

# **RIDE THE WAVE BERMUDA CONSTITUTION**

Adopted on 28 August 2013

## **Article 1 - Name, Affiliation and Establishment.**

1.1 The name of the Charity is "Ride the Wave Bermuda", hereinafter referred to as "The Charity".

1.2 The Charity was founded and established in Bermuda in June 2013, and is to be a registered charity.

## **Article 2 – Objects and Purposes**

2.1. To support musical education and the arts in Bermuda.

2.2. To develop musical talent in Bermuda by assisting with music scholarships and supporting the musical arts in Bermuda.

2.3 To supply musical instruments, music software and scholarships for music further education in Bermuda.

2.4 To help aspiring musical artists in Bermuda.

2.4 To help families whose children need financial assistance with music education

2.5 To help Bermuda's children generally including the provision of after school care and food.

2.7 To help with the costs of special education needs of children in Bermuda

2.8. To liaise and exchange knowledge with other organisations having similar objects and activities.

2.9. To observe all legislation regulating music, education and the arts and the conduct of charities generally.

## **Article 3 – Powers**

3.1. To raise funds for the purpose of meeting the Objects and Purposes by any means the Committee in its absolute discretion considers appropriate, including without limitation the powers set out in Article 3.2 to 3.6 below.

3.2 Releasing CD's and DVD's of Bermuda artists.

3.3 Organising music concerts.

3.4 Holding wine tastings.

3.5 Organising raffles.

3.6 Organising flag days

3.2 To raise funds to help aspiring musical artists and their further education by grants, bursaries, scholarships and such other means as the Committee shall in its absolute discretion consider appropriate.

3.2 To do all such things as the Committee in its absolute discretion considers appropriate or conducive to the attainment of the Objects and Purposes.

## **Article 3 - Committee Organisation**

3.1. Subject to Article 3.4, the Charity shall be run by a Committee of such number being not less than 2 as the Members of the Charity may from time to time determine, which is chaired by the President or in his/her absence the Vice President. All Committee members shall be aged of 18 or over.

3.2 To facilitate the smooth running of the Charity, other persons shall hold the following posts:

Treasurer

Secretary

3.3 Each Committee position only carries one vote.

3.4 Notwithstanding Article 3.1, the founding Members shall have the power to establish the Charity, adopt this Constitution, apply for registration of the Charity and the powers set out in Article 4 and the Members shall have the other powers set out in Article 4.

## **Article 4 – Members, the Committee and Officers**

4.1. The founding Members of the Charity are Michael Freisenbruch and Anthony Ware Brannon.

4.2 The founding Members of the Charity shall appoint the initial members of the Committee who shall hold office until the conclusion of the first Annual General Meeting of the Members of the Charity or until their office is terminated under this Constitution. At least two of the members of the Committee must be Members of the Charity.

4.2. The founding Members of the Charity shall appoint one of the members of the Committee appointed under Article 4.1 the initial President who shall hold office until the conclusion of the first Annual General Meeting of the Members of the Charity or until his or her office is terminated under this Constitution. The President must be a Member of the Charity.

4.3 The founding Members of the Charity shall appoint one of the members of the Committee appointed under Article 4.1 the initial Vice President who shall hold office until the conclusion of the first Annual General Meeting of the Members of the Charity or until his or her office is terminated under this Constitution. The Vice President must be a Member of the Charity.

4.4 The founding Members of the Charity shall appoint the initial Treasurer who shall hold office until the conclusion of the first Annual General Meeting of the Members of the Charity or until his or her office is terminated under this Constitution. The Treasurer need not be a Member of the Charity or a member of the Committee.

4.5 The founding Members of the Charity shall appoint the initial Secretary who shall hold office until the conclusion of the first Annual General Meeting of the Members of the Charity or until his or her office is terminated under this Constitution. The Secretary need not be a Member of the Charity or a member of the Committee.

4.6 At each Annual General Meeting the election of each member of the Committee, the President, the Vice President, the Treasurer and the Secretary will be by majority vote of the members present and each such appointment shall be until the conclusion of the next Annual General Meeting of the Members of the Charity or until his or her office is terminated under this Constitution.

4.7 Should any vacancy occur during the term of office of any Committee member or the Treasurer or Secretary, the Members or, failing them, the Committee may fill the position until the next Annual General Meeting.

4.8 A Member may resign in writing to the Charity. A remaining single Member shall have the power to appoint an additional Member in order to hold a meeting of the Members.

4.9 A Committee member may resign in writing. A Committee member who dies, is declared bankrupt or is of unsound mind may have his or her office terminated by resolution of the remaining Committee members.

4.10 The Committee may continue to act so long as a quorum of 2 is in office. A single remaining Committee member may call a meeting of the members to appoint a new Committee and other officers of the Charity under Article 4.2.

## **Article 5 - Duties of the Committee**

### **5.1 President**

It shall be the duty of the President to preside at all meetings of the Committee. He/She may also represent the Charity in all matters.

### **5.2 Deputy President.**

It shall be the duty of the Deputy President to preside at all meetings of the Committee in the absence of the President. He/She may also represent the Charity in all matters.

### **5.3 Treasurer**



It shall be the duty of the Treasurer to receive and have custody of all monies, deeds and securities belonging to the Charity. The Treasurer shall arrange for all such monies deeds and securities to be deposited in an account in the name of the Charity on which cheques may be drawn provided they are signed by the signatories of the Charity from time to time determined by the Committee. The Treasurer shall keep a correct account of all Charity funds received or disbursed by or to the Charity. The Treasurer shall prepare a statement of income and expenditure and a balance sheet as at the last day of each calendar year for submission to the AGM. He/She will also provide on a regular basis to the Committee such financial information as is necessary to ensure the efficient management of the Charity's financial affairs.

#### **5.4 Secretary**

The Secretary shall keep a minute book of Charity meetings and a list of Members. The Secretary shall be responsible for recording the minutes of all Committee meetings, reading such minutes at subsequent meetings as necessary, and circulating minutes to all Committee members.

## **Article 6 - General Committee Responsibilities**

6.1 The Committee shall be responsible for the general governance of the Charity..

6.2 The Committee shall have the power to negotiate any business for and on behalf of the Charity.

6.3 The Committee shall meet at such times as it shall think fit.

6.6 Committee meetings will be called by the Chairman, who shall call a meeting at his pleasure and must do so at the request of two or more members of the committee. Meetings shall be called giving reasonable notice or may be held without notice if all members are present and in agreement.

6.7 A quorum for a Committee meeting shall be 2.

6.8 The Committee shall have the power to make regulations as they deem necessary for the purpose of carrying out their duties, provided that such regulations are not inconsistent with this Constitution. Committee meetings may be held by telephone.

6.9 The Committee shall have the power to delegate any of their duties or functions to individual Committee members or to persons who are not Committee members and appoint specific sub-committees of persons some or all of whom need not be Committee members, in order to assist in the discharge of their duties.

6.11 A majority of the Committee members present is required for approval of any Committee proposal.

## **Article 7 - Membership**

7.1 There is one class of Member of the Charity.

## **Article 8 - Admission of Members**

8.1 The Committee must approve new Members based on a majority vote of the Committee.

## **Article 9 – Subscriptions**

9.1 No subscriptions are required by Members unless the Members resolve otherwise.

## **Article 10 – Member Meetings**

10.1 The Annual General Meeting of the Charity shall be held in March of each year, or as soon as practically possible thereafter, date to be set by the President in consultation with the Committee. Notification of the meeting should be given to each Member in writing by at least seven days' notice unless all the members agree in writing to hold the Annual general Meeting notwithstanding such notice has not been given.

10.2 The business of the Annual General Meeting shall be:

Approval of the minutes of the previous year's AGM and any Special General Meetings which may have occurred during the committee's term of office.

The President's address which should encompass any matters not covered by the Treasurer's report.

The Treasurer's Report and Approval of the Accounts

The election of the new Committee.

The election of the President, Vice President, Treasurer and Secretary

Any motions duly proposed and seconded.

Presentation of awards.

Any other business.

10.3 Any general meeting of Members other than the Annual General Meeting shall be a special general meeting. Special general meetings may be called at any time by order of the President. It shall be the duty of the President to call a special general meeting of the Charity at any time upon receipt of a written request signed by at least a quorum of members stating the object for which the meeting is to be called. The meeting must be held within 30 (thirty) days of receipt of the request. Seven days notice of the meeting shall be given, stating the purpose of the meeting, to each member unless each member approves the holding of such meeting notwithstanding such notice has not been given.

10.4 The business of the special meeting shall be that for which it was called and no other

10.5 Only Members of the Charity may vote at any general meeting.

10.6 A quorum for any annual or special general meeting shall be 2 members. Members may attend in person or appoint a proxy and meetings may be held by telephone.

## **Article 11 – Member and Committee Written Resolutions**

11.1. Anything which may be done under this Constitution by a meeting of Members or a meeting of the Committee may be done by a unanimous written resolution of all such persons entitled to vote at such meeting, such written resolution may be signed in counterparts and is effective from the date of the last signature thereon.

## **Article 12 – Transfer of Membership**

12.1 Transfer of Membership requires approval of the Committee.

## **Article 13 - Charity Dissolution**

13.1 In the event of dissolution of the Charity, after the payment of any outstanding liabilities, any remaining assets shall be transferred to an existing charity in good standing and with similar purposes and aims as those of the Charity.

13.2 Subject to Article 13.1, a special general meeting shall be called for the purpose of the Charity's dissolution.

13.3 A quorum for a special general meeting called for the purpose of Charity's dissolution shall be 66 (sixty six) percent of the Members

## **Article 14 - Interpretation**

14.1 The Committee shall determine any questions as to the interpretation of this Constitution and of any regulations made thereunder and may rule for any occurrence not otherwise catered for in these rules provided that an appropriate amendment thereto is moved at the next following general meeting.

## **Article 15 - Amendments**

15.1 The Charity's Constitution may be amended by a majority vote of Members attending at a general meeting.