

## **Cambridge Operatic Society**

### **Constitution as a Charitable Incorporated Organisation with voting members other than its charity trustees**

**Date of constitution** (last amended):

1<sup>st</sup> July 2019

#### **1. Name**

The name of the Charitable Incorporated Organisation (“the CIO”) is

**Cambridge Operatic Society**

#### **2. National location of principal office**

The CIO must have a principal office in England or Wales. The principal office of Cambridge Operatic Society is in **England**.

#### **3. Objects**

The objects of the CIO are:

To educate the public in the dramatic and operatic arts, to further the development of public appreciation and taste in the said arts, and to assist and further such charitable institutions and charitable purposes as the Committee shall from time to time determine.

#### **4. Powers**

The Society has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the Society’s powers include power to:

- 1) employ and remunerate such persons whose professional skills are necessary for carrying out the work of the Society. The Society may employ or remunerate a Committee member as a charity trustee only to the extent that it is permitted to do so by Clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- 2) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other assets of the Society 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. Application of income and assets**

(1) The income and assets of the Society must be applied solely towards the promotion of the objects.

- a) A Committee member as charity trustee is entitled to be reimbursed from the assets of the Society for reasonable expenses properly incurred by him or her when acting on behalf of the Society.
- b) A Committee member as charity trustee may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or assets of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Society. This does not prevent a member who is not also a charity trustee (Committee member) receiving:

- a) a benefit from the Society as a beneficiary of the Society;
- b) reasonable and proper remuneration for any goods or services supplied to the Society

(3) Nothing in this clause shall prevent a Committee member as charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

## **6. Benefits and payments to Committee members as charity trustees and connected persons**

### **(1) General provisions**

No Committee member as charity trustee or connected person may:

- a) buy or receive any goods or services from the Society on terms preferential to those applicable to members of the public;
- b) sell goods, services, or any interest in land to the Society;
- c) be employed by, or receive any remuneration from, the Society;
- d) receive any other financial benefit from the Society;

unless the payment or benefit is permitted by Sub-Clause (2) of this clause 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.

### **(2) Scope and powers permitting trustees' or connected persons' benefits**

- a. A committee member as 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.
- b. A Committee member as 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 Society where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.

- c. Subject to sub-clause (3) of this clause, a Committee member as charity trustee or connected person may provide the Society with goods that are not supplied in connection with services provided to the Society by the Committee member as charity trustee or connected person.
- d. A Committee member as charity trustee or connected person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The Society and its Committee members as charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- a. The amount or maximum amount of the payment for the goods is set out in a written agreement between the Society and the Committee member as charity trustee or connected person supplying the goods (“the supplier”).
- b. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- c. The other Committee members as charity trustees are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not a charity trustee (Committee member) or connected person. In reaching that decision, the Committee must balance the advantage of contracting with a Committee member as charity trustee or connected person against the disadvantages of doing so.
- d. 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 to the Society.
- e. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Committee members as charity trustees is present at the meeting.
- f. The reason for the decision is recorded by the Committee in the minutes.
- g. A majority of the Committee members as charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

**7. Conflicts of interest and conflicts of loyalty**

A Committee member as charity trustee must:

- 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 Society or in any

- transaction or arrangement entered into by the Society which has not previously been declared; and
- 2) absent himself or herself from any discussions of the Committee 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 Society and any personal interest (including but not limited to any financial interest).

Any Committee member as charity trustee absenting 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.

## **8. Liability of members to contribute to the assets of the Society if it is wound up**

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

## **9. Membership of the Society**

### **(1) Admission of new members**

#### **(a) Eligibility**

Membership of the Society is open to anyone who, expressing sympathy with the objects of the Society and desiring actively to further its purposes, and who, by applying for membership, has indicated his or her agreement to become a member and acceptance of the duty of members set out in Sub-Clause (3) of this clause.

The Society shall consist of individuals who are either Performing Members, Non-Performing Members and/or Life Members (henceforth generally referred to as "members").

#### **(b) Admission procedure**

- i. Applications for Performing and Non-Performing Membership shall made by email to the Secretary. A request to audition for a role in a forthcoming production shall constitute an application for Performing Membership. The Committee as charity trustees reserves the right to refuse an application if they believe it is in the best interests of the Society to do so.
- ii. The casting of all roles (principal and ensemble) within each production will be by an open audition process conducted by an auditioning panel comprising of three or four (if the show requires a separate choreographer) persons, two of whom shall be the Musical Director and Director. If a choreographer is required, he/she will also be present on the auditioning panel. Any remaining place and any vacancy arising on the panel shall be filled by persons who are members of the Society and who have been appointed to the panel by the Committee members as charity trustees, and not being candidates for a role, not having a near relation who is a candidate for a role.

- iii. A successful candidate who accepts a role in a show will automatically be given the status of Performing Member and subject to the appropriate membership fees.
- iv. The Secretary will communicate the results of applications for membership to the candidates by email, within 21 days of the end of the audition process in the case of applications for performing membership, or within 21 days of receipt of the application, in the case of applications for non-performing membership.
- v. In cases where membership is refused, the Secretary will give the applicant the reasons for this decision within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- vi. The Committee shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.
- vii. The Committee as charity trustees shall have the power to revise the cast from time to time if any Performing Member to whom a role has been assigned shall, in its opinion and subject to rules laid down in clause 17 (Taking of decisions by Committee members as charity trustees), prove unsuitable for the part.
- viii. Life members may, on nomination and recommendation of the Committee as charity trustees be elected on such terms as the members of the Society at an AGM may decide

(2) Transfer of membership

Membership of the Society cannot be transferred to anyone else.

(3) Duty of members

It is the duty of each member of the Society to exercise his or her powers as a member of the Society in the way he or she decides in good faith would be most likely to further the purposes of the Society.

(4) Termination of membership

- (a) Membership of the Society comes to an end if:
  - i. the member dies, or
  - ii. the member sends a notice of resignation to the Committee or
  - iii. any sum of money owed by the member to the Society is not paid in full within six months of its falling due.

Membership of the Society may additionally be terminated under any of the following circumstances:

- i. Any member of the Society who in the opinion of the Committee confirmed by an Extraordinary General Meeting of the Society shall be guilty by his action of misusing the privileges of the Society or of otherwise bringing the society into contempt or disrepute, may be suspended or expelled from the Society.
- ii. The Committee shall have the power to terminate the membership of any Performing Member whose attendance at rehearsals has been irregular, inefficient or otherwise detrimental to the work in preparation.

- iii. The Committee may by a unanimous vote remove from the list of Members the name of any Performing Member who has persistently neglected the work undertaken by the Society.
- iv. The Committee may by a unanimous vote remove from the list of Members the name of any Member whose conduct they consider likely to endanger the welfare of the Society

(b) Before the Committee enacts any decision to remove someone from membership of the Society, it must:

- i. inform the member of the reasons why it is proposed to remove him or her from membership;
- ii. give the member at least 21 clear days' notice in which to make representations to the Committee as to why he or she should not be removed from the membership;
- iii. at a duly constituted meeting of the Committee, consider whether or not the member should be removed from membership;
- iv. consider at that meeting any representations which the member makes as to why he or she should not be removed; and
- v. allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

(5) Membership fees

The Society requires members to pay reasonable membership fees to the Society.

(a) The annual fees for the coming production year for Performing Member and Non-Performing Members shall be proposed by the Business Manager at the Annual General Meeting.

(b) All fees for performing members shall be payable within one month from the first rehearsal in each production year. All fees for non-performing members shall be collected at the AGM on an annual basis, or at other times by contacting the Secretary or Treasurer at any point during the year.

## **10. Members' decisions**

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in Sub-Clause (3) of this clause, decisions of the members of the Society may be taken either by vote at a general meeting as provided in Sub-Clause (2) of this clause or by written resolution as provided in Sub-Clause (3) of this clause.

(2) Taking ordinary decisions by vote

Subject to Sub-Clause (3) of this clause, any decision of the members of the Society may be taken by means of a resolution at a general meeting. Unless otherwise provided by this Constitution, all resolutions brought forward at a general meeting shall be decided by a simple majority of the votes properly recorded at such a

meeting and in the case of an equality of votes, the Chairman shall have the casting vote.

(3) Decisions that must be taken in a particular way

(a) Any decision to remove a trustee (Committee member) must be taken in accordance with Clause 15(2).

(b) Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).

(c) Any decision to wind up or dissolve Cambridge Operatic Society must be taken in accordance with Clause 29 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the Society to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

## **11. General meetings of members**

(1) Types of general meeting

There must be an annual general meeting (AGM) of the members of Cambridge Operatic Society. The first AGM must be held within 18 months of the registration of the Society as a CIO, and subsequent AGMs must be held at intervals of not more than 15 months. Preferably the AGM shall be held in May each year, otherwise on a date to be fixed by the Committee.

Other extraordinary general meetings of the members of the Society may be held at any time.

All annual and extraordinary general meetings must be held in accordance with the following provisions.

(2) Calling annual and extraordinary general meetings

(a) The Committee as charity trustees:

- i. must call the annual general meeting of the members of the Society in accordance with Sub-Clause (1) of this clause, and identify it as such in the notice of the meeting, giving ten days' notice in writing to each member by email or post; and
- ii. may call any other extraordinary general meeting of the members at any time.

(b) The Committee as charity trustees must, within 21 days, call an extraordinary general meeting of the members of the Society if:

- i. they receive a request to do so from at least 10% of the members of the Society; 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.

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) If, at the time of any such request, there has not been any annual or extraordinary general meeting of the members of the Society for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.
- (d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (f) Any extraordinary general meeting called by the Committee at the request of the members of the Society must be held within 21 days from the date on which it is called.
- (g) If the Committee, as charity trustees, fails to comply with this obligation to call an extraordinary general meeting at the request of its members, then the members who requested the meeting may themselves call an extraordinary general meeting.
- (h) An extraordinary general meeting convened under these circumstances must be held not more than 3 months after the date when the members first requested the meeting.
- (i) The Society must reimburse any reasonable expenses incurred by the members calling an extraordinary general meeting by reason of the failure of the Committee to duly call the meeting, but the Society shall be entitled to be indemnified by the charity trustees who were responsible for such failure.
- (j) Notice of annual general meetings:
  - i. The Committee members as charity trustees, or, as the case may be, the relevant members of the Society, must give at least ten clear days' notice of the annual general meeting to all of the members.
  - ii. If it is agreed by not less than 90% of all members of the Society, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3) (a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
  - iii. The notice of any annual general meeting must:
    - a. state the time and date of the meeting;
    - b. give the address at which the meeting is to take place;
    - c. give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting
  - iv. Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

- v. The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

(3) Chairing of annual and extraordinary general meetings

The person nominated as chair by the Committee under Clause [19](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 Society who are present at a general meeting shall elect a chair to preside at the meeting.

(4) Business to be conducted at the annual general meeting

- The annual statement of accounts and trustees' annual report shall be presented.
- The nominations of persons standing for election or re-election to the Committee, and thereby a charity trustee, shall be proposed, seconded, and where required, put to the vote.
- Nominations for new life members shall be proposed, seconded, and where required, put to the vote.

(5) Quorum at general meetings

(a) No business may be transacted at any annual or extraordinary general meeting of the members of the Society unless a quorum is present when the meeting starts.

(b) Subject to the following provisions, the quorum for annual and extraordinary general meetings shall be not less than twelve members. 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.

(c) 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 either be announced by the chair or be notified to the Society's members at least seven clear days before the date on which it will resume.

(d) 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.

(e) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Committee 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.

(6) Voting at general meetings

(a) Any decision other than one falling within Clause 10(3) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.

(b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting."

(c) In the event of an equality of votes, the chair of the meeting shall have a second, or casting vote.

(d) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) 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.

## **12. Charity trustees (Committee members)**

(1) Functions and duties of charity trustees in their capacity as Committee members

The Committee shall manage the affairs of the Society and may for that purpose exercise all the powers of the Society, as a CIO. It is the duty of each Committee member as charity trustee:

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

(2) Eligibility for trusteeship (Committee membership)

(a) Every Committee member as charity trustee must be a natural person.

(b) No one may be appointed as a Committee member and thereby charity trustee

- if he or she is under the age of 16 years; or
- if he or she would automatically cease to hold office under the provisions of clause 15(1)(f).

(c) No one is entitled to act as a Committee member and thereby 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 Committee member and thereby charity trustee.

(3) Number of charity trustees (Committee members)

(a) There must be at least five Committee members and thereby charity trustees. If the number falls below this minimum, the remaining Committee member(s) as trustee(s) may act only to call a meeting of the Committee as charity trustees, or appoint a new charity trustee (Committee member). Five Committee members shall have the power to fill any vacancy arising during the season, or to co-opt one of more members of the Society. All members of the Committee shall be Trustees of the Society CIO.

(b) The maximum number of charity trustees (Committee members) is nine, consisting of a Chairman, Treasurer, Business Manager, Secretary, Marketing Manager and up to four ordinary trustees. All trustees shall be members of the Society.

(c) If at the AGM there are more than nine candidates standing for appointment to the Committee, then existing Committee members who have been longest in office since their last appointment or reappointment shall retire in rotation until the newly elected Committee members and thereby charity trustees number nine in total. If among those to retire by rotation, there are two or more Committee members who were appointed or reappointed on the same day, unless they otherwise agree amongst themselves, it shall be determined by lot which Committee member(s) retire(s).

(4) First charity trustees

The first charity trustees of the Society CIO are –

- DeeDee Doke
- Steven Doke
- Sam Fuller
- William Hale
- Caroline Taylor
- Janice Chambers
- Sally Donaghey

13. Appointment of charity trustees

(1) At every annual general meeting of the members of the Society, all Committee members and thereby charity trustees shall retire from office.

(2) All retiring Committee members and thereby charity trustees shall be eligible for re-election, subject to a maximum of five consecutive years in any one post.

(3) The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in Sub-Clause (4) of this clause;

(4) The Society members or the Committee members as charity trustees may at any time decide to appoint a new Committee member and thereby charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12(3) on the number of

Committee members and thereby charity trustees would not as a result be exceeded;

(5) A person so appointed by the members of the Society shall retire in accordance with the provisions of sub-clauses (2) and (3) of this clause. A person so appointed by the Committee shall retire at the conclusion of the next annual general meeting after the date of his or her appointment and shall not be counted for the purpose of determining which of the Committee members as charity trustees is to retire by rotation at that meeting.

#### **14. Information for new Committee members as charity trustees**

The Committee will make available to each new Committee member and thereby charity trustee, on or before his or her first appointment:

- (a) a copy of this constitution and any amendments made to it; and
- (b) a copy of the Society's latest trustees' annual report and statement of accounts.

#### **15. Retirement and removal of charity trustees**

(1) A Committee member and thereby charity trustee ceases to hold office if he or she:

- a) retires by notifying the Committee in writing (but only if enough Committee members as charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- b) retires as per the provision of clause 13 (1) and is not re-elected
- c) is absent without the permission of the Committee as charity trustees from all their meetings held within a period of six months and the remaining Committee members as trustees resolve that his or her office be vacated;
- d) dies
- e) 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 trustee and may remain so for more than three months;
- f) is removed by the members of the Society in accordance with sub-clause (2) of this clause; or
- g) 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).

(2) A Committee member and thereby charity trustee shall be removed from office if a resolution to remove that member is proposed at an extraordinary general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

(3) A resolution to remove a Committee member and thereby charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Society.

## **16. Taking of decisions by Committee members as charity trustees**

Any decision may be taken either:

- at a Committee meeting of the Committee members as charity trustees; or
- by resolution in writing or electronic form, agreed by a majority of all of the Committee members as 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 Committee members as charity trustees has signified their agreement. Such a resolution shall be effective provided that
  - a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the Committee members and thereby charity trustees; and
  - a summary of the discussion and decision is recorded in the minutes of the next meeting to take place after the decision was made.

## **17. Delegation by charity trustees**

The Committee members as charity trustees shall have the power to appoint sub-committees and to delegate to such sub-committees any of its powers appropriate to that sub-committee. This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Committee members as charity trustees, but is subject to the following requirements –

- a) a sub-committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
- b) the acts and proceedings of any Sub-Committee must be brought to the attention of the whole Committee as a whole as soon as is reasonably practicable; and
- c) the Committee shall from time to time review the arrangements which they have made for the delegation of its powers.

## **18. Meetings and proceedings of Committee members as charity trustees**

### **(1) Calling meetings**

(a) Any Committee member as charity trustee may call a meeting of the Committee.

(b) Subject to that, the Committee as a whole shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

The Committee members as charity trustees may appoint one of their number to chair their meetings in the absence of the Chair of the committee and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Committee members present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is five Committee members. A Committee member and thereby 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.

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

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

(4) Participation in meetings by electronic means

(a) A meeting may be held by suitable electronic means agreed by the Committee in which each participant may communicate with all the other participants.

(b) Any Committee member as charity trustee participating at a meeting by suitable electronic means agreed by the Committee in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

(c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

19. Saving provisions

(1) Subject to Sub-Clause (2) of this clause, all decisions of the Committee acting as charity trustees shall be valid notwithstanding the participation in any vote of a Committee member and thereby charity trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that Committee member and thereby charity trustee and that Committee member being counted in the quorum, the decision has been made by a majority of the Committee members as charity trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a Committee member and thereby charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the Committee and thereby charity trustees if, but for clause (1), the resolution would have been void, or if the Committee member as charity trustee has not complied with clause 7 (Conflicts of interest).

## **20. Execution of documents**

(1) The Committee representing the Society shall execute documents by hard copy or electronic signature.

(2) A document is validly executed by signature if it is signed by at least two of the charity trustees.

## **21. Use of electronic communications**

### **(1) General**

The Committee representing the Society will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- a) 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;
- b) any requirements to provide information to the Commission in a particular form or manner.

### **(2) To the Society**

Any member or Committee member as charity trustee of the Society may communicate electronically with the Society to an address specified by the Society for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Society.

### **(3) By the Society**

(a) Any member or Committee member as charity trustee of the CIO, by providing the Society with his or her email address or similar, is taken to have agreed to receive communications from the Society in electronic form at that address, unless the member has indicated to the Society his or her unwillingness to receive such communications in that form.

(b) The Committee members as charity trustees may, subject to compliance with any legal requirements, by means of publication on its website –

- i. provide the members with the notice referred to in clause 11(3) (Notice of annual general meetings);
- ii. give Committee members as charity trustees notice of their meetings in accordance with clause 19(1) (Calling meetings); [and

- iii. submit any proposal to the members or Committee members as charity trustees for decision by written resolution in accordance with the Society's powers under Clauses 10 (Members' decisions), 10(3) (Decisions taken in a particular way),
- (c) The Committee members as charity trustees must:
- i. take reasonable steps to ensure that members and Committee members as charity trustees are promptly notified of the publication of any such notice or proposal;
  - ii. send any such notice or proposal in hard copy form to any member or Committee member as charity trustee who has not consented to receive communications in electronic form.

## **22. Keeping of Registers**

The Society must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

## **23. Minutes**

The Committee as charity trustees must keep minutes of all:

- 1) appointments of officers made by the Committee members and thereby charity trustees;
- 2) proceedings at annual and extraordinary general meetings of the Society
- 3) meetings of the Committee members as charity trustees including:
  - the names of the Committee members as trustees present at the meeting;
  - the decisions made at the meetings; and
  - where appropriate the reasons for the decisions;
- 4) decisions made by the Committee otherwise than in meetings.

## **24. Accounting records, accounts, annual reports and returns, register maintenance**

(1) The Committee members as 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 Society within 10 months of the financial year end.

(2) The Committee members as charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Society as CIO, as entered on the Central Register of Charities.

## **25. Rules**

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

## **26. Disputes**

If a dispute arises between members of the Society about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **27. Amendment of constitution**

As provided by clauses 224-227 of the Charities Act 2011:

- (1) This constitution can only be amended:
  - a) by resolution agreed in writing by all members of the Society; or
  - b) by a resolution passed by a 75% majority of votes cast at an annual or extraordinary general meeting of the members of the Society.
- (2) Any alteration of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Committee members as charity trustees or members of the Society or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of the Society 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.

## **28. Voluntary winding up or dissolution**

(1) As provided by the Dissolution Regulations, the the Society CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve this CIO can only be made:

- a) at an extraordinary general meeting of the members of the Society CIO called in accordance with clause 11 (Meetings of Members), called for the purpose of considering such dissolution 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 extraordinary general meeting; or
- b) by a resolution agreed in writing by all members of the Society.

(2) Subject to the payment of all the Society's debts:

- a) Any resolution for the winding up of the Society, or for the dissolution of the Society without winding up, may contain a provision directing how any remaining assets of the Society shall be applied.
- b) If the resolution does not contain such a provision, the Committee members as charity trustees must decide how any remaining assets of the Society shall be applied.
- c) In either case the remaining assets must be not be distributed among the members of the Society but must be applied for charitable purposes the same as or similar to those of the Society, or be paid, distributed, transferred to such charitable institutions as have objects similar to the objects of the Society, as the Committee members as charity trustees with the consent of the extraordinary general meeting shall determine.

(3) The Society must observe the requirements of the Dissolution Regulations in applying to the Commission for the Society to be removed from the Register of Charities, and in particular:

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

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

## 29. Interpretation

In this constitution:

**“connected person”** means:

- a) a child, parent, grandchild, grandparent, brother or sister of the Committee member as charity trustee;
- b) the spouse or civil partner of the Committee members as charity trustee or of any person falling within sub-clause (a) above;
- c) a person carrying on business in partnership with the Committee members as charity trustee or with any person falling within subclause (a) or (b) above;
- d) an institution which is controlled –
  - i. by the Committee members as 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 Committee members as 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.

**“Natural person”** means a human being acting as a private individual, rather than as a legal entity.

**“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 9, Chapter 4] of the General Regulations.

**“charity trustee”** means a charity trustee and by that definition, an elected Committee member of the Cambridge Operatic Society CIO.