

NATIONAL OPERATIC AND DRAMATIC ASSOCIATION

a Charitable Incorporated Organisation Charity No 1171216

Changes to Constitution approved by Council 22 June 2019 for ratification at the Annual General Meeting of the Association to be held on 28th September 2019 in Southport.

Resolution

That the Constitution approved by the Association on 11th March 2017 and approved by the Charity Commission 20 June 2017 be amended as follows subject to approval by the Charity Commission.

- 1 Throughout the constitution the gender specific pronouns be replaced by non gender specific pronouns .
- 2 Clause 9 (1) a (iii) delete “any requirements” and replace with “*the criteria*”
- 3 Clause 9 (2) Insert before ‘Membership of NODA’ the words “*Individual and Joint*” and after “*is not transferrable*” deleting “cannot be transferred to anyone else except in the case of an individual or corporate body representing an organisation which is not incorporated, whose”, before inserting the word “*Society*” . Insert after ‘membership may be transferred’ “*on change of name or to an incorporated successor*” and then delete “by the unincorporated organisation to a new representative”.
- 4 Clause 9 4 (b) (i) add after the word ‘reasons’, “*in writing*”
- 5 Clause 9 4 (b) (ii) replace in line 1 “21” by “14” and add , after ‘representations’ “*in writing or such other form as may be agreed*” and in line three replace “charity trustees” by “*Chairman of Charity Trustees*”
- 6 Clause 9 4 b (iii), after ‘charity trustees’ add “*within 14 days of the representation to the Chairman of Trustees*”
- 7 Clause 9 5 (a) remove “may require” and replace with “*requires*”
- 8 Clause 9 5 (b) after ‘decided’ add “*and minuted*” and delete “from time to time” after ‘trustees’
- 9 Clause 9 6 (a) add , after ‘membership classes’ “*and any other class as determined by the trustees in council*”
- 10 Clause 10 (1) after (d) in the narrative add , after ‘a Society’ “*if eligible to vote as an individual or joint individual member*”.

- 11 Clause 11 1 (d) remove “following” in line two adding after ‘provisions’ the words “*contained in clause 11-2 to 11-10*”
- 12 Clause 11 2 (a) replace “Annual General Meeting” with “AGM”
- 13 Clause 11 4 delete in the last line “ any other member of NODA to preside at the meeting “ and replace by “*the meeting to be adjourned to a future date to be determined by the Charity Trustees*”.
- 14 Cause 8 (b) insert between ‘in accordance with’ and ‘the Bye-Laws’ the words “ *procedures set out in*”
- 15 Clause 12 (2) (i) after ‘18 years’ add “*at the time of their nomination*”
- 16 Clause 12 (2) (ii) add after ‘a member of NODA’ “ *or a member of a Member Society*”
- 17 Clause 15 (1) (a) add after ‘a member of NODA ‘, “ *or a member of a Member Society*”
- 18 Clause 15 (3) add after ‘cast at the meeting’ the words “*The resolution to remove a trustee will include the date from which the removal is to be effective*”
- 19 Clause 15 4 add after ‘written representations’, “*to the chairman of trustees*”
- 20 Clause 15 5 insert after ‘notice’ and before ‘to’ , “*and grounds for the appeal*” and after ‘to’, “*the Chairman of*”
- 21 Clause 17 (2) (b) delete “two” and replace with “ *at least the nearest whole number of members in excess of 50%*”
- 22 Clause 18 (5) (d) replace the word “three” by “two”
- 23 Clause 18 (5) (f) add , after ‘trustees’ “*and sustained by a majority vote of the remaining charity trustees*”
- 24 Clause 18 after sub clause 5 insert a new sub clause to be numbered 6 as follows

Election of Vice Chairman

- (a) *A Vice Chairman shall be elected by secret ballot by the charity trustees.*
- (b) *Only those 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 Vice 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 Vice Chairman is a Regional Councillor, the Vice Chairman is not required to vacate the office of Regional Councillor.*
- (d) *The Vice Chairman shall assume office at the end of the AGM at which their appointment is announced and shall hold office for one year but is eligible for re-election.*

(e) The election of a Vice Chairman does not anticipate an automatic advance to Chairman.

(f) The Vice Chairman must resign (but subject to the above may stand for re-election) if requested in writing by at least three charity trustees and sustained by a majority vote of the remaining charity trustees.

(g) If the office of Vice Chairman becomes vacant, the charity trustees shall elect a charity trustee (by secret ballot) to act as interim Vice Chairman until the next AGM. “

28 As a consequence of inserting a new sub clause 6 in clause 18, existing sub clauses 6,7,8,9,10 shall be renumbered 7,8,9,10 and 11 respectively.

29 Clause 19 (1) add after ‘allocate’, *“all classes of membership as defined in the Clause 9.6 (a)”* and delete the words “Societies, Associate members, Individual members, Joint members, Honorary Members and Life members”

30 Clause 19 (5) delete “two” and replace by *“three”*.

31 Clause 19 (7) after ‘Any Regional Committee Member’ add *“and those classes of membership”* deleting “and those Societies, Individual, Joint, Honorary and Life members”

32 Clause 19 (7) (b) delete “Regional Committee” and insert *“Chief Operating Officer from Head Office”*

33 Clause 19 (8) (d) between ‘Regional Committee’ and ‘may co-opt’ the words *“with the consent of the Regional Councillor”*.

34 In ‘Definitons’

Individual Member is an individual *subscribing* member of NODA

Member includes a Society *“whether or not it be incorporated”*

Natural Person is added and *“is an individual person, not a body corporate or a partnership.*

Words/phrases of original text used to locate a change are indicated by ‘ ‘

Words to be deleted are marked “ “ and are in standard text

Words/phrases inserted are indicated “ “ and are in italics.