

DULWICH SYMPHONY ORCHESTRA

CONSTITUTION

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 may propose to a general meeting of the Society the award of honorary membership in individual cases.

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.

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.

Vacancies on the Committee, including officer posts, which occur between Annual General Meetings shall be filled by election at an Extraordinary General Meeting and not by co-option.

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.

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.

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~~ four members of the Committee (whichever is the greater), are present at a meeting. ~~If the number of committee members is less than the number fixed as the quorum, the remaining committee members may act only for the purpose of calling a general meeting.~~

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, **including by members of the Society.**

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.

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.

viii) The Committee will act fairly and promptly in response to a complaint made by a member of the Society about the management of business or about the conduct of another member. The Committee will give the complainant and any other person referred to in the complaint an account of the process by which it reached any decision.

ix) The Committee will consult the membership of the Society in any matter relating to the appointment of the Conductor.

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.

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.

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~~ beforehand to the Secretary of the Committee ~~at least 14 days before in writing beforehand or verbally at the AGM~~. Should nominations exceed vacancies, an election shall be held.

1. The recommendations whether or not to adopt proposals (whether in full, in part or in a modified form) are listed in annex C with a short explanation in each case. A parallel version of the text showing the amendments proposed by Chris Burns at the 2010AGM is at annex D. A revised text of the constitution, showing the proposed changes, is at annex E.

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.

The procedure for nominations for election of committee members at a Special (Extraordinary) General meeting shall be as for an Annual General Meeting.

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.

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.

As agreed at the ~~Annual Extraordinary General~~ Extraordinary Meeting held on ~~14th October~~ 2003[date]

..... Russell Ashley-Smith (Chair)

..... Frances Barrett (Secretary)

..... Ian Finn (Treasurer)