



National Operatic and Dramatic Association

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MODEL CONSTITUTION

NODA Headquarters regularly receives requests from affiliated Societies for advice about setting up a Constitution. The following draft is offered as a set of model Rules which can be adapted by Societies. Whilst every care has been taken in preparation of the Model Constitution, Societies must rely on their own judgement and take their own advice as to its appropriateness for their particular circumstances.

REGISTRATION AS A CHARITY

Following representations by the National Operatic and Dramatic Association, it has been agreed by both the Charity Commissioner and the Inland Revenue that Societies established for the purpose of educating the public may qualify for registration as a charity for the advancement of education.

In considering individual applications the conduct of the Society, the type of work it performs, and its Rules all have to be taken into account. It is essential that Societies seeking charitable status should include the following Rules, indicated by an asterisk, or the clauses shown in square brackets, all in the precise form quoted there:

- Rule 1 (Name)
- Rule 2 (Objects)
- Rules 5 & 9 (Membership)
- Rules 16, 17a & 18 (Executive Committee)
- Rules 20 & 21 (Finance)
- Rules 22 & 23 (Annual General Meetings)
- Rules 24, 25 & 26 (General Meetings)
- Rule 39 (Dissolution)
- Rule 40 (Alteration to Rules)
- Rule 41 (Arrangements until first Annual General Meeting)

If for good reasons Societies with or seeking charitable status seek amendments to these cardinal rules, they should consult the Charity Commission *before* adopting any amended version.

Recommended further reading:

- Starting and Registering a Charity, *Charity Commission brochure CC21, tel: 0870 333 0123*
- Choosing and Preparing a Governing Document, *Charity Commission brochure CC22, tel: 0870 333 0123*
- Model Constitution for a Charitable Unincorporated Association, *Charity Commission brochure GD3, tel: 0870 333 0123*
- Charities and Meetings, *Charity Commission brochure CC48, tel: 0870 333 0123. A useful guide to good practice for charities and non-charities alike.*
- Getting Charitable Status, NODA factsheet, available from NODA Headquarters

Constitution

adopted on the day of
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1. Name*

The Society shall be called (*insert name*)

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 educational 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 superannuation 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.

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 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. Applications for Membership

Applications for membership shall be made in writing, signed by the applicant, to the Secretary, who shall submit the same to the Executive Committee for its decision.

¹ 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.

7. Capabilities of Candidates for Membership

Prior to election all candidates for membership as performers (Acting Members) shall satisfy the Executive Committee as to their histrionic and/or musical ability.

8. Names of Candidates to be sent to Executive Committee

The names and addresses of candidates for election shall be sent by the Secretary to each member of the Executive Committee at least two clear days prior to the day of the meeting at which such applications for membership are to be considered by the Executive Committee. (*Note – this rule can be omitted if deemed unnecessary*).

9. 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.

10. Subscriptions and Fees

The annual subscription to the Society and entrance fees, if applicable, shall be determined from time to time by the Executive Committee.

11. Payment of Entrance Fees and Subscriptions

Entrance fees, if applicable, and first annual subscriptions shall become due and be paid to the Treasurer on receipt of notice of election from the Secretary, and all subsequent annual subscriptions shall become due on (*insert date*) in each year and shall be paid to the Treasurer not later than (*insert date*).

12. Non-Payment of subscriptions

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

13. 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 elected after (*insert date*) 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 owing to leaving the neighbourhood or for other good cause.

14. Resignations

Members wishing to resign must give written notice to the Secretary before (*insert date*), and in default of so doing will be liable for the subscription for the current year commencing on that date.

15. Honorary Life Members

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.

16. 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 (*insert number*) 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.

17. 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. *Optional – see footnote²*. 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 her firm, is under discussion.

18. 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 ... (*insert number*)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, 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.

19. 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

² The inclusion of a clause permitting the payment of a trustee for his services is acceptable to the Charity Commission where a new organisation is applying for registration. However, they do not normally agree any clauses permitting the remuneration of trustees as part of a standard governing document. Standards are often used by already registered charities who are updating their existing governing document and if a new standard includes a power to remunerate trustees where the existing governing document does not, the Charity Commission would expect the trustees to be able to make a case demonstrating why the inclusion of the clause is in the best interests of the Society.

³ 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.

General Meeting) and make maintain and publish all necessary orders regulations and bye-laws in connection therewith.

20. 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.

21. Financial Year*

The financial year of the Society shall commence on (*insert date*) and an annual profit and loss account and balance sheet shall be prepared within two calendar months after (*insert date*) in each year. [The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment of modification of that Act) with regard to the preparation of an annual report and annual return and their transmission to the Commission.]

22. Annual General Meeting*

- a. The Annual General Meeting of the Society shall be held in the month of (*insert month*) 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 Life Members, if any, elected, and all general business transacted.⁴
- 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 21 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

23. 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 21 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.

24. 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 ... (*insert number*) 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.

25. 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.

⁴ 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.

26. 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 ... (*insert number*)⁵ persons present and entitled to vote.

27. 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.

28. Notice of 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 an honorary Life Member shall be sent to each member at least 14 days prior to the day fixed for such Meeting.

29. Selection of Works

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

30. 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 (*insert number*) persons.

31. 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.

32. 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.

33. Control of Rehearsals

The Musical Director shall conduct all music rehearsals and the Director shall direct all stage rehearsals.

34. 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. 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.

35. 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.

36. 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.

37. 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.

⁵ 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.

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