



**Registered Charity No 035673**

**CONSTITUTION  
of  
Capital Concert Band**

**Adopted on 3<sup>rd</sup> June 2004  
Amended on 28<sup>th</sup> April 2014  
Further amended on 26<sup>th</sup> September 2019  
Addendum added 4<sup>th</sup> March 2021**

Version 0.3a

## Changes to Document

<b>Version</b>	<b>Date</b>	<b>By</b>	<b>Changes</b>
0.1	3 <sup>rd</sup> June 2004	Initial Committee	Adoption of Constitution on 3 <sup>rd</sup> June 2004.
0.2	24 <sup>th</sup> April 2014	Annual General Meeting	Amendment to Clause 28 of the Constitution changing the numbers on the committee from “not less than one or more than three” to “not less than one or more than five” and “maximum numbers of the committee shall be seven” to “maximum numbers of the committee shall be nine”
0.3	26 <sup>th</sup> September 2019	Annual General Meeting	Additional clause and powers in relation to fund development: additional object d) in section 2; additional clause in section 3 Powers (i); and modified clause 57 Amendment to section 28; additional committee members 5 (previously 3), maximum 9 (previously 7). Amendment to section 44; committee quorum 6 (previously 5)
0.3a	4 <sup>th</sup> March 2021	Annual General Meeting	Addendum added re meetings of the Committee or the Association’s Members (including Annual General and Special General meetings) may be held and/or attended by members either in person or, when agreed, virtually via video or audio links.

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## **Name**

1. The name of the Association is "Capital Concert Band".

## **Objects**

2. The objects of the Capital Concert Band shall be to promote, improve, develop and maintain public education in, and appreciation of, the art and science of music in all its aspects, by the presentation of public concerts and recitals. In furtherance thereof but not otherwise shall seek:
  - a) To provide an opportunity for instrumentalists of all standards to enjoy the musical and social life of the band.
  - b) To establish a profile around Edinburgh and beyond, through a number of public concerts, open rehearsals and master classes to be presented by the band each year.
  - c) To promote a positive equal opportunities policy and practise programme, which, is documented as Appendix 1 of this Constitution.
  - d) To further objects a) and b) by providing musical development opportunities to members of the Association.

## **Powers**

3. In pursuance of the objects set out in clause 2 (but not otherwise), the Association shall have the following powers: -
  - a) To pursue objects 2 a), b), c) and d).
  - b) To carry on any other activities which further any of the above objects.

- c) To purchase, take on lease, hire, or otherwise acquire, any property or rights, which are suitable for the Association's activities.
- d) To effect insurance of all kinds (which may include officers' liability insurance).
- e) To invest any funds which are not immediately required for the Association's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- f) To 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 Association's objects.
- g) To take such steps as may be deemed appropriate for the purpose of raising funds for the Association's activities.
- h) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- i) To contribute financially to the musical development of Association members through the creation of a fund to sponsor their musical tuition, study and examination, subject at all times to the approval of the committee.

## **General Structure**

4. The structure of the Association shall consist of: -
- a) **The MEMBERS** – who have the right to attend the annual general meeting (and any special general meeting) and have important powers under the constitution; in particular, the members elect people to serve on the committee and take decisions in relation to changes to the constitution itself,
  - b) **The COMMITTEE** - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Association; in particular, the committee is responsible for upholding the constitution and monitoring the financial position of the Association.

## **Qualifications for Membership**

5. Membership shall be open to any person, who upon application to the elected Secretary of the committee, undertakes to abide by the rules of the Association.

6. An employee of the Association shall not be eligible for membership. A person who becomes an employee of the Association after admission to membership shall automatically cease to be a member.

## **Application for Membership**

7. Any person who wishes to become a member should apply in the first instance to the Association for consideration by the Musical Director and/or committee.

8. The committee may, at its discretion, refuse to admit any person to membership.

9. The Musical Director and/or committee, shall consider each application for membership within a reasonable time after receipt and notify the applicant the decision on the application.

## **Membership Subscription**

10. Members shall be required to pay an annual membership subscription. The committee will propose the annual membership subscription which shall be agreed at the annual general meeting.

11. A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

## **Expulsion from Membership**

12. Any person may be expelled from membership by means of a resolution passed by majority vote at a general meeting (meeting of members), providing 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 general meeting at which the resolution is proposed.

## **Annual General Meetings (meetings of members)**

13. The committee shall convene an annual general meeting in each year (but excluding the year in which the Association is formed). No more than 15 months shall elapse between one annual general meeting and the next.

14. The business of each annual general meeting must include: -

- a) A report by the elected Chair of the committee on the activities of the Association
- b) Consideration of the annual accounts of the Association
- c) The election/re-election of members of the committee, as referred to in clause 30.
- d) Review of annual membership subscription.

15. The committee may convene a special general meeting at any time.

16. If a notice signed by one third or more members is received by the committee requesting a special general meeting, the committee must convene a special general meeting within six weeks from the date the notice was received. A notice under the preceding provisions must set out the business, which is to be considered at the special general meeting.

## **Notice of General Meetings**

17. At least 14 clear days' notice must be given of any annual general meeting or special general meeting. The notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration(s).

18. The reference to "clear days" in clause 17 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.

19. Notice of every general meeting shall be given to all the members of the Association, and to all the members of the committee.

## **Procedure at General Meetings**

20. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be one third of the members, present in person.

21. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence, or if, during a 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.

22. The elected Chair of the Association shall (if present and willing to act as chairperson) preside as chairperson of each 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 committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

23. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.

24. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.

25. If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.

26. A resolution put to the vote at a general meeting 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.

27. 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, by two verifiers appointed by the membership, at the meeting at which the ballot was demanded.

## **Maximum Number of Committee Members**

28. The committee of the Association shall consist of the office bearers and not less than one or more than five other members of the Association. The maximum number of members of the committee shall be nine.

### **Eligibility**

29. A person shall not be eligible for election/appointment to the committee unless he/she is a member of the Association.

### **Election, Retiral, Re-election**

30. At each annual general meeting, the members may (subject to clause 28) elect any member to be a member of the committee.

31. The committee may at any time co-opt any member to be a member of the committee (subject to clause 28).

32. At each annual general meeting, all of the members of the committee shall retire from office, but shall then be eligible for re-election.

### **Termination of Office**

33. A member of the committee shall automatically vacate office if: -

- a) He/she becomes debarred under any statutory provision from being involved in the management or control of a charity
- b) He/she becomes incapable for medical reasons of fulfilling his/her duties of office and such incapacity is expected to continue for a period of more than six months
- c) He/she ceases to be a member of the Association
- d) He/she becomes an employee of the Association
- e) He/she resigns office by notice to the Association
- f) He/she is absent (without permission of the committee) from more than three consecutive meetings of the committee, and the committee resolve to remove him/her from office.

### **Office Bearers**

34. The officers of the Association shall be:

- a) The Chair, the Secretary, the Treasurer and the Musical Director
- b) The Chair shall preside at all meetings of the committee
- c) The Secretary shall: -
  1. Keep records of the members of the Association.
  2. Advise the Treasurer of the Association when a member resigns or otherwise ceases to be a member of the Association.
  3. Convene all meetings and other functions of the Association as directed by the committee.
- d) The Treasurer shall: -
  1. Collect annual membership subscriptions.
  2. Operate a bank account on behalf of the Association, subject to the oversight of the committee.



3. Prepare a statement of the Income and Expenditure of the Association to 31<sup>st</sup> December each year and a Balance Sheet of the Association's Assets and Liabilities as at 31<sup>st</sup> December in each year and present these to the annual general meeting of the Association
- e) The Musical Director shall: -
  1. Have charge of all the musical affairs of the Association.
  2. Liaise with the Treasurer on the purchase of all musical instruments, music and accessories.
  3. Liaise with the nominated librarian on cataloguing and maintenance of all musical scores.
  4. Liaise with the committee on all matters relating to musical productions and activities.
- f) In the absence of the Chair, the committee shall elect one of its members to be chairperson at the committee meetings.
- g) The officers and committee members shall be elected annually at the annual general meeting of the Association.

### **Powers of Committee**

35. Except as otherwise provided in this constitution, the Association will be managed by the committee, who may exercise all the powers of the Association.

36. A meeting of the committee at which a quorum is present may exercise all powers exercisable by the committee.

### **Personal Interests**

37. A member of the committee who has a personal interest in any transaction or other arrangement, which the Association is proposing to enter into, must declare that interest at a meeting of the committee. He/she will be debarred (in terms of clause 51) from voting on the question of whether or not the Association should enter into that arrangement.

38. For the purposes of clause 37, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.

39. Provided he/she has declared his/her interest, and has not voted on the question of whether or not the Association should enter into the relevant arrangement, a member of the committee will not be debarred from entering into an arrangement with the Association in which he/she has a personal interest (or is deemed to have a personal interest under clause 37) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

40. No member of the committee may serve as an employee (full time or part time) of the Association, and no member of the committee may be given any remuneration by the Association for carrying out his/her duties as a member of the committee.

41. The members of the committee may be paid all travelling and other expenses reasonably occurred by them in connection with the attendance at meetings of the committee meetings or otherwise in connection with the carrying out of their duties

## **Procedure at Committee Meetings**

42. Any member of the committee may call a meeting of the committee or request the Secretary to call a meeting of the committee.

43. Questions arising at a meeting of the committee shall be decided by a majority of votes. If an equality of votes arises, the chairperson of the meeting shall have a casting vote.

44. No business shall be dealt with at a meeting of the committee unless a quorum is present. The quorum for meetings of the committee shall be six.

45. A committee member shall not vote at a committee meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the Association. He/she must withdraw from the meeting while an item of that nature is being dealt with.

## **Delegation to Sub-Committees**

46. The committee may delegate any of their powers to any sub-committee consisting of one or more committee members and such other persons (if any) as the committee may determine. They may also delegate to the Chair (or the holder of any other post) such of their powers, as they may consider appropriate.

47. Any delegation of powers under clause 46 may be made subject to such conditions as the committee may impose and may be revoked or altered.

48. The rules of procedure for any sub-committee shall be as prescribed by the committee.

## **Operation of Accounts and Holding of Property**

49. The signatures of two out of three signatories appointed by the committee shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Association. At least one out of the two signatures must be the signature of a member of the committee.

50. No liabilities shall be incurred in excess of the current assets of the Association and in particular no bank account shall at any time be overdrawn without the previous written consent attained at a general meeting.

51. The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the Chair, Treasurer and Secretary of the Association (and their successors in office) or in name of a nominee company holding such property in trust for the Association. Any person or body in whose name the Association's property is held shall act in accordance with the directions issued from time to time by the committee.

## **Minutes**

52. The committee shall ensure that minutes are made of all proceedings at general meetings, committee meetings and meetings of committees. A minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

### **Accounting Records and Annual Accounts**

53. The committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

54. The committee shall prepare annual accounts, complying with all relevant statutory requirements. If an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that a registered auditor carries out an audit of such accounts.

### **Dissolution**

55. If the committee determines that it is necessary or appropriate that the Association be dissolved, it shall convene a meeting of the members. Not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.

56. If a proposal by the committee to dissolve the Association is confirmed by a two-thirds majority of those present and voting at the general meeting convened under clause 55, the committee shall have power to dispose of any assets held by or on behalf of the Association. Any assets remaining after satisfaction of the debts and liabilities of the Association shall be transferred to some other charitable body or bodies having objects similar to those of the Association. The identity of the body or bodies to which such assets are transferred shall be determined by the members of the Association at, or prior to, the time of dissolution.

57. For the avoidance of doubt, no part of the income or property of the Association shall (otherwise than in pursuance of the Association's charitable objects) be paid or transferred (directly or indirectly) to the members, either in the course of the Association's existence or on dissolution, other than in accordance with the Association's powers to finance musical development at clause 3(i).

### **Alterations to the Constitution**

58. Subject to clause 59, the constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clauses 17, 18 and 19.

59. No amendment to clauses 2, 40, 56 or 57 of the constitution may be made if the effect would be that the Association would cease to be a charity.

### **Interpretation**

60. For the purposes of this constitution, "charitable" shall be interpreted as charitable within the meaning of section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment of the provisions of that section); "charity" shall be interpreted accordingly.

## **Initial members of the Committee**

61. The initial members of the committee, and the positions held by each, shall be as set out below.

This constitution was adopted on 3<sup>rd</sup> June 2004

Signature

Name Kelvin Yearwood  
Address 66a Dundas Street, Edinburgh, EH3 6QZ  
Position Chairman

Signature

Name Izzy Gray  
Address Yarrow House, Nr Stenton, East Lothian, EH42 1TQ  
Position Secretary

Signature

Name Jean Aldred  
Address 104 Boswall Terrace, Edinburgh, EH5 2BW  
Position Treasurer

Signature

Name Kevin Lamb  
Address 8 Pitcullen Crescent, Perth, PH2 7HT  
Position Musical Director



**Registered Charity No 035673**

**Addendum to the CONSTITUTION (Version 3)  
of Capital Concert Band  
4th March 2021**

Meetings of the Committee or the Association's Members (including Annual General and Special General meetings) may be held and/or attended by members either in person or, when agreed, virtually via video or audio links.