

WATFORD PHILHARMONIC SOCIETY

Registered Charity No. 272393

Promoting the Art of Music

CONSTITUTION AND RULES (Oct 2019 issue)

1. NAME

The Society shall be known as the Watford Philharmonic Society (the Society).

2. OBJECTS

The objects of the Society shall be to promote the art of music by the study and public performance of choral and orchestral works of the highest quality.

3. MEMBERSHIP

Subject to maximum numbers as determined by the Committee as hereinafter defined, membership shall be open to all singers and instrumentalists who shall:

- (a) satisfy the Conductor as to their musical ability.
- (b) pay a subscription as determined by the Committee.

The Committee may also appoint honorary (but non-voting) members of the Society on such terms and conditions and for such period of office as it shall decide.

4. COMMITTEE

(a) The affairs of the Society shall be directed by a Committee consisting of:

- (i) a Chairman, Vice Chairman, Secretary, Treasurer and Concert Manager (in these rules collectively referred to as "the Officers") and
- (ii) six other elected members of the Society, (in these rules collectively referred to as the Co-ordinators) each of whom shall be responsible for co-ordinating one of the following: Concert Programming, ICT, Membership, Publicity, Rehearsal Management, Social Activities.

(b) At each Annual General Meeting of the Society members shall be elected to the Committee for two years in place of the retiring members. Retiring Committee members shall be eligible for re-election for up to three further terms of two years but after such further terms (i.e. after a maximum total of eight years on the committee) shall not then be eligible for election to the Committee until the expiry of one year from the date of ceasing to be a member of the Committee.

(c) Should one or more Committee post remain unfilled at any Annual General Meeting or should one or more postholders cease to serve for any reason whatsoever then such vacancy or vacancies shall be filled by any member elected at a subsequent Annual General Meeting or at an Extraordinary General Meeting convened for that purpose and such elected Committee member(s) shall serve for the rest of the incomplete term and then be eligible for re-election in the usual way for up to two further consecutive terms.

If a committee member is elected at an Extraordinary General Meeting (i.e. part way through the year) the eight-year term will commence from the following AGM.

(d) Nominations, by consent only, for the Committee together with the names of the proposers and seconders shall be in writing and in the hands of the Secretary at least seven days before the Annual General Meeting. Should the Secretary receive fewer nominations than the number of vacancies then the Chairman may accept further valid nominations from the members present at the Annual General Meeting.

(e) A member may be nominated for more than one position but if elected to one of them, such nomination for any other position shall be deemed to have been withdrawn.

(f) The Committee may at its discretion co-opt additional non-voting members (who need not be members of the Society as defined in Rule 3 above) to attend its meetings where there is a need for specialist skills or expertise.

5. ADMINISTRATION AND MANAGEMENT

(a) A quorum for the Committee shall be five members including at least two Officers and at least two who are not Officers.

(b) The Committee:

(i) may appoint from the Society's members any officials and sub-committees found to be necessary or desirable (these are not members or co-opted members of the committee in the fullest sense).

(ii) shall appoint a Conductor, Accompanist and Leader of the Orchestra and obtain other services that may be required and agree the remuneration payable.

(iii) shall determine the subscriptions payable by members.

(iv) may decline or cancel any membership should it be considered desirable in the interests and the well-being of the Society so to do but it shall not be done without first giving the applicant or member concerned opportunity of making representations to the Committee.

6. GENERAL MEETINGS

A quorum for any General Meeting shall be one third of the paid-up membership of the Society

(a) Annual General Meeting

(i) The Annual General Meeting shall be held each year on a date not less than three weeks nor more than six weeks after the first rehearsal of the season.

(ii) Fourteen days written notice of the Annual General Meeting shall be given by the Secretary to each member, and with the notice shall be sent a copy of the agenda and a copy of the examined accounts for the past year. The Secretary shall give informal notice of the date of such Annual General Meeting to members at or before the final rehearsal of the previous season but failure to give such informal notice shall not invalidate the proceedings at the Annual General Meeting.

(iii) The accidental omission to give written notice of such meeting to, or the non-receipt of such notice or any other document by any member, shall not invalidate the proceedings at the meeting.

- (iv) The business of the Annual General Meeting shall be:
 - (a) to approve the minutes of the preceding Annual General Meeting.
 - (b) to receive and adopt the reports from the Chairman, Secretary, Treasurer and Independent Examiner together with the examined accounts.
 - (c) to elect Committee members, each Committee member being elected by ballot using the single transferable vote.
 - (d) to appoint an Independent Examiner or Examiners.
 - (e) to transact such other business as may be required.
- (v) Immediately after the Annual General Meeting, opportunity shall be given for comment and suggestion by any member present.

(b) Extraordinary General Meeting

- (i) An Extraordinary General Meeting shall be held upon receipt of a written request signed by not less than twenty-five members and stating the resolution(s) to be put to the meeting.
- (ii) The Secretary shall forthwith fix the time and place of such a meeting to be held within twenty one days of the receipt of the request and shall give at least seven days written notice of the meeting to all members stating the resolution(s) to be put to the meeting.
- (iii) No business other than that for which the Extraordinary General Meeting is called may be dealt with.
- (iv) The Committee may convene an Extraordinary General Meeting at any time subject to notice as above (Rule 6(b) (ii)) but in an emergency may convene an Extraordinary General Meeting by giving not less than five days oral notice to members present at the weekly rehearsals provided that the business to be transacted does not include alteration to these rules or a resolution to dissolve the Society.

7. FINANCIAL

(a) The Treasurer shall prepare a balance sheet showing the financial state of affairs of the Society as at a date within one calendar month of the end of the season with an income and expenditure account for that season and submit them to audit.

(b) The income and property of the Society and all monies received by or on behalf of the Society shall be applied solely towards the furtherance, promotion and execution of the objects of the Society. No portion thereof shall be paid to any member of the Society provided that nothing herein or contained shall prevent the payment in good faith of any expenses properly incurred by any Officer or member of the Society or of remuneration to any member of the Society who is neither an Officer nor a member of the Committee for services actually rendered by him/her to the Society.

(c) Except for money held for petty cash all monies of the Society shall be banked in the name of the Society and withdrawals shall require the signatures of two Officers. Surplus funds may be invested only in a trustee savings bank, the National Savings Bank, a building society that is a member of the Building Societies Association, any fund established by the Charity Commission for England and Wales or the Charities Aid Foundation, all of such investments carrying similar arrangements for withdrawal from the control of the Society.

(d) No member of the Society, nor any of the professionals engaged by the Society, may commit the Society to any contract or expenditure without the written permission of an Officer.

8 SUBSCRIPTIONS

(a) The annual subscription shall be paid on or before the date of the Annual General Meeting or within fourteen days of acceptance of the applicant for membership of the Society, and no membership shall be regarded as valid until such subscription has been paid.

(b) Any person whose subscription has not been paid shall neither be entitled to the use of the Society's music nor to take part in any rehearsal or concert, provided that non-members of the Society such as guests invited by the Committee, visiting artists and societies invited or engaged to perform may take part in the Society's rehearsals and concerts at the invitation of an Officer and with the approval of the Conductor.

(c) Any member who fails to attend at least sixty per cent of the rehearsals for any concert shall not take part in that concert without the express permission of the Conductor.

9. DISSOLUTION

(a) The Society shall remain in being until its dissolution.

(b) A motion to dissolve the Society may be made only at an Extraordinary General Meeting and to effect a dissolution at least three-quarters of the members actually present and voting at the meeting shall vote in favour of dissolution.

(c) In the event of the dissolution of the Society any funds standing to its credit shall be transferred to any charitable organisation with objects similar to the Society's and approved by the Committee.

10. ALTERATION OF RULES

These rules shall not be altered, except by resolution passed at a General Meeting of the Society and in which not less than two-thirds of the members present vote in favour of the resolution and no alteration or amendment shall be made to the Objects clause, Dissolution clause or this clause which would cause the Society to cease to be a charity at law.

11. DEFINITIONS

In these rules where the context admits:

(a) the masculine shall include the feminine and the singular shall include the plural and vice versa.

(b) the expression "year" shall mean the interval between one Annual General Meeting and the next following Annual General Meeting.

October 2019