



Constitution of
THE BRITISH MUSIC SOCIETY
founded in 1978
Promoters of the British Musical Heritage
(Registered charity no. 1043838)

CONSTITUTION OF THE BRITISH MUSIC SOCIETY

1) NAME

The name of the society is The British Music Society (hereinafter called 'The Society')

2) OBJECTS AND POWERS

- a) The Society is established for the advancement of the education of the public in British music with particular reference to promotion of the music of British composers, alive or dead past 1850, who do not have societies devoted to the promotion of their music.

British composers to include any composer born in the United Kingdom of Great Britain and Northern Ireland or any of the component parts prior to the relevant Acts of Union; its colonies and dependencies, the Isle of Man and the Channel Islands, any composer born in any nation of the Commonwealth or the Republic of Ireland prior to any such nation attaining independence; any composer born in any Commonwealth or foreign nation who acquires British citizenship or takes up residence in the United Kingdom (as defined above) or the Isle of Man and the Channel Islands on a permanent basis.

- b) The Society will produce an annual Journal for distribution to the membership.
- c) In furtherance of the said objects, but not otherwise, the Society may:
- i) Cause to be written and printed or otherwise circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes or compact discs (whether audio or visual or

both) or such other media of communication as may become available as shall further the said objects.

- ii) Arrange and provide for or join in arranging and providing for concerts, recitals and competitions open to the general public.
- iii) Employ and pay any person or persons not being members of the Executive Committee to supervise, organise and carry on the work of the Society and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants. Also, the reasonable professional fees and/or expenses incurred by a committee member of the BMS in furtherance of its aims and objects and in its best interests, may be remunerated subject to the prior written consent of the Charity Commission.
- iv) Establish where necessary local branches (whether autonomous or not).
- v) Bring together in conference representative of voluntary organisations, Government departments, statutory authorities and individuals.
- vi) Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof.
- vii) Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses.
- viii) Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in this country or overseas.
- ix) Undertake, execute, manage or assist any charitable trusts which may be lawfully undertaken, executed, managed or assisted by the Society.
- x) Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain, and alter any buildings or erections necessary for the work of the Society.
- xi) Make regulations for any property which may be so acquired.
- xii) Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society.
- xiii) Subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary.

- xiv) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise PROVIDED THAT the Society shall not undertake permanent trading activities in raising funds for the said objects.
- xv) Invest moneys of the Society not immediately required for the said objects in or upon such investments, securities or property as made be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- xvi) Do all lawful things as are necessary for the attainment of the said objects.

3) MEMBERSHIP

- a) Full membership of the Society shall be open to
 - i) Individuals over the age of 18 years who are interested in furthering the work of the Society and who have paid the annual subscription as laid down from time to time by the Executive Committee hereinafter mentioned, and
 - ii) Patrons who wish to subscribe a sum greater than the annual subscriptions
 - iii) Life members who donate a lump sum as laid down by the Executive Committee from time to time
 - iv) Corporate members who subscribe annually a sum as laid down by the Executive Committee from time to time
 - v) Corresponding members who wish to subscribe annually a sum as laid down by the Executive Committee for publications only. This membership is not open to individuals. Corresponding members shall not be entitled to vote.
- b) Each Corporate member may appoint two individual persons to represent it and vote on its behalf at General Meetings of the Society. In the event of such individual persons resigning or otherwise leaving an organisation, he or she shall forthwith cease to be a representative thereof.
- c) Each member organisation may appoint:
 - i) a deputy to replace its appointed representative if the latter is unable to attend any particular meeting of the Society, and
 - ii) Observers (who shall not be entitled to vote) to attend any such meeting

- d) Honorary members may be appointed at the discretion of the said Executive Committee. Honorary members shall not be entitled to vote.
- e) The said Executive Committee shall have the right:
 - i) To approve or reject applications for membership, and
 - ii) For good and sufficient reason to terminate the membership of any individual or organisation PROVIDED THAT the individual member concerned or individual representing such organisation (as the case may be) shall have the right to be heard by the said Executive Committee before a final decision is made.

4) EXECUTIVE COMMITTEE

- a) Subject as hereinafter mentioned the policy and general management of the affairs of the Society shall be directed by an Executive Committee (hereinafter called 'The Committee') which shall meet not less than three times a year and when complete shall consist of not less than six (6) or more than ten (10) members.
- b) The members of The Committee shall be elected at the Annual General Meeting of the Society in accordance with Clause 10 hereof.
- c) Election to The Committee shall be for three years. One third of the membership shall retire annually but shall be eligible for re-election, the members so to retire being those who have been longest in office since the last election but not reckoning on ex-officio members. As between members who have been in office the same length of time, those due to retire shall be chosen by lot.
- d) In addition to the members so elected the Committee may co-opt up to two (2) further members being full members of the Society whether individual or representative or a combination of both who shall serve until the conclusion of the next Annual General Meeting after individual co-option PROVIDED THAT the number of co-opted members shall not exceed one third of the total membership of the Committee at the time of co-option. Co-opted members shall be entitled to vote at meetings of The Committee.
- e) Any casual vacancy in The Committee may be filled up by the Committee and any person appointed to fill such a vacancy shall hold office until the conclusion of the next Annual General Meeting of the Society and shall be eligible for election at that Meeting.

- f) The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
- g) The Committee shall appoint and fix the remuneration of a General Secretary and of all such other staff (not being members of the Committee) as may in their opinion be necessary.
- h) The Committee may appoint such special or standing committees as may be deemed necessary by the Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the Committee as soon as possible.

5) HONORARY OFFICERS

- a) At the Annual General Meeting hereinafter mentioned the Society shall elect a Chairman, a Vice-Chairman, a Treasurer, a Secretary and such other Honorary Officers as the Society shall from time to time decide. All Honorary Officers must be members of the Society and elected members of the Executive Committee.
- b) The Chairman and the Honorary Officers of the Society shall hold office until the conclusion of the Annual General Meeting of the Society next after their election but shall be eligible for re-election, PROVIDED THAT the Chairman and Vice-Chairman shall not hold office for more than six (6) consecutive years. On the expiration of such period, two (2) further years must elapse before the Chairman and Vice-Chairman shall be eligible for re-election to the same office.
- c) The Society shall appoint one or more persons to examine independently the Society's accounts and may determine their remuneration (if any).

6) LOCAL BRANCHES

The committee shall have power to establish local branches for the furtherance of the said objects. Each branch so established shall comply with and be subject to the following regulations:

- a) The branch shall act in pursuance of the said objects and of the policy of the Society and shall be subject to such conditions as may from time to time be laid down by the Committee
- b) The title of the branch shall be subject to the prior approval of the Committee
- c) The branch will be deemed to have adopted the model rules for branches as prescribed from time to time by the Executive Committee until it has, with the prior approval of the Committee adopted other rules
- d) The branch may publish literature solely in the name of the branch for local purposes but such literature shall not contain any statement contrary to the said objects or the policy of the Society
- e) Representations of whatever kind to other bodies and/or individuals may only be made by the branch through or with the prior approval of the Committee
- f) All legacies bequeathed to the Society shall be received by the Treasurer or other appropriate officer of the Society but, subject to any special trusts by which such legacies may be affected, the Committee shall have power to direct that any legacy or the income therefrom shall be paid to a particular branch
- g) The Branch may be empowered by the Committee to receive donations and any money received or raised by it may be expended by the branch in its area solely for the furtherance of the said objects
- h) Subject to these regulations, the branch may generally manage its own affairs and be solely responsible for its own debts and liabilities and shall not pledge the credit of the Society or that of the Committee or of any individual member of the Committee.

7) NATIONAL OR REGIONAL REPRESENTATIVES

The Committee may at its absolute discretion appoint regional or national representatives within the United Kingdom or abroad. Such appointees will operate under the direction of the Committee. Such appointments will be subject to annual review.

8) PRESIDENT AND VICE PRESIDENT

From time to time the Committee may appoint a President and a Vice President. Such appointments will be honorary and convey no right to be involved in the management of the Society's affairs except by invitation from the Committee.

9) THE BERKELEY MEDAL

The Committee may award The Berkeley Medal to members of the Society for exceptional unremunerated work for the benefit of the Society. Such an award may only be made to members of the Committee once they have been retired from the Committee.

10) MEETINGS OF THE SOCIETY

- a) The first General Meeting of the Society shall be held not later than the 31st October 1995; and once in each year thereafter an Annual General Meeting of the Society shall be held at such time (not being more than fifteen (15) months of the holding of the preceding Annual General Meeting) and place as the Committee shall determine. At least twenty-one (21) clear days notice shall be given in writing by the Honorary Secretary to each member. At such Annual General Meeting the business shall include the election of full members to serve on the committee; the election of Honorary Officers; the appointment of one or more persons to examine independently the Society's accounts; the consideration of an annual report of the work done by or under the auspices of the Committee and of the inspected accounts; and the transaction of such other matters as may from time to time be necessary.
- b) The Chairman of the Committee may at any time at his/her discretion and the Honorary Secretary shall within twenty-one (21) days of receiving a written request so to do, signed by not less than twenty (20) full members whether individual or representative, and giving reasons for the request, call a Special General Meeting of the Society.

11) NOMINATIONS OF HONORARY OFFICERS AND COMMITTEE MEMBERS

Only full members of the Society whether individual or representative shall be eligible to serve as members of the Committee or as Honorary Officers. Nominations for members of the Committee or Honorary Officers must be made by full members of the Society in writing and must be in the hands of the Honorary Secretary at least two (20) days before the Annual General Meeting. Should nominations exceed vacancies, elections shall be made by ballot (OR election shall be by a system of postal voting the arrangements for which shall be

made by the Committee) PROVIDED THAT the first members of the Committee shall be elected by personal vote at the first General Meeting of the Society. In the event of nominations not being received for posts on the Committee within the time limits or at the AGM the post will remain void until the next meeting of the Committee after the Annual General Meeting when the Committee in its absolute discretion may appoint a member of the Society to the vacant post.

12) RULES AND PROCEDURE AT ALL GENERAL MEETINGS

- a) Quorum. The quorum at a meeting of the Society shall be twelve (12) full members. The quorum of any subsidiary meeting shall be one third of the actual membership of the Committee or subsidiary committee or such other proportion of the Society may at the Annual General Meeting decide.
- b) Voting. Save as otherwise herein provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. Arrangements from proxy voting may from time to time be made by the Committee PROVIDED ALWAYS THAT no such arrangements shall be made with regard to clauses 12 to 13 hereof. No person shall exercise more than one vote notwithstanding that he or she may have been appointed to represent two or more interests, but in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- c) Minutes. Minute Books shall be kept by the Committee and all other Committees, and the appropriate Secretary shall enter therein a record of all proceedings and resolutions.
- d) Standing Orders and Rules. The Committee shall have power to adopt and issue Standard Orders and/or Rules for the Society. Such Standing Orders and/or Rules shall come into operation immediately PROVIDING ALWAYS THAT they shall be subject to review by the Society in General Meeting and shall not be inconsistent with the provision of the Constitution.

13) FINANCE

- a) All moneys raised by or on behalf of the Society shall be applied to further the objects of the Society and for no other purpose PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Society or the repayment to

members of the Committee or of any Committee appointed under clause 5h hereof of reasonable out-of pocket expenses.

- b) The Honorary Treasurer shall keep proper accounts of the finances of the Society.
 - c) The accounts shall be independently examined at least once a year by the person appointed at the Annual General Meeting.
 - d) The independently examined statement of the accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting as aforesaid.
 - e) A bank account shall be opened in the name of the Society with NatWest Bank plc of Jersey, Channel Islands, or with such other bank as the Committee from time to time decide. The Committee shall authorise in writing the Treasurer, the honorary Secretary of the Society and two members of the Committee to sign cheques on behalf of the Society.
- 14) Subject to the provisions of sub-clause (2) of this clause, the Committee shall cause the title to:
- a) all land held by or in trust for the Society which is not vested in the Official Custodian for Charities; and
 - b) all investments held by or on behalf of the Society; to be vested either in a corporation entitled to act as a Custodian Trustee or in not less than three (3) individuals (not being members of the Committee) appointed by them as holding trustees. Holding trustees may be removed by the Committee at their pleasure and shall act in accordance with the lawful directions of the Committee. Provided they act only in accordance with the lawful direction of the Committee, the Holding Trustees shall not be liable for the acts and defaults of its members.

(2) If a corporation entitled to act as Custodian Trustee has not been appointed to hold the property of the charity, the Committee may permit any investment held by or in trust for the Society to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

15) ALTERATIONS TO THE CONSTITUTION

Any alteration of this Constitution shall receive the assent of not less than two thirds of the full members of the Society for the time being whether individual or representative present and voting at a meeting specially called for the purpose PROVIDED THAT notice of any such alteration shall have been received by the Honorary Secretary in writing not less than twenty one (21) clear days before the meeting at which the alteration is to be proposed. At least fourteen (14) clear days notice in writing of such a meeting, setting forth the terms of the alteration, shall be sent by the Secretary to each of the Society PROVIDED THAT no alteration shall be made which shall have the effect of causing the Society to cease to be a Charity at law.

16) DISSOLUTION

If the Committee by a simple majority decide at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Society, it shall call a meeting of all members of the Society who have the power to vote, of which meeting not less than twenty one (21) days notice (stating the terms of the Resolution to be proposed thereat) will be given. If such decision shall be confirmed by a simple (two thirds) majority of those present and voting at such meeting the Committee shall have power to dispose of any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Society as the Committee may determine.

17) NOTICES

Any notices may be served by the Secretary on any member either personally or on its appointed representative as the case may be, or by sending it through the post in a pre-paid letter addressed to such member as his, her or its last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within ten days of posting.

18) INTERPRETATION

For the interpretation of this Constitution, the Interpretation Act 1978 shall apply as it applies to the interpretation of an Act of Parliament.