

**The Royal College of Organists
Byelaws (2009)**

Definitions and interpretation

1. In the event of any inconsistency between the provisions of the Charter and the provisions of these Byelaws the provisions of the Charter will prevail.

2. In these Byelaws, unless the context otherwise requires, the following words and expressions shall have the following meanings:

“address” shall, in any case where electronic communication is expressly permitted by or pursuant to these Byelaws, include any number or address used for the purpose of such electronic communication but, in any other case, shall not include any number or address used for such purpose;

“Accounts” means the audited accounts referred to in Byelaw 55;

“Annual General Meeting” means the annual General Meeting to be held in accordance with Byelaw 41;

“Byelaws” means the Byelaws of the College made pursuant to the 2009 Charter and from time to time in force;

“College” means The Royal College of Organists;

“College’s Auditor” means the auditor qualified by law to audit the accounts of a company incorporated in the United Kingdom appointed by the Annual General Meeting;

“Diploma holder” means a holder of the Diploma of Fellowship of the Royal College of Organists (*honoris causa* or by examination) or of the Diploma of Associateship of the Royal College of Organists or of the Diploma in Choral Directing or of the Diploma of the Licentiatehip in Teaching;

“Effective Date” means the date of promulgation of these Byelaws;

“electronic attendance” means attendance at a meeting by electronic communication in the manner prescribed in the notice convening the meeting;

“electronic communication” shall, where the context so admits, have the same meaning as in the Electronic Communications Act;

“Electronic Communications Act” means the Electronic Communications Act 2000;

“Extraordinary General Meeting” means any General Meeting other than an Annual General Meeting;

“General Meeting” means a meeting of the Members;

“Member” has the meaning referred to in Article 3;

“month” means calendar month;

“notice” means notice in writing given to a person at his last known address or at an address given by him to the College for the purpose of electronic communication;

“Office” means the registered postal address of the College;

“person” includes an incorporated body and an unincorporated association;

“Register” means the register of Members;

“Special Majority” means a resolution which is carried by a majority of not less than two thirds of those voting in person or by other means permitted by the Byelaws;

“Special Notice” means not less than 21 days’ prior written notice;

“Special Resolution” means a resolution of a meeting of the Trustee Council or Members of which Special Notice has been given and which is carried by a Special Majority;

“Trustee Council” means the Trustee Council of the College and

“United Kingdom” means Great Britain, Northern Ireland and includes the Channel Islands and the Isle of Man.

The phrase “in writing” means written, printed or lithographed, or partly one and partly another, or reproduced in visible form by any other means including an electronic communication.

The phrase “in good standing” means that the Member so designated has duly paid such fees and annual subscription as the Trustee Council may from time to time determine, and furthermore has not been expelled or expressly denied the right to vote or any other privileges laid down by in the Byelaws.

Any reference in these Byelaws to any statute or of any subordinate legislation shall include any amendment or re-enactment (with or without amendment) thereof for the time being in force. Words importing the singular number only shall include the plural number and vice versa; words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporate and unincorporated associations.

Members

3. Those persons who are Affiliates of the College at the Effective Date shall automatically become Members and be bound by these Byelaws.
4. Notwithstanding any provision of these Byelaws to the contrary, those persons who are life members and honorary members of the College at the Effective Date shall continue to be entitled to the same rights and privileges as before that date.
5. (1) Full membership of the College shall be open to individuals who are interested in furthering the work of the College and who have paid their annual subscription;

(2) student membership of the College shall be open to individuals in full-time education who are interested in furthering the work of the College and who have paid their annual subscription;

(3) (i) corporate membership of the College shall be open to organisations, whether corporate or unincorporated, which are interested in furthering the work of the College and which have paid their annual subscription.

(ii) Each Corporate Member which has paid its annual subscription shall appoint one person to represent it and vote on its behalf at General Meetings. In the event of such a person resigning or otherwise leaving an organisation he shall immediately cease to be a representative of such organisation. Each Corporate Member may appoint a deputy to replace its appointed representative if the appointed representative is unable to attend any particular meeting of the College;

(4) Members who have not reached the age of 18 shall not be entitled to vote.
6. Subject to Article 4, the Trustee Council shall have the right:
 - (1) to vary existing classes and sub-classes of membership; and
 - (2) create new class and sub-classes of membership, including the right to assign different class rights to each class and sub-class.
7. The Trustee Council shall have the right:
 - (1) subject to Article 4, to prescribe transitional arrangements in relation to Affiliates of the College at the Effective Date;
 - (2) to prescribe the mode of applications for membership; and
 - (3) to approve or reject applications for membership.
8. On election, every Member in good standing shall be entitled:
 - (1) to be entered on the Register in the class to which he has been elected;

(2) to such benefits of membership as the Trustee Council may from time to time prescribe;

(3) to such rights of attendance and voting at General Meetings as are applicable to his class of membership (provided that he shall have no rights of attendance and voting at General Meeting whilst he is an employee of the College and for the period of one year after the termination of such employment); and

(4) to vote for all elections to the Trustee Council;

(5) and shall be liable to comply with the obligations of Members as set out in the Byelaws.

Fees and Subscriptions

9. Members shall pay an annual subscription of such amount and payable in respect of such period as from time to time the Trustee Council may determine.

10. The Trustee Council may determine that subscriptions for Members may vary or be differentiated according to their class of membership, and such other factors as they may decide, including without limitation whether the Member is incorporated and the number of years' previous membership.

11. The College shall give notice to all Members of the amount of subscription payable, and the period to which it relates, and Members shall become liable to pay such amount within 21 days of the date of such notice.

12. Any Member whose subscription is three months in arrears shall not be entitled to any of the rights of membership. The Trustee Council may thereafter give such Member one month's notice to pay. If he does not pay within that time the Trustee Council may remove his name from the Register, and thereupon he shall cease to be a Member, whilst remaining liable to pay the unpaid subscription.

Resignation and expulsion of Members

13. A Member shall cease to be a Member on receipt by the College of his written resignation of membership.

14. The Trustee Council may at its absolute discretion determine that any membership, individual or corporate, may be suspended or terminated. Grounds for such action would include but not be limited to

(1) bringing the College into disrepute or

(2) impairing the College's reputation

provided that no Member shall have his membership terminated or suspended without being given notice of the allegations made and given an opportunity to state his case in writing to the Trustee Council in answer to those allegations.

The Patron and Vice-Patrons

15. The Trustee Council may invite such persons as it thinks fit to be the Patron of the College or a Vice-Patron of the College (of which there may be any number) on such terms as it thinks fit, which may be varied from time to time.

Vice-Presidents

16. Presidents on vacating office shall thereupon become Vice-Presidents of the College for life. The Trustee Council may by Special Resolution elect Members to be Vice-Presidents. Vice-Presidents may not be officers of the College. A Vice-President may resign his office by notice in writing to the Chairman of the Trustee Council.

17. The Vice-Presidents shall elect not more than two of their number to reserved places on the Trustee Council.

Officers

18. The College shall have the following officers:

- (1) a Chairman of the Trustee Council;
- (2) a President;
- (3) a President Elect or Immediate Past President;
- (4) such other officers as the Trustee Council may approve by Special Resolution.

19. The Trustee Council may vary terms of office as it sees fit.

20. The roles of the officers of the College shall be defined by Job Descriptions which will be reviewed by the Trustee Council from time to time.

21. The President shall be elected by the Trustee Council.

22. The office of President shall normally comprise one year as President Elect, succeeded by a two-year term as President, succeeded in turn by a further year as Immediate Past President.

23. Nominations for President may be made by any member of the Trustee Council to the Chairman of the Trustee Council. The Chairman of Trustee Council shall lay such nominations before the Trustee Council at a Trustee Council meeting not later than the next but one meeting before the commencement of office.

24. No person:

- (1) shall hold office as President for more than two consecutive terms; and
- (2) no person may hold more than one office at any one time.

Trustee Council

25. The governance of the affairs of the College shall be vested in the Trustee Council, which, in accordance with the powers and authorities expressly conferred on it by these Byelaws or otherwise, may in respect of the affairs of the College exercise all such powers and do all such things as may lead to the furtherance of the objects of the College, including all such powers and things as may be exercised or done by the College and are not by these Byelaws expressly directed or required to be exercised or done by the College in General Meeting.

26. The Trustee Council may act notwithstanding any vacancies in its number, but if at any time the number of members of the Trustee Council is reduced below five the Trustee Council shall act only for the purpose of filling up vacancies on it or convening a General Meeting.

Composition of and election to the Trustee Council

27. (1) The members of the Trustee Council shall be the trustees of the College;

(2) The Trustee Council shall consist of not more than 14 persons of whom no fewer than seven shall be RCO diploma holders, constituted as follows

- (i) The Chairman of the Trustee Council
- (ii) The President
- (iii) The President Elect or Immediate Past President
- (iv) Two members elected from amongst themselves by the Vice-Presidents
- (v) Six members elected by the membership of the College
- (vi) No more than four members appointed by the Trustee Council specifically to ensure compliance with the Charity Commission guidelines on the competency and capability of boards of trustees, who will if not already Members of the College, become Members on appointment

The senior executive officer of the College will be an additional *ex officio* non-trustee member of the board during the continuance of his appointment with the College.

(3) The Trustee Council will appoint the Chairman of Trustee Council from among its number. Should this fail, a person with appropriate skills may be appointed as one of the four co-opted members for a term of up to four years.

28. Nominations for appropriate vacancies on the Trustee Council (including trustees seeking election for a second four-year term) must be made by any Member of the College at least 42 days before the Annual General Meeting.

29. The elected members of the Trustee Council shall be elected by a ballot of the Members and the results announced at the Annual General Meeting.

30. The elected, Vice-presidential and co-opted members of Trustee Council shall hold office (subject to the provisions of the Charter and these Byelaws) for four years before being subject to re-election or renewed co-option. Following a second term a member of Trustee Council will be required to stand down for a minimum period of one year before being eligible for re-nomination and re-election.

31. The Trustee Council may at any time elect any person to fill a vacancy in its ranks. Any person so elected shall hold office until the next appropriate election or if co-opted, for a period of not more than four years.

Proceedings of the Trustee Council

32. The Trustee Council may meet together for the dispatch of business, adjourn and otherwise regulate its meeting at it thinks fit. Three members shall be a quorum, at least two of whom shall be trustees elected by the membership of the College. Unless the Byelaws otherwise provide, questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

33. The Chairman of the Trustee Council may at any time, and shall upon a requisition in writing from the President or from any five members of the Trustee Council stating the purposes for which the meeting is to be convened, convene a meeting of the Trustee Council.

34. Notice of a meeting of the Trustee Council shall be deemed to be duly given to a member of it if it is given to him personally, by word of mouth or sent in writing to him at his last known address or any other address given by him to the College for this purpose. A member absent or intending to be absent from the United Kingdom may request that notices of meetings of the Trustee Council shall during his absence be sent in writing to him at his last known address or any other address given by him to the College for this purpose, whether or not out of the United Kingdom.

35. A meeting of the Trustee Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions vested in the Trustee Council generally.

36. The Trustee Council may convene committees of such members of the Trustee Council as it thinks fit, to review and advise on matters as appropriate. The Trustee Council shall have power to co-opt any person to sit on such committees. The meetings and proceedings of any such committee shall be governed by the provisions of these Byelaws for regulating the meetings and proceedings of the Trustee Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Trustee Council. All actions and proceedings of any committee shall be reported to and confirmed by the Trustee Council.

37. All acts *bona fide* done by any meeting of the Trustee Council, or by any person acting as a member of the Trustee Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment, election or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or

elected or had duly continued in office and was qualified to be a member of the Trustee Council.

38. The Chairman of the Trustee Council shall cause proper minutes to be made of all the proceedings of all meetings of the College and of the Trustee Council and of committees of the Trustee Council, and all business transacted at such meetings and any such minutes of any meetings, if purported to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts stated therein.

39. A resolution in writing signed by all the members for the time being of the Trustee Council or of any committee of the Trustee Council who are entitled to receive notice of a meeting of the Trustee Council or of such committee shall be valid and effectual as if it had been passed at a meeting of the Trustee Council or of such committee duly convened and constituted.

Vacation of Office by Members of the Trustee Council

40. Any member of the Trustee Council shall vacate office and cease to be a member of the Trustee Council if:

- (1) he becomes incapable by reason of physical or mental disorder of exercising his functions as such a member;
- (2) he becomes insolvent, makes any composition with his creditors or a bankruptcy order is made against him; or
- (3) the Trustee Council resolves that he shall be required to resign
- (4) he resigns his trusteeship by giving not less than 28 days' notice in writing to the Chairman of Trustee Council
- (5) he is repeatedly absent from meetings of the Trustee Council
- (6) he ceases to be a Member of the College

Annual General Meetings

41. The Annual General Meeting of the College shall be held once in every year at such place and at such time (being not less than two months after the date of such determination) as the Trustee Council may determine, provided that no more than 15 months shall elapse between such meetings, and so far as practicable each Annual General Meeting shall take place within nine months of the date to which the Accounts are made up.

42. The business of the Annual General Meeting of the College shall be:

- (1) to receive and consider the annual reports of the Trustee Council;
- (2) to announce the results of elections to Trustee Council;
- (3) to receive and consider the Accounts;
- (4) to appoint or re-appoint the College's Auditor and authorise the Trustee Council to fix the Auditor's remuneration; and
- (5) to transact such other business as is stated in the notice convening the Annual General Meeting.

43. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special business.

Extraordinary General Meetings

44. The Chairman of Trustee Council, shall if required

- (1) by a resolution passed by an ordinary majority of the Trustee Council, or
- (2) by the written requisition of not less than 10% of the Members which states the object for which the Meeting is to be called, convene an Extraordinary General Meeting of the College.

Proceedings at General Meetings

45. Special Notice of every General Meeting (exclusive of the days on which the notice is served but inclusive of the day for which the meeting is called) specifying the place, day and hour of the General Meeting and (in the case of special business) the general nature of the business to be transacted shall be given to every Member.
46. The accidental omission to give notice of a General Meeting to any person shall not invalidate anything done at such meeting.
47. At all General Meetings a Member in good standing shall be entitled to one vote. No other person shall be entitled to vote. Those entitled to vote may vote in person, by proxy or by electronic communication in the manner prescribed in the notice.
48. Ten Members in good standing, being present in person or by proxy, or present by electronic attendance in the manner prescribed in the notice convening the meeting, shall be a quorum at a General Meeting.
49. The President shall be entitled to take the chair at every General Meeting. If the President is not present at the time appointed for such Meeting, the President Elect or Immediate Past President, or in his absence the Chairman of Trustee Council shall be entitled to take the chair, and failing him the Members present shall choose one of their number to take the chair.
50. If within half an hour after the time appointed for the Meeting a quorum is not present the Meeting shall stand adjourned to such day (not being more than 21 days thereafter) and at such an hour and place as the Chairman thereof shall determine, and, if at such adjourned meeting a quorum is not present those persons who are present in person or by proxy or by electronic attendance and entitled to vote (being not less than two) shall be a quorum and may transact the business for which the Meeting was called.
51. Every question submitted to a General Meeting shall be decided by a majority of those present in person, by proxy or by electronic attendance of those entitled to vote. In case of an equality of votes the Chairman of the Meeting shall have a second or casting vote.
52. At any General Meeting a declaration by the Chairman of such Meeting that a resolution has been carried or carried by a specified majority or lost or not carried by a specified majority, and an entry to that effect in the minute books of the College, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

53. The Chairman of the Meeting may with the consent of the majority of the persons present in person or by proxy or by electronic attendance and entitled to vote adjourn it from time to time and from place to place.

Supplemental regulations

54. The Trustee Council may make and from time to time revoke, add to or amend, Supplemental Regulations for the regulation of any matters relating to the affairs of the College, whether or not the Charter or these Byelaws specifically provide for such Supplemental Regulations in the Byelaws.

Accounts

55. The Trustee Council shall cause true accounts to be kept of the receipts and expenditure of the College and the matters in respect of which such receipts and expenditure take place and of the assets, credits, liabilities and the sales and purchases of goods of the College. Proper books of account shall not be deemed to be kept if there are not kept such books or other records as are necessary to give a true and fair view of the College's affairs and to explain its transactions.

56. At the Annual General Meeting in every year the Trustee Council shall lay before the Meeting an income and expenditure account and balance sheet for the period since the last preceding accounts, together with reports prepared by the Trustee Council and the College's Auditor. Copies of the accounts, balance sheet and reports shall be sent to all persons entitled to receive notices of General Meetings 21 days before the Meeting with the notices convening the meeting. Publication on the College's website shall be deemed evidence of publication and dispatch to Members.

57. The books of account shall be kept open to the inspection of Members and the College's Auditor by arrangement.

Notices (including electronic communications)

58. A notice or other document may be given by the College to any Member, officer or any member of the Trustee Council:

(1) personally; or

(2) by sending it by post addressed to him at his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the College for the giving of notice to him; or

(3) by sending it using electronic communication to an address for the time being notified for that purpose to the College by that Member in a manner specified by the Trustee Council or as otherwise permitted by the Electronic Communications Act; or.

(4) by posting such notice or document on the College's website.

59. Where a notice or other document is sent by post, service of the notice or other document shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice or other document, and to have been effected at the latest at the expiration of 24 hours if prepaid as first-class and at the latest at the expiration of 72 hours if prepaid as second-class after the letter containing the same is posted. In proving such service it shall be sufficient to prove that the letter containing the same was properly addressed and stamped and put in the post.

60. Where a notice or other document is sent using electronic communications, service of the notice or other document shall be deemed to be effected by sending it using electronic communications to an address for the time being notified to the person giving the notice or as otherwise permitted by the Electronic Communications Act for that purpose, and to have been effected at the latest at the expiration of 48 hours from when it was sent. In proving such service it shall be sufficient to prove that the notice or other document was sent in accordance with guidance from time to time issued by the Institute of Chartered Secretaries and Administrators.

Electronic communications

61. Notwithstanding anything in these Byelaws to the contrary, but subject to the Electronic Communications Act:

(1) any notice or other document to be given or sent to any person by the College is also to be treated as given or sent where:

(a) the College and that person have agreed that any notice or other document required to be given or sent to that person may instead be accessed by him on a web site;

(b) the meeting (in the case of a notice of meeting) or other document (in any other case) is one to which that agreement applies;

(c) that person is notified, in a manner for the time being agreed between him and the College, of the publication of the notice or (as the case may be) other document on a web site, the address of that web site and the place on that web site where the notice or (as the case may be) other document may be accessed and how it may be accessed;

(d) in the case of a notice of meeting, such notice of meeting is published in accordance with Byelaw 61(2) below and the notification referred to in Byelaw 61(1)(c) above states that it concerns a notice of a meeting served in accordance with these Byelaws, specifies the place, date and time of the meeting and states whether the meeting is to be an Annual General Meeting or Extraordinary General Meeting; and in the case of a notice of meeting or other document so treated, such notice or other document is to be treated as so given or sent, as the case may be, at the time of the notification mentioned in (c) above; and

(2) where a notice of meeting or other document is required by Byelaw 61(1)(d) above to be published in accordance with this Byelaw, it shall be treated as so published only if in the case of a notice of meeting, the notice is published on the web site throughout the period beginning with the giving of the notification referred to in Byelaw 61(1)(c) above and ending with the conclusion of the relevant meeting PROVIDED that nothing in this Byelaw 61(2) shall invalidate the proceedings of the meeting where the notice or other document is published for a part, but not all, of the period mentioned and the failure to publish the notice or other document throughout that period is wholly attributable to circumstances which it would not be reasonable to have expected the College to prevent or avoid; and

(3) the Trustee Council may from time to time make such arrangements or regulations (if any) as they may from time to time in their absolute discretion think fit in relation to the giving of notices or other documents by electronic communication by or to the College and otherwise for the purpose of implementing and/or supplementing the provisions of the Charter and these Byelaws and the Electronic Communications Act in relation to electronic communication; and such arrangements and regulations (as the case may be) shall have the same effect as if set out in these Byelaws.