

CORINTHIAN CHAMBER ORCHESTRA

CONSTITUTION

Adopted on the 28th May 2008

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CONSTITUTION

Adopted on the 28th May 2008

1. Name

The association's name is Corinthian Chamber Orchestra (hereinafter referred to as the "Orchestra").

2. Objects

The objects of the Orchestra shall be:

- (a) to advance, improve, develop and maintain public education in, and appreciation of, the art and science of music in all its aspects by any means the trustees see fit, including through the presentation of public concerts and recitals;
- (b) to further such charitable purpose or purposes as the trustees in their absolute discretion shall think fit but in particular through the making of grants and donations.

3. Membership

- (1) Membership is open to individuals over eighteen or organisations who are approved by the Committee in accordance with the Orchestra's published rules of membership from time to time.
- (2) The Committee has the power 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 or 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.
- (3) Membership is not transferable to anyone else.
- (4) The Committee must keep a register of names and addresses of the members which must be made available to any member upon request.

4. Officers and Committee

- (1) The management of the Orchestra shall be in the hands of a Committee consisting of the following Officers:
 - (a) a chair;
 - (b) a treasurer; and
 - (c) a secretary,

and such other persons as the Members shall from time to time decide, each such person (including an Officer) appointed to the Committee being referred to as a "Committee member".

- (2) The number of Committee members shall be not less than 3 but (unless otherwise determined by a resolution of the Orchestra in general meeting) shall not be subject to any maximum.
- (3) The first Committee members (including Officers) shall be those persons elected as Committee Members at the meeting at which this constitution is adopted.

- (4) A Committee member may not appoint anyone to act on his or her behalf at meetings of the Committee.
- (5) The Committee may appoint any person who is willing to act as a Committee member and may also appoint Committee members to act as Officers.
- (6) Each of the Committee members shall retire with effect from the conclusion of the AGM next after his or her appointment but shall be eligible for re-election at that AGM.
- (7) A Committee member shall cease to hold office if he or she:
 - (a) is disqualified for acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (b) ceases to be a member of the Orchestra;
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (d) resigns as a Committee member by notice to the Orchestra (but only if at least 2 Committee members will remain in office when the notice of resignation is to take effect); or
 - (e) is absent without the permission of the Committee from all their meetings held within a period of 6 consecutive months and the Committee resolves that his or her office be vacated.
- (8) The Committee members are the charity trustees.

5. Management

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

6. Powers

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, 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 Orchestra with repayment of the money so borrowed;
- (d) power to employ such staff (who shall not be Committee members) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependents;
- (e) 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;
- (f) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

- (g) power to appoint and constitute such advisory sub-committees as the Committee may think fit;
- (h) power to do all such other lawful things as are necessary for the achievement of the Objects.

7. Meetings and Proceedings of the Committee

- (1) The Committee shall hold at least 2 ordinary meetings each year. A special meeting may be called at any time by the chairman, or by any 2 members of the Committee, upon not less than 4 days' notice being given to the other Committee members of the matters to be discussed.
- (2) The Chairman shall act as chairman at meetings of the Committee. If the chairman is absent from any meeting, the Committee members present shall choose one of their number to be chairman before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of members of the Committee for the time-being, or 3 of the Committee members (whichever is the greater), are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the Committee members present and voting on the question, but in the case of equality of votes, the chairman of the meeting shall have a second or 'casting' vote.
- (5) A resolution in writing signed by all the Committee members entitled to receive notice of a meeting of the Committee and to vote upon the resolution shall be as valid and effective as if it had been passed at a meeting of the Committee duly convened and held. It may comprise several copies each signed by or on behalf of one or more Committee members.
- (6) 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.
- (7) 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.
- (8) 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 of any such sub-Committee shall be fully and promptly reported to the Committee.

8. Equal Opportunities

No individual shall be excluded from membership of the Orchestra 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.

9. Finance

- (1) The financial year shall end on 30 June.

- (2) A bank account shall be opened in the name of the Orchestra and cheques shall be signed by any Committee member authorised by the Committee to do so.
- (3) The Orchestra shall receive donations, grants in aid and financial guarantees. Tickets for any or all of its concerts and other events shall be offered for sale to the public.
- (4) The income and property of the Orchestra whencesoever derived shall be applied solely towards promoting the Objects and no portion thereof shall be paid or transferred either directly or indirectly to any member or members of the Orchestra except in payment of legitimate expenses incurred on behalf of the Orchestra.

10. Annual General Meeting

- (1) Within 6 months of the end of each financial year the members shall be summoned to an Annual General Meeting (“AGM”) of which at least 14 days’ notice in writing shall be given to all members.
- (2) An AGM may be called by shorter notice if it is so agreed by all the members entitled to attend and vote at that meeting.
- (3) The Committee shall present to each AGM the report and accounts of the Orchestra for the preceding year.
- (4) Nominations for election to the Committee must be made by members of the Orchestra in writing and must be in the hands of the Secretary of the Committee at least 7 days before the AGM. Should nominations exceed vacancies, an election shall be held.

11. Special (Extraordinary) General Meeting

- (1) A Special General Meeting (also known as an Extraordinary General Meeting), of which at least 14 days’ notice in writing must be given to members, may be called for by the Committee or upon written request to the Secretary signed by at least 2 members of the Orchestra. The notice must state the business to be discussed.
- (2) A Special General Meeting or an Extraordinary General Meeting may be called by shorter notice if it is so agreed by all the members entitled to attend and vote at that meeting.

12. Procedure at General Meetings

- (1) The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every general meeting of the Orchestra.
- (2) There shall be a quorum when at least 10% of the members of the Orchestra at the time or 10 members, whichever is the greater, are present at any general meeting.
- (3) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (4) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

13. Annual Report and Return and Accounts

- (1) The Committee must comply with their obligations under the Charities Act 1993 with regard to:
 - (a) the keeping of accounting records for the Orchestra;
 - (b) the preparation of annual statements of account for the Orchestra;
 - (c) the transmission of the statements of account to the Orchestra;
 - (d) the preparation of an Annual Report and its transmission to the Charity Commission of England and Wales (“the Commission”);
 - (e) the preparation of an Annual Return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Committee are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.
- (3) The Accounts shall be submitted to the members at the AGM.

14. Registered particulars

The Committee must notify the Commission promptly of any changes to the Orchestra’s entry on the Central Register of Charities.

15. Alterations to the Constitution

- (1) The constitution may be altered by a two-thirds majority of the members present and voting at any General Meeting, provided that 14 days’ notice of the proposed alteration has been sent to all members and provided that nothing herein contained shall authorise any amendment which shall have the effect of the Orchestra ceasing to be a charity.
- (2) No amendment may be made to clause 1 (the name of the charity), clause 2 (the objects), clause 9(4) (distribution of assets), or clause 18 (dissolution), without the prior written consent of the Commission.
- (3) The Committee shall send the Commission a copy of any amendment made under this clause.

16. Rules and Byelaws

- (1) The Committee may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Orchestra (including the admission of organisations to membership) and 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 Orchestra in relation to one another, and to the Orchestra’s employees and volunteers;
 - (c) the procedure at general meeting and meetings of the Committee in so far as such procedure is not regulated by this constitution;

- (d) the keeping and authenticating of records. (If regulations made under this clause permit records of the Orchestra to be kept in electronic form and requires a Committee member to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
 - (e) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The Orchestra in general meeting has the power to alter, add to or repeal the rules or bye-laws.
 - (4) The Committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Orchestra.
 - (5) The rules or bye-laws shall be binding on all members of the Orchestra. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

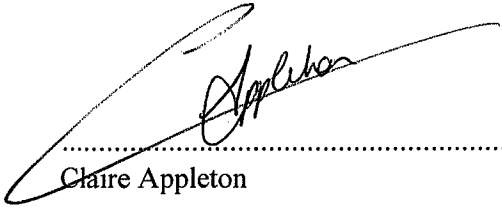
17. Notices

- (1) Any notice required by this constitution to be given to or by any person must be:
 - (a) in writing; or
 - (b) given using electronic communications.
- (2) The Orchestra may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the Orchestra or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Orchestra.
- (4) A member present in person at any meeting of the Orchestra shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5)
 - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
 - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

18. Dissolution

In the event of the Orchestra 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 Orchestra.


SIGNATURES



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Claire Appleton

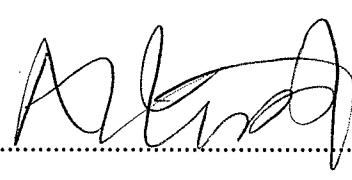
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Mike Copperwhite

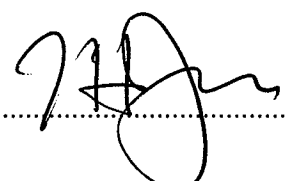
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Andy Feist

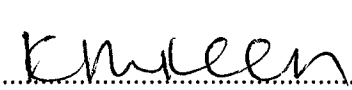
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Hywel Jones

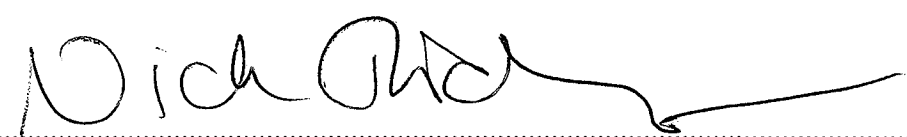
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Kathryn Keen

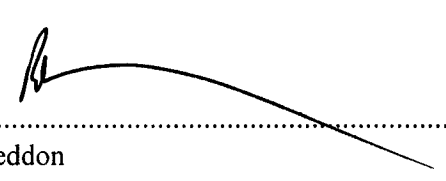
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Nicolas Ridley

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Paul Seddon