



CHARITY COMMISSION
FOR ENGLAND AND WALES

Constitution for the British Music Hall Society

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PART 1

1. Adoption of the Constitution

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2. Name

The association's name is British Music Hall Society (and in this document it is called the Charity).

3. Objects

The Charity's objects ('the Objects') are

- (1) To advance the education of the public in the traditions of the British Music Hall and Variety Theatre and the art of present day performers; and
- (2) To preserve an archive appertaining to Music Hall and Variety Theatre in the form of records, films, electronic media, photographs, literature, ephemera, costumes and performers' personal properties

4. Application of income and property

- (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
 - (a) A Member of the Executive Committee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
 - (b) A Charity Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Trustee from receiving:
 - (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.

5. Benefits and payments to Charity Trustees and Connected Persons

- (1) General provisions

No Charity Trustee or Connected Person may:

- (a) buy or receive any goods or services from the Charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from, the Charity;
- (d) receive any other financial benefit from the Charity;

unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission ('the Commission'). In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

- (2) Scope and powers permitting Trustees' or Connected Persons' benefits

- (a) A Charity Trustee or Connected Person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Charity Trustees do not benefit in this way.

- (b) A Charity Trustee or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
 - (c) A Charity Trustee or Connected Person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
 - (d) A Charity Trustee or Connected Person may receive rent for premises let by the Charity Trustee or Connected Person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Charity Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
 - (e) A Charity Trustee or Connected Person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.
- (3) In sub-clauses (2) of this clause:
- (a) 'the Charity' includes any company in which the Charity:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more trustees to the board of the company.
 - (b) 'Connected Person' includes any person within the definition set out in clause 34 (Interpretation).

6. Dissolution

- (1) If the members resolve to dissolve the Charity the Charity Trustees will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.
- (2) The Charity Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.
- (3) The Charity Trustees must apply any remaining property or money:
 - (a) directly for the objects;
 - (b) by transfer to any charity or charities for purposes the same as or similar to the Charity;
 - (c) in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Charity Trustees are to apply the remaining property or assets of the Charity and the Charity Trustees must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity).
- (6) The Charity Trustees must notify the Commission promptly that the Charity has been dissolved. If the Charity Trustees are obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Charity's final accounts.

7. Amendment of the Constitution

- (1) The Charity may amend any provision contained in Part 1 of this Constitution provided that:
 - (a) no amendment may be made that would have the effect of making the Charity cease to be a charity at law;

- (b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the Charity;
 - (c) no amendment may be made to clause 3 (Objects), 4 (Application of Income and Property), clause 5 (Benefits and Payments to Charity Trustees and Connected Persons), clause 6 (Dissolution) or this clause without the prior consent in writing of the Commission;
 - (d) any resolution to amend a provision of Part 1 of this Constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this Constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (3) A copy of any resolution amending this Constitution shall be sent to the Commission within twenty one days of it being passed.

PART 2

8. Membership

- (1) Membership is open to individuals over sixteen or organisations who are approved by the trustees.
- (2)
- (a) The Executive Committee (or a sub-committee if the power is delegated) may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
 - (b) The Executive Committee (or a sub-committee if the power is delegated) must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (c) The Executive Committee (or a sub-committee if the power is delegated) must consider any written representations the applicant may make about the decision. The decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable to anyone else including but not limited to on the death of a member.

9. Termination of membership

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the Charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the Executive Committee that it is in the best interests of the Charity that their membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty one days' notice in writing of the Executive Committee at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

10. General meetings

- (1) The Charity must hold a general meeting within twelve months of the date of the adoption of this Constitution.

- (2) An Annual General Meeting (“AGM”) must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than Annual General Meetings shall be called special general meetings.
- (4) The Executive Committee may call a special General meeting at any time.
- (5) The Executive Committee must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Executive Committee fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.
- (6) At an AGM the members:
 - (a) Receive the accounts of the charity for the previous financial year;
 - (b) Receive the report of the Executive Committee on the Charity’s activities since the previous AGM;
 - (c) Elect the Executive Committee;
 - (d) Appoint an independent examiner or auditor for the Charity;
 - (e) Make or confer on any individual with their consent the honorary title of patron, president or vice-president of the Charity;
 - (f) Discuss or determine any issues of policy or deal with any other business put before them.
- (7) Any general meeting including the AGM may be held in person, online or a hybrid of the two.

11. Notice Period

- (1) The minimum period of notice required to hold any general meeting of the Charity is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (3) Further provisions relating to notices are set out at paragraph 31.

12. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
 - (a) 20 members entitled to vote upon the business to be conducted at the meeting; or
 - (b) one per cent of the total membership at the time,
 whichever is the greater.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
- (4) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present,
 the meeting shall be adjourned to such time and place as the trustees shall determine.
- (5) The Executive Committee must re-convene the meeting and must give at least seven clear days’ notice of the re-convened meeting stating the date time and place of the meeting.
- (6) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

13. Chair

- (1) General meetings shall be chaired by the person who has been elected as Chair.
- (2) If there is no such person or they are not present within fifteen minutes of the time appointed for the meeting a member of the Executive Committee nominated by the Executive Committee shall chair the meeting.
- (3) If there is only one member of the Executive Committee present and willing to act, they shall chair the meeting.
- (4) If no member of the Executive Committee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

14. Adjournments

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

15. Votes

- (1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote they may have.
- (2) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

16. Representatives of other bodies

- (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- (2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that their authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

17. Officers and Charity Trustees

- (1) The Charity and its property shall be managed and administered by an Executive Committee comprising the officers set out at Subclause (2) below and ordinary members elected in accordance with this Constitution. The members of the Executive Committee who are also officers shall be the Charity Trustees and in this constitution shall be called "the Charity Trustees". The Executive Committee shall also include up to five other members who shall be known as ordinary members. The ordinary members shall be elected in accordance with clause 18(3).
- (2) The charity shall have the following officers:
 - (a) A chair;
 - (b) A vice chair;

- (c) A secretary;
 - (d) A membership secretary; and
 - (e) A treasurer.
- (3) A member of the Executive Committee must have been a fully paid-up member of the Charity or have been the nominated representative of an organisation that is a member of the Charity for a minimum of two consecutive years.
 - (4) No one may be appointed a member of the Executive Committee if they would be disqualified from acting under the provisions of clause 20.
 - (5) The number of members of the Executive Committee shall be not less than three but (unless otherwise determined by a resolution of the Charity in general meeting) shall not be subject to any maximum.
 - (6) The first Charity Trustees shall be those persons elected as officers at the meeting at which this Constitution is adopted.
 - (7) A member of the Executive Committee may not appoint anyone to act on their behalf at meetings of the Executive Committee.
 - (8) No officer listed at Clause (2) shall exceed 5 years' continuous service in that role unless the role cannot be.

18. Appointment of Officers and Charity Trustees

- (1) The Charity at the AGM shall elect the officers who shall also become the Charity Trustees.
- (2) The Charity Trustees may appoint further officers (who would become Charity Trustees) at any time.
- (3) The Charity at the AGM may elect members to the ordinary member roles on the Executive Committee. The ordinary members would not be officers or Charity Trustees.
- (4) Each member of the Executive Committee shall retire with effect from the conclusion of the AGM next after their appointment but shall be eligible for re-election at that AGM.
- (5) No-one may be elected as an officer and Charity Trustee at any AGM unless prior to the meeting the Charity is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as an officer and Charity Trustee;
 - (c) is signed by the person who is to be proposed to show their willingness to be appointed.
- (6)
 - (a) The appointment of a Charity Trustee, whether by the Charity in general meeting/ (through the appointment of the person as an officer) or by the other Charity Trustees, must not cause the number of Charity Trustees to exceed any number fixed in accordance with this Constitution as the maximum number of Charity Trustees.
 - (b) The Charity Trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

19. Powers of the Executive Committee

- (1) The Executive Committee must manage the business of the Charity and have the following powers in order to further the objects (but not for any other purpose):
 - (a) to raise funds. In doing so, the Executive Committee must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Executive Committee must comply as appropriate with sections 117 - 122 of the Charities Act 2011;
 - (d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The Executive Committee must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;
 - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
 - (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
 - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (i) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
 - (j) to open and operate such bank and other accounts as the Executive Committee considers necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - (k) to do all such other lawful things as are necessary for the achievement of the objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Executive Committee.
 - (3) Any meeting of Executive Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Executive Committee.

20. Disqualification and removal of Member of the Executive Committee

A member of the Executive Committee shall cease to hold office if they:

- (1) are disqualified from acting as a member of the Executive Committee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the Charity;
- (3) in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a member of the Executive Committee and may remain so for more than three months;
- (4) resigns as a member of the Executive Committee by notice to the Charity (but only if at least two Charity Trustees will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the Executive Committee from all their meetings held within a period of six consecutive months and the Executive Committee resolves that their office be vacated.

21. Proceedings of the Executive Committee

- (1) The members of the Executive Committee may regulate their proceedings as they think fit, subject to the provisions of this Constitution.
- (2) Any member of the Executive Committee may call a meeting of the Executive Committee. Such meetings may be held in person or online or a hybrid of the two.
- (3) The secretary must call a meeting of the Executive Committee if requested to do so by a member of the Executive Committee.

- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the Executive Committee unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be four or such larger number as may be decided from time to time by the Executive Committee.
- (8) A member of the Executive Committee shall not be counted in the quorum present when any decision is made about a matter upon which that member of the Executive Committee is not entitled to vote.
- (9) If the number of members of the Executive Committee is less than the number fixed as the quorum, the continuing members or member of the Executive Committee may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the Chair shall chair meetings of the Executive Committee.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the members of the Executive Committee present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the Executive Committee shall have no functions or powers except those conferred by this Constitution or delegated to them in writing by the members of the Executive Committee.
- (13) A resolution in writing signed by all the members of the Executive Committee entitled to receive notice of a meeting of the Executive Committee or of a sub-committee of Executive Committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or (as the case may be) a sub-committee of the Executive Committee duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more members of the Executive Committee.

22. Conflicts of interests and conflicts of loyalties

A member of the Executive Committee (being a Charity Trustee or ordinary member) must:

- (1) declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not been previously declared; and
- (2) absent themselves from any discussions of the committee (be that the Executive Committee or a sub-committee) in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

Any member of the committee (be that the Executive Committee or a sub-committee) absenting themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the relevant committee on the matter.

23. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the Executive Committee or of a sub-committee, shall be valid notwithstanding the participation in any vote of a member of the relevant committee:
 - (a) who is disqualified from holding office;
 - (b) who had previously retired or who had been obliged by this Constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without the vote of that committee member and that committee member not being counted in the quorum, the decision has been made by a majority of the committee members at a quorate meeting of the relevant committee (be that a meeting of the Executive Committee or a sub-committee).

- (2) Sub-clause (1) of this clause does not permit a committee member to keep any benefit that may be conferred upon him or her by a resolution of the Executive Committee or of a sub-committee if, but for sub-clause (1), the resolution would have been void, or if the committee member has not complied with clause 22 (Conflicts of interests and conflicts of loyalties).

24. Delegation

- (1) The Executive Committee may delegate any of their powers or functions to a committee comprising two or more of the committee members but the terms of any such delegation must be recorded in the minute book.
- (2) The Executive Committee may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the sub-committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Executive Committee.
- (3) The Executive Committee may revoke or alter a delegation.
- (4) All acts and proceedings of any and all sub-committees must be fully and promptly reported to the Executive Committee.

25. Irregularities in proceedings

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of the Executive Committee or a meeting of a sub-committee shall be valid notwithstanding the participation in any vote of a member of the Executive Committee:
- (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the Constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without:

- (d) the vote of that member of the Executive Committee; and
 - (e) that member of the Executive Committee being counted in the quorum,
- the decision has been made by a majority of the members of the Executive Committee at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a member of the Executive Committee to keep any benefit that may be conferred upon them by a resolution of the Executive Committee or a meeting of a sub-committee of the Executive Committee if the resolution would otherwise have been void.
- (3) No resolution or act of
- (a) the Executive Committee
 - (b) any sub-committee of the Executive Committee
 - (c) the Charity in general meeting
- shall be invalidated by reason of the failure to give notice to any Trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the charity.

26. Minutes

The Executive Committee must keep minutes of all:

- (1) appointments of officers, trustees and ordinary members to the Executive Committee made by the Executive Committee;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the Executive Committee and sub-committees of the Executive Committee including:
 - (a) the names of the officers / Charity Trustees and ordinary members present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

27. Accounts, Annual Report, Annual Return

- (1) The Executive Committee must comply with their obligations under the Charities Act 2011 with regard to:
 - (a) the keeping of accounting records for the Charity;
 - (b) the preparation of annual statements of account for the Charity;
 - (c) the transmission of the statements of account to the Commission;
 - (d) the preparation of an Annual Report and its transmission to the Commission;
 - (e) the preparation of an Annual Return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

28. Registered particulars

The Executive Committee must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

29. Property

- (1) The Executive Committee must ensure the title to:
 - (a) all land held by or in trust for the Charity that is not vested in the Official Custodian of Charities; and
 - (b) all investments held by or on behalf of the Charity, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.
- (2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the Executive Committee and that if they do so they will not be liable for the acts and defaults of the members of the Executive Committee or of the members of the Charity.
- (3) The Executive Committee may remove the holding trustees at any time.

30. Repair and insurance

The Executive Committee must keep in repair and insure to their full value against fire and other usual risks all the buildings of the charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

31. Notices

- (1) Any notice required by this Constitution to be given to or by any person must be:
 - (a) in writing; or
 - (b) given using electronic communications;
- (2) The Charity may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at their address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address; or
 - (e) be published in "The Call Boy"; or
 - (f) be published on the Charity's website at www.britishmusicalhallsociety.com.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an AGM, the notice must say so.
- (4) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- (5) The notice must be given to all the members and to the Trustees.
- (6) A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (7)
 - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
 - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

32. Rules

- (1) The Executive Committee may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and the Executive Committee in so far as such procedure is not regulated by this Constitution;
 - (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the Charity to be kept in electronic form and requires a member of the Executive Committee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)

- (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The Executive Committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Charity.
- (5) The rules or bye-laws shall be binding on all members of the Charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.

33. Disputes

If a dispute arises between members of the Charity about the validity or propriety of anything done by the members under this Constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

34. Interpretation

In this constitution 'Connected Person 'means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the member of the Executive Committee;
- (2) the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled -
 - (a) by the member of the Executive Committee or any Connected Person falling within sub-clause (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-clause (4)(a), when taken together
- (5) a body corporate in which -
 - (a) a Charity Trustee or any Connected Person falling within sub-clauses (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
- (6) Sections 350 - 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

Signatures

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