



The
CONSTITUTION
of
COMBER BRASS

dated this
27th day of January 2021

**c/o St Mary's Parish Church,
The Square, Comber, Co. Down.
N. Ireland. BT23 5DU**



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1. NAME

The charity's name is Comber Brass.

2. THE PURPOSES OF THE CHARITY ARE:

The advancement of the musical arts and culture in Northern Ireland, particularly in the North Down area, by:

- affording the opportunity for anyone to make music as part of a brass band;
- developing musicianship and ensemble playing within the band;
- providing the general public with exposure to the brass band repertoire and promoting their appreciation of it;
- participating through musical performance in the traditions and culture of the local community.

3. CARRYING OUT THE PURPOSES

In order to carry out the charitable purposes, the trustees have the power to:

- (1) raise funds, receive grants and donations,
- (2) apply funds to carry out the work of the charity,
- (3) co-operate with and support other charities with similar charitable purposes,
- (4) do anything which is lawful and necessary to achieve the charity's purposes.

4. TRUSTEES

- (1) The charity shall be managed by a Committee of trustees who are appointed at the Annual General Meeting (AGM) of the charity.
- (2) The charity must have the following officers:
 - A chairperson,
 - A secretary,
 - A treasurer.
- (3) A trustee must be a member of the charity and is aged 18 years or older.
- (4) A trustee may not appoint anyone to act on his or her behalf at a meeting of the trustees.
- (5) No one may be appointed a trustee if he or she would be disqualified from acting as a trustee under the provisions of clause 5.



5. DISQUALIFICATION AND REMOVAL OF TRUSTEES

A trustee must cease to hold office if he or she:

- (1) is disqualified from acting as a trustee by virtue of section 86 of the Charities Act (Northern Ireland) 2008 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the charity;
- (3) in the written opinion, given to the trustees, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months;
- (4) resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

6. MEMBERSHIP

- (1) The charity shall have a membership. People, who support the work of the charity can apply to the trustees to become a member. Once accepted by the trustees, membership will be enduring unless removed. The trustees will keep an up-to-date membership list.
- (2) The membership list must detail:
 - The full name of the member,
 - The full address of the member,
 - A contact telephone number (if available),
 - An email address (if available).
- (3) The trustees may remove a person's membership if they believe it is in the best interests of the charity. The member has the right to be heard by the trustees before the decision is made and can be accompanied by a friend.
- (4) Members will pay an annual subscription. The level of fee applicable and the manner in which it is to be paid will be prescribed in the Rules of the band, as provided for by clause 8(6).

7. ANNUAL GENERAL MEETING - AGM

- (1) The AGM must be held every year, with 14 days' notice given to all members entitled to attend, telling them what is on the agenda. Minutes must be kept of the AGM.
- (2) There must be at least 5 members present at the AGM for there to be quorum.
- (3) Members who are not in arrears regarding the annual subscription fee described at clause 6(4) will be entitled to attend the AGM and to vote. Every member so entitled has one vote.



- (4) The trustees must present the annual report and accounts.
- (5) Any member who is qualified may stand for election as a trustee.
- (6) Members must elect between 5 and 10 trustees to serve for the next year to the offices of Chairperson, Treasurer and Secretary and to such other offices as may be described in the Rules. The trustees must retire at the next AGM but may stand for re-election.

8. TRUSTEE MEETINGS

- (1) Trustees must hold at least 4 meetings each year. Trustees may act by majority decision.
- (2) At least 5 trustees must be present at the meeting to be able to take decisions. Minutes shall be kept for every meeting.
- (3) A meeting of the trustees may be held either in person or by suitable alternative means agreed between the trustees in which all participants may communicate simultaneously with all other participants.
- (4) If trustees have a conflict of interest they must declare it and leave the meeting while this matter is being discussed or decided.
- (5) During the year, the trustees may appoint up to 2 additional trustees. They must stand down at the next AGM but are eligible to stand for election at the AGM.
- (6) The trustees may make reasonable additional rules and policies to help run the charity. These rules and policies must not conflict with this constitution or the law.

9. WRITTEN RESOLUTIONS

- (1) A resolution in writing signed by all the trustees on a matter will be as valid and effectual as if it had been passed at a meeting of the trustees duly convened and held and may consist of several documents in like form each signed by one or more trustees. The date of a written resolution will be the date on which the last trustee entitled to vote signs.
- (2) A resolution which is approved by email in accordance with this clause will be as valid and effectual as if it had been passed at a trustee meeting duly convened and held, provided the following conditions are complied with:
 - (a) such a resolution must be approved by email by all the trustees entitled to vote on the matter;
 - (b) approval must be received by the person nominated in advance by the trustees for that purpose (the "Recipient"); and



- (c) approval from a trustee must be sent from an email address previously notified in writing (not using electronic means) by that trustee to the charity as intended for use by that trustee for the purpose.
- (3) Following receipt of all responses on any resolution, the Recipient shall circulate a further email to all of the trustees confirming whether the resolution has been formally approved by the trustees in accordance with this clause.
- (4) The date of a resolution shall be the date of the email from the Recipient confirming formal approval.

10. MONEY AND PROPERTY

- (1) Money and property must only be used for the charity's purposes.
- (2) Trustees must keep accounts. The most recent annual accounts can be seen by anybody on request.
- (3) Except to refund reasonable out of pocket expenses, trustees cannot receive any money or property from the charity unless permitted by law.
- (4) Money must be held in the charity's bank account and managed in accordance with the financial controls prescribed in the Rules.
- (5) The trustees will maintain an accurate register of all the charity's assets and will insure such assets against loss or damage.

11. GENERAL MEETINGS

If the trustees consider it is necessary to change the constitution, or wind up the charity, they must call a General Meeting so that the membership can make the decision. Trustees must also call a General Meeting if they receive a written request from the majority of members who would be entitled to vote at such a meeting. All members must be given 14 days' notice and told the reason for the meeting. All decisions require a two thirds majority. Minutes must be kept.

- (1) **Winding up** – Any money or property remaining after payment of debts must be given to a charity with similar purposes to this one.
- (2) **Changes to the Constitution** - can be made at AGMs or General Meetings. No change can be made that would make the organisation no longer a charity. A copy of the amended constitution and resolution adopting the changes must be sent to the Charity Commission for Northern Ireland, if so required.
- (3) **Trustees** may also call a General Meeting to consult the membership.



12. ADOPTION

This amended constitution was adopted at the AGM held on 27th January 2021 and is signed below on behalf of all the trustees.

James McClure James McClure (as Chairperson) Date 22/9/21

Jane Smyth Jane Smyth (as Secretary) Date 22.9.21

Granville Lavin Granville Lavin (as Treasurer) Date 22/9/21