

CONSTITUTION FOR THE CITY OF BRISTOL BRASS BAND

1. Name

The name of the Society shall be the City of Bristol Brass Band, hereinafter referred to as the Society.

2. Objects

The objects of the society shall be:

- (1). to advance, improve, develop and maintain public education in, and appreciation of, the art and science of music in all its aspects by any means the trustees see fit, including through the presentation of public concerts and recitals;
- (2). to further such charitable purpose or purposes as the trustees in their absolute discretion shall think fit but in particular through the making of grants and donations.

3. Membership

Membership of the society shall be open to any person interested in furthering the objects of the society, and who has paid the annual subscription at the appropriate rate or rates as shall be determined by the Committee, all subscriptions being payable in advance.

Every member shall have one vote.

The committee has the power to terminate the membership of any individual, provided that the decision of the Committee (with the exception of (i) the individual concerned if a member of the Committee and (ii) any member of the Committee making or connected with the complaint against the individual) is unanimous both as to the termination and as to there being good reason for it, and provided that the individual concerned shall have the right to be heard by the Committee, accompanied by a friend if desired, before a final decision is made.

4. Officers and Committee

The management of the Society shall be in the hands of a Committee consisting of the following Officers: Chairperson, Treasurer, Secretary, and no fewer than two other members. The Officers and the other Committee members shall be elected by and out of the Society's members at the Annual General Meeting; they shall hold office until the next Annual General Meeting and be eligible for re-election. At least half of the committee, but including holders of all 3 named positions, shall be charity trustees.

5. Management

All the arrangements for the concerts and other events and the control of finance shall be in the hands of the Committee.

6. Powers

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

- (1) Power 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;
- (2) 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;

- (3) Power subject to any consents required by law to borrow money and to charge all or part of the property of the Society with repayment of the money so borrowed;
- (4) Power to employ such staff (who shall not be members of the 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 dependents;
- (5) Power 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;
- (6) Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (7) Power to appoint and constitute such advisory committees as the Committee may think fit;
- (8) Power to do all such other lawful things as are necessary for the achievement of the objects.

7. Meetings and Proceedings of the Committee

- (1) The committee shall hold at least 2 ordinary meetings each year. A special meeting may be called at any time by the chairman, or by any 2 members of the committee, upon not less than 4 days' notice being given to the other members of the committee of the matters to be discussed but if the matter includes the 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 committee. If the chairman is absent from any meeting, the members of the committee present shall choose one of their number to be chairman before any other business is transacted.
- (3) There shall be a quorum when at least half of the number of members of the committee, and at least half of the trustees, are present at a meeting.
- (4) Every matter 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 chairman of the meeting shall have a second or 'casting' vote.
- (5) The committee shall keep minutes of the proceedings at meetings of the committee and any sub-committee, and shall ensure that these are stored safely, and that they are available for inspection as required.
- (6) The committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings, and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) The committee may appoint one or more sub-committees, consisting of three or more members of the committee, 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.

8. Equal Opportunities

No individual shall be excluded from membership of the Society or de-barred from any official capacity on the Committee on the grounds of sex, race, colour, age, religion, sexual orientation, disability or political affiliation.

9. Finance

- (1) The financial year shall end on 31 August.
- (2) A banking account shall be opened in the name of the Society and cheques shall be signed any two committee members, but at least 3 committee members shall be authorised to sign cheques to cater for unavailability.
- (3) The Society shall receive donations, grants in aid and financial guarantees. Tickets for any or all of its concerts and other events shall be offered for sale to the public.

10. Application of income and property

- (1) The income and property of the charity shall be applied solely towards the promotion of the objects.
 - a) A charity trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
 - b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a trustee from receiving:
 - a) a benefit from the charity in the capacity of a beneficiary of the charity;
 - b) reasonable and proper remuneration for any good or services supplied to the charity.

11. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

- a) buy or receive any goods or services from the charity on terms preferential to members of the public;
- b) sell goods, services or any interest in land to the charity;
- c) be employed by, or receive any remuneration from, the charity;
- d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission ('the Commission'). In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees' or connected persons' benefits

- a) A charity trustee or connected person may receive a benefit from the charity provided that a majority of the trustees do not benefit in this way.
- b) A charity trustee or connected person may enter into a contract for the supply of services, or goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.

- c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity trustee or connected person.
- d) A charity trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must not be more than the Bank of England bank rate (also known as the base rate).
- e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The charity and its charity trustees may only rely upon the authority provided by sub-clause 2(c) of this clause if each of the following conditions is satisfied:

- a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity and the charity trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
- b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- c) The other charity trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
- e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- f) The reason for their decision is recorded by the charity trustees in the minute book.
- g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 5.

(4) In sub-clauses (2) and (3) of this clause:

- a) 'the charity' includes any company in which the charity:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares;or

(iii) has the right to appoint one or more trustees to the board of the company.

b) 'connected person' means:

(i) a child, parent, grandchild, grandparent, brother or sister of the trustee;

(ii) the spouse or civil partner of the trustee or of any person falling within sub-clause (i) above;

(iii) a person carrying on business in partnership with the trustee or any person falling within sub-clause (i) or (ii) above;

(iv) an institution which is controlled –

a) by the trustee or any connected person falling within sub-clause (i), (ii) or (iii) above;

b) by two or more persons falling within sub-clause (iv)(a) when taken together;

(v) a body corporate in which -

a) the charity trustee or any connected person falling within sub-clauses (i) to (iii) has a substantial interest; or,

b) two or more persons falling within sub-clause (v)(a) who, when taken together, has a substantial interest.

(vi) Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

12. Annual General Meeting

Within 4 months of the end of each financial year the members shall be summoned to an Annual General Meeting of which at least 21 days' notice in writing shall be given to all members. The committee shall present to each AGM the report and accounts of the society for the preceding year. Nominations for election to the committee must be made by members of the society in writing and must be in the hands of the secretary of the committee at least 14 days before the AGM. Should nominations exceed vacancies, an election shall be held.

13. Special (Extraordinary) General Meeting

A Special General Meeting (also known as an Extraordinary General Meeting), of which at least 21 days' notice in writing must be given to members, may be called for by the Committee or upon written request to the Secretary signed by at least half of the members of the Society. The notice must state the business to be discussed.

14. Procedure at General Meetings

The secretary or other person specially appointed by the committee shall keep a full record of proceedings at every general meeting of the charity. There shall be a quorum when at least half of the members of the society are present at any general meeting.

15. Accounts

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.

16. Alterations to the Constitution

The constitution may be altered by a two-thirds majority of the members present and voting at any General Meeting, provided that fourteen days' notice of the proposed alteration has been sent to all members and provided that nothing herein contained shall authorise any amendment which shall have the effect of the Society ceasing to be a charity.

No amendment may be made to clause 1 (the name of the charity), clause 2 (the objects), clause 10 (application of income and property), clause 11 (benefits and payment to charity trustees and connected persons), or clause 17 (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.

17. Dissolution

In the event of the Society being wound up, any assets remaining upon dissolution after the payment of proper debts and liabilities shall be transferred to a charitable institution or institutions having similar objects to those of the Society.

This constitution was adopted at an EGM on 31 May 2013