

# **Rhyl Youth Marching Band**

## **Constitution**

*Adopted on the 19th day of February 2004*

*Note 1: Footnotes are for explanation only and do not form part of the Constitution*

*Note 2: Paragraphs marked ‡ are substantially in line with the Charity Commission Model Constitution*

### **A. NAME**

‡The name of the Association is ***Rhyl Youth Marching Band***<sup>1</sup>.

### **B. OBJECTS**

‡The Objects of the Association are:

- (1) To provide a facility for young and other persons<sup>2</sup> to participate in and improve their performance of live music, especially that of a wind band
- (2) To provide a facility for young and other persons to participate in and improve their performance of stylised movement to live music, especially that of a marching band
- (3) To provide on loan suitable instruments and clothing where appropriate for the above activities
- (4) To provide basic tuition<sup>3</sup> where appropriate for the above activities
- (5) To provide suitable premises where appropriate for the above activities
- (6) To promote the development of musical, movement and other personal skills by participation in concerts, competitions, parades and other activities
- (7) To promote the activities and aims of the Association by co-operating with schools and other organisations
- (8) To promote the activities and aims of the Association to the public at large

### **C. ADMINISTRATION**

- (1) ‡Subject to the matters set out below, the Association and its property shall be administered and managed in accordance with this Constitution by the members of the Executive Committee, constituted by clause I.
- (2) The day to day running of the Association shall be administered by the Honorary Officers, constituted by clause E.
- (3) The financial year for the Association shall commence on 1st January or a date determined from time to time by the Executive Committee.

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<sup>1</sup> Formerly Rhyl Scout And Guide Band.

<sup>2</sup> Primarily for young people (under 18), but also to encourage (and definitely not to exclude) older people since they generally improve the overall standard and learning experience of the younger members.

<sup>3</sup> Advanced tuition is the responsibility of the individual member.

## **D. MEMBERSHIP**

- (1) ‡Full Membership of the Association shall be open to any person over the age of 18 years interested in furthering the Objects and who has paid the subscription laid down from time to time by the Executive Committee.
- (2) Junior Membership of the Association shall be open to any person between the ages of 10 and 18 years interested in furthering the Objects and who has paid the subscription laid down from time to time by the Executive Committee. Junior Membership may be offered to a person under the age of 10 years only at the discretion of the Bandmaster.
- (3) Junior Members may nominate as a Proxy<sup>4</sup> to vote or stand for office on their behalf a person aged over 18 years interested in furthering the Objects and who need not be a member of the Association. A Proxy may not represent more than one Junior Member.
- (4) Members may join or leave at any time during the year and subscriptions will only be due in proportion to the period of actual membership.
- (5) At the Annual General Meeting of the Association the members may elect as Honorary Members a number of persons over the age of 18 years interested in furthering the Objects and who need not currently be members of the Association, but so that no-one may be so elected if, as a result, more than one-third<sup>5</sup> of the membership of the Association would be Honorary Members. Honorary Members may include but are not limited to persons having long-standing connections with the Association.
- (6) Elected Honorary Membership shall commence from the end of the meeting and shall cease at the end of the Annual General Meeting next after the date on which it was conferred but it may be renewed.
- (7) Honorary Membership shall be free of subscription<sup>6</sup>.
- (8) ‡Every Full Member, Honorary Member or Proxy shall have one vote.
- (9) ‡The Executive Committee may by unanimous vote and for good reason terminate or refuse the membership of any individual: provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

## **E. HONORARY OFFICERS**

At the Annual General Meeting of the Association the members shall elect a number of persons over the age of 18 years interested in furthering the Objects and who need not currently be members of the Association, who shall hold (unpaid) Honorary Office from the conclusion of that meeting. The Honorary Officers shall, as a minimum, be Bandmaster and Musical Director, and may include but are not limited to a President and other regular unpaid Instructors. Honorary Officers shall automatically be granted Honorary Membership of the Association for the duration of their appointment.

## **F. RESPONSIBILITIES OF THE BANDMASTER**

The Bandmaster is responsible for:

- (1) Discipline of members at practices and performances and at all times when members are wearing Association uniform or are otherwise representing the Association
- (2) Booking of performances and other activities

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<sup>4</sup> Normally a parent or guardian. Under 18s may not hold office and administer funds.

<sup>5</sup> The Executive Committee and Honorary Officers will automatically become Honorary Members. This clause may limit the election of additional Honorary Members.

<sup>6</sup> This will include the Executive Committee and Honorary Officers.

- (3) Engraving, display, safe keeping, and return of trophies
- (4) Purchase and maintenance of instruments, in consultation with the Musical Director
- (5) Purchase and maintenance of supplied clothing
- (6) Hire of venues and transportation
- (7) Arrangement of comprehensive and third party liability insurance

#### **G. RESPONSIBILITIES OF THE MUSICAL DIRECTOR**

The Musical Director is responsible for:

- (1) Selection and provision of appropriate music for all practices and performances
- (2) Assessment of the musical abilities of the members and their placement within the band
- (3) Provision of appropriate instrumental musical training
- (4) Development of musicianship of the members
- (5) Organisation and maintenance of a music library

#### **H. EXECUTIVE OFFICERS**

‡At the Annual General Meeting of the Association the members shall elect a Chairman, a Secretary and a Treasurer interested in furthering the Objects and who need not currently be members of the Association and who shall hold (unpaid) Executive Office from the conclusion of that meeting.

#### **I. EXECUTIVE COMMITTEE**

- (1) ‡The Executive Committee shall consist of not less than 5 members nor more than 7 members being:
  - (a) the Executive Officers specified in clause H;
  - (b) the Bandmaster and Musical Director specified in clause E;
  - (c) not more than 2 persons interested in furthering the Objects and who need not currently be members of the Association elected at the Annual General Meeting who shall hold office from the conclusion of that meeting
- (2) ‡The Executive Committee may in addition appoint not more than 3 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one-third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause M(1) and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- (3) ‡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 but they may be re-elected or re-appointed. Members of the Executive Committee shall automatically be granted Honorary Membership of the Association for the duration of their appointment.
- (4) ‡The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

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- (5) ‡Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of clause I(6).
- (6) ‡No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute file of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Association.

### **J. POWERS OF THE EXECUTIVE COMMITTEE**

‡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 provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (2) ‡power to buy, take on lease or in exchange any property<sup>7</sup> necessary for the achievement of the Objects and to maintain and equip them for use;
- (3) ‡power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Association;
- (4) ‡power subject to any consents required by law and to prior approval at a General Meeting of the Association to borrow money and to charge all or any part of the property of the Association with repayment of the money so borrowed;
- (5) ‡power to engage such self-employed professional instructors<sup>8</sup> (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the Objects;
- (6) ‡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;
- (7) ‡power to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (8) ‡power to appoint and constitute<sup>9</sup> such advisory committees<sup>10</sup> as the Executive Committee may think fit; in particular, there shall be a Band Committee representative of the wishes of the performing members of the Association;
- (9) power to appoint mid-term Honorary Members (including Honorary Officers if a position should be or become vacant) provided that such appointments shall not be renewed unless approved by the members at the following Annual General Meeting;
- (10) power to formulate and amend with immediate effect Rules for the day to day conduct of the Association provided that such Rules and amendments shall not be renewed unless approved by the members at the following Annual General Meeting;
- (11) ‡power to do all such other lawful things as are necessary for the achievement of the Objects.

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<sup>7</sup> Property includes goods as well as buildings.

<sup>8</sup> This is only expected to cover professional instrument tutors or 'workshop' instructors

<sup>9</sup> Not necessarily including any member of the Executive Committee

<sup>10</sup> For example, this may include a fund-raising committee with powers determined by the Executive Committee

**K. DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE**

‡A member of the Executive Committee shall cease to hold office if he or she:

- (1) ‡becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (2) ‡is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- (3) ‡notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

**L. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED**

- (1) ‡No member of the Executive Committee shall acquire any interest in property belonging to the Association (otherwise than as a trustee for the Association) or receive remuneration or be interested (otherwise than as a member of the Executive) in any contract entered into by the Executive Committee.

**M. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

- (1) ‡The Executive Committee shall hold at least four ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member or Honorary Member then not less than 21 days' notice must be given.
- (2) ‡The Chairman shall act as chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (3) ‡There shall be a quorum when at least one-third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- (4) ‡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 chairman of the meeting shall have a second or casting vote.
- (5) ‡The Executive Committee shall keep minutes, in a file kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- (6) ‡The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) ‡The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

**N. RECEIPTS AND EXPENDITURE**

- (1) ‡The funds of the Association, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Association at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- (2) ‡The funds belonging to the Association shall be applied only in furthering the Objects.

**O. PROPERTY**

- (1) ‡Subject to the provisions of sub-clause O(2) of this clause, the Executive Committee shall cause the title to:
  - (a) all land held by or in trust for the Association; and
  - (b) all investments held by or on behalf of the Association;to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.
- (2) ‡If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Association, the Executive Committee may permit any investments held by or in trust for the Association to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

**P. ACCOUNTS**

‡The Executive Committee shall comply with standard good practice with regard to:

- (1) the keeping of accounting records for the Association;
- (2) the preparation of annual statements of account for the Association; and
- (3) the auditing or independent examination of the statements of account of the Association;

**Q. ANNUAL REPORT**

‡The Executive Committee shall comply with standard good practice with regard to the preparation of an annual report.

## **R. ANNUAL GENERAL MEETING**

- (1) ‡There shall be an Annual General Meeting of the Association which shall be held in the month of April in each year or as soon as practicable thereafter.
- (2) ‡Every Annual General Meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of the Association. All the members of the Association shall be entitled to attend and vote at the meeting as defined in clause D(8).
- (3) ‡The Executive Committee shall present to each Annual General Meeting the report and accounts of the Association for the preceding year.
- (4) ‡Nominations for election to the Executive Committee, Honorary Officers and Honorary Members must be made in writing, signed by the proposer, seconder and the nominee (indicating a willingness to stand), and must be in the hands of the Secretary of the Executive Committee at least 14 days before the Annual General Meeting. Should nominations in any case exceed vacancies, election shall be by ballot. Unopposed nominations shall require approval by voting. Should advance nominations for any of the positions not be forthcoming or none of the nominees for a position be elected, verbal nominations for those positions only, duly seconded, of willing nominees may be made at the Annual General Meeting from among those present.

## **S. SPECIAL GENERAL MEETINGS**

‡The Executive Committee may call a Special General Meeting of the Association at any time. If at least ten members or one-fifth of the number of members of the Association for the time being, whichever is the smaller, request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

## **T. PROCEDURE AT GENERAL MEETINGS**

- (1) The Chairman of the Executive Committee shall be the chairman of the General Meeting, but if he or she is not present, the persons present shall appoint a chairman of the meeting before any other business is transacted.
- (2) ‡The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of the Association.
- (3) ‡The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of the Association.
- (4) ‡There shall be a quorum when at least one-fifth of the number of members of the Association for the time being or fifteen members of the Association, whichever is the greater, are present at any General Meeting.
- (5) Every matter shall be determined by a majority<sup>11</sup> of votes of the members of the Association present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.

## **U. NOTICES**

‡Any notice required to be served on any member of the Association shall be in writing and shall be served by the Secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

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<sup>11</sup> A minimum of 8 or 1/10 of the members if only a quorum is present.

**V. ALTERATIONS TO THE CONSTITUTION**

- (1) ‡Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two-thirds<sup>12</sup> of the members present and voting at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (2) ‡No amendment may be made which would have the effect of making the Association cease to be an Association at law.

**W. DISSOLUTION**

‡If the Executive Committee decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association, 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 power to realise any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other desirably charitable institution or institutions having objects similar to the Objects of the Association as the members of the Association may determine or failing that shall be applied for some other charitable purpose.

**X. ARRANGEMENTS UNTIL FIRST ANNUAL GENERAL MEETING**

‡Until the first Annual General Meeting takes place this Constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

‡This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed .....Helena Davies..... (Chairman)

Signed .....Jean Johnson..... (Secretary)

Signed .....Susan Sherriff..... (Treasurer)

Signed .....Jeff Johnson..... (Bandmaster)

Signed .....Nicholas Coope..... (Musical Director)

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<sup>12</sup> A minimum of 10 or 2/15 of the members if only a quorum is present.