

# Constitution for Audentior Symphony Orchestra

## **1. Designation and context**

The name of the group shall be **Audentior Symphony Orchestra**.

Copies of this constitution will be available to all members at any time.

## **2. Aims**

The aims of Audentior Symphony Orchestra will be;

- To be a self-sustaining amateur orchestra playing to a semi-professional standard for adults that rehearses on a regular basis
- To provide opportunities for musicians in the West Hertfordshire area to perform in varied locations with possible solo and chamber playing opportunities
- To be a safe space for musicians to meet, rehearse, perform, socialise and enjoy music together
- To provide music for communities around West Hertfordshire and other areas

## **3. Membership**

Membership is open to anyone who:

- Is over the age of 18 years old; and
- Preferably lives in West Hertfordshire (defined as the surrounding areas of Watford, Hemel Hempstead and St Albans) or slightly further afield; and
- Is of at least Grade 8 standard in their respective instrument; and
- Supports the aims of Audentior Symphony Orchestra; and
- Respects other members of the orchestra

There shall be two classes of membership:

- Ordinary membership: Ordinary membership shall be available to anybody who meets the above criteria
- Honorary membership: the Conductor of the orchestra will be granted Honorary membership. The Conductor does have the right to vote at the AGM and Extraordinary General Meetings (hereafter "EGM"). The Conductor is a salaried role and is the only such one in the orchestra.

Membership will begin as soon as the membership form and first payment has been received.

All members must commit to the upcoming concert 6 weeks in advance. If they pull out after this point they must find a replacement for the concert if necessary. Approval of this replacement shall be subject to the Board.

There will be a non-refundable seasonal membership fee which will be approved at the Annual General Meeting (AGM) on recommendation from the Committee and will be payable by all members. This fee will contribute to the cost of music & percussion hire and rehearsal venue hire.

A list of all members will be kept by the Membership Officer.

### **3.1. Auditioned Roles within the Orchestra**

All principal roles within the orchestra must undergo an audition process. All members are able to put themselves forward for the role. The role may be shared if there are multiple candidates who are suitable for the role. Auditions will be held on a yearly basis for principal roles, with the panel consisting of the conductor, the Orchestral Manager and an appropriate member of the orchestra.

### **3.2. Ceasing to be a member**

Members may resign at any time in writing to the secretary. If they are in a principal role and/or on a solo line instrument (Woodwind/Brass), they must give 6 weeks' notice if they plan on resigning before an upcoming concert.

Any member who has not paid their membership fee for one year will be contacted by the Committee, who will then decide whether that member is deemed to have resigned.

Any member who has not attended in 6 months will be contacted by the Committee, who will then decide whether that member is deemed to have resigned.

Any offensive behaviour, including racist, sexist or inflammatory remarks, will not be permitted.

Audentior Symphony Orchestra will operate a zero tolerance policy for any member behaving in an offensive way or breaking the equal opportunities policy. These members may be asked not to attend further meetings/rehearsals or to resign from the group if an apology is not given or the behaviour is repeated. The individual concerned shall have the right to be heard by the Executive Committee, Orchestral Manager and an unbiased ordinary member, accompanied by a friend, before a final decision is made. This hearing may be open to other members at the request of the individual concerned.

#### **4. Equal Opportunities**

Audentior Symphony Orchestra will not discriminate on the grounds of gender, race, colour, ethnic or national origin, sexuality, disability, religious or political belief, marital status or age. Any member with financial difficulties will not be turned away but must attend 90% of rehearsals in order to maintain membership.

#### **5. Officers (Executives) and Board Members**

The business of the group will be carried out by a Committee elected at the Annual General Meeting. The Committee will meet bimonthly and/or when necessary and not less than four times a year.

The Committee will consist of 11 members, and be composed of 5 officers and 6 Board members. Members may not have more than one role. The conductor of the orchestra may be present but is not committed to attend. If additional roles need to be created, it will be done so at the discretion of the Committee.

The Officer's roles are as follows:

- Chair, who shall chair both General and Committee meetings
- Vice Chair, who shall take over the responsibilities of Chair when the aforementioned is absent
- Secretary, who shall be responsible for the taking of minutes and the distribution of all papers (including meeting agendas)
- Treasurer, who shall be responsible for maintaining accounts
- Membership Officer, who shall be responsible for keeping records of members

In the event of an officer standing down during the year a replacement will be elected by the next General Meeting of members. However the Executive Committee can appoint a temporary replacement until this time.

Members of the Committee shall be elected to serve for 1 year. They shall take office from the date of the first meeting following the handover meeting (as specified in **7.1.2**). Retiring officers and Committee members are eligible for re-election.

Prior to Committee meetings, the Secretary will ask the Committee, via email, to inform them of any items for the agenda and any apologies. They will compile the agenda and print enough copies of this and of the minutes of the previous meeting for everyone in attendance.

Any Committee member not attending a meeting without apology for three months will be contacted by the Committee and asked to resign. All Committee members must attend 60% of meetings within a year (unless there are extenuating circumstances) to remain in the position.

Any member of the Committee who fails to fulfil their responsibilities may be subject to a vote of no confidence with a two third majority needed. If the motion is carried, the place will be vacated and may be filled at an EGM.

Unless a reason can be given, the Committee meetings will be open to any member of Audentior Symphony Orchestra wishing to attend, who may speak and present ideas but not vote. All members shall have the right to propose items for the agenda through contacting any member of the Committee. The Committee has the right to hold closed meetings when necessary.

## **5.1 Board Roles**

The Boards roles are as follows:

- Publicity Officer, who shall be responsible of general paper publicity (flyers, printing, advertisements in local newspapers)
- Digital Marketing Officer, who shall be responsible for website management, online publicity and social media operations
- Orchestral Manager, who shall be in charge of general orchestral management, in charge of rehearsal venues, will be present at auditions, and will work with the Treasurer to secure concert venues
- Librarian, who shall be responsible for music and percussion hire. They are also responsible for sourcing required instruments
- Social Secretary, who shall organise social events for the orchestra
- The Conductor, who will be able to submit repertoire for the orchestra to vote on and contribute at Committee meetings. Ultimately, the Committee will vote on any ideas contributed by the Conductor. The Conductor may not apply for an officer or board role beyond the Conductor position.

These roles may be subject to change without the need for approval at a General Meeting but must be distributed at an AGM. Formation of sub-committees may be allowed at the discretion of the Committee.

## **6. Election of the Conductor**

Election of the conductorship of Audentior Symphony Orchestra shall be subject to audition. Those wishing to be considered shall apply in writing to the Chair by a deadline to be announced by the Committee and advertised on our website and social media. After the auditions, conductors will be subjected to a formal interview with the Executive Committee and

Orchestral Manager. The selection of the Conductor will be decided by 50% orchestral vote and 50% Committee vote on recommendation of the Executive Committee. The option to re-open nominations ('RON') must be available. If no suitable candidate is found then the job vacancy shall be advertised until a suitable candidate is found.

### **6.1 Terms of Office for the Conductor**

The terms of office for the conductor are as follows:

- The conductor is committed to weekly rehearsals, the hours of which are subject to change and all seasons' concerts. There will be a list of available conductors on hand to fill in for rehearsals due to illness.
- The conductor is expected to be adequately prepared for all concerts and rehearsals, shall be asked for input towards orchestra deskings and may be asked to write programme notes for concerts which must be delivered in good time.
- The conductor shall be musical director of the orchestra though the Board must approve all planned repertoire. Other members are also able to contribute repertoire ideas.
- The conductor will be asked to participate in auditions for both principal roles and concerto roles.
- The conductor is expected to attend orchestra socials though may be absent with good reason.
- The conductor is expected to represent the orchestra and must therefore uphold the orchestra's aims. They are also expected to behave responsibly within rehearsal and concert settings and to be a positive figure within the orchestra and surrounding community.
- The conductor may be asked to go into the community to promote the orchestra and participate in educational concerts for surrounding schools.
- The conductor is liable to the equal opportunities clause and is therefore subject to the same disciplinary process as any disrespecting member. The reverse applies to all members of the orchestra concerning their treatment of the conductor.
- The conductor must give 3 months notice if they wish to depart unless there are extreme extenuating circumstances.

### **7.1. Annual General Meetings**

An Annual General Meeting (hereafter 'AGM') will be held yearly and always within fifteen months of the previous AGM.

All members will be notified in writing at least 3 weeks before the date of the meeting, giving the venue, date and time.

The quorum for the AGM will be a third of the membership.

AGMs shall be chaired by the Chair and the Vice Chair of the Association. Minutes of AGM's shall be taken by the Secretary.

The agenda of the AGM shall be as follows:-

- The minutes of the previous AGM and of any intervening EGM shall be distributed for approval and, if approved, be signed by the Chairperson as a correct record.
- Matters arising from the Minutes may be discussed.
- Amendments to the constitution shall be discussed (see **10** below).
- Election of Chair (if outgoing) shall take place.
- The (outgoing) Chair and Treasurer shall each present a report on the preceding year which, if approved, shall be formally adopted.
- The result of the election to the post of Chair shall be announced if taken place. Unsuccessful candidates may stand for election to some other Committee post.
- Election of members to the Committee and appointment of any outgoing officers.
- Other business may be transacted.

Any proposals must be given to the Secretary at least 7 days in advance of the meeting.

### **7.1.2. Election to the Committee**

The election of members of the Committee shall take place at the AGM (or, exceptionally, at an EGM). If there is more than one nomination for an elected post, each nominee for that post shall be given one minute in which to explain why they wish to fill it and feels qualified to do so. In the event of a tie, a recount is mandatory. In the event of a tie on the recount, the Chairperson of the meeting has a casting vote. If nominations are re-opened, there shall be an EGM and an election.

Nominations for the Committee may be made to the Secretary in writing at least five days before the AGM. Candidates must be proposed and seconded by members of the Orchestra. The application must be signed by the nominee, a proposer and seconder who must be members of Audentior Symphony Orchestra. Candidates should include a brief manifesto and present a 1-minute speech for the AGM. In the case of unavoidable absence, a candidate may nominate a substitute to deliver the speech on their behalf, or the speech may be read out by the Chair.

In the event that there is no nomination for a post by the time of the AGM, members may nominate themselves at the meeting, provided they are proposed and seconded. In the event

that a post is not filled, the Committee reserves the right to offer the role to anyone who came close second for another contested post. If a post is still not filled, the Executive Committee has the right to discuss further proceedings.

Following the AGM, the new Committee will attend a handover meeting with the retiring Committee before the start of their term. Every retiring Committee member will also meet individually with their successor to explain their role in detail and hand over all business.

The election of officers and Committee members shall be carried out in a free and fair democratic manner. All votes will be cast by secret ballot. The option to re-open nomination ('RON') must be available in all elections for all advertised Committee positions.

## **7.2. Extraordinary General Meetings**

The Secretary will call an EGM at the request of the majority of the Committee or at least eight other members giving a written request to the Chair, Vice Chair or Secretary stating the reason for the request.

The meeting will take place within twenty-one days of the request.

All members will be given two weeks' notice of such a meeting, giving the venue, date, time and agenda, and notice will be by email or post.

The quorum for the EGM will be 60% of the membership.

EGMs shall be chaired by an impartial Chairperson, the Chair and the Vice Chair of the Association. Minutes of EGM's shall be taken by the Secretary.

## **7.3. Committee Meetings**

Committee meetings may be called by the Chair or Vice Chair. Committee members must receive notice of meetings at least 6 weeks in advance. The venue, date and time of the following meeting shall be agreed upon at the end of the previous meeting.

For the meeting to proceed, the Chair or Vice Chair must be present.

The quorum for Committee meetings is 6 Committee members.

## **7.4. Executive Committee Meetings**

Executive Committee meetings will be held when necessary, and at least 3 times a year.

In the case of Executive Committee votes, a simple majority is required with the Chair having the deciding vote.

If discussing the removal of a Committee member due to violating the equal opportunities policy, a two thirds majority will be required.

## **8. Rules of Procedure for Meetings**

All questions that arise at any meeting will be discussed openly and the meeting will seek to find general agreement that everyone present can agree to.

If consensus cannot be reached a vote will be taken and a decision will be made by two thirds majority of members present. If no decision is reached, the matter may be tabled until the next meeting where another vote will take place.

## **9. Finances**

An account will be maintained on behalf of the Association at a bank agreed by the Committee. Three cheque signatories will be nominated by the Committee (one to be the Treasurer). The signatories must not be related nor members of the same household.

All payments will be signed by two of the signatories.

- For cheque payments, the signatories will sign the cheque.
- For other payments (such as BACS payments, cash withdrawals, debit card payments or cash payments), a requisition note will be signed by two signatories, and held by the treasurer.

Records of income and expenditure will be maintained by the Treasurer and a financial statement given at each meeting. This statement can be requested at any time by any member of the orchestra.

All money raised by or on behalf of Audentior Symphony Orchestra is only to be used to further the aims of the group, as specified in item **2** of this constitution.

All accounts will be audited by an independent source annually.

## **10. Amendments to the Constitution**

Amendments to the constitution may only be made at the AGM or EGM.

Such amendments must be itemized on the agenda of the General Meeting; no amendment shall be discussed as Other Business.

Any proposal to amend the constitution must be given to the Secretary in writing. The proposal must then be circulated with the notice of meeting. Possible amendments may be discussed in Committee Meetings prior to the AGM or EGM. In order to keep the constitution current, the

Committee members will annually discuss changes to the constitution and make recommendations.

Any proposal to amend the constitution will require a two thirds majority of those present and entitled to vote.

### **11. Dissolution**

The Executive Committee will decide whether dissolution should be discussed at the next Committee meeting. If a meeting, by simple majority, decides that it is necessary to close down the group it may call EGM to do so. The sole business of this meeting will be to dissolve the group. This must be done 6 months before what would become the orchestra's final concert. If it is agreed to dissolve the group, all remaining money and other assets, once outstanding debts have been paid, will be donated to a local musical charitable organisation. The charitable organisation will be agreed at the meeting which agrees the dissolution.

### **12. Interpretation**

In the event of a dispute as to the meaning of any part of this Constitution, the Chair shall be asked to give a ruling. If any member of the Orchestra is not satisfied with this ruling, they may ask the Chair for an EGM (see **7.2**), of which the decision by a simple majority shall be final.

This constitution was agreed at the Inaugural General Meeting of the Audentior Symphony Orchestra on:-

Date ...../...../.....

Name and position in group .....

Signed .....

Name and position in group .....

Signed .....