



CONSTITUTION AND RULES - 2005

1 Name

The Name of the Association shall be:
THE CROYDON OPERATIC AND DRAMATIC ASSOCIATION (CODA)

2 Objects

The objects of the Association shall be:

- 2.1 To advance the public education by cultivating the Dramatic and Musical Arts and to improve the public taste in those arts.
- 2.2 To promote the production of Dramatic and Musical works having an educative value in furtherance of Object 2.1 and with further object of raising funds to be devoted solely to charitable purposes.
- 2.3 To do all such things as shall be necessary to the attainment of the above Objects.

3 Constitution

3.1 The Association shall consist of persons interested in music and drama and in these Rules each such person, when duly elected, is referred to either as an Active Member or as a Patron.

3.2 The Association shall have:

- 3.2.1 Chief Patrons (to which Honorary offices the Mayor of Croydon and others shall be invited annually), Honorary Life Members, a Chairman, a Vice-Chairman (Dramatic), a Vice-Chairman (Operatic), an Honorary Secretary, an Honorary Treasurer or Honorary Secretary/Treasurer, an Honorary Business Manager and a Publicity Manager,
- 3.2.2 Non-elected Committees as from time to time determined by the Council, to be presided over by an elected officer of the Council, to deal with specific matters as and when required, at least but not limited to, a Drama Committee, an Operatic Committee, a Business Committee and a Secretarial Committee.
- 3.2.3 A Members' Representative (elected as hereinafter provided) to act as liaison between the Members and the Council and Committees.

4 The Council

4.1 The Association shall be managed by a Council consisting of a Chairman, a Vice-Chairman (Dramatic), a Vice-Chairman (Operatic), an Honorary Secretary, an Honorary Treasurer (or Honorary Secretary/Treasurer), an Honorary Business Manager and a Publicity Manager (elected as hereinafter provided) of which four persons present shall constitute a quorum. The Council shall meet at such times and in such places as it shall consider advisable and reasonable notice of each meeting shall be given to each person entitled to attend.

4.2 The Chairman and other Honorary Officers of the Association shall be elected at the Annual General Meeting of the Association in each year as hereinafter provided.

5 Committees

- 5.1 The drama activities shall be managed by a Drama Committee consisting of the Vice-Chairman (Dramatic) and three co-opted Members, being a Production Secretary (Dramatic) and two ordinary Members.
- 5.2 The operatic activities shall be managed by an Operatic Committee consisting of the Vice-Chairman (Operatic) and three co-opted Members, being a Production Secretary (Operatic) and two ordinary Members.
- 5.3 The business, fund-raising, marketing and advertising affairs of the Association shall be managed by a Business Committee consisting of the Honorary Business Manager, Publicity Manager and three co-opted Members.
- 5.4 The Membership records, social activities and newsletter shall be managed by a Secretarial Committee consisting of the Honorary Secretary and three co-opted Members, being Membership Secretary, Social Secretary and Newsletter Editor.
- 5.5 There shall be a Casting Committee for each production consisting of, as appropriate, the relevant Vice-Chairman, the Musical Director, the Director, the Members' Representative and a person nominated by the Council who need not be a Member of the Association, except as noted in Rule 7.6.2.
- 5.6 The panel presiding at any audition for New Members or at re-auditions for Active Members shall, in normal circumstances, consist of the

entire Council, the Members' Representative, a reputable Musical Director and a Choreographer. Such a panel shall in no circumstances be without a Musical Director, Members' Representative or less than four Council Members.

5.7 The Chairman of the Association shall be an ex-officio Member of all other Committees but shall not have the right to vote.

5.8 The Council may appoint any other Committee which it considers necessary to carry out the objects of the Association but no such Committee nor those defined herein may incur expenditure without the authority of the Council.

5.9 The Council and any Committee shall have the power to co-opt any person it thinks fit to attend all or any of its meetings but such person shall only have the right to discuss matters in respect of which attendance has been requested and in no case shall be entitled to vote.

5.10 The Council shall have the power to remove, by a Resolution carried by a majority of at least two thirds of the full Council, any Officer, or Committee Member, or to expel any Member who shall be considered to be guilty of conduct prejudicial to the interests of the Association. Any office thus becoming vacant shall be dealt with in accordance with Rule 9.3.

5.11 Only Active Members shall be eligible for election to Office.

5.12 Officers shall retire annually but shall be eligible for re-election, subject to the provisions of Rules 9.1 and 9.3. All retiring Officers shall continue to hold office until their successors are elected.

5.13 The Council shall appoint, on recommendation of the relevant Committee, the Producer for all Dramatic productions and the Director, Musical Director and Choreographer for all Operatic productions. All such appointments shall be limited specifically to each production. The decision of the Council shall be final in all matters appertaining to the foregoing appointments. The Council must approve the engagement of any guest artistes.

6 Finance

6.1 The year of the Association shall for all purposes commence on the first day of July and terminate on the following 30th of June. The accounts of the Association shall be made up annually to the last day of June and the Statement of Financial Activities and Balance Sheet for the past year shall be prepared and presented to the Council as soon as possible thereafter. Such accounts shall be examined in accordance with the Charities Act 1993 (or any statutory re-enactment or modification of that Act) and a copy sent to each Member with notice convening the Annual General Meeting, as provided in Rule 8.7. The funds shall be used by the Council to further the objects set out in Rule 2 for the benefit of such charities as the Council may determine.

6.2 In no circumstances shall Councillors or Members be paid any remuneration for performing or for other services. They may, however, be reimbursed from the funds of the Association for reasonable expenses incurred on behalf of the Association, with the prior authority of the Council and subject, as far as possible, to the production of the appropriate vouchers. Individual Councillors shall be accountable to the Council for all expenditure undertaken on behalf of the Association. A budget shall be agreed for each production and authority invested in Councillors, as appropriate, to allocate funds to the limit of the budget. Agreement of the full Council must be sought prior to any funds being committed in excess of the agreed budget. All other expenditure that is not directly linked to a production budget must be approved by the Council.

6.3 All funds, property and effects of the Association shall be vested in the Council. In the event of the dissolution of the Association, any funds or property remaining in hand shall be devoted to the Objects of the Association or to recognised charities. In the event that the Association should have insufficient funds either in hand or in firm prospect to meet its current liabilities the Active Members at that date on which such deficiency first becomes apparent shall be jointly liable to make good that deficiency.

7 Membership

7.1 There shall be two classes of Members known as Active Members and Patrons respectively. An Active Member shall be an individual who, being interested in music, drama or both, is accepted by the Council to take active

part in the musical and/or dramatic activities of the Association.

7.2 All Active Members of the Association will be required to re-apply annually for membership. This application must be made in writing to the Council who will take into consideration the applicants commitment to the Association throughout the previous year. The Council may at any time require an applicant for membership or an Active Member to complete a singing audition in order to take part in an Operatic production.

7.3 The Association has an Equal Opportunities Policy, which is published to all members and all members are required to abide by that policy.

7.4 A Patron shall be a person who, although not taking part in any production of the Association, is interested in its aims and objects and is accepted by the Council as a patron.

7.5 Subscriptions:

7.5.1 The rates of subscription for Active Members and Patrons shall be determined by the Council. Any change in subscription rates shall be announced not later than the end of the Association's year and shall then have effect from the commencement of the succeeding year.

7.5.2 There shall be an annual subscription rate for Active members and the Council may reserve the right to vary this according to whether the Active member has been accepted for Operatic/Drama activities or both. A reduced subscription rate shall apply to student members.

7.5.3 Subscriptions shall be due annually and shall be payable in advance on the first day of the Association's year or on the date of acceptance for membership, whichever is the later. In the event of a subscription remaining unpaid for more than one month after the due and payable date, membership shall lapse until such time as a subscription is paid.

7.6.1 Members wishing to audition for a principal part in an Operatic production must attend all prior music rehearsals or a minimum of three, whichever is the less, unless the Council approves the reasons for unavoidable absence. In addition, the current year's membership subscription must be paid in full and they must have no outstanding debts to the Association, unless authorised in advance by the Council.

7.6.2 Unless expressly agreed otherwise at the discretion of the Council, any member who auditions unsuccessfully for a principal part in an Operatic production and who subsequently does not take part in that production will not be eligible for first round auditions for principal parts in the next operatic production they participate in.

7.6.3 Any Member wishing to audition for a principal part in any production who is eligible under Rule 5.5 to serve on a Casting Committee shall be replaced on the Committee for all or part of the auditioning procedure as determined by the Council.

7.6.4 Members taking part in a production will be required to deposit with the Members Secretary or Treasurer a sum to be decided by the Council in respect of minimum ticket sales required of each member. This sum will usually be the equivalent of ten tickets or thereabouts and will be payable at the closing of the CODA Box Office. The sum will be offset against the member's actual ticket sales at that stage and, in the event of the member not having sold the required number of tickets, the balance will be due as a donation to CODA funds. The lowest available ticket price will apply. This sum will be payable in addition to any show fee required for each production.

7.7 Members are expected as a matter of course to support all CODA productions, whether Operatic or Drama. As a minimum, any member not taking part in a production will be required to purchase at least two tickets for that production from the CODA Box Office or to donate the equivalent amount of two lowest price tickets to CODA funds in lieu. This requirement shall, however, only apply to the main CODA production calendar of four productions each year and these will be defined by the Council at the beginning of the year. Non support of CODA productions as stated above by members not taking part in any production will be taken into account when annual membership is considered each year.

7.8 A Member not taking part in a current production will be expected to perform some duty (judged to be within their capabilities) in support of that production, whether during the rehearsal period or during the performances.

7.9 A Student Member must be over sixteen and in receipt of full time education. No Member may take part in any production of the Association unless the current year's subscription for Active Membership is paid. A Patron shall not take part in any production and shall not vote at General or other business meetings of the Association.

7.10 The distinction of Honorary Life Membership may, on the recommendation of the Council only, be conferred at a General Meeting on such persons as shall have rendered special services to the Association.

7.11 Each Member shall be responsible for the proper care of costumes, scores, and libretti lent or hired from the Association and shall indemnify the Association against any loss or damage to them whilst in his or her charge.

8 Interpretation of Rules

8.1 The interpretation of these Rules and the decision of any question arising therefrom shall rest solely with the Council and all differences of

interpretation between Members shall be referred to the Council, whose decision thereon shall be final and binding on all the parties concerned.

8.2 No alteration shall be made to these Rules except at an Annual General Meeting. Due notice in writing of any proposed alteration shall be given to the Secretary in accordance with Rule 9.1. The Resolution embodying such proposed alteration or any amendments thereto must be carried by at least two-thirds of the votes recorded at such a meeting. No amendment shall be made to Rule 2.2, Rule 6.3 or this Rule without prior consent in writing of the Charity Commissioners. No amendment shall be made which would cause the Association to cease to be a Charity at Law.

8.3 One ordinary general meeting, of the Association, called the Annual General Meeting, shall be held each year, at which the accounts for the past year, duly examined in accordance with the Charities Act 1993 (or any statutory re-enactment or modification of that Act) as provided in Rule 6.1, shall be presented, the Members of the Council for the year elected and all general business transacted. The date, time and place for such meetings shall be as soon after the 1st of July each year as is practicable and not later than 30th November in the same year.

8.4 An Auditor or Independent Examiner who shall be a Chartered Accountant, Chartered Certified Accountant or Authorised Public Accountant shall be elected annually by the Members at the Annual General Meeting.

8.5 An Extraordinary General Meeting of the Association may be called at any time at the discretion of the Council, or upon request in writing to that effect given by not less than ten Active Members. Such a request shall state the reasons for calling such a meeting.

8.6 Twenty-five Active Members shall constitute a quorum for General Meetings. The retiring Chairman shall take the Chair at all General Meetings and at the Annual General Meeting until the new Chairman is elected. Should there be no nominations for the office of Chairman, the Members present shall nominate one of their number to take the Chair for the meeting and the office shall be filled in accordance with Rule 9.3.

8.7 Notice of every General Meeting, giving particulars of the business to be transacted thereat and, in the case of the Annual General Meeting, giving the names of the persons nominated as Officers and enclosing a copy of the audited accounts for the past year shall be sent to all Members at least fourteen days prior to the date fixed for such meeting. Preliminary notice of the Annual General Meeting shall be sent to all Active Members one month before the date fixed for the meeting.

9 Business at General Meetings and Election of Officers

9.1 The names of the Members nominated as Officers and particulars of Resolutions to be brought before the Annual General Meeting shall be sent to the Secretary in writing not later than twenty-one days before the date of the meeting. These nominations and Resolutions must be proposed and seconded. A copy of this Rule shall be sent out in the Preliminary Notice referred to in Rule 8.7.

9.2 Any Active Member may nominate any other Active Member as candidate for any office of the Council or for Members' Representative. If there is more than one nomination for any office or for Members' Representative, the posts shall be filled by ballot of the Active Members present at the Annual General Meeting. Every nominee shall, before the start of the meeting, signify to the Secretary, in writing, his or her willingness to serve if elected.

9.3 If, twenty-one days before the Annual General Meeting, there are no nominations for any Office or for Members' Representative, the vacancies shall be filled by the new Council at its first meeting. All casual vacancies occurring at any time, including the Office of Auditor, may be filled by the Council at its discretion.

9.4 Each Active Member present at a General Meeting shall be entitled to one vote in each ballot, provided only that his or her current subscription has been paid. If a tie occurs in an election for Office or for Members' Representative, the election shall be decided by lot. In the case of a tie on any other Resolution, the Chairman shall have a second or casting vote.

9.5 In exceptional circumstances the Council shall have the power to grant a postal vote to any Active Member who is unable to attend any General Meeting of the Association, including the Annual General Meeting, and who wishes their vote to be recorded for the election of Officers or for a Resolution. Any Active Member desiring such a vote must apply to the Council in writing not less than 14 days before the date of any such Meeting, stating the reason why they are unable to attend. The granting of such a postal vote is entirely at the discretion of the Council and such a vote, if granted, shall only be permitted if the Resolution, for which the vote has been cast, has not been amended by the Active Members present at the Meeting.

10 Communications

10.1 All communications intended for the Council shall be made to the Secretary.

EFFECTIVE FROM 1ST JULY 2005