



CONSTITUTION

1. Title

The name of the Orchestra is the Trowbridge Symphony Orchestra. The Orchestra shall be registered with the Charity Commission as a UK Registered Charity (Registered Number 1049949). The Orchestra shall hereinafter be referred to as the "Charity".

2. Objects

The Objects of the Charity shall be:

- 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 and by such other ways as the Charity, through its Committee, shall determine from time to time;
- b) To encourage the learning, practice and enjoyment of the art and science of orchestral music for recreation or other leisure time occupation.

3. Trustees and Officers

- 3.1. The Charity, its property, the management of concerts and other events, and the control of the Charity's finances shall be managed and administered by a Committee comprising:
 - a) Trustees elected from and by the Charity's Members at the Annual General Meeting (Elected Trustees) and
 - b) Trustees Co-opted by existing Trustees (Co-opted Trustees), so long as no more than one third of Committee Members are co-opted.
- 3.2. All members of the Committee are to be Trustees.
- 3.3. The Charity shall have on the Committee at least the following officers, appointed by the Trustees:
 - c) A Chair
 - d) A Secretary
 - e) A Treasurer
- 3.4. More officer roles may be appointed as deemed necessary by the Committee.
- 3.5. Committee members shall be elected by and from the Charity's Members at the Annual General Meeting or, if necessary, at a Special General Meeting. They shall hold office until the next Annual General Meeting and will be eligible for re-election.

4. Meetings and proceedings of the Committee

- 4.1. The Committee shall hold at least 4 Ordinary Committee Meetings each year. A Special Committee Meeting may be called at any time by the Chair, or by any 2 Committee Members, giving not less than four days' notice to other Committee Members 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.
- 4.2. The Chair shall act as chair at Committee Meetings. If the Chair is absent from any meeting, the Committee Members shall choose one of their number to chair the meeting before any other business is transacted.
- 4.3. There shall be a quorum when at least one third of all Committee Members for the time-being, or three Committee Members (whichever is the greater), are present at a meeting.
- 4.4. All Committee Members shall have equal voting rights and decisions shall be taken on majority vote. Where a vote is tied, the Chair shall have a second casting vote.
- 4.5. A Committee Member may not appoint anyone to act on his or her behalf at Committee Meetings.
- 4.6. Committee Meetings may be held by suitable electronic means agreed by the Committee in which each participant may communicate with all the other participants. Meetings held by electronic means must comply with rules for meetings, including voting by suitable electronic means.

5. Conflicts of interests and conflicts of loyalties.

- 5.1. Committee Members must
 - a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity, or in any transaction or arrangement entered into by the Charity which has not been previously declared; and
 - b) absent himself or herself from any Committee discussions in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 5.2. Any Committee Member absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any Committee decision on the matter.

6. Membership

Membership is open to individuals who are approved by the Committee. Friends of the Orchestra are Honorary Non-playing Members, with normal voting rights. The Committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interest of the Charity to refuse the application. The Charity shall consist of a President, Vice-Presidents, Playing Members, Rehearsal Members and Non-playing Members. All members of the Charity shall have equal voting rights at General Meetings.

6.1. *President and Vice-Presidents*

The President shall be elected by the members at the Annual General Meeting, shall hold office until the next Annual General Meeting, and shall be eligible for re-election. Vice Presidents shall be elected by the Committee.

6.2. *Playing and Rehearsal Members*

The eligibility for, and structure of, Playing and Rehearsal membership are set out in Appendix 1 to this Constitution.

6.3. *Non-playing members*

Non-playing members may be appointed, at the discretion of the Committee, to assist with the management of the Charity.

7. Rules and Policies

- 7.1. The Committee may from time to time make rules and policies for the conduct of their business.
- 7.2. The rules and policies may regulate the following matters but are not restricted to them:
 - a) the admission of members of the Charity, the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - b) the conduct of members of the Charity in relation to one another;
 - c) child protection and data protection;
 - d) the procedure at General Meetings and Committee Meetings in so far as such procedure is not regulated by this constitution;
 - e) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- 7.3. The Committee must adopt such means as they think sufficient to bring the rules and policies to the notice of members of the Charity.
- 7.4. The rules and policies shall be binding on all members of the Charity. No rule or policy shall be inconsistent with or shall affect or repeal anything contained in this constitution.

8. Termination of Membership

- a) Membership may be terminated if:
 - i. the member dies;
 - ii. the member resigns by written notice to the Charity;
 - iii. any sum due from the member to the Charity is not paid in full within 6 months of it falling due;
 - iv. the member is removed from membership by a resolution of the Committee that it is in the best interests of the Charity that his or her membership is terminated.

A resolution to remove a member from membership may only be passed if:

 - a) the member has been given at least 21 days' notice in writing of the Committee meeting at which the resolution will be proposed and the reasons why it is to be proposed;
 - b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting;
 - c) the decision to terminate the membership is communicated to the member in question in writing within fourteen days of the meeting taking place.
- b) The Committee's decision to terminate a membership is final.

9. Conduct of members

All members shall conform to the rules and policies of the Charity as determined, from time to time, by the Committee.

10. Conductor and Leader

The Committee shall appoint the Conductor and the Leader for fixed periods of time, as it sees fit. They need not be members of the Charity. The Conductor and the Leader may attend Committee Meetings and General Meetings in a non-voting advisory capacity, except when their position or remuneration is being considered.

11. Finance

- a) The financial year shall end on July 31st.
- b) The Charity shall, for as long as it is deemed a benefit, subscribe to the Orchestra Tax Relief Scheme, with all expenditure paid via TSO Productions Ltd, a Production Company set up and held in Trust for the Charity.
- c) The Charity shall open and operate banking accounts in the names of
 - i. Trowbridge Symphony Orchestra (the Registered Charity)
 - ii. TSO Productions Ltd (the Production Company)
- d) Cheques and bank transfers drawn on the Charity's banking accounts shall be signed/authorised by two members of the Committee, from those nominated by the Committee for this purpose.
- e) The Charity shall receive a subscription, determined by a General Meeting, from Playing and Rehearsal Members. There is to be no subscription for young people 18 or under, or those in full time education; nor in cases of financial hardship as agreed by the Chair and Treasurer.
- f) The Charity may receive donations, grants in aid, and financial guarantees. Tickets for its concerts shall be offered for sale to the public.
- g) The income and property of the Charity whencesoever derived shall be applied solely towards promoting the objects of the Charity as set forth above, and no portion thereof shall be paid or transferred either directly or indirectly to any member or members of the Charity except in payment of legitimate expenses incurred on behalf of the Charity, or with written approval and/or permission of the Charity Commission.

12. Accounts

For audit purposes separate accounts shall be produced, for the Charity (Trowbridge Symphony Orchestra) and the Production Company (TSO Productions Ltd).

The financial accounts shall be audited or examined to the extent required by legislation or, if there is no such requirement, scrutinised by a person who is independent of the Committee.

Combined/consolidated accounts shall be submitted to the members for approval at the Annual General Meeting.

13. General Meetings

13.1. Annual General Meetings

The Annual General Meeting shall be held within three months of the end of the financial year.

13.2. Special General Meetings

A Special General Meeting, which may be held at any time, shall be called by the Secretary, stating the business to be considered: either

- a) on the order of the Committee; or
- b) at the written request of any five members.

13.3. Notice of General Meetings

Members must be given at least fourteen days' notice of any General Meeting. This notice must state the business to be considered.

13.4. Voting at General Meetings

All members of the Charity shall have equal voting rights at General Meetings. Where a General Meeting vote is tied, the Chair shall have a second casting vote.

14. Amendments to the Constitution

This constitution may be amended by a two-thirds majority of the members present at an Annual or Special General Meeting, provided that fourteen days' notice of the proposed amendment has been sent to all members, and provided that nothing therein contained shall authorise any amendment which shall have the effect of the Charity ceasing to be a charity. Amendments to any clauses shall be carried out within the framework required by legislation.

15. Dissolution of the Charity

In the event of the Charity being wound up, any assets remaining after the payment of proper debts and liabilities shall be transferred to a charitable institution or institutions having similar objects to those of the Charity.

Appendix 1 - Membership

(1) Categories of Member

There are two categories of Member: Playing Member and Rehearsal Member. Playing Members play at both rehearsals and performances. Rehearsal Members play at rehearsals only.

(2) Playing Member eligibility

A player interested in joining the Orchestra will be invited to attend rehearsals for a probationary period (typically, three consecutive rehearsals) to allow them, their section leader, and the conductor to assess whether their playing is of an adequate standard and whether or not they fit into their section. They may then be invited by the Committee to become a Playing Member; or if their instrument is already adequately represented in the Orchestra, or their playing is not of an adequate standard, they may be invited to become a Rehearsal Member.

(3) Membership status

A flexible approach is to be adopted to a player's status in the Orchestra. Depending on his or her instrument, a player may be required to move from section to section and desk to desk, according to need.

(4) Section leaders

The Committee shall appoint Section Leaders on an annual basis.

Document History

Approved at the AGM September 2003

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To the Charity Commission April 2004

Amended by AGM resolution 17 September 2014

Revised and adopted at the AGM September 2022, as sent to the Charity Commission