



SOUTHAMPTON GRAD BAND **CONSTITUTION**

Version 6 – 06/01/2013

Based on Making Music's Model Constitution Jan. 2007

THIS DOCUMENT COMPLETELY REPLACES AND SUPERSEDES ANY PREVIOUS DOCUMENT ESTABLISHING SOUTHAMPTON GRAD BAND.

1. Name

The name of the Society shall be Southampton Grad 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 aged 18 or over interested in furthering the objects of the society, and who agrees in writing to become a member, accepting this constitution as the terms and conditions of membership of the society. Membership shall last until the next Annual General Meeting of the society at which point it should be renewed or it will lapse.

Members of the society shall recognise that the nature of an unincorporated society is such that onerous obligations could fall on them as individuals by virtue of their membership of the society at the time of such liabilities being incurred as there is no legal protection afforded by limited liability or other such guarantees. All members agree to share equally in any such onerous obligations placed on the society as a body, unless it can be shown that the liabilities were incurred due to the negligence, recklessness or criminal act of one or more individuals, full members, but distinct from the body of the society.

The Committee must purchase appropriate insurance to limit members' potential liability.

Every member shall have one vote.

There must be at least five members of the society otherwise the society must be dissolved.

For completeness, any other person aged 18 or over attending SGB activities but not a member (eg. guest player just at a concert) shall be considered guests of SGB. Guests shall be required to comply with the terms of this constitution where they could be interpreted as members of SGB by the general public as a condition of participation. However, in general guests are outside the scope of this document and shall have no say in the running of the society.

Members may resign from the society at any time by writing to the Secretary.

The Committee shall have the power to manage membership of the Society in order to maintain an optimal balance of instrumentation within its ensembles and maintain the experience of existing members. This may include, but not be limited to, the operation of a waiting list for interested persons or active recruitment of certain instrumental players. The Committee and society must not deny or repeatedly pass over interested persons on the waiting list for membership without good reason.

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 carried by absolute majority 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 decision is made.

Any individual so removed shall have one right of appeal to a General Meeting of the society where an absolute majority of all members of the society at that time is required to overturn the Committee's decision, but should claim this right immediately on hearing the Committee's decision or this right will be waived. There shall be no refund of subscriptions or donations to any individuals whose membership is revoked, although the society must make good any debt to the member as a common creditor. Further, any individual ejected from the society in this way shall not be eligible for membership at the next AGM.

There shall be no honorary or 'life' membership positions possible.

Members shall have no claim on the assets of the society other than as common creditors having entered into some agreement to make various loans to the society. Members shall not directly or indirectly pass on any liabilities to the society which are not the proper responsibility of the society.

Members must conduct themselves in a legal, polite and constructive manner when taking part in the society's activities, especially when interacting with the public. The Committee and the society as a body take no responsibility for members' or guests' individual actions, accidental loss or damage to instruments or other personal possessions, personal injury or any other onerous event occurring in the course of the society's activities, except where it is directly caused by the negligence of members authorised to act on behalf of the society.

Having satisfied all of the above, each member shall have equal right of participation and involvement in the society's activities where practical.

4. Officers and Committee

The management of the Society shall be in the hands of a Committee consisting of the following Officers: Chairman, Deputy Chairman, Secretary, Treasurer and not fewer than one nor more than five 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. The committee are the charity trustees.

Members of the society should be satisfied that they are 'fit and proper persons to hold positions of responsibility. The treasurer must not have been declared bankrupt during the previous 6 years.

Committee members may resign at any time by writing to the Secretary (or Chairman if the Secretary wishes to resign). Committee members may be suspended from their posts by the resolve of an absolute majority of the Committee members. Committee members will be removed from their posts if they do not win a resolution of confidence introduced at a general meeting of the society with the support of an absolute majority of members of the society at that time. Committee members so removed may not stand again for office until the subsequent AGM. Separate proceedings would be required to eject the individual as a member of the society.

If a vacancy arises for the post of Chairman, Deputy Chairman, Secretary or Treasurer, a special general meeting must be held to elect a replacement. Another committee member should be appointed to hold the vacant role on an acting basis until a replacement is elected. This business may be deferred to the AGM if the vacancy arises less than one month before the end of the financial year. A vacancy arising elsewhere in the Committee may be left vacant, filled through co-opting a member of the society onto the Committee or by holding an election at a special general meeting as the Committee sees fit. Co-option may only occur if an absolute majority of the Committee supports the motion.

Members of the Committee must remain members of the society while holding office. A Committee member resigning or ejected as a member of the society automatically resigns as a Committee member as well. Departing or suspended Committee members must relinquish all information pertaining to the society and control over society assets under their custodianship.

Chairman

The Chairman's responsibilities shall include but not be limited to the following:

- ≡ Chair meetings of the Committee and the society;
- ≡ Set agendas and follow up on action items;
- ≡ Oversee the work done by the Committee;

- ≡ Act as spokesperson for the Committee and the society;
- ≡ Act as a link between the Committee and members of the society;
- ≡ Ensure the Committee acts in line with the letter and spirit of this constitution in all it does.

The role of the Chairman is to oversee the Committee, ensuring work items are completed and enabling the Committee members to make decisions about the direction of the society. The Chairman does not have the final say in discussions but should instead represent the collective view of the Committee in all things.

The Chairman should make executive decisions on matters when required if a meeting of the Committee cannot be convened within the necessary timeframe, however this decision must be reported back and justified to the Committee at the next meeting.

The ability to make executive decisions on behalf of the society can and should be delegated to another Committee member for the duration of an event being run by the society (eg. Concert) if that Committee member has been responsible for the organisation of the event.

Deputy Chairman

The Deputy Chairman's responsibilities shall include but not be limited to the entirety of the Chairman's responsibilities in the case that the Chairman is unavailable or otherwise indisposed.

Secretary

The Secretary's responsibilities shall include but not be limited to the following:

- ≡ Record and circulate minutes from all meetings of the Committee;
- ≡ Record and circulate minutes from the AGM and any EGM of the society;
- ≡ Receive and respond to any enquiries from external parties.

The secretary is responsible for the taking of accurate minutes from any meeting of the Committee or society members. These minutes should include:

- ≡ A list of who was present at the meeting;
- ≡ A list of any apologies received before or at the start of the meeting;
- ≡ An outline of any discussions that take place;
- ≡ Any actions identified from the discussion along with the person assigned to that action.

Minutes should be circulated within a reasonable time after any meeting to the relevant / interested parties.

The secretary is also responsible for dealing with any enquiries from external parties, either directly or by passing the communication on to the relevant member of the Committee. The secretary should also send out any official communication from the Committee as directed.

Treasurer

The Treasurer's responsibilities shall include but not be limited to the following:

- ≡ Maintain the record of the society's finances;
- ≡ Collection of member subscriptions and contributions;
- ≡ Ensure all invoices to the society are paid as required.

The treasurer is responsible for the monetary aspects of the society. This includes ensuring that adequate funds are available for the activities the society undertakes and that subscriptions and contributions from members are collected regularly.

Each year the treasurer should look at the projected outgoings of the society and ensure that the expected income from subscriptions and possible donations will be enough to cover this.

At the AGM the treasurer is expected to provide a breakdown of the society's accounts for distribution amongst the members and regular updates on the society's finances should be provided to the Committee.

The treasurer is responsible for maintaining all the accounts owned by the society and holding the paperwork for these accounts (cheque books, statements etc.).

All invoices received by the society should be passed to the treasurer to ensure prompt payment, and the treasurer should ensure that all payments are made in time for any deadlines.

5. Management

All the arrangements for the management of the society, including the arrangement of concerts and other events and the control of finance shall be in the hands of the Committee.

Members of the Committee may act as agents of the society where properly authorised to do so through the regulations laid down in this constitution. In such cases, assets gained and liabilities accrued on society business shall belong to the society and undertakings entered into will bind the society.

Should a member of the Committee, or indeed any member of the society, purport to act on behalf of the society without proper authorisation then they shall be individually liable for any liability accrued and / or undertaking entered into. Any assets gained while acting on behalf of the society even without authorisation shall remain the property of the society.

Members of the society who are not on the Committee must give the Committee all reasonable autonomy to carry out its required functions and follow proper procedures laid down in this constitution if they wish to formally influence the conduct and running of the society.

However, equally, the Committee should be amenable to suggestions made by all members as to the conduct and activities of the society and should canvass representative opinion as appropriate.

6. Powers

In furtherance of the objects but not otherwise and at all times complying with the rules and regulations set out in this constitution, the Committee may exercise the following powers:

- i) 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;
- 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 borrow money and to charge all or part of the property of the Society with repayment of the money so borrowed; no unsecured borrowing is allowed;
- iv) power to employ such staff or guests of the society (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 super-annuation for staff and their dependants where appropriate;
- v) 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;
- vi) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- vii) power to appoint and constitute such advisory bodies as the Committee may think fit, these advisory bodies including any full or associate member or other person deemed appropriate by the committee;
- viii) power to do all such other lawful things as are necessary for the achievement of the objects.

7. Meetings and Proceedings of the Committee

- i) 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.

- ii) The chairman shall act as chairman at meetings of the committee. If the chairman is absent from any meeting, the deputy chair person shall act as chairman.
- iii) There shall be a quorum when at least one third of the number of members of the committee for the time-being, or three members of the committee (whichever is the greater), are present at a meeting.
- iv) 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.
- v) 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.
- vi) 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, religion, sexual orientation, disability or political affiliation.

9. Finance

- i) The financial year shall end on 31st December.
- ii) A banking account shall be opened in the name of the Society and cheques shall be signed by any two of the four named Officers in clause 4 subject to each allowed signatory having different places of residence. If this is not the case then other Committee members must be nominated as signatories in place of certain Officers to satisfy this rule up to a maximum of four named signatories in total. The Treasurer must always be a signatory.
- iii) The income and property of the Society whencesoever derived shall be applied solely towards promoting the objects of the Society as set forth above and no portion thereof shall be paid or transferred either directly or indirectly to any member or members of the Society except in payment of legitimate expenses incurred on behalf of the Society.

10. Annual and Ordinary General Meetings

Within two months of the end of each financial year, and as the first SGB activity of the new calendar year, the members shall be summoned to an Annual General Meeting of which at least 14 days' notice in writing shall be given to all members.

The retiring committee shall present to each AGM the report and accounts of the society for the preceding year and answer any questions relating to the running of the society.

All committee members and members will then retire and the next item of business will be the receipt of confirmation in writing of applications to become members of the society for the following year. If less than five members join at this point then the chairman may either seek to adjourn the AGM to a later date or dissolve the society.

Elections for committee members will then be held in the order of Chairman, Deputy Chairman, Secretary, Treasurer, ordinary committee members. If no nominations are received for required roles (officers and at least one ordinary member) in the first instance then subsequent elections should be held in order and the missing positions returned to once, again in order. If no nominations are received the second time then the Chairman of the meeting at that time may either seek to adjourn the AGM to a later date or dissolve the society.

For the election of the new chairman: If the retiring chairman is standing for that role again then an independent member (the retiring deputy chairman if

they are not also standing) should assume the chairmanship of the meeting at this point, otherwise the retiring chairman shall preside. Once a new chairman is elected then they shall preside over the remaining elections and business of the AGM.

Nominations for election to the committee may be made by members of the society at any time prior to the vote for that position. Members may nominate themselves for election. The option to Reopen Nominations (RON) will always be available so an election will always be held even if there is only one nomination. Nominees finishing below RON in the results of elections will not be elected.

The detailed electoral procedure is attached as an appendix to this document.

Should it prove impossible to hold a quorate Annual General Meeting within two months of the end of the financial year then the society should be dissolved.

Ordinary General Meetings may be held throughout the year at the committee's discretion to conduct any society business as deemed appropriate. At least 14 days' notice in writing of an OGM shall be given to all members.

11. Special (Extraordinary) General Meeting

A Special General Meeting (also known as an Extraordinary General Meeting), of which at least 7 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 2 full members of the Society. The notice must state the business to be discussed. No other business may be discussed other than that which is stated in the notice of the meeting.

12. Procedure at General Meetings

The chairman of the committee shall ordinarily chair meetings of the whole society unless the body of members present elects another of their number to carry out this function. A deputy chairman of the meeting, ordinarily the deputy chairman of the committee, should also be appointed to assume the chairmanship should the chairman wish to speak on matters of self-interest.

The secretary or other person specially appointed by the committee shall keep a full record of proceedings at every general meeting of the society.

The body of members shall be the ultimate sovereign body of the society and have the right to decide any matter of business relating to the conduct and running of the society. Normal business shall be carried by a majority of members present at the meeting with the chairman of the meeting at the time of a vote having a casting vote in the event of a tie. Special business (election of committee member; appeal of member under notice of ejection from society; confidence in committee member; change to constitution) shall be carried as specifically described elsewhere in this constitution.

There shall be a quorum when at least 50% of the members of the society at the time or 5 members, whichever is the greater, are present at any general meeting.

13. 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.

14. Alterations to the Constitution

The constitution may be altered by a two-thirds absolute majority of all members of the society at the time of a vote at any General Meeting, with postal votes in advance allowed, 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 have charitable objects.

If the vote on changes to the constitution occurs while there is a sitting committee (ie. at any other time than when the whole committee has resigned for some reason, or at the AGM after the old committee has retired but before the new committee has been elected) then a two-thirds absolute majority in favour of the change must be given both by the members of committee and by members of the society who are not on committee as separate electorates.

The committee shall provide external bodies with a copy of any amendment made under this clause where the external body requires this for legal reasons or for the purposes of agreements that the Society has entered into.

15. Dissolution

The society must be wound up if any of the following criteria are met:

- i) There are less than five members for anything other than a temporary period and immediately that there are less than four members of the society;
- ii) A motion to wind up the society is carried at a general meeting with at most four dissenting members;
- iii) Otherwise as required by legislation or by order of Court.

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.

Papers relating to the running of the society shall be stored by a former trustee for seven years following the winding-up, or otherwise as required to comply with any relevant legislation or orders of Court.

16. Document History

The history of the establishment of Southampton Grad Band is as follows:

Document Version	Date	Comments
Version 1	10/06/2007	"Trustee Agreement".
Version 2 Draft 1	24/06/2008	Drafted by James Verduyn based on Making Music's Model Constitution Jan. 2007 and Version 1.
Version 2 Draft 2	25/06/2008	Further drafting by James Verduyn. Accepted by Making Music as eligible for membership.
Version 2 Draft 3	26/06/2008	James Verduyn: Presentational changes from V2D2, no changes to content.
Version 2 Draft 4	30/07/2008	James Verduyn: Changes from 07/07/2008 Committee Meeting: <ul style="list-style-type: none"> - Capitalised Chairman in 4, - Changed 7. iv. to give meeting chairman the casting vote instead of toss of a coin, - Rewrote 9. ii. for clarity, - Rewrote 14. subject to approval from Making Music.
Version 2 Final	18/11/2008	James Verduyn: 14. accepted by Making Music, no changes from V2D4.
Version 3 Draft 1	16/01/2009	James Verduyn: Major changes to lift the limit of nine full members.
Version 3 Draft 2	18/01/2009	James Verduyn: Removed stipulation that elections must be held by secret ballot.
Version 3 Final	18/01/2009	James Verduyn: Incorporated changes passed at Committee \ Society meeting on 18/01/2009.
Version 4	14/02/2010	Adam Branson: Incorporating changes passed a Society Special General Meeting on 14/02/2010.
Version 5	03/04/2011	Vicky Blackwell: Incorporating changes passed at a Special General Meeting on 03/04/2011 to section 7 part vii.
Version 6	06/01/2013	Bethan Wood: Incorporating changes passed at a Special General Meeting on 06/01/2013 regarding the removal of 'full' membership and other operating matters.

Appendix 1 – SGB Election Process

- i) Reopen nominations (RON) will always be a candidate in any SGB election.
- ii) Elections will be held by secret ballot or by some other method agreed by the members present at a General Meeting.
- iii) Voters will cast a normal ballot (ie. an X against each of their chosen candidate(s) for a pre-printed ballot paper, or just write down the name of their chosen candidate(s) otherwise), up to the maximum number of positions available for each election.
- iv) The only election currently envisaged with greater than one position available (ie. one vote per voter per election) is the election for normal committee members where there are up to 5 positions available and hence each voter may cast up to 5 votes in that election
- v) A voter will abstain by casting less votes than the maximum number of positions available: they do not have to cast the maximum number possible.
- vi) A voter will spoil their ballot paper if they cast more than the maximum votes allowed in a given election.
- vii) For the results of each election the total number of ballots for each candidate will be counted and then the candidates ranked according to the number of votes received.
- viii) The top n candidates will be elected, where n is the maximum number of positions available, as long as they finish above RON.
- ix) Anyone finishing below RON will not be elected, even if this means that some or all available positions remain vacant.
- x) In the event of a tied result having a material effect on the outcome of an election the following shall occur:
 - a. Any candidates finishing ranked above the tie shall be elected. A second vote will be held according to these rules for the remaining position(s) where only the tied candidates shall be voted upon.
 - b. If the second vote produces another tie then:
 - b.i. The retiring \ starting chairman of the AGM will have the final casting vote in the event that the election for the new chairman ends in a tie.
 - b.ii. The new chairman will have the casting vote(s) should any subsequent election end in a tie (including in a multi-position election and to resolve a multi-way tie).

- xi) An observer independent of the new committee (ideally someone completely independent of SGB, but an associate member or a retiring old committee member may have to do for practical purposes) will observe the old chairman counting the votes for the new chairman, the new chairman counting remaining votes, and the application of any casting votes as required.
- xii) At the declaration of each result the independent observer will confirm if in their opinion the counting process has been carried out fairly and correctly. They will not have to declare whether the casting vote has been used. Results of a multi-position election should be declared in no particular order.

EXAMPLES FOR NON-PRINTED BALLOTS (Just write down names of chosen candidate(s))

*** Maximum positions available: 1

PAPER A - valid vote for Candidate 1
Candidate 1

PAPER B - valid vote for RON
RON

PAPER C - abstention

PAPER D - spoilt paper (too many votes)
Candidate 1
RON

*** Maximum positions available: 5

PAPER E - valid votes for 5 candidates
Candidate 1
Candidate 2
Candidate 3
Candidate 4
Candidate 5

PAPER F - valid votes for 5 candidates including RON (position of RON irrelevant)
Candidate 1
Candidate 2
RON
Candidate 3
Candidate 4

PAPER G - valid votes for 3 candidates, voter indifferent to remaining (hasn't used RON)
Candidate 1
Candidate 2

Candidate 3

PAPER H - valid votes for 4 candidates including RON: voter is hostile to remaining candidates (has used RON)

Candidate 1
Candidate 2
Candidate 3
RON

PAPER I - valid vote for RON only: voter is hostile to all candidates
RON

PAPER I - abstention: voter is indifferent to all candidates

PAPER J - spoilt paper: too many votes

Candidate 1
Candidate 2
Candidate 3
Candidate 4
Candidate 5
RON

PAPER K - spoilt paper: has voted for same candidate more than once.

Candidate 1
Candidate 1
Candidate 2
Candidate 3
Candidate 4

EXAMPLE RESULTS (Assume examples with casting votes are where the results are shown from the second vote)

CHAIRMAN - Candidate 1 elected

- 1) Candidate 1: 7 votes
- 2) RON: 4 votes
- 3) Candidate 2: 3 votes

DEPUTY CHAIRMAN - No-one elected (RON won)

- 1) RON: 5 votes
- 2) Candidate 1: 2 votes

SECRETARY - Candidate 1 elected by casting vote after three-way tie

- 1) Candidate 1: 4 votes (casting vote ranking 1)
- 1) RON: 4 votes (casting vote ranking 2)
- 1) Candidate 2: 4 votes (casting vote ranking 3)

TREASURER - No-one elected (RON wins after casting vote)

- 1) RON: 5 votes (casting vote ranking 1)
- 1) Candidate 1: 5 votes (casting vote ranking 2)

ORDINARY COMMITTEE MEMBERS - Candidates 1-5 elected

- 1) Candidate 1: 7 votes
- 1) Candidate 2: 7 votes

- 3) Candidate 3: 6 votes
- 4) Candidate 4: 5 votes
- 5) Candidate 5: 4 votes

- 6) Candidate 6: 3 votes
- 6) RON: 3 votes

ORDINARY COMMITTEE MEMBERS - Candidates 1-3 elected as RON came 4th

- 1) Candidate 1: 7 votes
- 1) Candidate 2: 7 votes
- 3) Candidate 3: 6 votes
- 4) RON: 5 votes

- 5) Candidate 4: 4 votes
- 5) Candidate 5: 4 votes
- 7) Candidate 6: 3 votes

ORDINARY COMMITTEE MEMBERS - Candidates 1-5 elected, casting vote used to separate candidates 4-6

- 1) Candidate 1: 7 votes
- 1) Candidate 2: 7 votes
- 3) Candidate 3: 6 votes
- 4) Candidate 4: 4 votes (casting vote ranking 4)
- 4) Candidate 5: 4 votes (casting vote ranking 5)

- 4) Candidate 6: 4 votes (casting vote ranking 6)
- 7) RON: 3 votes

ORDINARY COMMITTEE MEMBERS - Candidates 1-4 elected, casting vote used to separate candidates 5-6 and RON

- 1) Candidate 1: 7 votes
- 1) Candidate 2: 7 votes
- 3) Candidate 3: 6 votes
- 4) Candidate 4: 5 votes
- 5) RON: 4 votes (casting vote ranking 5)

- 5) Candidate 5: 4 votes (casting vote ranking 6)
- 5) Candidate 6: 4 votes (casting vote ranking 7)