

## **Irvine and Dreghorn Brass Constitution**

1. The operating title adopted by the organisation shall be “Irvine and Dreghorn Brass”, hereinafter called the Band.
2. The Band will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).
3. The Band will be a Charity with Charitable objectives that meet the following definitions:  
  
‘Charity’ shall mean a body in the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts.  
  
‘Charitable objectives’ means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.”
4. The principal office of the Band will be in Scotland (and must remain in Scotland).

### **Purpose and Objectives**

5. The Band has been formed to benefit the communities of Dreghorn, Irvine and the surrounding areas, and brass or percussion players within a commutable distance of the Band premises (the “Community”)
6. The Charitable objectives of the Band shall be:  
  
To advance the education of members of the Community in music and in particular brass band music.  
  
The provision of recreational facilities, instruments, premises and such necessary equipment; and the organisation of recreational activities, as to facilitate the tuition and playing of music, particularly that pertaining to brass bands.  
  
The advancement of the arts, heritage and culture through the provision of rehearsal, recording and public performance of brass band music.  
  
In furtherance thereof the Band shall seek:
  - a) To participate actively and be an effective influence in the cultural activities within the Community
  - b) To establish and maintain a Brass and Percussion training facility and centre of excellence in the Community
  - c) To use the Band premises for the benefit of the Community and for the promotion of musical education, appreciation and cultural development

d) To perform in such concerts, public performances and contests or competitions as are arranged or organised by the Management Committee.

## **Membership**

7. Membership shall be open to the following categories on the terms they have an interest in the furtherance of the objects as stated in this document, and they agree to be governed by its contents.
  - a) Full membership is available to any individual brass or percussion player aged sixteen years and over who are members of the Community. These members shall be eligible to a full vote at all member meetings and are eligible to be nominated to serve on the Management Committee.
  - b) Youth membership is available to any individual brass or percussion player under the age of sixteen years and over the age of twelve, who are members of the Community. These members shall be eligible to a full vote at all member meetings and are eligible to be nominated to serve on the Management Committee however cannot be nominated as Charity Trustees.
  - c) Community membership is available to any person or community group representative aged sixteen years and over who wish to assist in the furtherance of the objectives. These members shall be eligible to a full vote at all member meetings and are eligible to be nominated to serve on the Management Committee.
8. The Band shall have not fewer than 20 members at any time. In the event that membership falls below 20, the activities of the Band will cease save for those activities pursuant to increasing the membership such that it once more exceeds the minimum membership.
9. A person who becomes an employee of the SCIO after admission to membership shall automatically cease to be a member of the SCIO.
10. Should a person become a conductor (resident conductors or musical directors) of the Band after admission to membership, then they shall automatically cease to be a member of the SCIO.

## **Application for Membership**

11. All persons wishing to join the Band irrespective of membership type and irrespective whether it is in a playing or non-playing capacity shall submit a written application for membership in the form prescribed by the Management Committee.
12. The Management Committee may, at their discretion, refuse to admit any person to membership. Such discretion shall be used only when appropriate and reasonable in the circumstances.

13. The Management Committee shall consider each application for membership at the first appropriate meeting which is held after receipt of the application. The Secretary shall, within a reasonable time after the meeting, notify the applicant of their decision on the application, without any requirement to give any reason(s) for refusal.

### **Registration of Members**

14. The Secretary shall maintain a register of playing members and community members, setting out the full name and address of each member, the date on which they were admitted to membership and the date on which any person ceased to be a member.
15. The Secretary must ensure that the register of members is updated within 28 days of receiving notice of any change.
16. For each former member the register must set out, for at least six years from the date on they ceased to be a member:
  - a) their name; and
  - b) the date on which they ceased to be a member.
17. If a member or Charity Trustee of the Organisation requests a copy of the register of members, the Board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable. If the request is made by a member (rather than a Charity Trustee), the Board may provide a copy which has the addresses blanked out.

### **Liability of Members**

18. The members of the Band have no liability to pay any sums to help meet the debts (or other liabilities) of the Band if it is dissolved; accordingly, if the Band is unable to meet its debts the members will not be held responsible.
19. Subject to the terms of the Charities and Trustee Investment (Scotland) Act 2005 and without prejudice to any other indemnity, the Charity Trustees, the Management Committee, or member of any sub-committee and all employees of the Band may be indemnified out of the funds of the Organisation against any loss or liability (including the costs of defending successfully any court proceedings) which he, she or they may incur or sustain, in connection with or on behalf of the Band.
20. The members and Charity Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clauses 18 and 19 do not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

### **Withdrawal from Membership**

21. Any person who wishes to withdraw from membership shall notify the Secretary of their decision. On receipt of the notice by the Secretary, and once the Secretary is satisfied the member has returned any equipment belonging to the Band and settled any outstanding debts, they shall cease to be a member.

### **Expulsion from Membership**

22. Any person can be expelled from membership due to indiscipline, as covered further in this document, provided the following procedures have been observed:
  - a) At least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion.
  - b) The member concerned shall be entitled to be heard on the resolution at the meeting at which the resolution is proposed.

### **Termination/Transfer**

23. Membership shall cease on death.
24. A member may not transfer their membership to another person.
25. Membership will end if for three annual general meetings in a row the member has not attended or submitted apologies.

### **General Structure**

26. The structure of the Band shall consist of:
  - a) The MEMBERS – who have the right to attend the Annual General Meeting (and any general meeting) and have important powers under the constitution; in particular, the members elect people to serve on the Management Committee and take decisions in relation to changes to the constitution itself.
  - b) The MANAGEMENT COMMITTEE – who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Band; in particular, the Management Committee is responsible for the monitoring of the financial position of the Band.
27. For the purpose of clarification, the MEMBERS comprise of all Full, Youth and Community members of the Band. The Management Committee can be comprised of Full, Youth and Community members, however Youth members cannot be appointed in Charity Trustee positions.

### **Management Committee**

28. The Management Committee shall normally consist of the Chairperson, Vice-Chairperson, Secretary, Treasurer, Band Manager and appointed committee members. All shall serve to regulate and control the affairs of the Band for a period of approximately twelve months and be eligible for re-election.
29. The Charity Trustees shall normally consist of the Chairperson, Vice-Chairperson, Secretary, Treasurer and Band Manager of the Band, during their term of office. The number of Charity Trustees shall be not more than five.
30. In the event of a vacancy in the position of Chairperson, Vice-Chairperson, Secretary, Treasurer and Band Manager the Management Committee shall have the power to fill the vacancy by co-option or leave the vacancy unfilled, as long as the number of Charity Trustees shall be not less than three.
31. The Chairperson, Vice Chairperson, Secretary, Treasurer and Band Manager and appointed committee members shall comply with the documented Roles and Responsibilities and Code of Conduct as prescribed by the Management Committee from time to time.
32. The minimum membership of the Management Committee shall be five members. The maximum membership of the Management Committee shall be eleven members.
33. The members of the Management Committee shall be elected at the Annual General Meeting of the Band and all such members of the Management Committee shall retire at each successive Annual General Meeting.
34. In the event of a vacancy occurring for any reason during the term, the Management Committee shall have the power to fill the vacancy by co-option.
35. Where the number of Charity Trustees falls below the minimum number specified in clause 30, the Management Committee may not conduct any business other than to appoint sufficient Charity Trustees to match or exceed that minimum.

### **Management Committee Powers**

36. The Management Committee shall have the power to:
  - a) Negotiate on behalf of the Band any financial matters (including loans or overdraft arrangement) within the confines of the Band activity.
  - b) Purchase, take on lease, hire or otherwise acquire any property which is suitable for the Band's activities.
  - c) Improve, manage, develop or otherwise deal with, all or any part of the property of the Band.
  - d) Sell, let, hire out, license, or otherwise dispose of, all or any part of the property of the Band.

- e) Borrow money, and to give security in support of any such borrowings by the Band.
- f) Engage such consultants and advisors as are considered appropriate from time to time.
- g) Effect insurance of all kinds (which may include liability insurance).
- h) Invest funds which are not immediately required for the Band's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- i) Liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the Band's objects.
- j) Take such steps as may be deemed appropriate for the purpose of raising funds for the Band's activities.
- k) Ask for subscription payments per regular rehearsal from players. Payments towards travel costs and accommodation may also be asked for. Any player may request exemption from these payments, due to unemployment or financial difficulties, by giving reasons in writing to the Treasurer.
- l) Appoint conductors (resident conductors or musical directors) who they think will benefit the Band the most. Appointment of these conductors may be with a verbal or written agreement, for any length of time agreed on by both parties.
- m) Form and dissolve sub-committees to fill specific roles, for example fundraising and day to day management.
- n) Do anything lawful which may be incidental or conducive to the furtherance of the of the Band's objectives.
- o) Exercise the powers of the Band.

### **Termination of Office**

- 37. A member of the Management Committee can terminate their position within the Management Committee by submitting a letter to the chairperson or Secretary of the Band. A period of four weeks' notice should be provided where reasonably practicable, in order that a replacement member may be Co-Opted.
- 38. A member of the Management Committee can be removed from the Management Committee following:
  - a) Non-attendance at three consecutive meetings of the Management Committee without special leave of absence previously being granted by the Committee either at their request or by exercise of the Committee's discretion. For the avoidance of doubt, the acceptance of a

formal apology provided to the Secretary in advance of the meeting amounts to a granted leave of absence.

b) A written request signed by two other members of the Management Committee, outlining their reasons for removing the member.

In both cases the member in question must be summoned to a meeting of the Management Committee and allowed to have their say. The final removal of the member requires a two thirds majority vote by the remaining members.

## **Minutes**

39. The Secretary, on request, shall exhibit the minutes of all the Management Committee meetings to any Band member. These can be edited if items of a sensitive or personal nature are present.

## **Charity Trustees**

40. Each of the Charity Trustees has a duty, in exercising functions as a Charity Trustee, to act in the interests of the Band, and in particular must:

a) seek, in good faith, to ensure that the Band acts in a manner which is in accordance with its purposes

b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person

c) in circumstances giving rise to the possibility of a conflict of interest between the Band and any other party, put the interests of the Band before that of the other party; where any other duty prevents them from doing so, disclose the conflicting interest to the Band and refrain from participating in any deliberation or decision of the other Charity Trustees with regard to the matter in question;

d) ensure that the Band complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

41. In addition to the duties outlined in clause 40, all the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring:

a) that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated

b) that any Charity Trustee who has been in serious and persistent breach of those duties is removed as a Charity Trustee.

42. Provided they have declared their interest - and have not voted on the question of whether or not the Band should enter into the arrangement - a Charity Trustee will not be debarred

from entering into an arrangement with the group in which they have a personal interest; and (subject to clause 54 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement

43. No Charity Trustee may serve as an employee (full time or part time) of the Band; and no Charity Trustee may be given any remuneration by the Band for carrying out their duties as a Charity Trustee.
44. Each of the Charity Trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Management Committee from time to time. The code of conduct shall be supplemental to the provisions relating to the conduct of Charity Trustees contained in this constitution and the duties imposed on Charity Trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.
45. The Management Committee must keep a register of Charity Trustees, setting out for each current Charity Trustee:
  - a) the name of the Charity Trustee;
  - b) the address of the Charity Trustee;
  - c) the date on which they were appointed as a Charity Trustee; and
  - d) any office held by them in the Band.
46. The Management Committee must ensure that the register of Charity Trustees is updated within 28 days of receiving notice of any change.
47. If any person requests a copy of the register of Charity Trustees, the Management Committee must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a person who is not a Charity Trustee of the Band, the Management Committee may provide a copy which has the name and address of any of the Charity Trustees blanked out. The name of a Charity Trustee may only be blanked out if the Management Committee is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

### **Interim Charity Trustees**

48. Upon incorporation of the organisation, the individuals who signed the Charity Trustee declaration forms which accompanied the application for incorporation of the organisation shall be deemed to have been appointed by the members as Charity Trustees with effect from the date of incorporation of the Organisation. The Charity Trustees shall retire at a Special General Meeting, which shall be held as soon as practicable following incorporation but shall remain eligible for re-election.



## Termination of Charity Trustees Office

49. A Charity Trustee will automatically cease to hold office if: -
- a) they give the Band a notice of resignation from the Charity Trustee position;
  - b) they become an employee of the Band;
  - c) they cease to be a member of the Band;
  - d) they become disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - e) they are absent (without good reason, in the opinion of the Management Committee) from more than three consecutive meetings of the Management Committee - but only if the Management Committee resolves to remove them from office
  - f) they become incapable for medical reasons of carrying out their duties as a Charity Trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
  - g) they are removed from office by resolution of the Management Committee on the grounds that they are considered to have committed a material breach of the code of conduct for Charity Trustees (as referred to in clauses 31 and 44);
  - h) they are removed from office by resolution of the Management Committee on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005;
  - i) they become prohibited from being a Charity Trustee by virtue of section 69(2) of the Charities and Trustee Investment (Scotland) Act 2005.
  - j) they commit any offence under section 53 of the Charities and Trustee Investment (Scotland) Act 2005.
50. Clauses 49 g and h, apply only if the following conditions are met: The Charity Trustee who is subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for removal is to be proposed;
- a) the Charity Trustee concerned is given the opportunity to address the meeting at which the resolution is proposed prior to the resolution being put to a vote; and
  - b) at least two thirds of the Charity Trustees then in office vote in favour of the resolution.

## **Personal Interests and Conflict of Interest**

51. Whenever a Charity Trustee finds that there is a personal interest, as defined in sub-clauses 40c and 44, they have a duty to declare this to the Management Committee meeting in question.
- a) a Charity trustee must not vote at a Management Committee meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the SCIO.
- b) It will be up to the Chairperson of the meeting in question to determine:
- (i) whether the potential or real conflict simply be noted in the Minutes of any relevant meeting, or
  - (ii) whether the Charity Trustee in question, whilst being permitted to remain in the meeting in question, must not partake in discussions or decisions relating to such matter, or
  - (iii) whether the Charity Trustee in question should be required to be absent during that particular element of the meeting. Where a Charity Trustee leaves, or is required to leave, the meeting they no longer form part of the quorum for that meeting.
- c) An interest held by an individual who is “connected” with the Charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that Charity trustee
- d) A Charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter
- e) The Management Committee shall determine from time to time what interests shall be relevant interests and shall ensure that a Register of Notices of Relevant Interests is maintained, which shall be open for inspection by both the Management Committee and members of the Band and, with the express prior written approval of the Charity Trustee or employee concerned, by members of the public.

## **Constraints on Payments / Benefits to Members**

52. The income and property of the Band shall be applied solely towards promoting the purposes and do not belong to the members.
53. No part of the income or property of the Band shall be paid or transferred (directly or indirectly) to the members of the Band, or to any other individual, whether by way of dividend, bonus or otherwise, except in the circumstances provided for in clause 54.

54. No benefit (whether in money or in kind) shall be given by the Band to any member except the possibility of:
- a) repayment of out-of-pocket expenses (subject to prior agreement by the Management Committee)
  - b) reasonable remuneration in return for specific services rendered to the Band (in the case of a Charity Trustee such services must not be of a management nature normally carried out by a Trustee of an Organisation);

### **Annual General Meeting (AGM)**

55. The Band will hold a general meeting known as the Annual General Meeting (AGM) within 3 months of the end of each financial year of the Band, and it shall be open to all members.
56. Notice of the Annual General Meeting must be given to all members of the Band, and to all members of the Management Committee. The Secretary will call the AGM by written notice posted on the Band's website and by use of social media tools used by the Band for communication to members, at least 14 days before the date of the meeting.
57. No business shall be dealt with at any AGM unless a quorum is present. The quorum at the AGM be either twenty-five percent of members, or 15 persons, present in person (whichever is most).
58. If a quorum is not present within 15 minutes after the time at which the meeting was due to commence, or if, during the meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the Chairperson of the meeting.
59. Where an AGM requires to be rescheduled as in clause 58, the Secretary shall give notice to members of the rescheduled meeting by posting on the Band's web-site and by use of social media tools used by the Band for communication to members, at least 6 days before the date of the rescheduled meeting. If at the rescheduled meeting a quorum is not present within 15 minutes after the time at which the meeting was due to commence, the meeting can still go ahead if at least 3 of the Charity Trustees are present. If this condition is not met, the meeting shall again stand adjourned to such time and place as may be fixed by the Chairperson of the meeting.
60. The Chairperson of the Band shall (if present and willing to act as Chairperson) preside as Chairperson of each annual general meeting; if the chair is not present and willing to act as Chairperson within 15 minutes after the time at which the meeting was due to commence, the members of the Management Committee present at the meeting shall elect from among themselves the person who will act as Chairperson of that meeting.
61. The Chairperson of an annual general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the Chairperson may determine.
62. The business at AGM's shall include as a minimum:

a) a report by the chair on the activities of the Band.

b) consideration of the annual accounts of the Band.

c) the election/re-election of members of the Management Committee including the Charity Trustees.

63. All members present, shall be allowed one vote on any subject, and all matters will be decided on a majority vote except for any change to the constitution, which shall require a two-thirds majority.
64. If there is an equal number of votes for and against any resolution, the Chairperson of the meeting shall be entitled to a casting vote.
65. A resolution put to the vote at an AGM shall be decided on a show of hands unless a secret ballot is demanded by the Chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
66. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the Chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.
67. Elections for the Management Committee shall take place at the AGM. Nominations for the Management Committee will be accepted at the meeting or prior to the AGM, during the notice period.
68. Nominations for Charity Trustee positions (Chairperson, Vice-Chairperson, Secretary, Treasurer or Band Manager) should be provided to the Secretary and include a proposer, a seconder and acknowledgement from the nominee that they are prepared to serve in the Charity Trustee position.
69. Any person who for acceptable reason is unable to attend the AGM may indicate their willingness to stand for election or re-election by lodging a written statement to this effect with the Secretary, at any time during the notice period prior to the AGM.

### **Special General Meeting**

70. A Special General Meeting can be called by the Management Committee, if required to address a matter that requires consultation of Band members or where at least 5 members or one tenth (whichever is most) request one in writing.
71. Whoever requests the meeting must give the Secretary details of the business to be discussed at the meeting. A Special General Meeting must not discuss any business other than the business mentioned in the notice calling the meeting.

72. Where a Special General Meeting is requested, the Secretary must agree the time, date and place for the meeting with the Management Committee and within 14 days of having received the request give all members notice calling the meeting. The meeting must take place within 28 days of the Secretary receiving the members' request.
73. Notice of the Special General Meeting must be given to all members of the Band, and to all members of the Management Committee. The Secretary will call the Special General Meeting by written notice posted on the Band's website and by use of social media tools used by the Band for communication to members, at least 7 days before the date of the meeting.
74. If the Secretary fails to call the meeting as detailed in clauses 72 and 73 the Members who requested the meeting can instruct the Management Committee to expedite the meeting.
75. No business shall be dealt with at any Special General Meeting unless a quorum is present. The quorum at the Special General Meeting shall be either twenty-five percent of members, or 15 persons, present in person (whichever is most) except in the case of a Special General Meeting involving an alteration to the constitution or a proposal to dissolve the band where two-thirds of members must be present in person.
76. If a quorum is not present within 15 minutes after the time at which the meeting was due to commence, or if, during the meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the Chairperson of the meeting.
77. Where an Special General Meeting requires to be rescheduled as in clause 76, the Secretary shall give notice to members of the rescheduled meeting by posting on the Band's web-site and by use of social media tools used by the Band for communication to members, at least 6 days before the date of the rescheduled meeting. If at the rescheduled meeting a quorum is not present within 15 minutes after the time at which the meeting was due to commence, the meeting can still go ahead if at least 3 of the Charity Trustees are present. If this condition is not met the meeting shall again stand adjourned to such time and place as may be fixed by the Chairperson of the meeting.
78. The Chairperson of the Band shall (if present and willing to act as Chairperson) preside as Chairperson of each Special General Meeting; if the chair is not present and willing to act as Chairperson within 15 minutes after the time at which the meeting was due to commence, the members of the Management Committee present at the meeting shall elect from among themselves the person who will act as Chairperson of that meeting.
79. The Chairperson of a Special General Meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the Chairperson may determine.

### **Alteration to the Constitution**

80. No alteration to any part of the constitution may be considered by the Management Committee unless a letter intimating the suggested change, and the reasons therefore, has been submitted to the Secretary by the person desiring the alteration, not less than seven

days prior to an AGM or a Special General Meeting, which are the only meetings at which any alteration may be approved.

81. Alterations to the constitution or introduction of a new constitution can only be agreed if two-thirds of the votes at the Annual General Meeting or Special General Meeting are in favour of the change(s) and if the Annual General Meeting or Special General meeting is attended by two-thirds of the membership.

### **Management Committee Meetings**

82. Management Committee meetings shall be held on average every 6 weeks and as a minimum there must be not less than 6 meetings between Annual General Meetings.
83. Any Charity Trustee may call a meeting *or* ask the Secretary to call a Management Committee meeting.
84. At least 7 days' notice must be given of each Management Committee meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.
85. A Management Committee member may participate in a meeting by means of a conference telephone, video conferencing facility or similar communications equipment - so long as the participants in the meeting can hear each other; a management Committee member participating in a meeting in this manner shall be deemed to be present in person at the meeting.
86. No decision resulting from any meeting of the Management Committee shall be binding on the Band or its members unless a quorum in excess of fifty percent of members of the Management Committee and the majority of Charity Trustees shall have been present. If any matter of finance is involved, the treasurer must be a member of this quorum.
87. The Chairperson of the Band should act as Chairperson of each committee meeting.
  - a) If the Chairperson is not present within 15 minutes after the time at which the meeting was due to start, the Vice-Chairperson will deputise.
  - b) In the event that neither parties are present, and the matters to be discussed are so urgent as to necessitate immediate discussion and decision, the Management Committee members present at the meeting must elect (from among themselves) the person who will act as Chairperson of that meeting.
88. The proposed order of business at any meeting shall be –
  - a) Apologies
  - b) Approval of minutes

c) Business arising from minutes

d) General correspondence

e) Finance

f) General business.

89. The Chairperson shall be the sole judge of questions of order and their decision shall be final.
90. Where a vote is required to make a decision every Management Committee member has one vote, which must be given personally; for the avoidance of doubt, a vote given by a Management Committee member participating in the meeting through any of the methods referred to in clause 85 will be taken to be given personally for the purposes of this clause.
91. All decisions at committee meetings will be made by majority vote.
92. If there is an equal number of votes for and against any resolution, the Chairperson of the meeting will be entitled to a second (casting) vote.
93. The Management Committee may, at its discretion, allow any person to attend and speak at a meeting notwithstanding that they are not a Management Committee member - but on the basis that they must not participate in decision-making.
94. A Management Committee member must not vote at a meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the Band; they must withdraw from the meeting while an item of that nature is being dealt with.
95. For the purposes of clause 94;
  - a) an interest held by an individual who is "connected" with the committee member / charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005, (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that management Committee member
  - b) a Management Committee member will be deemed to have a personal interest in relation to a matter if a body in relation to which they are an employee, director, member of the Management Committee, officer or elected representative has an interest in that matter.
96. The Management Committee must ensure that proper minutes are kept in relation to all meetings and meetings of sub-committees.
97. The minutes to be kept under clause 96 must include the names of those present; and (so far as possible) should be signed by the Chairperson of the meeting.

98. The Management Committee shall make available copies of the minutes referred to in clause 96 to any member of the Band requesting them.
99. The Management Committee may exclude from any copy of minutes made available to a member of the Band under clause 98 any material which the Management Committee considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the Band or on the basis that the material contains reference to a Band member or employee or other matters which it would be inappropriate to divulge.

### **Delegation to sub-committees**

100. The Management Committee may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee, who will chair the sub-committee, but other members of a sub-committee need not be members of the Management Committee.
101. The Management Committee may also delegate to the chair of the Band (or the holder of any other post) such of their powers as they may consider appropriate.
102. When delegating powers under clause 100 or 101, the Management Committee must set out appropriate conditions and agree the remit of the sub-committee (which must include an obligation to report regularly to the Management Committee).
103. Any delegation of powers under clause 100 or 101 may be revoked or altered by the Management Committee at any time.
104. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be approved by the Management Committee.

### **Finance**

105. The Management Committee shall cause accounting records to be kept for the Organisation in accordance with the requirements of the Charities and Trustee Investment (Scotland) Act 2005, and other relevant legislation.
106. The balance sheet, signed by the Treasurer, Chairperson and Secretary of the Band, must be submitted to the AGM of the Band each year.
107. All monies belonging to or vested in the Band shall be deposited within a bank account, or accounts, containing the Band's name in the title. The treasurer shall be responsible for the maintenance of the accurate records relating thereto and shall be accountable to the Management Committee.



## **Dissolution**

108. If the Management Committee determines that it is necessary or appropriate the Band be dissolved, it shall convene a Special General Meeting of the members. Not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.
109. Any proposal by the Management Committee to dissolve the Band must be confirmed by a two-thirds majority of those present and voting at the Special General Meeting convened under clause 108. Any such meeting must be attended by two-thirds of the membership.
110. Where a Special General Meeting has approved the dissolution of the Band, the Management Committee shall have power to dispose of any assets held by or on behalf of the Band - and any assets remaining after satisfaction of the debts and liabilities of the Band shall be transferred to some other charity or charities within the Community having objects similar to those of the Band; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the Band at, or prior to, the time of dissolution.
111. For the avoidance of doubt, no part of the income or property of the Band shall (otherwise than in pursuance of the Band's charitable purposes) be paid or transferred (directly or indirectly) to the members, either in the course of the Band's existence or on dissolution.

## **Discipline**

112. Each Band member shall comply with the code of conduct prescribed by the Management Committee from time to time.
113. The Management Committee shall have full power to discipline players who have been persistently absent from or late for rehearsals without reasonable cause and shall have the power to expel or suspend any member for insubordination, misconduct or any other action which might bring the Band into disrepute.
114. The Management Committee shall have full power to discipline, including expel or suspend any member for persistent non-payment of subscriptions where there is no reasonable cause.
115. It shall also be within the power of the Management Committee on the recommendation of the Conductor and Band Manager to request a player to change instrument, or to not participate (stand down) from concerts, public performances, or contests.
116. The conductor shall have full control over the Band at all its practices and performances and any player who refuses to obey the conductor's order or is guilty of misconduct shall be reported to the Band Manager in the first instance and thereafter Management Committee who shall take such action as is deemed necessary should the misconduct continue.
117. Subject always to the jurisdiction and control of the Management Committee, Band members shall have the right to regulate their own internal affairs, it being understood that the Management Committee must deal with all complaints and grievances.

118. No player shall assist or play in any other brass band or use a Band instrument for any other purpose than that of the Band, without the approval of the Band Manager. Any player who is approached by another brass band for that purpose shall be bound to report that fact immediately to the Band Manager.
119. All instruments, uniforms, music and other property of the Band shall be subject to an inspection by an appointed member of the Management Committee at any time and all cases of damage or misuse shall be reported back to the Management Committee who shall take appropriate action. Upon the issue of instruments and/or uniforms to any player that player shall furnish a written statement to the effect that should the uniform or instrument be damaged or destroyed by their neglect or carelessness the member shall be responsible for its repair and or replacement.
120. In the event of any situation arising which is not covered specifically by this constitution the Management Committee shall have full power and discretion to deal with such situations and their decision shall be final and binding on the Band and all members.