

Grosvenor Light Opera Company

Constitution

adopted on the 5th day of September 2018

1. Name

The Society shall be called Grosvenor Light Opera Company.

2. Objects

The principal object of the society is to educate the public in the operatic arts of Gilbert and/or Sullivan 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 the Society through its management committee shall have the following powers:–

- a. To promote concerts, 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 work.
- 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 the Society shall not undertake any permanent trading activities in raising funds.
- e. To do all such other things as shall further the objects of the Society.

3. Powers

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

- a. subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Society;
- b. 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;
- c. 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 superannuation for staff and their dependants;

d. 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;

e. to establish or support any charitable trusts, association or institutions formed for all or any of the objects;

f. to assist and further such charitable institutions and charitable purposes as the Executive Committee shall from time to time determine;

g. to appoint and constitute such advisory committees as the Executive Committee may think fit;

4. Membership

The Society shall consist of 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

Membership shall be open to all those over the age of 18 years¹ and up to the age of 80 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 from time to time by the Executive Committee. Every Member shall have one vote.

6. 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.

7. Subscriptions and Fees

Members' subscriptions shall be an amount decided upon by the committee. Anyone unable to pay the full subscription may speak in confidence to members of the Executive Committee to agree an affordable alternative. Agreed subscriptions shall be paid to The Society.

8. Non-Payment of subscriptions

The Executive Committee shall have power by bare majority to suspend any member whose subscription remains unpaid 4-6 weeks after the first rehearsal of a rehearsed show from exercising all or any of the privileges of membership until his or her subscription is paid.

¹ note: Some Societies, especially those involving young people, may choose to have a junior membership in addition to full membership. Your Constitution can provide for this but the Charity Commission recommends that provisions make it clear that junior members cannot be appointed to trustee positions or have voting rights. No one under the age of 18 can be appointed as a Trustee unless the Society is a registered company.

9. Adjustment of Subscriptions

The Executive Committee shall have power to remit such portion of the subscription as they think right in the case of Members joining after the first six weeks of rehearsal or Members leaving the neighbourhood and resigning their membership before the end of any season and to re-admit to the Society without entrance fee any persons who have previously been Members when such persons have resigned for good cause.

10. Friends of the company

The Executive Committee may as it sees fit offer certain benefits to persons making a regular donation to the Company. Such benefits may include free tickets to the Company's productions, the right to receive information about the Company and attend rehearsals or meetings of the Company.

11. Executive Committee

a. The Society shall be managed by an Executive Committee elected at the Annual General Meeting consisting of Officers including Chairman, Treasurer, Secretary and other elected Members².

b. A member of the Executive Committee shall cease to hold office if he or she:

- 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);
- becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 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; or
- 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.

² We recommend that the quorum for a Committee meeting is a minimum of one-third of the total number of Committee members plus one e.g. 10 Committee members will have a quorum of four.

12. Executive Committee Members not to be personally interested

- a. No member of the Executive Committee shall acquire any interest in property belonging to the Society otherwise than as a Trustee for the Society or receive remuneration or be interested (otherwise than as a Member of the Executive Committee) in any contract entered into by the Executive Committee.

13. 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 3 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 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.

14. 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.

15. 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.
- 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. For the avoidance of doubt, the payment of a Director's fee is a legitimate expense. ^(L)_(SEP)
- 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 may choose to pay 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.

16. Financial Year

The financial year of the Society shall commence on 1 August and accounts in accordance with Charity Commission requirements shall be prepared within two calendar months after 31 July in each year. The Executive 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 Commission.

17. Annual General Meeting

- a. The Annual General Meeting of the Society shall be held in the month of September or as soon as practicable thereafter, when the Report of the Executive Committee and accounts for the past year shall be presented, the Officers, other members of Executive Committee for the ensuing year elected, and all general business transacted³.
- 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.
- c. The existing chairman shall be the chairman of the Annual General Meeting, 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 during Annual General Meeting or made in writing to the secretary before said meeting. Should nominations exceed vacancies, election shall be by vote.

³ The venue for General Meetings should be chosen with care. It needs to be accessible by all those entitled to attend and consideration should be given to the facilities that will be required.

18. Retirement of Officers and Executive Committee

The Executive Committee (including the Officers) shall retire annually but shall be eligible for re-election. If more names are proposed than the number required to fill the vacancies the election shall be by vote/ballot. If all the before-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 Executive Committee.

19. Special General Meetings

A Special General Meeting of the Society may be called by 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 3 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.

20. 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.

21. 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 12⁴ persons present and entitled to vote.

22. 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.

23. Selection of Works

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

24. Selection of Cast

The cast for any production shall be selected by a Selection Sub-Committee appointed by the Executive Committee and consisting of not less than 3 persons including the Musical Director and Show Director.

25. 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.

⁴ We advise that careful thought is given to the quorum specified in the Constitution. It needs to be appropriate to the size of the Society and the number of its members. If the quorum is too high, any absences may make it difficult to have a valid meeting. If it is too low, a minority may be able to impose its views unreasonably.

26. 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.

27. Control of Rehearsals

The Musical Director shall conduct all music rehearsals and the Show Director shall direct all stage rehearsals, unless otherwise agreed with the Chair.

28. Attendance at Rehearsals and Performances

A record of the attendance of Acting Members at rehearsals and performances shall be kept by the 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. The Executive Committee shall determine attendance requirements to take part in the performance of the work in preparation based on artistic considerations, (in consultation with the show Director and Musical Director) and safety considerations. Acting Members absenting themselves from three consecutive rehearsals without agreement from the Director or Musical Director 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. Acting Members absenting themselves from the technical rehearsal and/or dress rehearsal may, at the discretion of the Executive Committee and in consultation with the show Director and Musical Director be prohibited from taking part in the performance of the work in preparation.

29. 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.

30. Production Money

All monies collected on behalf of the Company 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.

31. 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.

32. 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.

33. Dissolution of Society

The Society shall only be dissolved by resolution passed by a majority of at least five sixths of the Members present and voting at a Special General Meeting called for the purpose of considering such dissolution. In the event of dissolution any balance of cash remaining in hand after the realisation of assets and payment of debts shall not be distributed among the members of the Society but shall be applied for such charitable purposes similar to those of the Society or be paid distributed or transferred to such charitable institutions or institution having objects similar to the Society as the Committee with the consent of the meeting shall determine.

34. Alteration to Rule

- a. No alteration of these Rules shall be made except at a General Meeting nor unless 21 days prior to such a meeting a written notice of the proposed alteration 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 alteration may be made to rules 2 (Objects), 33 (Dissolution) and 34 (Change of Rules) without the approval of the Charity Commissioners for England and Wales or other authority having charitable jurisdiction from time to time.

Signed,

Chairman	Alan Rickett
Secretary	Jonathan Broad
Treasurer	Vicky Simon