WALTON and WEYBRIDGE AMATEUR OPERATIC SOCIETY CONSTITUTION

Revised Constitution adopted by Resolution at a General Meeting of the Society held on 29th May 2012, and amended by Resolutions at General Meetings held on 13th June 2013, 19th May 2016, 24th May 2018, 23rd May 2019, 20th May 2021 and 10th July 2025

1. TITLE

The Society shall be called the Walton and Weybridge Amateur Operatic Society.

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; to organise and run training courses to improve the ability and knowledge of its members and the public in general in the technical skills involved in being part of such productions; to assist and further such charitable institutions and charitable purposes as the Committee shall from time to time determine.

3. MEMBERSHIP

a) The Society shall consist of five classes of membership, namely: Honorary Life Members, Patrons, Junior Members (aged under 18), Ordinary Members and Associate Members. Hereinafter in these Rules, the term Member shall be deemed to apply to the five classes of membership, subject to clause (b) below.

b) Membership shall be open to all those having sympathy with the objects of the Society and desiring actively to further it and to pay the entrance fee (where applicable) and the annual subscription for each class of member as laid down from time to time by the Executive Committee. This is subject to the proviso that members under the age of 18 years cannot be appointed to Trustee positions or have voting rights, and that members appearing on stage who are aged 80 or over are not covered by the Society's Insurance policies. Every member aged 18 or over shall have one vote.

c) Members may be either acting or non acting; acting members may be required, at the Committee's discretion, to undertake an audition to justify their suitability to appear on stage.

d) The Executive Committee may, from time to time, appoint as Temporary members, non members who assist the Society during productions, either on or off stage.

e) Applications to become Members of the Society shall be submitted in writing to the Executive Committee for its decision.

f) Prior to acceptance, all candidates for membership shall satisfy the Executive

Committee as to their suitability for membership.

g) All members shall be entitled to:

(i) attend General Meetings of the Society;

(ii) all members over the aged 18 or over shall be entitled to vote at all meetings;

(iii) receive notice of the activities of the Society;

(iv) all members who have successfully auditioned for membership will be entitled to audition for any principal part or submit for selection for chorus or dancing in the Society's productions, subject to sub-clause (c) of this clause, but excluding Associate Members;

(v) make advance ticket booking facilities for the Society's productions.

h) All Associates shall be entitled to the Members privileges except the following:

(i) Appointment as a Trustee;

(ii) Entitlement to serve on the executive committee;

(iii) Entitlement to societal voting rights.

i) The Executive Committee shall have the power, subject to approval at a General Meeting of the Society, to:

(i) confer Honorary Life Membership on any person in recognition of outstanding service to the Society.

(ii) invite any person of appropriate standing to accept appointment as President of the Society. Any such appointment shall be for a three year term of office.

j) 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 work 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.

4. SUBSCRIPTIONS

a) Upon acceptance as a Member of the Society, and thereafter in January each year, the then current annual subscription shall become due and payable.

b) The rates of subscription applicable for Ordinary Members shall be determined from time to time by Resolution of a General Meeting of the Society. Once rates of subscription have been fixed, they will remain in force until modified by a subsequent Resolution.

c) Members who elect to pay an annual subscription of 50% or more above the Ordinary Members' rate shall be recognised as Patrons.

d) Honorary Life Members who elect to pay a voluntary annual subscription of 50% or more of the Ordinary Members' rate shall be recognised also as Patrons.

e) Associate Member subscriptions shall be 50% of the rate of Ordinary Members.

f) The Executive Committee may, at its discretion, apply a reduced rate of subscription in respect of young Members who are still in full-time education.

g) Members who are selected to take part in any production shall pay, in addition to the annual subscription, an acting subscription in respect of that production. This subscription shall become due and payable on the date of the first production rehearsal. The acting subscription shall be 60% of the Ordinary Members' annual subscription, or such lower amount as the Executive Committee shall determine.

h) At the discretion of the Executive Committee, membership shall be deemed to have lapsed if any Member's annual subscription is not paid by 1st April in any year. Any member whose membership has lapsed and wishes to re-join the Society shall be subject to re-acceptance in accordance with Rule 3 (e).

5. MANAGEMENT

a) The affairs of the Society shall be managed by an Executive Committee.

b) The Executive Committee shall consist of four Officers, namely Chairman, Vice-Chairman, Secretary, Treasurer, and four other Members, all to be elected at the Annual General Meeting.

c) A member of the Executive Committee shall cease to hold office if he or she

(i) 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)

(ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs, or

(iii) Is absent without the permission of the Executive Committee from all their meetings held within a period of 6 months, and the Executive Committee resolve that his or her office be vacated, or

(iv) Notifies to the Executive Committee a wish to resign (but only if at least 3 members of the Executive Committee will remain in office when the notice of resignation is to take effect).

d) 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.

e) The Executive Committee (including the Officers) and the Honorary Independent Examiner 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 14 days before the Annual General Meeting 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.

f) No person shall be entitled to act as a member of the Executive Committee whether in a first or subsequent entry into office until after the signing in the minute book of the executive committee a declaration of acceptance and of willingness to act in the trusts of the Society.

g) Subject to the provisions of sub clause (h) 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.

h) Any member (whether of the Executive Committee or not) for the time being who is acting in a professional capacity as a solicitor, accountant, dramatic or musical professional, or performing a similar role, may charge and be paid all the usual professional charges for business done by him or her or his or her firm, when it is clearly in the interests of the Society and provides a significant and clear advantage over all other options, and only 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 or her firm, is under discussion.

i) The Executive Committee shall be empowered to

(i) Co-opt any Member of the Society with or without voting power

(ii) Invite to attend any meeting the Director, Musical Director, Stage Manager and/or any other person in an advisory capacity.

(iii) Appoint Sub-Committees as required.

(iv) Choose works for presentation by the Society and make all arrangements for such productions.

(v) Arrange for the suitable casting of roles for any production.

(vi) Engage the services of persons necessary for any production.

j) In arranging for suitable casting, as in Rule 5(h)(v) above, the Executive Committee may, at its discretion, appoint a Selection Sub-Committee to advise on casting. The sub-committee shall consist as a minimum of a Chairman (not a member of the Executive Committee), the Director, the Musical Director, a member of the Executive Committee, and one other member.

k) The Executive Committee shall meet from time to time as required and a quorum shall consist of two Officers and two other Committee Members. The Chairman shall have a second or casting vote at Committee meetings.

l) In emergencies the Chairman shall act in conjunction with the Vice-Chairman, Secretary and/or Treasurer when time does not permit the holding of a Committee meeting. Such action shall be submitted to the Committee as soon as possible.

6. MEETINGS OF EXECUTIVE COMMITTEE

a) The Executive Committee shall hold at least 2 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 chair the meeting before any other business is transacted.

d) 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.

e) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings of meetings of the Executive Committee and any sub committees.

f) 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.

7. 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 and 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.

c) 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

d) The financial year of the Society shall commence on 1 January in each year and an annual Profit and Loss Account and Balance Sheet shall be prepared within 2 calendar months after 1 January 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 an Annual Return and their transmission to the Commission.

e) All monies due and owing to the Society including subscriptions of Members shall be recoverable in accordance with English law in the name of the Society.

8. GENERAL AND SPECIAL MEETINGS

a) The Annual General Meeting of the Society shall be held in the month of May 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 the Executive Committee, and an Honorary Independent Examiner, for the ensuing year, and the Honorary Life Members (if any) elected, and the following business transacted.

   (i) To approve the Statement of Account for the previous Financial Year, together with the Honorary Independent Examiner's Report, and to receive an interim report as to the financial position of the current year.

   (ii) To elect by ballot the Officers and other Members of the Executive Committee for the ensuing year, nominations to be submitted to the Secretary not later than 14 days prior to the Annual General Meeting, the consent of the nominees having first been obtained.

   (iii) To elect the Honorary Independent Examiner, who shall not be a member of the Executive Committee.

   (iv) To decide on any Resolution which may be duly submitted to the meeting as hereinafter provided.

(v) To deal with any special matter which the Executive Committee desire to bring before Members, and to receive suggestions from Members for consideration by the Executive Committee.

b) A Special General Meeting of the Society shall be convened 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 15 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.

c) Not less than 21 days' notice of any General Meeting, together with a preliminary Agenda, shall be given to Members.

d) Any Member wishing to move a Resolution at a General Meeting shall notify the Secretary of such Resolution not less than 14 days before such meeting.

e) A final Agenda, together with nominees for election to the Executive Committee, shall be notified to members not less than 4 days before the General meeting.

f) Resolutions at General Meetings shall be decided by simple majority of votes recorded except as provided for in Rules 12 and 13 and will be by a show of hands or by ballot, as directed by the Chairman.

g) All notices relating to General Meetings shall be in writing. Where a member has notified the Society of an electronic address, notice by such means shall be deemed to be in writing. Notices from Members to the electronic address of an Officer of the Society shall be deemed to be in writing. Notices shall be deemed to have been given when 'sent' by electronic means, or when sent by post.

h) No business other than the formal adjournment of the Meeting shall be transacted at any General Meeting unless a quorum of not less than twenty Members present and entitled to vote.

i) 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

9. AUDITIONS

a) Any Member wishing to audition for a principal part in a production shall submit an Audition Application form to the Secretary not less than 48 hours before the date set for auditions. In the event of there being more applicants for chorus parts than required for any production, the choice shall be resolved by auditions relevant to the production requirements.

b) Non members shall be allowed to audition without the need to fulfill a society audition mentioned in section 3f. There shall be a fee to audition as a non member, at a rate of no

less than 25% of the full membership fee.

10. REHEARSALS

a) The Musical Director shall control all musical rehearsals and the Director shall control all stage rehearsals, with the assistance of the Musical Director and/or Choreographer.

b) All Members shall be expected to attend such rehearsals for which they are called unless permission for absence has been given by the Director or Musical Director as appropriate. Members who persistently default under this Rule render themselves liable to dismissal from any production by the Executive Committee.

11. GRIEVANCES

Any Member desiring to bring forward any complaint or grievance shall notify the Secretary in writing for submission to the next meeting of the Executive Committee.

12. DISSOLUTION OF THE SOCIETY

If the Executive Committee decides it is necessary or advisable to dissolve the Society it shall call a 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 a two-thirds majority of those present and voting the Executive Committee shall have the 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 given or transferred to other such charitable institution or institutions having objects similar to the Society 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.

13. 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 at least two-thirds of the members present and voting at a General Meeting.

b) No amendment to clauses 1, 2, 5a-5f inclusive, 12 or this clause may be made without the prior consent of the Charity Commissioners.

14. ARRANGEMENTS UNTIL FIRST ANNUAL GENERAL MEETING

Until the first Annual General Meeting takes place this Constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

J. B. Palmer
Chairman

E. Parsons
Vice Chairman

A Savory
Hon Secretary

M. C. Turvill
Hon Treasurer

CERTIFIED COPY OF THE WWAOS CONSTITUTION
AS ADOPTED AT THE 2012 AGM
AND AMENDED AT THE 2013, 2016, 2018, 2019 and 2021 AGMs

Signed……. Signed…….
(Chairman) (Secretary)

Date…… Date……

(Each page to be initialled)