

**Reading Operatic Society
Constitution**



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PART 1 - Definitions

1. The name of the Society shall be The Reading Operatic Society.
2. In this Constitution:
 - (a) A reference to "the Society" shall be a reference to the Reading Operatic Society,
 - (b) A reference to "a Member" shall be a reference to a person who has fulfilled the requirements for membership of the Society,
 - (c) Words importing persons include corporations.

PART 2 - Aim of the Society

3. The aim of the Society is to:
 - (a) educate the public in the operatic and dramatic arts,
 - (b) further the development of public appreciation and taste in the said arts, and
 - (c) assist and further such charitable institutions and charitable purposes as the Committee shall from time to time determine.
4. In furtherance of this aim, but not otherwise, the Society may:
 - (a) promote operas, operettas and other musical and dramatic works of educative value,
 - (b) purchase, acquire and obtain interest in the copyright of or right to perform or show any operatic, musical or dramatic works,
 - (c) purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other necessary effects,
 - (d) raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise, provided that the Society shall not undertake any permanent trading activities in raising funds, and
 - (e) do all such things as shall further the aim of the Society.

PART 3 - Membership of the Society

5. The Society shall comprise of
 - (a) A President, Vice Presidents, who have the right to vote at General Meetings of the Society and may participate in the Society's productions
 - (b) Members (including fully paid, honorary and life members). These members have the right to vote at General Meetings of the Society, are eligible for election to the Committee of the Society and may participate in the Society's productions
 - (c) Friends are supporters of the Society. They do not have the right to vote at General Meetings of the Society or be elected to the Committee of the society.
 - (d) Junior Members, who do not have the right to vote at General Meetings of the Society and may participate in the Society's productions. These are members of the Society who are under 16 years of age.
6. Honorary Members join the society upon invitation of the Committee and are subject to annual approval by the Committee each January.
7. No Member shall make use of the name of the Society without the prior written permission of the Committee.
8. The President, and Vice Presidents shall be elected every two years at the Society's Annual General Meeting in accordance with Part 7.

9. The membership of the Society shall consist of those who have paid appropriate fees or have been approved as an honorary member or life member of the Society.
10. Life membership of the Society may be granted to any member or person at the discretion of the Committee. A Life Member has the same rights as a member of the society.
11. Each Member of the Society shall be required to sign at the time of their admission an agreement to be bound by the Constitution of the Society a copy of which will be provided, in addition to a separate form accepting the Child Protection Policy.
12. Concessionary Membership may be available at the discretion of an Officer of the Committee and the Membership Secretary.
13. A subscription shall be paid by all members on the date of joining the society, and annually thereafter in accordance with the rates and methods of payment determined by a General Meeting.
14. A levy shall be paid by all Members performing in a production of the Society.
15. The Committee shall have the discretion to offer a person free temporary membership and exemption from payment of the production levy.
16. A member shall cease their membership if the annual Membership subscription is not paid within 28 days of the due date.

PART 4 - Business of the Society

17. The management of the Society shall be conducted by a Committee, elected every two years by Members at an Annual General Meeting and shall comprise the following Officers of the Society:
 - (a) Chair,
 - (b) Vice Chair
 - (c) Secretary,
 - (d) Treasurer,
 - (e) Membership Secretary
 - (f) And six other members
18. The Committee shall all be Members of the Society.
19. In the event that a vacancy for any Officer or member of the Committee fails to be filled by election at the Annual General Meeting or vacant positions during the year, the Committee shall have the power to fill this vacancy by co-opting any member of the Society to serve as that officer or member with full rights as if elected for the remainder of the term.
20. The Committee shall meet when convened by the Chair or at the request of six members of the Committee (excluding the Chair and any co-opted Members). The Secretary will provide written notice of any meeting to each member of the Committee at least seven days before the date of that meeting
21. A meeting of the Committee shall not be held unless there are five Members of the Committee, not including the Chair, present.
22. The Committee shall have power to decide any questions arising out of this Constitution and all other matters connected with the society, except those which can only be dealt by the Members in an Annual General Meeting.
23. Any matter for resolution by the Committee shall be determined by a simple majority vote with the Chair not voting in the first instance. In the event of equality of votes the Chair shall have the casting vote.
24. The Committee shall have the power to appoint sub-committees as it deems necessary.
25. No one person should have sole access of the society's assets. This includes bank accounts, websites and social media accounts. These should always be accessible by at least two members.

PART 5 - Finance

26. The Society's financial year shall run from 1 January and terminate on 31 December the same year.
27. The funds of the society shall be applied solely towards the stated objectives of the Society.
28. No member of the Society shall receive payment directly or indirectly for services to the Society or for purposes other than legitimate fees and expenses incurred, subject to approval by the Committee
29. All monies payable to the Society shall be received by the treasurer or such other officer appointed to receive the same.
30. All funds of the Society (except such petty cash as shall be kept at the discretion of the Committee) shall be invested and/or kept in a banking account in the name of the Society. The disposition of such funds shall be at the discretion of the Committee and will require two of the four authorised signatures.
31. Any further debt and or liabilities of the Society shall be the responsibility of all Members.
32. All sums received on behalf of the Society shall be recorded in the Society's accounts.
33. No Member, sub-committee or any other person may incur expenditure or make any commitment on behalf of the Society without the prior authority of the Committee.
34. All monies due and owing to the Society shall be recoverable at law in the name of the Secretary.
35. No refund of subscription shall be made to or on behalf of any Member whose membership is terminated or suspended.
36. The Treasurer shall present a financial report and statement to all meetings of the Committee.
37. All accounts shall be examined annually by a person elected as an independent examiner in accordance with Part 7 and the examined accounts shall be presented for adoption by the Society at the Annual General Meeting.

PART 6 - Insurance

38. The Society shall take out public liability insurance, personal accident insurance and any other necessary insurance to cover its meetings, activities and its Officers, Committee or other persons acting on behalf of the Society.
39. The Society will not accept any responsibility for loss or damage to any person's personal property.

PART 7 - General Meetings of the Society

40. At least 42 days written notice of the date and venue of a **General Meeting of the Society** shall be issued to all Members. The proceedings of a General Meeting shall not be annulled or otherwise be invalid as a result of a Member or Members not receiving notice of such General Meeting providing that notice of such meeting has been displayed at three consecutive rehearsals of the Society during the period expiring not less than 14 days before the meeting.
41. A quorum for a General Meeting shall be one quarter of the number of Members of the Society. If no quorum is present within half an hour of the time fixed for the start of the General Meeting no business other than the formal adjournment of the Meeting shall be transacted and the Meeting shall stand adjourned to such time and place as the Committee determines.
42. Resolutions for consideration by the Meeting or proposals to alter this Constitution must be submitted to the Secretary at least 28 days before the Meeting
43. A Member unable to attend a General Meeting may deliver their vote on any item for which notice has been given in the form of a written proxy to the Secretary prior to the start of the meeting and the Secretary will record it at the meeting.
44. Any alteration to this Constitution shall require the assent of two thirds of the Members voting whether in person or by proxy. All other resolutions brought before a General Meeting shall be decided by a simple majority of the Members voting whether in person or by proxy. The Chair shall not vote in the first instance, in the event of an equality of votes the Chair shall have the casting vote.

45. Unless an effective date is otherwise specified any resolution decided by the Meeting shall be implemented from the date of that Meeting.
46. There shall be an **Annual General Meeting** (AGM) of the Society not later than the last day of June each year.
47. The business of the AGM shall be to:
- (a) receive apologies for absence;
 - (b) receive and adopt the minutes of the previous AGM and any Extraordinary General Meeting held since the last AGM;
 - (c) receive and adopt the Chair's report for the past year;
 - (d) receive and adopt the Treasurer's report and accounts, which have been independently examined for the past financial year;
 - (e) elect a President and a vice President;
 - (f) elect the Officers of the Society;
 - (g) elect Members to serve on the Committee;
 - (h) decide the annual subscription rate;
 - (i) appoint an independent examiner for the next financial year;
- and
- (j) transact any other business written notice of which has been given to the Secretary at least 7 days before the AGM. Emergency business for which events did not permit the required written notice to be given may be transacted at the discretion of the Chair
48. Nominations for the posts of President, Vice-Presidents, Officers, Committee members and Independent Examiner shall be submitted in writing to the Secretary at least 28 days before the AGM and shall have the consent of the nominee. A Member who, (a) is under the age of 18 years, (b) has been convicted of any offence involving dishonesty or deception where that conviction is unspent, (c) is an undischarged bankrupt, or (d) has previously been removed from trusteeship of a charity, may not be elected as an Officer or a Member of the Committee. Nominations must be signed by the proposer and seconder who must both be Members of the Society and be countersigned by the nominee to indicate acceptance of the nomination. A nominee for a post as an Officer or Committee Member shall further declare that he is not disqualified under the terms of the Charities Act 1993 from acting as a Trustee.
49. The Secretary shall send to the President, vice-Presidents, Friends and Members not later than 14 days before the AGM copies of documents which will be put to the Meeting. These must include the following:
- 1. The agenda for the Meeting,
 - 2. Chair's report,
 - 3. Treasurer's report and accounts which have been independently examined,
 - 4. List of nominations for Officers and vacancies on the Committee,
 - 5. Any resolution for discussion by the Meeting,
 - 6. Any proposal to change this Constitution, and
 - 7. A form on which to submit a proxy vote.
50. The Officers of the Society and Members of the Committee shall be elected to serve for a period of two years. At the conclusion of a term of office they may offer themselves for re-election.
51. If the number of nominations for President, Officers, members of the Committee or Independent Examiner exceeds the number of vacancies there shall be a ballot in a form prescribed by the Committee on which all Members of the Society may vote either in person or by proxy.
52. Notwithstanding that only one nominee has been submitted for a particular Office or post a ballot of

Members shall be held.

53. In the event that there are insufficient nominations for a particular Office or post, or a single nominee is not elected the Chair shall accept nominations proposed and seconded by Members present at the AGM with the consent of the nominee. Such nominations will be put to a ballot of the Members present at the meeting.
54. An **Extraordinary General Meeting** (EGM) of the Society may be summoned at any time by the Chair at the request of either the Committee or of not less than one quarter of the number of Members of the Society who shall submit to the Secretary a written request stating the business to be discussed.
55. The business of the EGM shall be stated on the notice convening it and no other business will be discussed at the Meeting.

PART 8 - Conduct of Members

56. A Member is expected to further the best interests and general goodwill of the Society at all times.
57. The Society shall take appropriate measures under the provisions of the Children and Young Persons Act 1963, the Child (Performances) Regulations 1968, the Protection of Children Act 1999 and the Criminal Justice and Court Services Act 2000 to ensure the safety of children participating in its productions.
58. The Society shall have in place a written Child Protection Policy and a set of procedures in place.
59. Members may be suspended from the register of Members for a specified period if they:
 - (a) Commit any act detrimental to the good name of the Society or any production (which also includes social media, such as Twitter or Facebook),
 - (b) have given a commitment to perform in a production and fail to attend an adequate number of rehearsals without suitable explanation being tendered to the production team or the Committee's representative,
 - (c) fail to attain acceptable standards of behaviour in whatever capacity employed,
 - (d) fail to comply with any of the terms of this Constitution or rules made under it.

PART 9 - Show choosing

60. The Society shall select the shows in advance for which it will obtain a suitable license if required.
61. Members shall have the right to suggest future shows for presentation by the Society. Suggestions should be given to a Committee representative and should include reasons for the recommendation.
62. The Committee shall, from the suggestions made by Members, determine the shows which should be performed during the year in question and which are considered to be best within the Society's capabilities and resources to perform, having due regard to audience appeal.
63. The Committee may determine at a later date that the Society should perform a show other than one originally chosen where:
 - (a) there is a change of circumstances which would prevent the Society from being able to perform the chosen show or
 - (b) the show, within the Society's capabilities and resources to perform but excluded from choice at the time of show choosing, subsequently becomes available.
64. A provisional production budget for a show selected shall be presented to the Committee by the Treasurer at the earliest convenient meeting of the Committee following the selection of the show. Any revision of costings shall be notified to the Committee as they become known.

PART 10 - Show production

65. Before the commencement of each intended production, a list of suitable candidates shall be submitted to the Committee for selection. The Committee shall appoint as necessary:

- (a) a director,
- (b) a musical director,
- (c) a choreographer and
- (d) other posts as appropriate.

- 66. The Committee shall notify each appointee their appointment in writing (two copies) setting out the terms of the appointment. The notice shall include details of any relevant budget and/or financial constraints within which they may operate without reference to the Committee. The appointee shall accept their appointment by returning one signed copy of the letter to the Secretary prior to taking up the appointment.
- 67. At the discretion of the Committee a person may act in more than one position.
- 68. The Committee shall have the power to remove any appointee at any time without notice.
- 69. An adjudicating panel comprising the production team and at least one other person deemed suitable by the Committee, will hold auditions on behalf of the Society for all nominated roles. The format of the auditions shall be agreed in advance by the production team and the Committee.
- 70. The Membership Secretary will give 21 days notice of the date of auditions. The production team shall make available details of test pieces for the various roles. Auditions may be arranged on an alternative date only by arrangement with the production team and prior permission of the Committee.
- 71. A non-Member of the Society wishing to audition must pay an audition fee prescribed by the Committee.
- 72. A non-Member selected for a role must pay the annual Membership fee and appropriate production fee.
- 73. Only where the audition panel is unable to cast a role from those auditioned shall the Committee use alternative means to find a suitable person.
- 74. An updated production budget shall be presented by the Treasurer at a meeting of the Committee immediately before the start of rehearsals.
- 75. A production account shall be presented in draft form by the Treasurer to the Committee within 30 days of the completion of the production. A final audited account covering all productions performed during the financial year shall be presented to the Committee in time for adoption and circulation for consideration at the Annual General Meeting.

PART 11- Dissolution of the Society

- 76. The Society shall only be dissolved by resolution passed by a majority of at least five sixths of the Members present and voting at an Extraordinary General Meeting called for the purpose of considering dissolution. Any balance of cash remaining in hand after realisation of assets and payments of debts shall not be distributed among Society Members but shall be applied for such charitable purposes similar to those of the Society or paid, distributed or transferred to such charitable institutions or institutions having objectives similar to the objectives of the Society as the Committee with consent of the meeting shall determine.

PART 12 - Interpretation of the Constitution and modifications to it

- 77. The Committee shall have the power to interpret this Constitution should there be any ambiguity or difference of opinion concerning the purpose or intention of any one paragraph. An amendment to the Constitution to clarify the said interpretation shall be presented for approval at the following AGM.
- 78. The Committee shall have the power to deal with any matter not provided for within this Constitution.
- 79. No alteration to this Constitution shall be made except at a General Meeting of the Society

No alteration may be made to paragraphs 3, 4, and 76 to 79 of this Constitution without the approval of the Charity Commissioners of England and Wales or any other authority having charitable jurisdiction from time to time