ST. BLAZEY AMATEUR OPERATIC SOCIETY

## Constitution

1. Name

The Society shall be called St Blazey Amateur Operatic Society

1. Objects

The objects of the Society are to educate the public in the dramatic and operatic arts, and to further the development of public appreciation and taste in the said arts.

1. Powers

In furtherance of these objects but not otherwise the Society through its Executive Committee may exercise the following powers:

1. to promote plays, drama, comedies, operas, operettas pantomime and other dramatic and operatic works of educative value;
2. to purchase acquire and obtain interests in the copyright of or the right to perform or show any such dramatic or operatic works;
3. to purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other necessary effects;
4. to raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise, provided that the Society shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
5. subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Society;
6. subject to any consents required by law to borrow money and to charge all or any part of the property of the Society with repayment of the money so borrowed;
7. to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or similar charitable purposes and to exchange information and advice with them;
8. to establish or support any charitable trusts, association or institutions formed for all or any of the objects;
9. to assist and further such charitable institutions and charitable purposes as the Executive Committee shall from time to time determine;
10. to appoint and constitute such advisory committees as the Executive Committee may think fit;
11. to do all such other lawful things as are necessary for the achievement of the objects of the Society.
12. Membership

The Society shall consist of Members, including Honorary Life Members. The Committee shall keep a register of names and addresses of the Members which must be available to any Member upon request in accordance with data protection.

1. Eligibility for Membership

Membership shall be open to all those having sympathy with the objects of the Society and desiring actively to further it and to pay the annual subscription laid down from time to time by the Committee. Only fully paid up Members and Honorary Life Members shall have the right to one vote and address the Special/Annual General Meetings. Membership is not transferable.

1. Applications for Membership

Applications for acting membership (those wishing to appear on stage) shall be determined by an audition and the Casting Committee decision shall be final. All other applications for membership shall be determined by the Committee depending on what job roles are required for the current production and this decision shall be final. The Society reserves the right to refuse Membership without having to give a reason.

1. Capabilities of Candidates for Membership

All candidates for membership as performers (Acting Members) shall render the selected audition piece.

1. Expulsion of Members

The Executive Committee may by a unanimous vote remove from the list of Members the name of any Member who persistently neglects the work undertaken by the Society or whose conduct it considers likely to endanger the welfare of the Society including negative use of Social Media or who by his/her actions has misused the privileges of the Society, or otherwise bringing the Society into contempt or disrepute may be suspended pending enquiry or expelled from the Society. The individual shall have the right to be heard by the Executive Committee, accompanied by a friend if so desired, before a final decision is made. Application for the right to be heard must be made within 28 days of the notification. There is no appeal against the final decision.

1. Subscriptions and Fees

The annual subscription to the Society shall be put forward by the Committee to be determined from time to time by the Members at the Annual General Meeting and shall be categorized into the following:

1. Performing Members
2. Non Performing Members Over 60’s,Full-time education and unwaged
3. Part-time membership during the week of the show, the latter having no voting rights.
4. Any person involved in the production at the discretion of the Committee
5. Payment of Subscriptions

 Annual subscriptions shall become due at the first rehearsal of the annual production and shall be paid to the Membership Secretary no later than the 1st November in the same year.

1. Non-Payment of subscriptions

The Committee shall have power by bare majority to suspend any member whose subscription remains unpaid after 1st November in any year from exercising all or any of the privileges of membership until his or her subscription is paid.

1. Resignations

Members wishing to resign must give written notice to the Secretary.

1. Honorary Life Members

Life Members may, on the nomination and recommendation of the Committee only, be elected on such terms as the Members of the Society at an Annual General Meeting may from time to time decide. Any member having served a total of 30 years with the Society shall automatically receive Honorary Life Membership, these years having been ratified by the Committee. Honorary Life Members are exempt from paying the annual subscription but may continue to do so if they wish

**13a. Vice Presidents**

Vice Presidents shall be nominated and recommended by the Committee only. This nomination/recommendation shall be determined by a simple majority of votes at the next AGM, in the case of equality of votes, the Chair of the Committee shall have a second or casting vote.

1. Committee
2. The Society shall be managed by a Committee elected at the Annual General Meeting consisting of the following Officers, namely: Chair, Vice-Chair, Treasurer, Secretary, Minute Secretary, Publicity Officer, Stage Manager, Wardrobe Manager and up to four Members.
3. A member of the Committee shall cease to hold office if he or she:
	* is disqualified from acting as a member of the Committee by virtue of section 178 and 179 of the Charities Act 2011.
	* ceases to be a member of the Society
	* becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
	* is absent without the permission of the Committee from three consecutive meetings and Committee resolve that his or her office be vacated; or
	* notifies to the Committee a wish to resign (but only if at least three members of the Committee will remain in office when the notice of resignation is to take effect).
4. The proceedings of the Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
5. No person shall be entitled to act as a member of the Committee whether on a first or subsequent entry into office until after signing in the minute book of the Committee a declaration of acceptance and of willingness to act in the trusts of the Society.
6. Ex-Officio Committee Members

The following ex-officio (to attend meetings when required) shall be elected at the Annual General Meeting and shall be ex-officio Members of the Committee: Director, Production Assistant, Front of House Manager, Membership Secretary, Fundraising Chairman, Lighting Designer, Musical Director, President, Properties Manager Programme Compiler Rehearsal Secretary, Box Office Manager, Web Editor, and Child Protection Officer, except where person is already one of the ordinary Committee Members.

1. Committee Members not to be personally interested
2. Subject to the provisions of sub-clause (b) of this clause no member of the Committee shall acquire any interest in property belonging to the Society or receive remuneration or be interested (otherwise than as a Member of the Committee) in any contract entered into by the Committee.
3. Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Committee to act in a professional capacity on behalf of the Society: provided that at no time shall a majority of the members of the Committee benefit under this provision and that a member of the Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his her firm, is under discussion.
4. The Society may purchase trustee indemnity cover at the Society’s expense in accordance with, and subject, to the conditions in Section 189 of the Charities Act 2011 for Trustees (Committee Members) who Act within the interests of the Society And put this in power, as well as Spending assets of the Society for benefit of members to purchase.
5. Committee Members must declare the nature and extent of any, direct or indirect interests, which he or she has in a proposed transaction or arrangement with the Society for any transaction arrangement entered into by the Society which has not been previously declared and,
6. Absent themselves from any discussion of the Committee Members in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
7. Any Committee Member absenting themselves from any discussion in accordance with the above clauses must not vote or be counted as part of the quorum in any decision of the Society on that matter.
8. Meetings of Committee

The first Meeting of the Committee shall be called by the Secretary within 21 days of the Annual General Meeting.

1. The Committee shall hold monthly meetings on dates agreed by the Secretary at current meeting or when a Committee Member requests one
2. A special meeting may be called at any time by the Chair or by any two members of the Committee upon not less than 4 days’ notice being given to the other members of the Committee of the matters to be discussed.
3. The Chair shall act as Chair at meetings of the Committee. If the Chair and Vice-Chair are absent from any meeting, the members of the Committee shall choose one of their number to be Chair of that meeting before any other business is transacted.
4. There shall be a quorum of at least one-third of the Members of the Committee-present at a meeting.
5. Every matter shall be determined by a majority of votes of the members of the Committee present and voting on the question but in the case of equality of votes the Chair of the meeting shall have a second or casting vote in addition to any other vote he or she may have
6. The Committee shall keep minutes, in books or electronically kept for the purpose, of the proceedings of meeting of the Committee and any sub-committee.
7. The Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
8. The Committee may appoint one or more sub-committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Committee would be more conveniently undertaken or carried out by a subcommittee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Committee.
9. The Committee may appoint an Assistant to any Officer of the Committee, such an assistant will attend Committee meetings when required.
10. The Committee shall regulate their proceedings as it thinks fit, subject to the provisions of this constitution.
11. The Secretary must call a meeting of the Committee if requested to do so by a Committee Member
12. Committee’s Powers

The Committee shall have power to resolve any questions arising out of these Rules and all other matters connected with the Society (other than and except those which can be dealt with only by the Society in General Meeting) and make maintain and publish all necessary orders regulations and bye-laws in connection therewith.

1. Raise funds. In doing so the Committee must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations.
2. To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
3. To sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power the Committee must comply as appropriate with sections 117 – 122 of the Charities Act 2011 (as amended).
4. To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
5. To obtain and pay for such goods and services as are necessary for carrying out the work of the Society.
6. To open and operate such bank accounts and other accounts as the Committee consider necessary and to invest funds in the same manner and subject to the same constitutions as the Committee of the Society are permitted to do so by the Trustee Act 2000 (as amended)
7. Executive Committee

An Executive Committee consisting of the Chair, Vice-Chair, Treasurer and Secretary shall be formed to deal with any matter that may arise of an urgent nature and co-opt any other Member as deemed appropriate. The members of the Society shall accept their decision.

1. Fundraising Committee

There shall be a Fundraising Committee

elected at the Annual General Meeting. The funds for the Fundraising Committee may, if deemed necessary, be kept in a separate account known as the “Fundraising Account” and administered by the Treasurer of the Society. The personal data of an individual **MUST NOT be** shared with any other organisation for that organisation’s marketing or fundraising purposes without the explicit consent of that individual to the sharing of the personal data with that other organisation or other specified types of organisation.

**Fundraisers *M*UST** comply with all legal requirements relating to data protection.In addition, fundraisers  ***MUST***  keep up to date with and have regard to relevant guidance from the Information Commissioner.

1. Finance

a) The funds of the Society shall be applied solely in furthering the objects of the Society.

b) The funds of the Society, including all members’ fees, donations, box office income and bequests, shall be paid into an account operated by the Treasurer and Chairman in the name of the Society at such bank as the Committee shall from time to time decide. The Treasurer and Chairman or Secretary must sign all cheques drawn on the account.

* + 1. No member of the Society shall receive payment directly or indirectly for services to the Society or for other than legitimate expenses incurred in its work.
		2. No expenditure shall be incurred by any member of the Society without
		3. Chairman and receipts must be obtained for all purchases made. Failure to obtain permission may result in non-payment.
		4. The Society shall give an annual subscription to the National Operatic and Dramatic Association in accordance with the subscription scales published by that Association, and shall abide by the Rules & Bye-Laws of that Association.
1. Financial Year

The financial year of the Society shall commence on 1st April and an annual profit and loss account and balance sheet shall be prepared as at 31st March each year. The Committee shall comply with their obligations under the Charities Act 2011 with regard to the preparation of an annual report and annual return and their transmission to the Commission.

1. Annual General Meeting
2. The Annual General Meeting of the Society shall be held in the month of May, when the Report of the Committee and accounts for the past year, duly audited, shall be presented, the Officers, other members of Committee and an Auditor, for the ensuing year, and the honorary Life Members, if any, elected, and all general business transacted.
3. Every Annual General Meeting shall be called by the Committee. The Secretary shall give at least 21 days’ notice of the Annual General Meeting to all members of the Society. All the paid up Members of the Society shall be entitled to attend and vote at the meeting.
4. The Chairman shall be the Chairman of the Annual General Meeting, but if the Chairman or Vice-Chairman is not present, the persons present shall appoint a Chairman of the Meeting
5. The Committee shall present to each Annual General Meeting the report and accounts of the Society for the preceding year.
6. Nominations for election to the Committee must be made by Members of the Society in writing wih the permission of the nominee and must be in the hands of the Secretary at least 7 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.
7. Retirement of Ex-Officio’s and Committee

The Committee (including the Ex-Officio’s) and the Auditor shall retire annually but shall be eligible for re-election. The names of candidates for these positions shall be sent to the Secretary in writing at least 21 days before the Annual General Meeting and if more names are proposed than the number required to fill the vacancies and sufficient are not withdrawn at or before such Meeting, the election shall be by ballot. If all the before-mentioned positions shall not be filled at such Meeting or any casual vacancy shall thereafter occur the same shall be filled by the remaining members of the Committee.

1. Special General Meetings

A Special General Meeting of the Society may be called at any time at the discretion of the Committee and shall be called within 21 days after the receipt by the Secretary of a requisition in writing to that effect signed by at least 8 Members. Every such requisition shall specify the business for which the Meeting is to be convened and no other business shall be transacted at such Meeting.

1. Procedure at Committee Meetings

The Minute Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every Committee Meeting of the Society.

1. Quorum at Special/Annual General Meetings

No business other than the formal adjournment of the Meeting shall be transacted at any Special General Meeting unless a quorum is present and such quorum shall consist of not less than ? persons present and entitled to vote.

1. Resolution at Special/Annual General Meetings

Unless otherwise provided by these Rules all resolutions brought forward at a Special General Meeting shall be decided by a bare majority of the votes properly recorded at such Meeting and in the case of an equality of votes the Chairman shall have a second or casting vote.

1. Notice of Special/Annual General Meetings

A printed notice of every Special General Meeting accompanied in the case of the Annual General Meeting with particulars of nominations for the Executive Committee (including the Officers) and Auditor and of any proposal to elect an honorary Life Member shall be sent to each member at least 14 days prior to the day fixed for such Meeting.

1. Selection of Works

Any Member may suggest to the Committee any works he or she thinks suitable for consideration for the next production. The Committee shall select the works to be produced by the Society and shall determine the dates of productions and engage the services of the Director, Choreographer, Musical Director, Rehearsal Accompanist, Scenery Designer, Lighting Designer and Sound Designer where appropriate.

1. Selection of Cast

Auditions shall be advertised and open to any person who wishes to perform on stage. All persons wishing to audition must render the selected audition piece. In the event of a part not being cast at auditions, the Committee and Director retain the right to approach anyone either inside or outside the Society.

1. Casting Committee

The Director, Choreographer, Musical Director plus two experienced Members of the Society selected by the Chair shall select the cast for any production. These two said Members must not be auditioning for a part themselves and if auditioning an immediate family member, should leave the room during that particular audition and subsequent discussion preferably not be chosen to be on the Casting Committee for two successive years. The Secretary is to act in an administrative capacity only.

1. Revision of Cast

The Committee shall have power to revise the cast from time to time in consultation with the Director, if any Acting Member to whom a character has been assigned shall, in its opinion, prove unsuitable for the part.

1. Obligations of Acting Members

Acting Members shall to the best of their ability play the parts assigned to them and obey the directions given at all rehearsals and performances.

1. Control of Rehearsals

The Musical Director shall conduct all music rehearsals, the choreographer all dance rehearsals and the Director shall direct all stage rehearsals. In their absence the Production Assistant if applicable will take rehearsals.

1. Frequency of Rehearsals

Rehearsals shall be held weekly or more often, as desired by the Director, Musical Director, Choreographer, Production Assistant or the Executive of the Committee.

1. Attendance at Rehearsals and Performances

The Membership Secretary shall keep a record of the attendance of Acting Members at rehearsals. The Committee shall have power to prohibit any Member whose attendance at rehearsals has been irregular from taking part in the performance of the work in preparation. Acting Members absenting themselves from three consecutive rehearsals without permission of the Director may, at the discretion of the Committee and in consultation with the Director, be deemed to have resigned their parts in the work then in rehearsal.

1. Rehearsals and Performances

A record of attendance of Acting Members at rehearsals and performances shall be kept by the Membership Secretary. The Committee shall have power to prohibit any Member whose attendance at rehearsals shall have been irregular from taking part in the performance of the work in preparation. Acting Members absenting themselves from three consecutive rehearsals without permission of the Director may, at the discretion of the Committee and in consultation with the show Director, be deemed to have resigned their parts in the work then in rehearsal. No person other than a Member or chaperone will be allowed to attend any rehearsal. During the show, only those taking an active part in the production will be allowed on stage, in the wings or dressing room, unless they have the permission of an Officer. Children will be under supervision of accredited chaperone/s at all times. Safeguarding minors must be paramount at all times. The parents of all minors will receive a copy of the Society’s Child Protection Policy, a Medical Consent Form, the Society’s Child Protection Procedures, Copy of Form to be completed by Parent or Guardian giving permission for photography and video to take place for Programme and Publicity purposes and a copy of the Society’s Targets, Rules and Regulations.

1. Production Money

All monies due from Members in connection with the production and performance of any work shall be accounted for, and paid to the Treasurer, within 21 days after the conclusion of the final performance.

1. Production Account

By May each year the Treasurer shall prepare or cause to be prepared a full statement of the receipts and expenses of each production any member may inspect the books of account at the Annual General Meeting and Committee Members at any Committee Meeting, subject to 7 days notice being given to the Treasurer.

1. Recovery of Money due to Society

All monies due and owing to the Society, including the Subscriptions of Members, shall be recoverable at law in the name of the Secretary.

1. Dissolution of Society

If the Committee decides that it is necessary or advisable to dissolve the Society it shall call a general meeting of all members of the Society, of which not less than 21 days’ notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Committee shall have power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the Society as the members of the Society may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account or statement, for the final accounting period of the Society must be sent to the Charity Commission. In no circumstances shall the net assets of the Society be paid to or distributed among the Members of the Society. The Committee must notify the Charity Commission promptly that the Society has been dissolved. A copy of the statement of accounts, or account or statement, for the final accounting period of the Society must be sent to the Charity Commission.

1. Alteration to Rules
2. No alteration of these Rules shall be made except at an Annual/Special General Meeting nor unless 21 days prior to such a meeting a written notice of the proposed alteration or of one substantially to the like effect shall have been given to the Secretary, who shall give 14 days notice thereof to the members and the resolution embodying such proposed alteration shall be carried by a majority of at least two thirds of the members present and voting at a General Meeting.
3. No amendment may be made to clauses 1, 2, 14, 42 or this clause without the prior consent of the Charity Commission.

c) A copy of any resolution amending

 this constitution shall be sent to the

 Charity Commission within 21 days of

 it being passed

**44. Constitution**

All Members shall receive a copy of the Constitution when they first join the society. The most recent Constitution will be published on the Society’s website. Any changes to the Constitution will be published with the AGM papers. Printed copies shall be available upon request from the Executive Committee. All members have a responsibility to familiarise themselves with the Constitution.

45. Arrangements until First Annual General Meeting

Until the first Annual General Meeting takes place this constitution shall take effect as if references in to the Committee were references to the persons whose signatures appear at the bottom of this document.

**46. NODA Long Service Awards**

The Society is affiliated to the National Operatic & Dramatic Association (NODA) and as such participates in the NODA long service awards scheme which recognises commitment, dedication and service by members over a number of years. Details of the rules for these awards can be found on <https://www.noda.org.uk/noda_awards_application_forms> The Society maintains records of Members years with the Society and details of any “transferred in years with other NODA affiliated Societies” and when a member becomes eligible for an award, writes to the member informing them and giving them the opportunity to purchase the said award.