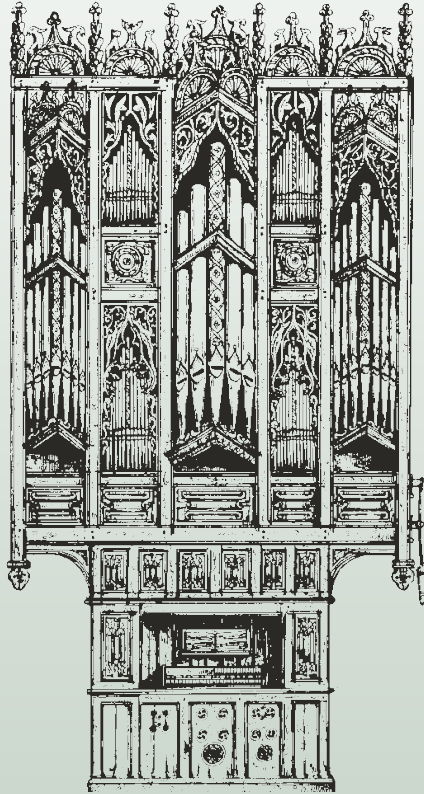


BIOS



Old Radnor

# CONSTITUTION

approved by the Annual General Meeting 2023

# CONSTITUTION

THE BRITISH INSTITUTE OF ORGAN STUDIES

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**The British Institute of Organ Studies**  
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**www.bios.org.uk**  
**Registered charity 283936**

## **1. Title**

- 1.1 The name of the Society shall be 'The British Institute of Organ Studies' (BIOS) (hereafter "the Society").

## **2. Objects**

- 2.1 The objects of the Society shall be:
  - 2.1.1 to advance the education of the public in and promote the study of and research into the development of the organ and its music in all its aspects and, in particular, the development of the organ and its music in Britain and to publish the useful results of any such research; and
  - 2.1.2 to promote the preservation and restoration of historic organs in Britain for the benefit of the public generally.
- 2.2 In furtherance of the above objects the Society shall have the following powers:
  - 2.2.1 to procure to be written and printed, published, issued and circulated gratuitously or otherwise such papers, books, periodicals, pamphlets, documents or other materials as shall further the above purposes;
  - 2.2.2 to arrange and provide for the holding of conferences, exhibitions, meetings, lectures, seminars and concerts;
  - 2.2.3 to promote and organise co-operation in the achievement of the above objects both nationally and internationally with other bodies having similar purposes whether in Britain or elsewhere;
  - 2.2.4 to encourage the preservation of records and other materials relating to the history of the organ and to try to ensure that such records and materials are available for public inspection;
  - 2.2.5 to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscriptions or otherwise provided that the Society shall not undertake any permanent trading activities in raising funds for its primary charitable objects; and
  - 2.2.6 to do all such other things as are necessary for the attainment of the said objects.

## **3. Membership**

### **3.1 Membership Classes**

The classes of membership shall be as follows:

- 3.1.1 Ordinary Members.
- 3.1.2 Honorary Life Members elected in accordance with Clause 3.3.

### **3.2 Ordinary Membership**

- 3.2.1 Ordinary membership of the Society shall be open to those who subscribe to the objects of the Society, and who shall pay such subscriptions as shall be determined by the Council, and approved by a General Meeting of the Society.
- 3.2.2 Membership application must be made in writing or electronically and applicants must subscribe to the aims of the Society set out on the membership form. Upon receipt of the applicant's first subscription the candidate, or in the case of joint memberships the candidates, shall be duly elected as a member or as joint members of the Society for the current year and shall be entitled to all the benefits and privileges of membership and be bound by the constitution.
- 3.2.3 The annual subscription shall become due and payable in advance on 1 January in each year.
- 3.2.4 Any member failing to pay their subscription on or before 1 August in each year shall automatically cease to be a member of the Society subject nevertheless to the Council having the power in its absolute discretion to re-admit that member upon payment of all arrears.
- 3.2.5 Any member ceasing to be a member of the Society by resignation or otherwise under these rules shall forfeit all rights to and claims upon the Society and its privileges and shall not be entitled to a refund of either the whole or any part of his subscription.
- 3.2.6 The Council may in its absolute discretion refuse or terminate any membership that is considered adverse to the interests of the Society.
- 3.2.7 There being no qualifying examination for membership of the Society, members are forbidden to make use of the letters MBIOS or otherwise to use their membership for the purpose of advertisement in any form and any breach of this clause shall render the offending member liable to expulsion under Clause 3.2.6.

### **3.3 Honorary Life Members**

- 3.3.1 The Council may from time to time present to the membership at an Annual General Meeting the names of persons of special distinction for election to a list of Honorary Life Members. The qualification for such presentation shall be that the person nominated shall have made an outstanding contribution to the work of the Society and/or shall have been especially prominent in upholding its objects.
- 3.3.2 The number of Honorary Life Members shall not exceed such fraction of the paid up membership as the Council shall from time to time determine.
- 3.3.3 Honorary Life Members shall not be required to pay any (or any further) subscription and shall be entitled to all privileges of membership.

### **3.4 Addresses of Members**

- 3.4.1 Every member shall ensure that the Membership Secretary has an accurate address for communications which shall be inserted in the register of members, and all notices to that address shall be deemed to have been delivered at the time the notice would have been delivered in the ordinary course.
- 3.4.2 The register of members shall be published from time to time but any member who wishes his or her address and telephone numbers to remain private shall inform the Membership Secretary.
- 3.4.3 The register of members shall not be made available to a third party without the agreement of an Annual General Meeting.
- 3.4.4 If required to do so by law, the register of members shall be registered with the Data Protection Registrar or any new statutory body established to perform an equivalent function.

## **4. Officers and Council**

The business of the Society shall be managed by a Council which shall consist of:

- 4.1 a Chairman;
- 4.2 a Secretary;
- 4.3 a Treasurer;
- 4.4 such other Officers as the Council of the Society shall from time to time determine;
- 4.5 six Ordinary Members; and
- 4.6 not more than four additional members co-opted in accordance with Clause 9.

## **5. Trustees**

- 5.1 The property of the Society both real and personal shall be vested in the Officers and other Members of the Council, who are Trustees of the Charity (as defined by the Charities Act 2011). The property of the Society (to include bank and cash) shall be dealt with as the Council may from time to time direct by resolution, and recorded in the minutes.
- 5.2 The Trustees shall be entitled to be indemnified against risk and expense out of the Society's property.
- 5.3 Trustees shall hold office for as long as they are Officers or Members of the Council.
- 5.4 Trustees shall represent the Society in any litigation.

## **6. Elections**

- 6.1 Membership of the Council shall be open to all fully paid up members of the Society (subject to Clause 6.3).
- 6.2 The Officers of the Society shall be elected at an Annual General Meeting of the Society and shall serve for a period of three years, being thereafter eligible for re-election.
- 6.3 The Ordinary Members of the Council shall be elected at an Annual General Meeting of the Society to serve for a term of three years and shall be eligible for re-election for one further period of three years but after serving for two such consecutive periods of three years, they shall be ineligible for immediate re-election.
- 6.4 Any two fully paid up members of the Society shall be at liberty to nominate a member to serve on the Council.
- 6.5 The name of each member nominated under Clause 6.4 shall be given in writing to the Secretary not less than seven days before the date fixed for the Annual General Meeting accompanied by the candidate's written consent to serve if elected.
- 6.6 Where the number of nominations exceeds the number of vacancies voting shall be by secret ballot.
- 6.6.1 The candidates who shall receive the most votes shall be declared elected.
- 6.6.2 If two or more candidates receive an equal number of votes, the chairman of the meeting shall have a casting vote.
- 6.7 The arrangements made by Council under paragraphs 6.2 and 6.3 for the holding each year of elections shall permit individual members of the Society who are eligible to vote to do so by postal voting, and may permit such members, as an alternative to postal voting, to vote electronically. In either case Council will have provided proxy forms.

## **7. Casual Vacancies**

- 7.1 Any casual vacancy on the Council may be filled by the Council.
- 7.2 Any member elected under Clause 7.1 shall retire at the following Annual General Meeting but shall be eligible as a candidate for election to the Council at that Annual General Meeting.

## 8. Sub-committees

- 8.1 The Council may from time to time appoint from amongst the Society's members such sub-committees as it may deem necessary or expedient and may give to them such of the powers and duties of the Council as the Council may determine save for incurring expenditure.
- 8.2 Sub-committees shall periodically report to, and shall conduct their business in accordance with the directions of the Council.
- 8.3 Sub-committees shall have power to co-opt from time to time such additional members as they may from time to time reasonably decide.
- 8.4 In the event of any member of a sub-committee ceasing to be a member of the Society, they shall automatically cease to be a member of the sub-committee, and another elected member of the Society may be appointed in his or her place by the Council.
- 8.5 The existence and composition of sub committees shall be reported to the membership in the Society's Annual Report.
- 8.6 Any sub-committee established by Council shall include at least one member of Council.

## 9. Co-option by Council

- 9.1 The Council shall have the power to appoint persons to carry out specific duties and to co-opt them to the Council provided always that such persons thereby appointed shall not exceed a total of four.
- 9.2 Co-opted members shall be entitled to vote at meetings of any committee on which they serve.
- 9.3 Co-opted members shall serve for a term of one year and shall be eligible for re-appointment thereafter.

## 10. Meetings

### 10.1 Annual General Meeting

- 10.1.1 An Annual General Meeting of the Society shall be held at such time and place as the Council shall reasonably determine. At the Annual General Meeting the following shall take place:
  - 10.1.1.1 the presentation of Annual Reports by officers of the Society;
  - 10.1.1.2 the presentation and approval of the accounts for the previous year;
  - 10.1.1.3 the appointment of an Independent Examiner;
  - 10.1.1.4 the election of the Officers and Ordinary Members of the Council;
  - 10.1.1.5 the transaction of such other business as may be necessary; and
  - 10.1.1.6 any other competent business, at the discretion of the Chairman.

## **10.2 Notice of Annual General Meeting**

- 10.2.1 All members shall be given 21 days' prior written or electronic notice of an Annual General Meeting of the Society specifying the business to be transacted, and the day, place and hour of the meeting.
- 10.2.2 The notice prescribed by Clause 10.2.1 shall be sent to every member at the postal or email address listed in the register of members.
- 10.2.3 The inadvertent non-service on any member shall not invalidate the proceedings at any meeting.

## **10.3 Extraordinary General Meetings**

- 10.3.1 An Extraordinary General Meeting shall be called by the Secretary upon direction of the Council or upon the receipt by the Secretary of a written or electronic request for such a meeting signed by not fewer than 5% of the membership, such requisition stating the object for which the meeting is to be called.
- 10.3.2 Such Extraordinary General Meeting shall be held within one calendar month of the direction by Council or of the receipt of a member's request and written notice of such meeting shall be given not less than 7 days prior to the date set for such meeting stating the business to be transacted.
- 10.3.3 The business at an Extraordinary General Meeting of the Society shall be strictly limited to that set out in the notice convening it.

## **10.4 Council Meetings**

The Council shall meet as and when it deems expedient and necessary, but not less than twice a year.

## **10.5 Quorum**

- 10.5.1 At all Annual General or Extraordinary General Meetings 20 members of the Society present in person shall constitute a quorum and at such meetings of the Society decisions shall be approved by a majority of those members present and voting unless notification has been given of a poll (using a proxy form provided by Council) which shall be decided by a majority of the votes of members present in person or by proxy and voting; the Chairman shall have a casting vote.
- 10.5.2 A quorum of the Council shall comprise the Chairman or Secretary, together with five others of the Council.
  - 10.5.2.1 All decisions of the Council shall be approved by a majority of those members of the Council and voting.
  - 10.5.2.2 The chairman shall have a casting vote.



- 10.5.3 An inquorate meeting shall be adjourned to such later date and time as the Council shall determine and if the subsequent meeting is inquorate the members then present shall be deemed to form a quorum and may properly transact all business that could have been disposed of at the adjourned meeting.

## **11. Finance**

- 11.1 The Society's financial year shall run from 1 January to 31 December or as otherwise determined at a General Meeting of the Members.
- 11.2 The Society shall maintain one or more bank accounts in the name of the British Institute of Organ Studies ensuring that the status of the Society as a registered charity is clearly recorded on all bank documentation. Suitable internal controls, approved by the Council and Independent Examiner shall be in place for all payments. Invoices for payments over £5,000 should be approved by another Officer.
- 11.3 The Society may accept donations, grants in aid and financial guarantees and may offer to the public, where Council so decides, tickets for any or all of its concerts, seminars or recitals, in accordance with Clause 2.2.5.
- 11.4 The income and property of the Society whatever its source shall be applied solely towards the objects of the Society and no portion of it shall be paid or transferred either or indirectly to any member of the Society except in payment of legitimate expenses incurred on behalf of the Society.
- 11.5 The Council shall have the power to engage or dismiss administrative or clerical services on such terms as it thinks fit and it may pay for such expert advice or assistance as it may consider desirable.
- 11.6 The Treasurer shall prepare the Annual Report and Accounts of the finances of the Society and shall deposit annual independently examined accounts with the Charity Commission. The Treasurer shall be responsible for making the Annual Return of the Society to the Charity Commission.
- 11.7 The accounts shall be reviewed at least once a year by an Independent Examiner appointed at the Annual General Meeting and the Independent Examiner if satisfied shall sign a report to that effect. The Treasurer shall provide working papers and all such documentation necessary for the completion of the work by the Independent Examiner.
- 11.8 An Independently Examined statement of the accounts for the last financial year shall be submitted by the Council to the Annual General Meeting of the Society.

- 11.9 The Treasurer is empowered to place the Society's funds on deposit at a bank or in such investment vehicles as approved and annually reviewed by Council and in which the capital can be repaid a period not exceeding six months.
- 11.10 Any investments made by the Council shall be registered in the name of the Chairman and one other member of the Council on behalf of the Society and authorising signatories shall be two of the Chairman, Treasurer and Secretary or one other member of Council.

## **12. Property**

- 12.1 Notwithstanding the provisions of Clause 11 the Society shall have power to purchase or lease solely for the objects of the Society such property as it may require.
- 12.2 The Society shall with such consent as is by law required deal with the property so vested in them by way of sale, mortgage, charge, lease or otherwise in whatever manner the Council reasonably directs them to, such direction shall in favour of a subsequent purchaser, mortgagee, chargee, lessee, or grantee be binding upon all members of the Society and a certificate signed by the Chairman for the time being of the Society in favour of a purchaser, mortgagee, chargee, lessee, or grantee shall be conclusive evidence that such a direction was duly given.

## **13. Expenditure**

No member shall incur any expense on behalf of the Society without the approval of the Council.

## **14. Bye-Laws**

- 14.1 The Council may from time to time make vary and revoke bye-laws not inconsistent with this Constitution for the regulation of the internal affairs of the Society as well as the conduct of members.
- 14.2 All bye-laws shall, until revoked by the Council, be binding on the members.

## **15. Complaints**

Without prejudice to whatever other machinery there may be, any complaint about the affairs or conduct of the Society shall be made in writing to the Secretary who, if he or she cannot deal with it, shall submit it to the Council for a decision and only when Council has made a ruling shall members make representation to the Charity Commissioners.

## **16. Alteration of Constitution**

- 16.1 Changes in the Constitution must be agreed by a two-thirds majority of those present and voting at an Annual General Meeting of the Society.
- 16.2 No alteration (except as may be permitted by law) shall be made to Clauses 2, 16 or 18, and no alteration shall be made which would cause the Society to cease to be a charity at law.

## **17. Previous Constitutions**

All previous Constitutions are hereby rescinded.

## **18. Dissolution**

- 18.1 The Society shall be dissolved by a resolution passed by a two thirds majority of those present and voting at an Extraordinary General Meeting convened for the purpose (in accordance with Clause 10.3), of which not less than 21 days' notice shall have been given.
- 18.2 Any assets of the Society which shall remain after satisfaction of all debts and liabilities shall be given or transferred to such other charitable institution or institution having objects similar to the Society as the Society may with the approval of the Charity Commissioners determine.

## Aims

- To promote objective, scholarly research into the history of the organ and its music in all its aspects and, in particular, into the organ and its music in Britain.
- To conserve the sources and materials for the history of the organ in Britain and to make them accessible to scholars.
- To work for the preservation and, where necessary, the faithful restoration, of historic organs in Britain and to encourage their use and appreciation.
- To encourage an exchange of scholarship with similar bodies and individuals abroad and to promote, in Britain, a greater appreciation of historical overseas schools of organ-building.

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