



## **Constitution of the Balerno Music Festival Society**

### **1 Name**

- a. The Society shall be called the Balerno Music Festival Society (The Society).

### **2 Purpose and Aims**

- a. The principal purpose of the Society shall be to facilitate and support an annual Balerno Music Festival (The Festival) and generally to support musical and related activities principally in Balerno.
- b. The Festival will consist of events and activities principally promoted by the Partner Bodies.
- c. The activities of The Society will be managed by the Office Bearers and the Committee.
- d. The Society will coordinate events and provide central services including:-
  - i. the preparation of the overall programme,
  - ii. marketing of the festival,
  - iii. managing the sponsorship and advertising,
  - iv. ticketing,
  - v. web site maintenance,
  - vi. any other item that the committee requires to be handled centrally.

### **3 Powers**

- a. The Society shall have the ordinary powers open to any unincorporated association in Scotland, including in particular,
  - i) to promote or assist in promoting activities of a charitable nature;
  - ii) to raise funds and to invite and receive contributions from any person or persons (including organisations) whatsoever by way of subscription, donation and otherwise, provided that the Society shall not undertake any permanent trading activities in raising funds for its primary purpose;
  - iii) to acquire and hold property;
  - iv) subject to any such consents as may be required by law, to borrow or raise money for the purposes of the Society
  - v) to maintain appropriate insurances,
  - vi) to operate necessary bank accounts,
  - vii) to make grants in accordance with the Society's purposes
  - viii) to do all such lawful things as are necessary for the attainment of its purposes.

### **4 Membership**

- a. Membership of the Society consists of
  - i) individual Members, known as Friends of Balerno Music Festival (Friends), and
  - ii) Partner Bodies.
- b. The Society shall be entitled to confer Honorary Membership on any individual at a General Meeting.



## **5 Subscription**

- a. Individual membership of the Society will, except in the case of honorary membership, involve payment of a subscription. The rates of subscription shall be set for any year at the AGM
- b. Membership of the Society shall lapse if the relevant subscription is unpaid three months after it is due.
- c. Partner Bodies will contribute financially through a ticket levy which will be applied to any ticket sold. The scale of the levy on ticket sales shall be determined by the Committee.

## **6 Officer Bearers and Membership of the Committee**

- a. The Office Bearers of the Society shall be:-
  - i. Chair,
  - ii. Secretary,
  - iii. Treasurer;
- b. Office Holders shall relinquish their office every year at the AGM and shall be eligible for re-election at the AGM;
- c. Nominations for any Office or for Committee Membership shall be submitted in writing, duly seconded and with the consent of the nominee, to the Secretary in advance of the item being called at the AGM;
- d. In the absence of any nominations in writing for any office or for membership of the Committee, the Chair of the AGM may seek nominations from the floor of the meeting, provided that any such nominations are proposed and seconded and have the consent of the nominee;
- e. Nominees for election as officers or to the Committee shall declare at the AGM at which their election is to be considered any financial or professional interest known or likely to be relevant to the activities of the Society;
- f. In the event that the number of nominations exceeds the number of vacancies in any case then a secret ballot shall be held;
- g. The Committee shall have power to appoint individuals to fill vacancies that arise during any year.
- h. The Committee may co-opt members as appropriate, such co-opted members will not be entitled to vote at Committee meetings.
- i. The Committee will comprise
  - i. the Office Holders of the Society, and
  - ii. a person nominated by each Partner Body,
  - iii. two individuals elected at a General Meeting and
  - iv. individuals appointed by the Committee.



## **7 Management of the Society**

- a. The affairs of the society will be managed by the committee.
- b. The Committee shall be chaired by the Chair of the Society, whom failing such other person as the Committee shall select.
- c. Committee meetings will be open to other interested parties but only the members referred to in 6i will be entitled to vote.
- d. The Committee may appoint sub committees and may remit any matter for decision by such sub-committee.
- e. The Committee shall be responsible to the Society in General Meeting for such management.

## **8 Partner Bodies**

- a. The following bodies are the founding Partner Bodies for the purposes of this constitution,
  - i. Balerno Village Trust,
  - ii. Balerno Parish Church of Scotland,
  - iii. St Mungo's Church, Balerno, Edinburgh,
  - iv. Balerno Folk Club,
- b. Any other organisation can become a Partner Body if the Committee or a General Meeting so resolves.
- c. The Partner Bodies are responsible for staging the events that they have promoted in the programme, they are entitled to retain any profits and generally carry any financial loss. In exceptional cases a loss may be covered from Society funds but only with the agreement of the committee.

## **9 Meetings of the Society**

- a. An Annual General Meeting (AGM) of the Society shall be held in or about November of each year.
- b. The business of the AGM shall be:-
  - i. to receive and consider the Committee's report
  - ii. to receive and consider the financial accounts of the Society
  - iii. to receive and consider the budget for the following year
  - iv. to elect Office Bearers of the Society
  - v. to elect the Members of the Committee
  - vi. to determine the subscription rates, and
  - vii. to transact such other relevant business as the meeting may consider appropriate.
- c. Extraordinary General Meetings of the Society (EGM) shall be held:-
  - i. at the written request of 25% of the members whose subscriptions are fully paid, or
  - ii. at the instruction of the Committee.
- d. The Secretary shall give at least 14 days notice of any general meeting of the Society.
- e. Accidental omission to give notice to any Friend shall not invalidate the proceedings of a General Meeting.



## **10 Voting at General Meetings**

- a. All Friends and Committee members shall be entitled to attend and vote at any General meeting of the Society.
- b. Each Friend shall be entitled to appoint a proxy to cast his or her vote in respect of any resolution at any General Meeting and in the event that he or she wishes to appoint a proxy shall notify the Secretary in writing before the commencement of the meeting at which the proxy is to be exercised.
- c. In the event of an equality of votes cast the Chair of the meeting shall have a casting vote which shall ordinarily be cast in favour of the status quo.

## **11 Declaration of Interest**

- a. It shall be the duty of every member who is in any way directly or indirectly financially or professionally personally interested in any item of discussion at any meeting of the Society at which they are present, to declare such interest. They shall not be involved in any such item except as the chair or the meeting shall permit.

## **12 Expenses of administration etc**

- a. The Committee shall pay all proper expenses of administration and management of the Society out of the Society funds. After the payment of expenses and the setting aside to reserve of such funds as shall be deemed expedient, the remaining funds of the Society shall be applied by the Committee in furtherance of the purposes of the Society.

## **13 Investment**

- a. The Society shall maintain such bank or other accounts as from time to time are necessary for the efficient discharge of the Society's business;
- b. The Committee may, in respect of any moneys at anytime belonging to the Society and not required for immediate application for the Society's purposes, invest such money or any part of it in or upon any investment, securities or property as it may think fit, subject nevertheless to such authority, approval or consent as may be required from time to time by law.

## **14 Amendments**

- a. This constitution may be amended by a two thirds majority of members present at an AGM or Extraordinary General Meeting (EGM) provided 14 days notice of the proposed amendment has been given to all members.

## **15 Notices**

- a. Any Notice required to be given by this constitution shall be deemed to be duly given if hand delivered, or sent by prepaid post, or e-mail, the address of that member last notified to the Hon Secretary.



## 16 Winding up

- a. The Society may be dissolved by a two thirds majority of members voting at an AGM or EGM of the Society or confirmed by a simple majority of members voting at a further EGM held not less than 14 days after the previous meeting;
- b. If a motion for dissolution of the Society is to be proposed at a General Meeting this motion shall be referred to specifically when notice of the meeting is given;
- c. In the event of a dissolution the available funds of the Society shall be transferred to the Balerno Community Council;
- d. On dissolution the minute books and other records of the Society shall be deposited with the Balerno Community Council or its successor assignee.

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