

# **NODA Byelaws 2024**

(Amended & approved August 2024)

## **1 BYELAWS FOR THE CONDUCT OF GENERAL MEETINGS OF THE NATIONAL OPERATIC & DRAMATIC ASSOCIATION CIO**

1. If within half an hour from the time appointed for the holding of a General Meeting a quorum in accordance with Clause 11 (5) (b) is not present, the meeting if convened on requisition under Clause 11 (2) (b) shall be dissolved. In any other case, it shall stand adjourned to such time and place as shall by notice in writing be appointed. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the persons then present shall be a quorum.
2. With the consent of any General Meeting at which a quorum is present, the Chair may adjourn that meeting to such time and place as the meeting shall determine provided always that the Councillors, Regional Representatives, Regional Officers, Societies and Members shall be entitled to six weeks' notice of an adjourned meeting and of the business to be transacted thereat other than the business which would have been transacted at the meeting from which the adjournment took place.
3. At all General Meetings, a resolution put to the vote of the meeting shall be decided on a show of voting cards by a majority of the persons present and entitled to vote unless before or upon the declaration of the result of the show of voting cards a poll be demanded by the Chair or by at least three persons present and entitled to vote. Unless a poll be so demanded a declaration by the Chair that a resolution has been carried by a particular majority or lost or not carried by a particular majority shall be conclusive and an entry to that effect in the minute book of the Association shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.
4. If a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chair shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
5. No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.
6. In the case of an equality of votes, either on a show of voting cards or at the poll, the Chair shall be entitled to a further or casting vote for the express purpose of maintaining the status quo.
7. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
8. (a) Save as hereinafter provided, no person other than a Member who shall have paid every subscription and/or other sum (if any) which shall be due and payable to the Association in respect of his membership shall be entitled to be present or to vote on any question either personally or by proxy or as proxy for another Member or any Society at the General Meeting.

(b) No Society shall be entitled to attend or vote at any General Meeting either by a representative (as hereunder provided) or by a proxy unless every subscription and other sum (if any) due from such Society in respect of its membership of the Association shall have been paid.

9. (a) A Society which is not incorporated may by the method authorised by its own regulations or Constitution appoint such one of its own Members (whether a Member of the Association or not) to act as its representative at any General Meeting of the Association. A Society which is incorporated may by resolution of its directors or any other governing body appoint such person (whether a Member of the Association or not) to act as its representative at a General Meeting of the Association.

(b) A person so appointed as aforesaid shall be entitled to attend such meeting and exercise thereat on behalf of the Society which they represent all the powers of voting (whether on a show of voting cards or on a poll) and otherwise of such Society and shall for all purposes be deemed to be a Member present at such meeting.

(c) The Association shall accept as sufficient evidence of the appointment of any such representative as aforesaid a statement in writing signed by any two principal Officers of the Society stating that the appointment had been made in accordance with the regulations and Constitution of the Society.

10. Votes may be given on a poll either personally or by proxy.
11. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation under its common seal or if the appointer is an unincorporated Society under the hand of some officer duly authorised in that behalf.
12. The instrument appointing a proxy and the power of attorney (if any) under which it is signed, or a notarial certified copy thereof, shall be deposited at head office at least seventy-two hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposed to vote in respect thereof.
13. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
14. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy provided that no intimation in writing of the death or revocation shall have been received at head office seventy-two hours at least before the time fixed for holding the meeting.
15. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit.

**PROXY NODA CIO XXXXXXXX GENERAL MEETING**  
**xx day of xxxxxx 20xx at X.XX pm at xxxxxxxxxx**

If you are unable to attend the EGM/AGM but would like to use your proxy vote, please complete this proxy and return by post to 15 The Metro Centre Peterborough PE2 7UH. Alternatively, you may send the form electronically to [info@noda.org.uk](mailto:info@noda.org.uk) to arrive no later than xx day of xxxxx 20xx.

**Proxy voting form (see notes)**

(1) I/we .....

(2) Of.....

Being a member of the National Operatic and Dramatic Association and entitled to.....votes (3), hereby appoint..... or the Chair of the meeting, to vote for me on my behalf at the Annual General Meeting of the Association to be held on xx day of Xxxxxx 20xx and every adjournment thereof as instructed below:

**RESOLUTION:-**

	FOR	AGAINST	ABSTAIN
1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

As witness my hand this.....day of.....20xx

Signed.....Individual/Joint/Life/Honorary Member or

Society and Position held in that Society.....

**Notes**

- (1) This form, if used by a Society, should be completed and signed by an Officer (giving his/her designation) holding sufficient authorisation from a Society under the NODA byelaws.
- (2) If a Society uses this form, its full name should be entered at (2) above. If an Individual Member uses this form, their address should be entered at (2)
- (3) Under Clause 10, an Individual, Honorary or Life Member has one vote, each pair of Joint Members shall have one vote each and each Society has five votes. Each charity trustee and each member of a Regional Committee shall have one vote. 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 the class of membership or office held, unless they hold a proxy for another Member in accordance with Clause 11.
- (4) Completed proxy forms must be returned to The Chair, NODA, 15 The Metro Centre, Peterborough, PE2 7UH by xx day of xxxxxx 20xx

## 2 BYELAWS RELATING TO THE MEMBERSHIP OF NODA

1. Every Member of NODA shall receive (or shall be given electronic access to) a copy of NODA's Constitution and its Byelaws.
2. Application for membership
  - a. The following classes of membership may be applied for:
    - i. Society: Open to any club, institution, organisation or association of persons, whether incorporated or unincorporated, which meets the following criteria;
      - it is a voluntarily organised group of individuals;
      - formed for the public benefit, the benefit of a defined community, or for the personal improvement, social networking or leisure activity of its Members;
      - to produce and promote theatrical works for public performance;
      - whose governing document provides for it to be managed by a committee, officers, directors or trustees none of whom receive payment except for the reimbursement of defined expenses; and
      - which contain provisions for dissolution materially the same as those in Clause 29 of NODA's Constitution.
    - ii. Associate: Open to club, institution, organisation or association of persons, whether incorporated or unincorporated, that produces and promotes theatrical works for public performance but does not satisfy the criteria for society membership.
    - iii. Corporate Partners: Open to commercial organisations that do not satisfy the criteria for Society or associate membership.
    - iv. Individual: Open to any person who is interested in furthering NODA's purposes
    - v. Joint: Open to any two individuals living at the same address who are interested in furthering NODA's purposes.
    - vi. Schools, Colleges and Universities: Open to any educational institution that engages in the education of individuals where drama and arts form part of the broader curriculum be the institution state or independently financed. Voting rights are to be restricted to that equivalent to an individual member i.e. one.
  - b. Applications for NODA membership must be made by completing an application form either in writing or online (available on website or hard copy from HO).
  - c. The following classes of membership may be offered to nominees selected by the charity trustees:
    - i. Life member. Clause 18 (9) (d): Currently only a Past President or a Past Chair of the CIO is eligible for nomination.
  - d. The following classes of membership may be offered to nominees selected by any Regional Committee:
    - i. Honorary member: Honorary membership may be offered to any Regional Committee member who has served at least 25 years on a Regional Committee; such service need not be continuous or be served in the same Region.
  - e. The following class of membership exists as at the date of incorporation of NODA, but no new

applications for membership shall be accepted by the charity trustees:

- i. Life member (fully paid up): For the purposes of the Constitution and Byelaws, Life members who are fully paid up shall be treated as if they were an Individual member, other than no membership fees shall be payable.

### **3 BYELAWS FOR THE CONDUCT AND ADMINISTRATION OF REGIONAL COMMITTEES**

1. A Regional Committee shall be set up in each Region. The Regional Committee shall comprise:
  - i. the Regional Councillor as elected under Clause 19 (7) (a) of NODA's Constitution;
  - i. Regional Representatives for each District elected under Clause 19(8)(a) of NODA's Constitution;
  - ii. Regional Officers appointed under Byelaw 3 2i; and
  - iii. Co-opted members appointed under Byelaw 3 2ii.

2. Appointed and Co-opted Members of Regional Committee

- i. The Regional Councillor shall appoint as Regional Officers a Secretary, Treasurer, Membership Secretary and Regional Youth Coordinator as required. Regional Officers need not be the Regional Councillor or Regional Representatives.
- ii. The Regional Councillor in consultation with the Regional Committee may co-opt other members as may be considered of value to the Regional Committee or to fill casual vacancies. These Positions may include:
  - Regional Editor
  - Regional Webmaster
  - Regional Awards Secretary

Clause 19(8)(d) of NODA's Constitution shall apply for any Regional Representative co-opted to fill a casual vacancy.

- iii. Assistant Regional Representatives may be appointed by the Regional Councillor to assist one or more Regional Representatives.
- iv. Regional Officers and co-opted positions on Regional Committees including Assistant Regional Representatives shall be reviewed at least annually and no later than the first meeting of the Regional Committee following the Annual General Meeting. Holders of these positions may be reappointed. The Regional Councillor's decision is final.
- v. The Council reserve the power to remove any Regional Representative, Assistant Regional Representative or any member of a Regional Committee either summarily or upon notice who become through illness or any other cause incapable of fulfilling their responsibilities efficiently or who shall be guilty of any conduct derogatory to the Association or incompatible with their responsibilities to the Association and thereupon such office shall become vacant. Any person so removed may appeal to the Chair of Trustees if this is not satisfactory the provisions contained in Clause 15(5) of the Constitution will apply to such dismissal.

3. The Regional Councillor with the support of the Regional Committee shall be responsible for the following:

- a. Promoting the interests of NODA and its members in the Region.
  - b. Assisting head office in maintaining NODA's regional & national membership records and notifying NODA of them and of changes to them as they may occur.
  - c. Compiling and regularly distributing to members newsletters and other publications containing information of benefit to NODA and its members in the Region.
  - d. Arranging for elections of the Regional Councillor and Regional Representatives, if necessary, by postal or electronic ballot; where a vote is necessary for the election of the Regional Councillor this to be conducted by head office.
  - e. Organising Regional meetings as required.
  - f. Approving Regional awards (for example for competitions and scholarships).
  - g. Causing proper books of account to be kept in respect of all the Region's income and expenditure and to allow them to be inspected at any time by any person authorised by the charity trustees and ensuring a copy of them to be submitted to the charity trustees by the date and for the period determined by the charity trustees from time to time.
  - h. Arranging for a statement showing the costs of administering the region, to be presented to the Region's members at the Regional Annual General Meeting, and such other activities as the charity trustees may from time to time decide.
4. Reimbursement of Expenses: The Regional Committee may claim reasonable expenses from NODA for any or all of the following, providing that the amounts of those expenses do not exceed any budget agreed between the Regional Committee and the Charity Trustees:
- a. The Regional Committee's postage, telephone, stationery and equipment expenses
  - b. The expenses of Regional Committee and Regional general meetings
  - c. Expenses for members of the Regional Committee to attend NODA general meetings and national meetings of the Regional Representatives. An allowance will be made against the attendance fee or fees for up to 2 committee members attending the National Conference at an amount and on terms decided by council annually
  - d. Expenses for members of the Regional Committee appointed to serve on regional sub-committees and working parties
  - e. Subscriptions for membership of relevant bodies
  - f. Any other items that the charity trustees may from time to time decide
5. The Regional Councillor shall convene a Regional General Meeting of Region's members at least once in each year.
6. The membership in each Region is as determined by the charity trustees under Clause 19 (1) of NODA's Constitution and set out in the Byelaws relating to the division of NODA into Regions.
7. At the Region's annual general meeting, the Regional Councillor and the Regional Representatives shall be declared elected and the names of the Regional Officers be announced.
8. No business shall be transacted at any Regional General Meeting unless a quorum is present when the meeting proceeds to business. A quorum shall be representatives of 5 per cent of the total number of the Region's members.
9. The Regional Councillor shall act as chair at Regional General Meetings and Regional Committee

meetings at which he or she is present. If absent, those present shall elect a chair.

10. All resolutions and recommendations made at these meetings shall be recorded.
11. The Regional Councillor may convene a meeting of the Regional Committee at any time and shall convene such a meeting within one month after the receipt of a requisition signed by no fewer than three members of the Regional Committee stating the purpose for which such meeting is required.
12. The quorum for a meeting of a Regional Committee shall be at least the nearest whole number of members of the committee eligible to vote in excess of 50%; (members present include those physically meeting together plus those attending electronically complying with the provisions of paragraph 17).
13. Questions arising at a Regional Committee meeting shall be decided by a majority of votes of the members present, who will each have one vote. Assistant Regional Representatives shall not have a vote. The chair shall have a casting vote for the express purpose of maintaining the status quo.
14. The Regional Councillor shall refer to the Council all resolutions and recommendations of the Regional General and Committee meetings.
15. Any additional expense resulting from an inexcusable failure to provide receipts for expenses or books of accounts and other financial information by the dates set by the charity trustees and to abide by the conditions relating to the submission of financial information laid down in the Treasurers' Manual may be deducted from any budget for expenses agreed by the charity trustees.
16. So far as the same are not inconsistent with these Byelaws, Clause 11 of NODA's Constitution shall apply to Regional General Meetings.
17. A Regional Committee meeting may be held by suitable electronic means agreed by the Regional Officers in which each participant may communicate with all the other participants. A Regional Officer shall qualify as being present at the meeting, if that person may communicate with all the other participants, and the meeting shall be deemed to take place wherever the Regional Councillor participates from.
18. All the elected and co-opted members of the Regional Committee, other than the Regional Councillor or any elected Life member, whether an Individual member or not, shall on completion of twenty-five years of active service as a member of a Regional Committee, whether that service be continuous or not, be entitled to nomination by the Regional Committee for Honorary membership, such nomination to be submitted to NODA at least three months before the next following NODA AGM for consideration for election at that meeting. (Byelaw 2.2(d)(i)) The nominee shall, upon election, be presented with NODA's silver insignia inscribed "Honorary Member".

#### **4 BYELAWS FOR THE DIVISION INTO REGIONS**

1. In accordance with Clause 19 of NODA's Constitution, the Regions shall consist of the Societies allocated to, and the Members residing in, the following nations, counties, metropolitan and unitary authorities (as defined in 2006):
  - i. **Scotland**
  - ii. **North:** Northumberland, County Durham, Newcastle upon Tyne, Sunderland, Gateshead,

North Tyneside, South Tyneside, Hartlepool, Middlesbrough, Redcar and Cleveland, Stockton-on-Tees

- iii. **North East:** North Yorkshire, York, East Riding, Kingston-upon-Hull, Leeds, Bradford, Calderdale, Kirklees, Barnsley, Wakefield, Sheffield, Rotherham, Doncaster, North Lincolnshire, North East Lincolnshire
  - iv. **North West:** Cumbria, Lancashire, Blackpool, Blackburn with Darwen, Bolton, Bury, Rochdale, Oldham, Tameside, Stockport, Manchester, Trafford, Salford, Wigan, Warrington, Halton, St.Helen's, Knowsley, Sefton, Liverpool, Wirral, Cheshire, Isle of Man
  - v. **Wales & Ireland**
  - vi. **West Midlands:** Staffordshire, Stoke-on-Trent, Telford & Wrekin, Walsall, Wolverhampton. Dudley, Sandwell, Birmingham, Solihull, Coventry, Warwickshire, Worcestershire, Shropshire, Herefordshire
  - vii. **East Midlands:** Derbyshire, Derby, Nottinghamshire, Nottingham, Lincolnshire, Rutland, Leicestershire, Leicester, Northamptonshire, Milton Keynes
  - viii. **East:** Cambridgeshire, Peterborough, Norfolk, Suffolk, Essex, Southend, Thurrock, Hertfordshire, Luton, Bedfordshire
  - ix. **London:** Greater London, Slough, Windsor & Maidenhead, Bracknell Forest, Wokingham, Reading, West Berkshire, Buckinghamshire, Oxfordshire
  - x. **South East:** Hampshire, Southampton, Portsmouth, West Sussex, Brighton & Hove, East Sussex, Surrey, Kent, Medway, Isle of Wight
  - xi. **South West:** Gloucestershire, South Gloucestershire, Bristol, North Somerset, Bath & North East Somerset, Somerset, Wiltshire, Swindon, Dorset, Poole, Bournemouth, Devon, Torbay, Plymouth, Cornwall, Isles of Scilly, Channel Islands
2. Any Society or other member of the Association may, with the approval of the Council, belong to a Region other than the one in which they are located and a decision of the Council as to the Region to which any member is allocated for the purpose of this Byelaw shall be final.

## 5 BYELAWS FOR THE PROVISION OF MEMBER SERVICES

- 1. Fixture List: Each Society and Associate member may list the dates, venues and names of forthcoming productions via NODA's website to make such information available on its web site and its social media platforms for other members and members of the public to access.
- 2. For Sale/Wanted: Any member may advise NODA of any vocal scores, libretti, costumes, scenery or other properties the member wishes to sell or hire. NODA may publish electronically, on its social media platforms or any other means, those details but dealings of such articles shall be negotiated directly by the interested members.

## 6 BYELAWS FOR THE USE OF THE NODA CREST AND LOGO

- 1. Each Society Member and Associate Member may use NODA's crest and/or logo in accordance with usage guidance issued by NODA from time to time.
- 2. The crest and logo must not be used by any organisation after termination of membership of

NODA.

## **7 BYELAWS FOR LONG SERVICE AWARDS**

- a. The medal which is known as the NODA Long Service Medal shall be of a design and material as shall be approved by the charity trustees. A person is entitled to the award of the Medal if the Regional Councillor is satisfied that the following conditions are met:
  - i. The person is at the time of application an Individual Member of NODA or a member of a NODA Society Member or member of an Associate Member; and
  - ii. The person has been a member of one or more Societies or Associate Members (the sponsoring societies) as an active playing member or has given active service to amateur theatre for not less than 25 years in total from their first involvement in an amateur production; and
  - iii. The person has not received any remuneration other than a refund of actual expenses for services to the sponsoring societies. Payment for services to amateur theatre other than to the sponsoring societies, however, shall not preclude the person from being awarded the Medal.
- b. In addition to the 25 year Long Service Award the awards secretary on behalf of NODA may authorise the issue of a silver bar or other incremental 5 year badges for each further period of five years over the Medal qualifying period of 25 years.
- c. A person is entitled to the award of a gold bar worn on a distinctive ribbon to the Medal if the Regional Awards Secretary is satisfied that the conditions set out in Byelaw 7 i are met for a total of 50 years' qualifying service.
- d. A person is entitled to the award of a gold bar with diamond insert to the Medal if the Regional Councillor is satisfied that the conditions set out in Byelaw 7 1 are met for a total of 60 years' qualifying service.
- e. In addition to the awards authorised in Byelaw 7a–d. the Regional Awards Secretary may authorise medals and pins indicating active service to amateur theatre for each completed 5 years of service from 5 years of service onwards.
- f. Youth Awards can be awarded for 3 years of service starting at any age up to the age of 20 and that it can then be awarded incrementally for every 3 years after that initial certificate providing they have met the conditions set out in Byelaw 7a.
- g. There shall be a Commemorative Medallion known as the NODA Commendation Award which a Society or Associate may present to a person who has served amateur theatre for at least 10 years but who under the preceding Byelaws does not qualify (and is not likely to qualify after a period of time) for any other Long Service Award.
  - i. Whilst the Long Service Award and Commendation Award are not mutually exclusive, service which has contributed to the award of either cannot subsequently be considered as contributing towards the award of the other.
- h. Applications for the awards of medals and badges shall be made in the form prescribed by head office with approval from the COO. In the event of a query, the decision of the Regional Councillor in all matters concerning eligibility for awards shall be final.

## 8 BYELAWS IN RELATION TO POSTAL AND ELECTRONIC VOTES

- a. The charity trustees must appoint at least two persons independent of NODA membership to serve as scrutineers to supervise the conduct of a postal and electronic ballots and the counting of votes.
- b. If postal and/or electronic voting is to be allowed on a matter, NODA must send to each recipient not less than 21 days before the deadline for receipt of votes cast in this way:
  - i. A notice to an electronic address, if the recipient has agreed to receive notices in this way under Clause 22 of NODA's Constitution (Use of electronic communication), including an explanation of the purpose of the vote and the voting procedure to be followed by the recipient, and containing details of the resolution being put to a vote, or of the candidates for election, as applicable; and
  - ii. A notice by post to all other Members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the Member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- c. The voting procedure must require all forms returned by post to be in an envelope with the Member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for NODA', at NODA's principal office or such other postal address as is specified in the voting procedure.
- d. The voting procedure for votes cast electronically must require the voter's name to be included in the electronic communication, and the electronic communication must be authenticated in the manner specified in the voting procedure.
- e. Electronic votes must be accessed only by a scrutineer.
- f. The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- g. The scrutineers must make a list of names of those casting valid votes, and a separate list of those who cast votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A person or organisation who has cast a valid postal or electronic vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A person or organisation that has cast an invalid vote by post or electronically is allowed to vote at the meeting and counts towards the quorum.
- h. For postal votes, the scrutineers must retain any internal envelopes (with the voter's name and signature). For electronic votes, the scrutineers must retain any part of the electronic communication that includes the voter's name. In each case, a scrutineer must record on this evidence of the voter's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- i. Votes cast by post or electronically must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and electronically and the number of votes received which were invalid.
- j. The scrutineers must not disclose the result of the postal/electronic ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only

at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.

- k. Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of those submitting valid postal votes; evidence of those submitting valid electronic votes; evidence of invalid votes; the valid votes; and the invalid votes.
- l. Any dispute about the conduct of a postal or electronic ballot must be referred to the Chair of the CIO.