

DULWICH SYMPHONY ORCHESTRA

CONSTITUTION WORKING GROUP

Final report: annex D

This table records the discussion and substantive comments in respect of each of the amendments considered by the working group.

amendment	action	comments
A	No change to the constitution recommended	The WG did not understand why such broad and apparently unfettered discretion in respect of changing the purpose of the society was in the model constitution. Nevertheless, having been unable to get a view of what the effect of removing it would be, and given that amendment to article 1 would trigger the requirement to seek Charity Commission approval, this amendment was withdrawn.
B	Recommend: 'The Committee may propose to a General meeting of the Society the award of honorary membership in individual cases'.	It was agreed that this should be for the membership to decide rather than the Committee, and that the basis for honorary membership should be left undefined. It was decided not to be necessary to define the benefits of such membership, although an honorary member was thought to be distinct from a playing member.
C	No change recommended	<p>The first part happens anyway as part of the administration of the Orchestra, and the second part (register of members' details open to inspection by any member of the Society) was thought likely to be unwelcome to members.</p> <p>It was however noted that the Secretary already had a duty to act promptly to pass on communications from individual members to the membership if they were relevant to the business of the Society, particularly if they related to constitutional matters.</p>
D	Recommend: 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	In discussion, it was noted that it was quite proper that the Society should have a formal complaints procedure. There was a strong opinion that the Society should avoid developing a culture of litigiousness which would be disproportionate to its size, purpose and voluntary nature.

	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.	
E	Not recommended	
F	Not recommended	The names of the committee members are published on the Society's web site. It was agreed that the site should be kept up to date.
G	Accepted	The meeting agreed that there was no reason why proposals for appointing new members could not be voted on at general meetings during the year. It was agreed that there was nothing to prevent the committee asking additional members of the Society to attend Committee meetings and to support it in areas of particular expertise or where assistance was needed, but these would not become members of the Committee as a result.
H	Accepted	
J	Replaced by a separate paragraph as follows: The committee will consult the membership of the Society in matters relating to the appointment of the conductor.	The new text refers to any matter relating to the conductor's appointment – i.e. its continuation, the modification of terms or proposals to terminate it.
K	Not recommended	It is already the practice that the conductor (and the leader) attend repertoire meetings.
L	Not recommended	It was agreed that the proposed amendment did nothing to change the sense of the current wording.
Deletions to paragraph 7(i)	The words 'by the Chair' to remain in the constitution. The words from 'but if the matter includes...' to the end of the paragraph to be deleted.	The former was seen as an unnecessary restriction to the chair's ability to call meetings of the committee. The latter is consequential on the acceptance of G, which abolishes co-opted members.
M	Not recommended	This was seen as an unnecessary constraint to place on the Chair. It was noted that the final report should include text about the desirability of conducting committee meetings in a way which made it possible for as many members of the committee as possible to attend and participate. The Convenor noted that, in his experience, committee meetings were always carried out on this basis.
N	Not recommended	This was thought to be an unnecessary constraint on the management of the business of the committee.

P	Do not recommend 'half' but accept quorum of four or one third, whichever is larger.	The WG believed that a group of three was too small, but did not think that the increase to four should present an insuperable difficulty. Those in the WG who had served on the Committee could not recall an occasion when there were less than three present at a Committee meeting
Q	Not recommended	The WG considered that the proposed amendment referred to actions which were not within the scope of the Committee. However, it was agreed that the purpose of the amendment could be served by an interpretation of 7(vi) of the present constitution and by making it explicit in 7(v) that the minutes of the committee were available for inspection by members of the orchestra.
R	Not recommended	It was agreed that the report should comment that there was a general expectation that when the Chair exercised a casting vote, it should be with reference to the Chair's understanding of the general wishes of the membership.
S	The following inserted in 7(v) after 'for inspection as required' of the words 'including by members of the Society'.	
Deletion of paragraph 7(vi)	Not recommended	
T	Not recommended	It was noted that the EGM procedure provided the remedy sought in this amendment.
U	Not recommended	This amendment was unnecessary – a general meeting cannot in any case conduct business if it is inquorate.
V	Not recommended	The opportunity to discuss the Committee's work is in discussing the annual report, and the members have the opportunity to make their collective views known in the subsequent elections.
W	Accepted	
X	Not recommended	It was agreed that increasing the quorum of general meetings risked them being inquorate, which in turn increased the risk of the Society being unable to make decisions or appoint committee members and officers.
Y	Not recommended	These amendments were withdrawn since the WG took the view that the changes would not be necessary so long as the Committee conducted its business in an accountable manner and in accordance with the other provisions of the constitution.
Z	Not recommended	
Aa	Not recommended	
Ab	Not recommended	
X1 Committee members not	Not to be recommended in the report	While a two tier structure in which committee members and trustees are distinct is a possible governance structure for a charity, it was thought that this would be unduly complex for an organisation as small as ours. It was also thought that the separation of financial

to be trustees		responsibility (which rests with the trustees) from the decision making of the committee would be undesirable.
X2 Nominations at the AGM	Accepted	this is as W above
X3 Confirmation of uncontested nominees	Not to be recommended in the report	It was thought that the remedy for members if they do not want someone to be on the committee is to ensure that there is a contested election.
X4 Chair's role at AGM	Noted (but not for amendment to the constitution)	It was agreed that the circumstances of the 2010 AGM had been unusual and that the practice of the outgoing chair chairing the whole meeting should be the unusual practice.
X5 Timing of EGMs	Noted as already permissible. Report to refer to the need for AGMs and EGMs to be called so as to be as inclusive as possible of the membership.	

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