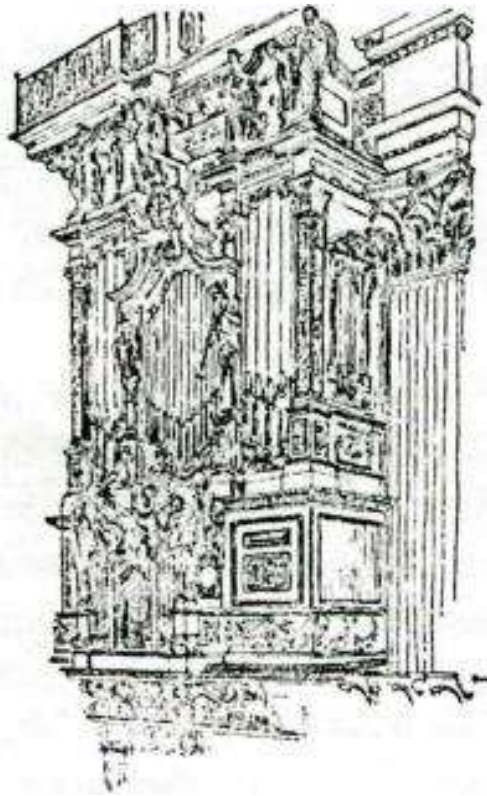


THE



ORGAN

CLUB



CONSTITUTION

Revised 2018

[EXPLANATORY NOTE]

A completely new version of the original Constitution was issued in March 1988 during the presidency of Philip Weston, who was one of the Club's Trustees from 1993 until his death in 2010. While amendments have been made since then, resulting in the present version, the notes issued with the constitution at that time help to explain unusual aspects in the text connected with charitable status. Here is an extract from the notes:

The Club is an unincorporated association of members and at law this has some important consequences. At present the assets of the Club are the property of its members from time to time. It has been of some concern that in the unfortunate but perhaps unlikely event of the Club ceasing to exist, its assets would have to be 'realised and distributed amongst its members'. This would have a devastating effect upon the Club's Library. In response to that particular problem, provision has been made for the Club's assets to be transferred to a Charitable Institution of our choice with similar objects. In addition I have also made provision for the appointment of Trustees, who will it is envisaged be senior members of the Club and who will have legal control over the Club's property. The appointment of Trustees will also facilitate the receipt of donations and bequests, an area which has caused legal complications in the past.

Looking to the future, there has been much debate concerning possible charitable status of the Club. I have incorporated charitable objects into the Constitution which will be helpful if at any time the Club makes an application to register

No written Constitution is perfect and this one will probably undergo amendment and improvement with the years. I hope however that taken as a whole it will receive your support. The Committee acknowledge with thanks the valuable assistance given by Roger Kirby in the discussion process leading towards the preparation of this Constitution.

Philip Weston

During the ensuing years at least two exercises have been undertaken to ascertain if the Club could be turned into a charity, the latest being in 2004-2005, and both concluded that the actual activities of the Club were for the members' benefit and could not be fitted into the 'public benefit' requirements of the Charities Acts. Since then, the Charity Commissioners have made the 'public benefit' criteria even more stringent. However, the Dissolution clause in the constitution, and the thinking behind the wording, remain as valid as ever. Note, though, that the reference to the Library can be discounted as it was gifted to the RCO some years ago. The current constitution now follows

THE ORGAN CLUB

CONSTITUTION & RULES: March 2018

1. TITLE

The name of the Club shall be "The Organ Club"

2. OBJECTS

The object of the Club shall be to promote, improve, develop and maintain public education in and appreciation of the art and science of music and in particular (but without prejudice to the generality of the foregoing) to promote study and research into organs and organ music in all its branches and by such other ways as the Club through its Committee shall determine from time to time

In furtherance of such objects but not otherwise the Club may purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of such objects and construct, maintain and alter any buildings necessary for the work of the Club

3. MEMBERSHIP

(a) The members of the Club shall be those who express an interest in the organ in any way whatsoever

(b) Membership applications must be in writing on the Official Application Form and sent to the Membership Secretary. Upon payment of the first subscription the Applicant will become a member of the Club for the current year and shall be entitled to all the benefits and privileges of membership, and be bound by these rules

(c) The classes of membership shall be as follows:

(i) Ordinary members

(ii) Young members, who shall be those under 18 years of age, or under 30 years and in full-time education or full-time apprenticeship:

(iii) Honorary Life Members elected in accordance with Rule 5

(d) All annual subscriptions shall become due and payable in advance on the 1st January in each year

(e) In the case of two or more members residing in the same household of whom at least one shall have paid the full appropriate subscription the other or others may by concession be allowed to pay one half the appropriate annual subscription provided that such other members shall not be entitled to receive copies of the Organ Club Journal or any other additional material normally posted to members save for notices of general or special meetings in accordance with these rules

(f) Members who fail to pay their subscription on or before the 31st March in each year shall automatically cease to be members of the Club subject nevertheless to the Committee having the power in their absolute discretion to readmit the member upon payment of all arrears

(g) Any member ceasing to be a member of the Club by resignation or otherwise under these rules shall forfeit all right to and claim upon the Club and its property and funds or the receipt of any further rights or benefits

(h) The Committee may in its absolute discretion refuse or terminate any membership that is considered adverse to the general interests of the Club or its reputation

4. VICE-PRESIDENTS

The Committee shall have the power to elect as a Vice-President any person who in the opinion of the Committee has rendered outstanding services to the Club or generally in recognition of his/her services in furtherance of the objects of the Club, but such election shall not take effect unless and until confirmed at the Annual General Meeting next ensuing the date of such election. A Vice-president shall be entitled to all privileges of membership. The number of Vice-Presidents together with existing Vice-Presidents shall not exceed fourteen at the date of such confirmation of election

5. HONORARY LIFE MEMBERS

The Committee shall have the power to elect as an honorary life member, without payment of any further subscription, any person who in the opinion of the Committee has rendered outstanding services to the Club or generally in recognition of his/her services in furtherance of the objects of the Club, but such election shall not take effect unless and until confirmed at the Annual General Meeting next ensuing the date of such election. The number of Honorary life members shall not exceed three per cent of the paid-up membership of the Club at the date of such confirmation of election. Honorary life members shall be entitled to all privileges of membership

6. OFFICERS AND COMMITTEE

The management of the Club shall be in the hands of a Committee comprising:

A. (i) the President;

(ii) the President-Elect (or if there be no President-Elect, the immediate Past President);

(iii) the General Secretary, the Treasurer, the Membership Secretary, two Joint Editors of "The Organ Club Journal", the Archivist and such other honorary officers as the Club shall from time to time decide (the Honorary Officers) and;

B. Eight elected members

The President, the President-Elect and the Honorary Officers shall be ex-officio members of the Committee and of any sub-committee

7. TRUSTEES

- (a) The property of the Club both real and personal shall be vested in not more than four nor less than two Trustees who shall be members of the Club and who shall be appointed by the Committee. The property of the Club (other than cash of the Club which shall be under the control of the Treasurer) shall be vested in them to be dealt with by them as the Committee may from time to time direct by resolution (of which an entry in the minute book shall be conclusive evidence)
- (b) The Trustees shall be indemnified against risk and expense out of the Club's property
- (c) The Trustees shall hold office for a term of four years, unless preceded by death or resignation or removal from office by the Committee. Where by reason of such completion of term of office, death, resignation or removal it is necessary that a new Trustee or Trustees be appointed, the Committee shall nominate the person or persons to be appointed the new Trustee or Trustees. For the purpose of giving effect to such nomination the President is now nominated as the person to appoint new trustees of the Club within the meaning of the Trustee Act 1925 Section 36, as he shall by deed appoint the person or persons so nominated by the Committee
- (d) The Trustees shall, on the direction of the Committee, represent the Club in any litigation

8. ELECTIONS

All committee members shall be elected by members at the Annual General Meeting of the Club but shall be subject to the following rules:

- (a) The President shall be elected at the Annual General Meeting immediately preceding that which he shall assume office, until which event he shall be known as the President-elect. A candidate or candidates shall be proposed by the Committee and shall hold office for two years, when he shall retire, but thereafter shall only be eligible for re-election from year to year
- (b) The Honorary Officers shall hold office for one year but shall be eligible for reelection from year to year
- (c) Candidates for the Committee under Rule 6 B above must be members of at least two years standing. They shall hold office for four years but two of whom shall retire every year at the Annual General Meeting and shall not be eligible for reelection until the next Annual General Meeting
- (d) Any two members of the Club shall be at liberty to nominate a member to serve on the Committee. The name of each member so nominated shall be sent in writing to the Honorary General Secretary not less than 7 days before the date fixed for the Annual General Meeting accompanied by the candidate's written consent to serve, if elected

(e) Where the number of candidates for election to any office or to any other vacancy exceeds the number to be elected voting shall be by ballot. The candidates up to the number of vacancies who shall receive the most votes shall be declared elected, and in the case of two or more candidates receiving an equal number of votes, the chairman of the meeting shall have a second or casting vote

9. CASUAL VACANCIES

Any casual vacancy on the Committee may be filled by the Committee, and any member so chosen shall retire at the following Annual General Meeting, but shall be eligible as a candidate for election on the Committee at such Annual General Meeting

10. SUB-COMMITTEES

The Committee may from time to time appoint from amongst its members such subcommittees as it may deem necessary or expedient and may depute or refer to them such of the powers and duties of the Committee as the Committee may determine save for incurring expenditure. Such sub-committees shall periodically report their proceedings to the Committee and shall conduct their business in accordance with the directions of the Committee. In the event of any member of a sub-committee ceasing to be a member of the Committee, he/she shall automatically cease to be a member of the sub-committee, and another elected member of the Committee shall be appointed in his/her place

11. CO-OPTION BY COMMITTEE

The Committee and any sub-committee appointed under these rules shall have the power to appoint persons who need not necessarily be members of the Club to carry out specific duties and to co-opt them to the Committee or sub-committee as the case may be provided always that such persons thereby appointed shall not exceed one third of ordinary members of the respective Committee for the time being. Co-opted members shall be entitled to vote at meetings of any Committee on which they serve

12. GENERAL MEETINGS

An Annual General Meeting of the Club shall be held in the Month of March in each year at such time and place as the Committee shall determine. At the Annual General Meeting the following shall be conducted:

- (i) The presentation and (if accepted) the passing of the accounts for the previous financial year ended on the 31st December prior to the meeting, which accounts shall first have been examined by the Club's Independent Examiners;
- (ii) The consideration of an Annual Report of the work done by or under the auspices of the committee;

- (iii) The election of the Honorary Officers and the Committee;
- (iv) The election of 2 Independent Examiners not being Honorary Officers or elected members of the Committee;
- (v) The transaction of such other matters as may from time to time be necessary

13. SPECIAL GENERAL MEETINGS

The President may at any time at his/her discretion, and the General Secretary shall within 21 days of receiving a written request so to do signed by not less than 5 members of the Club and giving reasons for the request, call a Special General Meeting of the Club

14. NOTICE OF MEETING

At least 14 days' notice of any General Meeting, specifying the business to be transacted, and the day, place and hour of the meeting shall be sent to every member

15. QUORUM

At Committee meetings the President, or the Immediate Past-President, or the President-Elect, and six other members of whom two shall be elected members shall form a quorum. At all General Meetings 20 shall form a quorum

16. FINANCE

(a) The Financial year shall end on the 31st December

(b) A Banking Account shall be opened in the name of the Club and cheques shall be signed by two authorised signatories

(c) The Club may receive donations, grants in aid and financial guarantees and may offer, where the Committee so decides, tickets for any or all of its concerts, seminars or recitals to the public

(d) The income and property of the Club whencesoever derived shall be applied solely towards promoting the objects of the Club. No member may receive any profit or emoluments from the funds or transactions of the Club except for professional services rendered at the request of the Committee

(e) The Treasurer shall keep proper accounts of the finances of the Club

(f) The accounts shall be independently examined at least once a year by the Independent Examiner or Independent Examiners appointed at the Annual General Meeting

(g) An independently examined statement of the accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting

17. EXPENDITURE

No expenditure other than normal secretarial, advertising and other expenses as may be necessary shall be incurred by the Honorary Officers or Committee without the sanction of the members at the Annual General Meeting or at a

Special General Meeting called for that purpose

No member shall incur any expense on behalf of the Club without the sanction of the Committee

18. BYLAWS

The Committee may from time to time make, vary and revoke bylaws not inconsistent with these rules for the regulation of the internal affairs and ordinary monthly meetings of the Club as well as the conduct of members. All bylaws shall, until revoked by the Committee, be binding on the members

19. ALTERATION OF CONSTITUTION

No alteration to this Constitution shall be made except by a resolution carried by a majority of at least two-thirds of the members present at a Special General Meeting called for the purpose provided that notice of any such alteration shall have been received by the General Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be brought forward. At least 14 days' notice in writing of such a meeting setting forth the terms of the alteration to be proposed shall be sent by the General Secretary to each member of the Club provided that (insofar as may be appropriate) no alteration shall be made which would have the effect of causing the Club to cease to be a charity at law

20. DISSOLUTION

If the Committee by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Club, it shall call a meeting of all members of the Club of which meeting not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If such decision shall be confirmed by a 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 Club. 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 Club as the Committee may determine

21. ADDRESSES OF MEMBERS

Every member shall from time to time communicate to the Membership Secretary his or her address. Such address shall be inserted in the register of members, and all notices sent by post or electronic means to such an address shall be deemed to have been delivered at the time the notice would have been delivered in the ordinary course of post or transmission.

22.SAFEGUARDING POLICY

The Club shall keep in place a Safeguarding and Child Protection Policy and ensure that is accessible to all members and others involved in Club events. For the purposes of ensuring the implementation of this policy, the committee will appoint a 'Head of Safeguarding' to act on its behalf.

23.DATA PROTECTION POLICY

The Club will only collect such personal information as is essential to fulfil the aims of the Club. It will ensure that sensitive information is stored securely and not retained for longer than necessary. The Membership Secretary shall act as the Data Protection Officer in this matter.

24.COMPLAINTS

In the event of any complaint arising as to the affairs or conduct of the Club, all such complaints shall be made in writing to the General Secretary who, if he shall be unable to deal with them, shall submit them to the Committee whose decision shall be final.

25.PREVIOUS RULES

All previous Rules are hereby rescinded.

24.INTERPRETATION

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