

Sunderland Symphony Orchestra

Constitution

The parent body of the Orchestra was originally 'The City of Sunderland Millennium Orchestral Society' (CoSMOS), which was founded by John Lennox, Mark Greenfield and Winifred Lundgren in 1999, and which became a Registered Charity on 20/09/2000.

The name of the Charity was changed to Sunderland Symphony Orchestra in 2010 for marketing and promotional reasons.

1. Name
2. Aims
3. Objectives
4. Powers
5. Membership
6. General Meetings
7. Executive Committee: Composition
8. Executive Committee: Procedures
9. Executive Committee: Nominations
10. Finance
11. Property
12. Notices
13. Amendment of Constitution
14. Byelaws and Rules
15. Dissolution
16. Disputes

1. Name

The name of the Charity is Sunderland Symphony Orchestra. (Formerly 'City of Sunderland Millennium Orchestral Society').

2. Aims

To complement, enhance, encourage and develop musical activities in Sunderland and the surrounding district.

3. Objectives

The objectives of the orchestra are to promote, improve, develop, and maintain public education in, and appreciation of, the art and science of music in all its aspects; particularly but not exclusively through the maintenance of an orchestra, the presentation of concerts, the provision of tuition and by other such charitable ways as the orchestra, through its trustees, shall from time to time determine.

4. Powers

In furtherance of the Objectives, but not otherwise, the orchestra may:-

- 4.1 Maintain and support a symphony orchestra for the City of Sunderland
- 4.2 Organise musical projects.
- 4.3 Organise musical education and training through workshops.
- 4.4 Employ and remunerate such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objectives.
- 4.5 Acquire and dispose of property (subject to any consents required by law).
- 4.6 Invest funds in any lawful manner provided that professional investment advice is obtained whenever it is prudent to do so.
- 4.7 Borrow money with or without giving security (subject to any consents required by law).
- 4.8 Raise funds by membership, patronage, sponsorship, and by any lawful means except permanent trading.
- 4.9 Accept gifts either for the general purposes of the charity or for a specific purpose within or connected with the objectives.
- 4.10 Support charitable causes through musical activities.
- 4.11 Do anything else within the law, which is necessary in carrying out the objectives.

5. Membership

5.1 Membership is open to any individual or organisation who supports the aims and objectives of the orchestra, and who completes the application form approved by the Executive Committee.

5.2 The categories of membership are

- playing members
- friends
- honorary members
- patrons
- helpers
- individual sponsors
- ex-officio members
- corporate sponsors *
- affiliated organisations *

[* - one representative for each]

5.3 The President, Vice-Presidents, Musical Director, any Associate Musical Directors and the Holding Trustees are ex-officio members.

- 5.4 Every member (other than ex-officio members and honorary members) must pay an annual subscription as agreed each year at the Annual General Meeting.
- 5.5 Each individual member has one vote at General Meetings.
- 5.6 A member may resign his, her or its organisational membership at any time. Any members who are three months in arrears with their subscriptions are deemed to have resigned, but may rejoin on payment of the arrears.
- 5.7 If the Executive Committee considers that a member's conduct is harmful to the orchestra it may by resolution require the member concerned either to resign or to put their case to a meeting of the Executive Committee.
- 5.8 Where the Executive Committee is satisfied after hearing the case put by or on behalf of the member concerned that the member should leave the orchestra it may terminate that membership by written notice and that notice is final.
- 5.9 The Executive Committee must keep a list of members in each category.

6. General Meetings

- 6.1 There must be an Annual General Meeting [AGM] of the members of the orchestra once in every calendar year.
- 6.2 At the AGM the members will:
 - 6.2.1 Receive the Executive Committee's report for the previous year;
 - 6.2.2 Receive the Treasurer's report and accounts for the previous year;
 - 6.2.3 Elect the Executive Committee for the following year;
 - 6.2.4 Review the membership subscription rates;
 - 6.2.5 Discuss and advise the new Executive Committee on matters of policy;
 - 6.2.6 Appoint an auditor or independent examiner for the accounts;
 - 6.2.7 Determine any other matter of which notice has been given.
- 6.3 A Special General Meeting may be held at any time if called by the Executive Committee or if at least 10 members of the orchestra make a written request to the Executive Committee.
- 6.4 A Special General Meeting must be called within two weeks of such a request.
- 6.5 A General Meeting requires 28 days' notice to be given to the members specifying the matters to be dealt with.
- 6.6 A quorum at a General Meeting is 15 members present in person or a minimum of one third of the membership, whichever is the smaller number. If there is no quorum the meeting may be adjourned for at least 14 days and the number present at the adjourned meeting if at least three will constitute a quorum for that meeting.
- 6.7 The Chairman of the Executive Committee or in his absence the Vice-Chairman or some other person elected by the meeting takes the chair at General Meetings.
- 6.8 Except where this constitution provides for a larger majority on a specific question, every question is decided by a majority of the votes cast. In the case of equality of votes the Chairman has a second or casting vote.

7. Executive Committee: Composition

- 7.1 The Executive Committee is the body responsible for the management of the orchestra. On election, committee members will assume the positions and responsibilities of the Charity Trustees for the orchestra.
- 7.2 The Executive consists of the Chairman, Vice-Chairman, Secretary, Treasurer, Membership Secretary, Fund-Raiser, Orchestra Manager, and PR and Marketing Officer. The President and Vice-Presidents shall be invited to attend all Committee Meetings.
- 7.3 The members of the Executive are elected annually at the AGM and normally hold office until the end of the AGM the following year. All shall be members of the orchestra.

- 7.4 The Executive Committee may co-opt up to three additional members who shall serve for the duration of the year, and shall be members of the orchestra.
- 7.5 A member of the Executive who resigns by written notice to the Executive, who is absent from three consecutive meetings of the Executive without sending an apology, or who is disqualified by law from acting as a charity trustee, ceases automatically to be a member of the Executive.
- 7.6 Casual vacancies in the Executive may be filled by the Executive by co-option, and a co-opted member will have the same voting powers and hold office for the same period as the Executive Member he or she replaces.
8. Executive Committee: Procedures
- 8.1 The Executive must meet at least once every two months. A special meeting of the Executive may be called at any time on seven days notice. A quorum at Executive meetings is three.
- 8.2 Every question is decided by a simple majority of the Executive members present and voting at a meeting. In the case of equality of votes the Chairman of the meeting has a second or casting vote.
- 8.3 The Executive may appoint sub-committees including at least two Executive members to advise them or to carry out specific tasks in the management of the orchestra but sub-committees must always report back to the Executive as soon as possible.
- 8.4 The Executive must keep minutes of its meetings and proceedings and keep safe all records relating to the orchestra in accordance with Charity Commission and other legal requirements.
- 8.5 The Executive may make rules to govern its own proceedings and the proceedings of sub-committees so long as they are not inconsistent with the provisions of the Constitution.
9. Executive Committee: Nominations
- 9.1 Every candidate for election to the Executive must be nominated and seconded by members of the orchestra and must give written consent to stand for election.
- 9.2 Nominations and consents must be sent to the Executive at least seven days prior to the AGM.
- 9.3 If deemed appropriate, the Chairman at an AGM may ask for nominations from the floor for any unfilled vacancy. Any unfilled post may subsequently be filled by appointment of a suitable person by the Executive Committee.
10. Finance
- 10.1 The Executive shall maintain one or more accounts in the name of the Sunderland Symphony Orchestra at a bank or building society. All funds of the Charity, including all donations, contributions and bequests, shall be paid into such accounts and all funds must be used in furthering the aims and objectives.
- 10.2 All withdrawals from the orchestra accounts must be authorised and signed by at least two members of the committee.
- 10.3 No member of the Committee may be employed by the orchestra or receive any payment or other benefit from its funds except for reasonable out of pocket expenses properly incurred for the purposes of the Charity.
- 10.4 The Executive is responsible for the keeping of books of accounts and for the preparation of an annual report and annual statement of accounts for the orchestra, copies of which must be sent to the Charity Commission as required by law.
- 10.5 The Executive is responsible for arranging the accounts of the orchestra to be audited by a registered auditor, or, so long as the income or expenditure for the year in question does not exceed 100,000 pounds, examined by an independent examiner.

11. Property

11.1 Subject to the provisions of sub-clause (2) of this clause, the Executive shall cause the title to all land held by or in trust for the orchestra which is not vested in the Official Custodian for Charities and all investments held by or on behalf of the orchestra to be vested in a corporation entitled to act as a custodian trustee or in not less than three individuals appointed by the AGM as holding trustees. Holding trustees may be removed by a resolution of the AGM, or Special General Meeting, and shall act in accordance with the lawful directions of the Executive. Provided they act only in accordance with the lawful directions of the Executive, the holding trustees shall not be liable for the acts and defaults of its members.

11.2 If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the orchestra, the AGM, or Special General Meeting, may permit any investments held by or in trust for the orchestra, to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive, and may pay such a nominee reasonable and proper remuneration for acting as such.

12. Notices

12.1 Whenever notice has to be given to the members of the orchestra under the provisions of this Constitution it must be delivered either by e-mail, by hand or by post to the member's last known address in the UK (or published in the orchestra newsletter).

12.2 Whenever any notice is required to be given to the Executive it must be delivered either by e-mail, by hand or sent by post to the Secretary.

12.3 Whenever any notice is given by post, it is deemed to have been received 48 hours after posting.

13. Amendment of Constitution

The provisions of this Constitution may be amended at a General Meeting by resolution passed by two thirds of the members present and voting but;

13.1 Notice of the terms of the proposed amendment must be given with the notice calling the meeting;

13.2 No amendment will be valid if it would bring about a fundamental change in the aims and objectives;

13.3 No amendment will be valid if its effect would be that the orchestra ceased to be a charity according to English Law;

13.4 No amendment may be made to Clause 1 (Name), Clause 2 (Aims), Clause 3 (Objectives), Clause 10.3 (Executive members not to be remunerated), Clause 15 (dissolution), or this Clause without the prior consent in writing of the Charity Commission.

14. Bylaws and Rules

The Executive Committee shall have the power to make, repeal or alter bylaws and rules as required for the better management of the Society, subject to them being ratified at the next General Meeting.

15. Dissolution

15.1 The orchestra may be dissolved at a General Meeting by resolution passed by two thirds of the members present and voting.

15.2 In the event of a dissolution, the members of the Executive holding office will remain responsible for the orderly winding up of the affairs of the orchestra.

15.3 After paying or making provision for all debts and liabilities of the orchestra the Executive shall transfer any remaining assets to one or more registered charities having similar aims and objectives chosen either by the members in General Meeting at the time of dissolution or afterwards by the Executive.

15.4 The Executive shall send a final statement of account to the Charity Commission.

16. Disputes

Any dispute as to the interpretation of this Constitution or as to the propriety of any action taken or proposed by one or more members of the Executive may be resolved by unanimous decision of the Executive or referred to an independent advisor or mediator.

This constitution was adopted at a meeting of members held:

At West Park Church

On Wednesday 27th March 2019.