

CONSTITUTION
of
The Solway Sinfonia
(adopted on 5 February 2012)

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Name

1. The name of the association is “The Solway Sinfonia” (hereinafter referred to as “the orchestra”).

Objects

2. The orchestra’s objects are:
 - (a) to promote, improve, develop and maintain public education in and appreciation of the art and science of orchestral music in all its aspects by the presentation of public orchestral concerts.
 - (c) to further such other purposes of an exclusively charitable nature as the management committee may from time to time decide.

Powers

3. In pursuance of the objects set out in clause 2 (but not otherwise), the orchestra shall have the following powers:-
- (a) To organise, promote and present public orchestral concerts.
 - (b) To carry on any other activities which further any of the above objects.
 - (c) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the orchestra's activities.
 - (d) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the orchestra.
 - (e) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the orchestra.
 - (f) To borrow money, and to give security in support of any such borrowings by the orchestra.
 - (g) To employ such staff as are considered appropriate for the proper conduct of the orchestra's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
 - (h) To engage such consultants and advisers as are considered appropriate from time to time.
 - (i) To effect insurance of all kinds (which may include officers' liability insurance).
 - (j) To invest any funds which are not immediately required for the orchestra's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
 - (k) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the orchestra's objects.
 - (l) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the orchestra's objects.
 - (m) To form any company which is a charity with similar objects to those of the orchestra, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the orchestra's assets and undertaking.
 - (n) To take such steps as may be deemed appropriate for the purpose of raising funds for the orchestra's activities.
 - (o) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
 - (p) To do anything which may be incidental or conducive to the furtherance of any of the orchestra's objects.

General structure

4. The structure of the orchestra shall consist of:-
- (a) the MEMBERS - who have the right to attend the annual general meeting (and any special general meeting) and have important powers under the constitution; in

particular, the members elect people to serve on the management committee and take decisions in relation to changes to the constitution itself.

- (b) the MANAGEMENT COMMITTEE - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the orchestra; in particular, the management committee is responsible for monitoring the financial position of the orchestra.

Qualifications for membership

- 5. Membership shall be open to musicians who have achieved a sufficiently high standard of proficiency in their instrument or instruments. Whether any individual meets the standard required will be entirely within the discretion of the management committee.
- 6. An employee of the orchestra shall not be eligible for membership; a person who becomes an employee of the orchestra after admission to membership shall automatically cease to be a member.

Application for membership

- 7. Any person who wishes to become a member may apply for membership either verbally or in writing to the management committee.
- 8. The management committee may, at its discretion, refuse to admit any person to membership.
- 9. The management committee shall consider each application for membership as soon as possible after receipt of the application; the management committee shall, within a reasonable time after the meeting, notify the applicant of its decision on the application

Membership subscription and expenses

- 10. (a) There will be an annual subscription the level of which will be reviewed each year at the annual general meeting.
(b) Notwithstanding the terms of paragraph 65 of the constitution members shall be entitled to claim reimbursement of reasonable travelling expenses incurred by them in attending orchestral rehearsals and concerts.

Register of members

- 11. The management committee shall maintain a register of members, setting out the full name and address of each member, the date on which s/he was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

- 12. Any person who wishes to withdraw from membership shall advise any member of the management committee and, on receipt and acceptance of such notice of intention, he or she shall cease to be a member.

Expulsion from membership

- 13. Any person may be expelled from membership by way of a resolution passed by majority vote at a general meeting (meeting of members), providing the following procedures have been observed:-
 - (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion

- (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

General meetings (meetings of members)

- 14. The management committee shall convene an annual general meeting in each year. Not more than 15 months shall elapse between one annual general meeting and the next.
- 15. The business of each annual general meeting shall include:-
 - (a) a report by the chairperson on the activities of the orchestra
 - (b) consideration of the annual accounts of the orchestra
 - (c) the election/re-election of members of the management committee, as referred to in clause 30.
- 16. The management committee may convene a special general meeting at any time.

Notice of general meetings

- 17. At least 14 clear days' notice must be given (in accordance with clause 62) of any annual general meeting or special general meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.
- 18. The reference to "clear days" in clause 17 shall be taken to mean that, in calculating the period of notice, the day the notice is given, and also the day of the meeting, should be excluded.
- 19. Notice of every general meeting shall be given (in accordance with clause 62) to all the members of the orchestra, including all the members of the management committee.

Procedure at general meetings

- 20. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be one third of the registered members, present in person.
- 21. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- 22. The chairperson of the orchestra shall (if present and willing to act as chairperson) preside as chairperson of each general meeting. If the chairperson is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the members of the management committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 23. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
- 24. Every member shall have one vote, which must be given personally.
- 25. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
- 26. A resolution put to the vote at a general meeting shall be decided on a show of hands.

Maximum number of management committee members

27. The maximum number of members of the management committee shall be 12 persons.

Eligibility for membership of management committee

28. (a) A person shall not be eligible for election or appointment to the management committee unless he or she is a member of the orchestra.

(b) The musical director from time to time shall not be a member of the orchestra, but shall be ex officio entitled to attend meetings of the management committee and shall not require election or appointment. He or she shall nonetheless be subject to the rules regarding expulsion contained in clause 13.

Election, retiral, re-election of members of the management committee

29. At each annual general meeting, all of the members of the management committee shall retire from office, but shall then be eligible for re-election.

30. At each annual general meeting, the members may (subject to clause 27) elect any member to be a member of the management committee.

31. The management committee may at any time appoint any member to be a member of the management committee (subject to clause 27).

Termination of office

32. A member of the management committee shall automatically vacate office if:-

- (a) he/she becomes debarred under any statutory provision from being a charity trustee
- (b) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
- (c) he/she ceases to be a member of the orchestra
- (d) he/she becomes an employee of the orchestra
- (e) he/she resigns office by notice to the orchestra
- (f) he/she is absent (without permission of the management committee) from more than three consecutive meetings of the management committee, and the management committee resolve to remove him/her from office.
- (g) he/she is convicted of any criminal offence other than a road traffic offence which does not carry a potential penalty of imprisonment; or some other comparable minor offence.

Office Bearers

33. The management committee members shall elect from among themselves a chairperson, a treasurer and a secretary, and such other office bearers (if any) as they consider appropriate.

34. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.

35. A person elected to any office shall cease to hold that office if he or she ceases to be a member of the management committee or if he or she resigns from that office by written or verbal notice to that effect.

Powers and responsibilities of management committee

36. Except as otherwise provided in this constitution, the orchestra and its assets and undertaking shall be managed by the management committee, who may exercise all the powers of the orchestra.
37. A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.
38. The management committee are also the charity trustees for the purposes of the Charities and Trustee Investment (Scotland) Act 2005 and related legislation and shall have the responsibilities set out in that legislation and in this constitution.

Personal interests

39. A member of the management committee who has a personal interest in any transaction or other arrangement which the orchestra is proposing to enter into, must declare that interest at a meeting of the management committee. He or she will be debarred (in terms of clause 51) from voting on the question of whether or not the orchestra should enter into that arrangement.
40. In addition, for the purposes of clause 39, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his or hers, or any firm of which he or she is a partner, or any limited company of which he or she is a substantial shareholder or director, has a personal interest in that arrangement.
41. Provided that
 - (a) he or she has declared his or her interest
 - (b) he or she has not voted on the question of whether or not the orchestra should enter into the relevant arrangement and
 - (c) the requirements of clause 43 are complied with,a member of the management committee will not be debarred from entering into an arrangement with the orchestra in which he or she has a personal interest (or is deemed to have a personal interest under clause 40) and may retain any personal benefit which he or she gains from his or her participation in that arrangement.
42. No member of the management committee may serve as an employee (full time or part time) of the orchestra, and no member of the management committee may be given any remuneration by the orchestra for carrying out his or her duties as a member of the management committee.
43. Where a management committee member provides services to the orchestra for which remuneration is payable or might benefit from any remuneration paid to a connected party for such services, then
 - (a) the maximum amount of the remuneration must be specified in writing and must be reasonable.
 - (b) the management committee members must be satisfied that it would be in the interests of the orchestra to make such remuneration (taking account of that maximum amount)
 - (c) less than half of the management committee members must be receiving remuneration from the orchestra (or benefit from remuneration of that nature).

44. The members of the management committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the management committee, general meetings, or meetings of committees, or otherwise in connection with the carrying out of their duties.

Procedure at management committee meetings

45. Any member of the management committee may call a meeting of the management committee or request the secretary to call a meeting of the management committee.
46. Questions arising at a meeting of the management committee shall be decided by a consensus of those present, which failing, by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
47. No business shall be dealt with at a meeting of the management committee unless a quorum is present; the quorum for meetings of the management committee shall be half of the members of the committee.
48. If at any time the number of management committee members in office falls below the number fixed as the quorum, the remaining management committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.
49. Unless he or she is unwilling to do so, the chairperson of the orchestra shall preside as chairperson at every management committee meeting at which he or she is present; if the chairperson is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the management committee members present shall elect from among themselves the person who will act as chairperson of the meeting.
50. The management committee may, at its discretion, allow any person whom they reasonably consider appropriate to attend and speak at any meeting of the management committee. For the avoidance of doubt, any such person who is invited to attend a management committee meeting shall not be entitled to vote.
51. A management committee member shall not vote at a management committee meeting (or at a meeting of a sub-committee) on any resolution concerning a matter in which he or she has a personal interest which conflicts (or may conflict) with the interests of the orchestra. He or she must withdraw from the meeting while an item of that nature is being dealt with.
52. For the purposes of clause 51, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his or hers or any firm of which he or she is a partner or any limited company of which he or she is a substantial shareholder or director, has a personal interest in that matter.

Conduct of members of the management committee

53. Each of the members of the management committee shall, in exercising his or her functions as a member of the management committee of the orchestra, act in the interests of the orchestra and, in particular, must
 - (a) seek, in good faith, to ensure that the orchestra acts in a manner which is in accordance with its objects (as set out in this constitution)
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person

- (c) in circumstances giving rise to the possibility of a conflict of interest of interest between the orchestra and any other party
 - (i) put the interests of the orchestra before that of the other party, in taking decisions as a member of the management committee
 - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the orchestra and refrain from participating in any discussions or decisions involving the other members of the management committee with regard to the matter in question
- (d) ensure that the orchestra complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Delegation to sub-committees etc.

- 54. The management committee may delegate any of their powers to any sub-committee consisting of one or more management committee members and such other persons (if any) as the management committee may determine. They may also delegate to the chairperson of the orchestra (or the holder of any other post) such of their powers as they may consider appropriate.
- 55. Any delegation of powers under clause 54 may be made subject to such conditions as the management committee may impose and may be revoked or altered.
- 56. The rules of procedure for any sub-committee shall be as prescribed by the management committee.

Operation of accounts and holding of property

- 57. The signatures of two out of three signatories appointed by the management committee shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the orchestra. At least one out of the two signatories must be a member of the management committee.
- 58. The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the chairperson, treasurer and secretary of the orchestra (and their successors in office) or in name of a nominee company holding such property in trust for the orchestra. Any person or body in whose name the orchestra's property is held shall act in accordance with the directions issued from time to time by the management committee.

Minutes

- 59. The management committee shall ensure that minutes are made of all proceedings at general meetings, management committee meetings and meetings of sub-committees. A minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

- 60. The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 61. The management committee shall prepare annual accounts, complying with all relevant statutory requirements. In particular the accounts will be independently examined by someone whom the trustees believe to have the requisite ability and practical experience to carry out a competent examination of the accounts.

Notices

62. (a) Any notice which requires to be given to a member under clause 13 of this constitution shall be in writing. Such a notice may either be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him or her to the orchestra.
- (b) Any other notice which is required to be given under any other clause of this constitution may be given in writing, by email or verbally at any general meeting of members.

Dissolution

63. If the management committee determines that it is necessary or appropriate that the orchestra be dissolved, it shall convene a meeting of the members. Not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.
64. If a proposal by the management committee to dissolve the orchestra is confirmed by a two-thirds majority of those present and voting at the general meeting convened under clause 63, the management committee shall have power to dispose of any assets held by or on behalf of the orchestra and any assets remaining after satisfaction of the debts and liabilities of the orchestra shall be transferred to some other charity or charities having objects similar to those of the orchestra; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the orchestra at, or prior to, the time of dissolution.
65. For the avoidance of doubt, but subject to the provisions of clause 10(b) of the constitution, no part of the income or property of the orchestra shall (otherwise than in pursuance of the orchestra's charitable purposes) be paid or transferred (directly or indirectly) to the members, either in the course of the orchestra's existence or on dissolution.

Alterations to the constitution

66. Subject to clause 67, the constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clauses 17, 18 and 19.
67. No amendment to clauses 3, 42, 64 or 65 of the constitution may be made if the effect would be that the orchestra would cease to be a charity.

Interpretation

68. For the purposes of this constitution,
- (a) the expression "charity" shall mean a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 96 of the Charities Act 1993
- (b) the expression "charitable purpose" shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
69. Any reference in this constitution to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.

Initial members of the management committee

70. The initial members of the management committee, and the positions held by each, shall be as set out below.

This constitution was adopted on 5 February 2012.

Signature	Name	Address	Position
	Nick Riley	14 Victoria Road, Dumfries DG2 7NU	Chairperson
	Susan Beeby	30 Port Street, Annan DG12 6BN	Secretary
	Peter Hutchison	47 Nunholm Road, Dumfries DG1 1JW	Treasurer
	Sarah Berker	Barnsford, Whitshiels, Langholm DG13 0HR	Membership Secretary
	Helen Keating	Mosslade, Ann Street, Gatehouse of Fleet DG7 2HU	Librarian
	Robert Thurlow	Kirkland, Holywood, Dumfries DG2 0RH	Sponsors & patrons secretary
	Hildred Younie	Park Cottage, Old Well Road, Moffat DG10 9AP	Committee member
	Cathy Tyler	Westerly, Prospect Hill, Corbridge NE45 5RU	Committee member
	Pauline Roe	High Barneal, Whithorn, Newton Stewart DG8 8NH	Committee member
	David Howdle	Kemyshall, Kirkton, Dumfries DG1 1SX	Committee member