

ASSOCIATION CONSTITUTION

Date of Constitution (or last amended): 21st March 2015 (as approved by the Charity Commission)

1. NAME

The name of the Charitable Incorporated Organisation (“the CIO”) is **LEEDS PHILHARMONIC SOCIETY (CIO)** (the Society) which may also be known as “Leeds Philharmonic Chorus” or “the Leeds Phil”

2. LOCATION OF PRINCIPAL OFFICE

The principal office of the Society is in England at 7 West Royd Villas, King Cross, HALIFAX, HX1 3LS.

3. OBJECTS

The objects of the Society are: -

To promote, improve, develop and maintain public education in and appreciation of the art and science of choral and orchestral music in all its aspects by the presentation of public choral and/or orchestral concerts and by such other means as the Society’s Charity Trustees may determine from time to time.

4. POWERS

The Society has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular the Society’s powers include power to:

- (1) Borrow money and to charge the whole or any part of its property as a security for the repayment of the money borrowed. The Society must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (2) Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) Sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Society must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (4) Employ and remunerate such staff as are necessary for carrying out the work of the Society. The Society may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause [6] (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- (5) Deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Society to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do so by the Trustee Act 2000;

5. APPLICATION OF INCOME AND PROPERTY

- (1) The income and property of the Society must be applied solely towards the promotion of the Objects;
- (a) A charity trustee is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society;
 - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Society. This does not prevent a member who is not also a charity trustee receiving:
- (a) A benefit from the Society as a beneficiary of the Society;
 - (b) Reasonable and proper remuneration for any goods or services supplied to the Society.
- (3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause [6].

6. BENEFITS AND PAYMENT TO CHARITY TRUSTEES AND CONNECTED PERSONS

(1) General Provisions

No charity trustee or connected person may:

- (a) Buy or receive any goods or services from the Society on terms preferential to those applicable to members of the public;
- (b) Sell goods, services, or any interest in land to the Society;
- (c) Be employed by, or receive any remuneration from, the Society;
- (d) Receive any other financial benefit from the Society;

Unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court of the Charity Commission ("the Commission"). In this clause a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees' or connected persons' benefits

- (a) A charity trustee or connected person may receive a benefit from the Society as a beneficiary of the Society provided that a majority of the trustees do not benefit in this way;
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Society where that is permitted in accordance

with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011;

- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the Society with goods that are not supplied in connection with services provided to the Society by the charity trustee or connected person;
- (d) A charity trustee or connected person may receive interest on money lent to the Society at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);
- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the Society. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The Society and its charity trustees may only rely upon the authority provided by sub-clause (2)(9c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Society and the charity trustee or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on behalf of the Society;
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- (c) The other charity trustees are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages on doing so;
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Society;
- (e) The supplier does not vote on any such matters and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting;
- (f) The reason for their decision is recorded by the charity trustees in the minute book;

(g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In sub-clauses (2) and (3) of this clause:

(a) “the Society” includes any company in which the Society:

- i. Holds more than 50% of the shares; or
- ii. Controls more than 50% of the voting rights attached to the shares; or
- iii. Has the right to appoint one of more directors to the board of the company;

(b) “connected person” includes any person within the definition set out in clause [30] (interpretation).

7. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY

A charity trustee must:

- (1) Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared; and
- (2) Absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest 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 financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance within this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF THE SOCIETY IF IT IS WOUND UP

If the Society is wound up, the members of the Society have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. MEMBERSHIP OF THE SOCIETY

(1) Admission of New Members

(a) Eligibility

Membership of the Society is open to anyone who is interested in furthering its purposes and who by applying for membership has indicated his or her agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

A Member may be an individual, a corporate body, or an organisation which is not incorporated.

Three classes of membership are defined:-

- 1) Singing Member;
- 2) Non-Singing Member;
- 3) Associate Informal Members (as set out in sub-clause 6 of this clause),

For the purposes of Clause [10] (Members' Decisions), only singing Members and Non-Singing Members have voting rights.

(b) Admission Procedure

The charity trustees:

- i. May require applications for membership to be made in any reasonable way that they decide;
 - a. For the purposes of this sub-clause Singing Members shall be required to have submitted to and passed such initial auditions and subsequent voice tests that the charity trustees shall agree from time to time. Subject to the provisions of sub-clauses(d), (e) and (f) of this clause, the charity trustees delegate responsibility for initial auditions and subsequent voice tests to the Singing Membership Committee (under the terms of Clause [18](1) Delegation of Powers);
 - b. For the purposes of this sub-clause Non-Singing Members shall be those who are enrolled as "Friends of the Phil";
- ii. May refuse an application for membership if they believe that it is in the best interests of the Society for them to do so;
- iii. Shall, if they decide to refuse an application for membership, give the applicant reasons for doing so, and give the applicant an opportunity to appeal against the refusal; and
- iv. Shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final;

(2) Transfer of Membership

Membership of the Society cannot be transferred to anyone else.

(3) Duty of Members

It is the duty of each member of the Society to exercise his or her powers as a member of the Society in the way he or she decides in good faith would be most likely to further the purposes of the Society.

(4) Termination of Membership

- a) Membership of the Society comes to an end if :

- i) The member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
 - ii) The member sends notice of resignation to the charity trustees; or
 - iii) Any sum of money owed by the member to the Society is not paid in full within six months of its falling due; or
 - iv) The charity trustees decide that it is in the best interests of the Society that the member in question should be removed from membership, and pass a resolution to that effect.
- b) Before the charity trustees take any decision to remove someone from membership of the Society they must :
- i) Inform the member of the reasons why it is proposed to remove him, her or it from membership;
 - ii) Give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;
 - iii) At a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
 - iv) Consider at that meeting any representations which the member makes as to why the member should not be removed; and
 - v) Allow the member, or the member's representative to make those representations in person at that meeting, if the member so chooses.

(5) Membership Fees

The Society may require members to pay reasonable membership fees to the Society.

(6) Informal or associate (non-voting) membership

- (a) The charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
- (b) Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

- (c) Under the provisions of the clause the Society may create the following informal or associate (non-voting) members: - President; Vice President(s); Patron(s); Associate Singers; and convey to retained persons such as the Music Director, Chorus Master, Accompanist non-voting membership of the SOCIETY;

10. MEMBERS' DECISIONS

(1) General Provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions on the members of the Society may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

(2) Taking Ordinary Decisions by Vote

Subject to sub-clause (4) of this clause, any decision of the members of the Society may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

(3) Decision that must be taken in a particular way

- a) Any decision to remove a trustee must be taken in accordance with clause [15] (2)
- b) Any decision to amend this constitution must be taken in accordance with clause [28] of this constitution (Amendment of Constitution).
- c) Any decision to wind up or dissolve the Society must be taken in accordance with clause [29] of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the Society to one or more other Societies must be taken in accordance with the provisions of the Charities Act 2011.

11. GENERAL MEETINGS OF MEMBERS

(1) Types of General Meeting

There must be an Annual General Meeting (AGM) of the members of the Society. This first AGM must be held within 18 months of the registration of the Society, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required by clause [13].

Other general meetings of the Society may be held at any time.

All general meetings must be held in accordance with the following provisions.

(2) Calling General meetings

- a) The charity trustees:
 - i. Must call the annual general meeting of the members of the Society in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
 - ii. May call any other general meeting of the members at any time.
- b) The charity trustees must, within 14 days, call a general meeting of the members of the Society if :
 - i. They receive a request to do so from at least 20 named voting members of the Society; and
 - ii. The request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
- c) If, at the time of any such request, there has not been any general meeting of the members of the Society for more than 12 months, then sub-clause (b) (i) of this clause shall have effect as if 10 were substituted for 20.
- d) Any such request may include particulars of a resolution that may properly be proposed and is intended to be proposed at the meeting.
- e) A resolution may only properly be proposed if it is lawful, and not defamatory, frivolous or vexatious.
- f) Any general meeting called by the charity trustees at the request of the members of the Society must be held within 14 days from the date on which it is called.
- g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- h) A general meeting called in this way must not be held more than 3 months after the date when the members first requested the meeting.
- i) The Society must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the Society shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(3) Notice of General meetings

- a) The Charity Trustees, or, as the case may be, the relevant members of the Society, must give at least 14 days' notice of any general meeting to all the members and to any charity trustees of the Society who is not a member.
- b) If it is agreed by not less than 90% of all members of the Society, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of the clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause of this constitution by the Charities Act 2011 or by the General Regulations.
- c) The notice of any general meeting must :

- i. State the time and date of the meeting;
 - ii. Give the address at which the meeting is to take place;
 - iii. Give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 - iv. If a proposal to alter the constitution of the Society is to be considered at the meeting, include the text of the proposed alteration;
 - v. Include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause [21] (Use of electronic communication), details of where the information may be found on the Society's website.
- d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Society.

(4) Chairing of General Meetings

The person nominated as chair by the charity trustees under clause [19] (2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the Society who are present at the general meeting shall elect a chair to preside at the meeting.

(5) Quorum at General Meetings

- a) No business may be transacted at any general meeting of the members of the Society unless a quorum is present when the meeting starts.
- b) Subject to the following provisions, the quorum for general meetings shall be 25 members. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause is counted as being present in person.
- c) If the meeting has been called by or at the request of members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by

the chair or be notified to the Society's members at least 7 clear days before the date on which it will resume.

- e) If a quorum is not present within 15 minutes of the start of the adjourned meeting, the members present at the meeting shall constitute a quorum.
- f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at General Meetings

- a) Any decision other than one falling within clause [10](4) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote unless otherwise provided in the rights of particular class of membership under this constitution.
- b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of members present in person or by proxy at the meeting.
- c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced within 30 days of the demand for the poll.
- d) A poll may be taken :
 - i. At the meeting at which it was demanded; or
 - ii. At some other time and place specified by the chair; or
 - iii. Through the use of postal or electronic communications.
- e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting votes.
- f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Representations of Corporate Members

An organisation or a corporate body that is a member of the Society may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the Society.

The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the Society.

(8) Adjournment of Meetings

The chair may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12 CHARITY TRUSTEES

(1) Function and Duties of Charity Trustees

The charity trustees shall manage the affairs of the Society and may for that purpose exercise all the powers of the Society. It is the duty of each charity trustee:

- a) To exercise his or her powers and to perform his or her functions as a trustee of the Society in the way he or she decides in good faith would be most likely to further the purposes of the Society; and
- b) To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - i. Any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - ii. If he or she acts as a charity trustee of the Society in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility of Membership

- a) Every charity trustee must be a natural person.
- b) No one may be appointed as a charity trustee:
 - If he or she is under the age of 16 years; or
 - If he or she would automatically cease to hold office under the provisions of clause [15](1)(f);
- c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

(3) Number of Charity Trustees

- a) There must be a minimum of at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.
- b) The maximum number of charity trustees is 12. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

(4) First Charity Trustees

The first charity trustees of the Society are:

Philip Ratcliffe; Andrew Straton; Carolle Bayly; Paul Hunt; David Jackson;
Penny Dean, David Lunn; M Val Middleton, Jill Foalkes and Roger S Shirley

13 APPOINTMENT OF CHARITY TRUSTEES

- 1) At the first general meeting of the members of the Society all charity trustees shall retire from office;
- 2) At every subsequent annual general meeting of the members of the Society all the charity trustees shall retire from office;
- 3) The vacancies so arising may be filled by decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (4) of this clause;
- 4) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause [15] (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause [12](3) on the number of charity trustees would not, as a result, be exceeded;

14. INFORMATION FOR NEW CHARITY TRUSTEES

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- (a) A copy of this constitution and any amendments made to it; and
- (b) A copy of the Society's latest trustees' report and statement of accounts.

15. RETIREMENT AND REMOVAL OF CHARITY TRUSTEES

- 1) A charity trustee ceases to hold office if he or she:
 - a) Retires by notifying the Society in writing (but only if enough trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - b) Is absent without permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
 - c) Dies;
 - d) In the written opinion, given to the Society, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for three or more months;
 - e) Is removed by the members of the Society in accordance with sub-clause (2) of this clause;

- f) Is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011, (or any statutory re-enactment or modification of that provision).
- 2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause [11], and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- 3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify the removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Society.

16. REAPPOINTMENT OF CHARITY TRUSTEES

Any person who retires as a charity trustee by rotation or by giving notice to the Society is eligible for reappointment.

17. TAKING OF DECISIONS BY CHARITY TRUSTEES

Any decision may be taken either:

- At a meeting of the charity trustees; or
- By resolution in writing or electronic form agreed by all the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

18. DELEGATION BY CHARITY TRUSTEES

- 1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charities trustees may at any time alter those terms and conditions, or revoke the delegation.
- 2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements-
 - a) A committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
 - b) The acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and

- c) The charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

19. MEETINGS AND PROCEEDINGS OF CHARITY TRUSTEES

1) Calling Meetings

- a) Any charity trustee may call a meeting of the charity trustees.
- b) Subject to that, the charity trustees shall decide how their meetings are to be called and what notice is required.

2) Chairing of Meetings

The charity trustee elected by the membership at an Annual General Meeting as Chair shall chair the meetings of the charity trustees. Where the elected chair is not available to chair the meeting, or no appointment has been made to the position of Chair, or the person so appointed is not present within 10 minutes after the time of the meeting the charity trustees present may appoint one of their number to chair the meeting in the absence of the elected Chair for the duration of that meeting.

3) Procedure at meetings

- a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is 4 charity trustees, or the number nearest to one-third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- b) Questions arising at a meeting shall be decided by a majority of those eligible to vote;
- c) In the case of an equality of votes, the chair shall have a second or casting vote.

4) Participation 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 charity trustee 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.

20. SAVING PROVISIONS

- 1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
 - who was disqualified from holding office;
 - who had previously retired or who had been obliged by this constitution to vacate office;
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

If, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

- 2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause [7] (conflicts of interest).

21. EXECUTION OF DOCUMENTS

- 1) The Society shall execute documents by signature;
- 2) A document is validly executed by signature if it is signed by at least two of the charity trustees.

22. USE OF ELECTRONIC COMMUNICATIONS

The SOCIETY will comply with the requirements of the Communications Provisions in the General Regulations and in particular;

- a) The requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- b) Any requirements to provide information to the Commission in particular form or manner.

23. KEEPING OF REGISTERS

The Society must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

24. MINUTES

The charity trustees must keep minutes of all:

- 1) Appointments of officers made by the charity trustees;

- 2) Proceedings at general meetings of the Society;
- 3) Meetings of the charity trustees and committees of charity trustees including;
 - a. The names of the trustees present at the meetings;
 - b. The decisions made at the meetings; and
 - c. Where appropriate the reasons for the decisions.
- 4) Decisions made by the charity trustees otherwise than in meetings.

25. ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS, REGISTER MAINTENANCE

- 1) The charity trustees must comply with the requirements of Part 6 of the Charities Act 2011 with regard to the keeping of accounting records, the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the Society, within 10 months of the financial year end.
- 2) The charity trustees must inform the Commission within 28 days of any change in the particulars of the Society entered on the Central Register of Charities.

26. RULES

The charity trustees may from time to time make such reasonable and proper rules or bye-laws as they deem necessary or expedient for the proper conduct and management of the Society, but such rules or bye-laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye-laws currently in force must be made available to any member of the Society on request.

27. DISPUTES

If a dispute arises between members of the Society about the validity or propriety of anything done by members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

28. AMENDMENT OF CONSTITUTION

As provided by clauses 224-227 of the Charities Act 2011;

- 1) This constitution can only be amended:
 - a. By resolution agreed in writing by all members of the Society; or
 - b. By resolution passed by a 75% majority of votes cast at a general meeting of the members of the Society.
- 2) Any alteration of clause [3] (Objects), clause [29] (Voluntary winding up or dissolution), this clause, or any provision where the alteration would provide

authorisation for any benefit to be obtained by charity trustees or members of the Society or persons connected with them requires the prior written consent to of the Charity Commission.

- 3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 4) A copy of any resolution altering the constitution, together with a copy of the Society's constitution as amended, must be sent to the Commission within 15 days from the date at which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

29. VOLUNTARY WINDING UP OR DISSOLUTION

- 1) As provided by the Dissolution Regulations, the Society may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Society can only be made:
 - a) At a general meeting of the members of the Society called in accordance with clause [11] (meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - i) By a resolution passed by a majority of 75% of those voting, or
 - ii) By a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - b) By a resolution agreed in writing by all members of the Society.
- 2) Subject to the payment of all Society's debts:
 - a) Any resolution for the winding up of the Society, or for the dissolution of the Society without winding up, may contain a provision directing how any remaining assets of the Society shall be applied.
 - b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the Society shall be applied.
 - c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Society.
- 3) The Society must observe the requirements of the Dissolution Regulations in applying to the Commission of the Society to be removed from the Register of Charities, and in particular:
 - a) The charity trustees must sent with their application to the Commission:
 - i. A copy of the resolution passed by members of the Society;

- ii. A declaration by the charity trustees that any debts and other liabilities of the Society have been settled or otherwise provided for in full; and
 - iii. A statement by the charity trustees setting out the way in which any property of the Society has been or is to be applied prior to its dissolution in accordance with this constitution;
- b) The charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.
- 4) If the Society is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. INTERPRETATION

In this constitution:

“connected person” means;

- a) A child, parent, grandparent, brother or sister of the charity trustee;
- b) The spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- c) A person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- d) An institution which is controlled –
 - i. By the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above ,or
 - ii. By two or more persons falling within sub-clause 9 (d)(i), when taken together.
- e) A body corporate in which –
 - i. The charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - ii. Two or more persons falling within sub-clause (e)(i) who, when taken together, has a substantial interest;

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

“General Regulations” means the Charitable Incorporated Organisation (General) Regulations 2012.

“Dissolution Regulations” means the Charitable Incorporated Organisation (Insolvency and Dissolution) Regulations 2012.

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The “**Communications Provisions**” means the Communications Provisions in [Part 10, Chapter 4] of the General Regulations.

“**Charity Trustee**” means a charity trustee of the Society.

A “**poll**” means a counted vote or ballot, usually (but not necessarily) in writing.

“**Society**” – means the Charitable Incorporated Organisation (CIO) known as the Leeds Philharmonic Society, Leeds Philharmonic Chorus or simply “the Leeds Phil”.

Signed: *Philip J Ratcliffe*, 21st March 2015

As approved by the Charity Commission 4th August 2015