

Border Marches Early Music Forum (BMEMF)

Charity No. 512160.

Constitution

1. NAME

The name of the association shall be the BORDER MARCHES EARLY MUSIC FORUM, which may be abbreviated to BMEMF.

2. OBJECTS

The objects of BMEMF shall be:

- i) to advance, improve, develop and maintain public education in, appreciation of, and participation in the art and science of early music in all its aspects by any means the trustees see fit, including the presentation of public concerts and recitals;
- ii) to further such charitable purpose or purposes as the trustees in their absolute discretion shall think fit but in particular through the making of grants and donations.

3. MEMBERSHIP

- i) Membership shall be open to any person who is interested in furthering the objects of BMEMF and who has paid the annual subscription at the appropriate rate or rates. Every member shall have one vote.
- ii) No individual shall be excluded from membership of the Society or de-barred from any official capacity on the Council on the grounds of sex, race, colour, age, religion, sexual orientation, disability or political affiliation.
- iii) The annual subscriptions shall be such sums as may be ratified in the AGM. Subscriptions shall become due on the fifth day of April each year.
- iv) The Council shall have power to waive a member's annual subscription in special circumstances such as honorary membership, without prejudice to that member's right to vote or to be elected or co-opted to the Council.
- v) Members whose annual subscriptions are six months in arrears shall be deemed to have given up their membership until they renew their subscriptions.
- vi) The Council have the power to terminate the membership of any individual, provided that the decision of the Council (with the exception of (a) the individual concerned if a member of the Council and (b) any member of the Council making or connected with the complaint against the individual) is unanimous both as to the termination and as to there being good reason for it, and provided that the individual concerned shall have the right to be heard by the Council, accompanied by a friend if desired, before a final decision is made.

4. OFFICERS AND COUNCIL

The management of BMEMF shall be in the hands of a Council consisting of Officers (who shall include a Chairman, a Secretary, a Treasurer and a Membership Secretary) and not more than five ordinary members. The total membership of the Council shall not exceed ten.

The Officers and the other Council members shall be members of BMEMF and shall be elected at the AGM. They shall hold office until the next AGM and be eligible for re-election.

The Council shall have the power to co-opt additional members provided that total membership of the Council shall not exceed ten. Those co-opted may remain on the Council until the next AGM.

The Council are the charity trustees.

5. MANAGEMENT

All the arrangements for workshops, concerts, other activities, and finance shall be controlled by the Council.

6. POWERS

In furtherance of the objects but not otherwise the Council may exercise the following powers:

i) power to raise funds and to invite contributions provided that in raising funds the Council shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;

ii) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;

iii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

iv) power to appoint and constitute such advisory committees as the Council may think fit;

v) power to do all such other lawful things as are necessary for the achievement of the objects.

7. MEETINGS AND PROCEEDINGS OF THE COUNCIL

i) The Council shall hold at least two ordinary meetings each year.

ii) A special meeting of the Council may be called at any time by the Chairman, or by any two other members of the Council, upon not less than four days' notice being given to the other members of the Council of the matters to be discussed; but, if the matter includes the appointment of a co-opted member, then not less than twenty-one days' notice must be given.

- iii) The Chairman shall act as chairman at meetings of the Council. If the Chairman is absent from any meeting, the members of the Council present shall choose one of their number to be chairman before any other business is transacted.
- iv) There shall be a quorum when at least four members of the Council are present.
- v) Any member of the Council may require a matter to be decided by vote by those present. In the case of equality of votes, the chairman of the meeting shall have a second or 'casting' vote.
- vi) The Council shall keep minutes of the proceedings at meetings of the Council and any sub-committee, and shall ensure that these are stored safely, and that they are available for inspection as required.
- vii) The Council may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings, and the custody of documents. No rule may be made which is inconsistent with this Constitution.

8. ANNUAL GENERAL MEETING (AGM)

Within a maximum of six months of the end of each financial year, or if exceptional circumstances prevent this, as soon as practicable thereafter, the members shall be summoned to an AGM of which at least twenty-one days' notice in writing shall be given to all members.

The AGM shall receive reports and accounts from the Council, decide the annual subscriptions to take effect from the following April, elect the Council, deal with any matter which the Council may desire to bring before the members, and receive suggestions from the members for future consideration by the Council.

9. SPECIAL (EXTRAORDINARY) GENERAL MEETING

A Special General Meeting, of which at least twenty-one days' notice in writing must be given to members, may be called by the Council or upon written request to the Secretary signed by at least fifteen members. The notice must state the business to be discussed.

10. PROCEDURE AT GENERAL MEETINGS

The Secretary or other person specially appointed by the Council shall keep a full record of proceedings at every General Meeting.

There shall be a quorum when at least ten percent of the members are present.

The Chairman shall act as chairman at General Meetings. In a case of equality of votes, the Chairman shall have a second or 'casting' vote.

In the absence of the Chairman, those members present shall elect a chairman for the meeting. In a case of equality of votes, the chairman of the meeting shall have a second or 'casting' vote.

11. MEETINGS HELD ELECTRONICALLY

- i) Meetings of the Council, the Annual General Meeting and any Special General Meeting may, at the discretion of the Council, be held by suitable electronic means in which each participant may freely communicate with all the other participants.
- ii) Any participant in such online meetings shall qualify as being present at the meeting
- iii) Meetings held by electronic means shall comply with the rules for meetings, including chairing and taking the minutes, referred to in Clauses 7,8,9 and 10

12. FINANCE

- i) The financial year shall end on 31 March.
- ii) Banking accounts in the name of BMEMF shall be operated by the Treasurer jointly with two other Officers appointed by the Council. Transfers from these accounts shall be authorised by two or by one of these three persons, according to the requirements of the individual bank.
- iii) BMEMF may receive donations, grants-in-aid and financial guarantees. Tickets or places for any or all of its concerts and other events shall be offered for sale to the public.
- iv) The income and property of BMEMF whencesoever derived shall be applied solely towards promoting the objects of BMEMF as set forth above and no portion thereof shall be paid or transferred either directly or indirectly to any member or members except in payment of legitimate and reasonable fees and expenses incurred on behalf of BMEMF.

13. ACCOUNTS

The financial accounts shall be audited or examined to the extent required by legislation or, if there is no such requirement, scrutinized by a person who is independent of the Council and then submitted to the members at the AGM.

14. ALTERATIONS TO THE CONSTITUTION

The Constitution may be altered by a two-thirds majority of the members present and voting at any General Meeting, provided that at least fourteen days' notice of the proposed alteration has been given to all members and provided that nothing contained in the proposed alteration shall authorise any amendment which shall have the effect of BMEMF ceasing to be a charity.

No amendment may be made to clause 1 (name), clause 2 (objects), clause 12 (iv) (distribution of assets), or clause 15 (dissolution), without the prior written consent of the Charity Commission.

The Council shall send to the Charity Commission a copy of any amendment made under this clause.

15. DISSOLUTION

In the event of BMEMF being wound up, any assets remaining upon dissolution after the payment of proper debts and liabilities shall be transferred to a charitable institution or institutions having similar objects to those of BMEMF.

Constitution as approved at the BMEMF AGM on 15 June 2014, with amendments approved at the BMEMF AGMs on 19 September 2015 and 2 July 2022.