



CORPORATE MATTERS

Articles of Association

The British Association of Barbershop Singers

Company Limited by Guarantee.



SING BARBERSHOP

It's the Harmony that makes the difference

Registered Office: 6 Corunna Court, Corunna Road, Warwick CV34 5HQ
Registered as a Company No: 3823721 Registered Charity No: 1080930

COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION OF
THE BRITISH ASSOCIATION OF BARBERSHOP SINGERS**

INTERPRETATION

1.1 In these Articles, unless the context indicates another meaning:

‘AGM’ means an annual general meeting of the Members of the Charity;

‘the Articles’ means the Charity’s articles of association (which are deemed to include its memorandum of association with effect from 1 October 2009 by virtue of section 28 of the Companies Act 2006);

‘Associate Club’ means a Barbershop Harmony club recognised by the Charity as an Associate Club in accordance with its rules for club recognition in force for the time being;

‘BABS Club’ means a Barbershop Harmony club recognised by the Charity as either a Registered Barbershop Harmony Club or a Non-Competing Club in accordance with the Charity’s rules for club recognition in force for the time being and the term;

‘BABS Club member’ means a member of a BABS Club who has paid their annual subscription to BABS (whether directly or through a BABS Club);

‘bankruptcy’ includes individual insolvency proceedings in a jurisdiction other than England and Wales, Scotland or Northern Ireland which have an effect similar to that of bankruptcy;

‘Barbershop Harmony’ has the meaning set out in the Appendix to the Memorandum and Articles;

‘Board of Directors’ means the board of directors of the Charity who are its directors for the purposes of the Companies Act 2006 and its charity trustees for the purposes of the Charities Acts;

‘Chairman’ means the Chairman of the Board of Directors;

‘chairman of the meeting’ means the person in the chair at the meeting in question;

‘the Charity’ means the charitable company governed by the Articles;

‘charity trustees’ has the meaning given in section 97(1) of the 1993 Act;

‘the 1993 Act’ means the Charities Act 1993;

‘the 2006 Act’ means the Charities Act 2006;

‘the Charities Acts’ means the 1993 Act and the 2006 Act;

‘clear day’ means 24 hours from midnight following the relevant event;

‘the Commission’ means the Charity Commission for England and Wales;

‘document’ includes, unless otherwise specified, any document sent or supplied in electronic form;

‘electronic form’ has the meaning given in section 1168 of the Companies Act 2006;

‘financial year’ means the Charity’s financial year;

‘material benefit’ means a benefit which may not be financial but has a monetary value;

‘Member’ has the meaning given in section 112 of the Companies Act 2006;

‘month’ means calendar month;

‘Non-Competing Club’ means a club recognised by the Charity as a Non-Competing Club in accordance with its rules for club recognition in force for the time being;

‘ordinary resolution’ has the meaning given in section 282 of the Companies Act 2006;

‘Registered Barbershop Club’ means a Barbershop Harmony club recognised by the Charity as a Registered Barbershop Club in accordance with its rules for club recognition in force for the time being;

‘Secretary’ means the Secretary of the Charity (if there is one);

‘special resolution’ has the meaning given in section 283 of the Companies Act 2006;

‘subsidiary’ has the meaning given in section 1159 of the Companies Act 2006;

‘Treasurer’ means the Treasurer of the Charity (if there is one);

‘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;

‘year’ means calendar year.

- 1.2 Unless the context otherwise requires, other words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles become binding on the Charity.
- 1.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 1.4 The model articles for private companies limited by guarantee in schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 322) are excluded from applying to the Charity.

BABS CLUBS AND ASSOCIATE CLUBS

- 2.1 BABS Clubs may not be members of the Charity but may nominate individuals who are BABS Club members for membership.
- 2.2 Associate Clubs may not be members of the Charity or nominate any individual for membership of the Charity.
- 2.3 Registered Barbershop Harmony Clubs

2.3.1 Qualifications of Registered Barbershop Harmony Clubs

2.3.1.1 A Registered Barbershop Harmony Club, must:

- (a) have objects consistent with those of the Charity;
- (b) have a minimum of ten members at the time of registration;
- (c) have a chorus director;
- (d) have its constitutional, administrative, and musical standards approved by the Board of Directors and ratified by the AGM.

2.3.1.2 Following registration, the number of members may not fall below eight.

2.3.1.3 PROVIDED THAT the Board of Directors shall have the power to refuse registration to any Barbershop Harmony Club on the ground that in their reasonable opinion the Barbershop Harmony Club’s registration would not be beneficial to the Charity by resolution of at least seventy-five per cent of the Board of Directors present and voting at the

relevant meeting or by written resolution of all of the Board of Directors Members (other than any Board of Directors Member(s) belonging to the Barbershop Harmony Club to be refused and/or having any personal interest in the matter). The Administration Director shall circulate to the secretaries of all Clubs a written notice giving the name of the Barbershop Harmony Club refused and detailing the Board of Directors reasons for refusal.

2.4 Rights of BABS Clubs regarding nomination of members of the Charity

2.4.1. BABS Clubs shall each nominate from among their BABS Club members and chorus directors the number of individuals specified below to be admitted as Members of the Charity. The Board of Directors shall admit such individuals as Members, with the right to attend, speak and vote at the AGM (and any other General Meeting of the Charity) as follows:

- (a) Where the Registered Barbershop Harmony Club has up to and including 40 BABS Club members: one individual aged 16 or over
- (b) where the Registered Barbershop Harmony Club has 41 or more BABS Club members: two individuals aged 16 or over

and shall have such other rights and duties as may be specified from time to time by the Board of Directors pursuant to the Articles.

2.4.2 Provided that a BABS Club may revoke its nomination made pursuant to article 2.4.1 and the membership of the Charity held by that individual shall cease when written notice of that revocation, certified by an officer of the relevant BABS Club, is given to the Charity. Such a club may also fill a vacancy amongst the Members of the Charity it is entitled to nominate, however that vacancy may have arisen. Provided also that a Member of the Charity shall cease to be a Member if his BABS Club membership of the relevant BABS Club ceases or the club ceases to be a BABS Club for any reason.

2.5 Associate Clubs

Associate Clubs shall have such rights and duties as may be specified from time to time by rules made by the Board of Directors pursuant to the Articles.

2.6 Application for registration of clubs

- 2.6.1 Each club must apply for registration to the Membership Services Director in the form required by the Board of Directors and have its application accepted by the Board of Directors.

2.7 Termination of registration of clubs

2.7.1 Resignation

Any club may terminate its registration by giving written notice of resignation to the Administration Director

2.7.2 Expulsion

The Board of Directors shall have the power to expel any club on the ground that in their reasonable opinion the club's continued registration would not be beneficial to the Charity by resolution of at least seventy-five percent of the Members of the Board of Directors present and voting at the relevant meeting or by written resolution of all of the Members of the Board of Directors (other than any Board of Directors Member(s) belonging to the Club to be expelled and/ or having any personal interest in the matter). The Administration Director shall circulate to the secretaries of all clubs a written notice giving the name of the club expelled and detailing the relevant offence.

2.7.3 De-registration

Clubs whose membership falls below the number prescribed by the Articles or the Charity's rules applicable to clubs or which otherwise cease to fulfil any qualifications specified by the Articles or by any of the charity's rules shall be obliged to notify the Administration Director as soon as practicable of such fact or the date it arose. Not less than one month after a club has fallen into arrears with any subscriptions due to the Charity in respect of BABS Club members in that club or its membership has fallen below the prescribed number for the type of club or it has otherwise ceased to fulfil any specified qualifications applicable to that club, the Administration Director shall be entitled by written notice to the club to suspend the supply of the Charity's journal to all members and chorus directors of the club other than the club secretary. If the club then continues to be in default for a further month, the Administration Director shall after bringing the matter to the notice of the Board of Directors serve a written disciplinary notice on the club. Where a disciplinary notice is served on a club for the first time it shall state that de-registration will take place after a further month, unless the default is rectified. Where a disciplinary notice is served on a club for a second or subsequent time it shall state that de-registration will take place immediately. Following de-registration, a former Registered Barbershop Harmony Club may apply for registration as an Associate Club pursuant to the Articles and the rules in force at that time.

2.8 **Suspension of rights**

The right of any club to compete in competitions and to nominate individuals for membership of the Charity shall be suspended for as long as it is in arrears with its payment of BABS subscriptions due to the Charity in relation to its BABS Club members or its membership has fallen below the prescribed number or it otherwise ceases to fulfil any specified qualifications applicable to that club.

2.9 **Registration of a Club is not transferable to any other Club.**

2.10 At an AGM of the Members of the Charity, any ratification of a club's status and any decision on an appeal against a refusal or alteration of status made in accordance with the Articles or the rules shall be decided by ordinary resolution. A Member who was nominated for membership by any Registered Barbershop Club on whose status a ratification or appeal decision is being determined may not vote on that resolution at the AGM.

2.11 Members of BABS Clubs may exercise the rights and shall be subject to the responsibilities and requirements specified in the Charity's Rules relating to BABS Clubs and BABS Clubs members in force from time to time, including (but not limited to) subscriptions and their payment, participation in competitions and events, conduct and matters of behaviour and discipline.

MEMBERS OF THE CHARITY

3.1 Individuals nominated by a BABS Club in accordance with Article 2 above shall be admitted to membership of the Charity. Their details must be entered into the Register of Members of the Charity in accordance with the requirements of the Companies Act 2006.

3.2 For the avoidance of doubt, within two months of the date of adoption of this Article, the Board of Directors shall approve the list of individuals who are the current members of the Charity and ensure their details are entered into the Register of Members.

3.3 Membership shall cease:

3.3.1 If the Member dies;

3.3.2 If the Member resigns;

3.3.3 If the Member's nomination for membership is revoked in accordance with Article 2. above or the Member ceases to be a member of the BABS Club that nominated him for membership.

3.4 Membership of the charity is not transferable.

BABS CLUB MEMBERS' SUBSCRIPTIONS TO THE CHARITY

- 4.1 The subscription year for a BABS Club member's subscription to the Charity (whether paid directly or via that individual's BABS club) runs from 1st January to 31st December. The annual subscription level shall be fixed by ordinary resolution each year at the Autumn General Meeting. The relevant level of annual subscription so fixed shall be payable in advance by two equal instalments on the following 1st January and 1st July.
- 4.2 Proposed changes to the rate of subscriptions shall be notified by The Administration Director to club secretaries at least twenty eight days before the relevant Autumn General Meeting.
- 4.3 BABS Clubs and BABS Club members shall comply with all other requirements regarding BABS members' subscriptions and their payment, due payment dates and the consequences of non-payment as are set out in the rules of the Charity from time to time.

GENERAL MEETINGS

- 5.1 General Meetings are meetings of the Members of the Charity. Any General Meeting which is not the AGM or the Autumn General Meeting is a Special General Meeting.
- 5.2 There shall be an AGM each calendar year held at such time and place as the Board of Directors thinks fit and an Autumn General Meeting. The business of each such meeting shall be as specified in the Articles and as otherwise set out on the notice of meeting.
- 5.3 At least 14 clear days' notice shall be given to the Members of the Charity of each General Meeting (unless a longer period of notice is required by the Companies Act 2006 due to the business of that meeting or any part of the business).

AUTUMN GENERAL MEETING

- 6.1 The Charity shall hold an Autumn General Meeting during September in each calendar year, on a Saturday or Sunday determined by the Board of Directors.

NOTICES, PROCEEDINGS AND VOTING AT GENERAL MEETINGS

- 7.1 Members of the Charity may personally or by proxy attend, speak and vote at all General Meetings
- .2 The AGM shall transact the following business in the order set out:
 - .2.1 confirm the minutes of the previous AGM and consider any matters arising therefrom;
 - .2.2 receive the report of the Chairman;

- .2.3 receive the report of the Finance Director;
 - .2.4 receive the reports of other members of the Board of Directors;
 - .2.5 receive the accounts of the Charity for the previous financial year;
 - .2.6 receive the Board of Directors' annual report made in accordance with the Companies Act 2006 and the Charities Acts;
 - .2.7 appoint auditors for the Charity (if required by law); and
 - .2.8 discuss and determine any other relevant business put before them of which the Administration Director has had eight weeks' notice from any Member of the Charity; and
 - .2.9 any other matter proposed by the Board of Directors on the notice of meeting..
- .3 The Autumn General Meeting shall transact the following business in the order set out:
- .3.1 confirm the minutes of the previous Autumn General Meeting and consider any matters arising therefrom;
 - .3.2 receive the report of the Chairman;
 - .3.3 receive the reports of other members of the Board of Directors;
 - .3.4 receive the budget for the forthcoming year, as approved by the Board of Directors, details of which shall have been notified to BABS Club secretaries with the agenda;
 - .3.5 fix the annual subscriptions payable by BABS Club members;
 - 7.3.6 deal with appointments of Officers (other than any Secretary) and elections to the Board of Directors;
 - 7.3.7 deal with any relevant items of which the Administration Director has had eight weeks' notice from any Member of the Charity; and
 - 7.3.8 any other matter proposed by the Board of Directors on the notice of meeting.
- .4 A Special General Meeting may be convened at any time by the Board of Directors and shall be convened by the Board of Directors within fourteen days on a written request from:-
- .4.1 the Chairman;
 - .4.2 Members of the Charity having at least fifteen percent of the total number of votes of the Members.

Such written request must state the purpose for which the meeting is required. These rights of Members shall be in addition to and without prejudice to the rights of Members to request the holding of a General Meeting in accordance with section 303 of the Companies Act 2006.

- .5 Notice of a General Meeting may be provided to Members by any method permitted by the Companies Act 2006, including by means of a website, but in the case of provision by electronic communication in accordance with the requirements of the Companies Act 2006 applicable to the relevant form of electronic communication (including consent or deemed consent of any Member to the means of communication).
- .6 There is a quorum at a General Meeting if the number of Members present in person or by proxy is at least twenty percent (20%) of the total number of Members of the Charity.
- .7 The Chairman or (if the Chairman is unable or unwilling to do so) the Vice-Chairman presides at a General Meeting. If both the Chairman and Vice-Chairman are unable or unwilling to preside at a General Meeting, the Administration Director shall seek nominations from Members of the Charity present for a Member to take the chair. If more than one nomination is received, the matter shall be decided by a show of hands of the Members present.
- .8 Except where otherwise provided by the Companies Act 2006 or by the Articles, every issue is decided by ordinary resolution.
- .9 The chairman of the meeting does not have a second or casting vote in the event of a tie.
- .10 Every Member present in person, or by proxy has on each resolution one vote.
- .11 Votes may be cast in person or by proxy. The Board of Directors may specify the form of proxies to be used but provided always that a Member may choose whether or not to instruct his proxy how to vote on any resolution or to leave the decision as to whether to vote and, if so, how to vote to the discretion of the proxy. Proxy forms must be delivered not later than 48 hours in advance of a meeting by such methods as the Charity may have indicated on the notice of meeting. That may but does not have to include by means of electronic communication (provided that the requirements of the Companies Act 2006 regarding the use of electronic communication for lodgement of proxies must be observed).
- .12 All General Meetings shall observe any applicable Standing Orders (provided that in the event of any discrepancy or conflict with the Articles the provisions of the Articles override and shall be observed).
- .13 The Chairman may invite any individual not being a Member of the Charity to attend and/or speak (but not to vote) at General Meetings.

WRITTEN RESOLUTIONS OF THE MEMBERS OF THE CHARITY

- 8.1 The Members of the Charity may pass written resolutions in accordance with the provisions of the Companies Act 2006.

BOARD OF DIRECTORS

- 9.1 Subject to the Companies Act 2006, and to the Memorandum and Articles, and to directions given by special resolution of the Charity, the Charity shall be managed by the Board of Directors which may exercise all the powers of the Charity.

- 9.2 The Board of Directors consists of the following Officers, only a BABS Club member may be appointed to these positions:

9.2.1 Chairman;

9.2.2 Vice-Chairman;

9.2.3 Administration Director;

9.2.4 Finance Director;

9.2.5 Marketing Director;

9.2.6 Membership Services Director;

9.2.7 Music Services Director; and

.8Special Events Director.

- 9.3 The Officers are elected by the Autumn General Meeting from among the BABS Clubs members. Nominations for Officers shall be proposed and seconded by Members of the Charity or the Board of Directors and forwarded in writing in the form required by the Board of Directors to the Administration Director by 31st July in the relevant year. The appointment of Officers is by ordinary resolution and takes effect from the following 1 January, on which date the appointed person takes up their office and their predecessor ceases to hold office.

- .4 The Chairman is elected at every second Autumn General Meeting to hold office for a two year period from the next following 1st January. A Chairman completing this term of office may be (but does not have to be) re-appointed to a further one year term but may not then stand for re-election as Chairman at the relevant Autumn General Meeting. He may however then stand for election as any other Officer and may also stand for election as Chairman or as any other Officer at any future Autumn General Meeting.

- .5 The Vice-Chairman is elected at every second Autumn General Meeting for a two year term. A retiring Vice-Chairman whose term of office is to end on 31st December next following may stand for election at the Autumn General Meeting as Chairman. This election will be by ordinary resolution. Otherwise he may then stand for election by ordinary resolution as any other Officer including Vice-Chairman
- .6 All other Officers are elected annually at the Autumn General Meeting for a one year term. At the next Autumn General Meeting after his election he may then stand for re-election to that office or election to any other office.
- .7 No individual may hold office as two or more Executive Officers at the same time, except that the Vice-Chairman may at the same time hold office as one of the “Directors” referred to in article 9.2
- .8 Not more than two Members of the Board of Directors belonging to any one BABS Club may hold office at any one time.
- .9 Every person proposed for appointment to the Board of Directors must be a BABS Club member and must sign a declaration of willingness to act as a charity trustee of the Charity before appointment.
- .10 A Member of the Board of Director’s term of office automatically terminates if he:
 - .10.1 is disqualified under the Charities Acts from acting as a charity trustee;
 - .10.2 is incapable, whether mentally or physically, of managing his or her own affairs;
 - .10.3 is absent from three consecutive meetings of the Board of Directors without good reason;
 - .10.4 ceases to be a BABS Club member;
 - .10.5 resigns by written notice to the Board of Directors (but only if at least three Directors will remain in office);
 - .10.6 is in arrears with any BABS Club member’s subscriptions due from him to the Charity; or
 - .10.7 is removed by resolution of at least seventy-five percent of the Board of Directors Members present and voting at the relevant meeting or by written resolution of all of the Board of Directors Members (other than any Board of Directors Member(s) having any personal interest in the matter) on the ground that in their reasonable opinion the individual’s continued membership of the Board of Directors would not be beneficial to the Charity. The Administration Director shall circulate to the secretaries of all Clubs a written notice giving the name of the individual removed and his or her Club and detailing the Board of Directors’ reasons for removal. The individual shall have the right of appeal to the AGM.

- .11 The Board of Directors may at any time co-opt any BABS Club Member to be a Director to fill a vacancy in their number or as an additional Director but a co-opted Director holds office only until the next 31 December.
- .12 A technical defect in the appointment of a Director of which the Board of Directors are unaware at the time does not invalidate decisions taken at a meeting of the Board of Directors.

PROCEEDINGS OF BOARD OF DIRECTORS

- 10.1 The Board of Directors meets as and when it considers necessary or desirable
- .2 A quorum at a meeting of the Board of Directors is three Directors.
- 10.3 A Director may participate in a Directors' meeting by electronic communication provided that:
 - 10.3.1 The Board of Directors have agreed (for a specific meeting or for meetings of the Board of Directors in general); and
 - 10.3.2. All Directors participating in the meeting can communicate to the others any information or opinions they have on any items of business and can vote and their vote be known and recorded; and
 - 10.3.3 Any other rules for such participation made by the Board of Directors are observed.
- 10.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Director chosen by the Directors present presides at each meeting of the Board of Directors.
- 10.5 The Directors may make decisions by majority vote at a Board meeting or by unanimous written resolution, where each Director who would have been eligible to vote on the matter at a meeting has signed one or more copies of such written resolution.
- 10.6 Except for the chairman of the meeting, who has a second or casting vote, every Director has one vote on each issue.
- .7 Directors may not appoint alternates.
- .8 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

POWERS OF BOARD OF DIRECTORS

- 11.1 The Directors have the following powers in the administration of the Charity:
- .1 to appoint (and remove) any person (who may be but does not have to be a Director) to act as Secretary to the Charity;
 - .2 to appoint (and remove) any person (who may be but does not have to be a Director) to act as Treasurer to the Charity;
 - .3 to suspend any Member in accordance with the Articles.
- 11.2 The appointments referred to in 11.1.1 and 11.1.2 above are optional and do not have to be made. Provided always that if there is an appointment of any Director that person shall not be remunerated for the position to which they are so appointed.
- 11.3 The Directors may delegate any of their functions to sub-committees consisting of two or more individuals appointed by them but at least one member of every sub-committee must be Director and all proceedings of sub-committees must be recorded and reported in writing promptly to the Board of Directors.

CONFLICTS OF INTEREST

- 12.1 The Directors shall declare matters of material personal interest of which they are aware that are relevant to the business of any Directors' meeting at or before the start of the meeting. Any interested Director shall be counted in the quorum and may vote unless the interest gives rise to a conflict between his personal interest and the interests of the Charity, in which case he must withdraw from the discussion and any decision. In the event of any doubt as to whether a Director should withdraw he must do so and the chairman of the meeting shall require that he does so.
- 12.2 A Director shall not be regarded as having a conflict of interest solely because that Director is also a Member of the Charity or that Director or anyone connected to that Director is a beneficiary of the charitable activities of the Charity. Such membership or beneficiary status shall not prevent a Director from taking part in any Directors' meeting unless a matter specific to him or a person connected to him is being discussed or decided, in which case he must withdraw from the discussion and any decision. In the event of any doubt as to whether a Director should withdraw, he must do so and the chairman of the meeting shall require that he does so.

RECORDS, ACCOUNTS AND REPORTS

- 13.1 The Directors must comply with the requirements of the Companies Act 2006 and of the Charities Acts as to keeping financial records, the audit or independent examination of accounts (if required by law) and the preparation and submission to the Registrar of Companies and the Commission of:
- 13.1.1 Charity and company annual returns;

- 13.1.2 Annual reports; and
- 13.1.3 Annual statements of account.
- 13.2 The Directors must keep proper records of:
 - 13.2.1 All proceedings at general meetings and decisions of the members (including written resolutions);
 - 13.2.2 All proceedings at meetings of the Directors and all decisions of the Directors (including written resolutions); and
 - 13.2.3 All proceedings at meetings of sub-committees (including any decisions, if applicable).
- 13.3 Where applicable, such records shall be kept in accordance with section 355 of the Companies Act 2006.
- 13.4 Accounting records relating to the Charity must be made available for inspection by any Director at any time during normal office hours.
- 13.5 Copies of the Charity's latest available annual accounts and reports must be supplied on request to any Director or Member of the Charity. Copies must also be supplied to any other person who is entitled to request a copy under the Companies Act 2006 or the Charities Acts.

NOTICES

- 14.1 Notices under the Articles may be sent by hand, by post or by electronic communication (including by means of a website) in accordance with the Companies Act 2006.
- 14.2 The only address at which a Member is entitled to receive notices sent by post is an address in the UK recorded in respect of that Member in the Register of Members.
- 14.3 Any notice given in accordance with the Articles is to be treated for all purposes as having been received:
 - .1 24 hours after being sent by electronic communication or delivered by hand to the relevant address;
 - 14.3.2 Two clear days after being sent by post to that address;
 - 14.3.3 On being handed to the Member personally.

- 14.4 A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

MEANS OF COMMUNICATION TO BE USED

- 15.1 Subject to the provisions of the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity. Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Charity to a person by being made available on a website.
- 15.2 Subject to the provisions of the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by the Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
- 15.3 A Director may agree with the Charity that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of being sent, and for the specified time to be less than 48 hours.

INDEMNITY

- 16.1 Subject to the next following Article, a relevant Director of the Charity or an associated company may be indemnified out of the Charity's assets against:
- 16.1.1 Any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Charity or an associated company;
- 16.1.2 Any liability incurred by that Director in connection with the activities of the Charity or an associated company in its capacity as a Director of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);
- 16.1.3 Any other liability incurred by that Director as an officer of the Charity or an associated company.
- 16.2 The Articles do not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act 2006 or by any other provision of law.
- 16.3 For the purposes of this Article 16:
- 16.3.1 Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

16.3.2A “relevant Director” means any Director or former Director of the Charity or an associated company.

INSURANCE FOR DIRECTORS

17.1 The Board of Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss. In this Article:

17.1.1 A “relevant Director” means any Director or former Director of the Charity or an associated company;

17.1.2 A “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Charity, any associated company or any pension fund of the Charity or associated company; and

.3 Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

AMENDMENTS TO THE ARTICLES

18.1 Amendments to the Articles may be made by special resolution in accordance with the applicable provisions of the Companies Act 2006, subject, where such consent is required, to obtaining the advance consent of the Commission.

RULES

19.1 The Board of Directors may make Rules for the management and administration of the Charity with regard to:

19.1.1 The rights and responsibilities of Members of the Charity;

19.1.2 The procedures for nomination of individuals for membership of the Charity;

19.1.3 The procedures for registration of clubs as BABS Clubs or Associate Clubs;

19.1.4 The rights and duties of BABS Clubs and the rights and duties of BABS Clubs members with regard to the Charity;

19.1.5 The rights and duties of Associate Clubs and their members with regard to the Charity;

19.1.6 Annual subscriptions and other payments to be made by BABS Club members to the Charity;

- 19.1.7 The conduct of Barbershop Harmony competitions and other events organised or operated by the Charity;
- 19.1.8 Any other matters the Board of Directors thinks fit.
- 19.2 The Board of Directors may make Standing Orders for the conduct of General Meetings and for the conduct of meetings of the Board of Directors and sub-committees of the Board of Directors.
- 19.3 The Board of Directors may also (but does not have to) propose any draft Rules or Standing Orders for approval by the Members of the Charity in General Meeting, by ordinary resolution (including any amendment or revocation of any current Rules or Standing Orders).
- 19.4 The Board of Directors may determine how to publish and otherwise make known to Members of the Company any new and additional Rules or Standing Orders and any amendments or revocations of current Rules or Standing Orders.
- 19.5 Provided always that no Rule or Standing Order may contradict or override the provisions of the Articles and in the event of any discrepancy the provisions of the Articles shall prevail and be observed.

DISSOLUTION

- 20.1 The Charity may be wound up in accordance with applicable company insolvency legislation and rules.
- 20.2 In the event of any winding up or other dissolution, the surplus assets of the Charity shall be applied as specified in clause 8 of the Memorandum.

APPENDIX

Definition of Barbershop Harmony

For the purpose of the Charity, Barbershop Harmony is a style of unaccompanied male vocal music characterised by consonant four-part chords for every melody note in a predominantly homophonic texture. The melody is consistently sung by the lead, with the tenor harmonising above the melody, the bass singing the lowest harmonising notes, and the baritone completing the chord. The melody is not sung by the tenor except for an infrequent note or two to avoid awkward voice leading, in tags or codas, or when some appropriate embellishing effect can be created. Occasional brief passages may be sung by fewer than four voice parts.

Barbershop Harmony music features songs with understandable lyrics and easily singable melodies whose tones clearly define a tonal centre and imply major and minor chords and Barbershop Harmony (dominant and secondary dominant) seventh chords that resolve primarily around the circle of fifths, while making frequent use of other resolutions. Barbershop Harmony music also features a balanced and symmetrical form, and a standard meter. The basic song and its harmonisation are embellished by the arranger to provide appropriate support of the song's theme and to close the song effectively.

Barbershop Harmony singers adjust pitches to achieve perfectly tuned chords in just intonation while remaining true to the established tonal centre. Artistic singing in the Barbershop Harmony style exhibits a fullness or expansion of sound, precise intonation, a high degree of vocal skill, and a high level of unity and consistency within the ensemble. Ideally, these elements are natural, unmanufactured, and free from apparent effort.

The presentation of Barbershop Harmony music uses appropriate musical and visual methods to convey the theme of the song and provide the audience with an emotionally satisfying and entertaining experience. The musical and visual delivery is from the heart, believable, and sensitive to the song and its arrangement throughout. The most stylistic presentation artistically melds together the musical and visual aspects to create and sustain the illusions suggested by the music.