

THE CONSTITUTION OF THE GLASGOW CHAMBER ORCHESTRA SOCIETY

1 TITLE

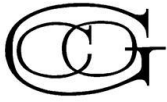
The Society shall be called The Glasgow Chamber Orchestra Society and the orchestra of the Society shall be called The Glasgow Chamber Orchestra.

2 OBJECTIVES

The Objectives of the Society shall be to promote, improve, develop and maintain public education in, and appreciation of, the art and science of music in all its aspects, by the presentation of public concerts of music for orchestra and smaller chamber groups, and by such other ways as the Society through its committee, shall determine from time to time. These objectives shall be pursued without regard to age, gender, presence of disability (physical or mental), colour, race, sexual orientation, nationality or creed, notwithstanding the need to maintain musical standards.

3 MEMBERSHIP

- 3.1 The Society shall consist of all playing members of the orchestra.
- 3.2 Playing members shall be selected by audition as arranged by the committee.
- 3.3 Playing members shall pay a subscription that shall be fixed from time to time by the Annual General Meeting of the Society. However, the committee shall have the power to waive or reduce subscriptions due from individual members at its discretion.
- 3.4 While playing members shall endeavour to attend all rehearsals, they are required to attend a minimum of seventy percent (70%) for each concert. However, for a particular concert the committee, in conjunction with the Conductor, shall have the power to reduce this in exceptional circumstances for individual members.
- 3.5 Only playing members shall have voting rights at meetings of the Society.



4 OFFICE BEARERS

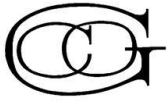
- 4.1 The office bearers of the Society shall be drawn from the playing membership, and shall comprise
- a) Chair
 - b) Vice-Chair
 - c) Secretary
 - d) Treasurer
 - e) Orchestral Manager
- 4.2 All office bearers shall serve on a voluntary basis. They shall retire annually but shall be immediately eligible for re-election. No two or more of the foregoing offices shall be held by the same person at any one time.

5 MANAGEMENT

- 5.1 The affairs of the Society shall be conducted by a committee of no more than ten members, drawn from the playing members of the orchestra. The committee shall comprise the 5 office-bearers detailed above, the leader of the orchestra, and up to 4 additional playing members. For all meetings of the committee, a minimum of four in attendance shall constitute a quorum.
- 5.2 Members of the committee shall retire annually but shall be immediately eligible for re-election.
- 5.3 In the event of a vacancy occurring between two Annual General Meetings, the committee shall have the power to fill the vacancy. A person so appointed shall complete the term of office of their predecessor.
- 5.4 The committee shall have the power to appoint, from within their own number or from the playing members of the Society, sub-committees for specific purposes. In all cases, a sub-committee's recommendations shall be subject to review by the committee.

6 COMMITTEE MEETINGS

- 6.1 The Chair shall preside at all meetings of the committee. In the absence of the Chair, the Vice-Chair shall preside. In the absence of both, the committee shall elect a Chair for the meeting from among the members present. All committee members shall have a deliberative vote, with the exception of the Chair, who shall if necessary have a casting vote. Voting shall be by show of hands, except that a secret ballot may be held on request of three members of the committee.
- 6.2 Meetings of the committee shall be held as required.
- 6.3 The Secretary shall convene meetings of the committee and shall keep minutes of these meetings.



7 GENERAL MEETINGS

7.1 As soon as it is practicable after the end of each financial year, the playing members shall be called to an Annual General Meeting of which at least fourteen days' notice in writing shall be given by the Secretary. At this meeting, the report of the committee and the provisional accounts of the Society for the preceding year shall be submitted, office bearers and committee elected, and any other competent business transacted. Within three months after the end of each financial year the playing members shall be called to a Special General Meeting at which the independently examined accounts of the Society will be submitted.

7.2 An Extraordinary General Meeting may be called
(a) when the committee so decides, OR
(b) on a request being lodged in writing with the Secretary, signed by at least five members of the Society, and stating the business to be discussed.

Within ten days of receiving such a request, the Secretary shall call an Extraordinary General Meeting for which a minimum of 14 days' notice shall be given. The calling notice shall state the business to be discussed at the meeting and shall be distributed to all members by electronic mail or post.

7.3 A quorum at any General Meeting shall be ten members.

7.4 Voting at General Meetings shall be by show of hands except that, on request of at least one third of the members present, a secret ballot shall be held.

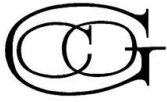
7.5 Electronic mail shall be the preferred form of written communication for all orchestra business. The committee shall maintain a list of electronic addresses for such communication. It is the responsibility of each member to advise the committee of any changes to their preferred electronic address, or where unavoidable, to request that they receive communication by post.

8 FINANCE

8.1 The financial year of the Society shall terminate ten days after the last concert of the season or by 14th June, whichever is the later.

8.2 The Treasurer shall record all financial transactions of the Society and shall from time to time produce to the committee an up-to-date statement of the receipts and payments.

8.3 A bank account shall be maintained in the name of the Society. The Treasurer shall be authorised to operate said account online in accordance with bank procedures, subject to all transactions being approved by a second authorised signatory. The password to access this account shall be changed at least annually following the AGM. Cheques shall require two authorised signatures, one of which shall be the Treasurer and the other a designated office-bearer of the Society.



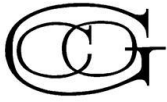
- 8.4 The accounts of the Society shall be independently examined by a person appointed by the Society at the Annual General Meeting. Such examiner must be independent of the Society, and cannot be a member of the committee. In accordance with charity law, the examiner must, in the reasonable opinion of the committee, be competent to carry out the examination.
- 8.5 The Society 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.
- 8.6 The income and property of the Society, however derived, shall be applied solely towards promoting the objective of the Society as set forth above and no portion thereof shall be paid or transferred to any member or members of the Society except in payment of legitimate expenses incurred on behalf of the Society.

9 CONDUCTOR

- 9.1 The Conductor shall be appointed by a majority vote of members at a General Meeting and shall receive remuneration for his or her services. The amount of such remuneration and the terms of engagement shall be a matter for arrangement between the Conductor and the committee. The Conductor shall not be eligible for election to the committee, but shall be entitled to attend all meetings of the committee.
- 9.2 The Conductor may recommend a Deputy Conductor to the committee who may ratify or reject the nomination.
- 9.3 The Conductor shall, in addition to the musical direction of all performances, be entrusted with the musical training of the members in the works to be performed; and assist in the audition of candidates for admission.

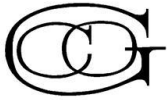
10 COMPLAINTS

Any member of the Society wishing to raise a complaint for consideration by the committee shall communicate the nature of the complaint to the Secretary in writing. The complaint will be discussed at the next available committee meeting.



11 TERMINATION OF MEMBERSHIP

- 11.1 A Player's membership of the Society may be terminated if his or her conduct is deemed contrary to the objectives of the Society.
- 11.2 Should such conduct be deemed disruptive or unacceptable, the following procedures shall be invoked:
- a) One verbal warning shall be issued to the member or members concerned by the Chair, or his or her appointed representative. Said verbal warning shall be witnessed by one other member of the committee, and shall be recorded formally in the minute book by the Secretary.
 - b) Should the disruptive or unacceptable conduct continue, one written warning shall be issued to said member or members by the Secretary.
 - c) Should the disruptive or unacceptable conduct continue to be contrary to the aims and objectives of the Society, membership shall be terminated forthwith. This decision shall be communicated to said member or members by the Secretary in writing.
 - d) Said member or members shall, at any time during the foregoing procedure, have the right to present their case to the Committee at a time to be mutually agreed, accompanied by a chosen representative.
 - e) On termination of membership, the member or members may, at the discretion of the committee, receive a refund for any complete terms remaining in the current session.
- 11.3 The decision to invoke the above procedure shall be taken with the agreement of all committee members at each stage. Should a decision of the committee not be unanimous, the matter shall be referred to the general membership of the Society by means of an Extraordinary General Meeting. At this meeting, the member or members in question shall have the opportunity to present their case to the membership, after which the Chairperson, or his or her appointed representative, shall present the reasons for the proposed termination of membership. On completion of this evidence and any further general discussion of the matter, a vote shall be taken by the membership in accordance with the terms of the Constitution. Termination of membership shall take place on a majority vote of 80% of the members present.
- 11.4 In the event that termination of membership is being considered in relation to one or more committee members, the matter shall, at the earliest opportunity, be referred to the general membership of the Society by means of an Extraordinary General Meeting, at which meeting the members shall decide the outcome in accordance with the procedures outlined in the foregoing paragraph.



- 11.5 Should conduct exhibited within the Society be of a criminal nature, with a direct bearing on the Society, membership shall be suspended pending appropriate investigation. Should a police conviction follow such an investigation, membership shall be terminated forthwith. Should no conviction follow such an investigation, the committee shall decide whether or not to invoke the foregoing procedures.

12 DISSOLUTION

In the event of the Society being wound up, any assets remaining upon dissolution after the payment of prior debts and liabilities shall be transferred to a charitable institution or institutions having the same or similar objectives as those of the Society.

13 ALTERATIONS TO THE CONSTITUTION

The Constitution of the Society shall not be altered without the consent of a two-thirds majority of the members present and voting at a General Meeting of the Society, provided that nothing therein contained shall authorise any alteration which shall have the effect of the Society ceasing to be a charity.

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