



**CONSTITUTION OF
MILTON KEYNES AMATEUR OPERATIC SOCIETY**

[Registered Charity Number 277689]

1. NAME

The SOCIETY shall be called "MILTON KEYNES AMATEUR OPERATIC SOCIETY" (MKAOS).

2. ADMINISTRATION

The Society is a registered Charity and subject to the matters set out below the Society and its property shall be administered and managed in accordance with this constitution by the Members of the Executive Committee, constituted by clause 13 of this constitution ("the Executive Committee"). The Members of the Executive Committee shall also be Trustees of the Charity.

3. OBJECTS

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

4. POWERS

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

- a) to promote the staging of plays, drama, comedies, pantomime, and other dramatic and 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 dramatic or musical works;
- c) to purchase, take on lease or in exchange any property including plant, machinery, furniture, fixtures, fittings, scenery and all other necessary effects for the achievement of the objects and to maintain and equip it for use;
- d) to raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise, providing that in raising funds the Society shall not undertake any substantial permanent trading activities and shall conform to any relative 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 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;
- h) to establish or support any charitable trusts, associations or institutions formed for all or any of the objects and in addition, to support such other charitable institutions and local good causes as shall from time to time be determined;
- i) to appoint and constitute such advisory committees as shall be considered appropriate;
- j) to do all such other lawful things as are necessary for the achievement of the objects of the Society.

5. MEMBERSHIP

Anyone cast in a show will become a member of the Society for the period of that production. The Society shall also consist of Youth Members who are part of the Youth Theatre ("Next Generation") as well as Honorary Life Members or Associate Members such other persons as shall have rendered special service to the Society.

6. ELIGIBILITY FOR MEMBERSHIP

Membership shall be open to all those having sympathy with the objectives of the Society and desiring actively to further it and take part in its productions.

7. EXPULSION OF MEMBERS

The Executive Committee may, by a unanimous vote and for good reason, terminate the membership of any individual who has persistently neglected the work undertaken by the Society of 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. SUBSCRIPTION AND FEES

A show fee will be payable by anyone cast in a production. This fee may vary from production to production at the discretion of the Executive Committee.

9. PAYMENT OF SHOW FEES

Show fees shall become due and paid to the Society within 21 days from the start of the first rehearsal.

10. NON-PAYMENT OF SHOW FEES



The Executive Committee shall have power by bare majority to suspend any Member whose Show Fee remains unpaid.

11. SUBSCRIPTIONS TO BLETCHLEY COMMUNITY CENTRE

Membership of the Society conveys upon Members the responsibility to pay a separate additional membership fee to the Centre for the use of the Centre's facilities at rehearsals and on other special occasions. Such fees and the collection thereof are determined in accordance with the Centre's own rules and regulations.

12. HONORARY LIFE AND ASSOCIATE MEMBERS

Honorary Life and Associate Members may, on the nomination and recommendation of the Executive Committee be elected on such terms, at an Annual General Meeting as the Executive Committee may from time to time decide.

13. EXECUTIVE COMMITTEE

- a) The Society shall be managed by an Executive Committee elected at an Annual General Meeting consisting of the following Officers, namely: Chairman, Treasurer, Secretary and Honorary President.
- b) In accordance with the Society's charitable status, the Members of the Executive Committee as Trustees, shall be aware of the legal responsibilities so involved, prior to taking office.
- c) 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.
- d) No person shall be entitled to act as a Member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Society.
- e) Nobody shall be appointed as a Member of the Executive Committee who is aged under 18 or who would, if appointed, be disqualified under the provisions of the following clause:

14. DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE

A Member of the Executive Committee shall cease to hold office if he or she:

- a) 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);
- b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;



c) is absent without the permission of the Executive Committee from all their Meetings held within a period of six months and the Executive Committee resolves that his or her office be vacated;

or

d) notifies to the Executive Committee a wish to resign (but only if at least Two Members of the Executive Committee will remain in office when the notice of resignation is to take effect).

15 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.

16. MEETINGS AND PROCEEDING OF THE EXECUTIVE COMMITTEE

- a) The Executive Committee shall hold at least four Ordinary Meetings each year. 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 four days' notice being given to the other Members of the Executive Committee of the matters to be discussed.
- b) 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 present shall choose one of their number to be Chairman of the Meeting before any other business is transacted.
- c) There shall be a quorum when three Members of the Executive Committee are present at a Meeting.
- 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 of the proceedings at Meetings of the Executive Committee and any Sub-Committee.
- 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.
- g) The Executive Committee may appoint one or more Sub-Committees consisting of one or more Members of the Executive Committee for the purpose of making any enquiry 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.

17. EXECUTIVE COMMITTEE'S POWERS

The Executive Committee Shall have power to decide any questions arising out of these Rules and any other matters connected with the Society and make, maintain and publish all necessary orders, regulations and bye-laws in connection herewith.

18. PROPERTY

The Executive Committee shall cause the title to:

- a) all land held by or in trust for the Society which is not vested in the Official Custodian for Charities; and
- b) all investments held by or on behalf of the Society;

to be vested either in a corporation entitled to act as a custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its Members except where a holding trustee is also a Member of the Executive Committee.

19. FINANCE

- a) The funds of the Society shall be applied solely in furthering the objectives and implementing the powers 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 of the Treasurer and/or Chairman, and all accounts shall be sanctioned by the Executive Committee.



20. FINANCIAL YEAR

- a) 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.
- b) 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 Charity Commission.

21. ANNUAL GENERAL MEETING

- a) The Annual General Meeting of the Society shall be held in the month of November or as soon as practicable thereafter when the Reports of the Executive Committee and accounts for the past year, duly audited, shall be presented. The President, other Members of the Executive Committee, Auditor for the ensuing year and new honorary Life and Associate Members if any, shall be elected, and all general business transacted.
- b) Nominations for election to the Executive Committee must be made in writing, and must be in the hands of the Secretary at least 35 days before the Annual General Meeting. All nominees will be considered by the Executive Committee and then proposed at the AGM if a suitable vacancy or position is available.
- c) Every Annual General Meeting shall be called by the Executive Committee and an Agenda, accompanied by the Statement of Accounts for the past year, nominations for the Executive Committee (including the Officers) and Auditor, and of any proposal to elect new Honorary Life or Associate Members, shall be made available prior to the meeting upon request.
- d) All current and former Members of the Society shall be entitled to attend and all, except those under the age of 16 shall be entitled to vote at the Meeting.
- e) The Chairman of the Executive Committee shall be the Chairman of the Meeting, but if he or she is not present, then the Executive Committee shall appoint a Chairman of the Meeting before any business is transacted.

22. RETIREMENT OF THE EXECUTIVE COMMITTEE

The Executive Committee shall retire annually but shall be eligible for re-election.

23. SPECIAL GENERAL MEETINGS

The Executive Committee may call a Special General Meeting of the Society at any time. If at least ten current or former Members request such a



Meeting in writing stating the business to be considered, the Secretary shall call such a Meeting. At least 21 days' notice must be given. The printed notice must state the business to be discussed and no other business shall be transacted at such Meeting.

24. 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.

25. 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.

26. OTHER NOTICES

Apart from notices of General Meetings (which are dealt with under clauses 21 and 23), all other notices required to be served on any member of the Society shall be in writing and shall be served by the Secretary or the Executive Committee on any Member either personally or by sending it through the post in a prepaid letter addressed to such member or at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

27. SELECTION OF WORKS

The Executive Committee shall select the works to be produced by the Society and shall determine the dates of productions.

28. SELECTION OF CAST

The cast for any production shall be selected by the Executive Committee or by a Selection Sub-Committee appointed by the Executive Committee and consisting of not less than four persons.

29. REVISION OF CAST

The Executive Committee or its appointed Sub-Committee shall have power to revise the cast from time to time in consultation with the Show Production Team if any Acting Member to whom a character has been assigned shall, in its opinion, prove unsuitable for the part.

30. 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.



31. CONTROL OF REHEARSALS

Wherever possible the Musical Director shall conduct all music rehearsals and the Director shall direct all stage rehearsals.

32. ATTENDANCES AT REHEARSALS AND PERFORMANCES

A record of attendance of Acting Members at rehearsals and performances shall be kept and the Executive Committee shall have the power to prohibit any Member whose attendance at rehearsals shall have been irregular, from taking part in the performance of the work in preparation. Acting Members absenting themselves from three consecutive rehearsals may, at the discretion of the Executive Committee and in consultation with the Show Director, be deemed to have resigned their parts in the work then in rehearsal.

33. 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 from the start of the first rehearsal.

34. PRODUCTION ACCOUNT

Within two calendar months after the final performance of any work produced by the Society or as soon as practicable thereafter, the Treasurer shall prepare a full statement of the receipts and expenses of each production.

35. RECOVERY OF MONEY DUE TO THE SOCIETY

All monies due and owing to the Society shall be recoverable at law in the name of the Treasurer.

36. ALTERATION TO THE CONSTITUTION

- a) Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by a majority vote of the Executive Committee. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- b) No amendment may be made to clauses 1, 3, 15, 39, or this clause, without prior consent in writing to the Charity Commission.
- c) No amendment may be made which would have the effect of making the Society 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.



37. 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 current and former 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 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 such other charitable institution or institutions having objects similar to the objects of 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 and Statement, for the final accounting period of the Society must be sent to the Charity Commission.

This completely revised Constitution was adopted by the Members of the Society at the Extraordinary General Meeting of the Society held on 25th April 2012.



RECORD OF AMENDMENTS SUBSEQUENTLY MADE:

Amendment Number 1