



Banbury Operatic Society (BOS) and Youth of Banbury Operatic Society (YOBOS)

A Charitable Incorporated Organisation with voting members other than its charity trustees

Constitution

Version 1.2

Approved at General Meeting of BOS Membership 3 March 2020

Amended by Annual General Meeting of BOS Membership 3 September 2025

Date of this constitution (last amended): 15 December 2025

(1) Name

The name of the Charitable Incorporated Organisation (“the CIO”) is **Banbury Operatic Society & Youth of Banbury Operatic Society** (known as BOS & YOBOS).

(2) National location of principal office

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

(3) Objects

The objects of Banbury Operatic Society (BOS) are to advance the education of the public in the musical, operatic and dramatic arts; to further the development of public appreciation and taste in said arts; the promotion of community participation in said arts, in particular by the provision of opportunities to participate in said arts in the area of Banbury, Oxfordshire and neighbouring counties.

The CIO shall also pursue its objects among young people through the activities of a youth section known as Youth of Banbury Operatic Society (YOBOS), which will advance in life and help young people through the provision of recreational and leisure time activities provided in the interest of social welfare, designed to improve their conditions of life, in the area of Banbury, Oxfordshire and neighbouring counties.

(4) Powers

The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO has power to:

- (1) promote musical, operatic and dramatic works of educative value;
- (2) purchase, acquire and obtain interests in the copyright of, or the right to perform, or show any musical, operatic and dramatic works;
- (3) purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other necessary effects;
- (4) raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise, provided that in raising funds the CIO shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (5) co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or similar charitable purposes and to exchange information and advice with them;
- (6) assist and further such charitable institutions and charitable purposes as the Executive Committee shall from time to time determine;
- (7) appoint and constitute such advisory committees as the Executive Committee may think fit;
- (8) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (9) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (10) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (11) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- (12) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO 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;
- (13) do all such other lawful things as are necessary for the achievement of the objects of the Society.
- (5) Application of income and property**
- (1) The income and property of the CIO must be applied solely towards the promotion of the objects.
- (a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
- (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO'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 the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:
- (a) a benefit from the CIO as a beneficiary of the CIO;
- (b) reasonable and proper remuneration for any goods or services supplied to the CIO.
- (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 the CIO on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the CIO;
- (c) be employed by, or receive any remuneration from, the CIO;
- (d) receive any other financial benefit from the CIO;
- 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 Charity Commission ("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 the CIO as a beneficiary, provided that it is available generally to the beneficiaries of the CIO.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than

the Bank of England bank rate (also known as the base rate).

- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The CIO and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods (“the supplier”).
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for their decision is recorded by the charity trustees in the minute book.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In sub-clauses (2) and (3) of this clause:

- (a) “the CIO” includes any company in which the CIO:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% 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 33 (Interpretation);

(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 the CIO or in any transaction

or arrangement entered into by the CIO 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 the CIO and any personal interest (including but not limited to any financial interest).

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.

(8) Liability of members to contribute to the assets of the CIO if it is wound up

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

(9) Membership of the CIO

(1) BOS Membership categories

Membership of BOS shall run from 1st June to 31st May the ensuing year, and shall consist of individual members aged 14 or over, who fall into one of the following categories:

- (a) BOS Life Member: a BOS member who has been approved by a vote in a BOS general meeting as a worthy recipient of this permanent honorary status, due to the contribution they have made to the CIO over the years;
- (b) BOS Performing Member: a member who is not a life member and wishes to be eligible to appear onstage as an actor, singer and/or dancer in any public BOS production or concert during the society year in question;
- (c) BOS Non-Performing Member: a member who is not a life or performing member and may contribute to BOS in any non-performing capacity required but shall not be eligible to appear onstage as an actor, singer and/or dancer in any public BOS production or concert;
- (d) Friend of BOS & YOBOS: any person, organisation or corporate body who is interested in the CIO and is prepared to pay the appropriate yearly subscription to the CIO as stipulated by the AGM from time to time;
- (e) Life Friend of BOS & YOBOS: any person who is interested in the CIO and is prepared to pay a one-off subscription of ten times the yearly Friend of BOS & YOBOS subscription to the CIO to secure such status permanently.

A Friend of BOS & YOBOS who is a natural person, or a Life Friend of BOS & YOBOS, may also be a Life, Performing or Non-Performing Member; but shall not be eligible to appear onstage as an actor, singer and/or dancer in any public BOS production or concert solely by virtue of their status as a Friend of BOS & YOBOS.

The trustees shall determine in each society year certain additional benefits which are available only to Friends of BOS & YOBOS and Life Friends of BOS & YOBOS. These may include private events, priority bookings and/or complimentary tickets.

All BOS members aged sixteen or over who have paid their annual membership subscription within fourteen weeks of its falling due, or by the commencement of the Annual General Meeting in that year if earlier, will be entitled to attend and vote at any BOS General Meeting. BOS Members aged under sixteen may attend such meetings but may not vote.

(2) YOBOS Membership

Membership of YOBOS shall run from the date of a production audition day until the

day following the final YOBOS performance of that said production.

- (a) YOBOS Production Member: any person aged between eleven and nineteen years old on the date of a production audition day who may appear onstage as an actor, singer and/or dancer in that production or concert and/or may contribute to YOBOS in any non-performing capacity required

YOBOS members shall not become members of BOS, nor be entitled to the privileges of BOS membership, solely by virtue of membership of a YOBOS production. They shall be non-voting associate members of BOS for the duration of their YOBOS membership.

(3) Admission of new members

(a) Eligibility

Membership of the CIO is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated their agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

All members and Life Friends of BOS & YOBOS must be individual natural persons. A Friend of BOS & YOBOS may be any legal person, including corporate bodies, unincorporated organisations or charities.

(b) Admission procedure

The charity trustees:

- (i) shall require all members to pay the appropriate membership subscription;
- (ii) may require BOS Performing Members, but not other categories of Member, to have successfully completed an audition before the audition committee;
- (iii) shall, if they approve an application for membership, notify the applicant of their decision within 21 days;
- (iv) may refuse an application for membership if they believe that it is in the best interests of the CIO 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;
- (vi) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final; and
- (vii) may delegate the responsibilities described in (i) to (v) above to the Membership Secretary, or another Officer of the Society.

(4) Transfer of membership

Membership of the CIO cannot be transferred to anyone else.

(5) Duty of members

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

(6) Termination of membership

- (a) Membership of the CIO comes to an end if:
 - (i) the member dies; or
 - (ii) the member sends a notice of resignation to the charity trustees;or

- (iii) any sum of money owed by the member to the CIO is not paid in full within fourteen weeks of its falling due, or by the commencement of the Annual General Meeting in that year if earlier; or
 - (iv) the charity trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership, and a resolution is passed to that effect by at least three-fifths of its trustees.
- (b) Before the charity trustees take any decision to remove someone from membership of the CIO 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 the member should be removed from membership or not;
 - (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.

(7) Membership fees

- (a) The CIO requires members to pay a non-refundable annual membership fee to the CIO. This fee is payable by all members except Life Members and must be paid within fourteen weeks of its falling due, or by the commencement of the Annual General Meeting in that year if earlier. Payment of such a fee entitles members to receive copies of the BOS newsletter, and attend and vote in the BOS AGM.
- (b) Payment of the membership subscription also entitles Performing Members to appear onstage in BOS productions, and audition for principal roles in BOS productions during the society year in question.
- (c) Life Members are entitled to the benefits described in (a) and (b) above without the requirement to pay a subscription.
- (d) All members (including Life Members) wishing to appear onstage in a public BOS production will also be required to pay a Production fee.
- (e) Any person who is not an existing member and pays a subscription fee within nine weeks of the end of the current membership year shall be considered a member from that time until the end of the following membership year.

(8) Associate (non-voting) membership

- (a) The charity trustees, or the Executive Committee acting on their behalf, may grant any person associate non-voting membership and may determine the rights and obligations of any such members; these may include appearing onstage as an actor, singer and/or dancer in any public BOS production or concert, payment of membership fees and/or successful completion of an audition. The conditions for admission to,

duration of, and termination of such membership shall be determined by the trustees on a case-by-case basis.

- (b) Additionally, YOBOS production members shall be considered associate non-voting members of BOS, without the right to appear onstage as an actor, singer and/or dancer in any public BOS production or concert other than the YOBOS production in question, for the duration of their YOBOS membership.
- (c) Other references in this constitution to “members” and “membership” do not apply to any associate 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) Members’ decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, any decision of the members of the CIO 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. The trustees may agree to include votes cast by postal or email ballot, and/or proxy votes, but only if the terms of that resolution were provided in writing to all members at least fourteen days in advance of the meeting.

(3) Taking ordinary decisions by written resolution without a general meeting

- (a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
 - (i) a copy of the proposed resolution has been sent to all the members eligible to vote; and
 - (ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member’s agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.
- (b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.
- (c) Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (a) above
- (d) Not less than 10% of the members of the CIO may request the charity trustees to make a proposal for decision by the members.
- (e) The charity trustees must within 21 days of receiving such a request comply with it if:
 - (i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
 - (ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

- (iii) Effect can lawfully be given to the proposal if it is so agreed.
- (f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

(4) Decisions that must be taken in a particular way

- (a) Any decision to remove a trustee must be taken in accordance with clause 15(2).
- (b) Any decision to amend this constitution must be taken in accordance with clause 33 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 34 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

(11) General meetings of members

(1) Types of general meeting

The Annual General Meeting of the CIO will be held on the first Wednesday of September of each year, and the General Secretary shall give at least fourteen days' written notice of such a meeting. The first AGM of the new CIO must be held within 18 months of the registration of the CIO, and subsequent AGMs will be held at intervals of not more than 12 months. The AGM must receive the annual statement of accounts (duly examined) and the trustees' annual report and must elect trustees as required under clause 13.

Other general meetings of the members of the CIO may be held at any time.

The Executive Committee, or any eight members of the CIO, may call an Extraordinary General Meeting to deal with any matters of policy in connection with the CIO, but at least fourteen days' written notice of such a meeting must be given.

All general meetings must be held in accordance with the following provisions.

(2) Calling general meetings

- (a) The charity trustees:
 - (i) must call the annual general meeting of the members of the CIO 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 of the members at any time.
- (b) The charity trustees must, within 21 days, call a general meeting of the members of the CIO if:
 - (i) they receive a request to do so from at least 10% of the members of the CIO; and
 - (ii) the request states the general nature of the business to be dealt with at the meeting and is authenticated by the member(s) making the request.
- (c) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.
- (d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (f) Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.
- (g) If the charity trustees fail to comply with this obligation to call a general

meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

- (h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (i) The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the CIO 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, the relevant members of the CIO, must give at least 14 clear days' notice of any general meeting to all of the members, and to any charity trustee of the CIO who is not a member.
- (b) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- (c) The notice of any general meeting must:
 - (i) state the time and date of the meeting;
 - (ii) give the address at which the meeting is to take place;
 - (iii) give the general nature of any other business to be dealt with at the meeting;
 - (iv) may give particulars of any resolution which is to be moved at the meeting; and
 - (v) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;
 - (vi) may include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 27 (Use of electronic communication), details of where the information may be found on the CIO's website.
- (d) 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.
- (e) 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 the CIO.

(4) Chairing of general meetings

the Chairman or Vice-Chairman of BOS shall if present at the general meeting and willing to act, preside as chair of the meeting. The charity trustees may appoint another person to chair the meeting as per 19(2) (Chairing of meetings), but if they do so must give 14 days' advance notice to all members. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be

the greater of 15 members or 5% of the number of full members.

- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 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 15 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 the CIO's members 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 trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.
- (6) Voting at general meetings**
- (a) Any decision other than one falling within clause 10(4) (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 votes subject to clause 10(2) of this constitution). Every eligible member has one vote. Members under the age of sixteen, YOBOS members and associate members (unless otherwise qualified) do not have voting rights.
 - (b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.
 - (c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. 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.
 - (d) A poll may be taken:
 - (i) at the meeting at which it was demanded; or
 - (ii) at some other time and place specified by the chair; or
 - (iii) through the use of postal or electronic communications.
 - (e) In the event of an equality of votes, whether on a show of hands or on a poll, the view of a majority of trustees present and voting may assign the casting vote; in the event that an equality of votes remains, the chair of the meeting shall have a second, or casting vote.
 - (f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Representation of organisations and corporate bodies as Friends of BOS & YOBOS

An organisation or a corporate body that is a Friend of BOS & YOBOS may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO.

The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual Friend of BOS & YOBOS.

(8) 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.

(12) Charity trustees

(1) Functions and duties of charity trustees

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

- (a) to exercise their powers and to perform their functions as a trustee of the CIO in the way they decide in good faith would be most likely to further the purposes of the CIO; 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 they have or hold themselves as having; and
 - (ii) if they act as a charity trustee of the CIO 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 one may be appointed as a charity trustee:
 - (i) if under the age of 16 years; or
 - (ii) if they would automatically cease to hold office under the provisions of clause 15(1)(f).
- (c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until they have expressly acknowledged, in whatever way the charity trustees decide, their acceptance of the office of charity trustee.
- (d) The trustees must collectively ensure that at least one trustee of the CIO is explicitly tasked to ensure the interests of YOBOS members are considered.
- (e) Preferably, at least one trustee should not be a member of the Executive Committee.

(3) Number of charity trustees

- (a) There should be five elected trustees.
- (b) There must be at least three 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 first charity trustees of the CIO, until the first AGM following incorporation, are:

- Jonathan Rubery
- Sharon Smith
- Amanda Anderson
- Ben Coleman
- Les Pratt

(13) Appointment of charity trustees

- (1) At every subsequent annual general meeting of the members of the CIO, at least

two-fifths of the charity trustees shall retire from office. Such trustees are eligible to be reappointed at that or any subsequent general meeting.

- (2) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- (3) The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (5) of this clause;
- (4) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12(3) on the number of charity trustees would not as a result be exceeded.
- (5) A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses (2) and (3) of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.
- (6) The Chairman, Treasurer, Secretary and Youth Officer of BOS shall automatically, by virtue of holding that office ("ex officio"), be charity trustees.
- (7) If unwilling to act as a charity trustee, the office holder may:
 - (a) before accepting appointment as a charity trustee, give notice in writing to the trustees of his or her unwillingness to act in that capacity; or
 - (b) after accepting appointment as a charity trustee, resign under the provisions contained in clause 15 (Retirement and removal of charity trustees).
- (8) The office of an ex officio charity trustee who does not wish or is not eligible to serve in that capacity may be filled by a general meeting or by the trustees. A trustee appointed in this way, if not otherwise replaced, shall cease to be a trustee when that office holder ceases to hold office.

(14) Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before their first appointment:

- (a) a copy of this constitution and any amendments made to it; and
- (b) a copy of the CIO'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 they:
 - (a) retire by notifying the CIO 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);
 - (b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
 - (c) dies;
 - (d) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
 - (e) is removed by the members of the CIO in accordance with sub-clause (2) of this clause; or

- (f) 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 the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting (or by proxy if permitted by clause 10(2) of this constitution).
- (3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned and all CIO members have 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 the individual concerned has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.

(16) Reappointment of charity trustees

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment. A charity trustee who has served for three consecutive complete two-year terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least two years. No person shall be disqualified from serving as an officer of the society solely by virtue of this clause; in the event that an officer who would normally serve as an ex officio trustee is unable to serve due to this clause, a replacement trustee shall be appointed in accordance with clause 13(8).

(17) Taking of decisions by charity trustees

Any decision may be taken either:

- (1) at a meeting of the charity trustees; or
- (2) 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
 - (a) 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
 - (b) 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 14 days of the circulation date.

(18) 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 term 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, but is subject to the following requirements -
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
 - (b) 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
- (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

(19) Meetings and proceedings of charity trustees

(1) Calling meetings

- (a) Any charity trustee may call a meeting of the charity trustees.
- (b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 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 three charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, 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 they are not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second or 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.

(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;
- (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 clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

(21) CIO Officers

(1) Officers and Terms of Office

The CIO shall elect the following officers at the AGM:

- (a) Chairman (See 'Election of Chairman'; also ex officio a trustee)
- (b) Vice-Chairman (See 'Election of Chairman')
- (c) Secretary (Two years; also ex officio a trustee)
- (d) Treasurer (Two years; also ex officio a trustee)
- (e) Assistant Secretary (Two years)
- (f) YOBOS Treasurer (Two years)
- (g) Membership Secretary (Two years)
- (h) Youth Officer (Two years; also ex officio a trustee)
- (i) Box Office Manager (unlimited term of office)

(2) Election of Chairman

The Vice-Chairman of the Society will be elected biannually at the AGM as Chairman-elect and will succeed the current Chairman after one year. When the Vice-Chairman succeeds as Chairman (and generally as a trustee), the retiring Chairman will remain on the Committee for a further year as retiring Vice Chairman. When a Vice-Chairman is elected, the retiring Vice-Chairman is not eligible to stand for immediate re-election to that office but will be eligible for re-election after a period of two years.

(3) Election of officers other than Chairman with two-year terms

The Vice-Chairman, Secretary, YOBOS Treasurer, Membership Secretary and Publicity sub-committee Chairman shall not be elected in the same year as the Treasurer, Assistant Secretary, Youth Officer, YOBOS committee Chairman and Social sub-committee Chairman; unless a new officer is required to cover a vacancy arising during the preceding year. In this event, the replacement officer will serve a term of only one year.

(22) Executive Committee

- (1) The management of the Society's business affairs, subject to delegation by the trustees as permitted by clause 18, shall be vested in an Executive Committee, which shall consist of the Officers of the Society, the chairs of all sub-committees, plus two ordinary committee members elected annually at the AGM for a term of one year.
- (2) The Executive Committee shall have power to co-opt two additional ordinary members to serve until the following AGM, who shall have voting powers. The Committee may also co-opt replacements for officers who leave post during their term until the following AGM, but such replacements shall not become ex officio trustees.
- (3) The Executive Committee shall appoint the Stage Director, Musical Director, Choreographer and/or Production Manager as required for each production, and they shall be full members of the committee for the duration of the production.
- (4) The quorum for the Executive Committee shall be five and, provided that due notice of meetings be given shall, by majority decision, act in the name and on behalf of the Committee.
- (5) All meetings of the Executive Committee shall be chaired by the Chairman or vice Chairman if present and willing to act as chair. Failing this, the Executive Committee shall appoint one of their number to chair the meeting by a majority

vote.

- (6) Minutes shall be recorded and kept for all meetings of the Executive Committee.
- (7) Decisions of the Executive Committee shall be made by a majority of votes of the members of the Executive Committee present. In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.

(23) Sub Committees

- (1) The Executive Committee, subject to delegation by the trustees as permitted by clause 18, may appoint additional sub-committees for the purpose of performing any duty or function which, in the opinion of the Executive Committee, would be more conveniently undertaken by a sub-committee, provided that all such acts and findings of the sub-committees shall be fully and promptly reported to the Executive Committee.
- (2) The AGM will elect Chairmen for a Social sub-committee, a YOBOS committee, and a Publicity sub-committee on an alternative biannual basis. In addition, the Membership Secretary will serve ex officio as Chairman of the Audition Committee and the YOBOS Treasurer shall ex officio be a member of the YOBOS committee. Chairmen of other sub-committees shall be elected biannually by the AGM, and the remaining members shall be appointed annually at the discretion of the Executive Committee.
- (3) The Chairman and Secretary shall be members ex-officio of all sub-committees.
- (4) The Executive Committee shall meet at least six times a year.

(24) Audition Committee

- (1) The Audition Committee consists of trustees and/or full members of BOS (whether performing, non-performing, or Life members). Audition Committee membership shall always include at least one trustee and should always include at least one member who is musically competent, and one who has knowledge of movement.
- (2) Members of the Audition Committee for each meeting shall be drawn from persons listed above as required by the Membership Secretary at their discretion, or in their absence by the trustees. The Membership Secretary shall always ex officio be a member of the Audition Committee.
- (3) The Audition Committee shall conduct and adjudicate on society membership auditions as required by the trustees under clause 9(3)(b).
- (4) Meetings of the Audition Committee are convened and chaired by the Membership Secretary as ex officio chair. Failing this, the trustees shall appoint one of their number to chair the meeting.

(25) Execution of documents

- (1) The CIO shall execute documents by signature of a trustee.
- (2) A document is validly executed by signature if it is signed by at least two of the charity trustees.

(26) Financial Arrangements

- (1) The funds of the CIO shall be applied solely in furthering the Objects of the CIO. Proceeds from public performances of all productions, after deducting expenses, will be devoted to these objects or to a charity with similar objects.
- (2) Generally, the trustees shall delegate the powers required for managing financial arrangements described in the remainder of this clause to the Executive Committee. The trustees may withdraw these powers from the Executive Committee by the procedure stipulated in clause 17, but if they do so shall call a general meeting of the CIO within 28 days.
- (3) The funds of the CIO, including all members' fees, production fees, donations, box office income and bequests, shall be paid into accounts operated by the

Executive Committee in the name of the Society at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee. All electronic payments made from the account must be authorised by at least one other member of the Executive Committee.

- (4) The BOS financial year shall end on 31st May. Prior to the AGM, the YOBOS Treasurer or a person designated by them shall supply income and expenditure details for YOBOS activities in the preceding financial year to the Treasurer. An annual statement of BOS & YOBOS accounts and a Trustees Annual Report shall be prepared by the Treasurer, with the consent of the trustees, for presentation at the ensuing AGM and submitted to the Charity Commission within ten months of the end of the financial year being reported on.
- (5) The accounts of the CIO shall be independently examined annually to review the accounting records kept by the CIO and compare the accounts presented with those records. The Independent Examiners will be elected by the CIO at the AGM and shall remain in office until the ensuing AGM.
- (6) All expenses incurred on behalf of the CIO must be submitted directly to the BOS Treasurer or YOBOS Treasurer as appropriate. At no time should a member be out of pocket as a result of expenses occurred on behalf of the CIO but the BOS Treasurer (or YOBOS Treasurer as appropriate) will only reimburse expenses on the production of appropriate documentation.
- (7) The Executive Committee reserves the right to offer an honorarium to any person offering their skilled services to the CIO for a large extent. An honorarium is defined as an ex gratia payment which is clearly less than the rate which would otherwise reasonably be payable for professional provision of such services. Such an honorarium may be offered to a trustee or member of the CIO, subject to the provisions of clause 6 of this constitution.

(27) Use of electronic communications

(1) General

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

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

(2) To the CIO

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

(3) By the CIO

- (a) Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO 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) (Notice of general meetings); and
 - (ii) give charity trustees notice of their meetings in accordance with clause 19(1) (Calling meetings).
- (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;
- (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.

(28) Keeping of Registers

The CIO 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.

(29) Minutes

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of the CIO;
- (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;
- (4) decisions made by the charity trustees otherwise than in meetings.

(30) 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 the CIO, 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 the CIO entered on the Central Register of Charities.

(31) Rules

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 the CIO, 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 the CIO on request. A general meeting may also make such rules.

(32) Disputes

If a dispute arises between members of the CIO 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.

(33) Amendment of constitution

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

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of the CIO; or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
- (2) Any alteration of clause 3 (Objects), clause 34 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity 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 the CIO'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.

(34) Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
 - (a) at a general meeting of the members of the CIO called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) or 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; or
 - (b) by a resolution agreed in writing by all members of the CIO.
- (2) Subject to the payment of all the CIO's debts:
 - (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
 - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- (3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO 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 the CIO;
 - (ii) a declaration by the charity trustees that any debts and other liabilities of the CIO 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 the CIO 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 the CIO, and to any charity trustee of the CIO who was not privy to the application.
- (4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

(35) Interpretation

In this constitution:

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

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

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

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

“Charity trustee” means a charity trustee of the CIO.

“Poll” means a counted vote or ballot, usually (but not necessarily) in writing.

“Charity Incorporated Organisation” (CIO) means a type of legal format for a registered charity which is afforded limited liability without having to register both as a limited company. They are solely registered with the Charity Commission and only regulated by charity law. This is intended to reduce up-front paperwork and on-going filing obligations and is advantageous for trustees with no previous knowledge of running a company. A CIO is its own legal person that attracts its own liabilities. Incorporation protects the individual members and directors from personal liability for the corporation's debts.

“Natural Person” means a person that is an individual human being, as opposed to a legal person which may also be a private or public organisation.