

**THE COUNTY AMATEUR OPERATIC AND DRAMATIC SOCIETY
(LINCOLN)**

CONSTITUTION

(Implemented 17 January 2019)

1. NAME

The Society shall be called the County Amateur Operatic and Dramatic Society (Lincoln), commonly abbreviated to CAODS Lincoln.

2. OBJECTIVES

The objectives of the Society shall be as follows:

- a) The study and performance of dramatic, operatic and choral works, together with encouragement and fostering of public appreciation of such arts.
- b) To consider helping charities and other organisations through performances, events and other activities as arranged by the Management Committee.
- c) To form active links between CAODS and CAODS Members, and others in related creative fields, and to recognise and respect each other's aims and needs.
- d) To offer members opportunities to involve themselves in social activities and other events and promotions beyond those linked to performance.
- e) To ensure that any performance, event or activity is, where possible and practical, self-funding.
- f) To offer members the opportunity to work with professional directors, choreographers and musical directors to further their theatrical, musical and dance ability through the main annual production

3. POWERS

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

- a) To promote plays, drama, comedies, operas, operettas and other dramatic, operatic and choral works.
- 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) To assist and further charitable trusts, associations or institutions and charitable purposes, as the Management Committee shall from time to time determine.
- f) To do all such other lawful things as are necessary for the achievement of the objectives of the Society.

4. MEMBERSHIP

- a) The Society shall consist of Members, Acting Members, Youth Members, Junior Members and Honorary Life Members.
- b) Membership shall be open to all those aged 18 years and over having sympathy with the objectives of the Society and desiring actively to further it and to pay the annual subscription. Every Member shall have one vote.
- c) Youth Membership shall be open to those aged 16-17 years having sympathy with the objectives of the Society and desiring actively to further it and to pay the annual subscription. Youth Members will pay a concessionary subscription rate, unless they are due to turn 18 on or before 31st May in that year, in which case they will be expected to pay the full subscription rate (and are thus granted full Membership status and all of the rights/privileges that bestows). Youth Members cannot vote at General Meetings and cannot be appointed to Management Committee or Sub-Committee positions.
- d) Junior Membership may be offered to those aged less than 16 years if a production requires the involvement of children. Junior Members will pay a concessionary subscription rate for that year only, as they will not be entitled to renew Membership unless their involvement is required for productions during subsequent years. Junior Members cannot vote at General Meetings and cannot be appointed to Management Committee or Sub-Committee positions
- e) All Applications for Membership shall be made in writing and signed by the applicant to the Society Secretary, who shall submit the same to the Management Committee for its decision.
- f) Prior to acceptance, all candidates for Membership as performers (Acting Members) shall satisfy the Management Committee, Creative Team or their representatives by way of audition as to their histrionic, dance and/or musical ability.

- g) Annual subscriptions to the Society shall be reviewed annually by the Management Committee prior to the Annual General Meeting, and shall be presented for ratification at the Annual General Meeting.
- h) As soon as acceptance of Membership has been notified a basic annual Membership subscription shall become payable forthwith, and in succeeding years shall be due for payment on 1st January in each year and shall be paid to the Treasurer not later than 31st March.
- i) The Management Committee shall have the power by bare majority to suspend any Member whose subscription remains unpaid after 31st March in any year from exercising all or any of the privileges of Membership until his or her subscription is paid.
- j) Honorary Life Members may, on the nomination and recommendation of the Management Committee only, be elected on such terms as the Members of the Society at an Annual General Meeting.
- k) The Management Committee may by a unanimous vote refuse any Application for Membership, or remove from the Membership register any Member who has persistently neglected the work undertaken by the Society by non-attendance at rehearsals, or whose conduct it considers likely to endanger the welfare of the Society. The individual shall have the right to be heard by the Management Committee, accompanied by a friend, before a final decision is made.
- l) Any person holding a full Equity Card whose total income is derived from the aforementioned should be reminded that the Society is run on an amateur basis and that a preference will be given in all instances to amateur performers when considering Membership to the Society.
- m) All Society Members are required to sign up to the CAODS Members Charter, ensure they are aware of its contents and act accordingly at all times whilst representing the Society both in public and during Society activities and events. Failure to do so may result in Membership being terminated.
- n) It is the responsibility of each individual Member to be aware of Society Policies and Procedures and act responsibly to ensure their own Health & Safety and that of others around them.

5. **MANAGEMENT COMMITTEE**

- a) The Society shall be managed by a Management Committee of 9 persons elected at the Annual General Meeting consisting of the following Officers, namely: Chairman, Treasurer, Society Secretary and six members who will undertake the following roles: Marketing and Publicity Officer, Social Media Officer, Website Officer, Fund Raising and Events Officer, NODA Representative, Production Secretary, Child Protection/Safeguarding Officer (when required).

- b) No Management Committee member will receive remuneration in respect to duties undertaken on behalf of the Society, excepting where the person is a solicitor, accountant or other person engaged in a profession who 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 other members of the Management Committee to act in a professional capacity on behalf of the Society: provided that at no time shall a majority of the Management Committee members benefit under this provision and that a member of the Management 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.
- c) Management Committee meetings will be held as often as shall be deemed necessary to deal with business relating to the Society, with a minimum of two meetings being held per year.
- d) A special meeting may be called at any time by the Chairman or by any two members of the Management Committee upon not less than 4 days' notice being given to the other members of the Management Committee of the matters to be discussed.
- e) The Chairman shall act as chairman at meetings of the Management Committee. If the Chairman is absent from any meeting, the members of the Management Committee shall choose one of their number to be chairman of the meeting before any other business is transacted.
- f) There shall be a quorum when at least one third of the number of members of the Management Committee for the time being or 3 of the Management Committee, whichever is greater, are present at a meeting.
- g) Every matter shall be determined by a majority of votes of the members of the Management Committee present. In the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- h) The Management Committee shall keep minutes of the proceedings of meetings of the Management Committee and any Sub-Committee. Minutes of all meetings, once they have been approved, may be made available for members to review on request.
- i) The Management Committee may appoint one or more Sub-Committees consisting of at least one member of the Management Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Management 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 recorded and promptly reported to the Management Committee.
- j) The Management Committee shall have the power to co-opt or fill any vacancy, which arises during its term of office.

- k) The full Management Committee may by a two-thirds majority have the power to remove any Management Committee member who persistently neglects their Committee role or whose conduct is likely to bring discredit to the Society.
- l) Notification of a wish to resign from the Management Committee can be accepted only if at least three members of the Management Committee will remain in office when the notice of resignation is to take effect.
- m) The full Management Committee may, in exceptional circumstances, by a two-thirds majority have the power to override any previous decisions that have been made.
- n) There are three additional elected positions of responsibility (which are not part of the Management Committee), namely Society President and two Dissolution Trustees. These posts are elected at an Annual General Meeting following the same procedures as for Management Committee members. (Refer to section 7)

6. FINANCIAL YEAR AND ACCOUNTS

- a) The funds of the Society shall be applied solely in furthering the objectives 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 Management Committee in the name of the Society at such bank as the Management Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Management Committee.
- c) No Member of the Society shall receive payment directly or indirectly for services to the Society, other than legitimate expenses incurred on its behalf: save and except that a Member may, with the discretion of the Management Committee, receive an honorarium in circumstances where the Member may otherwise have been employed in a professional capacity.
- d) No expenditure shall be incurred by any Member of the Society without the authority of the Treasurer and/or Society Secretary. The Management Committee shall sanction all accounts.
- e) The financial year of the Society shall commence on 1st January and an Annual Statement of Accounts shall be prepared within two calendar months after 31st December in each year.
- f) All monies due and owing to the Society, including Membership subscriptions, shall be recoverable at law in the name of the Treasurer.

7. GENERAL MEETINGS

- a) An Annual General Meeting (AGM) of the Society shall be held as soon as practicable after 31st December (the financial year end) when the Report of the Management Committee and the Accounts for the past year shall be presented, Officers and other members of the Management Committee for the ensuing year elected, and all general business transacted.
- b) The Management Committee shall call every AGM. The Society Secretary shall give at least 14 days' notice of the AGM to all Members of the Society. All the Members of the Society shall be entitled to attend and vote at the meeting.
- c) The Management Committee (including the Officers) shall retire annually but shall be eligible for re-election. Committee members (excluding Officers) may serve up to maximum term of six consecutive years, thereafter re-election can only be after a period of one year: the exception being if insufficient nominations have been received in order to fill all Management Committee positions.
- d) Nominations for election to the Management Committee must be made by Members of the Society in writing and must be received by the Society Secretary at least two days before the AGM. In the absence of any nomination or sufficient nominations as aforesaid, nominations may be accepted from the Members present at the AGM in respect of the vacancy for which there is no written nomination.
- e) Management Committee elections at the AGM shall be decided by a simple majority show of hands; except that if more nominations are received than vacancies to be filled, then voting shall be by ballot. Proxy votes are not permitted.
- f) An Extraordinary Meeting (EOM) of the Society may be called at any time at the discretion of the Management Committee, or after receipt by the Society Secretary of a requisition in writing to that effect signed by at least 12 Members of the Society. Every such requisition shall specify the business for which the Meeting is to be convened and no other business may be transacted at such a Meeting. The Management Committee shall convene such Meetings giving at least 14 days written notice to all Members of the Society, embodying the particular business to be discussed.
- g) The Society Secretary or other person specially appointed by the Management Committee shall keep a full record of proceedings at every General Meeting of the Society.
- h) The quorum at any General Meeting shall be 30 per cent of Society Membership plus 1.
- i) All motions, other than Constitutional amendments, brought forward for discussion at a General Meeting shall be decided by a majority vote properly recorded and in the case of an equality of votes, the Chairman shall have a second or casting vote. Proxy votes are not permitted.

- j) No alteration to the Constitution can be made except by a two-thirds majority of the vote cast at a General Meeting. Proxy votes are not permitted.

8. SELECTION OF WORKS, CASTING AND REHEARSALS

- a) The Management Committee shall select the works to be produced and determine the dates of productions, which will be ratified at the General Meeting by Society Members.
- b) The Management Committee shall be responsible for selecting a Director, Musical Director, Choreographer, Accompanist, Theatre, Stage Manager, Costume Designer, Orchestra, etc. for each Main Production in association with the Creative Team once in place, and may in its discretion call upon the aforementioned to attend Committee Meetings in a non-voting capacity. A Director, Choreographer or Musical Director can be retained for a succession of three productions after which, for the good of the Society, a new Director, Choreographer or Musical Director may be selected.
- c) The cast for any production shall be selected by a Selection Sub-Committee; appointed by the Management Committee and not consisting of less than 3 persons. Any person wishing to take part in casting auditions is precluded from involvement in that particular Selection Sub-Committee.
- d) In order to audition for involvement in a staged production, all entrants must have paid either their basic subscription or an audition entrance fee as set by the Management Committee for each production. This entrance fee may then be offset against Membership subscriptions for those who are successful in gaining Membership.
- e) Results of auditions will be announced following the conclusion of all auditions.
- f) All Members participating in a production/performance event shall pay a production fee. This fee shall be reviewed and set by the Management Committee for each production/event to contribute toward the costs incurred in accordance with clause 2e. This fee may be paid in a lump sum or in staged payments as agreed at the commencement of that production/event.
- g) The Management Committee or its appointed Sub-Committee shall have the power to revise the cast if any Member to whom a part has been assigned should be unable to continue with the part or should prove unsuitable or neglect rehearsals.
- h) Rehearsal schedules shall be devised and booked by the Management Committee in liaison with Creative Team members. All rehearsals shall be conducted by the Musical Director, Director, Choreographer or nominated substitute such as a Rehearsal Pianist, Assistant Director or Dance Captain.

- i) A record of attendance of participating Members at rehearsals and performances shall be kept by the Management Committee. The Management Committee shall have the power to prohibit any Member whose attendance at rehearsals has been irregular from taking part in the performance of the work in preparation. Members absenting themselves from three consecutive rehearsals without prior arrangement or notice may, at the discretion of the Management Committee and in consultation with the Creative Team, be deemed to have resigned their parts in the work.
- j) If at any time the numbers 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 Management Committee, have rendered themselves most efficient.

9. DISSOLUTION

- a) If the Management 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 Management Committee shall have the power to realise any assets held by or on behalf of the Society.
- b) In the event of dissolution of the Society all Society Members shall be responsible for any losses incurred.
- c) In the event of dissolution of the Society any monies, after the realisation of assets and payments of any proper debts and liabilities, shall be held on deposit in the names of two Trustees for a period of five years. In the event of no re-flotation of the Society within this period the funds shall be distributed to local charities of the Trustees choice.