



Constitution

Adopted on the Sixteenth day of March 2005
Amended by AGM 2011 and AGM 2014

1. Name

The Society shall be called "BICESTER CHORAL AND OPERATIC SOCIETY" (BCOS).

2. Objects

The objects of the Society are to educate the public in the choral, orchestral, 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 choral and orchestral concerts, operas, operettas and other musical, 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 musical, dramatic or operatic works;
- c) to purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other necessary effects;
- d) to engage or appoint musical and stage directors, accompanists and other professional persons providing services for a fee as required to prepare, rehearse and present musical, dramatic and operatic works;
- e) 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;
- f) subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Society;
- g) 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;
- 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.

4. Membership

The Society shall consist of Members, and may also include as Honorary or 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 aged 18 years or over having sympathy with the objects of the Society and desiring actively to further them. A Member will be deemed to be any person having paid the appropriate subscription required for any one term, as determined by the Executive Committee. Every adult Member shall have one vote.

Junior Membership shall be open to all those in full-time education under the age of 21 having sympathy with the objects of the Society and desiring actively to further them. A Junior member will be deemed to be any person having participated in an event for any one term, as determined by the Executive Committee. Junior members shall have no vote and shall not be eligible to serve on the Executive Committee.

6. Capabilities of Candidates for Membership

Candidates for membership as Performing Members (acting or singing members) shall satisfy the auditioning standards laid down from time to time by the Executive Committee for determining histrionic and/or musical ability.

7. 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.

8. Subscriptions and Fees

The annual/termly subscription to the Society and any entrance fees, if applicable, shall be determined from year to year by the Annual General Meeting.

9. Payment of Entrance Fees and Subscriptions

Entrance fees, annual and/or termly subscriptions, whichever is applicable, shall become due and be paid to the Treasurer on notification of membership. All termly subscriptions shall become due within two weeks of the commencement of rehearsals for said event, or such other later dates as may be determined in any one year by the Executive Committee. The Executive Committee will present the termly subscriptions for the forthcoming year's events at the AGM.

10. Non-Payment of Subscriptions

The Executive Committee shall have power by bare majority to suspend any Member whose subscription remains unpaid after two weeks of the commencement of rehearsals for an event, or such other later dates as may be determined in any one year by the Executive Committee, from exercising all or any of the privileges of membership until his or her subscription is paid.

11. Adjustment of Subscriptions

The Executive Committee shall have power to remit any such portion of the subscription as they think right in the case of Members resigning their membership before the end of any event rehearsal period.

12. Honorary Members and Life Members

Honorary and 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.

13. Executive Committee

- a) The Society shall be managed by an Executive Committee elected at the Annual General Meeting consisting of the following Officers, namely: Chairman, Vice-Chairman, Treasurer, Secretary and no more than 6 other Members.
- 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 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.

14. Executive Committee Members not to be personally interested

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.

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 three 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 meetings of the Executive Committee and all sub-committees.
- 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 subcommittee, provided that all acts and proceedings of all such sub-committees shall be fully and promptly reported to the Executive Committee. Such appointed Sub-Committees may co-opt as members anyone approved by the Executive Committee to provide relevant specialist knowledge or experience.

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.

18. Financial Year

The financial year of the Society shall commence on 1 January and an annual profit and loss account and balance sheet shall be prepared within two calendar months after 31 December in each year. The Executive Committee shall comply with their obligations under the Charities Act 1993 (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 January or as soon as practicable thereafter, when the Report of the Executive Committee and accounts for the past year, duly audited, shall be presented, the Officers, other members of Executive Committee and an Auditor, for the ensuing year, and the Honorary and Life Members, if any, 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.
- 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 6 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

20. Retirement of Officers and Executive Committee

The Executive Committee (including the Officers) and the Auditor shall retire annually but shall be eligible for re-election. The names of candidates for these positions shall be sent to the Secretary in writing at least 13 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. 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.

21. Special General Meeting

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 10 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.

22. Procedure at a General Meeting

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 a General Meeting

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 20 persons present and entitled to vote.

24. Resolution at a 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 a General Meeting

A printed 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 Auditor and of any proposal to elect Honorary or Life Members shall be made available to each member at least 6 days prior to the day fixed for such Meeting.

26. Selection of Works

The Executive Committee shall, after taking advice as appropriate, select the works to be produced by the Society and shall determine the dates of productions.

27. Selection of Cast

The cast or soloists 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 two persons.

28. Revision of Cast

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

29. Obligations of Performing Members

Performing 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 and the Show Director shall direct all stage rehearsals. If for any reason either Director is unavailable for a rehearsal a deputy for the time being shall be appointed by the Executive Committee.

31. Attendance at Rehearsals and Performances

A record of the attendance of Performing Members at rehearsals and performances shall be kept by the Secretary or other person appointed by the Executive Committee. The Executive Committee shall have power to prohibit any Member whose attendance at rehearsals has been irregular from taking part in the performance of the work in preparation. Performing Members absenting themselves from three consecutive rehearsals to which they have been called may, at the discretion of the Executive Committee and in consultation with the Show and/or Musical Director, be deemed to have resigned their parts in the work then in rehearsal.

32. Performing Members in Excess of Requirements

If at any time the number of Members rehearsing a production exceeds the number of persons required for the representation of any part or all of the cast of that production, as decided by the Executive Committee in consultation with the Show Director, the selection of the Performing Members for that production shall be by audition.

33. 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.

34. 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.

35. 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.

36. Alteration to Rules

- 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 votes present and voting at a General Meeting.
- b) No amendment may be made to clauses 1, 2, 13, 35 or this clause without the prior consent of the Charity Commission.