

# Constitution

## A The Name.

The name of the Association is Simply Brass (Stowmarket) ("the Charity").

## B Administration.

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Management Committee, constituted by clause G of this constitution ("the Management Committee").

## C Objects.

The Charity's Objects ("the Objects") are

- (i) To promote the education and training of people of all ages, in the playing of brass instruments and their appreciation of brass band music.
- (ii) 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 especially:

- in the Suffolk area

## D Powers.

In furtherance of the Objects but not otherwise the Management Committee may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Management Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) power to buy, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use;
- (iii) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- (iv) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;

(v) power to employ such staff (who shall not be members of the Management Committee) as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;

(vi) power to co operate with other charities, bands, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them;

(vii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;

(viii) power to appoint and constitute such advisory committees as the Management Committee may think fit;

(ix) power to formulate and implement policies on such matters as Equal Opportunities and Child Protection

(x) power to do all such other lawful things as are necessary for the achievement of the Objects.

## **E Membership.**

(1) Membership of the Charity, subject to (ii) below shall be open to any person interested in furthering the Objects and who has paid the annual subscription laid down from time to time by the Management Committee, and approved at the AGM.

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(iv) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;(2)

Membership will be conferred upon all the bandleaders, all paid up playing and non-playing members, and one parent/guardian (over the age of 18) of each playing member under the age of 18. Families (up to two parents plus dependant children not in full time employment) may apply for family playing membership at three times the standard subscription.

(3) the total number of playing members will be set by the Management Committee, subject to the availability of bandleaders and resources at any given time.

(4) Every member shall have one vote, subject to those under the age of 18 not being able to vote on matters relating to the formation, amendment or dissolution of the constitution and / or of the Association, and all legal matters relating to the charity, in accordance with the terms of this constitution.

(5) Every candidate for membership should be proposed and seconded by voting members of the Band and agreed by a majority of the Management Committee. A completed registration form must be forwarded to the band membership co-ordinator.

(6) The Management Committee may by unanimous vote and for good reason terminate the membership of any individual: Provided that the individual concerned shall have the right to be heard by the Management Committee, accompanied by a friend, before a final decision is made.

## **Management Committee.**

(1) The Management Committee shall consist of not less than 3 members nor more than 9 members, being:

(a) a chairman, a secretary and a treasurer, who shall be elected by the members from amongst themselves at the AGM of the Charity, and who shall hold office from the conclusion of that meeting.

(b) not more than 6 members nominated, seconded and elected at the annual general meeting who shall hold office from the conclusion of that meeting;

(2) All Management Committee members, with the exception of the nominated members under the age of 18 and bandleaders under the age of 18, will be the Charity Trustees. Management Committee members under the age of 18 will not serve as charity trustees, and their voting rights will be restricted in accordance with the criteria specified in Clause E (4) above. All Trustees are subject to terms of legislation as it affects Trustees.

(3) The Management Committee may in addition appoint not more than 3 co-opted members but so that no one may be appointed as a co opted member if, as a result, more than one third of the members of the Management Committee would be co opted members. Each appointment of a co opted member shall be made at a special meeting of the Management Committee called under clause J(1) and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.

(4) All the members of the Management Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re elected or re appointed, subject (bandleaders excluded) to normally serving a maximum continuous period of 3 years in the same post on the Management Committee.

(5) The proceedings of the Management Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

(6) Nobody shall be appointed as a member of the Management Committee who would if appointed be disqualified under the provisions of the following clause.

(7) With the exception of the nominated members, no person shall be entitled to act as a member of the Management Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Management Committee a declaration of acceptance and of willingness to act in the trusts of the Charity. This requirement does not apply to nominated members of the Management Committee who will not serve as charity trustees.

(8) Management Committee members may resign from their post during the year, subject to acceptance by the remaining members of the Management Committee, which will not normally be withheld, provided that at least two thirds of the elected members are remaining in post.

## **G Determination of Membership of Management Committee.**

A member of the Management Committee shall cease to hold office if he or she:

(1) is disqualified from acting as a member of the Management Committee by virtue of section 72 of the Charities Act 1993 (or any statutory reenactment or modification of that provision) or provisions of Trustee legislation;

(2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(3) is absent without the permission of the Management Committee from all their meetings held within a period of six months and the Management Committee resolve that his or her office be vacated; or

(4) notifies to the Management Committee a wish to resign (but only if at least three Charity Trustee members of the Management Committee will remain in office when the notice of resignation is to take effect).

## **H Management Committee Members not to be personally interested.**

No member of the Management Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Management Committee) in any contract entered into by Management Committee.

## **I Meetings and proceedings of the Management Committee and Sub Committees.**

(1) The Management Committee shall hold at least 10 ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Management Committee upon not less than 7 days' notice being given to the other members of the Management Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.

(2) The chairman shall act as chairman at meetings of the Management Committee. A vice-chairman shall be elected from the members of the Management Committee at its first meeting following the AGM. If the chairman is absent from any meeting the vice-chairman will act as chairman. In both their absences the members of the Management Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.

(3) The secretary shall convene meetings, take minutes and be aware of and deal with correspondence other than that of the relevant sub-committees, and shall keep copies of all sub-committee correspondence. The secretary will also ensure that updates from each of the co-ordinators and librarian are made available for Management Committee meetings when requested to do so by the chairman.

(4) The secretary shall be responsible for all announcements, advertising and public relations with the press and the general public.

(5) There shall be a quorum when at least one third of the number of members of the Management Committee are present at a meeting.

(6) If members of the Management Committee have a conflict of interests they must declare it and leave the meeting while the matter is being discussed or decided.

(7) Every matter shall be determined by a majority of votes of the members of the Management Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.

(8) The Management Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Management Committee and any sub committee.

(9) In addition to the above the Management Committee may appoint one or more sub committees to include two or more members of the Management Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Management Committee would be more conveniently undertaken or carried out by a sub committee: provided that all acts and proceedings of ALL sub committees shall be minuted and fully and promptly reported to the Management Committee.

## **J The Band and Playing Activities**

(i) The Band shall be known as Simply Brass (Stowmarket), and any such variations as agreed by the Management Committee for the purpose of contesting and performing.

(ii) The band leader shall be in control of all playing activities, the selection and training of the Band and the musical content of any public performance. They will report on all such activities to the Management Committee, and be answerable to the Management Committee and Membership for the fulfilment of the aims of the Band.

(iii) Band members are required to wear the uniform specified by the Management Committee, on Band engagements. This may be varied by the Bandleaders depending on environmental conditions

## **K Receipts and Expenditure.**

(1) The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Management Committee in the name of the Charity at such bank as the Management Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two of the three appointed signatories appointed by the Management Committee.

(2) The funds belonging to the Charity shall be applied only in furthering the Objects.

## **L Property and Equipment.**

(1) Subject to the provisions of sub clause (2) of this clause, the Management Committee shall cause the title to:

(a) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and

(b) all investments held by or on behalf of the charity to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Management Committee at their pleasure and shall act in accordance with the lawful directions of the Management Committee. Provided they act only in accordance with the lawful directions of the Management Committee, the holding trustees shall not be liable for the acts and defaults of its members.

(2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Management Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Management Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

(3) All the equipment and resources owned by the band shall be under the care of the Trustees. A representative of the Trustees shall report at the AGM on the condition of the instruments and other assets of the band, following a stocktaking.

(4) Each year all Band instruments on loan shall be signed for by a voting member of the Band, who will be responsible for maintaining the instrument in good order. The permission of the bandleaders must be obtained in writing before any instrument is used other than in connection with the Band.



## **M Accounts.**

The Management Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the charity;
- (3) the auditing or independent examination of the statements of account of the Charity;  
and
- (4) As well as being responsible for complying with the above, the Treasurer shall produce a statement of account at the AGM, and a summary at each committee meeting.

## **N Annual General Meeting.**

- (1) There shall be an annual general meeting of the Charity. Not more than 15 months shall elapse from the date of one AGM to the next.
- (2) Every annual general meeting shall be called by the Management Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall, subject to any conditions in the constitution be entitled to attend and vote at the meeting.
- (3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the vice-chairman shall act as chairman for the meeting and in both their absences the persons present shall appoint a chairman of the meeting.
- (4) The Management Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- (5) Nominations for election to the Management Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Management

Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

(6) The appointment of the Auditor shall be confirmed by a majority of the eligible (over 18s) voting members present, following selection by the Management Committee prior to the AGM.

## **O Special General Meetings.**

The Management Committee may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

## **P Procedure at General Meetings.**

(1) The secretary or other person specially appointed by the Management Committee shall keep a full record of proceedings at every general meeting of the Charity.

(2) There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or ten members of the Charity, whichever is the greater, are present at any general meeting.

## **Q Notices.**

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Management Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

# SETTING UP THE CHARITY

This constitution was adopted on \_\_\_\_\_ 20\_\_ by the people whose signatures appear below. They are the first members of the charity and will be the trustees until the AGM, which must be held within one year of this date.

**Signed**

**Print name and address**

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