

Cambridge and Surrounding District (CSD) BRASS CONSTITUTION

(Jan 2016)

1. Name

The band shall be known as "Cambridge and Surrounding District Brass ", or "CSD Brass" for short ("the Band").

2. Administration

The affairs of the Band shall be administered and managed in accordance with this constitution by members of the Committee. The members of the Committee shall be the trustees of the Band.

3. Objects

3.1 The Charity's objects ("the Objects") are;

- (a) For the public benefit, to promote the education and training of people of all ages, in the playing of brass instruments and their appreciation of brass band music.
- (b) To promote public appreciation and understanding of brass band music and to stimulate interest in the art of brass band playing for the benefit of the public generally, and in particular those in Cambridge and the surrounding districts, by means of concerts and other related activities.

4. Powers

4.1. In furtherance of the objects but not otherwise the Committee may exercise the following powers:

- (a) to raise funds and to invite contributions, provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (b) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (c) to set aside income as a reserve against future expenditure;
- (d) to obtain and pay for such goods and services as are necessary for carrying out the work of the band;
- (e) to open and operate such bank and other accounts as the Committee consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (f) appoint, from time to time, a Musical Director;
- (g) to set and make payments to the Musical Director;
- (h) to co-opt additional members to the Committee;
- (i) to do all such other lawful things as are necessary for the achievement of the Objects.

4.2. No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Committee.

- 4.3.** Any meeting of the Committee at which a quorum is present may exercise all the powers exercisable by the trustees.

5. The Committee

- 5.1.** The Committee shall consist of no less than 3 band members, but shall not be subject to any maximum. The Committee must include a Chair, a Secretary and a Treasurer. Committee members (trustees) must be aged 18 or over.
- 5.2.** No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 5.10.
- 5.3.** Other positions within the Committee may include, but are not limited to; Band Manager, Webmaster, Publicity Officer, Librarian/Asset Manager, Assistant Bandmaster.
- 5.4.** The Committee must appoint a Child/ Vulnerable Adult Protection Officer.
- 5.5.** The Committee is elected at a General Meeting.
- 5.6.** The Committee may co-opt additional trustees, but no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Committee would be co-opted members.
- 5.7.** The Committee shall retire at the conclusion of the AGM next after his or her appointment, but shall be eligible for re-election or re-appointment.
- 5.8.** The first trustees shall be those persons elected as the Committee at the meeting at which this constitution is adopted.
- 5.9.** A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.
- 5.10.** A trustee shall cease to hold office if he or she:
- (a) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - (b) ceases to be a member of the Band;
 - (c) in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
 - (d) resigns as a trustee by notice to the band (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
 - (e) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the committee resolve that his or her office be vacated.

6. Trustee Benefit

- 6.1.** Trustees can be paid legitimate expenses incurred on behalf of the Band.
- 6.2.** Any other trustee payments, or payments to connected persons of trustees, must be with the approval and/or permission of the Charity Commission and in accordance with the Trustees Act 2000 and section 185 of the Charities Act 2011 where appropriate.

7. Meetings of the Committee

- 7.1** The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- 7.2** Any trustee may call a committee meeting.
- 7.3** Any band member wishing to put a suggestion or complaint to the Committee should instruct the Chair to place it upon the meeting agenda or request in writing to attend the next committee meeting for that item.
- 7.4** The Chair shall act as chair at meetings of the Committee. If the Chair is absent from any meeting, the members of the Committee present shall choose one of their number to be Chair before any other business is transacted.
- 7.5** There shall be a quorum when at least one third of the Committee, or three members of the Committee (whichever is the greater), are present at a meeting. No decision may be made by a meeting of the trustees unless a quorum is present.
- 7.6** A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- 7.7** If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a General Meeting.
- 7.8** Questions shall be determined by a majority of votes of the members of the Committee present and voting on the question, but in the case of equality of votes, the Chair of the meeting shall have a second or 'casting' vote.
- 7.9** The Committee may appoint one or more sub-committees, consisting of three or more members of the Band, for the purpose of making any enquiry or supervising or performing any function or duty which, in the opinion of the Committee, would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Committee.
- 7.10** The Committee shall keep minutes of the meetings of the Committee and any sub-committee.

7.11 Where the Band has a paid conductor or musical director, he or she may attend committee meetings except when his/her position is being considered. He/she shall not be eligible to vote in a committee meeting.

7.12 A band trustee must:

- (b) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Band or in any transaction or arrangement entered into by the Band which has not been previously declared; and
- (c) absent himself or herself from any discussions of the Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Band and any personal interest (including but not limited to any personal financial interest).

8. General Meetings and Voting

8.1 An Annual General Meeting shall be held in January of each year or as soon as practicable thereafter. The business of the meeting shall be:

- (a) to receive the Treasurer's report;
- (b) to receive the Committee report;
- (c) to elect members to the Committee for the following year;
- (d) to agree subscriptions for the following year;
- (e) to conduct any other business relating to the band which has been included in the agenda circulated to members 14 days prior to the meeting.

8.2 The Secretary shall give not less than 14 days notice of the date, time and place of the meeting.

8.3 All general meetings other than annual general meetings shall be called special general meetings. A SGM may be called by the Committee, or at the written request of 5 members of the Band, at any time. The meeting shall consider only that business for which it was called. At least 14 days' written notice of an SGM shall be given to all members.

8.4 No business shall be transacted at any general meeting unless a quorum is present. A quorum is one third of the members.

8.5 If a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Committee shall determine. The trustees must re-convene the meeting, giving at least 7 days' notice. If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum.

8.6 The Committee shall ensure a full record of proceedings is kept at every general meeting of the Band.

9. Membership

- 9.1.** The Band welcomes applications for membership from any individual interested in furthering the Objects of the Band. Membership applications must be approved by the trustees.
- 9.2.** The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Band to refuse the application. The trustees must inform the applicant in writing of the reasons for the refusal within 21 days of the decision. The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- 9.3.** Membership is not transferable to anyone else.
- 9.4.** The trustees must keep a register of names and addresses of the members which must be made available to any member upon request.
- 9.5.** Every member 18 or over shall have one vote. Where a member is a minor that member's vote may be cast by the member's legal guardian.
- 9.6.** The Musical Director shall be responsible for the selection of music, allocation of instruments and all pertaining matters. Whilst, s/he should be prepared to respect the recommendations of the committee, the final decision regarding such matters rests with the Musical Director.
- 9.7.** Patrons may be appointed by the Committee upon payment of an amount recommended by the Committee. Patrons shall be entitled to benefits determined from time to time by the committee for a period of twelve months from the date of their appointment.
- 9.8.** Membership is terminated if:
 - (a) the member dies;
 - (b) the member resigns by written notice to the Band unless, after the resignation, there would be less than two members;
 - (c) any sum due from the member to the Band is not paid in full within six months of it falling due;
 - (d) the member is removed from membership by a resolution of the trustees that it is in the best interests of the Band that his or her membership is terminated.
- 9.9.** A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least 21 days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Band) has been allowed to make representations to the meeting;

(c) the decision to terminate the membership is communicated to the member in question in writing within 7 days of the meeting taking place;

Any decision made by the Committee to terminate a membership is final.

- 9.10** The Committee may recommend the appointment of a suitable person as Honorary Band President. The appointment shall be confirmed by a majority of the voting members present at the AGM.

10. Finance

- 10.1** The financial year shall end on 31st December.

- 10.2** The Band's funds shall be kept in a bank or building Society account approved by the Committee. All expenditure shall be authorised by the Committee. Cheques issued on the Band accounts should be signed by two authorised signatories (from Chair, Secretary, Treasurer and Band Manager).

- 10.3** The income and property of the Band whencesoever derived shall be applied solely towards promoting the Objects of the Band as set forth above. No portion thereof shall be paid or transferred either directly or indirectly to any trustee except in payment of legitimate expenses incurred on behalf of the Band or with approval and/or permission from the Charity Commission.

- 10.4** The financial accounts shall be audited or examined to the extent required by legislation or, if there is no such requirement, scrutinized by a person who is independent of the Committee and then submitted to the members at the Annual General Meeting.

11. Alterations to the Constitution

- 11.1** The Constitution may be modified only by a General Meeting of the Band. Any proposed amendment must be submitted to the secretary and signed by the proposer and seconder. An amendment shall require the votes of two-thirds of the members present at the General Meeting. Provided that nothing herein contained shall authorise any amendment which shall have the effect of the Band ceasing to be a charity.

- 11.2** No amendment may be made to clause 1 (the name of the Band), clause 3 (the Objects), clause 10 (Finance), or clause 12 (Dissolution), without the prior written consent of the Charity Commission. The Committee shall send the Charity Commission a copy of any amendment made under this clause. Where the Band is too small to register with the Charity Commission only sub clause 11.1 of this clause will be applicable.

12. Dissolution

- 12.1** In the event of the dissolution of the Band, any assets remaining after all debts and liabilities have been satisfied shall be transferred to an organisation with similar aims and objectives.