

# WORCESTER OPERATIC AND DRAMATIC SOCIETY CONSTITUTION

(adopted at the Annual General Meeting on 27<sup>th</sup> March 2025)

## 1) NAME

The Society shall be called "Worcester Operatic and Dramatic Society", hereafter referred to as "the Society".

## 2) OBJECTS

The object of "the Society" is to educate the public in the dramatic and operatic arts, to further the development of public appreciation and taste in the said arts, to assist and further such charitable institutions and charitable purposes as the committee shall from time to time determine and in furtherance of this object but not otherwise through its management committee shall have the following powers:

- i) To promote plays, drama, comedies, operas, operettas and other dramatic and operatic works of educative value.
- ii) To purchase, acquire and obtain interests in the copyright of or the right to perform or show any such dramatic or operatic works.
- iii) To purchase or otherwise acquire property, plant, machinery, furniture, fixtures, fittings, scenery and all other necessary effects.
- iv) To raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise, provided that "the Society" shall not undertake any permanent trading activities in raising funds.
- v) To do all such other things as shall further the objects of "the Society".

## 3) MEMBERSHIP

"The Society" shall consist of Members. There shall be a variety of subscription rates according, amongst other criteria, to the age and length of service of Members, as described in clause 7, which may be varied from time to time by the Annual General Meeting according to the needs of "the Society".

## 4) MANAGEMENT

- a) The affairs of "the Society" shall be managed by a Committee from its membership, all of whom shall have attained the age of 16 years or more, consisting of the following:
  - i) President;
  - ii) Immediate Past President;
  - iii) Secretary;
  - iv) Commercial Manager;
  - v) WODYS Sub Committee Chairperson pursuant to Rule 21(i);
  - vi) Six other members of "the Society".

The holders of the above named roles i), iii).and iv) shall be elected at each Annual General Meeting for a term commencing at that Meeting and expiring at the next following Annual General Meeting.

- b) At each AGM holders of up to two of the above named roles vi) shall be elected by rotation to serve for a maximum of 3 years. The two members along with any other

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nominees duly proposed and seconded for election, recording the highest number of votes shall be elected to serve for a 3 year term commencing at the closure of business of that Meeting and expiring at the closure of business at the third following Annual General Meeting. In the event of there being more than two vacancies, members recording the next highest number of votes shall be elected to serve for the unexpired term of such vacancies.

- c) Should any of the roles remain vacant following the election referred to above rule 4f) shall apply.
- d) The Committee shall have the authority to appoint its Chairperson from its own members within the Committee.
- e) The Committee shall have the power to delegate authority to such sub-committees as thought desirable (including, but not restricted to, the Youth Section, Social, Marketing and Production sub-committees).
- f) The Committee shall have authority to co-opt, or delegate authority, to other persons as required from time to time to fulfill specific roles or for specific other purposes.
- g) If a casual vacancy should occur amongst “the Committee”, its remaining members shall have the power to fill the same, such appointment being for a term expiring at the next following Annual General Meeting.
- h) The Committee for the time being shall be empowered to appoint Holding Trustees as shall from time to time be necessary to hold land and assets on behalf of “the Society”, and to mortgage charge lease or otherwise deal with the same with all the powers in that behalf of an absolute owner and to remove any Holding Trustee so appointed from such office. The appointment of new Holding Trustees shall be decided by a majority of the Committee and the appointment of the new Trustees so decided upon shall be made by deed by the Chairman of the meeting.
- i) Holding Trustees so appointed are to act upon the instructions of the Committee and have no other role in the management of the day-to-day affairs of “the Society”.
- j) The funds of “the Society” from whatever source shall be invested in the name of “the Society” as deemed appropriate by the Committee and applied solely to the stated objects of “the Society”.
- k) No member of “the Society” shall receive payment directly or indirectly for services to “the Society” other than for legitimate out of pocket expenses incurred in their work as determined and agreed by the Committee.
- l) Notwithstanding the previous paragraph, a member of “the Society” may be engaged by the Committee as Director, Musical Director, Choreographer or Rehearsal Pianist and receive a fee accordingly.

### **5. MEETINGS OF COMMITTEES**

- a) The first meeting of the Committee shall be called by the Secretary and shall be held within 28 days of the Annual General Meeting.
- b) Subsequent meetings of the Committee shall be held monthly on the second Thursday of each month, unless otherwise determined by a majority vote of the Committee.

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- c) Seven members of the Committee present at a meeting shall form a quorum.

## 6. HONORARY ADVISORS

At each Annual General Meeting the members shall elect the Honorary Solicitor, Honorary Medical Advisor and Honorary Child Protection Officer.

## 7. MEMBERSHIP SUBSCRIPTIONS

- a) Applicants for membership shall be within the age range determined from time to time by the Committee.
- b) Application for membership shall be submitted on the official form to the Committee or the Youth Section sub-committee, as appropriate, whose decision shall be final.
- c) Applicants may be required to undertake a membership audition, as deemed suitable by the Committee, in support of their application.
- d) Honorary Membership may be granted at the discretion of the Committee to anyone irrespective of age subject to the needs of the current production.
- e) Members, who shall be afforded the privilege of free life membership are nominated by the Committee and shall be elected by members of “the Society” in Annual General Meeting.
- f) Members, who have completed 25 years membership, excluding any period of honorary membership, shall be afforded the privilege of paying the ‘Vice Presidents subscription rate’, on written application to and acceptance by the Committee. (This Rule does not apply to Vice-Presidents holding this class of membership at the thirty-first of March 1989).
- g) Past Presidents shall automatically qualify for the application of Rule 7f) by the Committee.
- h) Members who are not planning to appear on stage may elect to pay a subscription known as the ‘Patron’s Subscription’. Patrons are eligible to audition for a production and, if successful, must then pay the difference between the Patron’s subscription and the applicable normal Member’s subscription as determined by paragraph 8a).
- i) Members, who are participating in the normal activities of the Youth Section, as at 1 January, will continue to pay the fees appropriate to the Youth Section only. On leaving the Youth Section, the Member who continues their membership of ‘the Society’ will be required to pay the reduced rate of normal membership subscription whilst no older than 18 years, as at 1 January, when the normal Member’s subscription rate will be payable.
- j) Membership of “the Society” does not constitute the right to take part in any production by “the Society”.
- k) The Committee may by unanimous vote and for good reason terminate the membership of any individual, provided, where it is reasonable according to the circumstances, that the individual concerned shall have the right to be heard by the Committee, accompanied by a friend, before a final decision is made.

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## 8. ANNUAL SUBSCRIPTIONS, JOINING AND SESSION FEES

- a) Annual Subscriptions, Joining and Session Fees shall be determined by majority vote at each Annual General Meeting for the year commencing on the following first of January.
- b) Annual Subscriptions shall be payable on the first day of January in advance.
- c) Subscriptions from New Members who join “the Society” at any time, or previous Members wishing to rejoin “the Society” at any time, shall be payable in full within 7 days upon approval by the Committee of their application to join.
- d) Notwithstanding Rule 8c), the Subscription of any person joining “the Society” after 30 September in any year will remain valid for the whole of the following year.
- e) The Committee shall have the power to terminate the membership of any person whose subscription remains unpaid after the thirty-first of March in any year.

## 9. AUDITION FEES FOR NON-MEMBERS

- a) Non-Members may be permitted to take part in pre-audition workshops and audition for a production at the discretion of the Committee.
- b) Non-Members will be required to pay an Audition Fee of Five Pounds (£5.00) in advance of their audition.
- c) Following auditions, if successfully cast in a production, a Non-Member must then apply for membership of the Society and pay the appropriate Subscription Fee within two (2) weeks. The Audition Fee shall be discounted from their Subscription Fee payable.
- d) The Audition Fee is a non-refundable fee irrespective of whether the individual is cast in the production or not.

## 10. PRODUCTIONS

- a) The Committee shall select the works to be produced by “the Society”.
- b) The Committee shall have the authority to select and appoint the Director, Musical Director and Choreographer for each production, as well as all other members of the wider Production Team.
- c) Audition Panels:
  - i) The Committee shall appoint an audition panel comprised of at least 7 members, including a Chairperson, the Director, the Musical Director, the Choreographer, and at least 3 other members.
  - ii) At least 4 of the audition panel members should usually be a Committee member.
  - iii) The Committee shall appoint the Chairperson for the audition panel - usually the President or Committee Chairperson, but if not another Committee member. The audition panel Chairperson shall be non-voting unless a casting vote is needed because the panel cannot reach a majority decision.
  - iv) An audition panel member should excuse themselves from any casting decisions involving immediate family relatives.
- d) Members of “the Society” or Non-Members (in accordance with Section 9 above) wishing to take part in a production will usually be required to audition for that production. In exceptional circumstances, based upon the recommendation of the Director, the Committee shall have the power to appoint cast members directly if an audition process

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has proven unsuccessful or where any cast member replacements are required during a rehearsal process.

- e) Members taking part in any production must in all cases conform to the requirements of the Committee and comply with any reasonable instructions given by the Director or a member of the Production Team.
- f) The Committee shall have the power to revise the Cast if any member shall in its, or the Director's, opinion prove unsuitable. Absence from four or more rehearsals, not necessarily consecutive, may be considered unsuitable.
- g) Non-members may be allowed to be present at rehearsals at the discretion of the person in charge of the rehearsal and with the prior knowledge of a Committee member.

## 11. ACCOUNTS

The Committee shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act), Statement of Recommended Practice and applicable accounting standards with regard to:

- a) The keeping of account records for "the Society".
- b) The preparation of annual statements of account for "the Society".
- c) The independent examination of the statements of account of "the Society".
- d) The transmission of the statements of account of "the Society" to the Charities Commission.

## 12. ANNUAL REPORT AND RETURN

The Committee shall comply with their obligations under the Charities Act 2011 (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 Charities Commission.

## 13. ANNUAL GENERAL MEETING

- a) The financial year of "the Society" shall end on thirty-first December each year and an annual account shall be presented to the Annual General Meeting.
- b) The Annual General Meeting of which no less than fourteen days' notice must be given will be held within four calendar months from the thirty-first December each year.
- c) Any member, aged 16 years or older desirous of moving a resolution or alteration of rules must give notice in writing to the Secretary before the thirty-first December and such resolution or alteration of rule shall be embodied in the agenda for the Annual General Meeting.
- d) Any amendment, put forward to a resolution or to an alteration of rules, arising from those embodied in the agenda, may be voted on and carried notwithstanding that such amendment was not embodied in the agenda. The decision as to whether an amendment is relevant to the resolution shall be solely at the discretion of the Chairman of the Meeting.
- e) Resolutions not involving a change or alteration of rules shall be carried by a simple majority of the votes recorded.
- f) Resolutions involving a change or alteration of the rules shall be carried providing

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seventy-five per cent of the votes recorded are recorded in favor of the change or alteration.

- g) Every member present at the Annual General Meeting, excluding those aged under 16 years or Honorary Members, shall be entitled to record one vote on each resolution.
- h) There may be extenuating circumstances beyond the reasonable control of the Committee that prevent the Society holding an Annual General Meeting in accordance with 13b, that is within four calendar months from the thirty-first December each year. In such exceptional circumstances the Committee shall provide notice to members, by whatever means are possible, that a postponement beyond this date is necessary. On giving notice, the Committee shall provide a full explanation to members to justify the exceptional postponement. The Committee shall then seek to provide no less than fourteen days' notice of a revised date for the Annual General Meeting as soon as is reasonably practicable. The provisions of this clause may need to be repeated if extenuating circumstances prevail over any revised date that has been advised to members.

### **14. SPECIAL GENERAL MEETING**

- a) A Special General Meeting of the members of "the Society" may be called at the discretion of the Committee, or on the requisition in writing to the Secretary signed by twenty five members, aged 16 years or older, stating the object of such a meeting.
- b) The Secretary shall within fourteen days of receiving such a requisition call the Special General Meeting and shall give fourteen days' notice of the same, stating the object of the meeting.
- c) No other business shall be transacted than that for which the Meeting was convened.
- d) The conduct of a Special General Meeting shall be in accordance with Paragraphs 13d, 13e, 13f and 13g relating to Annual General Meeting.

### **15. USE OF NAME**

No member shall use the name "Worcester Operatic and Dramatic Society", or the name of any Sub-committee, without the prior permission of the Committee. Members are not at liberty to order any article in the name of "the Society" or enter into any contract or engagement on its behalf without the prior consent of the Committee.

### **16. EXTRANEOUS POWER OF COMMITTEE**

Any question as to the interpretation of these rules or of the management of "the Society" which is not provided for in these rules shall be referred to the Committee whose decision shall be final.

### **17. RECOVERY OF MONEY DUE TO THE SOCIETY**

All monies due and owing to "the Society" including fees and subscriptions of members shall be recoverable at law in the name of the Honorary Secretary.

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## 18. DISSOLUTION OF THE SOCIETY

The Society” shall only be dissolved by a resolution passed by a majority of at least two-thirds of the members present at a Special General Meeting and entitled to vote, called for the purpose of considering such dissolution.

## 19. DISPOSAL OF ASSETS

In the event of “the Society” being dissolved, all monies available after realization of all assets and after payment of all liabilities shall not be distributed among the members of “the Society”, but shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of “the Society”.

## 20. DISTRIBUTION OF CONSTITUTION

A copy of this Constitution is to be given to each present member aged 16 years or older upon application to the Honorary Secretary, and to each member aged 16 years or older, on joining and the fact of joining shall imply acceptance of this Constitution.

## 21. YOUTH SECTION

“The Society” shall be empowered to have a Youth Section, to be known as the Worcester Operatic and Dramatic Society Youth Section, hereafter referred to as “WODYS”, to which the following additional by-laws shall apply in so far as they do not conflict with Paragraphs 1 to 20, which shall take precedent.

### a) Management:

- i) The Chairperson of a Youth Section sub-committee who shall be co-opted to the Committee and shall be delegated with appropriate authority to manage the membership and production activities of “WODYS”.
- ii) The Youth Section Sub-committee shall not assume any independent Legal, Contractual, Financial or Constitutional powers on behalf of “the Society” unless specifically delegated by the Committee in accordance with paragraph 4d).
- iii) The Chairperson shall nominate for approval by the Committee at their first meeting following each Annual General Meeting a Sub-committee Secretary, Sub-committee Business Manager, Sub-committee Treasurer and 6 other Sub-committee members, including the nominee(s) from the Main Committee, to serve on the Youth Section sub-committee.
- iv) The first meeting of the Youth Section Sub-committee shall be called by the Sub-committee Secretary and shall be held within 28 days of its approval by the Committee.
- v) The Youth Section Sub-committee may fill casual vacancies subject to prior approval of the nominated person by the Committee.
- vi) Subsequent meetings of the Youth Section Sub-committee shall be held monthly.
- vii) Five members of the Youth Section Sub-committee present at a meeting shall for a quorum.

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### b) Membership:

- i) Members of “WODYYS” are accorded the status of members of “the Society” and may remain in the Youth Section up to the maximum age of eighteen years on each thirty-first of January.
- ii) All applications for membership of “WODYYS” must be in writing to the Sub-committee Secretary who will reply advising applicants of the next date of audition and enrolment.
- iii) Membership of “WODYYS” does not constitute the right to take part in any production of “WODYYS”.
- iv) The Youth Section Sub-committee reserves the right to withdraw the membership of any member of “WODYYS” who has demonstrated a lack of interest by poor attendance at sessions without good reason or has behaved in such a way as to bring discredit to “the Society”.

### c) Joining and Session Fees:

A single enrolment fee payable upon joining and individual session fees shall be payable by or on behalf of each member of “WODYYS” in amounts determined by paragraph 8a.

### d) Productions:

All intended productions by “WODYYS” shall be subject to prior approval by the Committee. Once approved, the Youth Section Sub-committee shall have delegated power in accordance with paragraphs 10b) to f).