

1. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the association in the event of its being wound up while they are member or within one year after they cease to be a member, for
 - (a) payment of the association’s debts and liabilities contracted before they cease to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves.
2. The association has been formed for the promotion of art and education and without limiting the generality of the foregoing;
 - (a) to recruit members so as to provide opportunities for all persons interested in player and reproducing pianos, player organs, and automatic musical instruments generally, to share their information, experience and enthusiasm, and for such persons to become mutually acquainted,
 - (b) to maintain liaison with all institutions concerned with the preservation of musical instruments, and with other social groups and associations having similar interests,
 - (c) to meet periodically at the homes of members or elsewhere for demonstration of instruments and discussion of activities,
 - (d) to issue a periodical bulletin of information including articles of interest on all matters within the purview of the association, and
 - (e) to promote public concerts and other events with the object of enhancing the prestige of the association or the raising of funds for social activities, but not to engage in trading or business as an independent activity. All income of the association must be applied solely to the above objects and no dividends or return of capital may be paid to the members of the association and on winding up of the association any surplus assets shall be applied to further similar objects.
3. The Committee (which has the same meaning as the board of directors and a member of the Committee is a director of the association) is responsible for the management of the association’s business, for which purpose they may exercise all the powers of the association.
4. The officers of the association appointed at the annual general meeting of the association shall be the President, the Vice-President, the Treasurer and the Secretary who shall hold office until the end of the next annual general meeting or any adjournment thereof, and shall be eligible for re-election. The Vice-President, the

Treasurer and the Secretary shall be ex-officio members of the Committee along with such other members of the association as are nominated and elected as such at the annual general meeting.

5. The Committee may appoint a further member or officer to fill a casual vacancy; such appointment(s) lasting until the end of the succeeding annual general meeting.

6. The members may, by special resolution, direct the Committee to take, or refrain from taking, specified action. No such special resolution invalidates anything which the Committee has done before the passing of the resolution. The members may by ordinary resolution authorise an examination of the accounts of the association.

7. The general rule about decision-making by the Committee is that any decision must be either a majority decision by those present in person or in close electronic communication (“the Participators”) at a meeting. If the articles require a special vote of the Committee this must be passed by a majority of not less than two thirds of the Participators and the committee must be given at least seven days’ notice of the matter to be decided.

8. Any member of the Committee may ask the Secretary to call a meeting of the Committee. Notice of any meeting of the Committee must indicate its proposed date, time, venue (and means of communication if necessary) and must be given to each Committee member, but need not be in writing.

9. The quorum for Committee meetings is more than one half of the surviving members of the committee, but it must never be less than two. Unless the Participators comprise a quorum only a proposal to call another meeting may be voted on, but other proposals may be carried forward for discussion and confirmation at the next quorate meeting.

10. (i) At the first Committee meeting following the Annual General Meeting the Committee will appoint one of their number to chair their meetings.

(ii) The person so appointed for the time being is known as the Chairman.

(iii) If the Chairman is unable to attend a Committee meeting the Committee may appoint another member of the Committee to act as Chairman for that meeting.

(iv) If the numbers of votes for and against a proposal are equal, the Chairman has a casting vote.

11. (i) If a proposed decision of the Committee is concerned with an actual or proposed transaction or arrangement with the association in which a Committee member is interested, that member is not to be counted as participating in the decision-making process for quorum or voting purposes unless that member’s interest cannot reasonably be regarded as likely to give rise to a conflict of interest.

(ii) Subject to paragraph (iii), if a question arises at a Committee meeting 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 himself is to be final and conclusive.

(iii) 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 other Committee members 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.

12. The Committee must ensure that the association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Committee.

13. A person ceases to be a member of the Committee as soon as:

(i) the Committee passes a special vote removing them from the Committee;

(ii) they cease to be a member of the association;

(iii) they notify the association of their resignation from office.

14. Members of the Committee are not entitled to remuneration for their services to the association as officers or members of the Committee.

15. The association may pay (at the discretion of the Committee) any reasonable expenses which members of the Committee properly incur in connection with their attendance at meetings of the Committee, General and Special Meetings of the association, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the association.

16. No person shall become a member of the association unless that person has completed an application for membership in a form approved by the Committee, and the Committee have approved the application.

17. Members are expected, so far as possible, at all times to promote the interests of the association, and no member shall use the fact of their membership as a means of obtaining personal advantage, pecuniary or otherwise, or favour, in any dealings or transactions with bodies or persons inside or outside the association.

18. A member may resign their membership of the association by giving 7 days' notice in writing to the association. Membership is not transferable. A person's membership terminates when that person fails to pay their annual subscription by the due date, dies or ceases to exist. The Committee may terminate a person's membership by special vote without assigning any reason therefore.

19. The association shall hold its Annual General Meeting ("AGM") every year as follows: The date of the AGM shall be given to members not less than three months in advance. The notice of the meeting shall be sent to members not less than three weeks in advance, and shall include the agenda, all nominations received by the Secretary for officers and other members to form the Committee for the period until the next AGM, and particulars of all resolutions for consideration then received by the Secretary. Any necessary change in the date of the AGM before the giving of the

notice shall not invalidate the meeting or any nomination or motion. Nominations for officers and other Committee members shall not be accepted unless the consent of the person nominated has first been obtained and must be sent in writing to the Secretary at least six weeks in advance of the proposed date of the meeting. No resolution other than usual business shall be proposed unless the wording thereof appears in the notice for the meeting, and must be received by the Secretary no less than six weeks in advance of the proposed date of the meeting.

20. The President, or if not present, the Vice-President, or a senior member shall take the chair at the opening of the meeting and an ad hoc chairman may be appointed for the conduct of the business (“the chairman of the meeting”).

21. The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

22. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

23. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chairman of the meeting whose decision is final.

24. A poll on a resolution may be demanded by the chairman of the meeting, the Committee, or two or more persons having the right to vote on the resolution, in advance of the general meeting where it is to be put to the vote, or at the general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared. Polls must be taken immediately and in such manner as the chairman of the meeting directs.

25. Members of the association may only vote if they are attending the meeting.

26. A resolution to be proposed at a general meeting may be amended by ordinary resolution if notice of the proposed amendment is given to the association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution. If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman’s error does not invalidate the vote on that resolution.

27. In the articles, unless the context requires otherwise “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 and words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 (“the Act”) as in force on the date when these articles become binding on the association.

28. Anything sent or supplied by or to the association under the articles may be sent or supplied in any way in which the Act provides for documents or information which

are authorised or required by any provision of the Act to be sent or supplied by or to the association and any notice or document to be sent or supplied to a member of the Committee in connection with the taking of decisions by the Committee may also be sent or supplied by the means by which that Committee member has asked to be sent or supplied with such notices or documents for the time being. A member of the Committee may agree with the association that notices or documents sent to that member 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.