

# CONSTITUTION

## FRIENDS OF HIGHLAND MUSIC

(formerly Friends of Balnain House)



### NAME

1. The Society shall be called Friends of Highland Music.

### OBJECTS

2. The objects of the Society shall be:

2.1 To advance the education of the general public concerning the music, literature, poetry, art and culture of the Highlands and Islands and other areas of Scotland.

2.2 To make either grants or donations to either individuals or organisations for educational purposes in furtherance of the foregoing objects.

2.3 To accept membership of, or affiliation with, either organisations or companies whose objects are compatible with those of the Society.

2.4 To carry out any legal activities in any location in furtherance of the foregoing objects.

### MANAGEMENT

3.1 The management of the Society's affairs shall be vested in a Committee consisting of:

(a) Up to ten Members elected at the society's Annual General Meetings, who shall serve for a period of two years and thereafter be eligible for re-election.

(b) Co-opted Members under Clause 3.2.

3.2 The Committee shall have the power to co-opt on to the Committee from the Members of the Society:

(a) Replacements for any Members of the Committee who have died, resigned or become incapable of serving, and

(b) Not more than four additional persons. Co-opted Members of the Committee shall serve until the next Annual General Meeting.

3.3 The Committee shall elect from its own number a Convenor, Vice Convenor, Secretary and Treasurer.

3.4 All moveable property of the Society shall be held by the Committee for the purposes of the Society. In event of the Committee acquiring heritable property it shall be entitled by deed to appoint trustees to hold the same on behalf of the Society.

3.5 The Committee shall have the powers: -

(a) To hold the funds of the Society in such investments (whether trustee or not) as the Committee may decide.

(b) To employ any persons (other than Members of the Committee) upon payment.

(c) To contract and pay for the purchase, hire or lease of goods and services.

(d) To make payments from the funds of the Society in implement of the activities of the Society and to obtain all licences, registrations and permissions to enable them to do so.

3.6 The quorum for a Committee meeting shall be four persons.

3.7 All elected and co-opted Members of Committee shall be eligible for re-election under Clause 7.2(e).

#### MEMBERSHIP

4.1 Membership of the Society shall be open to all persons professing support for the objects of the Society and tendering their subscriptions.

4.2 The Committee may expel any Member, who in the Committee's opinion brings discredit to the Society and the readmission of any expelled Member shall be at the discretion of the Committee.

4.3 The Society in General Meeting may confer Honorary Membership on any persons. Honorary Members shall have no voting rights.

#### SUBSCRIPTIONS

5.1 All Members of the Society except Honorary Members shall pay a subscription the amount of which shall be determined by the Society in General Meeting.

5.2 The Society in General Meeting shall have the power to determine the annual subscription and to fix different levels to different classes of individuals, groups and organisations (if they so decide) to fix the terms of life membership.

5.3 Annual subscriptions shall be for the period of one year from the 1st of January to the 31<sup>st</sup> of December.

5.4 A Member shall not be entitled to vote at a General Meeting unless his or her current subscription has been paid.

5.5 The Committee shall be entitled at its discretion to terminate the membership of any person who after due warning fails to pay a subscription within three months of the due date. Re-admission of such a person shall be at the discretion of the Committee.

## ACCOUNTS

6.1 A bank account or bank accounts shall be maintained by the Society and shall be operated on the signatures of any two of the Convenor, Vice Convenor, Secretary and Treasurer.

6.2 The Treasurer shall prepare Annual Accounts of the transactions of the Society as at 31<sup>st</sup> December each year and the Committee shall have the Accounts Independently Examined.

6.3 Copies of the Annual Accounts shall be submitted to Members with the notice of the Annual General Meeting.

## GENERAL MEETINGS

7.1 An Annual General Meeting shall be held in the month of March each year.

7.2 The Annual General Meeting shall: -

(a) receive and consider an Annual Report from the Committee

(b) receive and consider the Annual Accounts

(c) receive and consider any Resolution which has been competently lodged and circulated in terms of clauses 7.4.and 7.5.

(d) determine the amount of the Subscriptions payable during the ensuing year

(e) elect replacements for retiring elected Members of Committee

f) receive suggestions to the Committee for future activities of the Society.

7.3 A Special General Meeting shall be held if called by the Committee or on the requisition, lodged with the Secretary, of at least twenty Members.

7.4 A copy of every Resolution to be proposed at a General Meeting, signed by its proposer and seconder, shall be lodged with the Secretary not later than twenty one days before the meeting.

7.5 Members shall receive fourteen day's notice of a General Meeting with information as to any resolutions and other matters to be discussed.

7.6 A quorum for a General Meeting shall be twelve Members entitled to vote and being present or represented by proxy.

7.7 Any Member entitled to vote may do so by proxy. Proxy Forms, signed and dated, shall be lodge with the Secretary not less than forty eight hours before the meeting.

## RESTRICTIONS ON PAYMENTS TO MEMBERS

8 No payments shall be made from the funds of the Society to Committee Members of the Society except only in the reimbursement of expenses properly incurred on the behalf of the Society.

## AMENDMENT

9.1 This Constitution may be amended only by Resolution of the Society in General Meeting approved by not less than two-thirds of the Members eligible to vote and present or represented by Proxy.

9.2 No amendment shall be made which would jeopardise the charitable status of the Society.

9.3 The Inland Revenue Claims Branch, Charities Division shall be notified of any amendment of the Constitution.

## DISSOLUTION

10.1 The Society may be dissolved by a Resolution at a General Meeting approved by not less than two-thirds of the Members eligible to vote and present or represented by proxy.

10.2 If upon dissolution of the Society, there remain after satisfaction of its debts and liabilities any funds or assets the same shall not be paid to Members of the Society, but shall be paid to Balnain House Trust to be applied for the benefit of Balnain House, or on the failure of such a purpose for any reason shall be paid to such other charitable organisation or Institution as the Society in General Meeting shall decide provided that its objects shall be compatible with those of the Society, and its Constitution prohibits the payment of its funds to its Members.

10.3 If upon dissolution of the Society there remains a deficit, the liability of the members of the Society for such deficit shall be limited to £1 per member. Honorary Members shall be exempt from this liability.

10.4 This clause may not be amended under provision of clause 9.