



## **The Lakeland Sinfonia Concert Society Constitution 2021**

### **1. Title.**

The name of the Society shall be The Lakeland Sinfonia Concert Society ("The Society"). The abbreviated name the "Lakeland Sinfonia" may be used for convenience and publicity purposes.

### **2. Objects.**

The Objects of the Society shall be to entertain the public and educate them in the art and science of orchestral music, and in particular:

- i) to promote orchestral concerts in South Lakeland, and particularly in Kendal, and
- ii) to manage a chamber orchestra formed of players, principally from Cumbria and North Lancashire, and other areas as necessary, to take part in such concerts, for as long as the Society considers such an orchestra viable.

In furthering these objects the Society may act in association with other charities and organisations with similar objectives.

### **3. Membership.**

The Members of the Society shall be those who pay an annual membership fee, as determined by the Society from time to time ("the Members"), and others who may be nominated by the Trustees as they deem appropriate.

### **4. Officers and Committee.**

The Society shall be managed by a Committee ("the Committee") consisting of the officers (Chair, Secretary, Artists' Secretary and Treasurer) and up to six other members ("the Trustees").

The Trustees shall be elected by and out of the Society's Members at the Annual General Meeting. They shall hold office for one year and be eligible for re-election. There shall be a Quorum when at least four members of the Committee are present. Meetings of the Committee will be held as determined by the Trustees and can be held fully or partially face-to-face, online or by phone as appropriate.

### **5. President and Vice Presidents.**

The Committee shall have the power to invite a distinguished person to become the non-executive President of the Society, and to appoint persons who can offer substantial assistance to the Society as non-executive Vice Presidents.

### **6. Power to Co-opt and Appoint.**

The Committee shall have the power to co-opt a Member or Members onto the Committee for the period up to the next Annual General Meeting.

The Committee shall also have the power to appoint individuals to posts created to enable the Society to meet its Objects.

## **7. Finance.**

The financial year shall end on 30th April.

Bank accounts shall be opened in the name of the Society and all financial transactions authorised by two officers of the Society nominated by the Trustees.

The Society may receive donations, grants in aid and financial guarantees.

Tickets for any and all of its concerts and other events may be offered for sale to the public.

All income and property of the Society shall be applied solely to promoting the Objects of the Society and no portion shall be paid or transferred to any Member or Members of the Society either directly or indirectly except in payment of legitimate expenses incurred on behalf of the Society.

In the event of winding-up or dissolution of the Society any remaining assets after all liabilities have been discharged shall be transferred to a charitable organisation whose objects are similar to those of the Society and whose rules preclude the distribution of income or assets among its members.

## **8. General Meetings.**

### **i) Annual General Meetings**

Within twelve weeks of the end of the financial year, in normal circumstances, the Society shall hold an Annual General Meeting for which at least 14 days' notice in writing shall be given. An announcement in a normal concert programme, or by email to Members, or by advertisement in a local newspaper shall be taken as written notice. The meeting can be held fully or partially face-to-face, online or by phone as appropriate.

The purpose of the Annual General Meeting shall be to:

Confirm the minutes of the previous Annual General Meeting and any Extraordinary General Meetings held since the last Annual General Meeting;

Receive the annual report from the Chair;

Receive the inspected accounts for the year from the Treasurer;

Elect an Inspector of accounts;

Elect the Officers of the Society: Chair, Secretary, Artists' Secretary and Treasurer, and any other Officers the Committee feel necessary for the efficient administration of the Society, and other Trustees;

Receive the Annual Reports of the Officers of the Society;

Transact such other business received in writing by the Secretary from Members at least 14 days before the date of the Annual General Meeting.

### **ii) Extraordinary General Meetings**

Extraordinary General Meetings may be convened on receipt by the Secretary of a request in writing from not fewer than 25 Members of the Society. At least 14 days' notice of the meeting shall be given. An announcement in a normal concert programme, or by email to Members, or by advertisement in a local newspaper shall be taken as written notice. The meeting can be held fully or partially face-to-face, online or by phone as appropriate.

### **iii) Quorum**

Five Members shall constitute a quorum for the transaction of the Society's business at a General Meeting.

### **9. Inspection of Accounts**

The financial accounts shall be inspected in accordance with the requirements of the Charity Commission and submitted to the members at the Annual General Meeting.

### **10. Amendments**

The constitution may be amended by a two thirds majority of Members present at an Annual General Meeting or at an Extraordinary General Meeting called for that specific purpose provided that 14 days' notice of the proposed amendment has been circulated to all Members and provided that no changes or additions made to the constitution shall prejudice the Society's status as a charity.

### **11. Conflicts of Interest.**

A Trustee must:

- i) declare the nature and extent of any interest, direct or indirect, which he or she has in any transaction or arrangement which the Society proposes to enter into, or in any transaction or arrangement already entered into by the Society which has not previously been declared, and
- ii) absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest), or any interest arising from his or her involvement with another organisation.

Any Trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.