

THE HUDDERSFIELD PHILHARMONIC SOCIETY

THE 2016 RULES

-and-

Summary of the main points of the Memorandum and Articles of Association of the Huddersfield Philharmonic Society

A Company Limited by Guarantee and a Registered Charity
Company Number: 5758494 Charity No: 1114413

THE HUDDERSFIELD PHILHARMONIC SOCIETY
(A Company limited by guarantee and a Registered Charity)

THE 2016 RULES

Preamble

1. The Huddersfield Philharmonic Society ('the company') being a company limited by guarantee and a registered charity was incorporated on a date set out in Schedule 1 to these rules. The company has the permission of the Charity Commissioners to omit the word 'limited' from its title in everyday use. The formerly unincorporated body known as the Huddersfield Philharmonic Society ('the society') was dissolved by special resolution on a date set out in Schedule 1, and its assets, liabilities and undertakings were transferred to the Huddersfield Philharmonic Society (Limited) on a date set out in Schedule 1. The company will continue to be known as the Huddersfield Philharmonic Society as before, but in this preamble is referred to as 'the company' to distinguish it from the dissolved society. The 2006 rules which were adopted to supplement the memorandum and articles of association of the company, and these 2016 rules which replace the 2006 rules refer to 'the society' in the rules themselves.
2. The former constitution of the society was set out in its rules, adopted on 7th May 1946 and subsequently amended on various dates, the last amended rules being dated 23rd June 1988. The company's constitution is set out in its memorandum and articles of association, which are required by company law and approved by the Charity Commissioners.
3. The memorandum and articles of association fulfil the necessary legal requirements, but because of the need to comply with standard formats, and in the interests of simplicity and flexibility, they do not cover some of the detailed rules which were drafted for the society's individual requirements. The company's articles of association (*article 50*) allow the executive board (directors) to propose rules or bye-laws as may be necessary or expedient for the proper conduct and management of the company. These rules accordingly supplement the memorandum and articles of association. The articles require the rules to be ratified by the company members in general meeting.
4. The original date of ratification of these rules by the members is set out in Schedule 1. From that date, all playing members, general members, officers, executive board members, subscriber representatives on the executive board and honorary members became members of the company. The date of ratification of these 2016 rules is also set out in Schedule 1. All members of the company undertake to accept a liability by way of guarantee limited to the sum of £10.00. each in the event of the company being dissolved by reason of insolvency.

THE 2016 RULES OF THE HUDDERSFIELD PHILHARMONIC SOCIETY

1. Interpretation

- 1.1. 'The society' means The Huddersfield Philharmonic Society, a company limited by guarantee and a registered charity formed on the date of incorporation set out in Schedule 1.
- 1.2. 'The memorandum' means the memorandum of association of the society
- 1.3. 'The articles' means the articles of association of the society and 'article' to the article number specified.
- 1.4. 'The rules' means these rules known as the 2016 rules and 'rule' to the rule number specified.
- 1.5. 'The executive board' means the directors of the society for the time being duly appointed and 'member of the executive board' means such a director.
- 1.6. 'Officer' or 'officers' means one, more or all, depending on context, of the officers referred to in Rule 7.
- 1.7. 'The Leader' means the member appointed to lead the orchestra under rule 7.12.
- 1.8. 'Principal' means the leader of each section of the orchestra as defined in rule 7.12.
- 1.9. 'Member', 'general member' and 'playing member' have the meanings given to them in Rule 3. If a general member is an organisation, references to 'member' will mean a representative of the organisation where the context admits.
- 1.10. 'Orchestra support member', 'student member' and 'honorary member' mean general members as defined in rule 4.1
- 1.11. 'The orchestra' means the symphony orchestra known as 'Huddersfield Philharmonic Orchestra'. which is composed chiefly of playing members of the society in performance of its main orchestral concerts.

2. The basis of the rules

These rules have been proposed by the executive board and ratified by the members on the date of ratification set out in Schedule 1 pursuant to article 50 (referred to as 'rules or bye-laws' in the articles).

3. Members

- 3.1 In accordance with article 3 (1) the executive board will establish the following classes of members, all of whom will be members of the society in accordance with article 2(2).
- 3.2 The number of general members as defined in rule 4 below will not exceed one fifth of the total membership.

4. General Members

General membership of the society is open to all persons and organisations whose application for membership is approved by the executive board under article 2(2). Every general member (or its representative, if an organisation), is eligible for election as an executive board member and officer subject to the provisions of the memorandum and articles and these rules and each has one vote in general meetings. General members will belong to one or more of the following sub-categories, and the executive board will specify which sub-category or sub-categories apply when issuing a certificate of membership. Any member who qualifies under more than one sub-category will not thereby acquire more than one vote at general meeting or the eligibility for more than one membership of the executive board of the society if appropriate. The executive board's decision is final in respect of resolution of any conflict in this regard.

4.1. Orchestra Support Members

Orchestra support members are non-playing members who assist with the running of the society including administrative and operational duties, and/or provide sponsorship or other financial assistance for the benefit of the society. They include all officers and other executive board members who are not also playing members and may include one or more subscriber representatives who subscribe to the society's concert season, and are elected to sit on the executive board, subject to rule 7.4 which requires at least two thirds of the executive board to be playing members.

4.2 Student Members

Student members are instrumentalists who are *bona fide* students who may at the executive board's discretion play in orchestral rehearsals and performances. Under Article 16, only student members over the age of 18 may vote at general meetings. Student members will pay to the society such proportion of the playing members' annual subscription as the executive board from time to time determine.

4.3 Honorary members

- (a) Honorary members are former playing members, usually having given long service, but who wish to retire as playing members through inability to continue regular attendance at rehearsals or other reason, or any playing or general members usually also of long standing, who are appointed honorary members by the executive board at the executive board's discretion.
- (b) The executive board may also designate an honorary member as honorary life member or honorary life member in retirement and/or honorary life vice-president. Honorary members are exempted from any subscription to the Society except as may be required under rule 7 of the memorandum. They have a vote at general meetings. Honorary life vice-presidents are not *ex officio* members of the executive board unless elected as executive board members at general meeting or co-opted.
- (c) The number of honorary members appointed at any given time will be subject to limitations on the proportion of general members to playing members under rule 3.2.

5. Playing members

Playing members have all the rights and obligations of general members, including the right to vote in general meetings, and to be eligible for election as executive board members and officers. In addition, the following provisions will apply to playing members:

- 5.1. Playing membership is open to such applicants as the executive board approve and appoint under articles 2(2) and 3. The executive board will apply additional criteria to those regarding general members, when deciding whether to approve an applicant as a playing member, which criteria will include but not be limited to the following:
 - (i) Musical ability
 - (ii) The needs of the society from time to time in terms of orchestral personnel
 - (iii) Reasonable prospect of regular attendance at rehearsals and concerts.
- 5.2 The executive board may require applicants for playing membership to submit to audition whether solo or in ensemble, or other reasonable test of musical ability they consider appropriate before considering an application for playing membership.
- 5.3 Playing members are expected to take part in rehearsals and concerts of the society unless the executive board otherwise direct, and are required to attend an adequate number of rehearsals of each concert programme. Any questions of adequacy of attendance will be determined by the executive board.
- 5.4 The executive board will, in addition to any other appropriate considerations, apply the criteria referred to in rules 5.1 to 5.3 above inclusive when deciding whether to terminate membership under article 4 (4) or suspend a playing membership under rule 5.6 below.
- 5.5 Every playing member will be subject to audition at such reasonable intervals as the executive board may from time to time determine whether solo or in ensemble or other reasonable test of musical ability as the executive board consider appropriate.
- 5.6 The executive board have power to suspend any playing member who fails to satisfy such test(s) and the executive board's decision is final as to whether such test(s) is/are satisfied. The executive board will subsequently consider, after giving a reasonable opportunity to the playing member concerned to make representations, whether to terminate the playing member's membership. The executive board must comply with article 4(4) if considering whether to terminate membership under this rule.
- 5.7 If the executive board terminate a playing membership they may at their discretion accept an application for general membership in lieu of playing membership.
- 5.8 Playing members will pay an annual subscription of such amount as is determined by the members from time to time in general meeting. Subscriptions will be due on the first Tuesday in September in each year, which will be regarded as the start of the orchestral year or on such other date as the executive board may determine. The executive board may at their discretion permit payment by instalments. In the case of new playing members appointed during the course of the orchestral year, an appropriate proportion of the annual subscription will be payable within 14 days of notification of

appointment, or by such instalments as the executive board in their discretion may determine. In exceptional circumstances the executive board may in their discretion waive or reduce the amount of a playing member's annual subscription.

5.9 Attention is drawn to article 4(3) whereby membership is automatically terminated in the event of any money being more than six months overdue.

5.10 Playing members whose subscriptions are paid up to date have the right to play at rehearsals and concerts, subject to the executive board's discretion, on which they may accept the recommendation of the conductor, the leader, principals or other appropriate person, which discretion will be exercised having regard for the criteria of musical excellence and the orchestral forces required.

6 Officers

6.1 The officers of the society are as follows:

- i. President
- ii. Vice-president
- iii. General Secretary
- iv. Treasurer

6.2 Every officer must also be a member of the executive board.

6.3 Officers may be general members or playing members subject to Rule 7.4.

6.4 The only difference between officers and other executive board members is that officers are not required to offer themselves for re-election by rotation under rule 7.8.

6.5 Officers will be elected or re-elected as the case may be to their respective roles as executive board members at each Annual General Meeting.

6.6 Subject to the obligation for all executive board members to retire at each AGM under article 24, and to the general power of members of the society to elect or otherwise any member of the executive board, the member elected as president will hold that post for a period of two years after which the vice-president will be eligible for election to the office of president, or another member of the society may be elected president if no vice-president is available or willing to stand for the office of president .

6.7 The president's two year term may with the members' consent be extended from year to year if no vice president is eligible and willing to act as president, or if a vice president eligible to be elected president is agreeable to such extension.

6.8 A president retiring under rule 6.6 after leaving office may at the Annual General Meeting offer him/herself for election as a member of the executive board subject to rules 7.4 and 7.5.

6.9 Time served as president or vice-president will not count towards the three-year period referred to in rule 7.8.

7. Executive board

7.1 The management of the society and its performances and the control of its funds is vested in the executive board which will include the officers and other executive board members of the society appointed under articles 26 to 30 inclusive.

7.2 The admission of members of the society is vested in the executive board by virtue of Article 2(2).

7.3 An executive board member must be a member of the society or a representative of a corporate member

7.4 At least two thirds of the executive board will be playing members.

7.5 The number of executive board members will be not fewer than five nor more than 12.

7.6 The executive board may invite such members of the society and other persons as they wish to attend and advise, but not to vote at executive board meetings.

7.7 The executive board may also appoint such executive board or society members to as they wish to fulfil management roles including but not limited to business, publicity, orchestral manager, librarian, membership and ticket and subscriber secretary.

7.8 Without prejudice to the general rule in article 24 that all executive board members must retire from office at each annual general meeting any member not being an officer who has served for at least three years will retire in rotation each year, but will be at liberty to offer himself or herself for re-election unless, if re-elected, a candidate who is not a retiring board member is nominated and, if elected, would result in the total number of the executive board exceeding 12 under rule 7.5.

7.9 In the event of competition for election or re-election as executive board member, the issue will be put to the vote, by poll if necessary, in accordance with article 13.

7.10 Attention is drawn to article 27 which sets out the procedure for the nomination of proposed executive board members.

7.11 At the first meeting of the executive board after the annual general meeting the executive board will appoint an orchestral management team (subcommittee).

- 7.12 Appointment of the orchestra leader (the principal first violin), principals and any other relevant appointments of sub-principals, positions in the orchestra etc. will be in the discretion of the executive board on the recommendation if sought of the OMT or any person including the leader and principals. Musical excellence will be the paramount consideration when considering these appointments, and other considerations will include known and proved performing ability and regularity of attendance at rehearsals and concerts. The executive board may at their discretion at any time replace a leader or principal with another in the event of a vacancy occurring or for other good reason.
- 7.13 The executive board will decide on the number and nature and the dates of concerts and may engage assistance and make all necessary arrangements for their staging and performance.

8 The Principal Conductor, Assistant Conductor and other artistes

- 8.1 As part of their general powers under Article 4.1(k) the executive board will appoint a principal conductor (PC) on such terms and for such duration as they think fit and as may be agreed with the PC to conduct and direct the orchestra at rehearsals and concerts and to advise the executive board on selection of programmes, orchestra personnel requirements and other related matters.
- 8.2 The PC, whose status will be that of independent contractor and not a member of the society, will be entitled to receive such reasonable remuneration as the executive board may decide and agree with the PC.
- 8.3 The remuneration of the PC will be agreed and fixed at the beginning of the orchestral season in each year or as the executive board otherwise may direct and agree with the PC.
- 8.4 As part of their general powers under Article 4.1(k) the executive board may also engage for reasonable remuneration, or voluntarily if available, the services of one or more assistant conductors, artistes, musicians and others to perform with, supplement and assist the orchestra at concerts and rehearsals as the occasion arises.
- 8.5 The executive board will generally, subject to their overall discretion, appoint the PC as a member of the OMT and may also invite the PC to attend and advise, but not vote at executive board meetings.

9 Miscellaneous

- 9.1 Without prejudice to article 5(1), the society's annual general meeting will be held on such date as the executive board consider appropriate in each year.
- 9.2 Any member who wishes to propose a resolution at the annual general meeting will give to the general secretary or other officer a written draft of the proposed resolution together with any preamble not less than seven days before the date of the meeting. The chair of the meeting has discretion to waive this requirement if considered appropriate.
- 9.3 The executive board may issue documents from time to time setting out policy and procedural matters in detail. These will not have the force of rules but are intended to be for the benefit of the society in its service to members in communicating and dealing with the executive board and other members, and in promoting, improving and publicising its activities. These documents may include, but not be limited to the following:

- Members' grievances/complaints
- Equal opportunities
- Concert planning
- Concert preparation
- Programme selection
- Rehearsal planning
- Auditions
- Engagement of conductors
- Marketing
- Sponsorship
- Fund-raising

SCHEDULE No 1.

Date of incorporation of The Huddersfield Philharmonic Society (a company limited by guarantee):
...28th March.2006

Date of dissolution of The Huddersfield Philharmonic Society:
.....13th June.....2006

Date of transfer of assets, liabilities and undertakings from The Huddersfield Philharmonic Society to The Huddersfield Philharmonic Society (a company limited by guarantee):
13th June.....2006

Date of ratification of these AMENDED Rules by the members of the The Huddersfield Philharmonic Society (a company limited by guarantee):.....4th October 2016.

SCHEDULE No 2.

Summary of the main points of the Memorandum and Articles of Association of The Huddersfield Philharmonic Society

1. **Name:** The Huddersfield Philharmonic Society (*Memorandum 1*).
2. **Main objects:** The formation and maintenance of an orchestra or orchestras and other musical groups in order to promote the study, practice and performance of musical works of all types by way of concerts and any other methods of performance including the production and sale of audio and video recordings in any and all media (*Memorandum 3*).
3. **Membership:** Open to all individuals or organisations who approved by the executive board. (*article 2.(2)*) The executive board may establish different classes of members with different rights and obligations (*article 3*). Membership is terminated in the event of (1) death, (2) resignation, (3) money owed for more than six months or (4) resolution of the executive board if in the society's best interests. In the event of termination on ground (4), 21 days' notice must be given and the member granted an opportunity to make representations to the executive board (*article 4*).
4. **General Meetings:** Annual General Meeting (AGM) to be held each year with not more than 15 months between AGMs (*article 5(1)*). AGMs and Extraordinary General Meetings generally require minimum 21 days' notice. (*Article 7(1)*). Quorum at general meetings is one fifth of the total membership (*Article 9.(2)*). Vote by show of hands unless a poll is demanded by chair or two or more members (*Article 13*). Every member over 18 has one vote. No vote if money owed to the society (*Article 16*).
5. **Executive board (Directors):** Minimum number 5, no maximum (*Article 20*). (No maximum under the Articles, but see rule 7.5 which limits the overall number to 12). Executive board members are appointed by ordinary resolution of the society in general meeting (*Article 20*). Vacancies occurring may be filled by the executive board (*Article 29*). All directors must retire at each AGM (*Article 24*) but may be re-appointed by general resolution (*Article 24*).* All members must receive minimum seven and maximum 28 days' notice of any resolution to appoint an executive board member other than one retiring by rotation (*Article 28*). Notice of proposals for new executive board members must be given not later than seven nor more than 35 days before a general meeting unless recommended by the other members of the executive board (*Article 27*). All executive board members must be members of the society (*Article 31(3)*). Quorum of executive board meetings is five (*Article 34(2)*). Executive board members may delegate their functions to orchestral or other sub-committees each of which must contain at least two executive board members (*Article 38.(1)*). Executive board members may only be remunerated in accordance with conditions laid down in the memorandum and articles (*Memorandum 4(4) and (5)*). The executive board may propose rules and bye-laws for the proper conduct and management of the society including but not limited to the admission of members, the rights and privileges of members, entrance fees subscriptions and other fees, the conduct of members in relation to one another, use of premises, procedure at meetings and generally. The society has power to ratify, alter, add to or repeal the rules and bye-laws (*Article 50*).

6. Appointment of Conductors/Artistes etc.

The society may employ and remunerate persons either as employees or independent contractors for carrying out the society's work, including conductors, artistes and players, and to assist with management,

administrative and operational purposes (*Article 4(1)(k)*). If such a person is also on the executive board, conditions as to remuneration apply (*Article 5(2)*).

* See Rule 7.8 as to retirement by rotation of playing members and subscriber representatives on the Executive board.

THE HUDDERSFIELD PHILHARMONIC SOCIETY

**A Company Limited by Guarantee No: 5758494
and a Registered Charity No: 1114413**

Extract from Memorandum of Association

Rule 7: Every member promises, if the Society is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Society incurred before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

These rules were adopted in General Meeting of The Huddersfield Philharmonic Society on 4th October 2016

Signed:

Ruth M. Holmes
President

D. Adams
Secretary.