

HAMILTON OPERATIC SOCIETY INCORPORATED

CONSTITUTION - VERSION 2017

1. NAME

The Society shall be called "The Hamilton Operatic Society Incorporated."

2. OBJECTS

For the furtherance of specific charitable, community and educational purposes the Society shall have the following objects:

- (a) to produce, perform, promote, organize and participate in grand operas, light operas, musical comedies, drama, ballets, pantomimes, revues, concerts and entertainment of every description for the benefit of the community.
- (b) to promote, foster and cultivate the study of, and education in theatre and of all related crafts in the promotion of arts and cultural development.
- (c) to provide studios, workshops, rehearsal rooms, theatres and theatrical and stage equipment of every kind, for the promotion of educational and community development in the arts and culture.
- (d) to do all things incidental or conducive to the attainment of all the foregoing objects or any single one of them.

3. POWERS OF THE SOCIETY

In order to carry out the objectives and purposes for which the Society is established the Society may exercise all or any of the following powers and authorities:

- (a) to engage in any business transaction or to enter into any contract or arrangement to benefit the Society and the people involved as the Society may approve;
- (b) to acquire, take as gift or loan or otherwise any sums of money to benefit the Society including any policies of insurance of whatsoever nature relating to property or kind or person or persons;
- (c) to borrow from time to time on such terms and conditions as the Society thinks fit including specifically the power to charge any realty or personalty as security for such borrowing;
- (d) to make loans, grants or otherwise on such terms and conditions as the Society thinks fit to benefit this Society and the people involved;
- (e) to control, invest or otherwise properly administer the funds of the Society to benefit this Society and the people involved;

- (f) to acquire, purchase, lease, take as gift or otherwise, land and / or buildings or parts thereof to carry out and / or further the objects of the Society, on such terms and conditions as the Society thinks fit;
- (g) to lease, let, grant, exchange, sell or otherwise, the use of land and / or buildings or parts thereof to carry out and / or further the objects of the Society on such terms and conditions as the Society thinks fit;
- (h) to acquire, purchase, hire or otherwise operate and maintain any equipment to carry out and / or further the objects of the Society;
- (i) to hire out, lease, grant or otherwise the use of any equipment to carry out and / or further the objects of the Society;
- (j) to promote, form or concur in any steps or proceedings which may be taken to form a company for any purpose whatsoever to further the objects of the Society;
- (k) to employ and discharge any agents or employees and other persons as the Society may think fit and to pay such fees, salary, wages or other remuneration in every case as the Society may deem expedient including but not limited to an Administrator and an Artistic Director;
- (l) to permit the name of the Society or any logo connected with the Society to be used in situations furthering the objects of the Society and subject to such terms and conditions as appear desirable to the Society;
- (m) to provide meals and refreshments for members of the Society and persons attending its premises or its productions and to establish facilities for that purpose and to obtain all necessary permits and licenses including licenses for provision of sale of alcoholic beverages;
- (n) to become a member of or to co-operate with any other Society or group (incorporated or unincorporated) having objects wholly or partly similar to those of the Society or with which membership or co-operation may appear conducive to the attainment of any of the objects of the Society;
- (o) to make such operational rules as necessary for the efficient administration of the Society provided that such rules are not inconsistent with these objects.

4. MEMBERSHIP

Total membership and the number of members of each class may be limited at the discretion of the Board of Management. A member of any class shall be eligible to be a member of any other classes. There shall be three classes of members as follows:

- A Financial Membership which shall continue until the conclusion of the Annual General Meeting next following the year of admission or renewal unless terminated under these Rules, and shall comprise:
 - (i) Office bearers of the Society while in office, members of the Board of Management during their period of appointment;
 - (ii) Persons whose names are approved by the Board of Management upon written application to it with any fee fixed for joining and payment of the annual subscription.

(iii) Cast selected by the Auditioning Committee of the Society if not already Financial Members shall become so by payment of the Financial Members' subscription.

B Life Membership comprising those persons who shall have rendered outstanding service to the Society and who shall be appointed by a two-thirds majority of those present and entitled to vote at any annual or special general meeting of the Society on the recommendation of the Board of Management.

C Vice-Patrons: The members shall be entitled to elect at any Annual General Meeting of the Society, any persons to be vice-patrons of the Society. These persons shall be elected by simple majority of those members entitled to vote and shall be entitled to all privileges of membership without being required to pay membership fees, but shall not be entitled to vote at any meeting of the Society.

5. APPLICATION FOR MEMBERSHIP

The Board of Management may require all applications for membership (except Life Members and Vice-Patrons) to be made on a prescribed form containing such particulars as it shall decide.

6. SUBSCRIPTIONS

Payment of Subscriptions:

(a) (i) Financial Members' Subscription shall be fixed annually prior to 31 December of each year and advised to the Annual General Meeting by the Board of Management and be advised to members in writing, and shall be paid within one month of advising of such subscription or in the case of auditioned cast who are not already Financial Members, within one month of the date of audition a Financial Member's subscription if any, shall be paid within the time fixed by the Board of Management.

(ii) In the event that any application for Financial Membership or renewal thereof shall be declined the subscription shall be refunded to the applicant.

(b) Applications to join must be accompanied by the then current subscription which shall be renewable annually at the time and for the amount the Board of Management shall set each year.

(c) Life Members shall not be liable for any subscription.

7. PRIVILEGES OF MEMBERSHIP

Each class of member shall be entitled to separate specific privileges as the Board of Management shall from time to time determine and advise to the Annual General Meeting.

8. CESSATION OF MEMBERSHIP

(a) Resignation:

Any member may resign by written notice to the Board of Management provided that if the subscription is due in terms of Clause 6 and is unpaid that the member shall remain liable for, and the Society may recover, the amount of the subscription outstanding by that member.

(b) Expulsion:

(i) Non-payment by a Financial Member of a current subscription for the space of one month after the same shall become due or the breach of any by-law of the Society by a member shall entitle the Board of Management to forthwith terminate the Membership of that member.

(ii) If the conduct of any member, either in or out of the Society shall be in the opinion of the Board of Management injurious to the character or interest of the Society, the Board of Management may request such member to resign and, in default of such member doing so, the Board of Management may erase the name of such member from the register of members and from date of erasure such member shall cease to be a member of the Society provided that no such request' shall be sent unless such member shall have been afforded the opportunity of a hearing before the Board of Management.

9. ANNUAL MEETING

The Annual General Meeting of the Society shall be held not later than the **31st day of August** each year at a date fixed by the Board of Management when the Annual Report, and **Accounts** for the past year shall be presented, Officers elected and vacancies on the Board of Management filled for the ensuing year. Not less than twenty one (21) clear days notice of the Annual General Meeting shall be sent by e-mail to every Financial and Life Member and the said notice advise the Financial and Life Members that a copy of the Minutes of the previous Annual General Meeting, **previous** Annual Report and **Accounts** to be presented will be available at the Society's Office seven clear days before the date of the Annual General Meeting.

10. SPECIAL MEETINGS

A Special Meeting of the Society may be called at any time by order of the Board of Management or on a requisition to the Administrator signed by not less than twenty (20) Financial Members, stating the object of that meeting. Twenty-one (21) clear days notice to all Financial Members and Life Members shall be given of such meeting and the notice shall specify the business to be conducted at that meeting. Such notice shall be sent by e-mail to the last known e-mail address of all Financial and Life Members. At any Special Meeting, no business shall be transacted other than that mentioned in the convening notice.

11. QUORUM

At every Annual or Special Meeting ten (10) Financial and Life Members (excluding Board of Management members) shall form a quorum. Should there be no quorum at the expiration of thirty (30) minutes from the time appointed for meeting, those present shall adjourn the meeting until a date not less than fourteen (14) days later.

If a quorum is not present, those present shall constitute a quorum. At all such meetings the Chairman of the Board of Management if present; shall occupy the chair, and in his/her absence those present shall elect any Member of the Board of Management present to be chairperson of that meeting.

12. VOTING

To be eligible to attend and vote at an Annual General Meeting and at Special Meetings, a member must have attained the age of 18 years at the date of the meeting and must:

- (a) Have been a Financial Member during the year being reported on at the meeting; or
- (b) Be a current Financial Member who has paid his or her Subscription by 30 June of the current year; or
- (c) Be a Life Member.

Voting (other than for the election of officers which shall be by ballot) shall be by show of hands, except in the event of a member so demanding it when it shall be by ballot.

13. OFFICE BEARERS

The Office Bearers of the Society shall be a Patron or Patroness, and a President. They shall be elected by ballot at the Annual General Meeting.

14. BOARD OF MANAGEMENT

- (a) The Management of the Society in all things and particularly the exercise of the powers in clause 3 of this constitution shall be vested in a Board of Management. The Board of Management shall consist of a maximum of eleven (11) persons appointed to the Board as follows:
 - (i) Four (4) persons shall be Financial Members elected at the Annual General Meeting of the Society as necessary following the required retirement by rotation specified in clause 14(c) of this constitution.
 - (ii) The elected members of the Board shall be entitled to appoint additional members to the Board, such appointments to be made within two (2) months of the Annual General Meeting PROVIDED HOWEVER that at any one time no more than four (4) persons hold such appointment.

- (iii) The elected, appointed, or nominated members of the Board shall be entitled to co-opt up to a maximum of three (3) further persons for such specific duties and periods as the Board shall think appropriate.
- (b) The persons appointed to the Board of Management pursuant to clauses 14(a)(ii) and (iii) shall be appointed for a term to expire at the Second Annual General Meeting following their appointment or such earlier period as stated by the Board at the time of appointment, when they shall retire but be eligible for re-appointment.
- (c) The elected members of the Board of Management, shall hold office for a period of three years following which they shall retire but be eligible for re-election.
- (d) The Chairperson of the Board of Management shall be elected from its members on an annual basis.

15. PROCEDURES OF COMMITTEES

(a) Vacancies:

- (i) Vacancies on the Board of Management to be filled by election at each Annual General Meeting shall be decided by ballot from persons nominated and seconded in writing by Financial Members. Nominations shall be lodged with the Administrator not less than seven (7) days prior to such meeting.
- (ii) If there are insufficient nominations to fill all required places, nominations shall be accepted at the meeting for the number of places not so filled.
- (iii) If at the Annual General Meeting any vacancy in the Office Bearers or Board of Management is not filled by election, or if a vacancy shall occur after the Annual General Meeting, the Board of Management shall fill such vacancy, until the next, Annual General Meeting when a member so appointed shall then retire but shall be eligible for re-election. Any further election or appointment to fill such vacancy shall likewise only continue until the following Annual General Meeting. The vacancy shall continue to be filled in this manner until the three year term of the original election is completed. Retirement and re-election shall then be governed by clause 14(c).

(b) Meetings:

Except in such cases as the Chairperson shall deem advisable all meetings of the Board of Management shall be called in writing by the Administrator posted to the usual address of, or by electronic communication each member of the Board of Management at least forty eight (48) hours before such meeting. In the event of any member being absent from three (3) consecutive meetings of the Board of Management without presenting reasonable excuse, the Board of Management may pass a resolution to the effect that the member's seat shall become vacant.

(c) Quorum:

At any meeting of the Board of Management three (3) shall form a quorum. The Board of Management may continue to act notwithstanding any vacancy in its body.

16. SUB-COMMITTEES

The Board of Management may appoint such minor officers and sub-committees as it deems fit.

17. REVIEW AND AUDIT:

The accounts of the Society shall be reviewed by a chartered accountant on an annual basis. Such chartered accountant is not to be a member of the Board of Management. The chartered accountant shall have power to call for production of all books, papers, accounts and documents relating to the affairs of the Society. The reviewed accounts of the Society shall be available seven days prior to the annual general meeting and at the meeting itself.

18. FINANCIAL YEAR

The financial year of the Society shall commence from the first day of January in every year.

19. AMENDMENT

No alterations, additions, variations or amendments to this Constitution shall be made except at an Annual General Meeting or a Special Meeting called for that purpose and with a majority of two-thirds of those present at such meeting and entitled to vote provided always that no change shall be made which will in any way mitigate against or rescind the charitable objects of the Society.

20. INTERPRETATION OF RULES

The decision of the Board of Management on the interpretation of the Constitution or any amendments or alterations thereto or deletion therefrom or any matter or thing not contained in this Constitution and which pertains to the Society, its property or interest, shall be conclusive and binding on all members of the Society.

21. COMMON SEAL

The Society shall have a Common Seal, which shall be in the custody of the Administrator who shall affix it to such documents as the Board of Management may from time to time direct, and shall always be attested by at least two members of the Board.

22. REGISTERED OFFICE

The Registered Office of the Society shall be at such place as the Board of Management may from time to time determine. Due notice of every change of the Registered Office shall be given to the Registrar by the Administrator.

23. WINDING UP

If a decision is made to wind up or dissolve the Society and any property remains after the settlement of the Society's debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

No member shall be entitled (merely by virtue of membership) to any pecuniary gain from the property or operations of the Society or on any winding up of the Society save as provided by Section 5 of the Incorporated Societies Act 1908 or otherwise by these rules.

24. CONFLICTS OF INTEREST

- (a) A conflicts of interest register is to be kept by the Board of Management. Any perceived or actual conflicts of interest must be documented at every meeting.
- (b) Hamilton Operatic Society Board of Management members may not sit on competing theatre organisations' trust/s, board/s, committee/s or such entities.
- (c) A conflict of interest exists should a Board of Management member wish to be remunerated for a position in any production.