

# **OXFORD UNIVERSITY BRASS BAND**

## **CONSTITUTION**

### **NAME AND OBJECTS**

1.
  - (a) The Band is called the Oxford University Brass Band.
  - (b) The Band's objects are the support, development, improvement, performance and promotion of brass band music and instrumentalism in the University of Oxford; and the income and property of the Band shall be applied solely to those objects.

### **COMPLIANCE**

2.
  - (a) The Band shall be administered in accordance with the regulations for University Clubs which are published from time to time in the Proctors' and Assessor's Memorandum ("the Proctors' Memorandum").
  - (b) The Band shall ensure that it is adequately insured at all times, and shall take advice from the University Insurance Officer where necessary.
  - (c) No member of the Band shall participate in any activity overseas organised by the Band, whether during term-time or vacation, unless the plans for such activity have been notified at least one calendar month in advance of the date of departure from the United Kingdom to the University Marshal. Each member participating in such activities overseas shall observe any conditions imposed by the Proctors on the recommendation of the University Marshal, e.g. relating to the deposit of contact addresses, fulfilment of health, safety and insurance requirements, and stipulation of Senior Members to accompany the trip.

### **MEMBERSHIP**

3. The members of the Band ('the Members') shall be those whose names and signatures appear on the Register of Members.
  - (a) A person shall only be entitled to appear on the Register of Members if:
    - (i) he is eligible under paragraph 4 or paragraph 5; and
    - (ii) he attends at least 3 rehearsals per term.
4. All student members of the University, and all persons whose names are on the University's Register of Visiting Students, shall be eligible to become Members of the Band. A Member shall continue to be eligible until he or she is given permission to supplicate for his or her degree, diploma or certificate, regardless of whether or not he or she continues to be liable to pay fees to the University.
5. The Committee may also, at its discretion, admit to membership:-
  - (a) Students registered to read for diplomas and certificates in the University;

- (b) Student members of Permanent Private Halls who are not student members of the University;
  - (c) Members of Ruskin College; Ripon College, Cuddesdon and the Oxford Institute of Legal Practice;
  - (d) Members of the Westminster Institute of Oxford Brookes University who are registered to read for degrees or other qualifications validated by the University of Oxford; and
  - (e) Other persons not falling within paragraph 4 above or paragraphs 5(a) to (d) above, provided that such Members shall not constitute more than one-fifth of the total membership.
6. Subject to paragraph 6(a), the Committee may remove a person from membership for good cause. The person concerned may appeal against such removal to the Senior Member.
- (a) A person shall not be removed from membership on grounds of musical ability without the prior consent of the Musical Director.

#### **MEETINGS OF THE MEMBERS**

7. There shall be an Annual General Meeting for all the Members of the Band in Trinity Full Term, convened by the Secretary on not less than fourteen days' notice.
- (a) In the event that no Annual General Meeting has been called by the 3<sup>rd</sup> week of Trinity Term, an Annual General Meeting may be convened by the giving of 7 days' notice by any two Members of the Band.
8. The Annual General Meeting will:
- (a) receive the annual report of the President for the previous year;
  - (b) receive the annual accounts of the Band for the previous year and the annual report of the Treasurer;
  - (c) elect Members to the Committee Posts in accordance with paragraph 13;
    - (i) Nominations for the Committee Posts shall be received by the Secretary not later than 48hrs in advance of the meeting.
    - (ii) Where no nominations for a Committee Post have been made in advance of the meeting, nominations may be taken from the floor of the meeting, such nominations being seconded by a Member present at the meeting.
  - (d) consider any other motions and relevant business.
9. An Extraordinary General Meeting may be called in any Full Term by the Secretary on not less than seven days' notice.

10. The quorum for a General Meeting shall be one third of the current members, present in person or by proxy, of whom at least three must be members of the Committee.
  - (a) No financial business is to be transacted at the meeting unless the Treasurer or his appointed deputy is present.
    - (i) An appointed deputy shall be a Committee member who has been instructed in advance by the Treasurer to make representations on the Treasurer's behalf.

## **THE COMMITTEE**

11. The affairs of the Band shall be administered by a Committee consisting of the Posts listed in paragraph 13 which shall:
  - (a) act in accordance with, and in furtherance of, the best interests of the Band and the objects of the Band as stated in paragraph 1(b);
  - (b) have ultimate responsibility for the activities and administration of the Band; and
  - (c) have control of the funds and property of the Band.
12. The quorum for a Committee meeting shall be four members present in person.
  - (a) No financial business is to be transacted at the meeting unless the Treasurer or his appointed deputy is present.
    - (i) A person shall be an appointed deputy in accordance with paragraph 10(a)(i).
13. The Committee shall be made up of the President, the Secretary, the Treasurer, the Senior Member, the Concert Secretary, the Librarian, the Musical Director and the Social Secretary (collectively the 'Committee Posts').
  - (a) Subject to paragraphs (b), (c) and (d), the Committee Posts shall be elected by the Members at the Annual General Meeting and have a duration of one year, commencing one day before the start of Michaelmas Full Term.
  - (b) The Post of Musical Director shall be taken by a person appointed by the Committee by any means the Committee deems appropriate.
    - (i) A Member who holds, or has been elected to, any Committee Post may nevertheless be appointed Musical Director.
    - (ii) Where a Committee member seeks to be appointed as Musical Director they shall not be allowed to vote on their appointment.
    - (iii) The Post of Musical Director shall have a duration of one year, commencing one day before the start of Michaelmas Full Term.
  - (c) The Post of Social Secretary shall be taken by a Member appointed by the Committee by any means the Committee deems appropriate.

- (i) A Member who holds, or has been elected to, any Committee Post may nevertheless be appointed Social Secretary.
  - (ii) Where a Committee member seeks to be appointed as Social Secretary they shall not be allowed to vote on their appointment.
  - (iii) The Post of Social Secretary shall have a duration of one Full Term commencing one day before the start of that Full Term.
- (d) The Post of Senior Member shall be taken by a person appointed by the Members at the Annual General Meetings, and shall have a duration of one year, commencing one day before the start of Michaelmas Full Term.
- (i) The Senior Member has no right to vote in a Committee meeting.
- (e) Subject to paragraphs (b)(i), (c)(i) and (f), no Member shall hold more than one Committee Post. In any event, no Member shall hold more than two Committee Posts.
- (f) Where no Member has been elected to a Committee Post (other than those mentioned in paragraphs (b) and (c)) at the close of the Annual General Meeting, an Extraordinary General Meeting may be called to elect a Member to the vacant Committee Post.
- (i) A Member who was elected to a Committee Post at the Annual General Meeting, or who stands for election to a Committee Post at the Extraordinary General Meeting, may stand for a second Committee Post at the Extraordinary General Meeting.
  - (ii) The Posts of President, Secretary and Treasurer shall be held by three separate Members.
- (g) A Member may be re-elected to a Committee Post he held previously.

14. The President shall:

- (a) take overall responsibility for the running of the Band's affairs and furtherance of the objects of the Band;
- (b) take overall responsibility for the acts and omissions of the Committee;
- (c) supervise the Committee members in the conduct of their duties; and
- (d) chair meetings of the Committee and the Members.

15. The Secretary shall:

- (a) maintain the Register of Members of the Band, which shall be available for inspection by the Proctors on request;
- (b) give notice of meetings of the Members and of the Committee;

- (c) draw up the agenda for, and the minutes of, those meetings;
- (d) notify the Proctors promptly following the appointment and resignation or removal of members of the Committee;
- (e) advise the Proctors promptly of any changes in this Constitution;
- (f) provide the Insurance Section with full details of any insurance cover purchased pursuant to paragraph 2(b) above; and
- (g) inform the Proctors if the Band ceases to operate, or is to be dissolved, and in doing so present a final statement of accounts (the format of which the Proctors may prescribe).

16. The Treasurer shall:

- (a) Follow all rules and procedures contained within Schedule 1;
- (b) review Schedule 1 with the University's Internal Audit Section on an annual basis to ensure that the rules and procedures therein continue to be appropriate, and make suggestions for changes to a General Meeting if necessary;
- (c) advise the Committee on a regular basis of the current and projected financial position of the band;
- (d) be responsible for purchasing and maintaining insurance cover for the Band in accordance with paragraph 2(b);
- (e) ensure that all statutory returns are made including VAT, income tax and corporation tax if appropriate;
- (f) seek advice as necessary on any financial matters from the University's Finance Division;
- (g) make all records, procedures and accounts available on request to the Senior Member, the Proctors and Internal Audit;
- (h) forward to the Proctors by the end of the second week of each Full Term a copy of the accounts for the preceding term (the format of which the Proctors may prescribe) signed by the Senior Member, for retention on the Proctors' files; and
- (i) if the Band has a turnover in excess of £15,000 in the preceding year, or if owing to a change in the nature or scale of its activities, it may confidently be expected to have such a turnover in the current year, submit its accounts (the format of which the Proctors may prescribe) for independent professional inspection and report by a reporting accountant approved in advance by the Proctors. Accounts are to be ready for inspection within four months of the end of the Band's financial year and the costs of the inspection and report shall be borne by the Band. If requested by the reporting accountant, the Band shall submit accounts and related material as a basis for a review of accounting procedures, the cost likewise to be borne by the Band.

17. The Senior Member shall:-
  - (a) hear appeals concerning removal from membership under paragraph 6 above;
  - (b) following paragraph 16(h) above, consider the accounts of the Band and sign them if he considers them to be in order;
  - (c) ensure that adequate advice and assistance is available to the Secretary and the Treasurer in the performance of their responsibilities under paragraphs 15 and 16 above; and
  - (d) be available to represent and speak for the Band in the public forum, and before the Courts of the University and the University authorities.
  
18. The Concert Secretary shall:
  - (a) be responsible for arranging concerts and other engagements;
  - (b) organise publicity for any concerts arranged; and
  - (c) ensure that members are aware of the times, dates and locations of all concerts and engagements.
  
19. The Librarian shall:
  - (a) maintain the property of the Band and make recommendations to the Committee as to when property should be repaired, replaced or disposed of;
  - (b) arrange for such repair, replacement or disposal as mentioned in paragraph (a);
  - (c) maintain an accurate and up-to-date record of the location of Band property which is in the care of individual Members;
  - (d) take steps to ensure that all property of the Band is returned by a Member who has such property in his care when he leaves membership of the Band; and
  - (e) maintain an accurate and up-to-date record of the music owned by the Band.
  
20. The Musical Director shall:
  - (a) be responsible for maintaining and furthering the musical standard of the Band;
  - (b) be responsible for taking rehearsals and maintaining Band discipline in rehearsals;
  - (c) be responsible for determining which playing positions individual Members hold; and
  - (d) be responsible for choosing the music to be played by the Band.
  
21. The Social Secretary shall:
  - (a) purchase food and drink for consumption by the Members at rehearsal; and

- (b) arrange social events for the Members.
22. If during the period between the annual elections to offices any Committee Posts become vacant (other than those mentioned in paragraphs 13(b), (c) and (d)) an Extraordinary General Meeting shall be called at which to elect a new Member to the post.
  23. Each Committee member must, on relinquishing his Post, promptly hand to his successor all official documents and records belonging to the Band, together with (on request from the Committee) any other property of the Band which may be in his possession; and must complete any requirements to transfer authority relating to control of the Band's bank accounts, building society accounts, or other financial affairs.
  24. Without derogating from its primary responsibility, the Committee may delegate its functions to finance, general purposes and other subcommittees which are made up exclusively of members of the Committee.
  25. The Committee shall have power to make regulations and by-laws in order to implement the paragraphs of this Constitution, and to settle any disputed points not otherwise provided for in this Constitution.
  26. No member of the Committee shall be removed from their Post except by the approving votes of two-thirds of those present in person or by proxy at a General Meeting.

#### **ALTERATION OF THE CONSTITUTION**

27. Any alterations to this constitution must be approved by two-thirds of those present in person or by proxy at a General Meeting.
  - (a) Where an amendment to the constitution is to be proposed at a General Meeting, details of the proposed amendment shall be provided to the Members with the notice of the meeting.

#### **INDEMNITY**

28. So far as may be permitted by law, every member of the Committee and every officer of the Band shall be entitled to be indemnified by the Band against all costs, charges, losses, expenses and liabilities incurred by him in the execution or discharge of his duties or the exercise of his powers, or otherwise properly in relation to or in connection with his duties. This indemnity extends to any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as a member of the Committee or officer of the Band and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or her part), or in which he is acquitted, or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.
29. So far as may be permitted by law, the Band may purchase and maintain for any member of the Committee insurance cover against any liability which by virtue of any rule of law may attach to him in respect of any negligence, default, breach of duty or

breach of trust of which he may be guilty in relation to the Band and against all costs, charges, losses and expenses and liabilities incurred by him and for which he is entitled to be indemnified by the Band by virtue of paragraph 28.

## **DISSOLUTION**

30. The Band may be dissolved at any time by the approving votes of two-thirds of those present in person or by proxy at a General Meeting. The Band may also be dissolved (without the need for any resolution of the members) by means of not less than thirty days notice from the Proctors to the Secretary of the Band if at any time the Band ceases to be registered with the Proctors.
31. In the event of the Band being dissolved, its assets shall not be distributed amongst the Members, but shall be paid to or at the direction of the University.

## **INTERPRETATION**

32. Any question about the interpretation of this Constitution shall be settled by the Proctors.

## **SCHEDULE 1**

### **Rules for the Financial Management of the Band**

1. The Treasurer must at all times keep up-to-date records of all financial transactions. These records must be kept in the account book, which must be kept in the custody of the Treasurer, and which the Treasurer must pass without delay to his or her successor to the Post.
2. All entries in the account book must be made in ink, and correcting fluid may not be used. Mistakes must be corrected by crossing through incorrect figures and replacing them with correct ones. Pages may not be removed from the account book.
3. The Band will keep a bank account with HSBC (the Bank) and will mandate the bank to make payments only on the authority of any two of the President, the Treasurer and the Secretary. Such authority may be in writing or in electronic form. The mandate must be updated in a timely fashion when the office holders change.
4. The Treasurer will prepare accounts at the end of each term. For accounting purposes, Michaelmas Term ends at midnight on 31<sup>st</sup> December, Hilary Term ends at midnight on 31<sup>st</sup> March and Trinity Term ends at midnight on 31<sup>st</sup> July. The next term shall begin immediately at the end of the preceding term.

5. End-of-term accounts will show all transactions made during the term, and will summarise income and expenditure for that term. They will also reconcile the record of transactions with the bank balance and cash on hand.
6. The Treasurer must be prepared to provide the President with an up-to-date copy of the account book, an up-to-date bank statement and statement of cash on hand within three days of the President making a request, provided that such request is made during Full Term, and not within three days of the end of full term. In the event that the request is made outside of these times, the Treasurer must present the President with the requested information not after the first day of the next Full Term.
7. Payments which are of a routine nature, and not exceeding £300 in a single transaction or multiple transactions to the same person or entity within three weeks, may be made on the authority of the President and the Treasurer. In exceptional circumstances, and only when a delay in making the payment would cause damage to the Band, the payment may be authorised by the Treasurer and the Secretary, or the President and the Secretary. All such payments must be listed in the Treasurer's report at the next Committee meeting.
8. Payments which are of an extraordinary or unusual nature, and in any case any payment in excess of £300, must be authorised by a meeting of the Committee, which must be called in accordance with this Constitution.
9. No payment shall be made to any party without an invoice or receipt being presented detailing the goods or services provided in return for the payment.