****

**CHELTENHAM OPERATIC & DRAMATIC SOCIETY**

**RULES as approved by General Meeting – 1st November 1962**

**(Last amended by General Meeting – 31st March 2022)**

**Name**

1. The name of the Society is ‘Cheltenham Operatic and Dramatic Society’.

**Objects**

1. The objects of the Society shall be the study and performance of operatic and dramatic works and musical and theatrical productions and for charitable and philanthropic purposes generally.

**Officers**

1. The Officers of the Society shall consist of Chairman, Vice-Chairman, General Secretary, Treasurer, Membership Secretary, Publicity Manager, Social Manager, Technical Manager, and Choir Manager.

**Committee**

1. The affairs of the Society shall be managed by the Officers of the Society and one Committee Member (hereinafter collectively referred to as “the General Committee”). Six Members of the General Committee shall form a quorum, which must include the Chair or Vice-Chair.

**Election of Officers and Committee**

1. Any two Members of the Society shall be at liberty to nominate a Member of the Society as an Officer or a Committee Member. The name of each Member so nominated shall be sent, in writing, to the General Secretary seven days at least before the Annual General Meeting of the Society provided that the consent of any candidate so nominated has first been obtained. The Officers and the said Committee Member shall be elected by ballot at each Annual General Meeting and shall hold office and serve until the next Annual General Meeting, when they shall retire but shall be eligible for re-election from year to year.

**Appointments and Sub-Committees**

1. The General Committee shall appoint persons to undertake such aspects of any production of the Society as they may deem necessary. The General Committee shall have power to appoint such Sub-Committees as they may deem necessary or expedient and may delegate authority thereto for such purpose or purposes as the General Committee shall by resolution decide.

**Admission of Members**

1. Admission of Members is open and immediately takes effect upon completion of their first subscription. The said person shall become a Member of the Society and be entitled to all the benefits and privileges of membership and be bound by its rules.

**Life Membership**

1. At the Society’s Annual General Meeting, the Chairman, on behalf of the General Committee, may offer Life Membership to any person or persons who, in the opinion of the General Committee, deserves recognition for sustained and exceptional service to the Society. All outgoing Chairmen of the Society shall be offered Life Membership upon the completion of two full years of service. There is no obligation or expectation that the awarding of a Life Membership will be an annual event.

**Annual General Meeting**

1. The Annual General Meeting shall be held not later than the end of March in each year upon a date and at a time and place to be fixed by the General Committee for the following purposes:
2. To receive from the General Committee a report, balance sheet and statement of accounts for the preceding financial year.
3. To fill the vacancies in the Officers and the said Committee Member and to appoint an auditor for the ensuing year.
4. To decide on any resolution which may be submitted to the meeting as hereinafter provided.

**Notice of Business**

1. Any Member desirous of moving any resolution at the Annual General Meeting shall give notice thereof in writing to the General Secretary not less than twenty-one days previous to the meeting.

**Extraordinary General Meeting**

1. The General Committee may, at any time for any special purpose, call an Extraordinary General Meeting and they should do so forthwith upon the requisition in writing of any twenty Members of the Society stating the purpose for which the Meeting is required.

**Convening General Meetings**

1. Fourteen days at least before the Annual General Meeting or any Extraordinary General Meeting, a notice of such meeting and of the business to be transacted thereat, shall be delivered to every Member of the Society. The balance sheet and statement of accounts shall be delivered to every Member of the Society fourteen days at least before the Annual General Meeting.

**Proceedings at General Meetings**

1. At all General Meetings of the Society, the Chairman or the Vice-Chairman shall take the chair. Every Member of the Society present shall be entitled to one vote upon every motion and, in case of an equality of votes, the Chairman shall have a second or casting vote.

**Quorum**

1. A Quorum at all General Meetings shall be twenty Members of the Society.

**Amendments**

1. No amendment (other than a motion for adjournment) shall be moved to any resolution proposed at any Annual or Extraordinary General Meetings unless written notice thereof shall have been sent to the General Secretary not less than seven days previous to the meeting. Written notice of any such amendment shall be delivered to the Members of the Society at, or prior to, the commencement of such Annual or Extraordinary General Meeting provided that this rule shall be deemed to have been observed and performed if, at the commencement of the said Annual or Extraordinary General Meeting, such written notice is delivered to such Members of the Society present at such meeting.

**Financial Year**

1. The financial year of the Society shall end on the thirty-first day of December in each year to which day the accounts of the Society shall be balanced.

**Audit of Accounts**

1. The accounts, as soon as practicable after the end of the financial year, shall be prepared by a professional accountant, who shall be appointed at each Annual General Meeting. A vacancy occurring in the office of Auditor during the year shall be filled by the General Committee.

**Meetings of the General Committee**

1. The first meeting of the General Committee shall be called by the General Secretary and shall be held within 21 days after the Annual General Meeting. All subsequent meetings of the General Committee shall be called by the General Secretary in accordance with any resolution to that effect passed by the General Committee and, failing any such resolution, at the discretion of the Chairman and the General Secretary. Minutes shall be taken of all the proceedings of the General Committee.

**Byelaws**

1. The General Committee shall from time to time make, repeal and amend all such byelaws and regulations (not inconsistent with these rules) as they shall think expedient for the internal management and wellbeing of the Society. All byelaws and regulations made by the General Committee under this rule shall be binding upon the Members of the Society until repealed by the General Committee or set aside by a resolution of a General Meeting of the Society.

**Vacancies on Committee**

1. The General Committee shall have power to appoint a Member of the Society to fill any casual vacancy in any Office or on the General Committee until the next Annual General Meeting.

**Selection of work and members to take part in such work**

1. The General Committee shall select the work to be produced by the Society from time to time and, through audition, the Members to take part in such work, who all times shall comply with the regulations made by the General Committee and the instructions given by the Producer, failing which the General Committee may take such disciplinary action as they may deem necessary.

**Expulsion of Members**

1. It shall be the duty of the General Committee, if at any time they shall be of the opinion that the interests of Society so require, to submit the question of the expulsion of a Member to a meeting of the General Committee. At such meeting, the Member whose expulsion is under consideration shall be allowed to offer an explanation of their conduct verbally or in writing and, if thereupon two thirds of the Members present shall vote for their expulsion, they shall thereupon cease to be a Member of the Society.

**Subscriptions**

1. The General Committee shall determine the annual subscription for a Member of the Society. Arrangements for payment shall be made to the Treasurer and will last one full year from the date of payment. An increase to the annual subscription must be published by the General Committee 30 days before it is due to take effect. A Member who fails to renew their subscription within 14 months of their previous payment shall be deemed to have resigned from the Society.

**Societal Payments**

1. Expenditures by the Society whether online, cheque or cash, must be authorised in an auditable form by any two of the Chairmen, the General Secretary, the Treasurer or their assigned delegates.

**Prohibition**

1. No member shall, on any pretence or in any manner, receive any profit, salary or emoluments from the funds or transactions of the Society, or enter into any engagement, or order any article or thing in the name of or on behalf of the Society, unless previously authorised by the General Committee.

**Members’ Contact Information**

1. Every Member of the Society shall ensure the General Secretary has current and valid contact details. Notices of all General Meetings shall be sent to the contact details on record and shall be deemed as having been duly given on the day following the date of sending.

**Interpretation of the Rules**

1. The General Committee shall be the sole authority for the interpretation of these rules and of the byelaws and regulations made thereunder, and the decision of the General Committee upon any question of interpretation or upon any matter affecting the Society and not provided for by these rules or by the byelaws and regulations made thereunder shall be final and binding on the Members.

**Amendment of Rules**

1. These rules may be added to, repealed or amended by resolution at any Annual or Extraordinary General Meeting, provided that no such resolution shall be deemed to have been passed unless it be carried by a majority of at least two-thirds of the Members voting thereon.