.
7. The Committee may appoint one or more sub-committees, consisting of three or more members of the Society, 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 sub-committee shall be fully and properly 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, nationality, colour, age, religion, sexual orientation, disability or political affiliation. This does not remove the requirements for membership set out in section 3 of this constitution.

9. Finance

1. The financial year shall end on 31st March.
2. A bank account shall be opened in the name of the Society and cheques shall be signed by any two authorised Officers of the Committee. Any three officers of the Committee shall be authorised to sign cheques.
3. The Society shall receive donations, grants in aid, and financial guarantees. Tickets for any or all of its concerts shall be offered for sale to the public.
4. 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. Responsibility for Property

1. Each member shall be held responsible for loss or damage to any music, instrument or other property which he or she may borrow from the Society.
2. The Society shall not in any circumstances be responsible for any music, instrument or other property of any member.

11. Annual General Meeting

1. Within six months of the end of each financial year the members shall be summoned to an Annual General Meeting of which at least fourteen days' notice shall be given to all members.
2. The Committee shall present to each AGM the report and accounts of the Society for the preceding year.
3. Nominations for election to the Committee must be made by members of the Society, either in writing to the Secretary of the Committee before the AGM, or at the AGM.
4. Members present at the AGM shall elect for themselves a Chair, a Treasurer and a Secretary.
5. Members present at the AGM shall be entitled to elect additional members to the Committee should they consider it necessary.
6. If the number of nominations to the Committee exceeds the number of members required to serve on the Committee, an election shall be held.
7. **In the event that the Players' Forum shall be dissolved, it shall be a requirement that** the Committee shall comprise at least one member of the string section and at least one member of the wind section. An election resulting in a Committee not constituted in this way shall be declared invalid. In this event, the Committee shall be dissolved and a new election held for all posts, each member being entitled to vote for enough candidates to fill all of the available positions. Posts will initially be allocated to the string player highest placed in the ballot and the wind player highest placed in the ballot. The remaining posts will be allocated by placing in the ballot irrespective of section. Members of a committee elected in this way shall be entitled to choose the positions that they occupy on the committee in the order that they were placed in the ballot.

12. Special General Meeting

1. A Special General Meeting, of which at least fourteen 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 50% of the members of the Society at the time or ten members, whichever is the lesser. The notice must state the business to be discussed.
2. The Committee shall call a Special General Meeting when a major change, such as will have a significant effect on the identity, purpose or direction of the Society, is under consideration. Any such major change shall require the approval of two-thirds of the members of the Society present and voting at the Special General Meeting,
 3. Any member who is unable to attend a Special General Meeting at which a major change is being considered shall be permitted to vote by proxy by communicating their vote to the Secretary at least 24 hours before the Special General Meeting.

13. Procedure at General Meetings

1. The Chair shall act as such at general meetings of the Society. If the Chair is absent, the members present shall choose one of their number to be Chair of the general meeting before any business is transacted.
2. Every matter shall be determined by a majority vote of the members of the Society present and voting on the question, except that the Chair's own vote shall be reserved for use as a casting vote in the case of the equality of other votes cast.
3. The secretary or other person appointed by the Committee shall keep a full record of proceedings at every general meeting of the Society.
4. There shall be a quorum if at least 50% of the members of the Society at the time or ten members, whichever is the lesser, are present at any general meeting.

14. 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 members at the AGM.

15. 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.

16. 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. The Committee is responsible for dissolution of the Society.