

# CREWKERNE UNITED DRAMATIC AND OPERATIC SOCIETY

## STATUTES

(Version "CUDOS constitution2004.2" dated 25<sup>th</sup> March 2010)

Article (sub-para)  
number

### **1. Name**

- 1.1. An amateur theatrical society is hereby constituted and shall be known as the Crewkerne United Dramatic and Operatic Society (CUDOS) and hereinafter as "The Society". The Society is constituted from an agreed amalgamation of two societies formerly known as The Crewkerne Players and The Crewkerne Amateur Operatic Society.

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### **2. Objects and Status**

- 2.1 Objects. The objects of The Society are to promote interest in the musical and dramatic arts and related activities and to provide a framework within which those people interested in these arts and activities may meet and participate. Specifically, the objects are: -

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2.1.1. to organize stage productions

2.1.2. to stimulate interest in the various aspects of the theatre and in the art of acting in Crewkerne and the surrounding area

- 2.2 Status. The Society is a non profit-making amateur society and shall consist of a President, Vice-Presidents, Members, Patrons, Honorary Life Members and Associate Members.

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2.2.1. President. The President shall be invited to hold office for one year.

2.2.2. Vice-Presidents. A member of the public, who so desires and subscribes, may be appointed a Vice-President of The Society by the Committee. Vice-Presidents may attend General Meetings of The Society but do not have voting rights. A Vice-President may not hold office in The Society.

2.2.3. Members. See section "Membership".

2.2.4. Patrons. An individual, or body corporate, which so desires and subscribes, may become a Patron of The Society to assist in its activities by supporting The Society. Patrons may attend the General Meetings of the Society but do not have voting rights. A Patron shall not hold office in The Society.

2.2.5. Honorary Life Members. Such persons as shall have rendered special services to The Society may, on the recommendation of the Committee, be elected as Honorary Life Members at any General Meeting of The Society. A majority vote of Members present and voting shall be necessary to ensure election. An Honorary Life Member may attend all General Meetings of The Society and has full membership rights.

2.2.6. Associate Members. Associate Membership is by invitation of the Committee.

### **3. Membership**

- 3.1 Application for membership is open to all persons without restriction in the following categories:-

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- Senior – aged 18 years and over; may vote at General meetings of the Society and hold office in the Society
- Junior – aged 7 to 17 years; may not vote at General meetings of the Society nor hold office in the Society.

The Committee is competent to accept applications for membership and to reject application without explanation.

- 3.2 Proof of Membership. The Members' Secretary shall keep a book in which shall be recorded each year the names of those members whose subscription has been paid for that year. This will constitute proof of membership.

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- 3.3 Rights and Responsibilities of Members.

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- 3.3.1. All Senior Members have the right:-
  - 3.3.1.1 to receive a copy of these Statutes
  - 3.3.1.2 to receive copies of all notices and communications regarding Society activities that are issued from time to time by the Committee
  - 3.3.1.3 to exercise the right to vote at General meetings of the Society
  - 3.3.1.4. to stand for election to the Committee
  - 3.3.1.5. to apply to the Committee for access to the records of the Society
- 3.3.2. All Members have the right: -
  - 3.3.2.1. to attend the functions of the Society and participate in its activities
  - 3.3.2.2. to receive newsletters of the Society.
- 3.3.3. All Members have the responsibility to promote the continuation and wellbeing of the Society within the Community.

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- 3.4. Loss of Membership. Membership shall be lost by any Member who:-
  - 3.4.1. resigns from the Society in writing to the Committee
  - 3.4.2. fails to pay the annual subscription
  - 3.4.3. is excluded from the Society by the Committee. In such circumstances the Committee must state the reason for exclusion in writing to the person concerned. Any Member thus excluded shall have the right of appeal to the next General meeting of the Society. The appeal shall succeed if it obtains the support of a simple majority of the Members present at the meeting.

**4. Subscriptions**

- 4.1. The annual Membership and Patrons' subscriptions will be determined at the Annual General Meeting of the Society. Provision shall be made for concessionary subscriptions for families, senior citizens, the disabled, the unemployed and mature students in full time education.

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- 4.2. The annual subscription falls due immediately after the Annual General Meeting. Payment of the annual subscription entitles a Member to participate in the activities of the Society between 1st March and the last day of February the following year. There is no reduction in subscription if Membership is taken for part of the year.

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**5. General Meetings**

- 5.1. General Meetings comprise the sovereign organ of the Society and are composed of the Members of the Society. The Committee is obliged to organize one such meeting each year, known as "the Annual General Meeting". The Annual General Meeting shall take place not later than 31st March in any year on a date to be decided by the Committee.

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- 5.2. The Society shall hold other General Meetings, to be known as "Extraordinary General Meetings", in any of the following circumstances:-

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- 5.2.1. when so decided at the Annual General Meeting
- 5.2.2. when so decided by the Committee on it's own initiative
- 5.2.3. when so requested of the Committee, in writing, by ten or more Members of the Society
- 5.2.4. when a sub-committee, formed by senior Members of the Society, so requests, in order to present it's report.

- 5.3. All General Meetings are convened by the Committee which shall give Members at least 28 days notice. A further notice at least 14 days prior to the meeting shall indicate the business of the meeting. If any elections to the Committee are to take place at the meeting this shall also be indicated in the notice, as shall the text of any proposed amendment to these Statutes for discussion at the meeting. The Committee shall not unduly delay an Extraordinary General Meeting called under article 11.

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5.4. General Meetings are presided over by the Chairman unless another senior Member is proposed and seconded, and receives the support of a majority of senior Members present and voting at the meeting. If the Chairman of a General Meeting has been nominated in any election to be held at the meeting, he shall not preside during the election but shall be replaced by the President of the Society. 13

5.5. A Quorum at any General Meeting is formed by at least one third of the number of paid-up senior Members at the time of the meeting. 14

5.6. The principal functions of the Annual General Meeting are 15

5.6.1. to agree an agenda

5.6.2. to consider the adoption of the minutes of the previous Annual General Meeting and those of any Extraordinary General Meetings held since the preceding Annual General Meeting. These minutes shall be available to Members attending the Annual General Meeting

5.6.3. to receive the report of the outgoing Committee for the preceding year

5.6.4. to consider the adoption of the report of the Treasurer and the verified statement of the Society accounts for the preceding financial year

5.6.5. to elect, after due consideration of all the nominations received in accordance with article 28, the Members of the Committee to serve until the next Annual General Meeting

5.6.6. to appoint auditors for the accounts for the following year

5.6.7. to consider any proposals received by the Committee, in writing, at least 21 days prior to the meeting

5.6.8. to consider any other business not specified on the agenda. Subject to article 11, para 5.2.1., no decision on Society rules, procedures or policy shall result from such discussion.

5.7. The function of an Extraordinary General Meeting is to consider urgent business that cannot be delayed until the next Annual General meeting. 16

5.8. Decisions of General Meetings are taken by a simple majority vote among the senior Members present and voting, with the exception of decisions amending these statutes or dissolving the Society. These decisions require a two-thirds majority of the senior Membership (see Articles 56 & 57). Voting shall be by a show of hands except when otherwise requested by at least five senior Members and, in the case of contested elections, by ballot. 17

5.9. The President shall announce the names of those elected onto the new Committee and shall pass the record of the voting to the Minutes Secretary of the new Committee immediately after the meeting. 18

## **6. The Committee.**

6.1. The Committee shall comprise five Officers

- Chairman
- Vice-chairman
- Minutes Secretary
- Correspondence Secretary
- Treasurer

and four other Members.

6.2. The positions of Business/ Publicity Officer, Members' Secretary, Social Secretary and Patrons' Secretary shall be appointed, if required, at the first Committee Meeting after the Annual General Meeting. The Patrons' Secretary need not be a member of the Committee. 20

- 6.3 The selection of Committee Members is governed by articles 28,29,30 & 38. Members of the outgoing Committee shall be eligible for re-election at the Annual General Meeting with the exception of the Chairman, who shall not hold the position for longer than three consecutive years without a break of one year. 21
- 6.4. The Committee shall be empowered to co-opt, for specific periods or specific duties, not more than two additional Members who must be senior Members of the Society. 22
- 6.5. A Quorum at any Committee Meeting is formed by at least five Members, two of whom must be Officers. 23
- 6.6. The principal duties of the Committee are 24
- 6.6.1. to carry out the work of the Society and to administer it's assets in accordance with the Objects of the Society as defined in article 2 of these Statutes. In particular the Committee is responsible for approving works to be produced and appointing a Producer, Director, Musical Director, Choreographer, Accompanist and Stage Manager to each production. These individuals shall be Members or Associate Members
- 6.6.2. to furnish to the Annual General Meeting a report on the work of the Society including a financial report by the Treasurer and a verified Statement of Accounts.
- 6.6.3. to implement decisions taken at the Annual General Meeting and at any Extraordinary General Meetings
- 6.6.4. to appoint, from among the senior Members of the Society, any sub-committees that the Committee deems necessary for the proper running of the Society
- 6.6.5. to make adequate provision for insurance cover for the assets and activities of the Society.
- 6.7. The Committee may draw up and apply procedures and guidelines, as it may deem proper for the conduct of the Society's business, provided that no such procedure conflicts with the terms or spirit of these Statutes. 25
- 6.8. Decisions of the Committee shall be taken by a simple majority of it's Members present. In the case of an equal vote the Chairman, or in his absence, whoever is chairing the meeting, shall have a second or deciding vote. 26
- 7. Officers and other Committee Members**
- 7.1. The Officers of the Society are the Chairman, the Vice-Chairman, the Minutes Secretary, the Correspondence Secretary and the Treasurer. The other Members of the Committee shall be four senior Members of the Society. All shall be Honorary posts. 27
- 7.2. Any candidate for election as an Officer or other Member of the Committee must be a senior Member of the Society, must be proposed and seconded by two other senior Members of the Society and must indicate in writing to the Minutes Secretary their willingness to stand. In the event that insufficient written nominations are received for the Committee places available, verbal nominations will be accepted provided the nominee indicates, in person, their willingness to stand, to the President. Such indications should be considered binding. 28
- 7.3. The elections are conducted in the order:- Chairman, Vice-Chairman, Minutes Secretary, Correspondence Secretary, Treasurer and other Members. Notwithstanding Article 28, any nominee who is not elected to a particular Office may remain a candidate for other Office or as a Member of the Committee. 29
- 7.4. If the Annual General Meeting finds it impossible to complete the elections, the Committee as so far elected shall fill any vacancy by co-option from among the senior 30

Members of the Society. Any Member co-opted under this article shall thereupon be regarded as a full member of the committee.

## **8. Duties and Procedures of the Committee**

8.1. Chairman – Subject to Article 13, the Chairman presides over General and Committee Meetings of the Society. He ensures that the policy and decisions of General Meetings and the Committee are carried out; he guides and co-ordinates the work of the Committee; he is an ex-officio member of any sub-committees; he may issue public statements on behalf of the Society with the approval of the Committee; he must liaise at all times with the Vice-Chairman. 31

8.2. Vice-Chairman – Acts in the absence of the Chairman. 32

8.3. Minutes Secretary – The Minutes Secretary shall be the Officer charged to enter into commitments on behalf of the Society following specific authorization by the Committee; he may issue public statements on behalf of the Society; he arranges the preparation and distribution of documentation for General Meetings; he drafts and dispatches the agendas for General and Committee Meetings in consultation with the Chairman; he takes minutes of General and Committee Meetings; he is an ex-officio member of any sub-committees. 33

8.4. Correspondence Secretary – The Correspondence Secretary shall act as the deputy of the Minutes Secretary; he shall prepare all outgoing correspondence as directed by the Committee or Minutes Secretary for signature and dispatch to third parties; he is authorized to sign all outgoing correspondence and undertakings on behalf of the Committee with the approval of the Minutes Secretary; he shall collate all incoming correspondence for presentation to the Committee and Annual General Meetings as required. 34

8.5. Treasurer – The Treasurer maintains the books of the Society, receives payments, discharges bills and manages the bank and any other accounts according to the policy laid down by the Committee in accordance with any direction from a General Meeting of the Society; he is responsible for preparing the annual statement of accounts for submission to the Annual General Meeting; he is an ex-officio member of any sub-committees 35

8.6. Other members of the Committee – Other members of the Committee and any co-opted members under Article 22 may, with their agreement be assigned particular duties or responsibilities as necessary, including participation in the work of any sub-committee set up by the Committee. 36

8.7. Any Officer or other Committee Member shall forfeit his Office or Seat on the Committee in any one of the following circumstances:- 37

8.7.1 if he resigns his office or seat on the Committee in writing

8.7.2 if he is absent without justification from three consecutive Committee Meetings of which he has been sent due notice

8.7.3. if he ceases to be a Member of the Society for any of the reasons set out in Article 7.

8.8. Should any Officer or other Committee Member forfeit his office or seat on the Committee, the Committee may appoint a replacement as follows 38

8.8.1. for an Officer the Committee shall normally elect a successor from among those of its Members who do not already hold Office

8.8.2. for any other Committee Member the Committee shall appoint a substitute from among the senior Members of the Society, priority being given to unsuccessful candidates at the most recent election for Committee Members.

- 8.9. A senior Member appointed to fill either kind of vacancy shall serve until the following Annual General meeting. The Committee shall notify the change to all Members of the society. 39
- 8.10. The term of Office of all Committee Members is considered to start immediately after the meeting at which they were elected and end at the conclusion of the next Annual General Meeting. 40
- 8.11. Notwithstanding Article 39, a Member may only serve as the duly elected Chairman of the Society for a maximum period of three consecutive years. After three years in Office he must stand down, and may not stand for re-election for one year. 41
- 9. Procedures for Sub-Committees**
- 9.1. Sub-Committees may be formed by the Members of the Society following a resolution at a General Meeting of the Society or by the Committee. 42
- 9.2. Any such Sub-Committee shall be drawn from the Members of the Society; it shall be allocated a particular task but may be convened for a specified period of time or on an open ended basis. Each sub-Committee shall define it's own procedural conditions. 43
- 9.3. Where a Sub-Committee is formed by the Committee it shall function under the Chairmanship of a Member of the Committee. Any such Sub-Committees shall operate under the general direction of the Committee and report to the committee whenever required to do so. All Sub-Committees formed by the Committee are deemed to be dissolved immediately prior to the next annual General meeting. 44
- 9.4. Where a Sub-Committee is formed by the Members of the Society they shall also determine it's composition and by whom it shall be chaired. Any sub-Committee so formed shall report back to a General Meeting of the Society. Where necessary an Extraordinary General meeting shall be convened as provided for under Article 11. Unless it's mandate is renewed by the Members of the Society at that General Meeting, the Sub-Committee shall be regarded as dissolved. 45
- 10. Financial Provisions**
- 10.1. The financial policy of the Society is as follows:- 46
- 10.1.1. to maintain sufficient cash assets to finance the annual outgoings of the Society and the complete production costs of one full scale production
- 10.1.2. that the programme of stage productions for any given year be self supporting.
- 10.2. The financial year of the Society runs from 1st March to the last day of February the following year. The verified accounts for the preceding year shall be presented at the Annual General Meeting. At the Annual General meeting Members shall receive a provisional statement of income and expenditure for the period between 1st March and the date of the Annual General Meeting. 47
- 10.3. No debt or financial obligation of any kind shall be incurred without
- 10.3.1. specific authority granted by the senior Members of the Society at a General Meeting 48
- 10.3.2. the prior written approval of the Committee.
- 10.4. Sums authorized under the terms in Article 48 may not be exceeded without the further written approval of the Committee. Written approval in Toto of the budget estimate for a production may be taken as approval of all component items of that estimate, irrespective of the individual amounts involved. For the purposes of this Article, an entry in the minutes of a Committee Meeting shall be taken as written approval. 49

10.5. All contracts entered into and liabilities incurred by the Committee in the management of the Society shall be deemed to be entered into, incurred or authorized by the Committee as agents for the Society. Any Member of the Society authorized for this purpose by the Committee to enter into any agreement with any person, or to incur any liability on behalf of the Society shall be deemed an agent of the Society and shall be indemnified by the Society against the amount authorized. 50

10.6. When the Committee has authorized a production, and before rehearsals start, the Business Manager shall submit to the Committee an estimated budget for the production. The budget, which may be discussed with the Director and amended as necessary, shall be approved by the Committee before any expenditure on the production is incurred. When the budget is approved, the Business Manager is responsible for ensuring that any expenditure incurred in connection with the production does not, in total, exceed the amount authorized by the Committee. 51

10.7. Should it transpire that expenses for a production are likely to exceed the approved budget estimate the Business Manager shall immediately inform the Committee. He shall furnish full details of the reasons for the likely overspend. In deciding whether or not additional expenditure on the production would be justified the Committee shall be guided by the need to restrict any potential loss to the Society. The Business Manager shall be bound by the Committee's decision. 52

10.8. Those incurring expenses shall ensure that all accounts for which they are responsible are presented to the Treasurer for payment within twenty-one days of the final performance. Within thirty days of the final performance the Treasurer shall submit to the Committee a statement showing the total expenditure and income for the production. 53

10.9. The Annual General Meeting shall appoint Auditors of the accounts. The Treasurer shall ensure that accounts are verified by the Auditors for presentation to the Membership at the Annual General Meeting. 54

**11. Miscellaneous Provisions**

11.1 Child Protection Policy

11.1.1 The Society is committed to maintaining the safest possible environment for children and young people involved in it's activities. 55

11.1.2 All Members of the Society must be aware that they have a responsibility to concern themselves with the wellbeing of children and young people during all rehearsals and performances, and any other Society activities in which children and young people are involved.

11.1.3. A "Child Protection Officer" will be appointed from the Committee to act as co-ordinator of Child Protection within the Society and as a "Focal Point" where Children and young people can turn for help and where adults can report any concerns.

11.1.4 The CUDOS Child Protection Policy, based on the National Operatic and Dramatic Association model, will be reviewed annually and updated in line with the NODA document as and when procedures change.

11.2. Interpretation of Statutes

11.2.1. In these Statutes all constructions based on the male gender shall be construed as applying equally to the female gender. 56

11.2.2. Any difficulty arising out of the interpretation of these Statutes shall be submitted to the Committee for decision. Should the difficulty persist it shall be submitted to the next General Meeting of the Society for clarification or, in accordance with Article 56, for the amendment of the relevant Articles as decided by the General Meeting.

11.2.3. The Committee shall have power to decide all matters not provided for in the Statutes and any questions which may arise from the interpretation of the Statutes. The Committee shall have power to make any bye-laws for the Society which they consider necessary.

11.3. Amendment of the Statutes

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11.3.1. These Statutes may be amended by a two thirds majority of the senior Membership. The text of all proposed amendments shall be sent to all senior Members of the Society at least fourteen days before the General Meeting at which they are to be discussed

11.4. Dissolution of the Society

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11.4.1. The Society may be dissolved only by a two thirds majority of the senior Members of the Society present at a General Meeting specifically convened for that purpose.

11.4.2 In the event of the dissolution of the Society, such funds and property as remain after settlement of all just debts shall be donated to charity. The choice of charitable institution(s) shall be decided by the General Meeting of Members that votes for the dissolution of the Society.

**END**