

SALISBURY MUSICAL SOCIETY

CONSTITUTION

*(Amended and adopted by resolution of the members of the society
at the Extraordinary General Meeting held on 4 September 2018)*

Title

1. The name of the society shall be the Salisbury Musical Society hereinafter referred to as “the society”.

Objects

2. The object of the society shall be to promote, improve, develop and maintain public education in and appreciation of the art and science of music in all its aspects by the presentation of public concerts; and for the general purposes of such charitable bodies or for such other purposes as shall be exclusively charitable as its committee may from time to time decide.

Membership

3. The members of the society shall be:

- a) those persons hereinafter called “performing members” who shall pay the annual subscription at such rate or rates as shall be determined by the committee and who shall provide such evidence of musical ability as the committee may require;
- b) those persons to be called “Patrons” who pay a minimum subscription per annum, such minimum to be determined by the committee;
- c) those persons to be called “Life Patrons” who pay a lump sum of an amount to be determined by the committee

4. Annual subscriptions shall be payable in respect of each financial year and shall fall due for payment on 1 October in each such year.

5. Any person becoming a member after 1 October in a financial year may pay a reduced subscription for that year of an amount to be determined by the committee.

Officers

6. The officers of the society shall be:

Chairman
Secretary
Treasurer

7. The officers shall be elected by and out of the performing members of the society at the Annual General Meeting; they shall hold office until the conclusion of the next Annual General Meeting and be eligible for re-election.

8. The committee shall have the power to fill casual vacancies occurring among the officers of the society.

9. Nominations for election of officers to the committee shall be made in writing to the Secretary at least fourteen days before the Annual General Meeting. They must be supported by a seconder and have the consent of the proposed nominee. The proposed nominee will also be required to

sign a “fit and proper” declaration, if elected. If the nominations exceed the number of vacancies, a ballot shall take place in such manner as shall be determined by the committee.

10. A President and one or more Vice-Presidents (none of whom need be a member of the Society) may also be elected at the Annual General Meeting for such periods as shall be decided at that meeting.

Committee

11. The committee shall consist of the officers and six other members (hereinafter called “ordinary members”) and shall be responsible for the management and administration of the Society.

12. The ordinary members shall be elected by and out of the performing members of the society at the Annual General Meeting and shall serve until the conclusion of the next Annual General Meeting; outgoing ordinary members with less than three years’ consecutive service shall be eligible for re-election; outgoing ordinary members with three years’ consecutive service shall not be eligible for re-election until the expiration of one year.

13. Nominations for election of ordinary members to the committee shall be made in writing to the Secretary at least fourteen days before the Annual General Meeting. They must be supported by a seconder and have the consent of the proposed nominee. The proposed nominee will also be required to sign a “fit and proper” declaration. If the nominations exceed the number of vacancies, a ballot shall take place in such manner as shall be determined by the committee.

14. The committee shall have the power to fill up to three casual vacancies occurring among ordinary members of the committee between Annual General Meetings.

15. The committee shall have power to co-opt either for the whole of its period of office or for special occasions not more than seven persons out of the members of the society to be called co-opted members of the committee. Co-opted members shall have no voting rights.

16. The committee may invite any person (whether or not a member of the society) to attend meetings of the committee in an advisory and non-voting capacity.

17. The President and Vice-Presidents may attend any meeting of the committee but shall not vote at any such meeting.

18. Decisions at meetings of the committee shall be made by a majority of the officers and ordinary members present and voting. In the event of equality in the votes cast the Chairman shall have a second and casting vote.

19. The committee shall meet not less than four times a year and the Secretary shall give all members of the committee not less than seven days notice of each meeting. The quorum shall comprise at least one third of the officers and ordinary members of the committee.

Subordinate committees

20. The committee may establish such subordinate committees from time to time as shall be considered necessary for such purposes as shall be thought fit.

21. The Chairman and Secretary of each subordinate committee shall be appointed by the committee and all actions and proceedings of each subordinate committee shall be reported to and confirmed by the committee as soon as possible.

22. Members of the committee may be members of any subordinate committee.

23. Subordinate committees may be regulated and dissolved by the committee.

Powers of the committee

24. In furtherance of the objects but not otherwise the committee may exercise the following powers:

a) 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;

b) power to buy, hire, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;

c) 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;

d) 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;

e) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

f) power to employ and remunerate such staff and to appoint and remunerate such conductor, accompanist and musicians as are necessary for the proper pursuit of the objects of the society; provided that no such person shall be a member of the committee.

g) power to make and amend rules (with which all performing members shall comply) relating to the administration of the Society or governing the selection of the works to be performed and the participation, organisation and conduct of performing members in rehearsals for and performance of concerts; provided that no rule shall be made which contravenes or is inconsistent with the provisions of this constitution. The committee shall provide to every performing member a copy of the rules and of any amendments made to the rules.

h) power to terminate the membership of any individual, provided that the decision by the committee is unanimous and that there is good reason. In any case where membership is terminated, other than by reason of failure to maintain the musical ability required by the committee, the individual concerned shall have the right to be heard by the committee, accompanied by a friend, before a final decision is made.

j) power to do all such other lawful things as are necessary for the achievement of the objects.

General meetings

25. Notice of a general meeting of the society must be given—

(a) in hard copy form,

(b) in electronic form, or

(c) by means of a website,

or partly by one such means and partly by another.

26. Members unable to attend a general meeting of the society have the right to appoint a proxy to vote on resolutions to be passed at that meeting. The proxy can be any performing member including the Chairman. Notice of the meeting will make provision for members not attending the meeting to appoint a proxy by post or email to vote on their behalf together with the member's

voting decisions. A proxy must use their proxy vote in line with the decision of the appointer, even when it conflicts with their own voting decision as a performing member.

27. Any appointment of a proxy and voting decisions must be delivered to the Secretary at least 24 hours before the commencement of the general meeting. If a performing member who appoints a proxy subsequently attends the general meeting, the appointment is rendered void.

28. An Annual General Meeting of which at least seven day's notice must be given to members, shall be held not later than 31 October in each year to receive in respect of the preceding financial year of the society the annual report of the Committee and a statement of accounts complying with statutory requirements as to form and content together with any statutory reports on those accounts; and to elect officers of the society and ordinary members of the committee.

29. An Extraordinary General Meeting of which at least fourteen days' notice must be given to members may be called for by the committee or upon written request to the Secretary signed by at least ten percent of the members of the society.

30. The number of members required to be present in person to constitute a quorum at meetings of the members of the society shall be:

for an Annual General Meeting	thirty five percent of the members of the society
for an Extraordinary General Meeting	forty percent of the members of the society

31. Decisions at meetings of the society not involving any amendment to this constitution shall be made by a majority of the members present and voting and any proxy votes; in the event of equality in the votes cast the Chairman of the meeting shall have a second and casting vote.

Equal opportunities

32. No individual shall be excluded from membership of the society or de-barred from any official capacity on the committee on the grounds of gender race colour impairment religion sexual orientation or political affiliation.

Finance

33. The financial year of the society shall end on 31 July.

34. A bank account shall be maintained in the name of the society and cheques shall be signed by any officers and ordinary members of the committee, not being fewer than two, authorised by the committee. Any online banking transaction will be authorised in exactly the same way as for cheques.

35. The society shall receive donations and/or grants from any willing lawful source.

36. Tickets for any or all of its concerts and other events shall be offered for sale to the public.

37. 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 of the society except in payment of legitimate expenses incurred on behalf of the society.

38. 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 society and then submitted to members at the Annual General Meeting.

Amendments

39. The constitution may be amended by a two-thirds majority of the members present and their proxies at any Annual or Extraordinary General Meeting, provided that fourteen days' notice of the proposed amendment has been sent to all members and provided that nothing herein contained shall authorise any amendment which shall have the effect of the society ceasing to be a charity.

Dissolution

40. 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.