**Cadbury Wind Band Constitution**

1. **Name**

The name of the Organisation is Cadbury Wind Band

1. **Objects**

The aim of the Organisation is:

To promote opportunities for local musicians and to educate the public in the art of wind band music in all aspects, and to further the development of public appreciation of the said art by presentation of public concerts and other public performances.

1. **Area of Benefit**

The area of benefit of the Organisation is the former County of Avon, now the local authority areas of Bath & North East Somerset, Bristol, North Somerset and South Gloucestershire.

1. **Powers**

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

1. Power to raise funds and to invite and receive contributions;
2. Power to buy or lease and to maintain any equipment or materials necessary for the achievement of the objects;
3. 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;
4. Power to sell, lease or dispose of all or any part of the property of the organisation;
5. Power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects;
6. Power to publish books, periodicals, pamphlets and other materials in printed, recorded or electronic format, and to hold intellectual property rights in any such material;
7. Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects and to exchange information and advice with them;
8. Power to appoint and constitute such advisory committees as the Executive Committee may think fit;
9. Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
10. Power to do all such other lawful things as are necessary for the achievement of the objects;
11. Power to deposit or invest funds in any lawful manner.
12. **Membership**
13. **Full membership**: this will be open to any musician/player aged 18 years and over who has paid the subscription laid down from time to time by the Executive Committee and who lives or works in the area of benefit. These members will have the right to attend and speak at General meetings and stand for election to the Executive Committee.
14. **Full non-player membership**: this will be open to any non-player/musician aged 18 years and over, who has paid the subscription laid down from time to time by the Executive Committee and lives works in the area of benefit and is interested in furthering the objects of the organisation. These members will have the right to attend and speak at General meetings and stand for election to the Executive Committee.
15. **Junior membership**: this will be open to any player/musician who is aged between 10-17 years (inclusive), who has paid the Junior subscription laid down from time to time by the Executive Committee and who lives in the area of benefit. Junior members have the right to attend and speak at General Meetings but do not have the right to vote or stand for election to the Executive Committee.
16. Every full member and full non-player member shall have one vote.
17. **Termination of membership**: The Executive Committee may terminate the membership of any individual whose continued membership would in the reasonable view of the Committee be harmful to the organisation (but only after notifying the member concerned in writing and considering the matter in the light of any written statement). The decision of the Committee must be by a two-thirds majority (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).
18. **Benefits to members**
19. The property and funds of the Organisation must be used only for promoting the Objects and do not belong to the members of the Organisation or the Executive Committee
20. No Committee member may receive any payment of money or other material benefit (whether direct or indirect) from the Organisation except:
21. reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Organisation
22. interest at a reasonable rate on money lent to the Organisation
23. a reasonable rent or hiring fee for property let or hired to the Organisation
24. Whenever an Executive Committee member has a personal interest in a matter to be discussed at a Committee meeting, the Executive Committee member must:
25. declare an interest before discussion begins on the matter
26. withdraw from that part of the meeting unless expressly invited to remain in order to provide information
27. not be counted in the quorum for that part of the meeting
28. withdraw during the vote and have no vote on the matter
29. Any trust corporation which is appointed as a holding trustee or any nominee for the Organisation may be paid reasonable fees
30. Funds which are not required for immediate use or which will be required for use at a future date must be placed on deposit or invested until needed
31. Investments and other property of the Organisation may be held:
32. in the names of the Executive Committee members for the time being (or in the name of the Committee if incorporated under the Charities Act 1993)
33. in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Executive Committee or of a financial expert acting on their instructions
34. in the name of at least two and up to four holding trustees for the Organisation who must be appointed (and may be removed) by a resolution of the Executive Committee.
35. in the name of a trust corporation as a holding trustee for the Organisation, which must be appointed (and may be removed) by deed executed by the Executive Committee
36. in the case of land, by the Official Custodian for Charities under an order of the Commission or the Court.
37. **Honorary Officers**

At the annual general meeting of the Organisation the members eligible to vote shall elect from amongst themselves a chairperson, secretary and a treasurer, who shall hold office from the conclusion of that meeting.

1. **Executive Committee**

The Executive Committee members have control of the Organisation, its property and funds.

The Executive Committee shall consist of:

1. The honorary officers specified in the preceding clause.
2. Not less than 3 and not more than 6 members, elected from the annual general meeting who shall hold office from the conclusion of that meeting.
3. 2 non-voting consultant observers, chosen from the Junior Membership by the Junior Members themselves, will be entitled to attend meetings of the Executive Committee.
4. All the members of the Executive Committee shall retire from office together at the end of the Annual General Meeting next after the date on which they came into office. They may be re-elected or re-appointed.
5. **Meetings and Proceedings of Executive Committee**
6. The Executive Committee shall hold at least three meetings each year.
7. If the chairman is absent from any meeting, the members of the committee present shall choose one of their number to be chairman before any other business is transacted.
8. There shall be a quorum when four members of the Executive Committee are present at a meeting.
9. Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairperson of the meeting shall have a second or casting vote.
10. The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-committee.
11. **Annual General Meetings**
12. An annual general meeting shall be called once a year, not later than the 31st October.
13. Every annual general meeting shall be called by the Executive Committee with at least 21 days’ notice in writing.
14. All members of the Organisation shall be entitled to attend the meeting.
15. All full members and full non-player members shall be entitled to vote at the meeting.
16. There shall be a quorum when at least 10% of the full members and full non-player members of the Organisation at the time or 10 full and full non-player members, whichever is the greater, are present at any general meeting.
17. The committee shall present to each AGM the report and accounts of the Organisation for the preceding year.
18. Nominations for election to the committee must be made by members of the Organisation in writing and must be in the hands of the secretary of the committee at least 14 days before the AGM. Should nominations exceed vacancies, an election shall be held.
19. Junior members will be able to elect two representatives under the age of 18 to attend committee meetings as consultant observers.
20. The secretary or other person specially appointed by the committee shall keep a full record of proceedings.
21. **Emergency General Meetings**
22. Emergency General Meetings may be called by the Executive Committee on receipt of a proposal by four members of the Executive Committee or by at least 10% of the full members and full non-player members of the Organisation at the time or 10 voting members, whichever is the greater.
23. Proceedings of an Emergency General Meeting shall be in accordance with those of an Annual General Meeting.
24. The notice must state the business to be discussed.
25. **Safeguarding**

All concerns, allegations or reports of poor practice/abuse relating to the welfare of children and young people will be recorded and responded to swiftly in accordance with the Organisation’s Safeguarding Policy. The Organisation’s safeguarding officer is the lead contact for all members in the event of any safeguarding concerns (unless the safeguarding officer is the subject of the concerns in which case the concern should be raised with the Chairperson). Members reporting a safeguarding concern will be not be identified in any way to other members of the Organisation beyond those responding to the concern but they will be kept informed of the progress of the investigation and of the outcome and any actions taken.

1. **Health and Safety**

The Executive Committee is committed to providing a safe space for the Organisation to meet in. Any new venue will be assessed in advance by the Executive Committee for hazards and where necessary, control measures will be put in place.

Any current public guidance or rules (for example regarding response to pandemic or other outbreaks) will be followed.

All Members are expected to take reasonable precautions to keep themselves and other members free from harm.

The Executive Committee holds details of emergency contacts and medical conditions which have been provided by Members to facilitate a speedy response to emergencies. Where possible, a trained first aider will be present as part of the group.

1. **Equality and Diversity**

The Organisation is committed to the principles of equality and diversity and aims to create an environment in which neither band members, volunteers nor audience members experience discrimination or harassment on any grounds. Members are expected to cooperate with the Organisation to achieve this.

1. **Data Protection**

The Organisation holds data on current members and their emergency contacts. The data is held in order to facilitate communication (e mail addresses, telephone numbers), enable administration including financial administration (payment status) and to facilitate a swift response in the event of a medical emergency (emergency contact telephone numbers, details of medical conditions). The Organisation may also hold photographs of Members taken at public events and these may be published on websites or social media.

Members have given consent for their data to be held and processed as described above. Data is kept as up to date and accurate as possible and is stored securely.

The data of former Members will be securely disposed of when no longer legitimately required. If any current Member wishes their data to be withdrawn or does not give permission for their data to be included, then any such data will be securely disposed of.

1. **Accounts**
2. The Executive Committee shall present to the Annual General Meeting accounts and a report for the year ending on the 31st March. These accounts will be subject to an examination by an independent financial examination.
3. The Executive Committee shall maintain a bank account in the name of the Organisation as specified in clause 1.
4. All monies received from any source shall be paid into this bank account.
5. This bank account can be managed using business internet banking. Account signatories can have access to the account online. Online payments require authorisation by two signatories. Cheques must be signed by two signatories. The primary user of business internet banking can delegate online access to other members.
6. Any concerns which Members have about financial irregularities should be raised with the Chairperson for investigation (or if the Chairperson is the subject of the concern then with another member of the Executive Committee). Members raising a concern will be afforded anonymity and will be kept informed of the progress and outcome of the investigation into their concerns and any actions taken.
7. **Alterations to the Constitution**

The constitution may be altered by a resolution passed by not less than two thirds of the full members and full non-player members present and voting at the any General Meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

1. **Dissolution**

If the Executive Committee decides that it is necessary or advisable to dissolve the Organisation it shall call a meeting of all voting members of the organisation of which not less than 21 days notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have the power to realise any assets held by the Organisation. In the event of the Organisation 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 Organisation.

This constitution was adopted at a meeting held at , on (Date)

Signed: (Chairperson)

Signed: (Treasurer)

Signed: (Secretary)

Signed: (Executive Committee Member)

Signed: (Executive Committee Member)

Signed: (Executive Committee Member)

Witnessed by: (name)

Address:

**Cadbury Wind Band operates an Equal Opportunities Policy** (details contained in separate document)