

RAMSGATE OPERATIC SOCIETY CONSTITUTION AND RULES

(February 2021)

Name

- 1.1 The Charity shall be known as “Ramsgate Operatic Society” (the Society).

2 Objects

- 2.1 The objects of the Charity are to advance public education in the operatic and dramatic arts particularly by the provision of public performances; and for such other charitable purposes as the Charity shall determine.

3 Powers of the Charity

- I. Power to promote opera, operettas and other musical and dramatic works;
- II. Power to purchase, acquire and obtain interests in the copyright of, or the right to perform or show, any such dramatic or operatic works;
- III. Power to purchase or otherwise acquire plant, fixtures, machinery, fittings, scenery and all other necessary effects;
- IV. Power to raise funds and invite contributions from any person or persons or organisations by way of subscription, donation and otherwise; provided that the Society shall not undertake any permanent trading activities to raise funds.
- V. Power, subject to any consent required by law, to sell, lease or dispose of all or any part of the property of the Charity.
- VI. Power, subject to any consent required by law, to borrow money and to charge all or any part of the property of the Charity with repayment of all of the money so borrowed;
- VII. Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- VIII. Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- IX. Power to appoint and constitute such advisory committees as the Trustees may think fit;
- X. Power to do all such other lawful things as is necessary for the achievement of the objects.

4 Constitution

- 4.1 The Charity shall consist of Trustees, Members, Young Members, Honorary Members and Friends.
- 4.2 The Charity shall elect a Board of Trustees to run its affairs, social affairs and fundraising activities.

5 Trustees

- 5.1 Trustees must be paid-up Members of the Charity elected at the Annual General Meeting (AGM) or co-opted in accordance with clause 12 of the Constitution.
- 5.2 The Board of Trustees shall comprise a Chairman, Secretary and Treasurer and five further Trustees.
- 5.3 The Chairman, Secretary and Treasurer shall act as Executive Officers of the Board of Trustees.
- 5.4 A quorum of the Board of Trustees shall consist of two Executive Officers and three other Trustees. In the absence of the Chairman, one other Executive Officer shall chair the meeting.

- 5.5 The Trustees shall maintain confidentiality of all decisions taken in meetings of the Trustees.
- 5.6 Other persons may be invited to attend one or more meetings of the Trustees on a temporary basis for the purpose of discussing a specific point or points. However such persons will not be entitled to a vote at that meeting, if a vote is called by the Chairman.
- 5.7 It is a condition of membership of the Board of Trustees, or of any Member of the Society required to attend one of its meetings on a temporary basis, that the confidentiality of any discussion is maintained, unless published otherwise in the official minutes.
- 5.8 The Trustees may appoint a prestigious person as Patron of the Charity.
- 5.9 The Trustees may appoint members to committees (other than the Board of Trustees), sub-committees, working groups and ad-hoc groups to deal with specific projects and topics. Such committees, sub-committees, working groups and ad-hoc groups and its members shall be disbanded at any time at the discretion of the Trustees.

6 Membership

- 6.1 Membership shall be open to all those who have sympathy with the Objects of the Charity and desiring actively to further its Objects and to pay the annual membership fee. The election, transfer to another membership category or expulsion of members, shall rest with the Trustees.
- 6.2 There shall be five categories of membership:
- a) Members: Persons over the age of 16, who are either performing or non-performing and fulfilling a useful role within the Society. This category of membership shall have full voting rights at AGMs and EGMs called in accordance with the rules.
 - b) Young Members: Persons over the age of 16 who are in full time education on the date of the AGM. Such persons shall have full voting rights at AGMs and EGMs called in accordance with the rules.
 - c) Honorary Members: Persons over the age of 16 who are persons recognised by the Trustees as having given outstanding service to the Society shall be appointed by the Trustees, and such appointments shall be for a period as determined by the Trustees. Such persons shall have full voting rights at AGMs and EGMs called in accordance with the rules.
 - d) Friends: Persons who wish to support the Objects of the Charity by making an annual financial donation to the Charity but who do not wish to participate in the active running of the Charity. Such persons shall have no voting rights at AGMs and EGMs called in accordance with the rules.
 - e) Invitees: Persons brought in to fulfil a described part in a production after all attempts have been made to find a suitable candidate from among the membership. They will pay no show fee although a voluntary donation would be accepted. Such persons shall have no voting rights at AGMs and EGMs called in accordance with the rules.

7 Capabilities of Candidates for membership

- 7.1 All prospective performing Members shall satisfy the Trustees as to their abilities by audition. Trustees shall use a template approved by the Trustees for marking candidates. An audition of such applicants shall be held in front of a minimum of two Trustees to assess the suitability of the applicant. The decision as to successful application for membership rests with the Trustees and their decision is final. Candidates will be advised in writing by the Secretary of the result of their audition. A member, whose membership lapses for two or more years, may be required to re-audition to become a member of the Society.

8 Membership records

- 8.1 The Secretary shall maintain a record of all Members, Young Members, Honorary Members, Friends and Invitees who are not members of the Society. All records shall be updated annually in accordance with

the requirements of the Data Protection Act and General Data Protection Regulation (GDPR). All records kept are for internal use only and shall not be used for commercial purposes by the Charity.

9 Expulsion of members

- 9.1 The Trustees shall reserve the right to expel any category of member who is considered by the Trustees to be unsuitable to remain as a member who brings the Charity into disrepute and/or does not act in the best interests of the Society and/or inappropriate use of Social media. A policy document on the Use of Social Media by members of the society will be made available to all members and will contain further information on what constitutes “inappropriate behaviour”.
- 9.2 Any such decision to expel a member shall be taken by the Trustees meeting in special session. The vote for such expulsion shall be made in a full meeting of Trustees and shall require casting a minimum of 5 votes.

10 Membership fees

- 10.1 Members other than Honorary Members shall pay an annual membership fee. The cost of fees will be determined by the trustees prior to the AGM for the ensuing year. The annual membership fee shall be paid by new members, re-joining members and existing members. The annual membership fee shall be due to be paid by the 30th April of the current financial year or before the next production if earlier. The only exception shall be where arrangement has been made with the Treasurer for the fee to be paid at a later date. New members who are accepted after 1st July of the current financial year shall pay half the full annual membership fee unless the membership fee has been set at £10.00 or less.
- 10.2 Friends shall pay a minimum annual donation as decided by the trustees prior to the AGM for the ensuing year. This donation becomes due on the day following the AGM and shall be paid by the 30th April of the current financial year. Friends joining after 1st July shall be required to pay a full minimum donation.
- 10.3 Members wishing to participate in a production shall pay a show fee in addition to their annual membership fee. The amount and date for payment of the Show Fee will be determined by the trustees and shown on the Audition Application Form.
- 10.4 The show fee shall be paid at least 8 (eight) weeks before the production. In addition a proportion of the annual membership fee shall also have been paid.
- 10.5 Failure by any Member or Friend to pay either the membership fee or minimum donation by the due date as noted above shall result in cessation of membership or friendship, unless just cause can be proven to the Trustees.

11 Financial matters

- 11.1 The financial year of the Charity shall be from 1st January to the 31st December. Individual summations of the income and expenditure of every production for the previous year, together with an annual profit and loss, income and expenditure account and balance sheet shall be prepared for submission to the AGM. The timetables for submission to members as defined in Clause 6 shall be as given in Clause 12 (Annual General Meeting).
- 11.2 No member shall be able to borrow from the Charity.

12 Annual General Meeting

- 12.1 The AGM will be held no later than 28th February in the year immediately succeeding the expiry of the financial year at a time and place agreed by the Trustees.
- 12.2 The Secretary shall notify all members of the meeting in writing at least 21 days before the meeting is due to take place.

- 12.3 Nominations for Trustees shall be made in writing to the Secretary, no later than 7 days before the date of the AGM. The Secretary shall post the nominations on the Trustee notice board. Any vacancies not filled at the AGM shall be co-opted by the incoming Trustees, if deemed to be necessary.
- 12.4 Only members (see clause 6) shall be eligible to vote on issues requiring voting. Any member (see clause 6) who has offered their apology for non-attendance at the AGM to the Secretary not later than 7 days before the date of the AGM shall have the right to vote by proxy.
- 12.5 Those members requiring a proxy form shall notify the Secretary on receipt of the AGM documentation.
- 12.6 Members (as defined in clause 6) shall be able to deal with and question any relevant business at the AGM.
- 12.7 Any Other Business for the AGM shall be provided in writing to the Secretary at least 7 days before the AGM (other AOB may be permitted at the discretion of the Chairman).

13 Extraordinary General Meeting(s)

- 13.1 An Extraordinary Meeting of the Charity shall be called at any time, at the discretion of the Trustees, when the Secretary has received in writing such a request from a member supported by at least 14 other members. The request for an EGM shall state the business of the meeting and shall be made in writing to the Secretary. The members of the Charity shall be given 21 days' notice of such a meeting by the Secretary in writing.

14 Quorum

- 14.1 The quorum for AGM's and EGM's shall consist of not less than 20% of paid up Members, Young Members and Honorary members. No business other than formal adjournment of the meeting shall be transacted in such situations should the quorum requirements not be met.

15 Choice of productions

- 15.1 Productions shall be decided by the Trustees. The options may include those from a selection of recommendations made by the members; unless in the opinion of the Trustees such recommendations are unsuitable. The Trustees, in making the final choice, shall take into account the abilities of the acting members, the availability of funds to cover such productions, the suitability of the venue and the likely suitability of the production to the general public.

16 Casting

- 16.1 Casting shall be by audition. The audition should be held in front of a panel consisting of Director, Musical Director, Choreographer (if appropriate), one Trustee, and two other persons. The two other persons shall be selected by the Trustees, from persons outside of the Charity. These persons should ideally not be connected with the Charity in its everyday dealings.
- 16.2 A second and third Trustee should act as audition facilitators and also sit in on the audition of any candidate who is not a current member of the Society. This will enable the Trustees in attendance to consider the auditionee as a candidate for membership, without the need for a separate membership audition.
- 16.3 This second and third Trustee will have no vote in the casting of the show and will not sit in on the audition of any candidate who has been a member of the Society during the past two years.
- 16.4 The choice of candidate for a particular role shall be by majority vote of the panel. In the event of a stalemate, the Director will have the casting vote.
- 16.5 If the audition panel has been unable to cast specific part(s) due to the lack of specific persons, it may, at the discretion of the Trustees, seek completion of the cast from outside the Charity. Such individuals shall be considered as Invitees only at the discretion of the Trustees.

- 16.6 The Director and Musical Director, with the approval of the Trustees, may if and when necessary, restrict the number of chorus members and/or require them to audition for a particular production.
- 16.7 The Trustees, for reasons of safety of persons on stage, may decide to disallow persons considered unsuitable by reason of age or infirmity, from being in a specific production.

17 Attendance

- 17.1 A record of attendance of all persons entering the rehearsal venue shall be kept by the Secretary. This record shall be posted for members to complete as they enter the rehearsal building and the performance venue.
- 17.2 The Director or a nominated representative shall record the attendance of each person in the production.
- 17.3 Acting members who fail consistently to attend rehearsals may be dismissed from the production. Any decision to dismiss a member from the current production, due to unreported absence or for any other reason associated with the production, shall be taken by the Trustees (or a quorum thereof) in conjunction with the Director, Choreographer (if appropriate) and Musical Director (if appropriate).

18 Sale of tickets by members

- 18.1 Members shall use their best efforts to maximise ticket sales through the Charity booking arrangements for all productions.

19 Conflicts of interest

- 19.1 In the course of trustees meetings or activities, where the trustee board is presented with a conflict of interest, the interest should be declared and the trustee(s) involved should remove themselves from the discussion. The nature of the conflict and action taken to manage it will be recorded in the minutes and a subsequent entry will be made in the society's 'conflict of interest register'

20 Alteration to the rules

- 20.1 No alteration of the rules shall be made except at an AGM or EGM of the Charity. Any alteration(s) to the rules shall be carried by a majority of two thirds of the votes cast at the said meeting.
- 20.2 No alteration shall be made to Clauses 1 (Name), 2 (Objects), 21 (Dissolution of the Charity), and this Clause 20 without the approval of the Charity Commissioners of England and Wales.
- 20.3 No amendment shall be made which would have the effect of making the Charity cease to be a charity at law.

21 Dissolution of the Society

- 21.1 The Charity shall only be dissolved by resolution passed by a majority of at least five sixths of the members present and voting at either an Annual General Meeting or an Extraordinary General Meeting called for the purpose of considering such dissolution.
- 21.2 In the event of such dissolution any balance of cash remaining in hand after the realisation of assets and payments of debts, shall be applied, distributed or transferred for such charitable purposes or to institutions having objects similar to the Objects of the Charity. The Trustees shall determine such action with the consent of the meeting.