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# Test Valley Brass Constitution



TEST VALLEY BRASS

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<b>PEOPLE WHO NEED TO KNOW ABOUT THIS POLICY</b>	
All Band members	Should be aware of this constitution, its location and have access to it for reference.
The Trustees and executive committee	Should have an understanding of the constitution, its contents and should ensure all activities, band management, governance and policy development are performed in accordance with it.
External accrediting agencies, regulatory agencies or funding bodies.	Will have reader access to this policy by request.

## CHANGE CONTROL DETAILS

Version	By	Content changed	General Meeting Approval date.
1	Unknown	Original draft	March 2011
1a	PT	New format in line with policy governance Text of constitution unchanged Paragraph numbers unchanged	Committee approved 15/10/2019
2	PT	<p>New para 7.2 introducing social membership status</p> <p>7.4 (old 7.3) strengthens security under GDPR</p> <p>7.6 (old 7.5) applications now go to membership secretary.</p> <p>7.7 (old 7.6) Probation period matched to committee frequency</p> <p>7.10(b) Membership secretary now takes resignations</p> <p>7.10(d)i Serious breaches to policies &amp; procedures added</p> <p>7.12 wording updated to reflect new social membership status and change to “monthly” subscriptions</p> <p>7.13 Frequency of financial reports deleted in favour of inclusion in policy &amp; procedure.</p> <p>7.13 Approval of changes in subscriptions changed from ‘Trustees and then AGM’ to ‘Committee and then AGM.’</p> <p>8.13 “Trustee” removed as potential deputy Chair</p> <p>8.22 AGM voting rights requirement to have attended 75% of rehearsals removed as unenforceable</p> <p>9.2 ‘the commission’ changed to ‘the charities commission’.</p> <p>9.5(c) 24hr notice requirement for trustee nomination removed</p> <p>9.7 Requirement of trustees to resign after the third AGM changed to after three years service.</p> <p>9.16 Election of Chair of trustees made optional</p> <p>9.8 New prohibition added to Trustees acting as Chair</p> <p>10.4 New paragraph limiting the right of trustees to vote at committee meetings unless they are committee members.</p> <p>10.5 (old 10.4) Change of grammatical article from ‘a’ to ‘the’. Composition of committee expanded to include new officer roles.</p> <p>10.5 Introduces distinction between core committee members and additional committee members</p> <p>10.6 (old) limiting the size of the committee deleted.</p> <p>10.8(f) Exclusion of the Chairperson also being a trustee.</p> <p>14.1 (d) “Published on the website” removed.</p> <p>14.2 email address added as an option for notices and the option for members to update it themselves on the database added.</p>	April 2022

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## **Part 1**

### **1. Adoption of the Constitution**

Test Valley Brass and its property will be administered and managed in accordance with this constitution.

### **2. The Name**

The association's name is Test Valley Brass.

### **3. The Objects**

The objects of Test Valley Brass (the "Objects") are the advancement of the education of the public in the study, practice and appreciation of music and the allied arts, and in particular (but without limitation):

- 3a the advancement, in the villages/towns of Test Valley and in the county of Hampshire and surrounding areas, of the Brass Band Movement; the playing of brass band music and the provision of opportunities to participate in rehearsals, concerts, recording sessions and issue and sale of recordings, radio broadcasts, television broadcasts and musical competitions; the encouragement of the commissioning of new works of Brass Band music either alone or in association with any other organisation and/or person or persons; the teaching and playing of instruments normally associated with Brass Bands and the engagement or employment of any person or persons for these purposes;
- 3b the provision of concerts or other entertainments for the benefit of the public or section of the public (whether or not payment for admission is required) including so doing in order to raise funds for any other charitable or philanthropic organisation operating within the above area and the provision of band music for ceremonial occasions and public functions in or around such area;
- 3c the provision of facilities and the use of musical instruments for members of Test Valley Brass and others within the said areas desirous of using the same in such manner as the Committee at its absolute discretion shall from time to time see fit; and
- 3d the entry of Test Valley Brass into membership of any associations, federations or other bodies formed for the benefit of the Brass Band Movement as the Committee at its absolute discretion shall from time to time see fit.

## 4. Application of the Income and Property

- 4.1 The income and property of Test Valley Brass shall be applied solely towards the promotion of the Objects.
- 4.2 A Trustee may pay out of, or be reimbursed from, the property of Test Valley Brass reasonable expenses properly incurred by him or her when acting on behalf of Test Valley Brass.
- 4.3 None of the income or property of Test Valley Brass may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of Test Valley Brass. This does not prevent:
- (a) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to Test Valley Brass;
  - (b) a Trustee from:
    - (i) buying goods or services from Test Valley Brass on the same terms as other members or members of the public;
    - (ii) receiving a benefit from Test Valley Brass as a member of Test Valley Brass on the same terms as other members;
  - (c) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to Test Valley Brass but excluding:
    - (i) fines;
    - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
    - (iii) liabilities to Test Valley Brass that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of Test Valley Brass or in respect of which the person concerned did not care whether that conduct was in the best interests of Test Valley Brass or not.
- 4.4 No Trustee may be paid or receive any other benefit for being a Trustee.

## 5. Dissolution

- 5.1 If the Members resolve to dissolve Test Valley Brass, the Trustees will remain in office as Charity Trustees and be responsible for winding up the affairs of Test Valley Brass in accordance with this clause.
- 5.2 The Trustees must collect in all the assets of Test Valley Brass and must pay or make provision for all the liabilities of Test Valley Brass.
- 5.3 Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of Test Valley Brass as the Members may determine or failing that shall be applied for some other charitable purpose.
- 5.4 In no circumstances shall the net assets of Test Valley Brass be paid to or distributed among the Members of Test Valley Brass (except to a Member that is itself a charity).
- 5.5 The Trustees must notify the Charity Commission (the "Commission") promptly that Test Valley Brass has been dissolved. If the Trustees are obliged to send Test Valley Brass's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission Test Valley Brass's final accounts.

## 6. Amendments

- 6.1 Any provision contained in Part 1 of this constitution may be amended only pursuant to a Scheme from the Commission under the Charities Act 1993.
- 6.2 Any provision contained in Part 2 of this constitution may be amended by a resolution passed at a general meeting by not less than two-thirds of the Members who are present at the meeting and vote on the resolution.
- 6.3 A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

## **PART 2**

### **7. Membership**

- 7.1 Membership is open to individuals who play or conduct, or are learning to play or conduct, brass instruments or percussion, regardless of race, colour or ethnic origin, religion or religious belief, age, disability, sex, sexual orientation or gender reassignment, or marital or civil partnership status.
- 7.2 Social membership is open to individuals who do not currently play instruments within TVB but wish to participate in the advancement of the band or contribute practically in its activities. This can be but is not limited to ex players.
- 7.3 In this constitution, "Member" means any person whose application for membership has been accepted by the Committee pursuant to clause 7.6 and whose membership has not terminated under clause 7.10. Members aged 16 or over shall be "Adult Members". Members under the age of 16 shall be "Junior Members". A Junior Member shall automatically become an Adult Member on his or her sixteenth birthday.
- 7.4 The Committee shall keep a register of members, which shall be open to inspection by members with good cause in accordance with GDPR regulations and the Record Management and Privacy Policy and Procedures.
- 7.5 All Members must comply with this constitution and any Band Rules.

### **7.6 Applications for Membership**

Any person wishing to become a member of Test Valley Brass (the "Candidate") must apply to the membership secretary by completing an online application form including relevant consent sections.

- 7.7 All Candidates must attend band practices over a period until the following committee meeting where their application will be considered and will either be accepted or refused. The committee may defer the decision until the next meeting if they feel insufficient time has passed.
- 7.8 The relevant Musical Director may require any Candidate to undergo an audition, and the Committee shall take into account the Musical Director's opinion when determining the Candidate's membership application.
- 7.9 The Committee may refuse an application for membership only if, acting reasonably and properly, they consider it to be in the best interests of Test Valley Brass to do so.
- 7.9 The Committee must promptly notify each Candidate whether their application has been accepted or refused



## **7.10 Termination of Membership**

An individual's membership of Test Valley Brass will terminate if:

- (a) the Member dies;
- (b) the Member resigns by written notice to the membership Secretary;
- (c) any sum due from the Member to Test Valley Brass is not paid in full within six months of it falling due, unless the Committee determines otherwise;
- (d) the Committee so determines on the grounds that:
  - i the Member has committed a serious breach, or persistent breaches, of this constitution, the Band Rules or its policies and procedures;
  - ii it is otherwise in the best interests of Test Valley Brass that the individual's membership should be terminated.

7.11 A resolution to terminate an individual's membership may be considered by the Committee only if the Member has been given at least three weeks' notice [in writing] that such resolution is to be proposed at a Committee meeting, identifying the reasons for the proposed termination, and the Committee must consider fairly and properly any representations made by or on behalf of the Member in response. Once such notice has been given, the Member may not attend band practices or other Test Valley Brass events unless and until the Committee resolves that the individual's membership should not be terminated. The Committee must promptly notify the Member in writing of its decision.

## **7.12 Subscriptions**

All members must pay a monthly subscription. The amount of the monthly subscription shall be determined as set out below, and payment must be made at the time and in the manner specified in the Band Rules.

7.13 The Committee shall propose the amount of the monthly subscription to be paid by Members (which may be different amounts for Junior Members and Adult Members) for approval:

- a) by the committee; and then
- b) by the Members at the annual general meeting.

- 7.14 If the amount proposed by the Committee is not approved by Trustees, the Trustees may:
- a) request the Committee to submit a revised proposal; or
  - b) propose an alternative amount for approval by the Members at the annual general meeting,
- 7.15 If the amount proposed at the annual general meeting is not approved:
- (a) the Committee, with the agreement of the Trustees, may put a revised proposal to that same general meeting or another general meeting convened for a date not more than six weeks after the annual general meeting;
  - (b) if a revised proposal is not agreed in accordance with clause 7.13(b) the amount of the annual subscription to be paid by Members shall be the same as for the preceding year.
- 7.16 Social membership subscriptions will be half the figure set for general membership.

## **8. General Meeting**

- 8.1 Test Valley Brass must hold a general meeting each year and not more than fifteen months may elapse between successive annual general meetings.
- 8.2 The Trustees or, with the agreement of the Trustees, the Committee may call a general meeting at any time by directing the Secretary to give notice of a general meeting to Members in accordance with this constitution.
- 8.3 The Trustees must call a general meeting if requested to do so in writing by at least ten Members. The request must state the nature of the business that is to be transacted at the meeting. If the Trustees fail to call a meeting for a date not more than six weeks after the date of the request, the Members may proceed to call a general meeting themselves, but in doing so they must comply with the provisions of this constitution.

### **8.4 Notice**

- The minimum notice period for any general meeting is fourteen clear days from the date on which notice of the meeting is deemed to have been given under this constitution. If the business to be transacted at the meeting includes any amendment to this constitution, the minimum period of notice is twenty-eight clear days.
- 8.5 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- 8.6 Notice of a general meeting must be given to the Members, the Trustees and the Committee Members.

## **8.7 Quorum**

No business shall be transacted at any general meeting unless a quorum is present.

8.8 A quorum is;

- (a) ten Members entitled to vote upon the business to be conducted at the meeting; or
- (b) 25% of the total membership at the time, whichever is the greater.

8.9 If:

- a. a quorum is not present half an hour after the time at which the meeting is due to start; or
- b. during a meeting a quorum ceases to be present,  
the meeting shall be adjourned to such time and place as the Secretary shall determine.

8.10 The Secretary must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting specifying the date, time and place of the meeting.

8.11 If no quorum is present fifteen minutes after the time specified for the start of the re-convened meeting, the Members present at that time shall constitute the quorum for that meeting.

## **8.12 Chair**

General meetings shall be chaired by the Committee Chair.

8.13 If the Committee Chair is not present fifteen minutes after the time at which the meeting is due to start, the Committee may nominate any member of the Committee to chair the meeting. If only one such person is present and willing to act, he or she shall chair the meeting.

8.14 If no member of the Committee and no Trustee is present and willing to chair the meeting fifteen minutes after the time at which the meeting is due to start:

- (a) if the meeting has been called pursuant to clause 8.3 (either on a Members' requisition or by the Members themselves), the Members present and entitled to vote may choose one of their number to chair the meeting; or
- (b) in any other case, the meeting shall be adjourned to such time and place as the

Secretary shall determine.

- 8.15 If the meeting is adjourned under clause 8.14(b), the Secretary must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting specifying the date, time and place of the meeting.
- 8.16 If no member of the Committee and no Trustee is present and willing to chair the re-convened meeting fifteen minutes after the time at which the meeting is due to start, the Members present and entitled to vote must choose one of their number to chair the re-convened meeting.

### **8.17 Adjournments**

The Members present at a meeting may resolve that the meeting shall be adjourned.

- 8.18 The person who is chairing the meeting must decide the date, time and place at which meeting is to be re-convened, unless those details are specified in the resolution.
- 8.19 No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the original meeting had the adjournment not taken place.
- 8.20 If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

### **8.21 Votes**

Each Member shall have one vote, *but subject to clauses 8.22*

- 8.22 A Member shall be entitled to vote at a general meeting only if he or she is fully up to date with payment of subscriptions
- 8.23 No Junior Member shall be entitled to exercise his or her vote in person, but must instead nominate a parent, guardian or other responsible adult to exercise the Junior Member's vote on his or her behalf.
- 8.24 A resolution is passed if a majority of the Members present at the meeting and entitled to vote on the resolution vote in favour, provided that a vote on a resolution to amend this constitution is passed only if not less than two-thirds of the members present at the meeting and entitled to vote on the resolution vote in favour.

## **9. Trustees**

### **9.1 Role of Trustees**

The trustees of Test Valley Brass (the “Trustees”) are responsible for the management and administration of Test Valley Brass and its property.

9.2 The Trustees must notify the Charities Commission promptly of any changes to Test Valley Brass’s entry on the Central Register of Charities.

### **9.3 Number of Trustees**

Test Valley Brass shall at all times have no fewer than two and no more than six Trustees. If at any time the number of Trustees falls below two, the Secretary shall promptly call a general meeting for the purpose of filling the vacancy.

### **9.4 Appointment and Retirement of Trustees**

The Trustees shall be appointed by resolution of the Members in general meeting.

9.5 To be eligible for appointment as a Trustee, a person must:

- (a) be at least 16 years of age;
- (b) support the aims and objects of Test Valley Brass and be willing to act;
- (c) have been proposed for appointment by at least two Members of Test Valley Brass by written notice to the Secretary; and
- (d) not be disqualified from acting under the provisions of clause 9.8.

9.6 A Trustee may, but does not have to, be a Member.

9.7 Each Trustee shall retire after three years service, but may seek re- appointment at a general meeting.

9.8 A trustee may not hold the position of Chair Person (Chair of the Committee), secretary or treasurer for as long as they hold the office of Trustee.

## **9.8 Disqualification and Removal of Trustees**

A Trustee shall cease to hold office if he or she:

- (a) is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (c) resigns as a Trustee by notice to Test Valley Brass (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- (d) is absent from meetings of Trustees for a period of six consecutive months and the other Trustees resolve that his or her office be vacated.

## **9.9 Powers of Trustees**

In furtherance of the Objects, but not otherwise, the Trustees may exercise the following powers:

- (a) power to raise funds and to invite and receive contributions, provided that in raising funds the Trustees shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (b) power to buy, take on, lease or in exchange, hire or otherwise acquire any property necessary for the achievement of the Objects and to maintain and equip it for use;
- (c) power, subject to any consents required by law, to sell, lease or dispose of all or any part of the property of Test Valley Brass;
- (d) power, subject to any consents required by law, to borrow money and to charge all or any part of the property of Test Valley Brass as security for repayment of the money so borrowed;
- (e) power to employ such staff (who shall not be Trustees) 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;
- (f) 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 advise with them;
- (g) power to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;

- (h) power to appoint and constitute such advisory committees as the Trustees may think fit;
- (i) power to do all such other lawful things as are necessary for the achievement of the Objects.

9.10 In particular, but without limitation, the Trustees shall be empowered to buy, sell or exchange any music and/or musical instrument and/or other appropriate equipment and/or uniform in order to fulfil the Objects of Test Valley Brass.

### **9.11 Trustee Decisions**

The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.

- 9.12 The Trustees shall meet at least four times each year. Each Committee Member is entitled to receive notice of, attend and speak at meetings of Trustees, but (for the avoidance of doubt) may not vote unless he or she is also a Trustee.
- 9.13 Any Trustee may call a meeting of Trustees by giving notice to each of the other Trustees and to each Committee Member, specifying the date, time and place of the meeting and the business to be discussed. At least one week's notice must be given, unless all Trustees and a majority of Committee Members agree that the meeting may be held on shorter notice.
- 9.14 The quorum for a meeting of Trustees shall be two Trustees present in person or by telephone and eligible to vote on the relevant resolution. If a quorum is not present 15 minutes after the time at which the meeting is due to start, the meeting shall be adjourned and those Trustees present shall reconvene the meeting for an alternative date. If a quorum is not present 15 minutes after the time at which the reconvened meeting is due to start, those Trustees then present shall form a quorum for that meeting.
- 9.15 If the number of Trustees is at any time less than two, the continuing Trustee may act only for the purpose of calling a general meeting to fill the vacancy.
- 9.16 The Trustees may elect one of their number to chair meetings of the Trustees (the "Chair of Trustees"). If the Chair of Trustees is not present 15 minutes after the time at which the meeting is due to start, the Trustees present may elect one of their number to chair the meeting.
- 9.17 Each Trustee shall have one vote on any matter to be decided by the Trustees, provided that a Trustee shall not be eligible to vote on a resolution relating to any matter in which he or she has a personal interest or other conflict of interests. A resolution of the Trustees shall be passed if a majority of Trustees at the meeting and eligible to vote on the resolution vote in favour.



- 9.18 A resolution in writing signed by all Trustees eligible to vote on that resolution shall be as effective as a resolution passed at a meeting of Trustees, and may consist of a number of separate documents in the same form each signed by one or more Trustees.

## 9.19 Delegation

- a. The Trustees may, by unanimous decision, delegate any of their powers or functions to any person or persons (including the Committee), but the terms of any such delegation must be recorded in writing. Any such delegation may be made subject to such conditions or limitations as the Trustees see fit, and may be revoked or altered by the Trustees at any time.

# 10 The Committee

## 10.1 Role of the Committee

- 10.1 The Trustees hereby delegate the day to day management, administration and operation of the bands comprising Test Valley Brass (including the Trustees' powers under clause 9.10) to a committee of Members (the "Committee").
- 10.2 The Committee is empowered to take all decisions relating to the usual and ordinary management, administration and operation of the bands, and to implement those decisions (which may involve spending money), provided that:
- (a) the Committee shall keep the Trustees properly and regularly informed, and shall report on its activities to the Trustees no less than quarterly;
  - (b) the Trustees remain ultimately responsible for setting the strategic direction of Test Valley Brass, and any strategic proposal requires prior discussion with, and prior approval of, the Trustees; and
  - (c) the Trustees remain ultimately responsible for the financial management of Test Valley Brass, and any expenditure, or series of related expenditures, in excess of £1,000 requires the prior approval of the Trustees. The Committee must not incur, or agree to incur, any expenditure that is in excess of the resources of Test Valley Brass, taking into account any prospective and contingent liabilities.
- 10.3 The Trustees shall review the scope of the Committee's delegated powers regularly and at least once a year. The Trustees may at any time by resolution of the Trustees revoke or alter the Committee's delegated powers in such manner, or make the Committee's delegated powers subject to such conditions or limitations, as the





Trustees think fit. The Trustees must promptly notify the Committee Members in writing if any such resolution is passed.

- 10.4 Trustees are entitled and encouraged to attend committee meetings, but where they do solely as a trustee and not within another committee role, will not normally have voting rights on the committee. In the event of a vote being evenly split, trustees present may cast one vote each.

#### **10.5 Composition of the Committee**

The Committee shall comprise:

- (a) The Committee Chair;
- (b) The Secretary;
- (c) The Treasurer;
- (d) The Membership Secretary;
- (e) The Welfare Officer (Safeguarding);
- (f) The Health & Safety Officer
- (g) The Instrument Manager
- (h) The Engagement Secretary
- (i) One or more Band Representatives (if appointed under clause 10.12)

The above comprise the Core Committee. In addition:

- (j) The Musical Director / Principal Conductors of each TVB band, and any other person appointed under clause 10.13

- 10.6 A Committee Member will be a Trustee only if separately appointed as such under clause 9.4

#### **10.7 Appointment and retirement of Core Committee Members**

The Core Committee Members shall be appointed by resolution of the Members at



each general meeting, and shall hold office until the following annual general meeting.

- 10.8 To be eligible for appointment as a Core Committee Member, a person must:
- (a) be at least 16 years of age;
  - (b) be a Member;
  - (c) be willing to act;
  - (d) have been proposed for appointment by at least two Members of Test Valley Brass by written notice to the Secretary delivered at least 24 hours before the start of the relevant general meeting; and
  - (e) not be disqualified from acting under the provisions of clause 10.14.
  - (f) in the case of the position of chairperson, treasurer or secretary, must not be a trustee of TVB.
- 10.9 Each Core Committee Member shall retire at each annual general meeting, but may seek re-appointment.
- 10.10 If any Core Committee Member tenders his or her resignation during his or her period of appointment, the Secretary shall call a general meeting for the purpose of filling the vacancy.

#### **10.11 Band Representatives**

Where Test Valley Brass comprises more than one band at any given time, each band shall be entitled to have an equal number of Core Committee Members.

- 10.12 At any general meeting where Core Committee Members are to be appointed, the meeting shall first appoint Members to the offices of Committee Chair, Secretary and Treasurer, who shall each identify themselves as representatives of a particular band. Subject to clause 10.6, the members of any band that is underrepresented may (but do not have to) then appoint further persons as Core Committee Members (the "Band Representatives") to achieve equality of representation. Only members of the relevant band shall be entitled to vote on a resolution to appoint a Band Representative.

#### **10.13 Additional Committee Members**

Subject to clause 10.6, the Core Committee Members may, by majority decision, appoint any person (who need not be a Member) who has, in the reasonable opinion of the Trustees, skills or expertise beneficial to Test Valley Brass as an additional Committee Member. This may include the appointment of a Musical Director for Test Valley Brass, and principal conductors for each of the current bands.



#### **10.14 Disqualification and Removal of Committee Members**

A Committee Member shall cease to hold office if he or she:

- (a) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (b) resigns by notice to Test Valley Brass; or
- (c) is absent from Committee meetings for a period of six consecutive months and the other Committee Members resolve that his or her office be vacated,

or if the Trustees resolve that he or she should be removed from office.

10.15 The Core Committee Members may, by majority decision, remove any Additional Committee Member from office.

#### **10.16 Committee Decisions**

The Committee may regulate its proceedings as it thinks fit, subject to the provisions of this constitution.

10.17 The Committee shall meet at least six times each year, and the Secretary shall be responsible for ensuring that these meetings are called.

10.18 Any Committee Member may call a Committee meeting by giving notice to the other Committee Members, specifying the date, time and place of the meeting and the business to be discussed. At least one week's notice must be given, unless all Committee Members agree that the meeting may be held on shorter notice.

10.19 The quorum for a Committee meeting shall be three Committee Members present in person or by telephone and eligible to vote on the relevant resolution. If a quorum is not present 15 minutes after the time at which the meeting is due to start, the meeting shall be adjourned and those Committee Members present shall reconvene the meeting for an alternative date. If a quorum is not present 15 minutes after the time at which the reconvened meeting is due to start, those Committee Members then present shall form a quorum for that meeting.

10.20 If the number of Committee Members is at any time less than the number fixed as the quorum, the Committee may act only for the purpose of filling vacancies or of calling a general meeting.

10.21 Committee meetings shall be chaired by the Committee Chair. If the Committee Chair is not present 15 minutes after the time at which the meeting is due to start, the Committee Members present may elect any Committee Member to chair the meeting.

10.22 Each Committee Member shall have one vote on any matter to be decided by the Committee, provided that a Committee Member shall not be eligible to vote on a resolution relating to any matter in which he or she has a personal interest or other



conflict of interests. A resolution of the Committee shall be passed if a majority of Committee Members at the Committee meeting and eligible to vote on the resolution vote in favour. If there are an equal number of votes, the chair of the meeting shall have a second, or casting, vote.

10.23 A resolution in writing signed by all Committee Members eligible to vote on that resolution shall be as effective as a resolution passed at a Committee meeting, and may consist of a number of separate documents in the same form each signed by one or more Committee Members.

#### **10.24 Band Rules**

The Committee may, with the agreement of the Trustees, from time to time by resolution make, or modify, rules (the "Band Rules") governing:

- (a) instrumentation and playing standards;
- (b) attendance at practices, concerts and other Test Valley Brass events;
- (c) concert dress or band uniform;
- (d) the process, manner and frequency for payment of subscriptions;
- (e) the conduct of Members of Test Valley Brass in relation to one another;
- (f) the purchase or loan of instruments, music and other equipment; and
- (g) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association such as Test Valley Brass.

10.25 Nothing in the Band Rules shall be inconsistent with, or shall affect or repeal anything contained in, this constitution

10.26 The Committee must adopt such means as they think sufficient to bring the Band Rules and any amendments to the notice of Members of Test Valley Brass.

10.27 Test Valley Brass in general meeting has the power to alter, add to or repeal the Band Rules.



## 11 Minutes

The Secretary must keep minutes of all:

- (a) appointments of Trustees and Committee Members;
- (b) proceedings at meetings of Test Valley Brass;
- (c) proceedings at meetings of Trustees; and
- (d) proceedings at Committee meetings,

including the names of the persons present at the meeting, the decisions made and/or resolutions passed and, where appropriate, the reasons for the decisions.

## 12 Irregularities in Proceedings

12.1 Subject to clause 12.2, all acts by the Trustees or the Committee shall be valid notwithstanding the participation in any vote of a Trustee or Committee Member:

- (a) who was disqualified from holding office;
- (b) who had previously resigned or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without:

- (a) the vote of that Trustee or Committee Member; and
- (b) that Trustee or Committee Member being counted in the quorum,

the decision would still have been validly taken in accordance with this constitution.

12.2 Clause 12.1 does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees if the resolution would otherwise have been void.

12.3 No resolution or act of

- (a) the Trustees;
- (b) the Committee; or
- (c) Test Valley Brass in general meeting,



shall be invalidated by reason of the failure to give notice to any Trustee, Committee Member or Member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a Member or the beneficiaries of Test Valley Brass.

## 13 Financial Matters

### 13.1 Bank Account

The Treasurer shall ensure that all money received by Test Valley Brass is paid into a bank account in the name of Test Valley Brass.

- 13.2 All expenses must be approved in advance by the Committee, two signatories nominated by the committee who, subject to clause 10.2(c), may authorise the treasurer or any other person to make payment on behalf of Test Valley Brass.

#### Annual Report and Return and Accounts

- 13.3 The Trustees must comply with their obligations under the Charities Act 1993 with regard to:

- (a) the keeping of accounting records for Test Valley Brass;
- (b) the preparation of annual statements of account for Test Valley Brass and their transmission to the Commission;
- (c) the preparation of an annual report and its transmission to the Commission; and
- (d) the preparation of an annual return and its transmission to the Commission.

- 13.4 Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Charity Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

- 13.5 The Trustees may delegate the keeping of accounting records for Test Valley Brass to the Treasurer, who shall provide copies of all such records to the Trustees on request.

## 14 Notices

- 14.1 Any notice required by this constitution to be given to or by any person must be in writing, and either:

- (a) delivered by hand;



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- (b) sent by post in a prepaid envelope to their home address;
- (c) sent by email to an email address notified by them to the Membership Secretary for that purpose.

and a notice given by one of these methods shall be deemed to have been delivered on the second day after the day on which it is sent or published. Notice of meetings of Trustees and of Committee meetings may also be given by telephone.

14.2 Notices will be sent to the Member's last recorded address, or email address, and it is the responsibility of each Member to notify the Secretary of any change or to update their own record on the membership database. A Member who does not register a postal or email address with Test Valley Brass or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from Test Valley Brass.

14.3 A person present at any meeting of Test Valley Brass shall be deemed to have received notice of the meeting and of the purposes for which it was called.

**SIGNATURES**

*Original signed document in custody of Band Secretary.*