

(‘Association’ model constitution)

Date of constitution (last amended): 11th March 2017

Capitalised words are defined in clause 30 (Interpretation).

PRELIMINARY

1. Name

The name of the Charitable Incorporated Organisation is the National Operatic and Dramatic Association ("**NODA**")

2. National location of principal office

NODA must have a principal office in England or Wales. The principal office of NODA is in England.

3. Objects

The objects of NODA are to advance the education of the public in the performing arts.

Nothing in this constitution shall authorise an application of the property of NODA for the purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

4. Powers

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

- (1) raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription donation and otherwise. In doing so, NODA must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property (including intellectual property) and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to NODA. In exercising this power, NODA must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- (4) borrow money and to charge the whole or any part of the property belonging to NODA as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. NODA must comply as appropriate with sections 124 – 126 of the Charities Act 2011 if it wishes to mortgage land;
- (5) employ and remunerate such persons (who shall not be trustees) as are necessary for the proper pursuit of its objects and to make all reasonable and necessary provision for their remuneration;
- (6) co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them; and
- (7) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the charity 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 property

- (1) The income and property of NODA must be applied solely towards the promotion of the objects.
 - (a) A charity trustee is entitled to be reimbursed from the property of NODA or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of NODA.
 - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at NODA’s expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

- (2) None of the income or property of NODA may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of NODA. This does not prevent a member who is not also a charity trustee receiving:
 - (a) a benefit from NODA as a beneficiary of NODA; or
 - (b) reasonable and proper remuneration for any goods or services supplied to NODA.
- (3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6.

6. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

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

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 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 charity trustee or connected person may receive a benefit from NODA as a beneficiary of NODA.
 - (b) A charity trustee or connected person may take part in the normal trading and fundraising activities of NODA on the same terms as members of the public.
- (3) In sub-clauses (2) of this clause:
- (a) NODA includes any company in which NODA:
 - (i) holds more than 50 per cent of the shares;
 - (ii) controls more than 50 per cent of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company
 - (b) "connected person" includes any person within the definition set out in clause 30.

7. Conflicts of interest and conflicts of loyalty

A 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 NODA or in any transaction or arrangement entered into by NODA which has not previously been declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of NODA and any personal interest (including but not limited to any financial interest or any interest of any Society or other member).

Any 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.

MEMBERSHIP

8. Liability of members to contribute to the assets of NODA if it is wound up

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

9. Membership of NODA

(1) Admission of new members

(a) Eligibility

Membership of NODA is open to anyone who:

- (i) is interested in furthering its purposes;
- (ii) by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duties of members set out in sub-clause (3) of this clause; and
- (iii) meets any requirements for membership set out in NODA's Bye-laws.

A member may be an individual, a corporate body, or an organisation which is not incorporated.

(b) Admission procedure

The charity trustees:

- (i) may require applications for membership to be made in any reasonable way that they decide;
- (ii) may delegate approval of applications to the Regional Committee for the Region to which the applicant has been allocated by the charity trustees;
- (iii) shall have the right to inspect the accounts of Societies and Associate members to ensure that the correct level of membership fee has been paid;
- (iv) may refuse an application for membership if they believe that it is in the best interests of NODA for them to do so;
- (v) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (vi) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision by the charity trustees to confirm refusal of the application for membership shall be final.

(2) Transfer of membership

Membership of NODA cannot be transferred to anyone else except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until NODA has received written notification of the transfer.

(3) Duty of members

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

(4) Termination of membership

(a) Membership of NODA comes to an end if:

- (i) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist;
- (ii) the member sends a notice of resignation to NODA;
- (iii) any sum of money owed by the member to NODA is not paid in full within three months of its falling due;
- (iv) the charity trustees decide that a Society or Associate member has changed its name or title to a name or title that is the same or materially similar to one being used (or has been used within the previous five years) of another Society or Associate member; or
- (v) a resolution is passed by at least 75 per cent of the charity trustees that it is in the best interests of NODA that the member in question should be removed from membership.

(b) Before the charity trustees take any decision to remove someone from membership of NODA they must:

- (i) inform the member of the reasons why it is proposed to remove him, her or it from membership;

- (ii) give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;
 - (iii) at a duly constituted meeting of the charity trustees, 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 the member 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**
- (a) NODA may require members to pay non-refundable membership fees to NODA.
 - (b) The amount of any Membership fees shall be decided by the charity trustees from time to time and any changes to the fees shall be announced at an AGM before they become effective.
- (6) **Classes of membership**
- (a) NODA shall have Society, Individual, Joint, Honorary and Life voting membership classes. The voting rights of each membership class are set out in clause 10(1). The conditions for admission to each class of membership shall be set out in NODA's Bye-laws.
 - (b) The rights attached to a class of voting membership may only be varied if:
 - (i) three quarters of the members of that class consent in writing to the variation; or
 - (ii) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
 - (c) The provisions in this constitution about general meetings shall apply to any meeting relating to the variation of the rights of any class of voting members.
 - (d) The charity trustees may create classes of non-voting membership, including Associate and Corporate membership classes and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of, any such class of non-voting members.
 - (e) Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

10. Decision making powers

- (1) **Voting rights**
- (a) Each Society shall have five votes.
 - (b) Each Individual member, Honorary member and Life member shall have one vote.
 - (c) Each charity trustee and each member of a Regional Committee shall have one vote.
 - (d) Each pair of Joint members shall have one vote each.

For the avoidance of doubt, any person who casts five votes as a representative of a Society may also cast a vote in his or her own right. Any person who does not represent a Society may only cast one vote, regardless of class of membership or office held, unless they hold a proxy for another member in accordance with clause 11(7).

- (2) **Taking ordinary decisions at a meeting by vote**

Subject to sub-clause (3) of this clause, any decision of NODA may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or electronic ballot and proxy votes).

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

- (a) Any decision to remove a charity trustee 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 NODA must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution).
- (d) Any decision to amalgamate or transfer the undertaking of NODA to one or more other charities must be taken in accordance with the provisions of the Charities Act 2011.

GENERAL MEETINGS

11. General meetings

(1) Types of general meeting

- (a) There must be an annual general meeting (AGM) of NODA. The first AGM must be held within 12 months of the registration of NODA as a CIO, and subsequent AGMs must be held each year in September or as soon as practicable thereafter. Not more than 15 months may elapse between successive AGMs. Two calendar months' notice must be provided to all members and other persons entitled to vote of the date, time and place of an AGM.
- (b) The AGM must:
 - (i) receive the annual statement of accounts (duly audited or examined where applicable);
 - (ii) receive the charity trustees' annual report;
 - (iii) receive a report of the number of members (and non-voting members) of each class in each Region;
 - (iv) receive any recommendation by the charity trustees of an increase in membership fees;
 - (v) elect nominated charity trustees, Honorary members, and Life members;
 - (vi) elect five persons from the membership to be the members of the Appeal Tribunal in accordance with the Bye-laws; and
 - (vii) elect an Auditor or Examiner of NODA's accounts as may be required by statute.
- (c) The AGM may deal with any other business proposed by:
 - (i) the charity trustees; or
 - (ii) persons and/or organisations holding at least 15 votes if particulars are provided to NODA prior to the notice for the AGM being given and provided that the business is lawful, and is not defamatory, frivolous or vexatious.
- (d) Other general meetings of NODA may be held at any time. All general meetings must be held in accordance with the following provisions.
- (e) In addition to general meetings of NODA, there shall be Regional meetings as provided by the Bye-laws.

(2) Calling general meetings

- (a) The charity trustees:
 - (i) must call the annual general meeting of NODA in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
 - (ii) may call any other general meeting at any time.
- (b) The charity trustees must, within 21 days, call a general meeting of NODA if:
 - (i) they receive a request to do so from persons and/or organisations holding at least 25 votes; and
 - (ii) the request states the nature of the business to be dealt with at the meeting, and is authenticated by those persons or organisations making the request.
- (c) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (d) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (e) Any general meeting called by the charity trustees in accordance with clause 11(2)(b) must be held within two months from the date on which it is called.

- (f) If the charity trustees fail to comply with this obligation to call a general meeting in accordance with clause 11(2)(b), then the persons or organisations who requested the meeting may themselves call a general meeting.
- (g) A general meeting called in this way must be held not more than four months after the date when the meeting was first requested.
- (h) NODA must reimburse any reasonable expenses incurred in calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but NODA shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(3) Notice of general meetings

- (a) The charity trustees, or, as the case may be, those persons or organisations who requested the meeting, must give at least 21 clear days' notice of all general meetings (including AGMs) to all people and organisations who are entitled to vote.
- (b) The notice of any general meeting may be given by NODA by post or by electronic means to the last known address of the intended recipient.
- (c) The notice referred to in clause 11 (3) (a) and (b) of any general meeting must:
 - (i) confirm (in the case of an AGM) or state the time and date of the meeting;
 - (ii) confirm (in the case of an AGM) or give the address at which the meeting is to take place;
 - (iii) give particulars of any resolution which is to be proposed at the meeting, and of the nature of any other business to be dealt with at the meeting;
 - (iv) if a proposal to alter the constitution of NODA is to be considered at the meeting, include the text of the proposed alteration;
 - (v) state the procedures that must be complied with in order to be able to attend and vote at the meeting (including the date by which they must comply);
 - (vi) provide details of any forms to be used for the appointment of a proxy;
 - (vii) state that anyone who has the right to vote has the right to ask questions at the meeting; and
 - (viii) include, if the notice is to call an AGM, the names of the persons elected by the charity trustees to serve as President, Vice President and Chairman; the names of the nominees for election to Life membership or Honorary membership; the names of the Life member nominees proposed by the charity trustees to be charity trustees; the names of any other persons standing for election or re-election as charity trustee; the annual statement of accounts and trustees' annual report; and details of the nominated auditors or examiners (if any); or where allowed under clause 22 (Use of electronic communication), details of where the information may be found on NODA's website.
- (c) 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.
- (d) 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 NODA.

(4) Chairing of general meetings

The President shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of NODA who are present at a general meeting shall elect a charity trustee to preside at the meeting, or if no charity trustee is present, any other member of NODA to preside at the meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of NODA unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be 2.5 per cent of members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause, is counted as being present in person.

- (c) If the meeting has been called in accordance with clause 11(2)(b) and a quorum is not present within 30 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
 - (d) If the meeting has been called in any other way and a quorum is not present within 30 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to those entitled to vote at least seven clear days before the date on which it will resume.
 - (e) 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.
 - (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the charity trustees but may not make any decisions. If decisions are required which must be made by a general meeting, 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 (including proxy and postal and electronic votes). The chair of the meeting shall not have a casting vote.
 - (b) A member whose payment of any membership fee is in arrears may not vote at any general meeting.
 - (c) A resolution put to the vote of a meeting shall be decided on a show of voting cards, unless (before or on the declaration of the result of the show of voting cards) a poll is duly demanded. A poll may be demanded by the chair of the general meeting or by persons or organisations holding at least 15 votes.
 - (d) No poll shall be demanded on the election of a chair of a general meeting or on any question of adjournment. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
 - (e) A poll may be taken:
 - (i) at the meeting at which it was demanded;
 - (ii) at some other time and place specified by the chair; or
 - (iii) through the use of postal or electronic communications.
 - (f) No objection shall be raised to the qualification of any voter or to the counting of, or failure to count, any vote, except at the meeting or adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chair of the meeting. The decision of the chair of the meeting on such matters shall be final and conclusive.
- (7) **Proxy voting**
- (a) Anyone entitled to vote may appoint another person as a proxy to exercise all or any of that person or organisation's rights to attend, speak and vote at a general meeting of NODA. Proxies must be appointed by a notice in writing (a "**proxy notice**") which:
 - (i) states the name and address of the person or organisation appointing the proxy;
 - (ii) identifies the person appointed to be the proxy and the general meeting in relation to which that person is appointed;
 - (iii) is signed by or on behalf of the person or organisation appointing the proxy, or is authenticated in such manner as NODA may determine; and
 - (iv) is delivered to NODA in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
 - (b) NODA may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
 - (c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
 - (d) Unless a proxy notice indicates otherwise, it must be treated as:

- (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- (e) Anyone who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to NODA.
- (f) An appointment under a proxy notice will automatically expire after 12 months and may be revoked by delivering to NODA a notice in writing given by or on behalf of the person or organisation by whom or on whose behalf the proxy notice was given.
- (g) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (h) If a proxy notice is not signed or authenticated by the person or organisation appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it had authority to do so.
- (8) Postal Voting**
- (a) NODA may, if the charity trustees so decide, allow a vote by post or electronically to make a decision on any matter that is being decided at a general meeting of NODA.
 - (b) The scrutiny of postal or electronic voting shall take place in accordance with the Bye-laws.
- (9) Representation of organisations and corporate members**
- (a) An organisation (including a corporate body) that is a member of NODA may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of NODA.
 - (b) The representative is entitled to exercise the same powers on behalf of the organisation as the organisation could exercise as an individual member of NODA.
- (10) 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.

CHARITY TRUSTEES

12. Charity trustees

(1) Functions and duties of charity trustees

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

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

- (a) Every charity trustee must be a natural person.
- (b) No individual may be appointed as a charity trustee:
 - (i) if he or she is under the age of 18 years;
 - (ii) (subject to sub-clause(c)) if he or she is not a member of NODA;

- (iii) if he or she has been removed from office (and not reinstated on appeal) under clause 15(1)(e) without the prior written consent of the charity trustees; or
 - (iv) if he or she would automatically cease to hold office under the provisions of clause 15(1)(g).
 - (c) Notwithstanding sub-clause (b)(ii), a charity trustee co-opted by the charity trustees need not be a member of NODA.
 - (d) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.
- (3) **Number of charity trustees**
- (a) There may be:
 - (i) up to 15 ex officio charity trustees;
 - (ii) up to two Life member trustees appointed by the members;
 - (iii) up to three charity trustees co-opted by the charity trustees.
 - (b) There must be at least five charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.
 - (c) The maximum number of charity trustees that can be appointed is as provided in sub-clause (a) of this clause. No trustee appointment may be made in excess of these provisions.
- (4) **First charity trustees**
- The charity trustees as at the date of the adoption of this constitution are:
- John Barnes, Michael Hastilow, Christine Hunter-Hughes, Nick Lawrence and Jacquie Stedman

13. Appointment of charity trustees

- (1) **Ex officio charity trustees**
- (a) The Chairman, President, Vice President, the Immediate Past President, and the Regional Councillors for the time being (each an "office holder") shall automatically, by virtue of holding that office ("ex officio"), be a charity trustee.
 - (b) If unwilling to act as a charity trustee, the office holder must resign from that office.
 - (c) A person so appointed shall retire in accordance with clause 15.
- (2) **Life member charity trustees**
- (a) The members may at any time decide to appoint a Life member nominated by the charity trustees as a charity trustee whether to fill a vacancy, or as an additional charity trustee, provided that the limit specified in clause 12(3) on the number of Life member charity trustees would not as a result be exceeded.
 - (b) A person so appointed shall retire at the annual general meeting next following the date of his or her appointment.
- (3) **Co-opted charity trustees**
- (a) The charity trustees may at any time co-opt any individual who is eligible under clause 12(2) as a charity trustee to fill a vacancy in their number or as an additional charity trustee, provided that the limit specified in clause 12(3) on the number of co-opted charity trustees would not as a result be exceeded.
 - (b) A person so appointed shall retire at the annual general meeting next following the date of his or her appointment.

14. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment a copy of:

- (a) this constitution and any amendments made to it;
- (b) the current Bye-laws; and
- (c) NODA's latest trustees' annual report and statement of accounts.

15. Retirement and removal of charity trustees

- (1) A charity trustee ceases to hold office if he or she:
 - (a) if on taking up office, he or she was a member, ceases to be a member of NODA;
 - (b) retires by notifying NODA in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (c) dies;
 - (d) in the written opinion, given to NODA, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months;
 - (e) is removed by the members of NODA in accordance with sub-clause (2) of this clause;
 - (f) is removed by the charity trustees in accordance with sub-clause (3) 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 charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of NODA called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by at least 75 per cent of votes cast at the meeting.
- (3) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a charity trustee meeting called for that purpose and properly convened in accordance with clause 18, and the resolution is passed by at least 75 per cent of votes cast at the meeting.
- (4) A resolution to remove a 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.
- (5) Any person so removed shall be notified without delay of his or her removal and shall have the right of appeal against such removal to the Appeal Tribunal. Any person wishing to appeal must give written notice to NODA within 14 days of the notice of removal.

16. Taking of decisions by charity trustees

- (1) Any decision may be taken either:
 - (a) at a meeting of the charity trustees; or
 - (b) by resolution in writing or electronic form agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that:
 - (i) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
 - (ii) the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

17. Delegation by charity trustees

- (1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, and is subject to the following requirements:
 - (a) a committee may consist of three or more persons, but at least one member of each committee must be a charity trustee;

- (b) the quorum for a committee shall be two;
- (c) committees shall be convened on the requisition of the chair of the committee or any two members of such committee;
- (d) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
- (e) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

18. Meetings and proceedings of charity trustees

(1) Calling meetings

- (a) A meeting of the charity trustees may be called by the Chairman or by five charity trustees at any time.
- (b) Meetings of the charity trustees shall take place at least four times per calendar year.
- (c) 14 clear days' notice shall be given to every charity trustee of every charity trustee meeting.

(2) Chairing of meetings

The Chairman shall chair meetings of the charity trustees. If the Chairman is unwilling to preside or is not present within 5 minutes after the time of the meeting, the President shall chair the meeting. If the President is unwilling to preside or is not present within 5 minutes after the time of the meeting, the charity trustees 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 charity trustees or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote. The chair shall not have a casting vote.

(4) Participation in meetings by electronic means

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

(5) Election of the Chairman

- (a) The Chairman shall be elected by secret ballot by the charity trustees.
- (b) Only people who are eligible to be a charity trustee and who (at the date the charity trustee takes office) have served as a charity trustee for at least three years, and who are nominated by at least three charity trustees are eligible for election as Chairman. If no charity trustee who has served as a charity trustee for at least three years is duly nominated, then all charity trustees who have been duly nominated are eligible.
- (c) If the Chairman is a Regional Councillor, the Chairman must vacate the office of Regional Councillor.
- (d) The Chairman shall assume office at the end of the AGM at which his or her appointment is announced and shall hold office for up to a three year term (each year ending at an AGM) or until removed as a charity trustee in accordance with clause 15 above or if asked to resign in accordance with clause (f) below.
- (e) The Chairman may be re-elected for a further continuous period of up to one year (each year ending at an AGM) but may not hold office for a continuous period of more than six years.
- (f) The Chairman must resign (but subject to the above may stand for re-election) if requested in writing by at least three charity trustees.

- (g) If the office of Chairman becomes vacant, the charity trustees shall elect a charity trustee (by secret ballot) to act as interim Chairman until the next AGM. An interim Chairman need not vacate his or her office of Regional Councillor. An interim Chairman may stand for election as Chairman, and if successful, must then vacate his or her office of Regional Councillor.
- (6) Election of President and Vice President**
- (a) The President and Vice President shall be elected by secret ballot by the charity trustees annually.
- (b) Only people who are eligible to be a charity trustee and who (at the date the charity trustee takes office) have served as a charity trustee for at least three years are eligible for election as President or Vice President. If no charity trustee has served as a charity trustee for at least three years, then all charity trustees are eligible.
- (c) Candidates wishing to stand for election shall notify NODA in writing.
- (d) If the President is a Regional Councillor, the President must vacate the office of Regional Councillor.
- (e) The President and Vice President shall assume office at the end of the AGM at which their appointment is announced and shall hold office until removed as a charity trustee in accordance with clause 15 or a subsequent President or Vice President is appointed.
- (f) If the office of President becomes vacant, the Vice President shall immediately assume the office of President, and the office of Vice President shall be vacant until the next AGM. If the offices of President and Vice President are both vacant, then the charity trustees shall elect a charity trustee (by secret ballot) to act as interim President until the next AGM.
- (7) Election of the Immediate Past President**
- (a) The Immediate Past President shall assume office upon the termination of his or her office of President provided that the Immediate Past President remains eligible to be a charity trustee.
- (b) The Immediate Past President shall hold office until removed as a charity trustee in accordance with clause 15 or a subsequent Immediate Past President is appointed.
- (8) Election of Patrons, Life Members and Honorary Members**
- (a) The charity trustees may from time to time appoint Patrons of NODA.
- (b) The charity trustees may from time to time nominate such persons as is thought fit as candidates for election as Life members.
- (c) The Regional Committees may from time to time nominate such persons as is thought fit as candidates for election as Honorary members.
- (d) The names of the nominees for Life members and Honorary members shall be submitted for election at a general meeting of NODA.
- (e) No Patron, Life member or Honorary member shall be required to pay any subscription to NODA. Unless otherwise decided by the members, the term of membership for Patrons, Life members and Honorary members shall be life.
- (9) Nominations for Life member charity trustees**
- (a) The charity trustees may from time to time nominate such persons as is thought fit as candidates for election as Life member charity trustees and the names of the nominees shall be submitted for election at a general meeting of NODA.
- (b) Only people who are eligible to be a charity trustee and who (at the date of the general meeting at which the nomination is considered) are nominated (but not paid up) Life members are eligible for election as Life member charity trustee.
- (10) Appointment of auditors or examiners**
- (a) The charity trustees shall have power to appoint an auditor or examiner to fill any casual vacancy.

19. Regions and Regional Committees

- (1) The charity trustees shall allocate Societies, Associate members, Individual members, Joint members, Honorary members and Life members into Regions in such manner and in such geographical areas as the

charity trustees shall decide. Each region shall be sub divided into Districts in such manner as the Regional Committee from time to time determine.

- (2) Each Region shall be represented by a Regional Councillor and be administered by a Regional Committee.
- (3) There must be a Regional annual general meeting of the members of NODA allocated to that Region. The first Regional AGM must be held within 12 months of the registration of NODA as a CIO. Not more than 15 months may elapse between successive Regional AGMs. The date of each Regional AGM must be agreed with the Chairman (or in his or her absence, the President) and at least 28 days' written notice must be given to all members of the relevant region.
- (4) Each Regional Committee may meet for the despatch of its business, convene, adjourn and otherwise regulate its own meetings as it thinks fit subject always to this constitution and all relevant Bye-laws.
- (5) The Regional Councillor may convene a meeting of his or her Regional Committee at any time and shall convene a meeting within one month after receipt of a written requisition signed by not less than two members of the relevant Regional Committee stating the purpose for which that meeting is required.
- (6) The acts and proceedings of each Regional Committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable.
- (7) Any Regional Committee member, and those Societies, Individual, Joint, Honorary and Life members allocated to a Region by the charity trustees at such time and in such manner as the charity trustees may determine may nominate and vote for a candidate to be their Regional Councillor.
 - (a) Only people who are nominated by people and/or organisations that hold at least 25 votes and who are eligible to be a charity trustee and who (at the date of the ballot at which the nomination is considered) are members of that Region are eligible for election as Regional Councillor.
 - (b) If there is more than one nomination, an election shall take place by postal or electronic ballot conducted by the Regional Committee.
 - (c) The Regional Councillor shall assume office at the end of the NODA AGM at which their appointment is announced and shall hold office until removed as a charity trustee in accordance with clause 15 or the end of the next NODA AGM. A Regional Councillor may seek re-election, and shall be deemed to have been duly nominated for re-election for the purposes of clause 19(7)(a).
 - (d) If the office of Regional Councillor becomes vacant, then the charity trustees may (after consultation with the Regional Committee) elect a person to act as Regional Councillor until the next NODA AGM.
- (8) Those Societies, Individual, Joint, Honorary and Life members allocated to a District may nominate and vote for a candidate to be their Regional Representative.
 - (a) Only people who are nominated by people and/or organisations that hold at least 15 votes and who (at the date of the ballot at which the nomination is considered) are members of that District or are members of a Society allocated to that District are eligible for election as Regional Representative.
 - (b) If there is more than one nomination, the election shall take place by postal or electronic ballot conducted by the Regional Committee.
 - (c) The Regional Representatives shall assume office at the end of the Regional AGM at which their appointment is announced and shall hold office until the next Regional AGM. A Regional Representative may seek re-election, and shall be deemed to have been duly nominated for re-election for the purposes of clause 19(8)(a).
 - (d) If the office of Regional Representative becomes vacant, the Regional Committee may co-opt a person to fill the vacant office.

ADMINISTRATION

20. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office; or
 - (c) 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 charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

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

21. Execution of documents

- (1) NODA shall execute documents either by signature or by affixing its seal (if it has one).
- (2) A document is validly executed by signature if it is signed by at least two of the charity trustees.
- (3) If NODA has a seal:
 - (a) it must comply with the provisions of the General Regulations; and
 - (b) the seal must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by two charity trustees.

22. Use of electronic communications

(1) General

NODA will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days on request a hard copy of any document or information sent otherwise than in hard copy form; and
- (b) any requirements to provide information to the Commission in a particular form or manner.

(2) To NODA

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

(3) By NODA

- (a) Any member or charity trustee of NODA or subcommittee member, by providing NODA with his or her electronic address or similar, is taken to have agreed to receive communications from NODA in electronic form at that address, unless the member has indicated to NODA his or her unwillingness to receive such communications in that form.
- (b) The 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);
 - (ii) provide the members of a Region with any notice in relation to the conduct of business in their Region in accordance with clause 19;
 - (iii) give charity trustees notice of their meetings in accordance with clause 18(1);
 - (iv) give Regional Committee members notice of their meetings in accordance with the bye-laws; and
 - (v) submit any proposal to the members or charity trustees or decision by postal vote in accordance with NODA's powers under clause 10, or 11(8).
- (c) The charity trustees must:
 - (i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and
 - (ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

23. Keeping of Registers

NODA 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.

24. Minutes

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of NODA;
- (3) meetings of the charity trustees and committees of charity trustees including:
 - (a) the names of the trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions; and
- (4) decisions made by the charity trustees otherwise than in meetings.

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

- (1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of NODA, within 10 months of the financial year end.
- (2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of NODA entered on the Central Register of Charities.
- (3) All books of account shall be kept at such place as the charity trustees shall decide and shall be open to inspection by members upon reasonable notice and at such reasonable times and subject to reasonable conditions as the charity trustees may decide.

26. Bye-laws

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

27. Disputes

If a dispute arises between members of NODA 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.

28. Amendment of constitution

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

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of NODA; or
 - (b) by a resolution passed by at least 75 per cent of votes cast at a general meeting of NODA.
- (2) Any alteration of clause 3, this clause, clause 29, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of NODA or persons connected with them, requires the prior written consent of the 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 NODA'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.

29. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, NODA may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve NODA can only be made at a general meeting of the members of NODA called in accordance with clause 11, of which not less than 21 days' notice has been given to those eligible to attend and vote:
 - (a) by a resolution passed by at least 75 per cent of those voting, or
 - (b) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting.
- (2) Subject to the payment of all NODA's debts:
 - (a) Any resolution for the winding up of NODA, or for the dissolution of NODA without winding up, may contain a provision directing how any remaining assets of NODA shall be applied.
 - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of NODA shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of NODA.
- (3) NODA must observe the requirements of the Dissolution Regulations in applying to the Commission for NODA to be removed from the Register of Charities, and in particular:
 - (a) the charity trustees must send with their application to the Commission:
 - (i) a copy of the resolution passed by the members of NODA;
 - (ii) a declaration by the charity trustees that any debts and other liabilities of NODA have been settled or otherwise provided for in full; and
 - (iii) a statement by the charity trustees setting out the way in which any property of NODA has been or is to be applied prior to its dissolution in accordance with this constitution
 - (b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of NODA, and to any charity trustee of NODA who was not privy to the application.
- (4) If NODA is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

- (1) In this constitution:

"**Associate member**" means any organisation which is for the time being an Associate member of NODA.

"**Chairman**" means the person for the time being elected to the office of chair of NODA.

"**charity trustee**" means a charity trustee of NODA.

"**Commission**" means the Charity Commission.

The "**Communications Provisions**" means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.

"**connected person**" means:

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

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- (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) above 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.

"Corporate member" means any organisation which is for the time being a Corporate member of NODA.

"Council" means the board of charity trustees from time to time;

"Councillor" means a charity trustee from time to time;

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

"District" means the sub division of a Region determined by the Regional Committee.

"General Regulations" means the Charitable Incorporated Organisations (General) Regulations 2012.

"Honorary Member" means a person elected as an honorary member of NODA.

"Immediate Past President" means that person elected to the office of President immediately before the current serving President.

"Individual member" means a person who is for the time being an individual member of NODA.

"Joint members" means two persons living at the same address who are for the time being joint members of NODA.

"Life member" means a person elected as a life member of NODA or who subscribed to a life membership prior to the date of the adoption of this constitution.

"member" means any person who is for the time being a Life member, a Society, Individual member, Honorary member or Joint member.

"NODA" means the National Operatic and Dramatic Association CIO.

"Patron" means a person for the time being received by the charity trustees as honorary patron of NODA.

"poll" means a counted vote or ballot, usually (but not necessarily) in writing.

"President" means the person for the time being elected to the office of president of NODA.

"Region" means the eleven geographic areas determined by the charity trustees.

"Regional Committee" means the committee consisting of the Regional Councillor, Regional Representatives, and Regional Officers for the time being for each Region.

"Regional Councillor" means a person elected as a councillor by the members allocated to the relevant Region.

"Regional Officer" means an officer of a Regional Committee.

"Regional Representative" means a person for the time being elected as a regional representative.

"Society" means any organisation that is for the time being a Society member of NODA.

"Vice President" means the person for the time being elected to the office of vice president of NODA.

Signed and approved by the Trustees on:

Name

Date

Name

Date

Name

Date

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Name

Date

Name

Date

