Merchant Sinfonia AGM 11 November 2025

Resolution on proposed changes to Merchant Sinfonia's constitution

Introduction

The aims of the proposed changes are to clarify and update some aspects of the constitution, to specify what happens when a committee member stands down before their term of office has elapsed, and to correct some inconsistencies.

Proposals

1) Clarification of membership and voting eligibility conditions

   a) Amendment to the wording of the first paragraph of section 3. The current wording is: -

      Membership of the Society is open to any person over the age of 18 interested in furthering the objects of the Society, who has completed the membership enrolment and GDPR consent form within the last 2 years and has played with the society. Hereinafter, members who meet these requirements will be referred to as Members.

      Proposed wording:-

      Membership of the Society is open to any person over the age of 18 interested in furthering the objects of the Society who has completed the membership enrolment and GDPR consent form within the current enrolment period. Hereinafter, members who meet these requirements will be referred to as Members.

   b) Clause 10.1 Introduction of a new clause 10.1, as follows:

      Only Members who have played with the Society shall be entitled to vote at a General Meeting.

      All succeeding clauses to be renumbered.

2) Consolidation of clauses relating to fee payment and late payment and changes to allow the committee more flexibility in the timing of the deadline for fees payment and handling of late payments. Clauses affected are:

   a) Clause 3.5 - current wording:

      Upon allocation of a place, the playing fee for that Season becomes payable. If such fee is not paid by one week before the first rehearsal, then the playing Membership for that Season may be withdrawn or reallocated at the Committee's discretion.

      Proposed wording:-

      Upon allocation of a place, the playing fee for that Season becomes payable. If such fee is not paid by the deadline determined by the committee, then the playing Membership for that Season may be

withdrawn and reallocated at the Committee's discretion. Under exceptional circumstances, alternative arrangements for payments may be agreed with the committee.

b) Clause 4.3 - to be deleted. Will be covered by the proposed wording in Clause 3.5. Current wording for 4.3 is:

A Member whose playing subscription is not paid in full within 28 days of the due date shall thereupon cease to be a Playing Member but may, at the discretion of the Committee, be reinstated on payment of all arrears.

3) Replacement of the details of the place allocation process by reference to the place allocation guidelines:

Clause 6.13 - current wording:-

if it is necessary to restrict places in the orchestra, devising a fair means of allocating places to Members which maintains a balanced distribution of instruments (as recommended by the Music Director), and allows for the acceptance of newcomers, priority for those applicants who were not given a place last time, and provision for non Playing Members to replace absentees on an ad-hoc basis;

Proposed wording:-

if it is necessary to restrict places in the orchestra, devising a fair means of allocating places to Members which maintains a balanced distribution of instruments (as recommended by the Music Director), allows for the acceptance of newcomers, and is in accordance with the current place allocation guidelines;

4) Addition of new named committee role: Webmaster. Clauses affected:

a) Clause 5.4 - current wording:-

The Committee members shall appoint from among their number a Treasurer, a Secretary, a Membership Secretary and a Librarian, and allocate duties and responsibilities listed in 6 below among its members, subject to collective responsibility being recognised.

Proposed wording

The Committee members shall appoint from among their number a Treasurer, a Secretary, a Membership Secretary, a Librarian and a Webmaster, and allocate duties and responsibilities listed in 6 below among its members, subject to collective responsibility being recognised.

b) Clause 5.9 - current wording:-

No Committee member may serve more than two consecutive terms, unless they be elected as Chairperson or Vice-Chairperson, except that for the Treasurer, Secretary, Membership Secretary and Librarian this may be extended in the absence of suitable willing replacements. A former Committee member shall be eligible for re-election or co-option after one year.

Proposed wording

No Committee member may serve more than two consecutive terms, unless they be elected as Chairperson or Vice-Chairperson, except that, for the Treasurer, Secretary, Membership Secretary, Librarian and Webmaster, this may be extended in the absence of suitable willing replacements. A former Committee member shall be eligible for re-election or co-option after one year.

5) Addition of a clause to specify what happens if a committee member stands down before the end of their term of office

Clause 5.11 Introduction of a new clause 5.11, as follows:

If for any reason a Committee member, including a Chairperson and a Vice-Chairperson, ceases to act during his or her term of office, a successor may be appointed by the Committee, but the successor so appointed shall be subject to retirement as if elected on the day on which the person replaced was elected or appointed. Committee Members so appointed shall be eligible for re-election by the appropriate Annual General Meeting.

Present clause 5.11 to be renumbered as 5.12.

6) Removal of references to out-of-date membership categories:

Clause 7.2 - current wording:-

to set fees for joining, annual Membership, and playing Membership;

Proposed wording:-

to set fees;

7) Use of a consistent term for the Music Director role. It is proposed that the term 'Music Director' is used for this role rather than 'Musical Director'. Clauses affected are as follows:

a) Clause 3.3 - current wording:-

Membership shall entitle the Member to apply to participate in each orchestral Season. The Committee shall determine and make public its policy for the definition of a Season, for the acceptance of applications for participation in each Season based on achieving a balanced orchestra appropriate to the repertoire chosen by the Musical Director and the need to secure the involvement of new Members. Those applying and selected to play in each Season will then be required to pay a playing fee for that Season, as determined by the Committee. They will be known as Playing Members for that Season, and will be responsible for providing their own instruments (with the sole exception of percussionists).

Proposed wording:-

Membership shall entitle the Member to apply to participate in each orchestral Season. The Committee shall determine and make public its policy for the definition of a Season, for the acceptance of applications for participation in each Season based on achieving a balanced orchestra appropriate to the repertoire chosen by the Music Director and the need to secure the involvement of new Members. Those applying and selected to play in each Season will then be required to pay a playing fee for that Season, as determined by the Committee. They will be known as Playing

Members for that Season, and will be responsible for providing their own instruments (with the sole exception of percussionists).

b) Clause 6.4 - current wording: -

…appointing, and determining the honorarium payable to, the Musical Director and agreeing fees payable to visiting professional music tutors and any support staff;

Proposed wording:-

…appointing, and determining the honorarium payable to, the Music Director and agreeing fees payable to visiting professional music tutors and any support staff;

c) Clause 10.6 (current number, new number 10.7) - current wording:-

a report by the Musical Director, and the current musical plans;

Proposed wording:-

a report by the Music Director, and the current musical plans;

8) Minor correction to the capitalisation in the clause currently numbered 10.6 (new number 10.7) – use of a lower-case letter for the first letter of items in a list.

Clause 10.6 (current number, new number 10.7) - current wording:

The business of the Annual General Meeting shall be:
To receive the examined Accounts of the Society and the Report thereon;
To receive the Chairperson's Report on the activities of the past year;
To receive a report by the Musical Director, and the current musical plans;
To receive the Treasurer's report including details of the Budget for the current year;
To elect the members of the Committee, at the ends of their respective terms;
To elect an Honorary Independent Financial Examiner;
To consider any Resolutions of which due Notice has been given;
Informally to discuss any other business with the permission of the Chairperson;

Proposed wording:-

The business of the Annual General Meeting shall be:
to receive the examined Accounts of the Society and the Report thereon;
to receive the Chairperson's Report on the activities of the past year;
to receive a report by the Music Director, and the current musical plans;
to receive the Treasurer's report including details of the Budget for the current year;
to elect the members of the Committee, at the ends of their respective terms;
to elect an Honorary Independent Financial Examiner;
to consider any Resolutions of which due Notice has been given;
informally to discuss any other business with the permission of the Chairperson;

Proposer and seconder

Proposer: Bill Gray
Seconder: Jenny Kenny