

Birmingham Savoyards Society Rules

Constitution

adopted on the 5th day of October 2004, revised 2nd October 2012

1. Name

The Society shall be called "The Birmingham Savoyards"

2. Objects

The objects of the Society are to educate the public in the dramatic and operatic arts (involving the study and performance principally of Gilbert & Sullivan Operas), and to further the development of public appreciation and taste in the said arts, and to raise funds for charitable purposes.

3. Powers

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

- a. to promote operas (in particular the works of Gilbert & Sullivan), operettas and other musical works of educative value;
- b. to purchase acquire and obtain interests in the copyright of or the right to perform or show any such operatic or other musical works (where copyright laws apply);
- c. to purchase or otherwise acquire 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 such charitable institutions and charitable purposes as the Committee shall from time to time determine;
- f. to do all such other lawful things as are necessary for the achievement and furtherance 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 years 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 Committee (who shall also be the Trustees of the Society – see clause 16). Every Member shall have one vote. From time to time, at the discretion of the Committee, junior members (aged 16-17) may be co-opted as members but cannot be appointed to Trustee* positions or have voting rights.

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 Committee for its decision.

7. Capabilities of Candidates for Membership

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

8. Change of Address

A member changing their address and/or telephone number or email address must notify the Secretary in writing as soon as possible.

9. Expulsion of Members

The 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 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 year to year by the Annual General Meeting.

11. Payment of Entrance Fees and Subscriptions

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 1st July in each year and shall be paid to the Treasurer not later than 31st December.

12. Non-Payment of subscriptions

The Committee shall have power by bare majority to suspend any member whose subscription remains unpaid after 1st March 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 Committee shall have power to remit such portion of the subscription as they think right in the case of Members elected after 31st March or Members leaving the neighbourhood and resigning their membership before the end of any season.

14. Resignations

Members wishing to resign must give written notice to the Secretary before 31st December, and in default of so doing will be liable for the subscription for the current membership year.

15. Honorary Life Members

Honorary Life Members may, on the nomination and recommendation of the 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. Committee

a. The Society shall be managed by a Committee elected at the Annual General Meeting consisting of the following Officers, namely: Chairman, Treasurer, Secretary, Social Secretary and two Full Members (one Lady and one Gentleman).

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

- is disqualified from acting as a member of the 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 Committee from all their meetings held within a period of six months and the Committee resolve that his or her office be vacated; or
- notifies to the Committee a wish to resign (but only if at least three members of the Committee will remain in office when the notice of resignation is to take effect).

c. The proceedings of the 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 Committee whether on a first or subsequent entry into office until after signing in the minute book of the Committee a declaration of acceptance and of willingness to act in the Trusts of the Society.

17. Committee Members not to be personally interested

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

18. Meetings of Committee

a. The 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 Committee upon not less than 4 days' notice being given to the other members of the Committee of the matters to be discussed.

c. The Chairman shall act as Chairman at meetings of the Committee. If the Chairman is absent from any meeting, the members of the 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 three members of the Committee are present at a meeting.
- e. Every matter shall be determined by a majority of votes of the members of the 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 Committee shall keep minutes, in books kept for the purpose, of the proceedings of meeting of the Committee and any sub-committee.
- g. The 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 Committee shall have power to co-opt any other person or persons as they deem appropriate and may appoint one or more sub-group(s) which must include at least one member of the Committee, for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Committee would be more conveniently undertaken or carried out by a sub-group: provided that all acts and proceedings of any such sub-groups shall be fully and promptly reported to the Committee.

19. Committee's Powers

The 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. This shall include the power to appoint a Musical Director, Producer and accompanist and to engage such other people as it deems necessary, including an Auditor. The Auditor may be a member of the society but must not be a member of the Committee.

20. Selection of Works

The Committee shall determine the dates of productions and shall select three works, one of which shall be selected by the Society at the Annual General Meeting. A first and second ballot shall each eliminate one work.

21. Selection of Cast

The cast for any Production shall be selected from candidates who have been full members of the society for a minimum of 12 months directly preceding the audition date, or who have participated in the chorus of the previous Production. If, after auditions, any part is left uncast, then it is open to any member of the Society to audition. If the part is still not cast then any person outside the Society may be asked to audition. The Audition Panel shall consist of Producer, Musical Director, and one other person.

22. Revision of Cast

The Musical Director and Producer shall have power to revise the cast from time to time in consultation and agreement with the Committee, if any Acting Member to whom a character has been assigned shall, in their opinion, prove unsuitable for the part.

23. 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.

24. Control of Rehearsals

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

25. Attendance at Rehearsals and Performances

A record of the attendance of Acting Members at rehearsals and performances shall be kept by the Secretary (or his/her deputy). The Committee shall have power to prohibit any Member whose attendance at full Music and Floor rehearsals falls below 60% from taking part in the performance of the work in preparation..

26. 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 (in the part in which there are too many voices) who, by the regularity of their attendance, shall, in the opinion of the Committee, have rendered themselves most efficient.

27. 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.

28. Production Account

Within three calendar months after the final performance of any work produced by the Society, the 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 if so requested by any Member.

29. 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 Committee in the name of the Society at such bank as the Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Committee.
- c. No member of the Society shall receive payment directly or indirectly for services to the Society other than for legitimate expenses incurred in its work or for professional services provided to the Society at the request of the Committee.
- d. No expenditure shall be incurred by any member of the Society without the written authority of the Treasurer and/or Secretary and all accounts shall be sanctioned by the Committee.

30. Financial Year

The financial year of the Society shall commence on 1st July and an annual profit and loss account and balance sheet shall be prepared within three calendar months after 30th June in each year. The 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.

31. Retirement of Officers and Members of the Committee

The Committee (including the Officers) shall retire annually but shall be eligible for re-election. The names of candidates for these positions, duly proposed and seconded, shall be sent to the Secretary in writing at least 7 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 aforementioned positions shall not be filled at such Meeting or any casual vacancy shall thereafter occur, the remaining members of the Committee shall have power to co-opt same.

32.1 Annual General Meeting

- a. The Annual General Meeting of the Society shall be held in the month of September or October or as soon as practicable thereafter, when the Report of the Committee and the accounts for the past year, shall be presented (where possible the accounts shall be duly audited by this date but no later than 31st December); the Officers, other members of the Committee, and the honorary Life Members, if any, shall be elected; and all general business shall be transacted.
- b. The date of the Annual General Meeting shall be set by the Committee, and at least 14 days printed notice thereof given to members.

32.2 Annual Post Production General Meeting

This shall be held on the first meeting following the Production. No other business other than that directly concerning the Production shall be discussed at such meeting.

33. Extraordinary General Meetings

An Extraordinary General Meeting of the Society may be called at any time at the discretion of the Committee, or at the written and signed request of 12 or more full Acting Members, and shall be called within 21 days after the receipt by the Secretary of a requisition in writing to that effect. Every such requisition shall specify the business for which the Meeting is to be convened. Secretary shall give members at least 7 days printed advance notice of such Meeting setting out date, time, place and purpose, and no other business shall be transacted at such Meeting.

34. Procedure at General Meetings

The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every General Meeting of the Society.

35. 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 20 persons present and entitled to vote.

36. 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. Recording of votes by written proxy shall be confined to Election of Committee (rule 31) and Selection of Works (rule 20).

37. 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.

38. Dissolution of Society

If the Committee decides that it is necessary or advisable to dissolve the Society it shall call an Extraordinary General 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 at least five sixths of those present and voting, the 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 donated to such Charity 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.

39. 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 the General Meeting.

b. No amendment may be made to clauses 1, 2, 16, 38 or this clause without the prior consent of the Charity Commission.

(Original version signed by the Trustees, Nov 2012)