

# YORKSHIRE LATE STARTERS STRINGS

## CONSTITUTION

### 1. NAME

The name of the Association is the Yorkshire Late Starters Strings (hereinafter called “the Association”)

### 2. OBJECTS AND POWERS

- (1) The Association is established to promote knowledge and appreciation of music particularly the establishment and maintenance of a community string orchestra (“the Orchestra”) which will provide an opportunity for structured group learning of instrumental performance by late starters and encourage participation by them in all aspects of music
- (2) In furtherance of the above objects but not further or otherwise the Association may
  - a. engage and pay or arrange for the engagement and payment of any person or persons to conduct the Orchestra and/or tutors for the Orchestra or sections of it (“the Conductors and/or Tutors”) and to pay to such person or persons travelling expenses at rates to be set by the Committee;
  - b. make arrangements for the provision of accommodation for meetings of the Orchestra;
  - c. establish or assist in the establishment of similar organisations (whether autonomous or not);
  - d. promote and carry out or assist in promoting and carrying out research and development of any aspects of music but particularly those aspects related to teaching late starters including the provision of suitable music for such people;
  - e. arrange and provide for or join in arranging and providing for the holding of concerts exhibitions meeting lectures classes seminars and training course;
  - f. collect and disseminate information on all matters affecting the said objects and exchange such information with like minded individuals and organisations whether in this country or overseas;
  - g. undertake execute manage or assist any charitable trusts which may lawfully be undertaken executed managed or assisted by the Association;
  - h. cause to be written and printed or otherwise reproduced and circulated gratuitously or otherwise such papers books periodicals pamphlets or

other documents or films or recorded tapes (whether audio visual or both) as shall further the said objects;

- i. purchase take on lease or in exchange hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct maintain and alter any buildings or erect erections necessary for the work of the Association;
- j. make regulations for any property which may be so acquired;
- k. subject to such consents as may be required by law sell let mortgage or dispose of or turn to account all or any of the property or assets of the Association
- l. subject to such consents as may be required by law borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary
- m. raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription and otherwise PROVIDED THAT the Association shall not undertake permanent trading activities in raising funds for the said objects;
- n. invest the moneys of the Association not immediately required for the said objects in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;
- o. pay out to or reimburse to the Trustees and to the Conductors and/or Tutors or any of them from the property of the Association reasonable expenses properly incurred by him or her when acting on behalf of the association;
- p. purchase indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee in respect of any negligence default breach of duty or breach of trust of which he or she may be guilty in relation to the Association but excluding:
  - i. fines;
  - ii. costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud dishonesty or wilful or reckless misconduct of the Trustee;
  - iii. liabilities to the Association that result from conduct that the Trustee knew or ought to have known was not in the best interests of the Association or in respect of which the person concerned did not care whether that conduct was in the best interests of the Association or not.

- q. do all such other lawful things as are necessary for the attainment of the said objects

### 3. MEMBERSHIP

- (a) Membership of the Association shall be open to individuals of 18 years and over who take part in the activities of the Association and who provide the secretary with their details and pay the orchestra fees for the current academic term at the appropriate rate or rates as shall be determined by the Committee as such fees fall due
- (b) The Committee shall have the power
  - (i) to approve or reject applications for membership; and
  - (ii) 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 on 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.

### 4. COMMITTEE

- (a) Subject as hereinafter mentioned the policy and general management of the affairs of the Association shall be directed by a Committee (hereinafter called "the Committee") which shall meet not less than three times a year.
- (b) The members of the Committee shall be elected at the Annual General Meeting of the Association in accordance with Clause 6 hereof.
- (c) Such members shall include a Chairperson a Secretary and a Treasurer. In addition not less than two and not more than eight other members shall be elected by the Annual General Meeting
- (d) Election to the Committee shall be for one year and members shall hold office until the conclusion of the Annual General meeting of the Association next after their election but shall be eligible for re-election save that a member shall cease to be a member of the Committee if he or she:
  - (i) ceases to be a member of the Association of the Association in accordance with the provisions of paragraph 3 above; or
  - (ii) fails without reasonable excuse to attend three consecutive meetings of the Committee
- (e) In addition to the members so elected the Committee shall have the power to co-opt further full members of the Association who shall serve no longer than until the conclusion of the next Annual General Meeting after co-option. Co-opted members shall be entitled to vote at meetings

- (g) Any casual vacancy in the Committee may be filled by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Association and shall be eligible for election at that Meeting.
- (h) The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election appointment co-option or qualification of any member
- (i) The Committee shall appoint and fix the remuneration of the Conductors and/or Tutors as may in their opinion be necessary
- (j) The Committee shall fix the orchestra fee rates including any concessionary rates and the basis on which those who are not members may participate in the activities of the orchestra.
- (k) The Committee may appoint such special or standing committees as may be deemed necessary by the Committee and shall determine their terms of reference powers duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the Committee as soon as possible.

5. MANAGEMENT

- (a) All the arrangements for the concerts and other events and the control of finance shall be in the hands of the Committee;
- (b) The Trustees shall have the power to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (c) The Trustees shall have the power to obtain and pay for such goods and services as are necessary for carrying out the work of the Association

6. MEETINGS AND PROCEEDINGS OF THE COMMITTEE

- (a) The Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairperson or by any two members of the committee upon not less than four 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 twenty one days' notice must be given
- (b) The chairperson shall act as chairperson at meetings of the Committee. If the chair is absent from any meeting members of the committee present shall choose one of their number to be chairperson before any other business is transacted
- (c) 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 the meeting

- (d) 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 of the meeting shall have a second or “casting” vote
- (e) 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
- (f) 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
- (g) 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 or any such sub-committee shall be fully and promptly reported to the Committee

7. MEETINGS OF THE ASSOCIATION

Once in each year an Annual General Meeting of the Association shall be held at such time (not being more than fifteen months after the holding of the preceding Annual General Meeting) and place as the Committee shall determine. At least twenty-one clear days’ notice shall be given in writing by the Secretary to each member. At such Annual General Meeting the business shall include the election of full members to serve on the Committee the appointment of an auditor or auditors the consideration of an annual report of the work done by or under the auspices of the Committee and of the audited accounts and the transaction of such other matters as may from time to time be necessary. The Chair of the Committee may at any time at his/her discretion and the Secretary shall within twenty one days of receiving a written request so to do signed by not less than six full members and giving reasons for the request call a special meeting of the Association

8. NOMINATIONS OF COMMITTEE MEMBERS

- (a) Only full members of the Association shall be eligible to serve as voting members of the Committee.
- (b) Nominations for the members of the Committee must be made by full members of the Association in writing and must be in the hands of the Secretary before the Annual General Meeting
  - i. Should the nominations received before the Annual General Meeting exceed vacancies election shall be by ballot

- ii. In the event of insufficient nominations being received the Chairperson shall have the power to invite nominations from those attending the Annual General Meeting

9. RULES OF PROCEDURE AT ALL MEETINGS

- (a) Quorum The quorum at a meeting of the Association or of the Committee or any committee appointed under Clause 4 (j) hereof shall be one-third of the total full (voting) membership of the Association for the time being the Committee or committee (as the case may be) or such other number as the Association may in Annual General Meeting from time to time determine subject to a minimum of ten for a meeting of the Association and subject to a minimum of three for the Committee or committee
- (b) Voting Save as herein otherwise provided all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. Arrangements for proxy voting may from time to time be made by the Committee PROVIDED ALWAYS THAT no such arrangements shall be made with regard to Clauses 10 and 11 hereof. No person shall exercise more than one vote notwithstanding that he or she may have been appointed to represent two or more interests but in the case of an equality of votes the Chairperson of the meeting shall have a second casting vote.
- (c) Minutes Minute books shall be kept by the Committee and all other committees and the appropriate secretary shall enter therein a record of all proceedings and resolutions
- (d) Standing Orders and Rules The Committee shall have power to adopt and issue Standing Orders and/or Rules. Such Standing Orders and/or Rules shall come into operation immediately PROVIDED ALWAYS that they shall be subject to review by the Association in General Meeting and shall not be inconsistent with the provisions of this Constitution.

10. FINANCE

- (a) All moneys raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration of the Conductors and or Tutors engaged by the Association or the repayment to the members of the Committee or of any committee appointed under Clause 4 (j) hereof of reasonable out-of-pocket expenses.
- (b) The Treasurer shall keep proper accounts of the finances of the Association
- (c) The financial year shall end on 31<sup>st</sup> July
- (d) The Accounts shall be prepared at least once a year by the Treasurer.

- (e) 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
- (f) A statement of the accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting as aforesaid.
- (g) An account shall be opened in the name of the Association with such bank or building society as the Committee shall from time to time decide. The Committee shall authorise the Treasurer the Secretary and any other member of the Committee to withdraw funds on behalf of the Association.
- (h) The income and property of Association from whatever source shall be applied solely towards promoting the objects of the Association as set forth above and no portion thereof shall be paid or transferred either directly or indirectly to any member or members of the Association except in payment of legitimate expenses incurred on behalf of the Association

## 12. TRUST PROPERTY

The title to all real or personal property which may be acquired by or on behalf of the Association may be vested in a corporation lawfully entitled to act as Custodian Trustees or in not less than three or more than five individual persons (not being members of the Committee)

## 13 ALTERATIONS TO THE CONSTITUTION

Any alteration of this Constitution shall receive the assent of not less than two-thirds of the full membership of the Association for the time being (whether individual or representative) present and voting at a meeting specially called for the purpose PROVIDED THAT notice of any such alteration shall have been received by the Secretary in writing not less than twenty one clear days before the meeting at which the alteration is to be proposed AND PROVIDED FURTHER THAT (a) no alteration shall be made to clause 2, 11 or this clause without the prior written permission of the Charity Commissioners and (b) no alteration shall be made which would have the effect of causing to cease to be a charity at law. At least fourteen clear days' notice in writing of such a meeting setting forth the terms of the alteration shall be sent by the Secretary to each member of the Association

## 14. EQUAL OPPORTUNITIES

No individual shall be excluded from membership of the Association or de-barred from any official capacity on the Committee on the grounds of sex race colour age religion sexual orientation disability or political affiliation

## 15. DISSOLUTION

If the Committee by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Association it shall

call a meeting of all members of the Association who have the power to vote of which meeting not less than 21 clear days' notice (stating the terms of the resolution to be proposed thereat) shall be given. If such decision shall receive the assent of not less than two-thirds of those present and voting at such meeting the Committee shall have power to dispose of any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the Committee may determine.

#### 16. NOTICES

Any notice may be served by the Secretary on any member either personally or on its appointed representative as the case may be or by sending it through the post in a prepaid letter addressed to such member at his her or its last known address in the United Kingdom and any letter so sent shall be deemed to have been received within ten days of posting. Where a member has provided the Secretary with an email address and confirmed that he or she is prepared to accept service by email any notice may be served by the Secretary by sending it to the member by email and any email so sent shall be deemed to have been received within ten days of sending

#### 17. INTERPRETATION

For the interpretation of this Constitution the Interpretation Act 1978 shall apply as it applies to the interpretation of an Act of Parliament.

**Constitution as amended at AGM March 2008**