

DULWICH SYMPHONY ORCHESTRA

EXISTING CONSTITUTION

Adopted by the AGM on 14 October 2003

Wording in green in this column does not appear in the right hand column.

1. Name

The name of the Society shall be “The Dulwich Symphony Orchestra” hereinafter referred to as the Society.

2. Objects

The object of the Society shall be to advance, improve, develop and maintain public education in and appreciation of the art and science of music in all its aspects by the presentation of public concerts; and for the general purposes of such charitable bodies or for such other purposes as shall be exclusively charitable as the Committee may from time to time decide.

3. Membership

Membership of the Society shall be open to any person interested in furthering the objects of the Society, and who has paid the annual subscription at the appropriate rate or rates as shall be determined by the Committee, all subscriptions being payable in advance.

Every member shall have one vote.

The Committee has the power to terminate the membership of any individual, provided that the decision of the Committee (with the exception of (i) the individual concerned if a member of the Committee and (ii) any member of the Committee 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 Committee, accompanied by a friend if desired, before a final decision is made.

DULWICH SYMPHONY ORCHESTRA

PROPOSED NEW CONSTITUTION

Proposed by C Burns

Wording in red in this column indicates changes and additions to the existing constitution. Red capital letters are for ease of reference only.

1. Name

The name of the Society shall be “The Dulwich Symphony Orchestra” hereinafter referred to as the Society.

2. Objects

The object of the Society shall be to advance, improve, develop and maintain public education in and appreciation of the art and science of music in all its aspects by the presentation of public concerts; and for the general purposes of such charitable bodies or for such other purposes as shall be exclusively charitable as the Committee may from time to time decide, **providing the Committee gains ratification for such decisions from the membership of the Society at the AGM proximate to each decision.**

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3. Membership

Membership of the Society shall be open to any person interested in furthering the objects of the Society, and who has paid the annual subscription at the appropriate rate or rates as shall be determined by the Committee, all subscriptions being payable in advance.

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The committee may award a free honorary membership for extraordinary longstanding service.

Every member shall have one vote.

C

The Trustees must keep a register of names and addresses of the members which must be made available to any member upon request.

The Committee has the power to terminate the membership of any individual, provided that the decision of the full Committee (with the exception of (i) the individual concerned if a member of the Committee and (ii) any member of the Committee 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 Committee, accompanied by a friend if desired, before a final decision is made.

4. Officers and Committee

The management of the Society shall be in the hands of a Committee consisting of the following Officers: Chair, Secretary and Treasurer and 5 other members: the Officers and the other Committee members shall be elected by and out of the Society's members at the Annual General Meeting; they shall hold office until the next Annual General Meeting and be eligible for reelection.

The Conductor may attend all Committee meetings except when his position is being considered.

5. Management

All the arrangements for the concerts and other events and the control of finance shall be in the hands of the Committee.

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The Committee has a responsibility to act on a complaint made by a member of the Society, to resolve the complaint fairly and speedily, and to account to the complainant for the process by which it arrives at its decision.

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The Conductor may attend all Committee meetings.

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The names and appropriate contact details of the members of the Committee shall be made available to all the members of the Society.

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If the Committee needs to fill vacancies then this shall be done through elections at a general meeting or emergency general meeting. Members may not be co-opted onto the Committee.

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If the number of committee members is less than the number fixed as the quorum, the continuing committee member/s may act only for the purpose of calling a general meeting.

5. Management

All the arrangements for the concerts and other events and the control of finance shall be in the hands of the Committee. However, the Committee must gain prior approval from the membership for major actions that will substantially affect the members of the Society, e.g. hiring or firing of the conductor or leader.

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The choice of programme should gain approval of the Conductor as well as the membership.

6. Powers

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

- i) power to raise funds and to invite contributions provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- ii) power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- iii) power subject to any consents required by law to borrow money and to charge all or part of the property of the Society with repayment of the money so borrowed
- iv) power to employ such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependents;
- v) 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;
- vi) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- vii) power to appoint and constitute such advisory committees as the Committee may think fit;
- viii) power to do all such other lawful things as are necessary for the achievement of the objects.

6. Powers

L The committee must manage the business of the Society and have the following powers in order to further the Objects (but not for any other purpose);

- i) power to raise funds and to invite contributions provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- ii) power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- iii) power subject to any consents required by law to borrow money and to charge all or part of the property of the Society with repayment of the money so borrowed;
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- vii) power to appoint and constitute such advisory committees as the Committee may think fit;
- viii) power to do all such other lawful things as are necessary for the achievement of the objects.

7. Meetings and Proceedings of the Committee

i) The Committee shall hold at least 2 ordinary meetings each year. A special meeting may be called at any time by the Chair, or by any 2 members of the Committee, upon not less than 4 days' notice being given to the other members of the Committee of the matters to be discussed but if the matter includes the appointment of a co-opted member then not less than 21 days' notice must be given.

ii) The Chair shall act as chair at meetings of the Committee. If the Chair is absent from any meeting, the members of the Committee present shall choose one of their number to be chair before any other business is transacted.

iii) There shall be a quorum when at least one third of the number of members of the Committee for the time-being, or three members of the Committee (whichever is the greater), are present at a meeting.

7. Meetings and Proceedings of the Committee

(i) The Committee shall hold at least 2 ordinary meetings each year. A special meeting may be called at any time by any 2 members of the Committee, upon not less than 4 days' notice being given to the other members of the Committee of the matters to be discussed.

Such special meetings should be called for issues that cannot reasonably wait until the next ordinary or arranged meeting.

M Both ordinary and special meetings shall be arranged to accommodate the diary and location preferences of the majority of Committee members, regardless.

ii) The Chair shall act as chair at meetings of the Committee. If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the committee members present may appoint one of their number to chair the meeting. The person appointed to chair meetings of the committee shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the committee.

N iii) There shall be a quorum when at least one half of the number of members of the Committee for the time-being, or four members of the Committee (whichever is the greater), are present at a meeting.

iv) The committee may from time to time make rules or bye-laws for the conduct of their business.

The by-laws may regulate the following matters but are not restricted to them:

a) The admission of members of the Charity and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

Q b) The conduct of members of the Society in relation to one another, and to the Society's employees and volunteers;

c) The procedure at general meeting and meetings of the committee in so far as such procedure is not regulated by this Constitution.

d) Generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

The Society in general meeting has the power to alter, add to or repeal the rules or bye-laws.

iv) Every matter shall be determined by a majority of votes of the members of the Committee present and voting on the question, but in the case of equality of votes, the chair of the meeting shall have a second or ‘casting’ vote.

v) The Committee shall keep minutes of the proceedings at meetings of the Committee and any sub-committee, and shall ensure that these are stored safely, and that they are available for inspection as required.

vi) The Committee 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. [Editor’s note: this clause is replaced by clause 7(iv) of the proposed new constitution.]

vii) The Committee may appoint one or more sub-committees, consisting of three or more members of the Committee, for the purpose of making any enquiry or supervising or performing any function or duty which, in the opinion of the Committee, would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Committee.

8. Equal Opportunities

No individual shall be excluded from membership of the Society or de-barred from any official capacity on the Committee on the grounds of sex, race, colour, age, religion, sexual orientation, disability or political affiliation.

The committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of the members of the Society.

The rules or bye-laws shall be binding on all members of the Society. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

R v) Every matter shall be determined by a majority of votes of the members of the Committee present and voting on the question, but in the case of equality of votes, the chair of the meeting shall have a second or ‘casting’ vote **excepting where the issue is deemed (as it would by an average member) to be of particular significance to the membership. In this case the issue will be put to the vote of the membership of the Society.**

S vi) The Committee shall keep minutes of the proceedings at meetings of the Committee and any sub-committee, and shall ensure that these are stored safely, and that they are available for inspection as required. **The members of the Society shall be kept informed of the decisions made on their behalf and how many votes were for and against, and where appropriate the reasons for such decisions; and this within a reasonable timescale. The committee should aim to operate in a transparent fashion.**

vii) The Committee may appoint one or more sub-committees, consisting of three or more members of the Committee, for the purpose of making any enquiry or supervising or performing any function or duty which, in the opinion of the Committee, would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Committee.

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No individual shall be excluded from membership of the Society or de-barred from any official capacity on the Committee on the grounds of sex, race, colour, age, religion, sexual orientation, disability or political affiliation.

9. Finance

- i) The financial year shall end on 31st August.
- ii) A banking account shall be opened in the name of the Society and cheques shall be signed by any two of the Officers.
- iii) The Society shall receive donations, grants in aid and financial guarantees. Tickets for any or all of its concerts and other events shall be offered for sale to the public.
- iv) The income and property of the Society whencesoever derived shall be applied solely towards promoting the objects of the Society as set forth above and no portion thereof shall be paid or transferred either directly or indirectly to any member or members of the Society except in payment of legitimate expenses incurred on behalf of the Society.

10. Annual General Meeting

Within three months of the end of each financial year the members shall be summoned to an Annual General Meeting of which at least 21 days' notice in writing shall be given to all members.

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10. Annual General Meeting

Within three months of the end of each financial year the members shall be summoned to an Annual General Meeting of which at least 21 days' notice in writing shall be given to all members.

T A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.

U No business shall be transacted at any general meeting unless a quorum is present. If a quorum is not present within half an hour from the time appointed for the meeting; or during a meeting a quorum ceases to be present the meeting shall be adjourned to such time and place as the committee shall determine. The committee must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting. If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting. The members present at a meeting may resolve that the meeting shall be adjourned. The person who is chairing the meeting must decide the date time and place at which the meeting is to be re-convened unless those details are specified in the resolution.

The Committee shall present to each AGM the report and accounts of the Society for the preceding year.

Nominations for election to the Committee must be made by members of the Society in writing and must be in the hands of the Secretary of the Committee **at least 14 days** before the AGM. Should nominations exceed vacancies, an election shall be held.

11. Special (Extraordinary) General Meeting

A Special General Meeting (also known as an Extraordinary General Meeting), of which at least 21 days' notice in writing must be given to members, may be called for by the Committee **or** upon written request to the Secretary signed by at least 4 members of the Society. The notice must state the business to be discussed.

12. Procedure at General Meetings

The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every general meeting of the charity.

There shall be a quorum when at least 10% of the members of the society at the time or 10 members, whichever is the greater, are present at any general meeting

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 Committee and then submitted to the members at the Annual General Meeting.

The Committee shall present to each AGM the report and accounts of the Society for the preceding year.

V **The AGM should ratify the decisions of the Committee as appropriate.**

W Nominations for election to the Committee may be made by members of the Society, **in writing beforehand or verbally at the AGM.** Should nominations exceed vacancies, an election shall be held.

11. Special (Extraordinary) General Meeting

A Special General Meeting (also known as an Extraordinary General Meeting), of which at least 21 days' notice in writing must be given to members, may be called for by the Committee or upon written request to the Secretary signed by at least 4 members of the Society. The notice must state the business to be discussed.

12. Procedure at General Meetings

The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every general meeting of the charity.

X There shall be a quorum when **at least 50% of the members** of the society at the time **or 25 members**, whichever is the greater, are present at any general meeting.

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 Committee and then submitted to the members at the Annual General Meeting.

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 fourteen days' notice of the proposed alteration has been sent to all members and provided that nothing herein contained shall authorise any amendment which shall have the effect of the Society ceasing to be a charity.

No amendment may be made to clause 1 (the name of the charity), clause 2 (the objects), clause 9 iv) (distribution of assets), or clause 15 (dissolution), without the prior written consent of the Charity Commission. The Committee shall send the Charity Commission a copy of any amendment made under this clause.

15. Dissolution

In the event of the Society 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 the Society.

This constitution follows closely the model recommended by 'Making Music' for societies such as our own in England and Wales.

14. Alterations to the Constitution

Y No amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Charity.

Z Any resolution to amend a provision of clause 1 (the name of the charity), clause 2(the objects), clause 9 iv) (distribution of assets)or clause 15 (dissolution) of this constitution must be passed by not less than two thirds of the members present and voting at a general meeting.

Aa Any provision contained in the remaining clauses of the constitution may be amended provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

Ab In all cases of amendments of the constitution fourteen days' notice must be given of the proposed alteration and sent to all members. Amendments must not contain changes that would have the effect of the Society ceasing to be a charity.

No amendment may be made to clause 1, clause 2, **clause 9**, or clause 15, without the prior written consent of the Charity Commission. The Committee shall send the Charity Commission a copy of any amendment made under this clause.

15. Dissolution

In the event of the Society 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 the Society.

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Nothing in this comparison is intended as a comment on any of the proposed changes.

Prepared by R Ashley-Smith on behalf of the Committee; 24 Sep 10