



THE MUSICAL BOX SOCIETY *of* GREAT BRITAIN

An Incorporated Private Company Limited by Guarantee. Company Number 10766572

ARTICLES OF ASSOCIATION

NB Articles, or parts thereof set in bold typeface meet statutory requirements for use of the word "Society" in the name, and for a Society registered as An Incorporated Private Company Limited by Guarantee.

Article 1. Name & Limitation of Liability.

1. The name of The Society shall be "The Musical Box Society of Great Britain"; hereinafter referred to as "The Society".
2. The liability of each member of The Society shall be limited to £1, being the amount that each member undertakes to contribute to the assets of The Society in the event of its being wound up whilst a member, or within one year after ceasing to be a member for:
 - payment of The Society's debts and liabilities contracted before ceasing to be a member,
 - payment of the costs, charges and expenses of winding up, and
 - adjustment of the rights of the contributories among themselves.

Article 2. Objects.

1. **The Society has been formed for the promotion of art and education** and, without limiting the generality of the foregoing its aims and objects shall be:
 - to promote interest in musical boxes and all other forms of mechanical music;
 - to provide opportunities through meetings and visits to share experiences and knowledge;
 - to maintain and encourage research and expand the Society archives;
 - to promote best practice in repair and conservation;
 - to encourage the registration of all instruments for both record and insurance purposes;
 - to maintain links with sister organisations throughout the world;
 - to provide all members with the internationally recognised magazine "*The Music Box*".
2. **All income of The Society shall be applied solely to the above objects and no dividends or return of capital may be paid to the members of The Society.**
3. **On Dissolution and winding up of The Society, any surplus assets shall be applied either to another body with similar objects or to another body with charitable objects.**

Article 3. Membership & Subscriptions.

1. **Membership.** There shall be the following classes of membership:
 - a. **Ordinary Membership:** which shall be granted to those persons who make written application to the Hon. Membership Secretary, and shall be subject to the approval of the Executive Committee.
 - b. **Joint Membership:** which shall be granted to any two persons who make written application to the Hon. Membership Secretary, registering one postal address for receiving one copy of each edition of The Society's Journal "*The Music Box*", and shall be subject to the approval of the Executive Committee.
 - c. **Honorary Life Membership:** which may be awarded to any Member in good standing whose name has been proposed and seconded by two other members of The Society and is supported by the Executive Committee; an award of Honorary Life Membership shall take place only at an Annual General Meeting of The Society.
 - d. **Membership Voting Rights:** the principle of "One Member One Vote" shall apply to each and all Ordinary, Joint and Honorary Life Members on each and every occasion members are required to vote on matters of business relating to The Society.

2. Joining Fees and Annual Membership Subscriptions.

- a. Joining Fees.** At the discretion of the Annual General Meeting, a Joining Fee may be charged to all new and re-joining Ordinary and Joint Members.
- b. Annual Membership Subscriptions.**
- i.** Annual Membership Subscriptions shall be paid by all Ordinary and Joint members and shall fall due on 1st January annually.
 - ii.** The Executive Committee shall meet no later than six weeks prior to an Annual General Meeting to decide the level of all subscriptions required to run the Society successfully during the succeeding financial year; any decision reached should be presented as a recommendation at the following Annual General Meeting.
 - iii.** The Annual Membership Subscription set for Joint Membership shall be higher than that for Ordinary Membership, but less than that for two Ordinary members.
 - iv.** Annual Membership Subscriptions shall be waived for all Honorary Life Members.
 - v.** Any Ordinary or Joint Member whose subscription is in arrears shall receive a reminder with the Spring issue of “*The Music Box*”; if the subscription remains unpaid by 1st April, their membership of The Society shall cease.

Article 4. Officers.

- 1.** The Honorary Officers of The Society shall be:

President/Chair,
Up to Two Vice Presidents,
Treasurer,
Editor,
Archivist,
Membership Secretary,
Meetings Secretary,
Correspondence Secretary,
Recording Secretary,
Auction Organiser,
Advertising Secretary,
Web Master

and up to three other members of The Society in good standing;

hereinafter referred to as The Officers or Officers; these Officers shall collectively form The Executive Committee [EC] of The Society which shall have the same meaning as the Board of Directors and a Member of that Committee being a Director of The Society.

- 2.** Subject to the provisions of the Companies Act 2006 (“the Act”), Officers shall hold office for one year from the date of their election or until valid elections are held within that time; should valid elections not be held for any reason, either within or at the end of that time, Officers previously elected shall continue in Office until such time as valid elections are held under the terms of The Articles of Association; serving Officers may be eligible for re-election.
- 3.** The election of Officers shall take place at the Annual General Meeting, or an Extraordinary General Meeting called for that purpose by the Executive Committee.
- 4.** Nomination of Members to hold office during the succeeding year must be received in writing by the Hon. Correspondence Secretary at least six weeks before the Annual General Meeting, or an Extraordinary General Meeting called for the purpose of electing officers, and circulated to all Members at least four weeks prior to the General Meeting at which Elections are to take place; each nomination paper must bear the signed approval of the Member nominated together with the signed support of a proposer and a seconder; each Nominee shall have been a member of The Society in good standing for a continuous period of not less than 3 years immediately preceding the date on which the intended tenure of office is to commence.
- 5.** Election to any Office for which more than one candidate has been nominated shall be by secret ballot, organised and overseen by a Returning Officer appointed for that occasion by the Executive Committee; only members in good standing may vote at such elections.

6. Members of the Society in good standing who are unable to attend a general meeting at which Election of Officer(s) is to take place may appoint another member in good standing to vote as their proxy at that meeting; a member shall not cast more than two such proxy votes in addition to their personal vote for each Office for which there is a ballot; only personal and proxy votes cast at the meeting shall be counted.

Article 5. Duties of Officers.

1. **The President/Chair, an Acting President/Chair or the nominee of the Committee** shall preside over all Society meetings, decide on questions of order, interpret Bye-Laws of the Society if necessary and sign the minutes of all meetings.
2. **The Treasurer** shall keep accounts of monies received and payments made and shall keep a list of the names and addresses of all members, and shall give a written report of the finances of The Society at the Annual General Meeting.
3. **The Editor** shall be responsible for the production and printing of the Society Journal, "*The Music Box*".
4. **The Archivist** shall maintain a copy of all ephemera produced by the Society, maintain a bibliography and monitor relevant domestic and foreign publications.
5. **The Membership Secretary** shall deal with all applications to join the Society, enrol any new members, give a written report to the Annual General Meeting and shall notify the President of new enrolments in order that the President can write a letter of welcome to each new member.
6. **The Meetings Secretary** shall arrange meetings, co-ordinating the programme in conjunction with regional members and ensure the adequate provision for the running of the meetings.
7. **The Correspondence Secretary** shall conduct all other correspondence of the Society.
8. **The Recording Secretary** shall keep Minutes of all Executive Committee Meetings, Annual General Meetings and Extraordinary General Meetings.
9. **The Auction Organiser** shall be responsible for organising such Auctions as may be held at bona fide meetings of The Society and shall, with the approval of the Executive Committee, formulate such Rules and Regulations as may assure the orderly operation of such Auctions.
10. **The Registrar** shall be responsible for maintaining and expanding the work of **Arthur D. Cunliffe Register of Cylinder Musical Boxes [The Register]** for the good of The Society, shall be expected to produce a Register update for the Journal from time to time and shall give a written report at the AGM.

Article 6. Executive Committee.

1. The Authority to manage all affairs of The Society, other than at times when an Annual or Extraordinary General Meeting of The Society is in session, shall be vested solely in The Executive Committee of The Society.
2. The Executive Committee shall arrange meetings, papers, communications, demonstrations, visits and be responsible for the orderly operation of the Society.
3. The Executive Committee shall meet at such times as it may deem necessary.
4. A quorum shall be five members of the Executive Committee and unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
5. If the total number of members of the Committee for the time being is less than the quorum required, no decision may be made other than a decision to appoint further members, or to call a general meeting so as to enable the members of The Society to appoint further members of the Executive Committee.
6. In all matters requiring a vote, the President/Chair shall have a casting vote in addition to an ordinary vote.

7. Voting - Conflicts of Interest.

- a. If a proposed decision of the Executive Committee is concerned with an actual or proposed transaction or arrangement with the Society in which an Executive Committee member is interested, that member

is not to be counted as participating in the decision making process for quorum or voting purposes unless the member's interest can reasonably be regarded as likely not to give rise to a conflict of interest.

- b. If a question arises at a meeting of the committee as to the right of a committee member to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any member other than the chairman is to be final and conclusive.
 - c. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the committee at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
8. Should the President/Chair be unable to either continue in Office or, for any reason be unable to exercise the duties and responsibilities of that Office, either in part or in whole and for any period of time, then the Officers of The Society shall elect an Acting President or Acting Chair, as appropriate, from their number; the appointment shall be held until such time as either the President/Chair resumes the duties and responsibilities subject to the approval of the Officers of The Society, or a new President/Chair is elected by the membership at an Annual General Meeting, or an Extraordinary General Meeting convened for that purpose.
 9. The Executive Committee shall be empowered to co-opt Members when considered necessary and advantageous; Co-opted Members shall hold office until the next Annual General Meeting or Extraordinary General Meeting.
 10. The Executive Committee shall be empowered to nominate by resolution Officers for the succeeding year for election at the Annual General Meeting or Extraordinary General Meeting convened for the Election of Officers; such nominations shall otherwise comply with the requirements of, and shall have equal standing only with those received under Article 4.4.
 11. Subject to the Articles, the Executive Committee may make any rule which it considers fit about how it takes decisions, and about how such rules are to be recorded or communicated to directors.
 12. Members of the Society may, at their wish and with the agreement of the Executive Committee which shall not be withheld unreasonably, attend any of its meetings but without speaking rights, unless invited by the chair of the meeting, and without voting rights.

Article 7. General Meetings.

1. **The Annual General Meeting** should be held as part of the Summer Meeting of The Society and should be sited at a venue in the Midlands area. The Society Annual Auction should be held as part of this meeting.
2. **Ordinary Meetings** of The Society shall be held at such times as the Executive Committee may direct.
3. **An Extraordinary General Meeting [EGM]** may be called by the Executive Committee; an EGM may also be called by members of The Society on written submission to the Correspondence Secretary; on receipt of such a submission, which must have the signed and dated support of at least 30 [thirty] members and be accompanied by a proposed Agenda, the EC shall make all necessary arrangements to hold the EGM within 6 weeks of the date of the submission.
4. **Any Proposed Change** in the Articles of The Society shall be submitted in writing by the Proposer and supported by the signatures of seven other Members to the Hon. Correspondence Secretary of the Society. The Correspondence Secretary shall send written notice to all members setting forward the proposed change or changes. All such notices shall be sent out at least four weeks before the Meeting at which the proposed change is to be submitted to the members. Only at the Annual General Meeting or at an Extraordinary General Meeting convened for that purpose shall there be any discussion relating to any proposed change in the Articles of Association and Bye-Laws of the Society.
5. **Chairman of A General Meeting.** If the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start the Executive Committee members present or, if none of the Executive Committee are present, the meeting must appoint a member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting. The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

6. A Quorum for any General Meeting of The Society shall consist of **25 [twenty five] members** of The Society in Good Standing. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it. If at such an adjourned meeting there are still insufficient members present to constitute a quorum, such members as are present shall be a sufficient quorum.

7. Order of Business for The Annual General Meeting.

1. Declare the meeting open but, if the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the appointment of a chairman of the meeting shall precede the opening of the meeting and the conduct of any business.
2. Apologies for Absence.
3. Confirm the minutes of the previous Annual General Meeting.
4. Matters Arising.
5. Receive the Hon. President/Chairman's Report.
6. Receive the Hon. Secretarial Reports.
 - a. Hon. Membership Secretary.
 - b. Hon. Correspondence Secretary.
 - c. Hon. Meetings Secretary.
7. Receive the report of the Hon. Treasurer.
8. Receive the report of the Hon. Editor.
9. Receive the report of the Hon. Archivist.
10. Receive the report of the Hon. Auction Organiser.
11. Receive the report of the Hon. Advertising Secretary.
12. Receive the report of the Hon. Web Master.
13. Receive the report of the Hon. Registrar.
14. To receive the reports of any relevant Sub-Committee(s)
15. To consider propositions under Bye-Law 1 Section 4 duly and properly submitted to the Hon. Correspondence Secretary.
16. Election of Officers for the coming year.
17. To receive the recommendations of the Committee and to set the level of subscriptions/fees for the succeeding year for
18. A Joining Fee for Ordinary and Joint Members;
19. Ordinary and Joint Members.
20. To decide on the venue for the succeeding Annual General Meeting.
21. Any Other Business.
22. Close of Meeting.

8. Adjournments. The chairman of the meeting may adjourn a general meeting at which a quorum is present if the meeting consents to an adjournment, or it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner. The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting. When adjourning a general meeting, the chairman of the meeting must either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Executive Committee, and have regard to any directions as to the time and place of any

adjournment which have been given by the meeting. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Society must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given) to the same persons to whom notice of the Society's general meetings is required to be given, and containing the same information which such notice is required to contain. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

9. Reimbursement of Expenses. Officers of The Society, and Members co-opted onto Sub-committees and/or Working Parties established by the Executive Committee, may be entitled, at the Executive Committee's discretion, to a refund of personal expenses incurred in the discharge of their official duties and responsibilities; such claims shall not be considered unless submitted within three months of the expense(s) being incurred.

10. Recording & Data Protection

- a. Audio or Video Recordings of Society business meetings, for any purpose other than for use in the drafting of minutes, shall be taken only with the express permission of those Members of The Society attending the meeting concerned; such recordings shall not be copied, circulated or distributed in any way without the prior written permission of the Executive Committee.
- b. The Executive Committee shall appoint a Data Protection Officer from its number who shall be responsible for interpreting the provisions of The Data Protection Acts of 1988 and 2003, as amended or renewed, and applying their provisions as necessary in respect of Members' personal data held by The Society.

(Adopted at AGM 4th June 1982. Amended AGM 1994. Amended EGM 1999. Amended EGM 2000. Amended AGM 2005. Amended AGM 2011. Amended AGM 2014. Amended EGM 2016 to become Articles of Association on Incorporation - May 2017; Amended AGM 2017.

MBSGB Code of Conduct

(Introduced by the Executive Committee in March 2014, and endorsed at the 2014 AGM)

The Musical Box Society is a friendly society run by and for the Members by willing volunteers. Members need to be aware and sensitive to the fact that others do not always share their views and that differences of opinion need not undermine personal friendships. A successful society can only be built on mutual respect and courteous behaviour. Members are therefore required to:-

- 1. Support the Objects and Aims of the Society as set out in The Articles of Association.
- 2. Act at all times in the best interests of the Society.
- 3. Behave respectfully and courteously at all times to fellow members.
- 4. Have paid all subscriptions due by the allotted date.
- 5. Accept and conform to the decisions of the Members as determined by the votes recorded at General Meetings.
- 6. Recognise and support the authority vested in the elected Executive Committee.
- 7. Do nothing that could be considered by the Executive Committee to bring the Society or any of its members into disrepute.