

## **The Articles of Association for The Player Piano Group**

1. The Association has been formed for the promotion of art and education, and without limiting the generality of the foregoing;
  - i. To recruit members so as to provide opportunities for all persons interested in player and reproducing pianos, player organs, and automatic musical instruments generally, to share their information, experience and enthusiasm, and for such persons to become mutually acquainted.
  - ii. To maintain liaison with all institutions concerned with the preservation of musical instruments, and with other social groups and associations having similar interests.
  - iii. To meet periodically at the homes of members, or elsewhere, for demonstration of instruments and discussion of activities.
  - iv. To issue a periodical bulletin of information, including articles of interest on all matters within the purview of the Association.
  - v. To promote public concerts and other events with the object of enhancing the prestige of the Association or the raising of funds for social activities, but not to engage in trading or business as an independent activity. All income of the Association must be applied solely to the above objects. No dividends or return of capital may be paid to the members of the Association. In the event of dissolution of the Association any surplus assets shall be applied to further similar objects.
2. The liability of each member is limited to £1.00. This being the amount that each member undertakes to contribute to the assets of the Association in the event of it being wound up. Individuals are committed to this whilst their membership is active, or within one year after they cease to be a member, for:
  - i. Payment of the Association's debts and liabilities contracted before they cease to be a member.
  - ii. Payment of the costs, charges and expenses of winding up.
  - iii. Adjustment of the rights of the contributories among themselves.
3. The Committee (which has the same meaning as the Board of Directors) is responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association. Members of the Committee are *ipso facto* company Directors of The Player Piano Group.
4. The Officers of the Association appointed at the Annual General Meeting shall be the President, Vice-President, Honorary Treasurer and Secretary. They shall hold office until the end of the next Annual General Meeting or any adjournment thereof, and shall be eligible for re-election. The Vice-President, Hon. Treasurer and Secretary shall be *ex-officio* members of the Committee along with such other members of the Association as are nominated and elected at the Annual General Meeting. The number of such members to form the Committee, in addition to the Officers, shall be decided before the vote. In the event of nominations exceeding this number, the election shall be by ballot, scrutineers

being appointed by the meeting chair. The Patron shall be elected by majority vote of the Committee and is an Officer of the Association. Neither the President, nor the Patron, shall be Directors of The Player Piano Group.

5. Other Officers may be appointed by the Committee, either amongst their own number or otherwise, for special duties extra to, or in extension of, the duties of the principal Officers appointed at the Annual General Meeting. Such appointments will reach expiry at the end of the Annual General Meeting following and must be reported at such for the membership's record.
6. The members may, by special resolution, direct the Committee to take, or refrain from taking, specified action. No such special resolution invalidates anything which the Committee has done before the passing of the resolution. The members may, by ordinary resolution, authorise an examination of the accounts of the Association.
7. Decisions by the Committee must be made by a majority vote of those present in person, or in close electronic communication ("the Participators"), at a meeting. If the articles require a special vote of the Committee this must be passed by a majority of not less than two thirds of the Participators and the Committee must be given at least seven days' notice of the matter to be decided. A Special General Meeting may be summoned at the discretion of the Committee for any specific purpose. Members shall be notified not less than three weeks in advance of the date and venue of the SGM, and of the terms of the motion or motions to be debated.
8. Any Officer or Committee member of the Association may ask the Secretary to call a meeting of the Committee. Notice of any meeting must indicate its proposed date, time, venue (and means of communication if necessary). Notice must be given to each Committee member not less than three weeks in advance.
9. The quorum for Committee meetings is more than one half of the serving members of the Committee, but it must never be less than two. Unless the Participators comprise a quorum only a proposal to call another meeting may be voted on. Other proposals may be discussed, and recommendations carried forward, for confirmation at the next quorate meeting.
  - i. At the first Committee meeting following the Annual General Meeting the Committee will appoint one of their number as Chairman, by ordinary vote.
  - ii. If the Chairman is unable to attend a Committee meeting the Committee may appoint another of their number to act as Chairman for that meeting.
  - iii. If the numbers of votes for and against a proposal are equal, the Chairman has the casting vote.
  - iv. If a decision of the Committee is concerned with an actual, or proposed, transaction with an association in which a Committee member has declared an interest, that member is not to be counted in quorum or voting purposes.
  - v. Subject to paragraph (3), if a question arises as to the right of a Committee member to participate in the meeting (or part thereof) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman

- (whose ruling in relation to any member other than themselves is to be final and conclusive).
- vi. If any question as to the right to participate in the meeting (or part thereof) should arise in respect of the Chairman, the question is to be decided by a decision of the other Committee members at that meeting. For this purpose the Chairman is not to be counted as participating for voting or quorum purposes.
  - vii. The Committee must ensure that the Association keeps a record for at least ten years from the date of any decision recorded, of every unanimous or majority decision taken by the Committee.
  - viii. Together, the Chairman, Vice-President, Hon. Treasurer and Secretary shall be authorised to act on behalf of the Committee in any matter of urgency that may arise between meetings of the Committee, their action being reported at the next meeting thereof.
10. A person ceases to be a member of the Committee as soon as:
    - i. They cease to be a member of the Association.
    - ii. They notify the Secretary and Chairman of their resignation from office.
  11. Members of the Committee are not entitled to remuneration for their services to the Association. However, Committee members and Officers incurring expenditure on purposes in connection with the running of the Association shall, so far as the general funds allow, be permitted reimbursement of such expenditure, at the discretion of the Committee.
  12. The general funds of the Association shall be contained (except as to cash in hand) in a bank account to be operated by the Hon. Treasurer, and expended as authorised by the Committee. Separate accounts for special purposes (e.g. public concerts) may be opened as authorised by the Committee; to be operated by the member responsible for a special event, such member being required to render an account of all financial transactions during or at the conclusion of the event.
  13. The financial accounts shall be audited and presented for inspection to members at the Annual General Meeting.
  14. The candidate for Hon. Auditor is proposed by the Hon. Treasurer and appointed by ordinary vote of the Committee. The Hon. Auditor can be removed from office by special vote of the Committee or members.
  15. No person shall become a member of the Association unless that person has completed an application for membership in a form approved by the Committee. Enrolments after the 1<sup>st</sup> of July each year shall be entitled to membership until the end of the year following.
  16. Members are expected, so far as possible, to promote the interests of the Association, and no member shall use the fact of their membership as a means of obtaining personal advantage, pecuniary or otherwise, or favour, in any dealings or transactions with bodies or persons inside or outside the Association.

17. Any person may resign their membership of the Association by giving 7 days' notice in writing to the Membership Secretary. Membership is not refundable or transferable. A person's membership terminates when they fail to pay their annual subscription by the due date, die or cease to exist. The Committee may terminate an individual's membership by special vote, if they are found to be in breach of the Articles of Association.
18. The charge of the annual subscription shall be such as the Committee determines in any year, but any increase in the rate of subscription shall not become payable until 1<sup>st</sup> of January following. Notice of any increase in subscription rates shall be given in the Bulletin before expiry of the year preceding.
19. The Association shall hold its Annual General Meeting ("AGM") each year as follows: The date of the AGM shall be given to members not less than three months in advance. The notice of the meeting shall be sent to members not less than three weeks in advance, and shall include the Agenda, all nominations received by the Secretary for Officers and other members to form the Committee for the period until the next AGM, and particulars of all resolutions for consideration then received by the Secretary. Any necessary change in the date of the AGM before the giving of the notice shall not invalidate the meeting or any nomination or motion. Nominations for Officers and other Committee members shall not be accepted unless the consent of the person nominated has first been obtained. Nominations shall be sent in writing to the Secretary. The closing date for the receipt of nominations shall be six weeks in advance of the meeting. In the absence of the nominator, a nomination so received will be counted at the meeting as one vote in favour of the nominee.
20. The President, or if not present, the Vice-President, or a senior member shall take the chair at the opening of the meeting and an *ad hoc* Chairman may be appointed for the conduct of the business ("the Chairman of the meeting").
21. The business shall be transacted solely by members whose subscriptions for the year in which the meeting is held have been previously paid. Members may bring guests to the meeting who may, with consent of the meeting chair, be allowed to address the meeting, but they shall not be permitted to vote.
22. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.
23. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered. Any such objection must be referred to the Chairman of the meeting whose decision is final.
24. A poll on a resolution may be demanded by the Chairman of the meeting, the Committee, or two or more persons having the right to vote on the resolution, in advance of the general meeting where it is to be put to the vote, or at the general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared. Polls must be taken immediately and in such manner as the Chairman of the meeting directs.

25. Members of the Association may only vote if they are attending the meeting.
26. A resolution to be proposed at a general meeting may be amended by ordinary resolution if notice of the proposed amendment is given to the Association in writing not less than 48 hours before the meeting is to take place, and the proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of the resolution. If the Chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairman's error does not invalidate the vote on that resolution.
27. In the articles, unless the context requires otherwise "writing" means the representation or reproduction of words, symbols or other information in a visible form. Words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 ("the Act") as in force on the date when these articles become binding on the Association.
28. The Articles of Association can only be amended or revised by a special vote of members at the Annual General Meeting. Any proposal to change their content must follow the regulations set out in sections 19-22.
29. The registered office address of the Association, and its official telephone number, shall be those of the serving Secretary, unless otherwise proposed (and voted upon) by the Committee.