

CONSTITUTION OF THE SUFFOLK ORGANISTS' ASSOCIATION

1. TITLE AND AFFILIATION

- 1.1. The Association shall be known as SUFFOLK ORGANISTS' ASSOCIATION (hereafter 'the Association') and as such will be affiliated to the Incorporated Association of Organists (IAO).

2. OBJECTS

- 2.1. The objects of the Association shall be to advance the education of the public by
 - 2.1.1. bringing together organists and those interested in the organ and its music
 - 2.1.2. advancing the education of its members in the art of music, with special reference to liturgical and organ music and its associated repertoires
 - 2.1.3. encouraging the public in the understanding and enjoyment of such music.
- 2.2. To facilitate the achievement of such objects, the Association may:
 - 2.2.1. arrange and present lectures, debates, discussions and other events on relevant subjects to exchange information and views;
 - 2.2.2. organise visits to hear and play notable instruments, arrange recitals, masterclasses, choral festivals, open competitions for playing or composition or other similar events;
 - 2.2.3. offer advice to teachers and students, with particular regard to younger players, to further the standard of composition or performance of liturgical and organ music.
- 2.3. The Association shall encourage fellowship and mutual help among its members and may also do such other lawful things as are necessary or desirable for the attainment of these objects.

3. MEMBERSHIP

- 3.1. Membership of the Association shall be open to anyone who is interested in the objects of the Association.
- 3.2. Application for membership shall be made to the Hon. Membership Secretary on the Application Form available on the website (www.suffolkorganists.org.uk) and must be accompanied by the appropriate subscription.
- 3.3. On application to membership, new members shall be furnished with a copy of the Constitution. Membership shall become effective on payment of the first annual subscription.
- 3.4. Members may resign at any time in writing to the Hon. Membership Secretary.
- 3.5. The Association shall not discriminate on the grounds of gender, race, colour, ethnic or national origin, sexuality, disability, religious or political belief, marital status or age.
- 3.6. Any offensive behaviour by a member, including racist, sexist or inflammatory remarks, shall not be permitted. If no apology is given or the behaviour is repeated he/she may be asked not to attend further meetings and to resign. The individual concerned shall have the right to be heard by a panel of Council members, accompanied by a friend, before a final decision is made.
- 3.7. The proceedings of the Association may be open to guests and non-members on payment of such a fee as the Council shall from time to time determine.

4. SUBSCRIPTIONS

- 4.1. Each member shall pay a minimum Annual Subscription of such an amount as shall from time to time be determined by the Council. This subscription shall fall due on the date of the Annual General Meeting in each year.
- 4.2. All subscriptions shall be determined at the AGM after a recommendation from the Council.
- 4.3. Any members joining six months or more after the date of the Annual General Meeting in any year shall pay a reduced subscription of such amount as the Council shall determine for the period up to the next annual subscription date.
- 4.4. Any Concessionary rates, and the qualifications therefore, shall be determined by the Council.
- 4.5. After six months from the due date for a subscription to be paid, a member will be contacted by the Association and unless all payment of arrears is made promptly the member will be removed from the roll of registered members.

5. MEMBERSHIP CONTACT DETAILS

- 5.1. Every member shall be responsible for notifying his or her contact details or changes to them using the form on the website to the Hon. Membership Secretary who shall keep a register of contact details of the membership. This register shall be compiled, maintained and used in accordance with the requirements of current data protection and privacy law.

6. COMMITTEES

- 6.1. The business of the Association shall be managed solely by a committee named 'the Council', which shall comprise:
 - 6.1.1. the Honorary Officers: The President, the President Elect, the Immediate Past President, the Honorary Secretary, the Honorary Treasurer, the Honorary Membership Secretary, the Honorary Journal Editor and the Honorary Website Administrator [all ex-officio] and any other member who has specific responsibilities for the management of Association affairs, and whom the Association considers should be a member of Council (ex officio).
 - 6.1.2. four ordinary members, who shall serve for two years. Ordinary members shall be elected by Members at the Annual General Meeting and of whom two shall retire annually by rotation. Whenever any ordinary member of the Council shall be elected as an Honorary Officer, his/her position as an ordinary member of the Council shall immediately become vacant and the Annual General Meeting shall elect another member of the Association in his or her stead until such time as he or she (the original member) would have been due to retire by rotation.
 - 6.1.3. co-opted members. The Council shall have the power to co-opt any member on a temporary non-voting basis, for a specific purpose.
- 6.2. At their Annual General Meeting, the members of the Association shall elect one of their number to be President-Elect of the Association for the ensuing year.
- 6.3. The President-Elect shall become President at the AGM in the succeeding year.

- 6.4. The President shall serve for a term of one year or until a successor is forthcoming. On conclusion of his/her term of office, he/she shall retire on the election of his/her successor and he/she shall become immediate Past-President.
- 6.5. The immediate Past-President retires from office at the AGM after one year on the election of the new President-Elect. He/she shall not be eligible for re-election as President-Elect for the space of one year.
- 6.6. The Council may fill any vacancy occurring during the year by electing another member of the Association to act until the next Annual General Meeting (AGM).
- 6.7. The President shall take the chair at all meetings of the Association. In the absence of the President, the members of Council present shall elect a temporary chairperson for that meeting.
- 6.8. The Honorary Secretary, Honorary Treasurer, Honorary Journal Editor, Honorary Membership Secretary, Honorary Website Administrator shall be elected annually at the Annual General Meeting.
- 6.9. Ordinarily, no Officer should hold more than one office simultaneously.
- 6.10. An Honorary Auditor/Independent Examiner, who must not be a member of the Council, shall be appointed at each Annual General Meeting.
- 6.11. There shall be no fewer than four meetings of Council in any one year. If the total number of the members of Council is an odd number a quorum shall be formed by no fewer than half of this total number rounded up otherwise by no fewer than half and in either case must include one officer.
- 6.12. Suitable persons may be nominated by the Council to the Annual General Meeting for election as Honorary Life Members; such Honorary members may be elected to hold office or serve on the Council.
- 6.13. The Council may appoint sub-committees to undertake specific tasks as it sees fit.
- 6.14. The Memorial Fund Sub-Committee is a standing committee.
 - 6.14.1. Its purpose and role is to manage and make decisions on applications for grant funding or awards which shall be recommended to Council for comment, endorsement or otherwise.
 - 6.14.2. The standing sub-committee shall comprise: The President and The Hon. Treasurer (ex-officio) and two further members who are members of the Association but not necessarily members of the Council. One of the latter two members shall be elected as chairperson at an AGM and shall serve for a period of two years which shall be renewable. This sub-committee shall meet twice-yearly in April and October. so that applications for awards must therefore be received by the chairperson by 31 March and 30 September respectively. A quorum shall be formed by not fewer than three persons meeting either in person or by online consultation where this is not possible.
- 6.15. Minutes shall be taken at all Council meetings and circulated to its members as soon as practicable following the meeting. The minutes of sub-committee meetings shall be presented to Council in a timely manner.
- 6.16. The Council may, and shall, if so requested by not less than 25% of the members, call an Extra Ordinary General Meeting for the transaction of special business. 21 clear days notice in writing of the business of any such General Meeting shall be given. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person

entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding held, at any meeting.

7. TRUSTEES

- 7.1. The Trustees of the charity shall consist of the whole body of members of Council. They shall be provided with a copy of the leaflet *Duties & Responsibilities of Trustees* published by the Charity Commissioners. The Association will pay for an indemnity to protect the liability of all Trustees.
- 7.2. The President and President Elect shall not be eligible to be signatories for any bank accounts of the Association.
- 7.3. The Charity Commission shall be informed annually by the officer responsible for liaison of any alteration to the Trustees.

8. ANNUAL GENERAL MEETING

- 8.1. The Annual General Meeting shall be held during the month of May no later than May 31 of each year.
- 8.2. The members shall be given at least 21 days notice of the time and the place of the meeting by mail or by email.
- 8.3. Members shall be requested to make nominations for President-Elect with the agreement of the nominee and proposed and seconded in writing by two members delivered to the Hon. Secretary at least 14 days before the meeting. In the event of more than one candidate, a secret ballot at the AGM shall determine the outcome, adjudicated by two tellers who are not themselves being proposed.
- 8.4. Any member who wishes to have a matter discussed or decided by resolution must inform the Hon. Secretary in writing by postal delivery or electronically at least 14 days before the meeting.
- 8.5. The business of the meeting shall be as follows:
 - 8.5.1. to receive the reports from the relevant officers for the activities of the year ended the previous 30 April
 - 8.5.2. to receive and approve the examined accounts for the year ended the previous 30 April
 - 8.5.3. to elect officers and ordinary members of the Council
 - 8.5.4. to present subscription rates as determined by Council for the ensuing year
 - 8.5.5. to transact any such other business as may be appropriate or to decide on any resolution, provided that due notice has been given in accordance with Section 8.4
 - 8.5.6. to outline to the membership details of future events.
- 8.6. The AGM shall be chaired by the retiring President, or, if he/she is absent, another Officer shall be selected to take the Chair. On completion of the election of officers and ordinary members to Council, the President shall hand the chair over to the President-Elect.
- 8.7. Minutes of the meeting shall be taken at the AGM and approved at the following AGM. They may be posted on the Association's website together with the Accounts at an earlier date.

9. ELECTIONS

- 9.1. Nominations for Honorary Officers and ordinary members of Council must be proposed and seconded and presented to the Hon. Secretary at the AGM for election.
- 9.2. The term of office for all honorary officers with the exception of the President, whose term of office is specified in Section 6.4, shall be elected at the AGM for a term of one year and are eligible for re-election.
- 9.3. All ordinary Council members are elected for a term of two years and may stand for re-election. If re-elected, they must stand down for one year after the second period of service before standing again.

10. FRIENDS OF SUFFOLK ORGANISTS' ASSOCIATION

- 10.1. Members of the public who intend to support the Association may associate themselves with it by paying an annual fee and the admission charges to events as set by Council. Unlike full members, they will not be eligible to vote at meetings of the Association but will be entitled to receive both the Newsletter by email and a copy of the Journal.

11. PATRON

- 11.1. The Patron of the Association will be a person, chosen because of their personal qualities, skills and interests, who is willing to lend their name to underpin and promote the objects of the Association. The term of office for the Patron will be determined by Council in discussion with the person invited. The Patron will become an Honorary Life Member of the Association but will have no specific formal duties.

12. FINANCE AND EXPENDITURE

- 12.1. The financial year will end on 30 April.
- 12.2. Authorised signatories for cheques drawn on the Association's accounts shall be, the Hon. Treasurer and the Hon. Secretary, of whom both must sign.
- 12.3. The income of the Association shall be directed solely towards the aims and purposes as set out in Section 2 of this Constitution.
- 12.4. The Treasurer shall keep proper accounts of the finances of the Association.
- 12.5. The accounts shall be examined at least once in the year by the Independent Examiner appointed by the AGM.
- 12.6. The examined accounts shall be submitted by the Hon. Treasurer at the AGM.
- 12.7. The income and property of the Association shall be applied solely to the promotion of the objects of the Association set out in Section 2 and no payment or transfer of any part of such income or property shall be made to or for the benefit of any member of the Association. Provided that, nothing shall prohibit any payment in good faith by the Association of reasonable and proper remuneration of any member of the Association not being a member of the Council for any service rendered to the Association, or to any of its officers, of out of pocket expenses, or of any member of the Association not being a member of the Council, being a professional musician for musical work which he or she is engaged by the Association to perform.

13. RULES

- 13.1. Any alteration to the Constitution may only be made with the consent of not less than two-thirds of the current membership of the Association, being either present or represented and voting at an AGM or at a meeting specially called for the purpose, PROVIDED THAT notice of any such alteration shall have been received by the Hon. Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be proposed.
- 13.2. No amendment shall be made which would cause the Association to cease to be a charity at law.
- 13.3. The Council shall be the sole authority for the interpretation of these rules, which may not be added to or amended in any way except by resolution at a specially convened meeting.
- 13.4. A copy of any such amendment(s) shall be sent to all members.
- 13.5. If the vote is carried in accordance with the regulations in paragraph 13.1, then all previous rules are hereby rescinded.

14. DISSOLUTION

- 14.1. If the Council decides it is advisable or necessary to dissolve the Association, it shall call an Extraordinary General Meeting. At this Special General Meeting convened for this purpose, where at least 28 days notice has been served on every member of the Association at his/her last known postal address or email address, the Dissolution of the Association may be effected only by a resolution passed by a three-fourths majority of the members of the Association, who shall either be present in person or notify the Secretary seven days in advance that a representative shall present a proxy vote in his/her absence.
- 14.2. If, upon the winding up or dissolution of the Association, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to nor distributed among the members of the Association, but shall be given or transferred to some other charitable institution having aims and activities closely aligned to the objects of the Association.

THE END OF THE CONSTITUTION FOR THE SUFFOLK ORGANISTS' ASSOCIATION

This draft Constitution, having been fully considered by Council, was presented to the Members for adoption at the EGM held on 5 October 2019 where it was adopted unanimously by all members present, so that this constitution replaces in its entirety the previous Constitution adopted at an Annual General Meeting of the Association on 9 May 1987 and subsequently revised at an Annual General Meeting of the Association on 14 May 1988.

5 October 2019

This Constitution was drafted by Andrew Garfath-Cox with invaluable assistance from Roger Green