

Constitution

adopted 17 July 2024



1. Name

The Society shall be called St Austell Amateur Operatic Society.

2. Objects

To promote the advancement and improvement of general education in relation to all aspects of the art of drama and musical theatrical performance for all in the local community.

3. Powers

The Society, through its committee, has the power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, the Society's powers include:

- a) to promote plays, drama, comedies, operas, operettas and other dramatic and operatic works of educative value;
- b) to purchase acquire and obtain interests in the copyright of or the right to perform or show any such dramatic or operatic works;
- c) to purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other necessary effects;
- d) to raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise, provided that in raising funds the Society shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- e) subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Society;
- f) 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;
- g) to employ such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- h) 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;
- i) to establish or support any charitable trusts, association or institutions formed for all or any of the objects;
- j) to assist and further such charitable institutions and charitable purposes as the Committee shall from time to time determine;
- k) to appoint and constitute such advisory committees as the Committee may think fit;
- l) to do all such other lawful things as are appropriate and necessary for the achievement of the objects of the Society.

4. Membership

The Society shall consist of Members, which includes 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 the General Data Protection Regulations 2018 (as amended)).

If the Society is wound up, the members of Society have no liability to contribute to its assets and no personal responsibility for settling its debts.

4a Non-Voting Membership

The Society may create non-voting memberships and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination or membership of any such class of member.

Other references in this constitution to "members" and "membership" do not apply to non-voting members and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations

5. Eligibility for Membership

Membership shall be open to all anyone over the age of 16 who has sympathy with the objects of the Society and desiring actively to further it and to pay the annual subscription fee as agreed at the most recent previous Annual General Meeting. Depending on the casting requirements of the production, membership age may be

lowered. Only paid-up Members and Honorary Life Members shall have the right to vote and address the Special/Annual General Meetings. Membership is not transferrable to anyone else.

6. Applications for Membership

New applications for acting members (those wishing to appear on stage) shall be determined by an audition and the Casting-Committee decision shall be final. All auditionees are required to pay a non-refundable fee of £5.00 prior to their audition. 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.

7. Capabilities of Candidates for Membership

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

8. Expulsion of Members

The 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 social media). The individual shall have the right to be heard by the Executive Committee, accompanied by a friend, 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. Further information can be found in the Society's Disciplinary & Grievance Policy and Antbullying and Harassment Policy.

9. Subscriptions and Fees

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

- a) Audition Fee (£10)
- b) Full Membership (£45)
- c) Show Fee (for those appearing on stage) (£70)
- d) Full-time Education, un-waged and senior citizens (£22.50)
- e) 2 Week Show Membership (no voting rights) (£10)

Payment Plans are available upon request to the Treasurer.

10. Payment of Subscriptions and Fees

Annual subscriptions shall become due and be paid to the Society on 1st June in each year and shall be paid to in to the Society's bank account no later than the last day of February in each year.

11. Non-Payment of Subscriptions

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

12. Termination of Membership

Membership of the Society comes to an end if:

- a) The member dies.
- b) The member gives written notice of resignation to the Secretary.
- c) Any sum of money owed by the member of the Society is not paid in full within 4 weeks of its falling due.

13. Honorary Life Members

Any member (having paid full membership fees) who has served a total of 30 years with the Society shall receive Honorary Life Membership by right, the years of service having been ratified by the Committee at their last meeting prior to the Annual General Meeting. New Honorary Life Members are announced at the AGM followed by written confirmation from the Secretary. No Honorary Life Member shall be required to pay any subscription to the Society.

The Committee has discretionary powers to award Honorary Life Membership to anyone who has served a total of 30 years with the Society, but who has not paid full membership fees.

13a. Vice Presidents

Vice Presidents shall be nominated and recommended by the Committee only, having demonstrated outstanding service to the Society. In the case of equality of votes the Chair of the meeting shall have a

second or casting vote. Newly invited Vice Presidents will be announced at the AGM. Vice-Presidents are exempt from paying annual membership fees.

14. Committee

- a) The Society shall be managed by a Committee elected at the Annual General Meeting consisting of the following Officers, namely: Chair, Vice-Chair, Treasurer, Assistant Treasurer, Secretary, Assistant Secretary, Governance Lead, Production Assistant, Publicity Manager, Publicity Assistant, Social Manager, Stage Manager, College Comms, Rehearsal & Occasions Officer.
- b) 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 sections 178-180 of the Charities Act 2011 (as amended);
 - ceases to be a member of the Society;
 - becomes incapable by reason of mental disorder, bankruptcy, illness or injury of managing and administering his or her own affairs;
 - is absent without the permission of the Committee from all their meetings held within a period of 6 months and the Committee resolve that his or her office be vacated; or
 - notifies the Secretary in writing 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).
 - is removed from the list of Membership in accordance with rule 8.
 - dies.
- c) 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.
- d) 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.
- e) No one may be appointed as a Committee Member if they are under the age of 18 years.

A Committee Member (Trustee) may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

15. 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: President, House Manager, Props Supervisor, Programme Manager, Wardrobe Supervisor, Wigs & Hair Designer, Make-Up Supervisor, Child Protection Officer and Society Archivist.

16. Committee Members not to be personally interested

- a) 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 (otherwise than as a Trustee for the Charity) or receive remuneration or be interested (otherwise than as a Member of the Committee) in any contract entered into by the Committee.
- b) Any member of the 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.
- c) The Society may purchase trustee indemnity cover at the Society's expenses in accordance with, and subject to, the conditions in Section 189 of the Charities Act 2011 (as amended) 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 the benefit of members to purchase.
- d) Committee Members must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not been previously declared; and
- e) Absent themselves from any discussions 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).
- f) Any Committee Member absenting themselves from any discussions in accordance with the above clauses must not vote or be counted as part of the quorum in any decision of the Society on the matter.

- g) The Society must comply with their obligation to inform the Charity Commission within 28 days of any change to their trustee's (Committee Membership).

17. Meetings of Committee

The Committee shall endeavour to hold monthly meetings, or when a Committee Member requests one either face-to-face or virtually.

- a) 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.
- b) 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 the meeting before any business is transacted.
- c) No business other than the formal adjournment of the meeting shall be transacted at any Committee meeting unless a quorum of five members of the Committee is present.
- d) Every matter shall be determined by a simple 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 casting vote in addition to any other vote they have had.
- e) The Committee shall keep minutes, in folders kept for the purpose, of the proceedings of meetings of the Committee and any sub-committee. These Minutes shall be ratified and signed by the Chair at the following Committee Meeting. Not more than 21 days following the ratification of the Minutes of every meeting of the Committee, the minutes will be available to Members and Life Members via email following request to the Minute Secretary.
- f) 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.
- g) 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 sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Committee.
- h) The Committee may appoint an Assistant to any Officer of the Committee, such an assistant will attend Committee meetings when required.
- i) The Committee shall have the power to fill any vacancy that may occur.
- j) Committee shall regulate their proceedings as they think fit, subject to the provisions of this constitution.
- k) The Secretary must call a meeting of the Committee if requested to do so by a Committee Member.
- l) The Chair may, with the consent of a meeting at which a quorum is present, adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.
- m) The minutes of all meetings need to be kept during the existence of the charity.

18. Committee's Powers

The Committee shall have power to decide 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 byelaws in connection therewith.

- a) Raise funds. In doing so the Committee must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations.
- b) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
- c) 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 and 119-123 of the Charities Act 2011 (as amended).
- d) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
- e) To obtain and pay for such goods and services as are necessary for carrying out the work of the Society.
- f) 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)

19. 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 Committee Member as deemed appropriate. The Committee will be informed of any such decision as early as practicable. The members of the Society shall accept their decision.

20. Social Committee

There shall be a Social Manager elected at the Annual General Meeting. After election the Social Manager may nominate members for the Social Committee. The funds for the Social Committee shall be kept in a separate account known as the "Social Account" and administered by the Social Manager on behalf of the Treasurer of the Society. The Social Manager and the Treasurer of the Society must both sign any cheques for the Social Account.

21. 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 Committee in the name of the Society at such bank as the Committee shall from time to time decide. The Treasurer and Chair/Secretary must sign any cheques drawn on the account.
- c) 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.
- d) No expenditure shall be incurred by any member of the Society without the authority of the Treasurer and/or Chair and receipts must be obtained for all purchases made. Failure to obtain permission may result in non-payment.
- e) The Society shall pay an annual subscription to the National Operatic and Dramatic Association (NODA) in accordance with the subscription scales published by NODA and shall abide by the rules and bylaws of NODA.

22. Financial Year

The financial year of the Society shall commence on 1st June and an annual profit and loss account, and balance sheet shall be prepared within six weeks after the 1 June in each year. The Committee shall comply with their obligations under the Charities Act 2011 (as amended) with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts and to the preparation of an annual report and annual return (duly audited). The statement of accounts, reports and returns must be sent to the Charity Commission, regardless of the income, within 10 months of the financial year end.

23. Annual General Meeting

- a) The Annual General Meeting of the Society shall be held in the month of July or as soon as practicable thereafter, an interval of not more than 15 months, 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 elected, any Honorary Life Members & Vice Presidents, if any, will be announced and all general business transacted.
- b) 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 fully paid members and Honorary Life Members of the Society shall be entitled to attend and vote at the meeting. The Annual General Meeting shall be a face-to-face meeting unless an unprecedented situation arises in which case a virtual AGM may be necessary.
- c) The Chair shall be the Chair of the Annual General Meeting, but if the Chair or Vice-Chair is not present, the persons present shall appoint a Chair of the meeting from amongst those Members/Honorary Life Members present.
- d) Nominations for election to the Committee must be made by members of the Society in writing including the names of a proposer and seconder and must be in the hands of the Secretary before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

24. 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 given to the Secretary in writing 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 afore-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.

25. 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 12 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.

26. Procedure at General Meetings

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

27. Quorum at General Meetings

No business other than the formal adjournment of the Meeting shall be transacted at any General Meeting unless a quorum be present and such quorum shall consist of not less than 12 persons present and entitled to vote.

28. Resolutions at General Meetings

Unless otherwise provided by these Rules all resolutions brought forward at a 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 Chair shall have a second or casting vote.

29. Notice of General Meetings

A printed notice of every General Meeting accompanied in the case of the Annual General Meeting with particulars of nominations for the Committee (including the Officers) and Auditor and of any proposal to elect an Honorary Life Member shall be sent to each member at least 21 days prior to the day fixed for such Meeting.

30. Selection of Works

Any Member may suggest to the Committee any works he or she thinks suitable for consideration for the next production by completing the appropriate Show Selection Form available from the Secretary. The Committee shall select the works to be produced by the Society, determine the dates of the production and engage the services of the Director, Choreographer, Musical Director, Set Designer, Costumier company, Lighting Designer & Sound Designer.

31. Selection of Cast

Auditions shall be advertised and open to any person who wishes to perform on stage in accordance with the Society's Equal Opportunities Policy. All persons wishing to audition must render the selected audition piece and pay an audition fee. 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.

31a. Selection of Production Team

For the purpose of this paragraph the Production Team shall consist of Director, Choreographer, Musical Director. For each production, the Society shall advertise for expressions of interests on becoming Director, Choreographer, and Musical Director for their next production. These 3 members of the production team cannot be a Committee Member, however, they may be required to attend a committee meeting by the Committee or can request to attend a committee meeting should they feel it necessary.

32. Casting Committee

The Director, Choreographer, Musical Director, Chair (or nominated deputy chosen by the Chair) plus one Committee Member (to be chosen by the Committee) shall select the cast for any production. None of the Casting Committee may audition for a part themselves and if auditioning immediate family, should leave the room during the audition and subsequent discussion. The Secretary (or nominated deputy chosen by the Committee) is present to act in an administrative/go-between capacity only.

33. Revision of Cast

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

34. Obligations of Acting Members

Acting Members shall to the best of their ability play the parts assigned to them and obey the directions (see rule 35.) given at all rehearsals and performances.

35. 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 will take the rehearsal.

36. Frequency of Rehearsals

Rehearsals shall be held weekly or more often, as desired by the Director, Musical Director, Choreographer or Production Assistant with prior approval from Committee due to associated charges.

37. Attendance at Rehearsals and Performances

A record of attendance of Acting Members at rehearsals and performances shall be kept by the Production Assistant. 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 or Production Assistant 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 for minors, will be allowed to attend any rehearsal other than at the discretion of the Chair. 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 the Committee or Executive Committee. In accordance with the Society's Child Protection Policy safeguarding minors must be paramount at all times.

a) Scores & Scripts

A copy of the musical Score and Script may be obtained from the Secretary and must be returned in good order no later than the last day of the performance. A deposit is required from Members wishing to have a score and/or script prior receiving them and will only be refunded if the script and/or score is not returned in good order. "Good Order" shall be determined by the Company who has hired the scores and scripts to the Society.

39. Production Money

All monies due from Members in connection with the production (except for Subscription fees which must be paid by the last day of February prior to the show) and performance of any work shall be accounted for, and paid to the Treasurer, within 21 days after the conclusion of the final performance.

40. Production Account

By July each year the Committee shall prepare or cause to be prepared a full statement of the receipts and expenses of each production and upon request to the Treasurer shall be open for the inspection of Members/Honorary Life Members at such time and place as the Committee shall decide. The Charities Act 2011 specifies that charities must keep their accounting records for at least six years from the end of the financial year in which they are made.

41. 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.

42. 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 similar charitable purpose. In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society.

The Society must observe the requirements of the Dissolution Regulations in applying to the Charities Commission for the Society to be removed from the Register of Charities, and in particular:

- a) The committee must send with their application to the Commission:
 - I. A copy of the resolution passed by the member of the Society;
 - II. A declaration by the Committee that any debts and other liabilities of the Society have been settled or otherwise provided for in full; and
 - III. A statement by the Committee setting out the way in which any property of the Society has been or is to be applied to its dissolution in accordance with this constitution;

- b) The Committee must ensure that a copy of the application is sent within 7 days to every member and employee of the Society, and to any Committee Member who was not privy to the application.

If the Society is to be wound up or dissolved in any other circumstance, the provisions of the Dissolution Regulations must be followed.

43. 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 years from other Societies. When a member becomes eligible for an award, the Society will write to the member informing them and giving them the opportunity to purchase the said award. It is the responsibility of each member to provide evidence of years from other Societies. If a member disputes the number of years St Austell AOS has recorded, then it is up to the member to prove the dispute. The Society agrees to finance any administrative costs incurred, but the member must pay for their award.

44. Constitution

All Members shall have access to the Constitution when they first join the society. The most recent Constitution will be published on the Members Page on the Society's website www.staustellaos.co.uk. 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 familiarize themselves with the Constitution. The Committee may from time to time make such reasonable and proper rules as they may deem necessary or expedient for the proper conduct and management of the Society, but such rules must not be inconsistent with any provision of this constitution.

45. Disputes

If a dispute arises between members about the validity or propriety of anything done by the members under of this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

46. Alteration to Rules

As provided by clauses 224-227 of the Charities Act 2011 as amended,

- a) 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/s, 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.
- b) No amendment may be made to clauses 1, 2, 14, 42 of this constitution 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 15 days of it being passed. The amendment does not take effect until it has been recorded in the Register of Charities.