

WODS Constitution

Change Log

Version	Changes	Approved
1	Initial version	01/04/2008
2		17/02/2010
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4		04/02/2015
5		03/02/2016
6		31/10/2022
7	6a. Clarify joining process 9b. Remove names of theaters 9e. Show fees for production team to be agreed by committee 10a. 60 day payment terms for members subscriptions 10b. Removed to complement 10a 11a. 60 day payment terms for members subscriptions 11b. Removed to complement 11a 18. Updated Charities Act to 2022 20f. Introduce handover process for committee members	24/02/2023

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1. Name

The Society shall be called Worle Operatic and Dramatic Society.

2. 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.

3. Powers

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

- (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 Executive 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 super-annuation 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 Executive Committee shall from time to time determine;
- (k) To appoint and constitute such advisory committees as the Executive Committee may think fit.
- (l) To do all such other lawful things as are necessary for the achievement of the objects of the Society.

- (m) To Establish and run a junior section of the society (see rule 36).

4. Membership

The Society shall consist of Performing, Social, and Support Members, and may also include as honorary Life Members such other persons as shall have rendered special services to the Society.

5. Eligibility for Membership

- (a) Membership shall be open to all those over the age of 15 years having sympathy with the objects of the Society and desiring actively to further it and to pay the entrance fee, where applicable, and annual subscription laid down by resolution of the Annual General Meeting in accordance with Rule 9. Every member over the age of 18 years shall have one vote, members under the age of 18 years have no voting rights.
- (b) Fully paid-up members of Spectrum Musical Theatre Group shall automatically be considered as full members of the society unless these rules dictate otherwise.

6. Applications for Membership

- (a) Performing members shall apply to the Members Secretary, who will arrange the audition and joining process.
- (b) Social members shall apply to the Members Secretary in writing.
- (c) Support members can either: apply to the Members Secretary in writing, or, be added to the list of society members by any person on the Committee as deemed appropriate to support the society with specialist skills or expertise.

7. Capabilities of Candidates for Membership

- (a) Prior to election all candidates for membership as performers (Acting Members) shall satisfy the Executive Committee as to their histrionic and/or musical ability.
- (b) This shall apply to returning members if they have not been involved either as Acting Members or part of the Production Team for either of the previous two shows the society has staged.

8. Expulsion of Members

The Executive Committee may by a unanimous vote remove from the list of Members the name of any Member who has persistently neglected the work undertaken by the Society or whose conduct it considers likely to endanger the welfare of the Society. The individual shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

9. Subscriptions and Fees

- (a) The annual subscription to the Society and entrance fees, if applicable, shall be determined by resolution presented at the Annual General Meeting.

- (b) Show fee shall be determined for both the forthcoming shows by resolution at the Annual General Meeting.
- (c) Show fee for any additional shows will be determined by the Executive Committee as necessary.
- (d) The annual subscription resolution shall contain both performing and social membership fees.
- (e) Show fees for members who are also part of the production team will be decided by the committee on a show-by-show basis

10. Payment of Fees and Subscriptions

- (a) Entrance fees, if applicable, and first annual subscriptions shall become due and be paid to the society, upon receipt of notice of election from the Secretary. All subsequent annual subscriptions shall become due on 1st January in each year and shall be paid to the society not later within 60 days.
- (b) Show fee shall be payable to the society not later than 2 weeks before the forthcoming show. The amount of which is determined according to Rule 9 (b)
- (c) The Executive Committee shall have discretion, by bare majority, on whether to charge any member the due fees or subscriptions.
- (d) The Executive Committee shall have the authority, by bare majority, to impose additional fees to members as they deem necessary in order to stage the forthcoming show. The Executive Committee shall give all members reasonable notice of any additional fees.

11. Non-Payment of subscriptions

- (a) The Executive Committee shall have power by bare majority to suspend any member whose subscription remains unpaid after 60 days in any year from exercising all or any of the privileges of membership until his or her subscription is paid.

12. Honorary Life Members and Honorary Vice Presidents

- (a) Honorary Life Members may, on the nomination and recommendation of the Executive Committee only, be elected on such terms as the members of the Society at an Annual General Meeting may from time to time decide. The nomination will be for a member of WODS who has served the Society for many years in various ways and always to the benefit of the Society.
- (b) Honorary Vice Presidents may, on the nomination and recommendation of the Executive Committee only, be elected on such terms as the members of the Society at an Annual General Meeting may from time to time decide. The nomination will be for an individual who is not a member of WODS but who has served the Society for many years in various ways to the benefit of the Society. The position will be non-Executive.

13. Executive Committee

- (a) The Society shall be managed by an Executive Committee elected at the Annual General Meeting consisting of President and the following Officers, namely: President, Chairman, Vice-Chairman, Treasurer, Secretary and minimum of 4 additional Members, as specified in the Roles and Responsibilities document (WODS-COM-002).
- (b) A member of the Executive Committee shall cease to hold office if he or she:
 - i. is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
 - ii. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
 - iii. is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated.
 - iv. notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).
- (c) The proceedings of the Executive 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 Executive Committee whether on a first or subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Society.
- (e) No member under the age of 18yrs may be elected to the Executive Committee.
- (f) Members of the executive must attend a 50% of committee meetings to maintain their position on the executive committee.

14. Executive Committee Members not to be personally interested

- (a) Subject to the provisions of sub-clause (b) of this clause no member of the Executive 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 Executive Committee) in any contract entered into by the Executive Committee.
- (b) 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 Executive 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 Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

15. Meetings of Executive Committee

- (a) The Executive Committee shall hold at least two ordinary meetings a year.
- (b) A special meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed.
- (c) The Chairman shall act as chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting, the members of the Executive Committee shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (d) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or 5 of the Executive Committee, whichever is greater, are present at a meeting.
- (e) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- (f) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings of meeting of the Executive Committee and any sub-committee.
- (g) The Executive 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.
- (h) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive 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 Executive Committee.

16. Executive Committee's Powers

The Executive 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 bye-laws in connection therewith.

17. 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 Executive Committee in the name of the Society at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- (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 in writing of the Treasurer and/or Secretary and all accounts shall be sanctioned by the Executive Committee.
- (e) 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.

18. Financial Year

The financial year of the Society shall commence on 1st January and an annual profit and loss account and balance sheet shall be prepared within two calendar months after 1st January in each year. The Executive Committee shall comply with their obligations under the Charities Act 2022 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and annual return and their transmission to the Commission.

19. Annual General Meeting

- (a) The Annual General Meeting of the Society shall be held in the month of February or as soon as practicable thereafter, when the Report of the Executive Committee and accounts for the past year shall be presented. The Officers and other members of Executive Committee, for the ensuing year, and the honorary Life Members, if any, shall be elected, and all general business transacted.
- (b) Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all members of the Society. All the members of the Society shall be entitled to attend and vote at the meeting, excepting Members who are under 18 years of age.
- (c) Before any other business is transacted at the first Annual General Meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent Annual General Meetings, but if he or she is not present, the persons present shall appoint a chairman of the meeting.
- (d) The Executive Committee shall present to each Annual General Meeting the report and accounts of the Society for the preceding year.
- (e) Nominations for election to the Executive Committee must be made by members of the Society in writing and must be in the hands of the Secretary at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

20. Retirement of Officers and Executive Committee

- (a) The Executive Committee (including the Officers) and the Auditor shall retire annually but shall be eligible for re-election.
- (b) The names of candidates for these positions shall be sent to the Secretary in writing at least 14 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.
- (c) Voting shall be on the basis of progressive elimination unless one nominee has more than one half of the votes cast.
- (d) If all the before-mentioned positions shall not be filled at such a Meeting or any casual vacancy shall thereafter occur, the same shall be filled by the remaining members of the Executive Committee.
- (e) The Executive Committee shall have the power to make an appointment without convening an Annual General Meeting or a Special General Meeting.
- (f) A formal handover process will take place between the member standing down and the newly appointed member

21. Special General Meetings

A Special General Meeting of the Society may be called at any time at the discretion of the Executive 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 25% of our Membership. 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.

22. Procedure at General Meetings

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

23. 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 two thirds of Membership present and entitled to vote.

24. Resolution at General Meeting

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 Chairman shall have a second or casting vote.

25. Notice of General Meeting

A notice of every General Meeting accompanied in the case of the Annual General Meeting by the Statement of Accounts for the past year and particulars of nominations for the Executive

Committee (including the Officers) and of any proposal to elect an honorary Life Member or honorary Vice President, shall be sent to each member at least 10 days prior to the day fixed for such Meeting.

26. Selection of Works

The Executive Committee shall select the works to be produced by the Society and shall determine the dates of productions.

27. Selection of Cast

The cast for any production shall be selected by the Executive Committee or by a Selection Sub-Committee appointed by the Executive Committee and consisting of not less than three persons.

28. Revision of Cast

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

29. 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.

30. Control of Rehearsals

The Musical Director shall conduct all music rehearsals, the Director shall direct all stage rehearsals and the Choreographer shall carry out all dance rehearsals.

31. Attendance at Rehearsals and Performances

A record of the attendance of Acting Members at rehearsals and performances shall be kept by the Members Secretary. The Executive 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 may, at the discretion of the Executive Committee and in consultation with the show director, be deemed to have resigned their parts in the work then in rehearsal.

32. Acting Members in excess of Requirements

If at any time the number of Members rehearsing a production exceed the number of persons required for the representation of the same, preference shall be given to the Members who, by the regularity of their attendance, shall, in the opinion of the Executive Committee, have rendered themselves most efficient.

33. 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.

34. Production Account

Within two calendar months after the final performance of any work produced by the Society, the Executive Committee shall prepare or cause to be prepared a full statement of the receipts and expenses of each production and the same shall be open for the inspection of Members at such time and place as the Executive Committee shall decide.

35. Recovery of Money due to Society

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

36. Junior Section of the Society

- (a) The Executive Committee shall establish a junior section of the society which shall be known as Spectrum Musical Theatre Group.
- (b) The Executive Committee shall appoint a minimum of two members of the society to act as leaders of Spectrum.
- (c) The leaders may appoint assistants as they see fit to assist them with the running of Spectrum.
- (d) The leaders shall have the sole responsibility for all aspects of the successful operation of Spectrum including:
 - i. The selection of performances.
 - ii. The organization of rehearsal times.
 - iii. The acquisition of required props, costumes etc.
 - iv. The management of all finances associated with the group
 - v. And all other issues pertaining to the group.
- (e) The safeguarding officer shall delegate their responsibility to the leaders of spectrum during all Spectrum rehearsals, performances and all other official gatherings.
- (f) The Executive Committee shall only intervene in the management of Spectrum should it's operation be called into question or it requires financial assistance and only then by a majority vote.

37. Dissolution of Society

If the Executive Committee decides that it is necessary or advisable to dissolve the Society it shall call a 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 Executive 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.

38. Alteration to Rules

- (a) These Rules may be added to, repealed or amended by resolution at the Annual General Meeting provided that notice in writing of such alterations are submitted to the Secretary at least 21 days before a General Meeting who shall give at least 14 days' notice to the members before the date of the Meeting and that no such resolution shall be deemed to have been passed unless it is carried by at least two thirds of the members voting thereof.
- (b) No amendment may be made to clauses 1, 2, 13, 37 or this clause without the prior consent of the Charity Commission.