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# **Bristol Classical Guitar Society**

## **Constitution**

### **Article 1: The Society**

The Bristol Classical Guitar Society (henceforth written as BCGS) is a non-profit making, educational association of members. It is not a registered charity. This Constitution will be published on the publicly open section of the BCGS website.

### **Article 2: Purpose**

- a. To promote and extend the profile of the classical guitar in the wider Bristol area and bring together players, makers, composers and enthusiasts of all levels.
- b. To enable members to develop a better understanding of the classical guitar and to improve as players.
- c. To be a positive influence in the classical guitar world.

### **Article 3: Objectives** – through which the Purpose shall be achieved :

- a. To provide regular opportunities for members of all standards to play and perform on the guitar, through monthly meetings, concerts, and other events.
- b. To foster both ensemble and solo playing.
- c. To promote discussion, debate and learning about the guitar, its composers and its players, through talks, lectures of outside experts but also short talks by members.
- d. To organise concerts by professional guitarists.
- e. To support aspiring guitarists through playing opportunities and occasional financially.
- f. To promote the Society, guitar events, and items of related interest through the BCGS website and social media outlets, and by engagement with other societies and musical bodies.

### **Article 4: Management**

- a. The management and business of the Society shall be led and carried out by an Executive Committee who will normally be elected at Annual General Meetings (AGM). Committee members may also be elected in an EGM (without AGM ratification) if existing committee members have resigned, stepped-down, ill-disposed, etc, and new committee member elections cannot wait until the next AGM (as determined by the current exec committee). The Committee will comprise the posts and roles as described in Article 13.
- b. A member's term of office is normally two years, but a term may be extended beyond 2 years if individuals are elected at subsequent EGMs/AGMs.



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- c. The Executive Committee is responsible for the formulation of the Society's Annual Programme through which the purpose and aims of the Society are mainly met.
- d. The Executive Committee shall meet when necessary and not less than once a year. It is preferable that committee meetings take place in person, but they may be held through on-line tools such as 'Zoom', 'Teams' etc.
- e. The quorum for a committee meeting shall be at least four of the elected officers, unless the exec committee is operating with only its core 3 roles of Chairman, Treasurer and Society Secretary. If neither the Chair nor the Deputy Chair are present at the meeting, those present shall elect a stand-in Chairperson.
- f. Committee decisions shall be taken by consensus. If there is no consensus a simple majority vote will decide. The Chair may not vote but, in the event of a tie, will have a casting vote.
- g. The Chair may convene electronic committee 'meetings' (by 'zoom' 'WhatsApp' call or by email if necessary) to decide single issues where a statement of the issue is circulated, and all committee members have been invited to contribute views and vote. Decisions shall be taken as in para f. above.
- h. A record of administrative action must be kept in the minutes of : committee meetings, AGMs, or EGMs, all of which are maintained by the Society Secretary, who also keeps a record of the Society's musical activities as defined in the Annual Programmes.

#### **Article 5: Annual General Meetings**

- a. An Annual General Meeting (AGM) of the Society shall be held normally on the second Thursday in January which all members and guests may attend. Details and minutes of the previous year's meeting will be circulated in advance by the Society Secretary (and any EGMs that may have occurred since the last AGM).
- b. An AGM can only be held if the Chair (or the Dep Chair or the nominated replacement) is present, along with the Society Secretary (or replacement), and one other committee member plus at least one other member who is not a committee member.
- c. An AGM agenda will include: reports on the finances of the past year and financial forecast for the coming year; a review of the previous year's musical activities and proposals for the new Annual Programme, and any other AOB items accepted before the meeting. A call for AOB items must go out at least 2 weeks before the AGM to allow the agenda to be confirmed and available before the AGM.
- d. Office holders will be elected at the AGM as necessary.
- e. Any changes to the constitution, or Executive Committee members' terms of reference, can only be made at the AGM and proposed changes must have been notified to members in advance.
- f. Decisions will be made by consensus or majority vote, with the Chair retaining a casting vote.
- g. Minutes of the meeting will be made available to members as soon as possible thereafter.



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### **Article 6: Extraordinary General Meetings**

- a. An Extraordinary General Meeting should only be called in critical or unusual circumstances with not less than two weeks' notice given to all members.
- b. A meeting may be called by the Chair; it must have in attendance, not less than three Executive Committee members, and not less than ten voting members (including the attending committee members).
- c. The meeting can elect its own Chair and Secretary if the Society Chairman, Deputy Chairman, and Society Secretary are not available.
- d. Decisions will operate on a two-thirds majority, actions can be taken and implemented, but all decisions taken must be subsequently reviewed and ratified at the next AGM.
- e. If the EGM is being held to elect new/replacement Exec members, then enactment does not need to wait for an AGM ratification and should be regarded as confirmed from the point of the EGM decision.

### **Article 7: Society Meetings**

- a. These shall be held monthly, normally on the second Thursday of the month.
- b. They shall be led by the Chair or, in his absence, another office holder. Meetings will normally include occasional short talks by members, ensemble playing, solo playing and/or recitals or lectures by visiting artists or speakers, all of which will have been outlined in the Annual Programme.
- c. All members and guests may attend subject to paying an amount towards the cost of the meeting.

### **Article 8: Membership**

- a. Membership is open to any person of any nationality or conviction over 18, except that the Executive Committee may decline any application at its discretion.
- b. On payment of the annual subscription, members may attend all meetings, vote on all issues, and be eligible for all offices.
- c. Prospective new members are allowed to attend two meetings free of charge before committing to a pro-rata subscription for the rest of the year.
- d. Under 18 year-olds may join with the provision that they are accompanied to meetings by an adult who is prepared to take responsibility for their safety while at the meeting. They may not hold committee office.
- e. In the case of under 16 year-olds, terms will be negotiated individually by the Executive Committee.
- f. A member may be dismissed from the Society by unanimous decision of the Executive Committee in cases where his or her action could or has brought the BCGS into disrepute.



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### **Article 9: Members' Details (General Data Protection Act 2018)**

- a. The Society retains a record of members' names, addresses, telephone numbers and email addresses. These details are used to send details of meetings and other news to members. Emails to the general membership should be sent using the BCC facility.
- b. These details will not be shared with any other individual or organisation without the member's specific consent.
- c. These records are deleted within three months of an individual ceasing to be a member.
- d. No other details relating to members are retained by the Society.

### **Article 10: Subscriptions**

- a. Subscriptions are due on 1<sup>st</sup> January each year and should be paid within two months.
- b. On failure to renew their subscription, a member will be given two written notifications before membership lapses (after the March meeting) and he/she is deleted from the membership list.
- c. Returning members will normally be expected to pay the full annual subscription even if returning part way through the year.
- d. If a member resigns or is expelled from the society no portion of their subscription will be refunded.
- e. Lack of attendance at monthly meetings does not allow a member to seek a reduced subscription.
- f. The Executive Committee may raise the subscription rate at any time to take effect from the start of the next membership year.

### **Article 11: General Finance**

- a. The BCGS financial year is 1 Jan – 31 Dec.
- b. The BCGS will never seek to hold more than £3,000 on deposit and must hold a minimum of £500. If funds fall below this, all monies collected must be used to restore the deposit total above the minimum before further expenditure is incurred.
- c. The Chair, Treasurer, and Secretary are approved signatories for expenditure. Two signatures, or an audit trail of approval from appropriate executive members, must be achieved to authorise expenditure.
- d. All expenditure should be approved by the Executive Committee via the Annual Programme approval process, Committee Meeting minutes, or an auditable trail of email approval.
- e. The Treasurer must present a full report of the Society's accounts at each AGM and a summary at every committee meeting.
- f. The accounts must undergo an independent check prior to each AGM. This may be undertaken by a member who is not on the committee or an individual unrelated to the BCGS. There is no requirement for a formal audit by a Chartered Accountant.



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## **Article 12: Disbandment**

- a. The BCGS may only be disbanded after a unanimous Executive Committee vote to that effect followed by a majority vote at an AGM or EGM.
- b. If less than three members are prepared to serve on the Executive Committee, these members should consider the need to put disbandment to the membership.
- c. If the AGM or EGM does not confirm disbandment then a counter proposal must be put forward. If no counter proposal can be agreed then the BCGS will disband.
- d. The use of any remaining funds, once any creditors have been satisfied, must then be voted upon. If there are no alternative proposals the balance should be split equally between the remaining fully paid-up members.



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### **Article 13: Terms of Reference for Committee Roles**

A minimum committee must be maintained to enable the BCGS to function. This is: Chair, Treasurer and Secretary. These must always be three separate individuals. If there are fewer individuals on the committee than roles listed below, then these members must decide whether to take on the additional roles on behalf of the membership or not.

#### **a. Chair**

- i. Normally represents the ‘face’ of the Society.
- ii. Introduces concerts and other BCGS events.
- iii. Acts as ‘master of ceremonies’ at monthly BCGS meetings.
- iv. Organises, prepares agendas for, and chairs all BCGS committee meetings and AGM’s.
- v. Ensures the BCGS abides by its constitution.
- vi. Liaises with ‘Friends’ or a ‘Patron’ (see Article 14) in terms of selection or de-selection.
- vii. Responds to and liaises with prospective recitalists and others who contact the Society.
- viii. Leads the Executive Committee in its joint task of running the BCGS under an umbrella of good Governance, and the delivery of the BCGS’s Purpose and Objectives.
- ix. Leads the committee in its joint commitment to deliver the BCGS’s Annual programme.
- x. Is a signatory on BCGS cheques.
- xi. Will, in the Chair’s and Deputy Chair’s absence, at his discretion, delegate the role of Chair to another member of the committee.

#### **b. Deputy Chair**

- i. Should support the Chairman to deliver his TORs and to substitute for him as required. Would fulfil the role of Chairman pro temp if no appointment had been made.
- ii. The Deputy Chair would act as the standard nominated replacement for the Chairman to chair committee meetings, AGM, and EGMs or other events or meetings.
- iii. Contribute within the Executive Committee to its joint task of running the BCGS under an umbrella of good Governance, and in the delivery of the BCGS’s Purpose and Objectives.
- iv. Will contribute to the Exec Committee’s joint commitment to deliver the BCGS’s Annual programme.



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### **c. Treasurer**

- i. Is responsible for the management and records of all BCGS finances. All records should be retained, be available for review by committee members, and passed on to any future Treasurer.
- ii. Prepares the annual Financial Plan in line with the Annual Programme, to be presented to the committee and ratified at the AGM.
- iii. Collects and records all subscriptions and places them on deposit.
- iv. Maintains a record of attendance at monthly meetings.
- v. Collects and records all monies from monthly meetings and places them on deposit after settling any expenditure which must also be recorded.
- vi. Presents an up-to-date account summary at committee meetings.
- vii. Supports the Concert Organiser and other committee members in managing the finances of BCGS public concerts and other events.
- viii. Arranges an independent inspection of the accounts following the end of the Society's financial year and before the AGM at which a full financial report must be given.
- ix. Is a signatory on BCGS cheques.
- x. Must gain two signatures on all cheques and payments. Holds the BCGS chequebook and is recorded with the bank as the contact to whom all correspondence in respect of the account should be addressed.
- xi. Must maintain an auditable trail of pre-approvals by authorised executive committee members for all transactions whether cash, cheque, or bank transfers.
- xii. Is the lead individual in maintaining financial good Governance and the prevention of malfeasance.
- xiii. Contribute within the Executive Committee to its joint task of running the BCGS under an umbrella of good Governance, and in the delivery of the BCGS's Purpose and Objectives.
- xiv. Will contribute to the Executive Committee's joint commitment to deliver the BCGS's Annual programme.



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#### **d. Society Secretary**

- i. Maintains an up-to-date list of members and their contact details and ensures that all members have access to the BCGS constitution.
- ii. Presents up-to-date membership numbers at committee meetings and the AGM.
- iii. Acts as Secretary to committee meetings and AGM's and issues minutes as soon as possible thereafter.
- iv. Maintains an archive of the above together with Annual Programmes and members' concert programmes. All records must be available to all Society members and should be passed on to any future Secretary.
- v. Responsible for communicating to members all information regarding monthly meetings, news items, minutes of meetings, etc.
- vi. Committee members and other members should send all membership communication for general circulation via the Secretary.
- vii. Responsible for maintaining and updating the BCGS's constitution and leading any necessary review.
- viii. Contribute within the Executive Committee to its joint task of running the BCGS under an umbrella of good Governance, and in the delivery of the BCGS's Purpose and Objectives.
- ix. Will contribute to the Exec Committee's joint commitment to deliver the BCGS's Annual programme.
- x. Ensures, with the Chair, that the administration of committee business is maintained.
- xi. Is a signatory on BCGS cheques.

#### **e. Concert Organiser**

- i. Arranges and organises an agreed number of concerts annually by professional guitarists, which could include 'up and coming' artists. Such concerts should be approved by the committee in respect of the Annual Programme and its supporting financial plan.
- ii. Is responsible for promoting the concerts, together with the Social Media Co-ordinator, and arranging all publicity.
- iii. Is responsible for ensuring that concerts comply with customs, tax and other legal requirements, and that all documentation on contracts, invoices, etc., are kept and recorded.
- iv. Should ensure that all finances are managed in conjunction with the Treasurer and a record kept.



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- v. No concert should be committed to if a substantial financial loss is foreseen without specific committee approval.
- vi. Contribute within the Executive Committee to its joint task of running the BCGS under an umbrella of good Governance, and in the delivery of the BCGS's Purpose and Objectives.
- vii. Will contribute to the Exec Committee's joint commitment to deliver the BCGS's Annual programme.

**f. Annual Programme Co-ordinator**

- i. Is responsible for the final construction of the BCGS Annual Programme and ensuring its publication on the BCGS website. However, he can expect that the whole committee will support and take on tasks to build and subsequently manage the Annual Programme.
- ii. Arranges for visiting speakers/performers to be contacted by committee members to ensure special Thursday evening events occur.
- iii. Will encourage members to undertake occasional short talks at Society meetings.
- iv. Will organise reviews of BCGS concerts and events as appropriate, to be undertaken by members on a rota basis, and liaise with the webmaster to ensure their publication on the website.
- v. Contribute within the Executive Committee to its joint task of running the BCGS under an umbrella of good Governance, and in the delivery of the BCGS's Purpose and Objectives.
- vi. Will contribute to the Exec Committee's joint commitment to deliver the BCGS's Annual programme.

**g. Social Media Co-ordinator**

- i. Promotes the BCGS through social media outlets such as Facebook and Twitter.
- ii. Keeps such sites up-to-date with reviews of major BCGS events and details of forthcoming ones, monthly meetings, recitals, etc.
- iii. Publicizes BCGS public concerts as widely as possible.
- iv. Posted information may also include items of general interest to guitar players and enthusiasts.
- v. Contribute within the Executive Committee to its joint task of running the BCGS under an umbrella of good Governance, and in the delivery of the BCGS's Purpose and Objectives.
- vi. Will contribute to the Exec Committee's joint commitment to deliver the BCGS's Annual programme.



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#### **h. Webmaster**

- i. Is responsible for the creation and technical update of the BCGS's website.
- ii. Is responsible for ensuring that the website and its content complies with IPR, publishing and other legal requirements.
- iii. Is responsible for all technical aspects of the maintenance of the website and co-ordination with the host server company.
- iv. Keeps the website up-to-date in terms of the Society's Annual Programme, other activities, reviews, etc.,
- v. Promotes our public concerts through the website and also adds them to the FGS website. Ensures ticket availability through website links.
- vi. Is responsible for updating of the website's content in response to emails received re. non-BCGS events, sales, obituaries, etc.; and adding or deleting links as appropriate.
- vii. Contribute within the Executive Committee to its joint task of running the BCGS under an umbrella of good Governance, and in the delivery of the BCGS's Purpose and Objectives.
- viii. Will contribute to the Exec Committee's joint commitment to deliver the BCGS's Annual programme.

#### **i. Asset and Data Curator**

- i. Is the custodian of all the Society's physical and data assets.
- ii. Is responsible for advising the committee how to comply with the principles of current UK legislation regarding Data Protection.
- iii. Additionally, the role is responsible for ensuring the society manages trademarks, Intellectual Property Rights, Performance Rights, legally.
- iv. Is responsible for identifying the necessary insurances are in place for the society to operate legally and with financial prudence.
- v. Maintains a register of any physical assets owned by the society and arranges for their safe keeping where appropriate. Liaises with the webmaster and provides a copy of the register for members to access on the website.
- vi. Maintains a catalogue of any music scores and other documents (both hard copy and electronic) that the society owns. Liaises with the Webmaster and provides a copy of the catalogue for members to access on the website. Arranges for the safe keeping of any hard copy scores/documents where appropriate.
- vii. Contribute within the Executive Committee to its joint task of running the BCGS under an umbrella of good Governance, and in the delivery of the BCGS's Purpose and Objectives.
- viii. Will contribute to the Exec Committee's joint commitment to deliver the BCGS's Annual programme.



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## **Article 14: Supporting ‘Ex-Officio’ Posts**

### **a. Ensemble Director**

- i. Normally leads ensemble sessions and works towards the development of ensemble playing.
- ii. Prepares and arranges music for those sessions.
- iii. Ensures that parts are available to cover the full range of members’ playing abilities.
- iv. Works towards the performance of ensemble pieces at members’ concerts and other events.
- v. Contribute to the Executive Committee’s joint task of running the BCGS under an umbrella of good Governance, and in the delivery of the BCGS’s Purpose and Objectives.
- vi. Will contribute to the Exec Committee’s joint commitment to deliver the BCGS’s Annual programme.

### **b. Social Events Facilitator**

- i. Ensures the organisation and provision of refreshments as appropriate at public and members’ concerts.



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### **c. Patron**

- i. Will support the BCGS by lending his/her name to the Society and promoting the Society and its events.
- ii. Should be sufficiently well-known in the guitar world to add gravitas to the BCGS.
- iii. Should offer useful links to the wider guitar and music communities.
- iv. Should attend at least one meeting a year where possible.
- v. A Patron can be proposed only by a committee member and only selected after a unanimous vote at a full committee meeting. This decision must then be ratified at the next AGM by a majority vote.
- vi. A patron is not a member of the Society or of its committee.
- vii. The Society can only have one patron.
- viii. A patron can be de-selected if they have not supported the BCGS sufficiently well. However, this proposal must be made to the full committee and must be unanimously agreed. This decision must then be ratified at the next AGM. The Chair will then inform the patron of the decision.

### **d. Friends of the Society**

- i. A 'Friend' is a person who, by virtue of their professional status or special ability, is able to help promote and support the Society and its Annual Programme wherever possible in practical ways. Examples might be a guitarist, a musician, a composer, a luthier, an educator, or an aspiring guitarist the BCGS wishes to sponsor.
- ii. Does not need to be a member of the Society.
- iii. The Society may have more than one Friend.
- iv. Should attend at least one meeting or other event a year where possible.
- v. A Friend can be proposed only by a committee member and only selected after a unanimous vote at a full committee meeting. This decision must then be ratified at the next AGM or EGM by a majority vote.

### **Article 15: Disputes**

- i. Any disputed points in the above Articles shall be decided by an AGM or EGM.
- ii. The Chair shall have interim discretion.
- iii. Notice of any amendments shall be notified to the membership as soon as possible thereafter.