

1. Name

The name of the orchestra shall be the Jan Modelski Community Orchestra, hereinafter referred to as the Orchestra.

Objects

The objects of the orchestra shall be:

- 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.
- 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.

2. Membership

Membership of the orchestra shall be open to any person interested in furthering the objects of the Orchestra, and who has paid the fees at the appropriate rate or rates as shall be determined by the Committee, all fees being payable in advance. In exceptional circumstances the committee has the power to decide that fees be waived or reduced for an individual.

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.

3. Officers and Committee

The management of the Orchestra shall be in the hands of a Committee consisting of the following Officers chair, vice chair, secretary, treasurer together with not less than 2 nor more than 9 other members: the Officers and other Committee members shall be elected by and out of the Orchestra's members at the Annual General Meeting; they shall hold office for 3 years after which they shall be eligible for re-election The committee are the charity trustees.

The committee shall have the power to co-opt members and officials in addition to and other than those specified in the Constitution.

Vacancies arising on the Committee may be filled by the Committee, such members to serve until the next Annual General Meeting.

4. Management

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

Powers

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

- 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;
- power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip for use;
- power subject to any consents required by law to borrow money and to charge all or part of the property of the Orchestra with repayment of the money so borrowed;
- power to cooperate 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;
- power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- power to appoint and constitute such advisory committees as the Committee may think fit;
- power to do all such other lawful things as are necessary for the achievement of the objects.

Director of Music

- The Director of Music shall be contracted by the Committee on behalf of the Orchestra.
- The method of appointment and levels of remuneration of the Director of Music shall be determined by the Committee.
- The Music Director may attend committee meetings and advise the Committee. The Director of Music may raise items of business with the Committee.
- The Director of Music may not vote at either Committee or General meetings of the Orchestra
- The Director of Music is responsible for selecting and planning the works to be performed by the Orchestra.

5. Meetings and proceedings of the Committee

- 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 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.
- 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 chairperson before any other business is transacted.
- 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.
- 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 chairperson shall have a second or casting vote.
- 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.
- 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.
- 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 be reported to the committee.

6. Equal Opportunities

No individual shall be excluded from membership of the Orchestra or debarred from any official capacity on the Committee on the grounds of sex, race, colour, age, religion, sexual orientation, disability or political affiliation.

7. Child Protection

The orchestra shall have a Child Protection policy which will be reviewed annually.

8. Interpersonal Abuse

The orchestra shall have a policy of zero tolerance toward any form of interpersonal abuse.

9. Finance

- The financial year shall end on 31st December
- A banking account shall be opened in the name of the Orchestra and cheques shall be signed by 2 out of 3 named officers whose signatures are with the bank.
- The Orchestra 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.
- The income and property of the Orchestra whencesoever derived shall be applied solely towards promoting the objects of the Orchestra as set forth above and no portion thereof shall be paid or transferred either directly or indirectly to any member or members of the Orchestra except in payment of legitimate expenses incurred on behalf of the Orchestra.

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 in writing shall be given to all members.

The committee shall present to each AGM the report and accounts of the Orchestra for the preceding year,

Nominations for election to the committee must be made by members of the society in writing and must be in the hands of the Secretary at least 7 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 5 members of the Orchestra. 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 the proceedings at every general meeting of the charity.

There shall be a quorum when at least 10% of the members of the Orchestra at the time or 10 members, whichever is the greater, are present at any general meeting. Every matter shall be determined by a majority of the members present and voting on the question, but in the case of equality of votes, the chairperson shall have a second or casting vote.

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 14 days' notice of the proposed alterations has been sent/given to all members and provided that nothing herein contained shall authorise any amendment which shall have the effect of the Orchestra ceasing to be a Charity.

No amendment shall be made to clause 1 (the name of the charity), clause 2 (the objects), clause 11 (iv) (distribution of assets), or clause 17 (dissolution), without 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 orchestra 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.