

**CONSTITUTION AND RULES
OF**

**HOWICK BRASS
INCORPORATED**

November 2009

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of
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1.0 Scope

This document describes the organisation and management system (rules) of **Howick Brass Incorporated**. It succeeds all previous documents and their amendments of a like nature published prior to this date.

These rules rescind all previous rules.

2.0 Objective

The objective of this document is to define the means and methods of conducting the business and management of **Howick Brass Incorporated**.

3.0 Name

3.1 The name of the Band shall be Howick Brass Incorporated, hereinafter called "the Band".

3.2 The Band may play under this or any other name as may be decided by the Executive Committee from time to time reflecting the sponsorship of the Band.

4.0 Objects of the Band

4.1 General

The Band shall provide for the musical recreation and social enjoyment of its members. Its objects shall include but not be limited by:

- a. Entertaining the public.
- b. Assisting selected charities.
- c. Encouraging individual excellence.
- d. Fostering the love of brass band music.
- e. Entering into competitions by both the Band and individual playing members.
- f. Co-operating with the Local Authority and the various Associations in Howick and surrounding districts.
- g. Assisting in the fostering of civic pride in Manukau City and surrounding districts.

- h. Promoting music generally.
- i. The band is established and maintained exclusively for charitable purposes and not carried on for the private profit of any individual.

4.2 **Specific**

These objects shall be furthered by:

- a. Promoting the knowledge, appreciation and performance of music among its members by providing regular group rehearsals and tuition of individuals.
- b. Fostering and encouraging the learning and training of young players.
- c. Seeking engagements to entertain the Public and approved organisations and charging fees for the purpose of regaining costs, such fees to be paid into the Band's funds for the furthering of the general objects of the Band.
- d. Purchasing or otherwise acquiring equipment required to further the objects of the Band.
- e. Acquiring and maintaining suitable premises which the Band considers necessary for the purpose of attaining the objects of the Band.
- f. Being affiliated to the **Auckland Bands Association** and the **New Zealand Brass Bands Association**.

5.0 **Policy**

The policy of the Band is to be non-racial, non-political and non-sectarian.

6.0 Membership

Membership shall be by application to the Executive.

6.1 Active Members

Active members shall comprise of:

- a. **Playing Members**, who play an instrument or otherwise take part in Band performances and rehearsals, including the Musical Director and Drum Major.

Playing members shall be recommended to the Executive by the Musical Director.

- b. **Learner members**, who are learning to play an instrument with the Band's learner class.

Learner members shall have all the rights, privileges and obligations of playing members, except the right to vote. A Learner will become a Playing Member on the recommendation of the Learner's Class Tutor and the acceptance by the Musical Director

- c. **The President and all members of the Executive.**

The Band is to maintain a register of Active Members in accordance with the Incorporated Societies Act.

6.2 Life Members

Life membership may be granted to those members who have given long and meritorious service to the Band or who have been considered by the Band to have made an outstanding contribution to the betterment of the Band.

Nominations for Life membership may be made to the Executive by any member of the Band. If approved by the Executive the nomination must then be passed by a General Meeting of the Band. Names of nominators and nominees for Life Members shall remain confidential until the Life membership has been approved. If the Executive refuses the nomination it shall not be put to a General Meeting.

Life Members shall be exempt from Band fees.

6.3 Patron

A Band Patron shall be appointed at each Annual General Meeting.

6.4 Vice-Patrons

Band Vice-Patrons may be appointed at each Annual General Meeting.

7.0 Subscriptions

Fees for membership shall be as determined from time to time by the Executive Committee, subject to confirmation by a General Meeting.

8.0 Levies

Whether or not a subscription is struck, the Executive Committee may recommend a levy on members towards any special project or activity being undertaken by the Band. Any such levy will be effective only on the majority vote of Playing Members.

9.0 Active Member Obligations and Rights

All Active Members shall have rights by virtue of their membership and at the same time have responsibilities (obligations) towards the Band.

Members on joining shall be made aware of their rights and obligations by being provided with a copy of the **Constitution and Rules**.

9.1 Rights

- a. Rights and privileges shall begin when the Executive has approved full membership of the Band, after a three month probationary period.
- b. Every member shall have the right to vote and speak at any General Meeting.
- c. Members shall have the right to address the Executive on any subject, provided that a written request is made to the Secretary at least seven (7) days prior to the Executive Meeting.
- d. The right to reasonable but responsible use of the Bandroom and its facilities subject to the approval of the Executive.

- e. The right to a fair hearing if brought before the Executive to answer any charge relating to a lapse of discipline or failure to meet member obligations.
- f. Playing members shall be provided with the main items of Band uniform as decided by the Executive.
- g. Playing members and learner members shall have the use of a Band owned instrument if available.

9.2 **Obligations**

Members shall:

- a. Support the Band at all times.
- b. Support the Band Officers in the execution of their duties.
- c. Pay promptly any subscriptions, fees or other moneys which may be owing to the Band.
- d. Observe and comply with all policies and directives approved by the Executive.
- e. Support fundraising efforts of the Band.
- f. Accept and abide by the decisions of the majority.
- g. Assist with the maintenance and preservation of all Band property.
- h. Abide by these rules.

Playing Members and Learner Members shall:

- a. Willingly accept all directions and instructions and carry them out to the best of their ability.
- b. Attend punctually all playouts, rehearsals, practices, and other engagements.
- c. Seek dispensation from the Musical Director or Drum Major (as appropriate) when not available for any Band activity in b. above.
- d. Assist in finding a replacement player if absence is likely to adversely affect the Band's performance.

- e. Make available all issued uniforms, music, instruments and accessories to another player if unable to attend.
- f. Submit all band property in their charge for inspection and assessment whenever required.
- g. Provide at personal expense all those items of uniform which are not part of the general uniform issue by the Band.
- h. Behave in such a manner as to bring credit to the Band.
- i. Wear appropriate uniform or travel dress as instructed from time to time to a standard and in a manner that will reflect credit on the Band.
- j. Obtain the Musical Director's permission if invited to play with another Band or musical organisation if this should conflict with any activity of the Band.
- k. Treat all other members with courtesy, make new members welcome and promote team spirit.
- l. Accept liability for the culpable loss or damage of any of the Band's property in their charge.

9.3 **Breach of Obligations**

Members may be called upon to account before the Executive for any continuous or serious breach of these obligations.

9.4 **Termination and Disciplinary Action**

- a. The Executive shall have the right to terminate any membership within the terms of these rules.
- b. All members, when facing disciplinary action by a Band Officer shall have the right to appear before the Executive at the earliest possible opportunity to put their case.
- c. Immediate discipline within the Band shall be the responsibility of the Drum Major, Band Sergeant, and/or Band Corporal.
- d. The Drum Major, Sergeant or Corporal shall have the power to refer any such disciplinary matter to the Executive.

10.0 Resignation

- a. Any member wishing to resign from the Band must advise the Secretary in writing.
- b. On receipt of such advice the Secretary shall notify all the relevant Band Officers and request them to supply lists of any Band property not returned, or any moneys owing to the Band by that member before submitting the resignation to the Executive.
- c. On receipt of advice of resignation by the Secretary all membership rights and privileges of that member shall cease but membership obligations shall continue until the Executive is satisfied that all obligations to the Band have been met.

11.0 Leave of Absence

- a. Any member of the Band may apply to the Executive for leave of absence for requested periods. Leave shall not be granted for a longer period than six months in respect of any individual application, but this shall not preclude the submission of successive applications in appropriate cases if approved by the Musical Director.
- b. In the event of leave of absence in any case being granted for a longer period than three months, the Executive may request that all property belonging to the Band, including instrument, music and uniforms, be returned.
- c. No leave will be granted until all debts are cleared.
- d. In the event of leave of absence being granted to a member, this will entitle that member to resume membership on his/her return; however, not necessarily to the position he/she had at the time of the granting of the leave.

12.0 Management of the Band

12.1 Executive Committee

Except as otherwise provided in these rules, the administration of the affairs and business of the Band shall be controlled and managed by an Executive Committee (the "Executive").

- a. The Executive shall consist of the President, Vice-President, Secretary, Treasurer, and a minimum of six and maximum of nine Committee Members. The majority of the Committee shall be Playing Members.

- b. The Executive shall be elected at the Annual General Meeting. The Musical Director, Drum Major and Band Sergeant shall be ex-officio appointments.
- c. The Executive shall have the right to co-opt additional persons as it sees fit subject to clause 12.1a.
- d. The Executive shall meet at least ten times per year. Additional meetings may be called by the President or on application to the President by at least three members. Where possible all members of the Executive shall be notified in writing at least 48 hours before any Executive meeting.
- e. Minutes of all meetings shall be recorded in a minute book. Attendance of all members eligible to be present shall be recorded.
- f. True and accurate financial records shall be kept by the Treasurer, and be open to inspection by members on request to the Executive.
The records must show:
 - (i) How much money was received and from where it came.
 - (ii) How much money was spent and the purpose.
 - (iii) The financial state of the Band at any point of time.
- g. A quorum shall consist of six members.
- h. The term of office for Executive Members shall be for one year beginning with the first meeting of the new Executive until the first meeting of the next elected Executive.
- i. Members of the Executive as delegated may liaise with Playing Members to establish their feeling on particular issues. Individual members of the Executive have no direct authority over Playing Members except with the delegation from the President or the appointed Band Officers.
- j. The authority and responsibility of all Band Officers is vested in the Executive through the President. All business directed to all Band Officers shall be actioned as early as possible.
- k. The Executive shall use its discretion in the enforcement of any of the Band's rules according to the circumstances presented and in the best interests of the Band.

- i. All ex-officio Officers shall have voting rights on the Executive except where decisions on their own portfolio are concerned.
- m. The position of any Executive Member absent for three consecutive committee meetings without leave shall automatically become vacant. Acceptance of an apology shall be deemed grant of such leave.

12.2 Financial Transactions

12.2.1 Financial Year

- a. The Financial Year of the Band shall begin on the first day of April each year and close on the thirty first day of March the following year.
- b. The Band shall make the annual return required by Section 23 of the Incorporated Societies Act (1908) and shall comply with all statutory requirements and regulations.

12.2.2 Investment of Funds

- a. The Executive shall be empowered to invest any moneys of the Band not required for immediate use:
 - (i) On deposit with any registered savings bank, building society or investment company.
 - (ii) In any form of security approved for trustees under the Public Acts of New Zealand.
- b. The Executive may at its discretion retain in its original form any gift or bequest which may not be in the form of security approved for trustees.

12.2.3 Borrowing Money

The Executive shall not have the power to borrow money unless authorised to do so by resolution of a two-thirds majority at an Annual, or Special General Meeting.

12.2.4 Collection of Moneys owed

- a. Where moneys are owed to the Band by members or others the Treasurer shall serve an account in writing to the debtor.
- b. After negotiation with the debtor the Executive shall set a time for the debt to be paid.

12.2.5 Bank Account Signatories

Each transaction shall require two signatures. The signatories shall be the President, Treasurer and Secretary.

12.2.6 Payments to Members

- a. No member or person associated with a member of Howick Brass Incorporated shall derive any income, benefit or advantage from Howick Brass Incorporated.
- b. Notwithstanding (a) above, the Musical Director shall be allowed respectively such salary or honorarium (if any) as the Annual General Meeting shall decide.

13.0 Meetings

13.1 Annual General Meeting

- a. The Annual General Meeting (AGM) shall be called by the Executive as soon as practicable after the end of the financial year, and no later than 31 July.
- b. At any Annual General Meeting or Special General meeting 15 members shall constitute a quorum.
- c. If there is not a quorum at the time fixed for the meeting nor 30 minutes thereafter, the meeting shall stand adjourned to such date as shall be determined by the majority of the members present, but in no case exceeding 28 days.
- d. At the re-convened meeting, the number actually present shall be deemed to constitute a quorum.

- e. Business of the AGM shall be as follows:
- (i) Minutes of the previous AGM and any Special General meetings that have taken place during the year.
 - (ii) President's Report.
 - (iii) Financial Report.
 - (iv) Musical Director's Report.
 - (v) Drum Major's Report.
 - (vi) Election of Executive Officers.
 - (vii) Election of Executive Committee Members.
 - (viii) Election of Patron and Vice-Patrons.
 - (ix) Election of Auditor.
 - (x) Election of Life Members (if any).
 - (xi) General Business.

13.2 **Special General Meetings**

Special General Meetings may be convened at any time by the President or the Secretary when required or by a petition of members. Any such petition shall be signed by not less than seven members of the Band and shall specify the subject or subjects to be discussed at such meeting.

13.3 **General Meetings**

Ordinary General Meetings may be held at such times as the Players determine or if requested by the Executive Committee, provided that at least seven days notice is given. The quorum at such meetings shall be fifty percent of active members. The President, or the Vice-President, or a member of the Executive shall act as Chairman, and in the absence of the Secretary a Minute Secretary shall be appointed. Proper minutes of all such meetings shall be kept in the minute book of the Band.

13.4 **Periods of Notice**

The AGM and all Special General Meetings shall be summoned by the Secretary publishing a notice in the Bandroom for the benefit of Playing Members, at least 14 days prior to the date set for any such meetings. Notice of the AGM shall also be inserted in the press at least 14 days prior to the date set for any such meetings. Seven days notice shall be the period required for the summoning of General Meetings.

13.5 **Voting**

The mode of voting at all meetings shall be by voice, or a show of hands, provided that on demand of any member a secret ballot shall be taken, conducted by a returning officer and two scrutineers appointed by the meeting for that purpose. Proxies shall not be allowed.

13.6 **Minutes**

Minutes of all meetings of the Band and of the Executive Committee and of any Sub-Committee or Special Committee shall be taken by the Secretary, or in his/her absence a Minute Secretary appointed for that purpose, and such minutes shall be entered in the Official Minute Book of the Band and shall be confirmed and signed by the Chairman of the next succeeding meeting as appropriate.

13.7 **Conduct of Meetings**

All meetings shall be conducted under the usual rules of debate and generally follow the standards as set by NZ Standard MP9204 Model Standing Orders for Public Meetings.

14.0 Non-Executive Officers of the Band

The Non-Executive Officers of the Band shall be:

- (i) The Musical Director
- (ii) The Deputy Conductor
- (iii) The Drum Major
- (iv) The Deputy Drum Major
- (v) The Band Sergeant
- (vi) The Band Corporal
- (vii) The Band Lance Corporal
- (viii) The Band Librarians (2)
- (ix) The Band Manager

14.1 **Appointment**

14.1.1 The Musical Director

- a. Is appointed by the Executive.
- b. Is responsible to the Executive through the President for the musical training and progress of the Playing Band, and for musical presentations at all playouts and engagements.
- c. Shall receive an honorarium to be set by the Executive.
- d. Shall submit a written report to each AGM, and to such other meetings as may be required by the Executive from time to time.
- e. Shall be directed by the Executive on all matters of Policy.
- f. Shall negotiate with the Executive concerning the tuition of Learner members.
- g. Shall be an ex-officio member of the Executive.

14.1.2 The Deputy Conductor

- a. Is appointed by the Executive on the recommendation of the Musical Director.

14.1.3 The Drum Major

- a. Is appointed by the Executive.
- b. Is responsible to the Executive through the President for the discipline and turnout of Playing Members at all functions, practices and rehearsals.
- c. Is responsible for the drill training of the Marching Band.
- d. Shall liaise closely with the Musical Director for the preparation and presentation of display marching.
- e. Shall be an ex-officio member of the Executive.

14.1.4 The Deputy Drum Major

- a. Is appointed by the Executive on the recommendation of the Drum Major.

14.1.5 The Band Sergeant

- a. Is elected by the Playing Members of the Band prior to the AGM each year, subject to confirmation at that meeting.
- b. Is responsible to the Drum Major for the good conduct and discipline of Playing Members in the Bandroom.
- c. Shall be an ex-officio member of the Executive representing the Playing Members.

14.1.6 The Band Corporal, Band Lance Corporal

- a. Are elected by the Playing Members of the Band prior to the AGM each year, subject to confirmation at that meeting.
- b. Are responsible for duties delegated to them from the Band Sergeant.

14.1.7 The Band Librarians (2)

- a. Are elected by the Playing Members of the Band prior to the AGM each year, subject to confirmation at that meeting.
- b. Have control of the Music Library and are responsible for the cataloguing, storage and issue of the Band's music.

14.1.8 The Band Manager

- a. Is appointed by the Executive.
- b. Is responsible to the Executive for the routine administration of the Band.

14.2 Duties

The Executive shall have the right to formulate and promulgate job descriptions for all Non-Executive Officers of the Band as deemed necessary.

14.2.1 Vacancies

The Executive shall make temporary appointments to fill vacancies.

15.0 The Common Seal

- a. The Band shall have a Common Seal which shall be kept in the custody and control of the Secretary.
- b. The Common Seal shall be used for legal and contractual documents and may only be used when directed by a recorded resolution of the Executive.
- c. The following Officers shall be the signatories to the Common Seal:
 - (i) The President.
 - (ii) The Secretary.
 - (iii) A member of the Executive elected at the time for the purpose.
- d. The following attestation clause shall be used:
“The Common Seal of **Howick Brass (Incorporated)** was hereto affixed by the **President**, one member of the **Executive**, and the **Secretary** on this _____ day of _____, 19_____”
- e. The Vice-President shall sign in place of the President only on a resolution of the Executive.

16.0 Interpretation of Rules

- a. The Executive shall be responsible for the interpretation of the Rules.
- b. The decision of the Executive shall be final.

17.0 Alteration to Rules

- a. The rules of the Band may be added to, amended or rescinded by a two-thirds majority resolution of those present at a properly notified Annual or Special General Meeting called for that purpose.
- b. Notice of Motion of such change shall be given in writing, and must be in the hands of the Secretary not later than 14 days before the said meeting.

18.0 Winding Up

Should the members of the Band decide on voluntary wind-up, a Special General Meeting shall be called for that purpose.

- 18.1 An interval of not less than thirty [30] days shall pass, from the date on which the resolution was first published.
- 18.2 If the resolution is passed then a second meeting shall be called in not less than thirty [30] days from the date of the first meeting. If the resolution is passed the meeting shall ask the Howick Community Board of the Manukau City Council to appoint an agent to wind up the affairs of the Band. If the resolution is lost the resolution from the earlier meeting shall lapse.
- 18.3 Should the meeting called for in 18.2 not have a quorum a further meeting shall be called as in 18.1 where those present may be declared a quorum.
- 18.4 Restriction of Power of Amendment and Disposal of Property
 - 18.4.1 In the event that the Band shall be wound up or resolve to cease to exist then, notwithstanding any other provision contained within these by-laws, the residue of any funds, assets, investments or other property liabilities, costs and expenses shall be disposed of in accordance with the scheme of distribution approved by the Council's agent provided that no member of the Band benefits directly or indirectly by the disposal of the residue of the aforementioned property but those funds shall be applied to a purpose that is in law a public charitable purpose in New Zealand.

- 18.4.2 No benefit or advantage whether or not convertible into money or any income of any kind shall be afforded to, or received, gained, achieved or derived by any of the persons specified in paragraphs (a) to (d) of the second provision to section 61 (27) of the Income Tax Act 1976, or any enactment in amendment thereof or in substitution thereto, where that person is able, by virtue of that capacity as such a person specified therein, in any way (whether directly or indirectly) to determine, or to materially in any way the determination of, the nature of the amount of that benefit or advantage or that income or the circumstances in which it is or is to be so received, gained, achieved, afforded or derived, except as specifically exempted by that section and save reasonable remuneration for services performed.
- 18.4.3 Notwithstanding anything in these by-laws, no proposed amendment shall be entertained, and no amendment that may be adopted shall have any force or effect, if and in so far as it purports to amend this by-law or to authorise the application to any purpose that is not in law a public charitable or other property.
- 18.4.4 The Howick Community Board may see fit to appoint a member as their agent. If so an exemption to 18.4.1 shall be made to allow the agent to be paid an agreed fee.

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