



Sevenoaks and Tonbridge Band Constitution

Adopted on 10 November 2017

PART 1

1. Adoption of the constitution

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2. Name

The association's name is the Sevenoaks and Tonbridge Band (and in this document it is called the band).

3. Objects

- (1) To advance, improve, develop and maintain public education in and appreciation of the art of music by any means the trustees see fit, including through the presentation of public concerts.
- (2) Such charitable purposes for the public benefit as are exclusively charitable according to the laws of England and Wales as the trustees may from time to time determine.

4. Application of income and property

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

5. Benefits and payments to band trustees and connected persons

- (1) No band trustee or connected person may:
 - (a) buy or receive any goods or services from the band on terms preferential to those applicable to members of the public;
 - (b) sell goods, services or any interest in land to the band;
 - (c) be employed by, or receive any remuneration from, the band;
 - (d) receive any other financial benefit from the band; unless the payment is permitted by sub-clause (2) of this clause.
- (2) A band trustee or connected person may take part in the normal performing and fundraising activities of the band on the same terms as members of the public.

- (3) In sub-clause (2) of this clause:
- (a) 'the charity' includes any company in which the charity:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more trustees to the board of the company.
 - (b) 'connected person' includes any person within the definition set out in clause 26 (Interpretation).

6. Dissolution

- (1) If the members resolve to dissolve the band the trustees will remain in office as band trustees and be responsible for winding up the affairs of the band in accordance with this clause.
- (2) The trustees must collect in all the assets of the band and must pay or make provision for all the liabilities of the band.
- (3) The trustees must apply any remaining property or money by transfer to any charity or charities for purposes the same as or similar to the band, agreed by resolution of a majority of the trustees.
- (4) In no circumstances shall the net assets of the band be paid to or distributed among the members of the band.
- (5) The trustees must notify the Commission promptly that the band has been dissolved. If the trustees are obliged to send the band's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the band's final accounts.

7. Amendment of constitution

- (1) The band may amend any provision contained in Part 1 of this constitution provided that:
 - (a) no amendment may be made that would have the effect of making the band cease to be a charity at law;
 - (b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the band;
 - (c) no amendment may be made to clause 3 (Objects), clause 4 (Application of income and property), clause 5 (Benefits and payments to band trustees and connected persons), clause 6 (Dissolution) or this clause without the prior consent in writing of the Commission;
 - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (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

8. Membership

- (1) Membership is open to any person who is approved by the trustees and who agrees to be bound by any rules made under clause 25 below.
- (2) The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the band, when the trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (3) The trustees must keep a register of names and addresses of the members.
- (4) Membership is terminated if the member resigns, fails to pay their annual subscription or dies.
- (5) A member may be removed by a resolution of the trustees that it is in the best interests of the band that their membership is terminated. 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 trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option 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.

9. General meetings

- (1) The band must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called special general meetings.
- (4) The trustees may call a special general meeting at any time.
- (5) The trustees must call a special general meeting if requested to do so in writing by at least one tenth of the membership of either the Concert Band or the Training Band. The request must state the nature of the business that is to be discussed. If the trustees fail to call the meeting within twenty-eight days of the request, the members may proceed to hold a special general meeting, but in doing so they must comply with the provisions of this constitution.

10. Notice

- (1) The minimum period of notice required to hold any general meeting of the band is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (3) 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.
- (4) The notice must be given to all the members and to the trustees.

11. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
 - (a) one tenth of the total membership at the time; and

- (b) three trustees.
- (3) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present,the meeting shall be adjourned to such time and place as the trustees shall determine.
- (4) The trustees must re-convene the meeting and must give at least seven clear 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 fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

12. Chair

- (1) General meetings shall be chaired by the person who has been elected as Chair.
- (2) If there is no such person or they are not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
- (3) If there is only one trustee present and willing to act, they shall chair the meeting.
- (4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

13. Votes

Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

14. Officers and trustees

- (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 trustees of the band and in this constitution are together called 'the trustees'
- (2) The band shall have the following officers:
 - (a) A Chair,
 - (b) A Secretary,
 - (c) A Treasurer,
 - (d) A Concert Band Representative
 - (e) A Training Band Representative
- (3) A trustee must be a member of the band.
- (4) No one may be appointed a trustee if they would be disqualified from acting under the provisions of clause 19.
- (5) The number of trustees shall be not less than three but (unless otherwise determined by a resolution of the band in general meeting) shall not be subject to any maximum.
- (6) The first trustees (including officers) shall be those persons elected as trustees and officers at the meeting at which this constitution is adopted.
- (7) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

15. Appointment of trustees

- (1) The band in general meeting shall elect the officers and the other trustees.
- (2) The trustees may appoint any person who is willing to act as a trustee. Subject to sub-clause (6) of this clause, they may also appoint trustees to act as officers.
- (3) Each of the trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election to the same post at that annual general meeting for a maximum of three consecutive years.
- (4) No-one may be elected a trustee or an officer at any annual general meeting unless prior to the meeting the band is given a notice that:
 - (a) is submitted in writing to the Secretary not less than seven days before the annual general meeting;
 - (b) is signed by two members entitled to vote at the meeting;
 - (c) states the members' intention to propose the appointment of a person as a trustee or as an officer;
 - (d) is signed by the person who is to be proposed to show their willingness to be appointed.
- (5) The appointment of a trustee, whether by the band in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed in accordance with this constitution as the maximum number of trustees.
- (6) The trustees may not appoint a person to be an officer if another person has already been elected or appointed to that office and has not vacated the office.

16. Powers of trustees

- (1) The trustees must manage the business of the band and have the following powers in order to further the objects (but not for any other purpose):
 - (a) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - (b) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (c) to collaborate with any other charity formed for any of the objects;
 - (d) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (e) to obtain and pay for such goods and services as are necessary for carrying out the work of the band;
 - (f) to open and operate such bank and other accounts as the trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - (g) to do all such other lawful things as are necessary for the achievement of the objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

17. Disqualification and removal of trustees

A trustee shall cease to hold office if they:

- (1) are disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (2) cease to be a member of the band;
- (3) resign as a trustee by notice to the band (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (4) are absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

18. Proceedings of trustees

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any trustee may call a meeting of the trustees.
- (3) The Secretary must call a meeting of the trustees if requested to do so by a trustee.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be three, which must include any two of the Chair, Secretary or Treasurer.
- (8) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- (9) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the Chair shall chair meetings of the trustees.
- (11) If the Chair is absent, the trustees present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.
- (13) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form, each signed by one or more trustees.

19. Conflicts of interests and conflicts of loyalties

A band trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the band or in any transaction or arrangement entered into by the band which has not been previously declared; and
- (2) absent themselves from any discussions of the band trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the band and any personal interest (including but not limited to any personal financial interest). Any band trustee absenting themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the band trustees on the matter.

20. Delegation

- (1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be minuted.
- (2) The trustees may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the band except in accordance with a budget previously agreed with the trustees.
- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

21. Minutes

The trustees must keep minutes of all:

- (1) appointments of officers and trustees made by the trustees;
- (2) proceedings at meetings of the band; and
- (3) meetings of the trustees and committees of trustees including:
 - (a) the names of the trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

22. Accounts, Annual Report, Annual Return

- (1) The trustees must comply with their obligations under the Charities Act 2011 with regard to:
 - (a) the keeping of accounting records for the band;
 - (b) the preparation of annual statements of account for the band;
 - (c) the transmission of the statements of account to the Commission;
 - (d) the preparation of an Annual Report and its transmission to the Commission;
 - (e) the preparation of an Annual Return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

23. Registered particulars

The trustees must notify the Commission promptly of any changes to the band's entry on the Central Register of Charities.

24. Insurance

The trustees must insure suitably in respect of public liability.

25. Rules

- (1) The trustees may from time to time make rules for the conduct of the band's affairs.
- (2) The bye-laws may regulate the following matters but are not restricted to them:

- (a) the admission of members of the band, the rights and privileges of such members, and the subscriptions and other fees or payments to be made by members;
 - (b) the appointment of the Musical Director and Training Band Conductor, and the periodic review of these appointments;
 - (c) uniform policies and uniform loan arrangements;
 - (d) the conduct of members of the band in relation to one another;
 - (e) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;
 - (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The band in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the band.
- (5) 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.

26. Interpretation

In this constitution 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (2) the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled:
 - (a) by the trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-clause (4)(a), when taken together
- (5) a body corporate in which the band trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest.
- (6) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

27. Signatures

Name	Signature	Name	Signature
Chair Andrew Smith		Concert Band Representative Alison MacFadyen	
Secretary Dawn Hollis		Training Band Representative Andrew Fox	
Treasurer James Orr			