

Company Number 186522
Registered Charity No. 186522

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION
OF
THE ROYAL PHILHARMONIC SOCIETY**

(Articles of Association adopted at the Annual General Meeting on 11 April 2019)

THE COMPANIES ACT 2006

ROYAL PHILHARMONIC SOCIETY (the "Company")

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At a general meeting of the Company, duly convened and held at the Bechstein Room, Wigmore Hall, 36 Wigmore Street, London W1U 2BP on 11 April 2019, the following resolution was duly passed as a special resolution.

SPECIAL RESOLUTION

THAT the draft Articles of Association in the form produced to the Meeting and initialled for the purposes of identification by the Chair on behalf of the Company be and are hereby adopted as the Articles of Association of the Company in substitution for the existing and any other Articles of Association.



John Gilhooly
Chair

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1 DEFINITIONS AND INTERPRETATION

1.1 In these Articles unless the context requires otherwise:

“Accounting Year”

means the annual period from 1 September one year until 31 August in the following year for which the accounts of the Society shall be drawn up

“the Act”

means the Companies Act 2006 including any modification or re-enactment thereof for the time being in force

“AGM”

means the Society's Annual General Meeting

“these Articles”

means these Articles of Association as adapted or amended from time to time

“the Auditors”

means the auditors of the Society appointed at an AGM in accordance with these Articles

“Board”

means the Board of Trustees being the directors for the purposes of company law and the charity trustees for the purposes of charity law

“the Chair”

means that member of the Board elected Chair of the Society in accordance with these Articles

“Charities Legislation”

means the Charities Acts 1992, 1993, and 2006 and the Charities (Accounts and Reports) Regulations 2008, and any statutory modification thereof or addition thereto from time to time

“Corporate Member”

means any corporate body which is a Member at the time of adoption of these Articles or admitted to Membership in accordance with these Articles

“the Council”

means the committee known as the Council of the Society and ‘Council Member’ has corresponding meaning

“Electronic Communication”

means the same as in the Electronic Communications Act 2000

“Chief Executive”

means the person appointed by the Board pursuant to Article 31 to administer the day-to-day affairs of the Society

“Honorary Members”

means Honorary Members of the Society at the date of adoption of these Articles and any new Honorary Member on whom this honour is conferred in accordance with Article 34 of these Articles

“Life Member”

means a Member who has paid a life subscription or been accorded life membership

“Members”

means all the members of the Society

“the Office”

means the registered office of the Society

“the Seal”

means the Common Seal of the Society

“the Society”

means the Royal Philharmonic Society

“SORP”

means the Statement of Recommended Practice issued by the Charity Commission and any modification or replacement thereof from time to time

“Statutes”

means the Act, the Charities Legislation and every other statute or statutory instrument, law or regulation for the time being in force and concerning companies in so far as they apply to the Society

“Student Member”

means any person engaged as a registered student recognised as such by the Board who is admitted to membership in accordance with these Articles

“Trustee”

means any member of the Board and ‘Board Member’ has corresponding meaning

“in writing”

means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Words importing the singular shall include the plural and vice versa.

1.3 When any provision of the Act is referred to the reference is to such provision as modified or re-enacted by any statute for the time being in force.

2 OBJECTS

2.1 The object for which the Society is established (the “Object”) is to encourage an appreciation by the public of the art of music, in particular to do so through the promotion of the role of music in society and through activities which fall within the concepts of promoting an understanding of music, encouraging creativity in music and giving recognition to excellence in music and musicians.

3 APPLICATION OF INCOME AND PROPERTY

The income and property of the Society shall be applied solely towards the promotion of the Object, and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the Members of the Society. This does not prevent:

- 3.1 a Member of the Society receiving a benefit from the Society in the capacity of a beneficiary of the Society; or
- 3.2 reasonable and proper remuneration to any Member of the Society who is not also a Trustee of the Society for any goods or services provided to the Society.

4 TRUSTEES' BENEFITS

No Trustee shall be appointed to any office of the Society, be employed by the Society or receive any remuneration or other benefit in money or money's worth from the Society unless the payment or benefit in question:

- 4.1 is permitted pursuant to Article 5; or
- 4.2 has been previously and expressly authorised in advance and in writing by the Charity Commission for England and Wales and any procedures prescribed by the said Charity Commission are fully adhered to.

5 PERMITTED BENEFITS

Subject to Article 6, nothing herein shall prevent the payment in good faith by the Society of:

- 5.1 reasonable and proper remuneration to a Trustee for services rendered to the Society otherwise than any remuneration for services provided by a Trustee in his/her capacity as a Trustee or under a contract of employment;
- 5.2 monies for the supply of goods by a Trustee to the Society, whether such goods are provided in connection with the provision of services referred to in Article 5.1 or otherwise;
- 5.3 interest at a reasonable and proper rate (not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Trustees) on money lent to the Society by any Trustee;
- 5.4 reasonable and proper rent for premises demised or let to the Society by any Trustee;
- 5.5 fees, remuneration or other benefit in money or money's worth to any other company of which any Trustee may also be a member holding not more than 1% of the issued share capital of that company;
- 5.6 reimbursement of reasonable out-of-pocket expenses actually incurred by any Trustee in or about the affairs of the Society;
- 5.7 any payments made pursuant to Articles 38 and 39.

6 CONDITIONS RELATING TO TRUSTEES' BENEFITS

Save for the payments referred to in Articles 5.6 and 5.7, the Society and its Trustees may only rely upon the authority provided by Article 5 in respect of payments or benefits to a Trustee if each of the following conditions is satisfied:

- 6.1 the remuneration or other sums paid to the Trustee does not exceed an amount that is reasonable in all the circumstances;
- 6.2 the Trustee is absent from the part of any meeting at which there is discussion of:
 - 6.2.1 his/her contract or remuneration, or any matter concerning the contract;
 - 6.2.2 his/her performance in the employment, or his performance of the contract; or
 - 6.2.3 any proposal to enter into any other contract or arrangement with him/her or to confer any benefit upon him/her that would be permitted under Article 5;
- 6.3 the Trustee does not vote on any such matter and is not counted when calculating whether a quorum of Trustees is present at the meeting;

- 6.4 the remaining Trustees are satisfied and agree that it is in the best interests of the Society to contract with that Trustee rather than with someone who is not a Trustee;
- 6.5 the reason for their decision is recorded by the Trustees in the minute book;
- 6.6 the amount or maximum amount of any remuneration payable to a Trustee is set out in an agreement in writing between the Society or Trustees and that Trustee; and
- 6.7 the number of Trustees then in office who have received remuneration or other benefits from the Society are in a minority.

7 CONFLICTS OF INTEREST

- 7.1 A Trustee must declare to the other Trustees any situation of which he/she is aware in which he/she has, or could have, a direct or indirect interest that conflicts, or might conflict, with the interests of the Society unless the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 7.2 An interest of a Trustee to be disclosed under Article 7 may be declared at a meeting of the Board, by notice in writing pursuant to section 184 of the Act or by means of a general notice under section 185 of the Act.
- 7.3 If a conflict of interest arises for a Trustee because of a duty of loyalty owed to another organisation, company or person and the conflict is not authorised by virtue of any other provision in the Articles, the remaining Trustees may authorise such a conflict of interest if each of the following conditions is satisfied:
 - 7.3.1 the Trustee is absent from the part of any meeting at which there is discussion of the conflict of interest, including any arrangement or transaction affecting that other organisation, company or person;
 - 7.3.2 the Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting; and
 - 7.3.3 the remaining Trustees are satisfied and agree that it is in the interests of the Society to authorise the conflict of interest which has arisen.
- 7.4 A conflict of interest arising for a Trustee because of a duty of loyalty owed to another organisation, company or person may only be authorised in the manner set out at Article 7.3 if such a conflict does not involve a direct or indirect benefit of any nature to a Trustee.

8 FURTHER DEFINITIONS

The following words in Articles 3, 4, 5, 6, and 7 (as the case may be) shall have the following meanings:

- 8.1 "Society" shall include any company in which the Society:
 - 8.1.1 holds more than 50% of the shares;
 - 8.1.2 controls more than 50% of the voting rights attached to the shares; or
 - 8.1.3 has the right to appoint one or more directors to the board of the company; and
- 8.2 "Trustee" shall include the following:
 - 8.2.1 a child, parent, grandchild, grandparent, brother or sister of a Trustee;
 - 8.2.2 the spouse or civil partner of a Trustee or of any person falling within Article 8.2.1;
 - 8.2.3 a person carrying on a business in partnership with a Trustee or with any person falling within Articles 8.2.1 or 8.2.2;
 - 8.2.4 an institution which is controlled:

- (a) by a Trustee or by any person falling within Articles 8.2.1, 8.2.2 or 8.2.3, or
 - (b) by two or more persons falling within Article 8.2.4(a) when taken together; and
- 8.2.5 a body corporate in which:
- (a) the Trustee or any person falling within Articles 8.2.1, 8.2.2 or 8.2.3 has a substantial interest, or
 - (b) two or more persons falling within paragraph (a), when taken together, have a substantial interest.
- 8.3 Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used at Article 8.2 as follows:
- 8.3.1 "child" includes a step-child and an illegitimate child;
 - 8.3.2 "civil partner" shall include a person living with a Trustee as that Trustee's husband or wife and includes two persons of the same sex who are not civil partners but live together as if they were;
 - 8.3.3 a person controls an institution if he/she is able to secure that the affairs of the institution are conducted in accordance with his/her wishes;
 - 8.3.4 a person has a substantial interest in a body corporate if he/she is:
 - (a) interested in shares comprised in the equity share capital of that body of a nominal value of more than one-fifth of that share capital, or
 - (b) is entitled to exercise, or control the exercise of, more than one-fifth of the voting power at any general meeting of that body.

9 MEMBERSHIP OF THE SOCIETY

- 9.1 The membership of the Society shall include all persons admitted to membership in accordance with these Articles and all persons enjoying membership pursuant to Article 9.6.
- 9.2 The Board may establish, subject to Article 42, different classes of membership including Life Membership, Corporate Membership and Student Membership, and prescribe and vary their respective rights, privileges and obligations. The Board may also at its discretion discontinue admissions to any class of membership or to close down any such class or classes. There shall be no limit to the number of Members in any category. Full information regarding the classes of membership, the rights, privileges and obligations attaching thereto, shall be published on the Society's website.
- 9.3 Any individual not being an Honorary Member or a Gold Medallist or recipient of an award who wishes to become a Member and any body corporate which wishes to become a Corporate Member shall apply in writing to the Chief Executive in a form agreed by the Board providing such information as the Board shall require to be provided.
- 9.4 No such person applying for Membership shall be admitted as a Member of the Society unless his/her application is first approved by the Board, or a duly constituted committee thereof, which shall have absolute discretion as to the admission of any person as a Member.
- 9.5 Every Member of the Society shall or, being a corporation procure that its duly authorised representative shall, either sign a written consent to become a Member or sign the Register of Members on becoming a Member.
- 9.6 Persons on whom Honorary Membership is conferred and persons awarded the Gold Medal shall enjoy membership without further formality for the rest of their lives.
- 9.7 Recipients of an award, whether in the form of a grant, scholarship or prize from the Society or any trust fund may be offered membership by the Board without the payment of any subscription for the period covered by the terms of the award. This Article 9.7 shall not apply to any recipient of

an award who is already a Member, and where a recipient of an award is already a Student Member, membership offered under this Article 9.7 shall only be in respect of the period of the award not covered by student membership and no part of any subscription already paid shall be refunded.

- 9.8 Any Student Member may when he/she ceases to be a registered student apply to become a Member in accordance with Article 9.3, and if his/her application is approved, his/her membership shall be deemed not to have lapsed, but if he/she does not so apply his/her student membership shall be treated as having terminated on his/her ceasing to be a registered student.
- 9.9 Each Corporate Member may nominate in writing to the Chief Executive a person to be its representative (an "Authorised Representative") in accordance with the Act who may attend general meetings of the Society and exercise all rights on behalf of the Corporate Member including the right to vote except as provided otherwise in these Articles. The nomination of an Authorised Representative may be revoked in writing to the Chief Executive at any time by the Corporate Member and another Authorised Representative may be nominated to be its representative in his/her place but no such Authorised Representative shall serve as a member of the Board unless so elected under Article 16 .
- 9.10 A person shall forthwith cease to be a Member of the Society (provided always that at least one Member of the Society remains on the Register of Members thereafter):
- 9.10.1 if he/she is removed by a decision of the Board conveyed by notice in writing to him/her signed by the Honorary Secretary, or
 - 9.10.2 if by notice in writing to the Chief Executive he/she resigns his/her membership, or
 - 9.10.3 if he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally or the Member being a corporation, an order is made or resolution is passed for its winding up or administration or distribution or it has a receiver appointed over all or some part of its assets, or
 - 9.10.4 if he/she becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs, or
 - 9.10.5 if he/she ceases to hold office as a member of the Board by reason of any order made under the Company Directors Disqualification Act 1986, or by virtue of any provision of Charities Legislation, or
 - 9.10.6 if he/she is removed from office as a member of the Board by a resolution duly passed pursuant to Section 168 of the Act, or
 - 9.10.7 if in accordance with Article 10.2 he/she fails to pay any subscription or other monies due to the Society, or
 - 9.10.8 if he/she otherwise ceases to qualify for membership under these Articles.
- 9.11 Each Member shall be subject to the provisions of these Articles in relation to his/her membership and every new Member shall be deemed to be aware of these provisions and have consented to them prior to and upon becoming a Member.

10 SUBSCRIPTIONS

- 10.1 Each Member other than any Honorary Member or Gold Medallist shall pay before or immediately after his/her admission to membership the annual subscription applicable to his/her category of membership. No Member having paid a subscription who resigns as a Member shall be entitled to the return of any part of his/her subscription. Changes to the rates of subscriptions shall be recommended by the Board and the proposals of the Board shall be subject to approval by Members at a General Meeting.
- 10.2 Any Member who shall have failed to pay a subscription or other monies due to the Society within six weeks of a notice having been delivered to that Member or make other payment after the issue of a request for payment for a period of six weeks shall cease to be a Member unless the Board shall consider there to be extenuating circumstances but shall not be precluded from reapplying

for membership in accordance with these Articles. The subscription of any Member may be waived by the Board for such period without limitation as it may decide.

- 10.3 If following his/her ceasing to be a registered student a person who was a Student Member is admitted to membership in accordance with Article 9.2, he/she shall not be required to pay an annual subscription until the start of the next accounting year.

11 GENERAL MEETINGS

- 11.1 In addition to any other General Meeting which may be convened, the Society shall each calendar year hold a General Meeting as its AGM to which all Members of the Society shall be invited, and shall specify the AGM as such in the notice convening the meeting. The meeting shall be held in such place and at such convenient time as the Board shall decide but not more than 15 months may elapse between any AGM and the next such meeting.

- 11.2 The Board may, whenever it thinks fit convene a General Meeting and General Meetings shall also be convened on the requisition of the Members of the Society pursuant to the provisions of the Act.

- 11.3 The business to be transacted at the AGM shall include:

11.3.1 the consideration of the Report of the Trustees and the audited Accounts of the Society for the preceding accounting year, including any restricted funds under the administration of the Society;

11.3.2 and the Board Members of the Society in accordance with Article 16 and the election of the Honorary Officers in accordance with Articles 27.2.2 and 27.2.3;

11.3.3 the approval of those Members nominated by the Board to become members of the Council in accordance with Article 29;

11.3.4 subject to Article 33 the appointment of Auditors until the next AGM of the Society; and

11.3.5 other business agreed by the Board and set out in the agenda of the meeting and "any other business" admitted under Article 11.4.

- 11.4 Subject to the provisions of the Act, at the discretion of the Chair of the meeting any Member may raise relevant matters under "any other business" and such business shall be dealt with as decided by the Chair of the meeting but no business requiring a formal decision shall be considered unless it shall have been the subject of a Board decision to place the matter on the agenda circulated for the AGM.

- 11.5 General Meetings (including AGMs) shall be convened by giving at least 14 clear days' written notice of the meeting stating the place and time of its commencement and the agenda for it in writing to every Member at his/her address recorded as such by the Chief Executive and to such persons as are under these Articles or under the Act entitled to receive such notices from the Society but with the consent of such Members having at least 90% of the voting rights at the meeting intended to be convened and having the right to attend and vote thereat, a meeting may be convened by such notice as those Members may think fit.

- 11.6 The accidental omission to give notice of any meeting to any person entitled to receive it or the non-receipt of a notice by such a person shall not invalidate any proceedings at that meeting.

- 11.7 No business shall be transacted at a General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein provided, 20 Members shall be a quorum, which number shall include the Board and Honorary Officers of the Society and any employee of the Society who is a Member or a proxy for a Member of the Society or an Authorised Representative of a Corporate Member.

- 11.8 If within half an hour from the time appointed for the start of a General Meeting a quorum is not present the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall be adjourned to the same day in the following week at the same time and place, or at such other place as the Chair of the meeting shall decide, and if at such adjourned meeting within half an hour of the time appointed for the adjourned meeting a quorum is not present those

Members present shall constitute a quorum for the business on the agenda of the General Meeting.

- 11.9 The Chair of the Society shall chair all General Meetings but if within 15 minutes of the time appointed for a meeting the Chair is not present the Members present shall on the proposal of the Honorary Secretary and by a show of hands choose one of their number to chair the meeting (the "chair of the meeting") and there shall be no poll on this.
- 11.10 The Chair of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

12 ATTENDANCE AND VOTING AT GENERAL MEETINGS

- 12.1 Subject to the provisions of the Act all business at a General Meeting requiring a vote shall be decided by a show of hands unless a decision to hold a poll is decided, or is demanded by at least three Members present before or on the declaration by the Chair of the meeting of the result of a show of hands, and a demand by a person as proxy for a Member shall be the same as a demand by the Member. Unless it has been decided to hold a poll or this has been so demanded, the Chair of the meeting may declare that a vote has been carried by a show of hands or carried unanimously or by a particular majority or lost or not carried by a particular majority and such a declaration shall be conclusive and be recorded in the minutes of the meeting.
- 12.2 If a poll is to be held it shall be conducted in such a manner as shall be decided by the Chair of the meeting and he/she shall appoint scrutineers who need not be Members. No objection shall be made to the qualification of any person to vote except at the meeting at which the vote is taken and before the result of the vote is declared, and the decision of the Chair of the meeting whether to disallow any vote shall be final.
- 12.3 In the event of an equal number of votes being cast for and against whether on a show of hands or a poll the Chair of the meeting (if he/she is also a Member) shall be entitled to a second or a casting vote, and the outcome shall represent the decision of the Society and be recorded as such in the minutes of the General Meeting.

13 VOTES OF MEMBERS

- 13.1 Subject as hereinafter provided, on a show of hands and on a poll every Member who (being an individual) is present in person or by proxy or (being a Corporate Member) is present by its Authorised Representative shall have one vote.
- 13.2 Save as herein expressly provided, no person other than a Member duly registered who has paid all monies then due to the Society or such Member being a corporation, its Authorised Representative shall be entitled to vote on any question at any General Meeting.
- 13.3 The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing.
- 13.4 The instrument appointing the proxy and the power of attorney or other authority (if any) under which it is signed or a notorially certified or office copy thereof must be received by the Chief Executive not less than 48 hours before the time of the meeting specified in the notice convening the meeting. In the event of a meeting being adjourned before a vote is taken the executed proxy shall be valid at the adjourned meeting unless that meeting be adjourned for more than 30 days. If a Member who has appointed a proxy to vote at a meeting decides to attend the meeting or any meeting adjourned for less than 30 days and exercise his/her vote in person he/she must so inform the Chief Executive not less than 48 hours before the time of the meeting or adjourned meeting and the Chief Executive shall ensure that any earlier proxy instrument issued by the Member shall be cancelled. The instrument appointing a proxy shall be executed in writing on a form agreed by the Board and in all cases the validity of the execution shall be corroborated by the Chief Executive.

14 RESOLUTIONS IN WRITING

- 14.1 A resolution executed by such number of Members as would have been required to vote for the resolution had it been proposed at a General Meeting at which all of the Members were present and voting shall be as valid and effectual as if it had been passed at a General Meeting duly convened and held.
- 14.2 For the purposes of this Article 14:
- 14.2.1 a resolution shall consist of one or more written instruments (including faxes) or one or more Electronic Communications sent to an address specified for the purpose by the Honorary Secretary, or a combination of them, provided that each such written instrument and Electronic Communication (if more than one) is to the same effect;
 - 14.2.2 a written instrument is executed when the person executing it signs it;
 - 14.2.3 an Electronic Communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the Honorary Secretary shall prescribe;
 - 14.2.4 the Members need not execute the same written instrument or Electronic Communication;
 - 14.2.5 a resolution shall be effective when the Honorary Secretary certifies that sufficient evidence has been received by him/her that the resolution has been executed in accordance with this Article 14;
 - 14.2.6 if no Honorary Secretary is appointed, the Chair shall perform the functions of the Honorary Secretary under this Article 14;
 - 14.2.7 the resolution must be accompanied by a statement informing the Member how to signify his agreement to it and the date by which this is to be done; and
 - 14.2.8 a proposed written resolution will lapse if it is not passed before 28 days from the circulation date.

15 THE BOARD

- 15.1 The control and management of the affairs of the Society is vested in the Board. The Society being a registered charity, the members of the Board are individually and collectively Trustees of the Society and shall act in accordance with the relevant law governing trustee status.
- 15.2 The Board shall comprise of not more than 12 persons being Members of the Society (or Authorised Representatives of Corporate Members).

16 THE APPOINTMENT OF BOARD MEMBERS

- 16.1 Each Board Member (save for those Board Members appointed in accordance with Article 16.2) shall be appointed by an ordinary resolution of the Members at the AGM and may serve for a term of 3 years ceasing at the end of the third AGM after the AGM at which they were elected and shall be eligible to be re-appointed for 2 further consecutive terms of 3 years or such other period as the Members may upon the recommendation of the Board by ordinary resolution approve.
- 16.2 The Board may appoint a person who is willing to act to be a Board Member either to fill a vacancy or as an additional director. A member of the Board so appointed shall hold office only until the end of the following AGM.
- 16.3 In the case of a Member of the Board who is eligible for re-appointment pursuant to Article 16.1 or whose appointment ceases pursuant to Article 16.2, a resolution shall be proposed at the AGM at the end of which his/her appointment is to cease for his re-appointment unless he/she shall have agreed otherwise. If not re-appointed at such AGM, he/she shall vacate office at the conclusion thereof.

- 16.4 No person other than a member of the Board eligible for re-election may stand for election as a Board Member unless:
- 16.4.1 he/she is nominated by the Board and the nominee has agreed to such nomination in writing; or
 - 16.4.2 not less than 28 clear days before the date appointed for the meeting, notice executed by a Member qualified to vote shall have been given to the Chief Executive of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he/she were so appointed or re-appointed, be required to be included in the Society's Register of Directors together with a notice executed by that person of his/her willingness to be appointed or re-appointed.
- 16.5 No person may be appointed to the Board:
- 16.5.1 unless he/she has attained the age of 18 years; or
 - 16.5.2 if in circumstances such that, had he/she already been a member of the Board, he/she would have been disqualified from acting under the provisions of Article 17.

17 RESIGNATION OR REMOVAL OF MEMBERS OF THE BOARD

- 17.1 A person forthwith ceases to be a Board Member:
- 17.1.1 if by notice in writing to the Society he/she resigns (but only if at least three Board Members remain in office when the notice of resignation is to take effect);
 - 17.1.2 if he/she ceases to be a Member;
 - 17.1.3 if he/she is removed by notice in writing to the Society signed by a majority of the Members;
 - 17.1.4 if he/she ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986, or by virtue of any provision of the Statutes;
 - 17.1.5 if he/she is removed from office by a resolution duly passed pursuant to Section 168 of the Act;
 - 17.1.6 if he is absent from three consecutive meetings of the Board without the consent of the Chair;
 - 17.1.7 if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - 17.1.8 if he/she is convicted of any criminal offence, other than any minor motoring or similar offence that cannot reasonably damage the reputation of the Society.

18 POWERS OF THE BOARD

- 18.1 The Board may exercise all such powers of the Society as are not by the Act or these Articles required to be exercised by the Society in General Meeting, subject nevertheless to the provisions of the law and of these Articles and to the requirement that the Board shall not act nor permit any act or omission which would prejudice the charitable status of the Society at law.

19 THE BOARD MAY DELEGATE

- 19.1 Subject to the Articles, the Board may delegate any of the powers which are conferred on them under the Articles:
- 19.1.1 to such person or committee;
 - 19.1.2 by such means (including by power of attorney);

- 19.1.3 to such an extent;
 - 19.1.4 in relation to such matters or territories; and
 - 19.1.5 on such terms and conditions;
- as they think fit.
- 19.2 If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.
 - 19.3 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

20 COMMITTEES

- 20.1 Committees to which the Board delegate any of their powers must contain at least one Trustee and must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Trustees.
- 20.2 The Board may make rules of procedure for all or any committees, which prevail over any rules or bye-laws derived from the Articles if they are not consistent with them.

21 APPOINTMENT OF INVESTMENT MANAGERS

The Board may appoint as the investment manager for the Society a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is an authorised or an exempt person within the meaning of the Financial Services and Markets Act 2000 otherwise than exempted by virtue of paragraphs 44 and 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001. The Board may delegate to an investment manager so appointed power at his discretion to buy and sell investments for the Society in accordance with the investment policy laid down by the Board from time to time, provided that where the Board make any such delegation they shall:

- 21.1 inform the investment manager in writing of the extent of the Society's investment powers and the terms of the delegation;
- 21.2 lay down a detailed investment policy for the Society and immediately inform the investment manager in writing of it and of any changes to it;
- 21.3 ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager and on the exercise by him of his delegated authority;
- 21.4 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority; and
- 21.5 pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Trustees shall decide provided that such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Trustees.

22 INVESTMENTS HELD BY NOMINEE

The Board may:

- 22.1 make such arrangements as they think fit for any investments of the Society or income from those investments to be held by a corporate body as the Society's nominee; and
- 22.2 pay reasonable and proper remuneration to any corporate body acting as the Society's nominee in pursuance of this Article.

23 MEETINGS OF THE BOARD

- 23.1 Subject to the provisions of these Articles, the Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 23.2 At any time any Trustee may, and the Honorary Secretary on the requisition of a Trustee shall, summon a meeting of the Board.
- 23.3 Any such summons shall specify where, when and how the meeting is to be held. Any Trustee may waive notice of any meeting and such waiver may be retrospective.
- 23.4 All acts done in good faith by any meeting of the Board or of any committee shall, notwithstanding it be discovered afterwards that there was some defect in the appointment or continuance in office of any such persons or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee or member of the committee as the case may be.
- 23.5 The Board may invite any person or persons of recognised knowledge or experience in any relevant subject to attend one or more meetings of the Board to give advice and the Honorary Solicitor and the Honorary Librarian may be asked by the Chair to attend Board meetings from time to time. Such person or persons attending a Board meeting at the request of the Board or the Chair (as the case may be) as set out in this Article shall not be members of the Board and shall have no vote at its meetings.
- 23.6 The Board for the time being may act notwithstanding any vacancy in their number but, if the number of members is less than the number fixed as the quorum the continuing members or member may act only for the purpose of filling vacancies or of calling a General Meeting.
- 23.7 The Chair shall chair all Board meetings. However, if the Chair is not present and willing to chair a Board meeting within ten minutes of the time at which the meeting was due to start, the participating Board Members shall appoint one of the Board Members present to chair it.

24 QUORUM FOR MEETINGS AND VOTING

- 24.1 The quorum necessary for the transaction of business of the Board may be fixed from time to time by the Board and, unless so fixed at any other number shall be 5, save that the quorum for the purposes for authorising a conflict of loyalty pursuant to Article 7.3 shall be 3.
- 24.2 A meeting of the Board at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.
- 24.3 Questions arising at any meeting of the Board shall be determined by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.

25 MEETINGS BY CONFERENCE TELEPHONE

- 25.1 All or any of the Trustees or any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting.
- 25.2 A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.
- 25.3 Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chair of the meeting then is.

26 RESOLUTIONS IN WRITING

- 26.1 A resolution executed by all the Trustees, or by all the members of a committee constituted under these Articles, shall be as valid and effectual as if it had been passed at a meeting of the Board, or (as the case may be) at a meeting of that committee, which in every case was duly convened and held.

- 26.2 For the purposes of this Article 26:
- 26.2.1 a resolution shall consist of one or more written instruments (including faxes) or one or more Electronic Communications sent to an address specified for the purpose by the Honorary Secretary, or a combination of them, provided that each such written instrument and Electronic Communication (if more than one) is to the same effect;
 - 26.2.2 a written instrument is executed when the person executing it signs it;
 - 26.2.3 an Electronic Communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the Honorary Secretary shall prescribe;
 - 26.2.4 the Trustees, or (as the case may be) members of a committee constituted under these Articles, need not execute the same written instrument or Electronic Communication;
 - 26.2.5 a resolution shall be effective when the Honorary Secretary certifies that sufficient evidence has been received by him/her that the resolution has been executed in accordance with this Article 26; and
 - 26.2.6 if no Honorary Secretary is appointed, the Chair shall perform the functions of the Honorary Secretary under this Article 26.

27 HONORARY OFFICERS

- 27.1 The Honorary Officers of the Society shall be responsible for such matters as may be assigned to them by the Board, and with the exception of those appointed in accordance with Articles 27.2.1, 27.2.4 and 27.2.5 below, shall be elected at the AGM from those nominated by the Board.
- 27.2 There shall be the following Honorary Officers of the Society:
- 27.2.1 The Chair, who shall be elected by the Board from among its members at the first meeting after each AGM and subject to Article 17 shall continue in office until the end of the first meeting of the Board after the next AGM, and shall be eligible for re-election;
 - 27.2.2 The Honorary Secretary, who shall be nominated by the Board from among its members to stand for election at the AGM and subject to Article 17 shall continue in office as Honorary Secretary until the next AGM and shall be eligible for re-election;
 - 27.2.3 The Honorary Treasurer, who shall be nominated by the Board from among its members to stand for election at the AGM and subject to Article 17 shall continue in office as the Honorary Treasurer until the next AGM and shall be eligible for re-election;
 - 27.2.4 An Honorary Solicitor who shall not be a member of the Board and shall be appointed by the Board for such period and upon such conditions as shall be agreed by the Board. The Honorary Solicitor shall be a member of the Council ex-officio;
 - 27.2.5 An Honorary Librarian (if appointed by the Board) shall not be a member of the Board and shall enjoy such terms and conditions of service as may be agreed between him/her and the Board and in particular shall be responsible for maintaining and building the Society's Archive, including the proper conservation and safe-keeping of all books, manuscripts, correspondence and records in the possession of the Society and the copyrights thereof and shall make the necessary arrangements to do this as agreed by the Board and report to the Board from time to time. The Honorary Librarian shall be a member of the Council ex-officio.

28 RESPONSIBILITIES OF THE HONORARY OFFICERS

- 28.1 Within such policy guidelines as the Board may decide and subject to any constraints the Board may impose:

- 28.1.1 The Honorary Secretary shall act as the Company Secretary and, inter alia, be responsible to the Board for the administration of the Society, the management of matters relating to the employees of the Society, the preparation of an Annual Report to Members, and the signature of all returns required by the Charities Legislation;
- 28.1.2 The Honorary Treasurer shall be responsible to the Board for the management of the Society's financial affairs, ensuring the maintenance of proper accounts for the Society, reporting to the Board thereon, and the preparation of the annual accounts of the Society and Trustees' Report.

29 THE COUNCIL

- 29.1 There shall be a committee called the Council whose purpose shall be to advise and assist the Board on matters of a specialist or technical nature as shall be assigned to them by the Board under separate terms of reference from time to time. The Council shall meet as often as needed and shall be made up of at least 10 but not more than 20 Council Members plus those cited in Articles 29.2.3 and 29.2.4 from time to time.
- 29.2 The Council shall consist of:
- 29.2.1 any Member (or an Authorised Representative of a Corporate Member) nominated by the Board to be a Council Member and subsequently elected as a Council Member by the Members at the AGM;
 - 29.2.2 the Board Members;
 - 29.2.3 the Honorary Solicitor;
 - 29.2.4 the Honorary Librarian
- 29.3 A Council Member (excluding those Council Members falling under Articles 29.2.2 – 29.2.4 above) will serve a term of up to 3 years ceasing at the end of the third AGM after the AGM at which they were elected, and shall be eligible upon the recommendation of the Board for a further term of 3 years or such other period as the Members may upon the recommendation of the Board by ordinary resolution approve.
- 29.4 A Council Member falling within Articles 29.2.2 – 29.2.4 above shall be a member of Council ex-officio for the duration of his/her term in office as a Board Member, Honorary Solicitor or Honorary Librarian (as the case may be).
- 29.5 The Board shall decide whether each person who is appointed to the Council shall be categorised as a 'Professional Musician' on the basis of conclusive information provided to the Board, and the Chief Executive shall annotate the membership records of the Society accordingly, this record being sufficient evidence should the Member be appointed to the Council that he/she may exercise a vote as a Professional Musician under the provisions of Article 30.1.1 but this shall not preclude the Board from reconsidering its decision should the circumstances of the Member have changed or change.
- 29.6 The Chair shall chair all Council meetings, but if the Chair is not present and willing to chair a Council meeting within ten minutes of the time at which the meeting was due to start, the participating Council Members shall appoint one of the Council Members present to chair it.
- 29.7 Article 17 shall apply as if references to "Board Member" and "Board" were references to "Council Member" and "Council" respectively.

30 THE GOLD MEDAL

- 30.1 The Gold Medal of the Society may be awarded from time to time to recognise and honour outstanding excellence as composer or executant by:
- 30.1.1 a resolution passed by a majority of members of the Council present and voting at a meeting of the Council convened by at least 7 days' notice given in written form to members of the Council provided that –

- (a) the majority present and voting in favour of the resolution shall have included not less than 6 members of the Council whose names have been annotated in the Register of Members of the Society as Professional Musicians; and
- (b) not more than one of the members of the Council present and voting whose names are so annotated as recognised by the Council as Professional Musicians shall have voted against the resolution; and

30.1.2 (after the resolution has been passed by the Council in accordance with Article 30.1.1) a resolution approving the award of the Gold Medal is passed by a majority of Members of the Society voting in person or by proxy or by Authorised Representative at a General Meeting.

30.2 A person to whom the Gold Medal is awarded shall enjoy membership pursuant to Article 9.6.

30.3 If circumstances arise such that by reason of the duly established conduct or behaviour of the holder of a Gold Medal, the Trustees are reasonably satisfied that the reputation of the Society is or is likely to be substantially damaged they may resolve that such Gold Medal be forfeited and ipso facto the Life Membership of that holder shall be terminated.

31 CHIEF EXECUTIVE

31.1 On the nomination of the Chair, the Honorary Secretary and the Honorary Treasurer the Board shall appoint a person to be Chief Executive on such terms and conditions of employment as the Chair, the Honorary Secretary and the Honorary Treasurer shall agree.

31.2 The Chief Executive shall be responsible to the Board for the day to day running of the Society's business, and shall (if requested by the Board) be in attendance at meetings of the Board.

31.3 On the recommendation of the Chief Executive, the Society may employ such other persons to assist the Chief Executive for such purposes and on such terms and conditions as the Board shall agree. Any such persons may be invited to attend meetings of the Board, or the meetings of any other committee but shall not have a vote.

32 THE ACCOUNTS

32.1 The Board shall cause proper and adequate books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act, the Charities Legislation and the SORP. Proper and adequate books shall not be deemed to be kept and/or deemed sufficient if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Society, to show and explain its transactions and to disclose with reasonable accuracy at any time, the financial position of the Society at any time.

32.2 The books of account shall be kept at the registered office of the Society, or, subject to section 388 of the Act, at such other place or places as the Trustees shall think fit and shall always be open to the inspection of any Trustee.

32.3 The Society must, pursuant to section 423 of the Act, send a copy of its annual accounts and reports for each financial year to every Member, to every holder of the Society's debentures and to every person who is entitled to receive notice of General Meetings. Copies need not be sent to a person for whom the Society does not have a current address as defined in section 423 of the Act.

32.4 The Society must, pursuant to section 424 of the Act, comply with the obligations set out at Article 32.3 not later than:

32.4.1 the end of the period for filing accounts and reports to the Registrar of Companies, or

32.4.2 if earlier, the date on which the Society actually delivers its accounts to the Registrar of Companies.

33 AUDIT

Once at least in every year the accounts of the Society shall be examined and reported upon by the Auditors or if permitted by Act and The Charities Legislation and the Board has so determined an Independent Examiner. The Auditors' or the Independent Examiner's remuneration shall be agreed by the Board.

34 HONORARY MEMBERSHIP

34.1 Honorary Membership of the Society may be conferred by the Board on the recommendation of the Council (such recommendation to be made on the passing of an ordinary resolution of the Council) upon musicians who have contributed outstanding services to the Society in particular or to music in general.

34.2 A person on whom Honorary Membership is conferred shall enjoy membership pursuant to Article 9.6.

34.3 If circumstances arise such that by reason of the duly established conduct or behaviour of the holder of Honorary Membership, the Trustees are reasonably satisfied that the reputation of RPS is or is likely to be substantially damaged they may resolve that such Honorary Membership be forfeited and ipso facto the Life Membership of that holder shall be terminated.

35 NOTICES

35.1 Any notice to be sent to or by any person pursuant to these Articles including a notice calling a meeting of the Board shall be in writing and may be delivered or sent by post facsimile or using Electronic Communications to an address for the time being notified for that purpose to the person giving the notice. In this Article "address" in relation to Electronic Communications, includes any number or address used for the purpose of such communications.

35.2 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Board may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

35.3 A Trustee may agree with the Society that notices or documents sent to that Trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

35.4 Subject to Article 35.3, any notice, if served by post, shall be deemed to have been served 48 hours after it was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted. A notice or other document sent by facsimile or contained in an Electronic Communication shall be deemed to have been delivered 48 hours following that on which the communication was sent and electronic confirmation of receipt shall be conclusive evidence that a notice was given to a facsimile number or email address. If a notice, document or information posted on the Society's website was already on the Society's website at the time the notice was sent to the Member, it will be deemed to have been sent on the day the notice was sent but if the notice, document or information was not on the Society's website on the date the said notice was sent then it will be deemed to have been sent on the day on which it appears on the website.

36 WEBSITE COMMUNICATION

36.1 The Society may send any notice, document or other information to Members by making them available on the Society's website provided that:

36.1.1 each Member has been asked individually by the Society to agree to communication via the Society's website (either generally or in relation to a specific notice, document or information);

36.1.2 the Society's request states clearly that if the Member fails to respond to the request within twenty-eight days of the date on which the request is sent, s/he will be deemed to have given such consent; and

- 36.1.3 the Society's request is not sent less than twelve months after a previous request made to the Member in relation to a similar class of documents.
- 36.2 The Society must notify each Member who has agreed to receive communications through the Society's website of the presence of the information on the website, the website address, the place on the website where the information can be found and how to access the information.
- 36.3 Any notice, document or information posted on the Society's website must be in a form that the Member can read and copy. The notice, document or information must be available on the Society's website for either twenty-eight days from the date the notification was sent to the Member or for such other period as may from time to time be specified in the Act.

37 COMPANY SEAL

- 37.1 The Seal may only be used by the authority of the Board and the Board may decide by what means and in what form the Seal is to be used.
- 37.2 Unless otherwise decided by the Board, any instrument to which the Seal shall be affixed shall be signed by the Chair or Honorary Secretary and shall be countersigned by the Honorary Treasurer or other member of the Board designated by the Board for that purpose.

38 TRUSTEES' INDEMNITY

Subject to the provisions of the Act, and so far as may be consistent with the Statutes:

- 38.1 every Trustee and every other officer other than the Society's auditor or the reporting accountant may be indemnified out of the assets of the Society against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the actual or purported exercise of his powers and/or otherwise in relation to, or in connection with, his duties, powers or offices, in each case to the extent permitted by section 232 of the Act; and
- 38.2 the Society may also provide funds to any Trustee or any other officer (other than the Society's auditor or reporting accountant) or do anything to enable a Trustee or such other officer to avoid incurring expenditure, in each case in the manner permitted by and subject to the restrictions required by section 205 of the Act.

39 TRUSTEES' INDEMNITY INSURANCE

The Society may provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.

40 LIABILITY OF MEMBERS

- 40.1 The liability of the Members is limited.
- 40.2 Every Member of the Society undertakes to contribute to the Society, in the event of it being wound up during the time that he is a Member or within one year afterwards, towards the payment of debts and liabilities contracted before the time he or she ceases to be a Member and the costs, charges and expenses of winding up such amount as may be required but not exceeding £1, or its equivalent per Member.

41 DISTRIBUTION OF ASSETS WINDING UP / DISSOLUTION

If upon the winding up or dissolution of the Society there remains after the satisfaction of all debts and liabilities any property whatsoever, no part of it shall be paid to or distributed among Members of the Society but the whole shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society and which shall prohibit to no lesser extent than is imposed on the Society under Articles 3 and 4 above.

42 RULES AND BYE-LAWS

The Board may from time to time make (and vary) such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing (a) classes of and conditions of membership and (b) the rights, privileges and obligations of membership, whether statutory membership or otherwise. The Members shall have power to alter, add to or repeal any such rules or bye-laws and the Board shall adopt such means as they think sufficient to bring to the notice of the Members all such rules or bye-laws, which shall be binding on all Members PROVIDED THAT no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.