

## CONSTITUTION

### 1. NAME

The Association shall be known as 'The Kelvin Ensemble', hereinafter referred to as 'the Ensemble'.

### 2. OBJECTIVE

The object of the Ensemble shall be to advance public education in and appreciation of the art and science of orchestral music in all its aspects by; maintenance, support, development of orchestral performance at the highest level under professional guidance and by such format as the Ensemble shall determine.

### 3. MEMBERSHIP

#### A: CATEGORIES

1. **Full Membership** is open to individuals who shall have satisfied the following criteria and who shall have paid the appropriate annual subscription as determined by the Committee.
  - i. Membership shall be open to student and non-students. A minimum of 80% of the membership shall be matriculated students of the University of Glasgow.
  - ii. The year of membership shall run from the 1<sup>st</sup> day of October to the 30<sup>th</sup> of September in the succeeding year.
2. **Patron Membership** is open to those who support the Ensemble financially and whom the Committee has accepted as patrons.
3. **Honorary Membership** may be given to individuals or bodies by the Committee.

#### B: TERMINATION

1. Membership of any individual member may be terminated, if their actions are seen as being detrimental to the Objectives of the Ensemble, by a resolution of two thirds of the Committee members present provided that: -
  - i. the Secretary shall give at least 21 days' written notice to the said member about the meeting at which the resolution will be moved;
  - ii. at the said meeting the individual or individuals, who may be accompanied by a friend, will be given the opportunity to make representations against the said resolution;
  - iii. the decision of such a meeting shall be final.
2. Membership within the Committee of any individual committee member may be terminated, if their actions are seen as being detrimental to the functioning of the Committee or if the Committee wants to present a vote of No Confidence, by a resolution of two thirds of the Committee members present provided that: -
  - i. The said committee member has been nominated by a member of the Committee and the motion seconded by another committee member;

- ii. The Secretary shall give at least 21 days' written notice to the said committee member about the meeting at which the resolution will be moved;
- iii. at the said meeting the said committee member, who may be accompanied by a friend, will be given the opportunity to make representations against the said resolution;
- iv. the said committee member must be allowed to retain their position as a full member of the Ensemble unless a meeting is called to terminate their membership of the Ensemble as per Clause 3-B-1;
- v. the decision of such a meeting shall be final.

#### 4. COMMITTEE

1. At the Annual General Meeting of the Ensemble the members shall elect from amongst themselves the following positions. All positions shall be eligible for re-election.

2. The Office Bearers shall be Chairperson, Secretary and Treasurer, all of whom shall be matriculated students of the University of Glasgow. In addition, the Treasurer and is one of the Ensemble's only two Trustees in the view of the Scottish Charity Regulator (OSCR). Either the Chairperson or Secretary is the Ensemble's other Trustee in the view of the Scottish Charity Regulator (OSCR).

3. The Committee shall consist of the office bearers together with:

- i. Concert Manager(s)
- ii. Brass, Wind and Percussion Manager (s)
- iii. Strings Manager (s)
- iv. Fundraising Manager(s)
- v. Orchestral Librarian
- vi. Social Convener(s)
- vii. Publicity Manager(s)
- viii. Webmaster
- ix. Ordinary Member(s)

In addition, the Committee may appoint: 1<sup>st</sup> year Ordinary Member(s), Tour Manager, Welfare Representative, Internal Communications Officer, and/or Archivist(s) at the AGM or any other such time as they see fit.

4. All the arrangements for the concerts and other events and the control of finance shall be in the hands of the Committee.

5. Sub-committees may be appointed for any purpose by the Committee. Membership of such sub-committees shall be entirely at the discretion of the Committee.

6. The Chairperson shall, unless prevented by illness or other sufficient reason, represent the Ensemble on all public occasions, and take the chair at all meetings of the Ensemble and Committee. At such meetings, he/she shall have a deliberate as well as a casting vote, preserve decorum and decide all points of order, for which his/her ruling shall be final. In his/her absence a Committee member, appointed by the Chairperson, shall take his/her place. Additionally, the Chairperson as a Trustee shares responsibility for the Ensemble as a charity with the Treasurer and in the event of the permanent absence of the Treasurer, the Chairperson is responsible for reporting to the OSCR as detailed in §4.7.

7. The Treasurer shall keep correct accounts showing the financial position of the Ensemble and shall submit a report and draft accounts showing the estimated financial position of the Ensemble at the Annual General Meeting. As a Trustee of the Ensemble, the Treasurer shall organise and submit the signed specified accounts, the annual return, independent examiners review and signed Trustee's report to the Scottish Charity Regulator (OSCR). This will maintain the Ensemble's charity status and submission of the required documents is within a specified time frame determined by OSCR after the financial year-end of 30<sup>th</sup> April. These dealings with OSCR determine that the Treasurer and Chairperson are the Charity's only Trustees.

8. Should there not be enough volunteers to fill every Committee role, one person may take on two roles, except in the case of Office Bearers, which should only be filled by one person per position. A role can also be split between two or more members if necessary.

9. The duties, responsibilities, and suitability of the Ensemble's Trustees is determined by the Scottish Charity Regulator (OSCR), the body the Trustees reports to. Ultimately the Trustees are responsible for the Ensemble's governance and can account for the Ensemble's activities and outcomes. The Trustees ensures the Ensemble, as a charity, complies with relevant legislation.

## **5. POWERS**

In furtherance of the Objectives but not otherwise the Committee may exercise the following powers:

- i. power to raise funds and to invite and receive 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;
- ii. power to buy, take on lease or exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- iii. power (subject to any consents required by law) to borrow money and to use all or part of the property of the Ensemble as part of or whole repayment of the money so borrowed;
- iv. power to employ such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision of payment to any staff;
- v. power to establish or support any charitable trusts, associations or institutions formed for all or any of the Objectives;
- vi. power to appoint and constitute such advisory Committees as the Committee may think fit;
- vii. power to do all such other lawful things as are necessary for the achievement of the objects.

## **6. EQUAL OPPORTUNITIES**

No individual shall be excluded from the membership of the Ensemble or debarred from any official capacity on the Committee on the grounds of gender, race, colour, age, religion, sexual orientation, disability or political affiliation.

## **7. FINANCE**

1. The Ensemble's financial year shall be the period between the 1<sup>st</sup> of May and the 30<sup>th</sup> of April of the succeeding year.
2. The funds of the Ensemble, including all donations, contributions and bequests, shall be paid into an account operated by the Committee in the name of the Ensemble at such bank as the Committee shall from time to time decide. Cheques up to and including £1000 can be signed by the Treasurer alone; however cheques over £1000 must be signed in the Ensemble's name by any two of the three official bearers of the Committee. Cheques of £1000 and over must be approved in writing or signed by the Treasurer.
3. Tickets for any or all of the Ensemble's concerts and other events shall be offered for sale to the public.
4. The income of the Ensemble 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 or members of the Ensemble except in payment of legitimate expenses incurred on behalf of the society.

## **8. ANNUAL GENERAL MEETING**

1. There shall be an Annual General Meeting of the Ensemble which shall be held annually.
2. The Committee shall call every Annual General Meeting. The Secretary shall give at least 14 days' notice to all members of the Ensemble. All members of the Ensemble shall be entitled to attend. All full members who are matriculated students of the University of Glasgow shall be invited to vote at the meeting.
3. The Committee shall present to each Annual General Meeting the report and accounts of the Ensemble for the preceding year.
4. Members of the Committee shall be elected as necessary at the Annual General Meeting. Nominations for election to the committee may be made by members of the Ensemble by notifying the Secretary in writing prior to the meeting, or at the meeting itself.
5. Other business at the Annual General Meeting:
  - i. to determine the following forthcoming subscription
  - ii. to consider relevant business placed on the agenda by the Committee
  - iii. to consider any other business by leave of the Chairperson

6. A quorum at the Annual General Meeting shall be a minimum of fifteen (15) members.
7. A resolution put to the vote of a meeting shall be decided by a show of hands, unless before or on the declaration of the result a poll is duly demanded, subject to the provisions of the act. A poll may be demanded by the Chairperson, or by at least two members having the right to vote at the meeting, or by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

The outcome of a vote, as stated by the Chairperson, shall be entered into the minutes, but the number or proportion of the votes shall not be recorded.

If a vote is tied, whether on a show of hands or on a poll, the Chairperson shall be entitled to a casting vote in addition to any other vote he/she may have.

8. If there are more than two people running for a Committee role, and no single member claims a majority of the votes, the two members with the most votes will then proceed to a second round of voting.

## **9. SPECIAL GENERAL MEETING**

A Special General Meeting of the Ensemble can be called as follows:

- i. by written request of the Office Bearers
- ii. by a written request stating the business to be considered at the meeting signed by a minimum of ten (10) members of the Ensemble.

Upon receipt of such a request the Secretary shall call a special meeting. At least fourteen days' written notice must be given. The notice must state the business to be discussed.

## **10. ALTERATIONS TO THE CONSTITUTION**

1. Subject to the following provisions of this clause, the constitution may be altered by a resolution passed by not less than two-thirds of the members present and voting at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alterations proposed.
2. No amendment may be made to Clause 1 (the name of Ensemble clause), Clause 2 (the objects clause), clause 11 (the dissolutions clause), or this clause without prior consent in writing of the charity commissioners.
3. No amendment may be made which would have the effect of making the Ensemble cease to be a charity at law.

4. The Committee should promptly send to the Scottish Charity Regulator (OSCR) a copy of any amendment made under this clause.
5. No resolution for alterations to the constitution will be accepted by the Secretary unless:
  - i. it has been accepted by the Committee by a majority vote, or
  - ii. the Secretary has received a written request signed by at least fifteen (15) members. Such alterations should be discussed and voted on at a General Meeting of the Ensemble. Fourteen (14) days notice shall be given of the said meeting.

## **11. DISSOLUTION**

If the Committee decides that it is necessary or advisable to dissolve the Ensemble it shall call a meeting of all members of the Ensemble, of which not less than twenty one (21) days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by two-thirds of the majority of those present and voting the Committee shall have the power to realise the assets held by or on behalf of the Ensemble. Any assets remaining after the satisfaction of any debts or liabilities shall be given or transferred to such other charitable institution or institution having objects similar to the object of the ensemble as the members of the Committee may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, for the final accounting period of the Ensemble will be made available to all members of the Ensemble and must be sent to the Scottish Charity Regulator (OSCR). The Ensemble may not be wound up or dissolved if its liabilities exceed its assets.

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