

25 MEETINGS OF THE COUNCIL

[A45]

All meetings of the Council shall be summoned by the Secretary in accordance with any resolution to that effect passed by the Council and failing any such resolution at the request of any member of the Council. A quorum shall be one-third of the number of members of the Council for the time being.

26 VOTING AT MEETINGS

[A45]

At all Council Meetings questions arising shall be decided by a majority of votes. In the case of an equality of votes the chairman presiding at the meeting shall have a second or casting vote.

27 USE OF THE COMPANY'S NAME

A66(a)(v)]

No undertaking involving the use of the name of the Company for private or public performance shall be arranged without the express consent of the Council.

28 SELECTION OF WORKS

A66(a)(v)]

The Council shall select the works to be produced by the Company and shall invite and appoint a production team, consisting of a Director and/or a Musical Director and/or a Choreographer, for each production.

29 SELECTION OF CAST

[A49, A50, A51, A66(a)]

- (a) To select the cast for each production the Council shall appoint a Casting Committee consisting of such majority of members of their body as they think fit and shall include the production team. In appointing the Casting Committee, the Council shall avoid, wherever possible, Acting Members wishing to be considered by the Committee for a part in the production being cast. Three shall form a quorum of whom at least one shall be a member of the production team.
- (b) The Council shall have the power to invite non-members of the Company to take part in a specific production.

30 ACTING MEMBERS IN EXCESS OF REQUIREMENTS

[A66(a)(v)]

If at any time the number of Members rehearsing the work in preparation exceeds the number required for the presentation of the same, preference shall be given to Members who, in the opinion of the Council, have rendered themselves most efficient.

31 REHEARSAL & PERFORMANCE ATTENDANCE

[A66(a)(ii)]

A record of attendance of Acting Members at rehearsals and performances shall be kept by the Council who shall have power to prohibit any Member whose attendance shall have been irregular from taking part in the performances of the work in preparation. At the discretion of the Council an Acting Member being absent from rehearsals for three consecutive weeks without reasonable excuse may be deemed to have withdrawn from the work in preparation.

(These Bye Laws summarise and extend, but are subservient to, the Memorandum & Articles of Association. The relevant clause/s of the Memorandum [M] and Articles [A] are referenced in square brackets)



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WEST WICKHAM OPERATIC SOCIETY

(A Charitable Company Limited by Guarantee)

BYE LAWS

CONSTITUTION

1 TITLE

[M1]

The Company shall be called WEST WICKHAM OPERATIC SOCIETY.

2 OBJECTS

[M3, A2]

The objects of the Company are to educate the public in the dramatic and operatic arts, to further the development of public appreciation and taste in the arts, to assist and further such charitable institution and charitable purposes as the Council of Management, hereafter referred to as 'the Council', shall from time to time determine and in furtherance of these objects but not otherwise the Company through its Council shall

- (a) produce opera, operetta, musical comedy and similar works of an educative value,
(b) do such things as necessary to enable the Company to produce such works,
(c) raise funds in any manner that the Council shall deem appropriate other than by way of trading on a permanent basis.

3 COMPOSITION

[M6, A3]

- (a) The Company shall consist of
- (i) Members, namely:
President; Vice-Presidents; Acting Members; Non-Acting Members; and Life Members.
- (ii) Patrons.

4 MEMBERSHIP

[A3, A66(a)(i)]

- (a) Applications for Acting and Non-Acting Membership shall be made to the Secretary who shall submit the same to the Council for its decision.
- (b) The Council shall only admit to Acting Membership those applicants who satisfy a majority of members of the Council as to their ability and suitability.

5 OBLIGATIONS OF MEMBERSHIP

[A66(a)(i)]

- (a) Every member of the Company shall sign a written consent to become a member.
- (b) Every Acting Member participating in the work in preparation shall provide, or bear the cost of providing, a musical score and/or libretto.
- (c) The Council shall have power to call upon every Member for an additional contribution to the funds where the total sum received from any entertainment shall be less than the total expenses incurred to the extent that would put the solvency or the continued existence of the Company at risk provided that the total of any such additional contribution shall not exceed in any one year an amount equal to the sum of the annual subscription and the show fees.
- (d) Every member of the Company shall contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up whilst a member or within one year of ceasing to be a member.

6 LIFE MEMBERSHIP

[A3]

Life Membership may be conferred at any time by the Council.

7 COPY OF BYE LAWS

[A66(b)]

Every member shall be provided with a copy of these Bye Laws which shall be binding on all members of the Company.

8 RESIGNATIONS

[A66(a)(i)]

All resignations shall be tendered to the Secretary in writing.

9 EXPULSION OF MEMBERS [A66(a)(i)]
The expulsion of members, other than Life Members, shall rest solely with the Council.

10 PATRONS [A66(a)]
Patronage of the Company shall be open to all persons interested in the work of the Company. The privileges of Patrons shall be determined from time to time by the Council but shall never include the right to vote at General Meetings of the Company.

GENERAL MEETINGS

11 NOTICE OF GENERAL MEETINGS [A7, A61]
At least 21 days' notice shall be given in writing of the date, time and place of a General Meeting and, in the case of an Annual General Meeting, shall be accompanied by a copy of the audited balance sheet and the Council's annual report.

12 AGENDA FOR GENERAL MEETINGS [A66(a)]
A printed agenda for every General Meeting accompanied by any resolution, and in the case of the Annual General Meeting by particulars of nominations for election to the Council and Auditor, shall be posted on the Company notice board and shall be available on request from the Secretary prior to such a meeting.

13 QUORUM AT GENERAL MEETINGS [A9]
No business other than the formal adjournment of the Meeting shall be transacted at any General Meeting unless a quorum, of not less than one-tenth of the membership, be present.

14 VOTING AT GENERAL MEETINGS [A17-A26]
Every member shall have one vote but no member shall be entitled to vote at any General Meeting unless all monies presently payable by him to the Company have been paid. Any member entitled to vote shall be entitled to appoint another person (whether a member of the Company or not) as his proxy. Unless otherwise provided for by these Bye Laws all resolutions brought forward at a General Meeting shall be decided by a bare majority of the votes.

15 ANNUAL GENERAL MEETING [A5, A40]
(a) The Annual General Meeting of the Company shall be held at such time and place as the Council shall appoint. At this meeting the Report of the Council and the accounts for the past year duly audited shall be presented; the President, Vice-Presidents, Auditor and one third of the Council Members elected; and all general business transacted.
(b) The names of candidates, nominated and seconded, for President, Vice-Presidents, Council Members and Auditor shall be received by the Secretary in writing at least 14 days before the Annual General Meeting.

16 EXTRAORDINARY GENERAL MEETING [A6]
An Extraordinary General Meeting of the Company may be called either
(a) at any time at the discretion of the Council, or
(b) within 14 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 a Meeting.

17 ALTERATION OF BYE LAWS [A66(b)]
(a) The Council at any time or the Company in General Meeting shall have the power to alter, make addition to or repeal the Bye Laws.
(b) No alteration shall be made to the Bye Laws which would either
(i) be inconsistent with, or effect or repeal anything contained in the Memorandum and Articles of Association of the Company, or
(ii) have the effect of causing the Company to cease to be a charity at law without the proper consent in writing of the Charity Commissioners.

18 DISSOLUTION OF COMPANY [A13]
The Company shall only be dissolved by a resolution passed by a majority of at least five-sixths of the votes cast at an Extraordinary General Meeting called to consider such dissolution.

FINANCE

19 FINANCIAL YEAR [A61]
The Financial Year of the Company shall commence on 1st January and an annual Income & Expenditure Account and Balance Sheet shall be prepared as at the 31st December in each year.

20 FUNDS [M4, M7, A32, A57, A65, A66(a)]
(a) The funds of the Company shall be applied solely to the stated objects of the Company.
(b) The Treasurer shall keep proper accounts of the finances of the Company.
(c) No member of the Council shall receive payment directly or indirectly for services to the Company or for other than legitimate expenses incurred in its work.
(d) No financial liability beyond the necessary routine expenditure in connection with the Company's day-to-day affairs shall be incurred without the authority of the Council.
(e) All cheques drawn on the Company's Accounts shall be signed by no fewer than two nominated Members of the Council.
(f) In the event of the dissolution of the Company any balance of cash remaining in hand after realisation of assets and payment of debts shall be distributed to any one or more registered charities with similar objects as decided at an Extraordinary General Meeting in accordance with Bye Law 18.

21 SUBSCRIPTIONS [A66(a)]
(a) The Annual Subscription to the Company and any Show Fee shall be such a sum as shall be determined by the Council.
(b) In exceptional circumstances the Council shall have the power to adjust the subscription in individual cases as it sees fit.

22 RECOVERY OF MONEY [A66(a)]
(a) All monies due and owing to the Company including subscriptions of Members shall be recoverable at law in the name of the Company.
(b) All monies due from Members for tickets ordered from the Ticket Secretary shall be paid on or before the date the Company Box Office closes. All other monies due from Members in connection with the production and performance of any work shall be accounted for and paid to the Company by the conclusion of the final performance.

MANAGEMENT

23 COUNCIL [A28, A33, A36, A37, A38, A41, A42]
(a) The Company shall be managed by a Council of 10 Members, at least one of whom shall be a Director of the Company, and shall include the following officers: Chairman, Treasurer, Business Manager, Secretary, Deputy Chairman and Marketing Manager.
(b) The President, Vice-Presidents, Auditor and one third of the members of the Council shall retire annually but shall be eligible for re-election.
(c) The members of the Council to retire in every year shall be those who have been longest in office since their last election.
(d) If all the positions specified in Bye Law 23(a) above are not filled at the Annual General Meeting or if any casual vacancy occurs thereafter the same shall be filled by the Council making appointments and co-opting as necessary.
(e) The Secretary shall keep minutes of all formal meetings held in the Company's name.

24 COUNCIL'S POWERS [A31, A49, A66(a)]
The Council shall
(a) manage the affairs of the Company,
(b) appoint Committees if and when necessary and delegate to such Committees all or any of its powers,
(c) make or remove such Bye Laws as it may deem necessary for the proper conduct and management of the Company but without prejudice to the Memorandum and Articles of Association,
(d) resolve any problems arising out of or not governed by these Bye Laws and all other matters connected with the Company (other and except those which can only be dealt with by the Company in General Meetings).