



SOUTHAMPTON GRAD BAND CONSTITUTION

Version 7a – 29/12/2019

Based on Making Music's Model Constitution Apr. 2015

THIS DOCUMENT SUPERSEDES ANY PREVIOUS SOUTHAMPTON GRAD BAND CONSTITUTION DOCUMENT.

1. Name

The name of the Band shall be Southampton Grad Band, hereinafter referred to as the Band.

2. Objects

The objects of the Band 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 committee see fit, including through the presentation of public concerts and recitals;
- (2) to further such charitable purpose or purposes as the committee in their absolute discretion shall think fit but in particular through the making of grants and donations.

3. Membership

- (1) Membership is open to any person aged 18 or over approved by the committee.
- (2) The committee 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.
 - (a) The committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (b) The committee must consider any written representations the applicant may make about the decision. The committee's decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable to anyone else.
- (4) The committee must keep a register of names and addresses of the members. An individual's personal details held on the register must be made available to them upon request.

- (5) Each member accepts this constitution as the terms and conditions of membership of the Band.
- (6) Members must conduct themselves in a legal, polite and constructive manner when taking part in the Band's activities, especially when interacting with the public.
- (7) Having satisfied all of the above, each member shall have equal right of participation and involvement in the Band's activities where practical.
- (8) Every member shall have one vote.
- (9) Membership shall last until the next Annual General Meeting (AGM) of the Band at which point it must be renewed or it will lapse. All members retire during the AGM and must then re-stand if they wish to vote on committee positions later in the meeting. Re-standing makes the member liable for the new year's membership fees.
- (10) Members may resign from the Band at any time by writing to the Secretary.

4. Guests

Any person aged 18 or over attending Band activities but not a member (e.g. guest player/dep for a concert) shall be considered a guest of the Band. Guests shall be required to comply with the terms of this constitution where they could be interpreted as members of the Band 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 Band.

5. Insurance/Liabilities

In order to limit members' potential liability, the Band shall hold appropriate insurance as recommended by Making Music. However, the membership should be aware that as an unincorporated body that liability ultimately rests with the members.

The Committee and the Band 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 Band's activities, except where it is directly caused by the negligence of members authorised to act on behalf of the Band.

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

6. Termination of Membership

- (1) 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 committee that it is in the best interests of the Band that his or her membership is terminated.
- (2) A resolution to remove a member from membership may only be passed if:
 - (a) The member has been given at least twenty-one days' notice in writing of the meeting of the committee at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) The member or, at the request 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.

There shall be no refund of subscriptions or donations to any individuals whose membership is revoked, although the Band must make good any debt to the member as a common creditor. Further, any individual ejected from the Band in this way shall not be eligible for membership at the next AGM.

7. Officers and Committee Members

- (1) The Band and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the Committee shall be the Committee of the Band.
- (2) The Band shall have at least the following officers:
 - (a) Chair;
 - (b) Deputy Chair;
 - (c) Secretary;
 - (d) Treasurer.

- (3) The Band shall also have no fewer than one nor more than five ordinary Committee members.
- (4) A Committee member must be a member of the Band.
- (5) The number of Committee members shall be not less than five and not more than nine.

8. Appointment of Committee

- (1) The Band's members shall elect the Officers and ordinary Committee members at the Annual General Meeting.
- (2) The Committee shall hold office until the next Annual General Meeting.
- (3) At each Annual General Meeting the Officers and other Committee members shall retire and be eligible for re-election.
- (4) No one may be appointed a Committee member if he or she would be disqualified from acting under the provisions of clause 9.
- (5) A Committee member may not appoint anyone to act on his or her behalf at meetings of the Committee.
- (6) If a vacancy arises for the post of Chair, Deputy Chair, Secretary or Treasurer, a Special General Meeting must be held to elect a replacement. This business may be deferred to the AGM if the vacancy arises less than one month before the end of the financial year.
 - (a) Another Committee member should be appointed to hold the vacant role on an acting basis until a replacement is elected.
 - (b) A vacancy arising elsewhere in the Committee may be left vacant, filled through co-opting a member of the Band 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.

9. Disqualification and Removal of Committee

- (1) A Committee member shall cease to hold office if he or she:
 - (a) ceases to be a member of the Band as detailed in section 6;
 - (b) has become physically or mentally incapable of acting as a Committee member and may remain so for more than three months in the written opinion (given to the Band) of a registered medical practitioner treating that person;

- (c) is absent without the permission of the Committee from all their meetings held within a period of 12 consecutive months and the Committee resolve that his or her office be vacated;
 - (d) resigns at any time by writing to the Secretary (or Chair if the Secretary wishes to resign);
 - (e) does not win a resolution of confidence introduced at a General Meeting of the Band with the support of an absolute majority of members of the Band 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 Band.
- (2) Committee members may be suspended from their posts by the resolve of an absolute majority of the Committee members.
- (3) A Committee member resigning or ejected as a member of the Band automatically resigns as a Committee member as well. Departing or suspended Committee members must relinquish all information pertaining to the Band and control over Band assets under their custodianship.

10. Musical Director and Assistant Conductors

The Musical Director, in collaboration with the assistant conductors, will primarily be responsible for the musical performance of the band and to provide a main point of contact with the Committee.

The Musical Director will not be a formal Committee Position but will be involved and required to provide input to Committee meetings and organization as required.

The position will be appointed by the Committee.

The Assistant Conductor(s) will assist the Musical Director with the musical performance of the band.

The positions will be appointed by the Committee and Musical Director.

11. 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 or exchange any property necessary for the achievement of the objects and to maintain and equip it for use;

- (3) 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;
- (4) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (5) power to appoint and constitute such advisory bodies as the Committee may think fit;
- (6) power to do all such other lawful things as are necessary for the achievement of the objects.

12. Meetings and Proceedings of the Committee

- (1) The Committee may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) The Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the Chair, or by any two 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. However, if the matter includes the appointment of a co-opted member then not less than 21 days' notice must be given.
- (3) Any Committee member may call a meeting of the Committee.
- (4) The Secretary must call a meeting of the Committee if requested to do so by a Committee member.
- (5) The Chair shall act as chair at meetings of the Committee. If the Chair is absent from any meeting, the Deputy Chair shall chair the meeting. In the absence of both, the Committee members present shall choose one of their number to be Chair before any other business is transacted.
- (6) There shall be a quorum when at least one third of the number of Committee members for the time-being, or three members of the Committee (whichever is the greater), are present at a meeting.
- (7) 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 chair of the meeting shall have a second or 'casting' vote.
- (8) 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.

- (9) 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.
- (10) The Musical Director may attend committee meetings except when his/her position is being considered. He/she shall not be eligible to vote in a committee meeting.

13. Equality

No individual shall be excluded from membership of the Band or debarred from any official capacity on the Committee on the grounds of sex, race, colour, religion, sexual orientation, disability or political affiliation.

14. Conflicts of interests and conflicts of loyalties

A Committee member must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction with the Band or in any transaction or arrangement entered into by the Band which has not been previously declared; and
- (2) absent himself or herself from any discussions of the Band 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).

A Committee member absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Committee on the matter.

15. Rules

- (1) The committee may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - (a) The admission of members of the Band (including the admissions of organizations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) The conduct of members of the Band in relation to one another, and to the Band's employees and volunteers;

- (c) The setting aside of the whole or any part or parts of the Band's premises at any particular time or times or for any particular purpose or purposes;
 - (d) The procedure at general meeting and meetings of the committee in so far as such procedure is not regulated by this constitution;
 - (e) Generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Band.
 - (4) The rules or bye-laws shall be binding on all members of the Band. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in this constitution.
 - (5) Should the Committee bring into existence any such document (such as a Members' Handbook) in order to bring rules and bye-laws to the notice of members of the Band, such document shall never be inconsistent with, affect or repeal anything contained in this constitution.

16. Finance

- (1) The financial year shall end on 31st December.
- (2) A banking account shall be opened in the name of the Band. Any elected Committee members may act as bank account signatories subject to each signatory having a different place of residence. Any two of the bank account signatories shall authorize payments made online from the bank account. Cheques shall be signed by any two of the bank account signatories.
- (3) The income and property of the Band, having been 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 member(s) of the Band except in payment of legitimate expenses incurred on behalf of the Band.

17. Annual General Meetings (AGM)

- (1) An Annual General Meeting (AGM) must be held each year and not more than fifteen months may elapse between successive general meetings.
- (2) At least 14 days' written notice of an AGM shall be given to all members.
- (3) The Committee shall present to each AGM the report and accounts of the Band for the preceding year and answer any questions relating to the running of the Band.

- (4) Nominations for election to the Committee may be made by members of the Band at any time prior to the vote for that position. Members may nominate themselves for election.
- (5) Members wishing to discuss Any Other Business must provide this in writing to the Secretary within 7 days following written notice of an AGM.

18. Special General Meeting (SGM)

- (1) All general meetings other than Annual General Meetings shall be called Special General Meetings (SGM).
- (2) The Committee may call a Special General Meeting at any time.
- (3) At least 14 days' written notice of an SGM shall be given to all members.
- (4) The Committee must call a Special General Meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater.
 - (a) Where the Band has less than 30 members, the Committee must call a Special General Meeting if requested to do so in writing by at least five members.
 - (b) The request must state the nature of the business that is to be discussed.
 - (c) If the committee fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a Special General Meeting but in doing so they must comply with the provisions of this constitution.
- (5) No other business may be discussed other than that which is stated in the notice of the meeting.

19. Procedure at General Meetings

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) There shall be a quorum when at least 50% of the members of the Band at the time are present at any general meeting.
- (3) If a quorum is not present within half an hour from the appointed start time of 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.

- (4) The Committee must re-convene the meeting and must give at least 7 days' notice of the re-convened meeting stating the date, time and place of the meeting.
- (5) If no quorum is present at the re-convened meeting within 15 minutes of the specified start time of the meeting, the members present at that time shall constitute the quorum.
- (6) The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every general meeting of the Band.
- (7) Normal business shall be carried by a majority of members present at the meeting with the Chair of the meeting at the time of a vote having a casting vote in the event of a tie.
- (8) Special business (election of committee member; confidence in committee member; change to constitution) shall be carried by a majority of two thirds of members present at the meeting.

20. Accounts

The financial accounts shall be independently examined by a person who is independent of the Committee and then submitted to the members at the Annual General Meeting.

21. Alterations to the Constitution

- (1) The constitution may be altered by a two-thirds majority of the members present at any General Meeting. Electronic votes will be permitted if a member cannot attend in person, provided that:
 - (a) 14 days' notice of the proposed alteration has been sent to all members; and
 - (b) provided that nothing contained therein shall authorise any amendment which shall have the effect of the Band ceasing to have the objects stated in clause 2 of this constitution.
- (2) 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 majority of those present at the time of the meeting or via electronic vote in favour of the change must be given both by the committee members and by non-committee members of the Band as separate electorates.
- (3) 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 Band has entered into.

22. Dissolution

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

- (a) there are less than five members for anything other than a temporary period;
- (b) a motion to wind up the Band is carried at a General Meeting; or
- (c) otherwise as required by legislation or by order of Court.

In the event of the Band 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 Band.

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 Chair in 4,- Changed 7. iv. to give meeting chair 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 \ Band meeting on 18/01/2009.
Version 4	14/02/2010	Adam Branson: Incorporating changes passed at Band 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.
Version 7 Draft	03/11/2019	Danni Sarony: amendments as per Making Music updated constitution template of 2015; addition of musical director and assistant conductors named roles; simplification of wording.
Versions 7a Draft	29/12/2019	Danni Sarony: following SGM on 17 th Nov 2019, clarification that any document such as Members' Handbook shall never contradict or supersede the Constitution. Presented for AGM to be held on 12 th January 2020
Version 7a FINAL	12/01/2020	Approved at AGM on 12 January 2020