

1. TITLE

1.1 The Club shall be known as 'Music in Peebles' (hereinafter called 'the Club')

2. OBJECTS

2.1 The objects of the Club shall be to enhance the cultural life of the community in Peebles and the surrounding district by:

- a) promoting the performance of live chamber music in Peebles;
- b) fostering wider appreciation of chamber music by making it accessible across the whole community.

2.2 In order to achieve its objects, the Club will undertake the following activities:

- a) present an annual series of chamber music concerts in Peebles;
- b) provide opportunities for young musicians to perform in live concerts as they work to develop their careers;
- c) promote the musical interests of Scottish performing musicians and of performing musicians based in Scotland;
- d) provide opportunities for audiences to extend the range of their listening by programming less familiar and contemporary works into concerts;
- e) facilitate music education activities, working with local schools, local authorities and other arts organisations;
- f) collaborate with other local arts organisations to promote wider participation in and access to music-making;
- g) endeavour to make music accessible to older members of the community and to those with restricted mobility.

3. POWERS

3.1 In pursuance of the objects, the Club shall have the following powers:

- a) to purchase, take on lease, hire or otherwise acquire any equipment which is suitable for the Club's activities;
- b) to take such steps as may be deemed appropriate for the purpose of raising funds for the Club's activities;
- c) to invest any funds which are not immediately required for the Club's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments);
- d) to seek and accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them);
- e) to take on lease any accommodation necessary for the furtherance of the Club's objects;
- f) to effect insurance of all kinds, including but not limited to: insurance for the replacement of any assets, public liability insurance, trustee indemnity insurance;
- g) to liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the Club's objects;
- h) to employ such staff or consultants as may be required by the Club from time to time;
- i) to do anything which may be incidental or conducive to the furtherance of any of the Club's objects.

4. MEMBERSHIP

- 4.1 Membership is open to any person interested in the objects of the Club. Employees of the Club are eligible for membership, on the condition that non-employees must always make up the majority of the membership.
- 4.2 Any person who wishes to become a member must sign, and lodge with the Club, a written application for membership.
- 4.3 Members shall pay an annual subscription, to be determined by the Committee.
- 4.4 Members shall have the right to attend the Annual General Meeting (and any Special General Meetings) of the Club and have important powers under the Constitution; in particular, the members elect people to serve on the Committee and take decisions in relation to changes to the Constitution itself.
- 4.5 The Committee may, at its discretion, refuse to admit any person to membership.
- 4.6 The Committee shall maintain a register of members, setting out the full name and address of each member.
- 4.7 The Committee may, with the approval of two-thirds of its members, suspend from membership of Music in Peebles, with immediate effect, any person deemed by the Committee to be bringing the Club into disrepute.
- 4.8 Any person may be expelled from membership by way of a resolution passed by majority vote at a General Meeting of the Club, providing the following procedures have been observed:
 - a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
 - b) the member concerned shall be entitled to be heard on the resolution at the General Meeting at which the resolution is proposed.
- 4.9 A person who ceases (for whatever reason) to be a member of the Club shall not be entitled to any refund of the membership subscription.
- 4.10 The members of the Club may, at an Annual General Meeting, appoint by a simple majority of members present and voting, any persons to be Honorary President and Honorary Vice-Presidents of the Club and may regulate the terms and conditions of such appointments.

5. COMMITTEE

- 5.1 The Committee shall be responsible for the administration, management and control of the affairs and assets of the Club, and may exercise all the powers of the Club.
- 5.2 The Committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory and regulatory requirements.
- 5.3 Members of the Committee shall also be Charity Trustees of the Club in its capacity as a Registered Scottish Charity. This requires that Committee members must:
 - a) act in the interest of the Club, putting the interests of the Club before their own interests or those of any other person or organisation;
 - b) operate in a manner consistent with the objects of the Club, carrying out their duties in accordance with this Constitution;
 - c) act with due care and diligence, taking such care of the Club's affairs as is reasonable to expect of someone who is managing the affairs of another person;
 - d) ensure that the Club complies with the provisions of the Charities and Trustee Investment (Scotland) Act 2005 and other relevant legislation.

- 5.4 The Committee shall consist of not more than ten and not fewer than three members.
- 5.5 A person shall not be eligible for election/appointment to the Committee unless a member of the Club. Any member of the Club shall be eligible for election/appointment to the Committee, unless they are also an employee of the Club. Employees of the Club shall not be eligible for election/appointment to the Committee.
- 5.6 Elections to the Committee shall take place at a General Meeting of the Club. A member wishing to stand for election shall:
- a) advise an existing member of the Committee at least seven days prior to the General Meeting of their intention to stand;
 - b) be proposed and seconded at the General Meeting by two members of the Club;
 - c) be elected by a simple majority of the members present at the General Meeting.
- 5.7 Election to the Committee shall be for the period up to the next Annual General Meeting of the Club.
- 5.8 At each Annual General Meeting, all of the members of the Committee shall retire from office - but shall then be eligible for re-election. Committee members wishing to offer themselves for re-election are not required to be proposed and seconded for re-election.
- 5.9 The Committee may at any time appoint any member of the Club to be a member of the Committee.
- 5.10 The Committee shall maintain a register of Committee members, setting out the full name and address of each member of the Committee, the date on which each such person became a Committee member, and the date on which any person ceased to be a Committee member.
- 5.11 Any person appointed as Honorary President or Honorary Vice-President of the Club is entitled to attend meetings of the Committee.
- 5.12 A member of the Committee shall immediately vacate office if:
- a) he/she becomes debarred under any statutory provision from being a charity trustee;
 - b) he/she ceases to be a member of the Club;
 - c) he/she resigns office by notice to the Committee;
 - d) he/she becomes an employee of the Club;
 - e) the Committee resolve by a simple majority of Committee members to remove him/her from office.
- 5.13 The Committee may establish such Sub-Committees for such purposes and on such terms and conditions as they shall deem necessary, provided that all acts and proceedings of the Sub-Committees shall be fully and promptly reported to the Committee. Any such Sub-Committees shall consist of one or more Committee members together with such other persons as the Committee shall deem appropriate.

6. OFFICERS

- 6.1 Each year, not more than twenty eight days following the Annual General Meeting of the Club, the Committee shall elect the following Officers from among themselves:
- a) President
 - b) Treasurer
 - c) Secretary
 - d) such other Officers as the Committee may consider appropriate.

- 6.2 All of the Officers shall cease to hold office at the conclusion of each Annual General Meeting, but shall then be eligible for re-election.
- 6.3 The Officers shall be responsible for such duties as the Committee may decide from time to time.
- 6.4 An Officer shall cease to hold office if he/she ceases to be a member of the Club or of the Committee or if he/she resigns from office by written notice to that effect.
- 6.5 No Officer shall receive any remuneration or other financial benefit from the Club or its activities, other than reimbursement of expenses properly incurred on behalf of the Club.

7. MEETINGS OF THE COMMITTEE

- 7.1 There shall be a minimum of four meetings of the Committee during each year (in the period between Annual General Meetings of the Club).
- 7.2 Meetings of the Committee shall be held at such times and places as the Committee shall determine. Any member of the Committee may request the President or Secretary to call a meeting of the Committee; any such request shall not be unreasonably refused.
- 7.3 No business shall be dealt with at a meeting of the Committee unless a quorum is present; the quorum for meetings of the Committee shall be three members of the Committee.
- 7.4 If present, the President of the Club shall chair meetings of the Committee. In the absence of the President, those members of the Committee present shall elect one of their number to chair the meeting.
- 7.5 Matters to be decided at a meeting of the Committee shall be carried by a simple majority of votes. If a tied vote arises, the chair of the meeting shall have the right to exercise a casting vote.
- 7.6 The Committee may, at its discretion, allow any person whom they reasonably consider appropriate, to attend and speak at any meeting of the Committee. Any such person who is invited to attend a Committee meeting shall not be entitled to vote at the meeting.
- 7.7 The Committee shall ensure that minutes are made of all proceedings at meetings of the Committee and of any Sub-Committees. Minutes shall include the names of those present, and shall be considered and formally approved at the following meeting of the Committee; the chair of that meeting shall sign a copy of the minutes to verify approval by the Committee.

8. INDEPENDENT EXAMINER

- 8.1 An Independent Examiner shall be appointed each year by the Committee.
- 8.2 The appointment of the Independent Examiner shall be presented to members at the Annual General Meeting for approval by a simple majority of members present.
- 8.3 The Independent Examiner need not be a member of the Club but must be independent of the management and administration of the Club.
- 8.4 The Committee must be satisfied that the Independent Examiner has the necessary skills to carry out the engagement in line with the relevant requirements as set out by the Office of the Scottish Charity Regulator (OSCR).
- 8.5 The Independent Examiner shall be responsible for examining the Annual Accounts of the Club in accordance with the requirements of the OSCR. Following the examination, the Independent Examiner shall prepare a Report for presentation to the Annual General Meeting of the Club and to the OSCR.

9. GENERAL MEETINGS OF THE CLUB (meetings of members)

- 9.1 The Club shall hold an Annual General Meeting in each year, within three months of the end of the Club's financial year, at such time and place as the Committee shall determine (see Section 10). Not more than fifteen months shall elapse between one Annual General Meeting and the next.
- 9.2 A Special General Meeting of the Club shall be called by the Secretary:
- a) on the written request of six members of the Club, or
 - b) on the unanimous written request of the Officers, or
 - c) on the written request of a majority of the Committee.
- 9.3 Fourteen clear days notice in writing shall be given by the Secretary to all members for all General Meetings of the Club (Annual and Special). The notice period shall not include the date of the notice or the date of the meeting. In all cases, the notice shall state the reason for calling the Meeting. If a resolution to amend the Constitution of the Club is to be proposed at the Meeting, the terms of the proposed alteration must accompany the notice. In the case of a Special General Meeting, the terms of any resolution to be put before the Club shall be annexed to such notice.
- 9.4 The President of the Club shall chair General Meetings of the Club. In the event that the President is unavailable, the Committee shall nominate one of its members to take the chair.
- 9.5 No business shall be dealt with at any General Meeting unless a quorum is present. Fifteen members of the Club, or such other number as the Club at the Annual General Meeting may determine, shall form a quorum.
- 9.6 If a quorum is not present within 15 minutes after the time at which a General Meeting was due to commence (or if, during a meeting, a quorum ceases to be present), the meeting shall stand adjourned to such time and place as may be fixed by the chair of the meeting.
- 9.7 The chair of a General Meeting may, with the consent of a simple majority of those present and voting at the Meeting, adjourn the Meeting to such time and place as the chair may determine.
- 9.8 Every member shall have one vote, which (whether on a show of hands or in a secret ballot) must be given in person.
- 9.9 A resolution put to the vote at a General Meeting shall be decided on a show of hands unless a secret ballot is demanded by the chair (or by at least two members present at the meeting).
- 9.10 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chair may direct. The result of the ballot shall be declared at the Meeting at which the ballot was demanded.
- 9.11 With the exception of amendments to the Constitution of the Club or a resolution to dissolve the Club, all matters to be decided at a General Meeting shall be carried by a simple majority of members present and voting. In the event of a tied vote, the chair of the Meeting shall have the right to exercise a casting vote.
- 9.12 The Committee shall ensure that minutes are made of all proceedings at General Meetings of the Club. Minutes shall be considered and formally approved at the following General Meeting; the chair of that meeting shall sign a copy of the minutes to verify approval by the members present.

10. ANNUAL GENERAL MEETING

- 10.1 The business at the Annual General Meeting shall include:
- a) the election/re-election of members to the Committee;

- b) the approval of an Independent Examiner, to be proposed and seconded by members of the Committee;
- c) the consideration of an Annual Report on the activities of the Club since the preceding Annual General Meeting, which shall be prepared by the Committee;
- d) the consideration of the Annual Accounts of the Club for the preceding financial year and the Report of the Independent Examiner.

10.2 The Agenda and Annual Accounts shall be made available to all members prior to the Meeting.

10.3 Any member may have a motion placed on the agenda by submitting it to the Secretary not less than one week before the Annual General Meeting.

11. FINANCE

11.1 All monies raised by or on behalf of the Club shall be applied solely towards the promotion of the Objects of the Club as stated in paragraph 2 hereof and for no other purpose.

11.2 The funds of the Club, including all donations, contributions and bequests, shall be paid into an account operated by the Committee in the name of the Club at such a bank as the Committee shall from time to time decide.

11.3 The Committee shall appoint from among its members a minimum of three signatories who shall control operations on the bank accounts held by the Club. At least two of the signatories should be Officers of the Club. The appointed signatories must not be related or live at the same address.

11.4 Two of the signatories appointed by the Committee shall be required to provide signatures in relation to all such operations (other than lodgement of funds).

11.5 Where the Club uses electronic facilities for the operation of any bank account, the authorisations required for operations on that account must be consistent with the approach set out above.

11.6 The Committee shall keep records showing all the income and expenditure of the Club, in compliance with relevant current legislation.

11.7 Accounting records will be retained by the Club for a minimum of six years from the end of the financial year in which they were made.

11.8 The Committee shall prepare Annual Accounts of the Club, complying with all relevant statutory and regulatory requirements.

11.9 The Committee shall arrange for the Annual Accounts to be examined by the Independent Examiner and shall present both the Annual Accounts and the Report of the Independent Examiner to the Annual General Meeting of the Club.

11.10 No member of the Club shall receive any remuneration or other financial benefit from the Club or its activities other than reimbursement of expenses properly incurred on behalf of the Club.

12. CHANGES TO CONSTITUTION

12.1 No change shall be made to this Constitution except by a resolution approved at a General Meeting of the Club (Annual or Special) by two-thirds majority of those members present and voting at such meeting, provided always that due notice of the proposed resolution shall have been given to all members.

12.2 No amendment to this Constitution may be made if the effect would be that the Club would cease to be a charity.

12.3 Any alterations to the Constitution will be notified to the Office of the Scottish Charity Regulator.

13. DISSOLUTION

13.1 The Club may at any time be dissolved by a resolution passed by a two-thirds majority of those members present and voting at an Annual General or Special General Meeting of the Club.

13.2 Following a decision to dissolve the Club, the Committee shall use the assets of the Club to discharge any debts or other liabilities incurred by the Club. The Committee shall have the power to dispose of such assets as it sees fit in order to carry out this responsibility.

13.3 Any remaining assets of the Club at the date of dissolution, following discharge of all the Clubs liabilities, shall be donated to a body that is a charity in law, having objects similar to those of the Club. The Committee of the Club shall be empowered to determine which other body shall receive any such donations.

13.4 No part of the assets of the Club shall be paid or transferred (directly or indirectly) to any members of the Club on dissolution.

14. CONFLICTS OF INTEREST

14.1 A conflict of interest shall be deemed to arise if a member of the Committee has a personal interest in any transaction or other arrangement into which the Club is proposing to enter.

14.2 A personal interest shall be taken to include an interest by a partner or close relative of a Committee member, or by a company in which a Committee member has an interest, or is a partner, director or major shareholder.

14.3 A member of the Committee experiencing a conflict of interest must declare that conflict at a meeting of the Committee.

14.4 Following declaration of a conflict of interest, the Committee member will be debarred from voting on the question of whether or not the Club should enter into that arrangement and must withdraw from any meeting while such questions are decided.

14.5 Subject to compliance with the above provisions, a Committee member, or a partner, close relative or business associate of a Committee member, shall not be debarred from entering into a transaction or arrangement with the Club, and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

14.6 Where a Committee member provides services to the Club or might benefit from any remuneration paid to a connected party for such services, then

- a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;
- b) the Committee members must be satisfied that it would be in the interests of the Club to enter into the arrangement (taking account of that maximum amount);
- c) fewer than half of the Committee members must be receiving remuneration from the Club (or benefit from remuneration of that nature).

15. NOTICES

15.1 Throughout this Constitution, wherever reference is made to notice being 'written' or 'in writing', this shall include email, electronic copies sent as email attachments, hard copy sent by post or hard copy hand delivered to the recipient.

15.2 Notice shall be delivered to the latest email address or postal address provided to the Committee by the recipient.

16. INTERPRETATION

16.1 For the purposes of this Constitution:

- a) the expression “charity” shall mean a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 96 of the Charities Act 1993;
- b) the expression “charitable purpose” shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.

16.2 Any reference in this Constitution to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.