

BRISTOL GILBERT AND SULLIVAN OPERATIC SOCIETY – Constitution 2019

1. Name

1.1 The name of the Charitable Incorporated Organisation (“the CIO”) is the “Bristol Gilbert & Sullivan Operatic Society” (the “Society”).

2. National Location of the principal office

2.1 The principal office of the CIO is in England.

3. Objects

3.1 The principal object of the CIO is to educate the public in the dramatic and operatic arts, principally the works of Gilbert and Sullivan and to further the development of public appreciation and taste in the said arts.

4. Powers

4.1 The CIO has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so. In particular, the CIO’s powers include power to:

- 4.1.1 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.1.2 sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- 4.1.3 employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 5 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- 4.1.4 deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Benefits and payments to charity Trustees and connected persons

5.1 General provisions

No charity trustee or connected person may:

- 5.1.1 buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- 5.1.2 sell goods, services, or any interest in land to the CIO;
- 5.1.3 be employed by, or receive any remuneration from, the CIO;
- 5.1.4 receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause (5.2) or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

5.2 Scope and powers permitting trustees' or connected persons' benefits

- 5.2.1 A charity trustee or connected person may receive a benefit from the CIO as a beneficiary provided that it is available generally to the beneficiaries of the CIO
- 5.2.2 A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- 5.2.3 Subject to sub-clause (5.3) of this clause a charity trustee or connected person may provide the CIO with goods or services that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- 5.2.4 A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

5.3 Payment for supply of goods and services

- 5.3.1 The CIO and its charity trustees may only rely upon the authority provided by sub-clause (5.2.3) of this clause if each of the following conditions is satisfied:
 - 5.3.1.1 The amount or maximum amount of the payment for the goods or services is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods ("the supplier").
 - 5.3.1.2 The amount or maximum amount of the payment for the goods or services does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - 5.3.1.3 The other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
 - 5.3.1.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods or services to the CIO.
 - 5.3.1.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
 - 5.3.1.6 The reason for their decision is recorded by the charity trustees in the minute book.
 - 5.3.1.7 A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 5.

5.4 In sub-clauses 2. and 3. of this clause:

- 5.4.1 "the CIO" includes any company in which the CIO:
 - (i) holds more than 50% of the shares; or

- (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company;
- 5.4.2 (b) “connected person” includes any person within the definition set out in clause [20] (Interpretation);

6. Conflicts of interest and conflicts of loyalty

6.1 A charity trustee must:

- 6.1.1 declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- 6.1.2 absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).
- 6.1.3 Any charity trustee absents himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

7. Liability of members to contribute to the assets of the CIO if it is wound up

7.1 If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

8. Membership of the CIO

8.1 Members & Student Membership (on presentation of a valid NUS)

- Members must pay their annual subscription which is due at the first rehearsal and payment should be received by the end of the subsequent month
- Membership discounts are available to Students (on presentation of a valid NUS), those not in work and the disabled.
- Members may pay in instalments at the discretion of the Treasurer.
- Members wishing to audition for a Principal Role must pay their subscription in full prior to the audition
- Prospective performing members will be required to pass audition. The Musical Director/Director and one member of the committee will form this Auditioning Panel.
- Prospective performing members may join during the season at the discretion of the Committee and the Production Team
- Members will have a voting right at the annual general meeting
- Membership discounts are provided on presentation of a valid NUS (for Student membership), confirmation of job-seekers or disability benefit as appropriate, and are ratified by two trustees.

8.2 Honorary Life Members

- Nominations for Honorary Life Membership shall be made by the Committee, but members are free at any time to make suggestions to a member of the Committee
- Such a nomination shall be made where a person is deemed to have given significant service to the Society.

- Honorary Life Membership includes:
 - One free ticket to the Society's annual production
 - Freedom to attend any rehearsals
 - Automatic invitation to Society events
 - Automatic receipt of the official communications

8.3 Patrons

- Nominations for Patron of the Society shall be made by the Committee, but members are free at any time to make suggestions to a member of the Committee
- Such a nomination shall be made where a person is deemed to have given significant service to the Society or has undertaken to support the society through financial aid or promotion
- New Patrons will be asked to commit to a fixed term to be reviewed by the Committee (length of service to be decided by the Committee)
- Patronage includes:
 - One free ticket to the Society's annual production
 - Automatic invitation to Society events

8.4 Friends

- Non-Acting Members who wish to support the society through an annual donation will be deemed a Friend (amount to be decided by the committee annually)
- Friends of the Society includes:
 - One free ticket to the Society's annual production
 - Freedom to attend any rehearsals
 - Automatic invitation to Society events
- An annual subscription must be paid to the Treasurer at the start of the season
- Friends shall have a voting right at the annual general meeting

9. **General meetings of members**

9.1 Types of general meeting: There must be an annual general meeting (AGM) of the members of the CIO. AGMs are held annually after the main production. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report and must elect trustees as required under clause 10.

9.2 Other general meetings of the members of the CIO may be held at any time.

9.3 All general meetings must be held in accordance with the following provisions.

9.3.1 Calling general meetings

9.3.1.1 The charity trustees:

- (i) must call the annual general meeting of the members of the CIO in accordance with sub-clause (9.1) of this clause, and identify it as such in the notice of the meeting; and
- (ii) may call any other general meeting of the members at any time.

9.3.1.2 The charity trustees must, within 21 days, call a general meeting of the members of the CIO if:

- (i) they receive a request to do so from at least one third of the members of the CIO; and

- (ii) the request states the general nature of the business to be dealt with at the meeting and is authenticated by the member(s) making the request.
 - 9.3.1.3 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
 - 9.3.1.4 A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
 - 9.3.1.5 Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.
 - 9.3.1.6 If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
 - 9.3.1.7 A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- 9.3.2 Notice of general meetings: The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days' notice of any general meeting to all of the members
- 9.3.3 Chairing of general meetings: The person nominated as chair by the charity trustees under clause (12.2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.
- 9.3.4 Quorum at general meetings
- 9.3.4.1 No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
 - 9.3.4.2 Subject to the following provisions, the quorum for general meetings shall be one third of members.
 - 9.3.4.3 If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
 - 9.3.4.4 If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the CIO's members at least seven clear days before the date on which it will resume.
 - 9.3.4.5 If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
 - 9.3.4.6 If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.
- 9.3.5 Voting at general meetings

9.3.5.1 Any decision shall be taken by a simple majority of votes cast at the meeting (noting only paid up members may vote). Every member has one vote.

9.3.5.2 A resolution put to the vote of a meeting shall be decided on a show of hands only.

9.3.6 Adjournment of meetings: The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

10. Charity trustees

10.1 Functions and duties of charity trustees: The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

10.1.1 to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and

10.1.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

- (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
- (ii) if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

10.2 Eligibility for trusteeship

10.2.1 No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

10.2.2 The trustee must be a paid-up member (member or friend) for the year in which they are a trustee

10.3 Number of charity trustees

10.3.1 The Society shall be managed by a Committee consisting of Chairperson, Vice Chairperson, Treasurer, Secretary and up to five members.

10.3.2 The Committee shall have the power to co-opt.

10.3.3 Vacancies on the Committee, occurring during the year, shall be filled at the discretion of the Committee.

10.3.4 Members who would like to be considered for the committee may put themselves forward in time for the AGM – they must be nominated and seconded by two paid up members of the Society

10.3.5 The Chairperson shall have a second and casting vote if the need arises

10.3.6 The Director, Musical Director, Accompanist and other helpers shall be appointed by the Committee, annually.

10.3.7 The Accompanist or any other paid appointment shall be the responsibility of the Committee.

10.4 First charity trustees: The first charity trustees of the CIO are Marianne Murray, Elizabeth Thomas, John Ditcham, Hannah Coleman, Maddy Lovich, Janet Roxburgh, Toby Foster and Sarah Nash.

11. Taking of decisions by charity trustees

11.1 Any decision may be taken either:

11.1.1 at a meeting of the charity trustees; or

11.1.2 by resolution in writing [or electronic form] agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that:

(i) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and

(ii) the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve.

12. Meetings and proceedings of charity trustees

12.1 Calling meetings

12.1.1 Any charity trustee may call a meeting of the charity trustees.

12.1.2 Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

12.2 Chairing of meetings: The members will appoint one of the trustees to chair meetings and may at any time revoke such appointment at a general meeting. The members will also appoint a Vice Chair who will chair meetings in the Chair's absence.

12.3 Procedure at meetings

12.3.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two thirds of the trustees. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

12.3.2 Questions arising at a meeting shall be decided by a majority of those eligible to vote.

12.3.3 In the case of an equality of votes, the chair shall have a second or casting vote.

12.4 Participation in meetings by electronic means

12.4.1 A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

- 12.4.2 Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- 12.4.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

13. Retirement and Removal of charity trustees

- 13.1 A charity trustee ceases to hold office if he or she:
 - 13.1.1 Retires by notifying the CIO in writing;
 - 13.1.2 Is absent without permission of the charity trustees from all their meetings held within a period of six month and the trustees resolve that his or her office be vacated;
 - 13.1.3 Dies;
 - 13.1.4 In the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 13.1.5 Is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

14. Execution of documents

- 14.1 The CIO shall execute documents by signature.
- 14.2 A document is validly executed by signature if it is signed by at least two of the charity trustees.

15. Use of electronic communications

- 15.1 The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:
 - 15.1.1 the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
 - 15.1.2 any requirements to provide information to the Commission in a particular form or manner.
- 15.2 The charity trustees must:
 - 15.2.1 take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;
 - 15.2.2 send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

16. Minutes

- 16.1 The charity trustees must keep minutes of all:
 - 16.1.1 appointments of officers made by the charity trustees;
 - 16.1.2 proceedings at general meetings of the CIO;
 - 16.1.3 meetings of the charity trustees and committees of charity trustees including:

- 16.1.3.1 the names of the trustees present at the meeting;
- 16.1.3.2 the decisions made at the meetings; and
- 16.1.3.3 where appropriate the reasons for the decisions;
- 16.1.4 decisions made by the charity trustees otherwise than in meetings.

17. Accounting records, accounts, annual reports and returns, register maintenance

- 17.1 The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- 17.2 The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

18. Rules

- 18.1 The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

19. Amendment of constitution

- 19.1 As provided by clauses 224-227 of the Charities Act 2011:
 - 19.1.1 This constitution can only be amended:
 - 19.1.1.1 by resolution agreed in writing by all members of the CIO; or
 - 19.1.1.2 by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
 - 19.1.2 Any alteration of clause 3 (Objects), clause 19 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
 - 19.1.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
 - 19.1.4 A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

20. Voluntary winding up or dissolution

- 20.1 As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
 - 20.1.1 at a general meeting of the members of the CIO called in accordance with clause [9] (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

- (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
- 20.1.2 by a resolution agreed in writing by all members of the CIO.

20.2 Subject to the payment of all the CIO's debts:

- 20.2.1 Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
- 20.2.2 If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
- 20.2.3 In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.

20.3 The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:

- 20.3.1 the charity trustees must send with their application to the Commission:
 - (i) a copy of the resolution passed by the members of the CIO;
 - (ii) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - (iii) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
- 20.3.2 the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.

20.4 If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

21. Interpretation

In this constitution:

"connected person" means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within subclause (a) or (b) above;
- (d) an institution which is controlled –
 - (i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which –

- (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
- (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The “Communications Provisions” means the Communications Provisions in [Part 10, Chapter 4] of the General Regulations.

“charity trustee” means a charity trustee of the CIO.

Signed: _____

Date: _____

Position: _____

Signed: _____

Date: _____

Position: _____