

KAOS Constitution

Adopted on the 31st day of October 2016

PART ONE

1. Adoption of the constitution

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution

2. Name

The association's name is **Kidlington Amateur Operatic Society (KAOS)**

3. Objects

The promotion of educational interest and enjoyment amongst its members and the general public by the public performance of Operas, Musical Stage Plays and Choral concerts and other Works.

To educate the public in dramatic, musical and operatic arts and to further the development of public appreciation and taste in the said Works.

To perform designated charity concerts the proceeds of which may be given to local, national and international charities.

4. Application of income and property

1. The income of the charity shall be applied solely towards the promotion of the objects.
2. A charity trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.

5. Benefits and payments to charity trustees

A trustee or connected person may receive a benefit from the charity as a beneficiary provided that it is available generally to the beneficiaries of the charity.

6. Dissolution

If members resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.

- a. After collecting in assets and paying liabilities the trustees must apply any remaining money or property directly for the objects;
- b. by transfer to any charity or charities for purposes the same as or similar to the charity;
- c. in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
- d. The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before the dissolution, they must send the Commission the charity's final accounts.

7. Amendment of constitution

1. The charity may amend any provision contained in Part 1 of this constitution provided that:
 - a. No amendment may be made that would have the effect of making the charity cease to be a charity at law;
 - b. No amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;
 - c. No amendment may be made to clauses 4 and 5 without the prior written consent of the Commission.
 - d. Any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
2. Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
3. A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

PART 2

8. Membership

1. Membership is open to individuals over the age of 18 years having sympathy with the objects of the charity 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 trustees.
2. Associate membership, and payment of any subscriptions and fees, is open to under-18s at the discretion of the trustees.
3. Applications for membership shall be made in writing, signed by the applicant, to the membership secretary, who shall submit the same to the trustees for their decision at least two clear days prior to the day of the meeting at which such applications for membership are to be considered. The trustees reserve the right to ask applicants to audition.
4. The trustees must keep a register of names and addresses of the members, which must be made available to any member upon request.
5. The charity may also include as honorary annual or life members up to four such other persons as shall have rendered special services to the charity, as nominated by the trustees and ratified by the annual general meeting.

9. Subscriptions and Fees

1. The annual subscription to the charity and any occasional and/or entrance fees, if applicable, shall be determined from time to time by the trustees and ratified by simple majority by the annual general meeting.
2. Entrance fees, if applicable, and first annual subscriptions shall become due and be paid to the treasurer on receipt of notice of membership from the membership secretary, and all subsequent annual subscriptions shall become due at the end of the annual general meeting each year and shall be paid to the treasurer within 30 days of the date of the annual general meeting.

3. The trustees shall have the power to remit such portion of the subscription as they think right in the case of a member elected after 30th September or members leaving the neighbourhood and resigning their membership before the end of the season and to re-admit to the charity 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.

10. Termination of membership

1. Members wishing to resign should give written notice to the membership secretary before the annual general meeting and in default of doing so may be liable for the subscription for the current year commencing on that date at the discretion of the trustees.
2. The trustees shall deem any member whose subscription remains unpaid at 30 days following the annual general meeting in any given year to have resigned. This shall prevent such persons from exercising all or any of the privileges of membership until his or her membership is reviewed by the trustees and the subscription paid.
3. A member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if
 - a) the member has been given at least twenty one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - b) the member or, at the opinion of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

11. Patrons

1. The trustees may invite any person to become a patron of the charity.
2. Honorary life patrons may, on the nomination and recommendation of the trustees only, be elected on such terms as the members of the charity at an annual general meeting may from time to time decide.
3. Patrons and honorary patrons shall be entitled to notification of the charity's general meetings and all social functions but shall not be entitled to vote. Patrons shall pay an annual subscription (see clause 9).

12. General Meetings

1. The charity must hold a general meeting within twelve months of the date of adoption of this constitution.
2. The annual general meeting of the charity shall normally be held in the month of March or as soon as practicable thereafter.
3. All general meetings other than the annual general meeting shall be called special general meetings.
4. The trustees may call a special general meeting at any time.
5. The trustees must call a special general meeting if requested to do so in writing by at least 12 members. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members

may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

6. The trustees shall present to each annual general meeting the report and independently examined accounts of the charity for the preceding year.
7. Elections are to be held for the officers and other trustees, an auditor appointed and any honorary annual or life members and/or honorary life patrons elected.

13. Notice

1. The minimum period of notice required to hold any general meeting of the charity is fourteen clear days from the date on which the notice is deemed to have been given.
2. A general meeting may be called by shorter notice if it is so agreed by all the members entitled to attend and vote.
3. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to an annual general meeting the notice must say so.
4. The notice must be given to all the members and to the trustees.

14. Quorum

No business shall be transacted at any general meeting unless a quorum is present and such quorum shall consist of not less than 51% of the members entitled to vote upon the business to be conducted at the meeting.

15. Chair

General meetings shall be chaired by the person who has been elected as Chair. If the Chair is not present a trustee nominated by the trustees shall chair the meeting.

16. Votes

Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

17. Officers and trustees

1. The charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the charity and in this constitution are together called 'the trustees'.
2. A trustee must be a member of the charity.
3. The charity shall have the following officers:
 - a) A chair
 - b) A secretary
 - c) A treasurer
4. There shall be six other trustees.

5. The first trustees (including officers) shall be those persons elected as trustees at the meeting at which this constitution is adopted.

18. Appointment of trustees

1. The charity in general meeting shall elect the officers and the other trustees.
2. Each of the trustees holding office shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting. Other trustees shall retire after serving for 3 years but shall be eligible for re-election at that annual general meeting for a further 3-year term.
3. No one may be elected a trustee or an officer at any annual general meeting unless at least 7 days prior to the meeting the charity is given a notice that:
 - a) is signed by a member entitled to vote at the meeting;
 - b) states the member's intention to propose the appointment of a person as a trustee or as an officer;
 - c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
4. The trustees may appoint any person who is willing to act as a trustee. They may also appoint trustees to act as officers.

19. Powers of trustees

1. The trustees must manage the business of the charity and have the following powers in order to further the objects (but not for any other purpose):
 - a) to promote operas, 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 musical or operatic works;
 - c) to purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other necessary effects;
 - d) to raise funds. In doing so the trustees must not undertake any taxable permanent trading activities and shall comply with any relevant statutory regulations;
 - e) subject to any consents required by law to sell, lease or dispose of all or any part of the property of the charity;
 - f) to appoint such staff (who shall not be trustees) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of honoraria;
 - g) to assist and further such charitable institutions and charitable purposes as the trustees shall from time to time determine;
 - h) to open and operate such bank accounts and other accounts as the trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- i) to appoint and constitute such advisory committees as the trustees may think fit;
- j) to do all such other lawful things as are necessary for the achievement of the objects of the charity.

20. Disqualification and removal of trustees

A trustee shall cease to hold office if he or she:

- 1) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- 2) ceases to be a member of the charity;
- 3) becomes incapable by any reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 4) resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- 5) is absent without permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

21. Proceedings of trustees

The trustees may regulate their proceedings as they think fit subject to the provisions of this constitution.

- 1) The trustees shall hold at least four ordinary meetings a year.
- 2) A special meeting may be called at any time by the chairman or by any two trustees upon not less than four days' notice being given to the other trustees of the business to be discussed.
- 3) Questions arising at a meeting must be decided by a majority of votes.
- 4) In the case of an equality of votes the person who chairs the meeting shall have a second or casting vote.
- 5) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
- 6) A quorum shall be five trustees, including at least one officer.
- 7) The proceedings of the trustees 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 trustee.
- 8) The person elected as the Chair shall chair meetings of the trustees.
- 9) If the Chair is absent from any meeting, the trustees may appoint one of their number to chair that meeting.
- 10) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.

22. Minutes

The trustees must keep minutes of all:

- 1) appointments of officers and trustees made by the trustees;
- 2) proceedings at meetings of the charity;
- 3) meetings of the trustees and committees of trustees including
 - a) the names of the trustees present at the meeting;
 - b) the decisions made at the meetings; and
 - c) where appropriate the reasons for the decisions.

23. Accounts, Annual Report, Annual Return

1. The trustees must comply with their obligations under the Charities Act 2011 with regard to:
 - a) the keeping of accounting records for the charity;
 - b) the preparation of annual statements of account for the charity;
 - c) the transmission of the statements of account to the Commission;
 - d) the preparation of an Annual Report and its transmission to the Commission;
 - e) the preparation of an Annual Return and its transmission to the Commission.
2. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission.
3. The financial year of the charity shall commence on 1st February.
4. No expenditure shall be incurred by any member on behalf of the charity without the authority of the treasurer or secretary.
5. All cheques drawn on the account shall be signed by two trustees.

24. Registered particulars

The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

25. Notices

1. Any notice required by this constitution to be given to or by any person must be:
 - a) in writing; or
 - b) given using electronic communications.

2. The charity may give any notice to a member either:
 - a) personally; or
 - b) by sending by post; or
 - c) by leaving at the address of the member; or
 - d) by giving it using electronic communications to the member's address.

26. Rules

1. The trustees may from time to time make rules or bye-laws for the conduct of their business.
2. The charity in general meeting has the power to alter add to or repeal the rules or bye-laws.
3. The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.
4. The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

27. Disputes

If a dispute arises between members of the charity about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Signatures

M.I.K.
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M. King
D. Jones
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D. Jones
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M. King
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K.S. Sheldon
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K.S. Sheldon
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Bye Laws

Clauses relating to operatic and other performances

Selection of Works

The trustees shall select works to be produced by the charity and shall determine the dates of productions and performances.

Selection of Cast

The cast for any production/performance shall be selected by the trustees in consultation with the musical director, or by a selection sub-committee appointed by the trustees and consisting of not less than five persons including at least one trustee who is an officer.

Revision of Cast

The trustees or their appointed sub-committee shall have power to revise the cast from time to time in consultation with the show director and musical director.

Obligations of Performing Members

Performing members shall to the best of their ability fulfil the parts assigned to them and obey the directions given at all rehearsals and performances.

Control of Rehearsals

The musical director shall conduct all music rehearsals and the director shall direct all stage rehearsals, or such other persons as shall be authorized by the trustees.

Attendance at Rehearsals and Performances

A record of the attendance of participating members at rehearsals and performances shall be kept by the membership secretary. The trustees 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. Participating members absenting themselves from three or more rehearsals may, at the discretion of the trustees and in consultation with the musical director and/or show director, be deemed to have resigned their parts in the work currently in rehearsal.

Members in Excess of Performing Requirements

If at any time the number of members rehearsing a performance exceeds 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 trustees, have rendered themselves most efficient.

Production Account

Within two calendar months after the final performance of any work produced by the charity, the trustees 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 trustees shall decide.