

Constitution

Adopted on the 20th day of January 2003. Amended 1st June 2009 and 7th June 2010

1. Name

The Society shall be called The Sainsbury Singers.

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 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 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;
- 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 appoint and constitute such advisory committees as the Executive Committee may think fit;
- k. 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 years* having sympathy with the objects of the Society and desiring actively to further it and to pay the annual subscriptions laid down from time to time by the Executive Committee. Every Member shall have one vote.

* The Society shall also have a Junior Membership for those aged 16 and 17 *and a children's feeder group known as "Kidz Alive!" the membership of which also forms part of the Society.* However, Junior *and Kidz Alive!* Members do not have any voting rights and cannot be appointed to trustee positions.

6. Applications for Membership

Applications for membership shall be made to the Secretary or Membership Secretary who shall submit the names of applicants to the Executive Committee for approval. Prior to election all candidates shall be auditioned by the Musical Director or Assistant Musical Director and Producer in the presence of an Officer of the Society. If a member has missed two or more consecutive productions a written re-application must be made and audition re-taken.

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 Show Fees

The annual subscriptions and Show Fees payable to the Society shall be determined from year to year by the Annual General Meeting and set out in the Society's Code of Conduct (See clause 29).

9. 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.

10. Executive Committee

The Society shall be managed by an Executive Committee.

- a. The Society shall have a President and a Chairman. The Chairman shall be elected by the Executive Committee under the Chairmanship of the President and shall remain in office until such time as he/she is unable or unwilling to fulfil the duties of the office.
- b. The Chairman may nominate a deputy to act for him in his absence.
- c. All officers of the Society shall be elected and appointed by the Chairman.
- d. The Executive Committee shall be under the direction of the Chairman and shall consist of :

The Chairman

Four Officers elected by the Chairman

Four Members' Representatives so to be elected by secret ballot at each Annual General Meeting. Members' Representatives shall be eligible for a further term of service. Any member elected for two consecutive years shall then retire for one year before being eligible for re-election.

The Executive Committee may co-opt additional members but these will have no power to vote at Executive Committee meetings.

- e. 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).
- f. 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.

11. 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.

12. 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 deputy or by any two members of the Executive committee.
- c. All meetings of the Executive Committee must be chaired by either the Chairman or deputy.
- d. A quorum at any meeting of the Executive Committee shall be the Chairman (or deputy) plus at least two of the Officers and at least two of the Members' Representatives.
- 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 Society 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.

13. 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.

14. 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.

15. Financial Year

The financial year of the Society shall commence on 1st April and an annual profit and loss account and balance sheet shall be prepared within two calendar months after 31st March 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.]

16. Annual General Meeting

- a. The Annual General Meeting of the Society shall be held in the month of June or as soon as practicable thereafter, when the Report of the Executive Committee and accounts for the past year, duly audited, shall be presented and all general business transacted.
- b. Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 28 days' notice of the Annual General Meeting to all members of the Society. Voting at the Annual General Meeting shall be restricted to fully paid up members, Officers and Life Members.

17. Special General Meetings

The Executive Committee may call an Extraordinary General Meeting of the members of the Society at any time on giving at least fourteen days' notice, but this rule may only become operative after consideration by the full Executive Committee. 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.

18. 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.

19. 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.

20. Selection of Works

The choice of production shall be agreed by members eligible to perform in that production, by a secret ballot from a short list prepared by the Executive Committee. The Executive Committee shall determine the dates of productions.

21. Selection of Cast

The cast of any production shall be decided by the Casting Sub-Committee (consisting of the Chairman, the Producer and the Musical Director, or any one nominated deputy) whose decision shall be accepted by members without question as final. The allotment of parts shall only be made after auditions open to all full members of the Society. Those unsuccessful are expected to understudy and/or take part in the chorus.

22. Revision of Cast

The Executive Committee shall have power to revise the cast from time to time in consultation with the Casting Committee, if any Acting Member to whom a part has been assigned shall, in its 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. No member should agree to take part in another Society's musical or dramatic production without prior reference to the Executive Committee.

24. Acting Members in excess of Requirements

If at any time the number of members rehearsing a stage production exceed the number of voices required for presentation, preference shall be give to members who, in the opinion of the Producer, Musical Director and Choreographer have rendered themselves most proficient.

25. 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.

26. Recovery of Money due to the Society

All monies due and owing to the Society, including Show Fees, Subscriptions and ticket sales, shall be recoverable at law in the name of the Secretary.

27. Dissolution of the 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, which shall be under the chairmanship of the President, 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 transferred to such other charitable institution or institutions having objects similar to the Society as the members of the Society shall 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.]

28. Alterations to the Constitution

- a. Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a General Meeting. Details of the proposed additions or amendments shall be forwarded to the Chairman not less than twenty eight days before the fixed date for such a General Meeting and shall be circulated to the Executive Committee and all members of the Society at least fourteen days before such a Meeting.
- b. No amendments may be made to clauses 1, 2, 11, 27 or this clause without the prior consent in writing of the Charity Commissioners.
- c. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- d. The Executive Committee should promptly send to the Charity Commission a copy of any amendment made under this clause.

29. Code of Conduct

The Society shall have a Code of Conduct to which all members will be expected to adhere. The Code may be revised at any time by the Executive Committee.

30. Society Name

The name of the Society shall not be used in connection with any performance or entertainment without the authority of the Executive Committee, even though such a performance be given exclusively by members of the Society.

SS/12/02