MERCHANT SINFONIA

GLASGOW'S COMMUNITY ORCHESTRA

Web: www.merchantsinfonia.org.uk email: merchantsinfonia@gmail.com

UPDATED CONSTITUTION ADOPTED ON 11th November 2025

As amended by the addition of clause 9.5, added by resolution passed at an Extraordinary General Meeting held on 18th February 2014 and the insertion of an additional clause (with consequent renumbering) passed by resolution at an EGM held on 28 October 2014.
As additionally amended by the changes to clauses 3, 3.6, 4.1, 4.2, 4.3, 4.4, and 10.2 (with renumbering), passed by resolution at an Annual General Meeting held on 1 November 2022.
As additionally amended by the changes to clauses 3.3, 3.5, 4.3, 4.4, 5.4, 5.9, 6.4, 6.13, 7.2, and 10.6, passed by resolution at an Annual, General Meeting held on 11 November 2025.

1 Name

The Organisation shall be called "Merchant Sinfonia", hereinafter referred to as the Society.

2 Aims and Objectives

The objects of the Society are:

- To encourage amateur musicians of all standards, especially late starters former players and less confident orchestral instrument players, to develop their involvement in music, by organising rehearsals and performances in orchestra, instrumental sections, and ensembles, including public concerts and recitals, and by arranging coaching by professional instrumentalists. No audition shall be required.
- To engage in other charitable activities aligned to and corresponding with these objects.

The charitable objective is:

- The advancement of community development through participation in music.

3 Constituent Members

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.

3.1 The committee reserves the right, at its sole discretion, to decline an application or applications for membership where, in the opinion of the committee, acceptance of such application or applications would be prejudicial to the interests of the orchestra as a whole.

3.2 Every Member shall have one vote.

3.3 Anyone over the age of 18 who has completed the membership enrolment and GDPR consent form within the current enrolment period may 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).

3.4 Playing Membership is not transferable, but may be reallocated by the Committee.

3.5 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 or reallocated at the Committee's discretion.

3.6 The Committee may appoint up to 5 Honorary Members who are distinguished in music or who have done valuable work for the Society: an Honorary Member may attend all meetings and events of the Society but shall not be entitled to vote at any General Meeting of the Society. An Honorary Member who, at the time of election as such, was a Member may elect to remain a Member as well and in that event shall continue to be entitled to vote at the General Meetings of the Society and eligible to apply for playing membership, with the requirement for payment of playing subscription if successful in their application.

3.7 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 Subscription

The subscription for Members of the Society shall be such a sum as may be determined by the Committee from time to time.

4.1 A charge as determined by the Committee may be made for Playing Members, Members, and members of the public taking part in concerts, study events, rehearsals or other events.

4.2 The Committee shall have power to charge an entrance fee for Membership of the Society, additional to a Member's playing subscription.

4.3 Under normal circumstances 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.

4.4 Under exceptional circumstances alternative arrangements for payments may be agreed with the committee.

5 Management Committee

The management of the Society shall be in the hands of a Committee consisting of not more than twelve Committee members including a Chairperson, a Vice Chairperson, elected members and any co-opted members.

5.1 The Chairperson and Vice-Chairperson shall be elected at an AGM for one 3-year term each.

5.2 The Chairperson, or in his/her absence the Vice-Chairperson, failing whom an appointee of the Committee, shall preside at all General Meetings and Committee Meetings of the Society. The Chairperson of any Meeting shall have a deliberative vote, and a casting vote in the event of equality of votes.

5.3 The Committee may appoint an Honorary President and Vice-President to enhance the profile of the Society, and to gain access to valuable experience. Such Honorary Officers shall be entitled to all the rights and privileges of Members except the right to vote at General Meetings.

5.4 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.

5.5 The Committee may appoint subcommittees, which may include Members who are not committee members, accountable to it for such purposes and on such terms as it may determine.

5.6 The Committee shall meet as required and not less than four times each year.
5.7 A quorum shall consist of one half of the number of the elected members of the Committee of whom at least two shall be office-bearers (Chairperson, Vice-chairperson, Secretary, Treasurer).
5.8 Any two Members may nominate Members for election to the Committee or for the posts of Chairperson - or Vice-Chairperson at the Annual General Meeting. Nominations, with the consent of the nominee, must be given to the Secretary one week before the start of the Annual General Meeting. Election shall be for 3 years. If the numbers nominated exceed the places available, voting shall be by secret ballot; otherwise the election shall be by a show of hands. Election will be by a majority of those present and voting.
5.9 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.
5.10 The Committee may co-opt up to four additional Members to the Committee if there are insufficient to fulfil all the duties, or if any instrumental sections need representation. Persons so appointed shall be empowered to vote and shall hold office until the next Annual General Meeting after the appointment. If they are elected at the AGM, their service as co-opted members shall not count as part of a 3-year term.
5.11 Any Committee member who in the reasonable opinion of the Committee becomes incapable of adequately discharging their functions by reason of ill health or otherwise conducts themselves inappropriately may be removed from Committee membership upon the unanimous vote of the other Committee members at a meeting of the Committee. The individual concerned shall have the right to be heard by the Committee, accompanied by a friend if desired, or by submitting a letter, before a final decision is made. The reasons for such removal shall be recorded in the minutes of any such meeting.

6 Responsibilities of Committee

The Committee shall ensure that duties and responsibilities are carried out in pursuance of the Society's objectives as follows:

6.1 keeping minutes of the proceedings at meetings of the committee and any sub-committee, and ensuring that these are stored safely, and that they are available for inspection as required;
6.2 maintaining a register of Members, their contact details, their instrument(s), their playing attendance, and their paid-up status.
6.3 maintaining a bank account, and ensuring that signatories are appropriately mandated, and that systems are in place for the control and authorisation of expenditure;
6.4 appointing, and determining the honorarium payable to, the Music Director and agreeing fees payable to visiting professional music tutors and any support staff;
6.5 controlling all the arrangements for rehearsals, concerts and other events, including the booking of rehearsal and performance venues;
6.6 projecting a budget for the forthcoming three years on a rolling basis;
6.7 maintaining an up-to-date website;
6.8 drawing up an annual schedule of rehearsals, concerts, open days, fund-raisers, and other events for publication at the AGM and on the website;
6.9 arranging a schedule of visiting professionals at rehearsals, for sectional practice and coaching;
6.10 obtaining music as required from the most appropriate sources, and maintaining a music library as it develops;

6.11 ensuring that all copyright, safety, PVG, licensing, data protection, charity and other statutory obligations are complied with, and that insurance is maintained for all property, public liability, and committee indemnity;
6.12 making regulations regarding the conduct of Meetings other than General Meetings, attendance of visitors, fees and ticket prices and otherwise for the regulation of the Society's affairs;
6.13 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 in accordance with the current place allocation guidelines.
6.14 endeavouring to involve Members who are not Playing Members in the activities of the Society.

7 Powers of Committee

For the pursuit and fulfilment of the Society's objects but not otherwise the Committee may exercise powers as follows:

7.1 to raise funds and to invite contributions provided that in raising funds the Committee shall not undertake any trading activities and shall conform to any relevant requirements of the law;
7.2 to set fees
7.3 to engage a Music Director, and professional musicians from time to time for coaching purposes, strictly on self-employed terms. No employment contracts may be entered into or allowed to arise;
7.4 to lease or rent space for rehearsals and concerts;
7.5 to buy, take on lease or in exchange any equipment necessary for the achievement of the objects and to maintain and equip it for use (all future financial commitments must be covered by reserves);
7.6 to arrange payment and re-imbursement of expenditure on behalf of the Society;
7.7 to affiliate with organisations supporting or providing a service to amateur music groups;
7.8 to co-operate with other bodies and statutory authorities operating in furtherance of the objects or of similar purposes and to exchange information and advice with them;
7.9 to take such steps are as necessary to ensure the continued operation of the Society in the event of unforeseen contingency;
7.10 to do all such other lawful things as are necessary for the achievement of the objects.

8 Music Director

All musical matters shall be under the direction of the Music Director

8.1 The Music Director may attend all Committee meetings except when his /her position is being considered.
8.2 The Music Director will be paid a fee agreed with the Committee, on a self-employed basis. In the event of the Music Director waiving any fees, the Committee is authorised to give an honorarium or other gift.

9 Finance

The Society's financial year shall end on 31st July.

9.1 The funds of the Society will be paid into current, deposit or investment accounts in the name of the Society with such banks, building societies or investment institutions as the Committee shall agree.
9.2 Payments from such accounts, including electronic payments, require prior approval by two signatories authorised by the Committee.

9.3 Payment for orchestral Seasons, competitions, lectures, practice days or other events will be due at the time of booking and will not normally be refundable, save at the discretion of the Committee.

9.4 An Honorary independent Financial Examiner shall be appointed at the Annual General Meeting, whose duties shall be to examine and report on the annual Accounts of the Society for submission to the Members.

9.5 The income and property of the Merchant Sinfonia whencesoever derived shall be applied solely towards promoting the objects of Merchant Sinfonia as set forth above and no portion thereof shall be paid or transferred either directly or indirectly to any subscribing member or members of Merchant Sinfonia except in payment of legitimate expenses incurred on behalf of Merchant Sinfonia.

10 General Meetings

Notice of General Meetings of the Society, including the Agenda, the text and proposers and seconders of any Resolutions, shall be given at least 21 days before the meeting, by e-mail and on the website.

10.1 The decision of the Chairperson of the General Meeting upon any question of order, voting, adjournment of the Meeting or interpretation of the Rules of the Society shall be final.

10.2 The quorum for General Meetings shall be 15 Members.

10.3 Notice of Resolutions to be brought forward shall be given in writing to the Secretary at least 35 days prior to the holding of a General Meeting. Any such Resolution shall have been duly seconded and shall be set forth in the Agenda with the name of the proposer and seconder. Save with the consent of the Committee, a Resolution which does not comply with the foregoing may not be proposed at a General Meeting.

10.4 Voting shall be by a show of hands and by simple majority of those present and eligible to vote (abstentions, for the avoidance of doubt, not constituting a vote) save where an majority of those present and entitled to vote request a ballot. In the event of equality of votes, the Chairperson of the Meeting shall cast an additional vote. Proxy voting shall not be permitted.

10.5 The Annual General Meeting shall be held at such time and place as shall be determined by the Committee.

10.6 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;

10.7 An Extraordinary General Meeting must be convened within 35 days at the request of the Committee or in response to a written request signed by at least 20 Members of the Society. Resolutions to be considered must be given in writing to the Secretary.

11. Miscellaneous Provisions

11.1 Members' details will be processed fairly and lawfully and in accordance with and only for the purposes of, Merchant Sinfonia's legitimate activities.

11.2 Members' details will not be disclosed to third parties, save as the law may require.
11.3 Members shall notify any changes of address and e-mail address to the Society.
11.4 The Society aims to be an organisation of equal opportunities regardless of race, age (over 18), creed, gender, colour, religion, or disability and will not discriminate on these or other grounds.
11.5 In these rules where the context admits the masculine shall include the feminine and the singular shall include the plural and vice versa.
11.6 Subject to the provisions of Rule 10.1 as to the General Meeting the decision of the Committee upon any question of interpretation of these Rules shall be final and binding on all Members.

12. Altering the Constitution

These Rules may be amended by a written Resolution of which due Notice has been given in accordance with Rule 10 passed at a quorate General Meeting by at least two-thirds of the Members present and voting.

13 Winding up the Organisation

If a Resolution to wind up the affairs of the Society shall have been duly proposed and carried at a General Meeting by at least two-thirds of those present, so much of the assets shall be realised as may be necessary to discharge liabilities of the Society and all the remaining assets shall be made over to such one or more charitable institutions or other associations having charitable status with objects similar to those of the Society as the Committee shall decide.

In order to secure the orderly turnover of Officers and Committee during the initial years of the Society's operation, the term of office of the first Chairperson shall be restricted to two years from the initial General Meeting, that of the first Vice-chairperson shall be for three years. Three members of the initial Committee shall hold office for one year and three members shall hold office for two years from first election, but shall thereafter be eligible for re-election in accordance with para 5.8 and 5.9. [NB this means that some members will initially be asked to stand down early and, if re-elected, may only serve a 4 or 5 year total, but it achieves a natural rotation]

Adopted at the Annual General Meeting in Glasgow on 11th November 2025 and Signed by the committee present:

Name:		Name:		Name:	
Signature:		Signature:		Signature:	
Name:		Name:		Name:	
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