

## **CONSTITUTION**

Adopted at the AGM held on 21st June 1994 and amended at the SGM held on 16th March 2010, the AGM held on 19th June 2013, the AGM held on 18th June 2019, the AGM held on 23rd June, 2021 and the AGM held on 4th July, 2023

### **1. TITLE**

The name of the Society shall be "The Norwich Philharmonic Society" [hereinafter referred to as the Society].

### **2. OBJECTS**

The objects of the Society shall be to educate the public in the arts and sciences and in particular the art and science of music, by the presentation of concerts and other activities.

### **3. MEMBERSHIP**

The members of the Society shall be members of the Orchestra, Chorus, Friends and Benefactors of the Society who pay the annual subscription at the appropriate rate or rates as shall be determined by the Committee, the subscription being payable in advance. Performing members shall provide such evidence of musical ability as the Committee may require.

### **4. AUDITIONS**

All members of the Orchestra and Chorus shall be given an audition at the discretion of the Orchestral and Choral Conductors respectively with such Officers and members of the Committee as they shall appoint. Choral auditions will in every case be held at intervals of not more than five years.

### **5. OFFICERS**

The Society shall have a Patron, a President and such Vice Presidents as the Society may from time to time appoint. The President shall, whenever possible, take the chair at all Annual General Meetings (AGM). The Officers of the Society, (excluding the Chairman and Vice Chairman) shall be elected annually at the AGM:

Chairman  
Vice-Chairman  
Secretary  
Treasurer  
Front of House Manager  
Chorus Secretary  
Orchestra Secretary  
Secretary of the Friends and Benefactors of the Society  
Orchestra Subcommittee Chairman  
Orchestra Librarian  
Publicity Officer

### **6. CHAIRMAN AND VICE CHAIRMAN**

The members of the Society shall elect a Chairman and Vice Chairman every third AGM who must have already served on the Committee. At the end of the three-year period the Chairman shall not be eligible for re-election or co-option to the Committee for one year unless there is no other candidate for Chairman. At the end of the three-year period the Vice Chairman shall be eligible for election as Chairman but not for re-election as Vice Chairman unless there is no other candidate for Vice Chairman.

### **7. COMMITTEE**

The management of the Society, including all the arrangements for the concerts and other events and the control of finance shall be in the hands of the Committee which shall consist of the Officers and seven ordinary members elected by the AGM and comprising two from the Orchestra, two from the Chorus and three who are not members of either of these two bodies; and in addition such co-opted members as shall be thought necessary. Ten shall form a quorum. The ordinary members, whether elected or co-opted, shall retire after three years' service and shall not be eligible for re-election or co-option for one year unless there are insufficient candidates to fill all the vacancies and the Chairman exercises his or her discretion to invite further nominations which may include nominations for retiring members. The Committee shall have power to fill any casual vacancy and the person so appointed shall serve for the unexpired period of office of his or her predecessor. The Committee shall have power to appoint such sub-Committees as it shall from time to time think necessary. The Committee shall appoint an Orchestral Conductor, a Chorus Conductor and a Leader of the Orchestra to hold office for such period and upon such terms as the Committee shall consider appropriate. The Committee shall also appoint annually a representative to Making Music from the membership of the Committee.

## **8. FINANCE**

- a] The financial year shall end on the 30<sup>th</sup> April.
- b] A banking account shall be opened in the name of the Society and cheques shall be signed by not less than two signatories authorized by the Committee of whom one shall be either the Chairman or the Treasurer.
- c] The Society may receive donations, grants in aid and financial guarantees. Tickets for any or all of its concerts and other events may be offered for sale to the public.
- d] The income and property of the Society whensoever 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 Society except in payment of professional fees or legitimate expenses incurred on behalf of the Society.
- e] In the event of the winding-up or dissolution of the Society any remaining assets after all liabilities have been discharged shall not be paid or transferred to any members of the Society but shall be transferred to a charitable organization whose objects are similar to those of the Society and whose rules preclude the distribution of income and assets among its members.

## **9. ANNUAL GENERAL MEETING**

- a] As soon as possible after the end of each financial year the members shall be summoned to an Annual General Meeting of which at least twenty-eight days' notice in writing shall have been given.
- b] Nominations for Officers and ordinary members of the Committee shall be proposed and seconded in writing by a different member of the Society and shall be sent together with any resolutions to the Secretary no later than fourteen days before an AGM. Where no nomination has been received for a vacancy on the Committee, the Chairman shall have discretion to invite further nominations to be received in writing no later than seven days before the AGM. The Secretary shall advise all members of the nominations and any resolutions received in advance of the AGM.

## **10. VOTING**

Voting shall be by show of hands, unless the Chairman rules to the contrary, and in the event of equality the Chairman shall have the casting vote. At the AGM or at any Special General Meeting only members are entitled to vote.

## **11. ANNUAL ACCOUNTS**

The annual financial accounts of the Society shall be examined by an independent examiner who shall be appointed at the AGM and shall carry out a review of the accounts in accordance with the provisions of the Charities Act 1993 or any amendment thereof. Such accounts shall be submitted to the members at the AGM for approval.

## **12. SPECIAL GENERAL MEETING**

A Special General Meeting (SGM) shall be called upon the receipt by the Secretary of a request for such a meeting either from the Committee or from at least twenty members of the Society. The Secretary shall call such a meeting within fourteen days of the receipt of the request and give at least twenty-eight days' notice in writing.

## **13. MINUTES OF THE SOCIETY**

The Secretary of the Society shall make available the Minutes of the Society for inspection by any member at a mutually convenient time.

## **14. AMENDMENTS**

The Constitution may be amended by a two-thirds majority of the members present at an AGM or SGM, provided that twenty eight days' notice of the proposed amendment has been sent to all members and provided also that nothing herein contained shall authorize any amendment which shall have the effect of the Society ceasing to be a charity.

## **15. PARTICIPATION IN MEETINGS BY ELECTRONIC MEANS**

- (a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- (b) Any member participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

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