****

**University of Southampton Students’ Union**

**Constitution of: The University of Southampton Chamber Opera Company.**

# 1. Adoption of the Constitution

This society and its property shall be managed and administered in accordance with this Constitution.

# **2. Name**

The Society’s name is , “ Arias – An Opera Society” (formerly “The University of Southampton Chamber Opera Company” or “Chamber Opera”) and hereinafter ‘(‘Opera Society’)’ or ‘The Society’.

# 3. Objects

The objectives of The Society are to attempt to produce at least one production of an Opera of some sort in each academic year.

# 4. Membership

(1) Membership is open to full or associate members of The Students’ Union. An individual person’s membership is not transferable to any other person(s).

(2) An ‘Active Member’ shall hereinafter be defined as any person who has at any one time fulfilled both of the following criteria:

(a) paid their annual membership subscription fee in the current academic year, in accordance with clause (4) of section **4** of this constitution; and

(b) has taken part in at least one performance event organised by the Society in the last two academic years.

(c) Anyone who fills either of (a) or (b) but not both shall be referred to as a ‘Member’

(2) Only Active Members are entitled to be elected to the Committee, or to vote at a General Meeting.

(3) The Society may charge a fee for admission to Membership, which may be set from time to time at an Ordinary Meeting of the Committee. (Current fee £20 Might needed to be readdressed after fresher intake

(4) The Committee must keep a register of members (‘the register’) on the Student Groups Hub provided by the Students’ Union at [www.susu.org](http://www.susu.org). Needs to be kept on top of.

(5) The Committee may only refuse an application for Membership if, acting reasonably and properly, they consider it to be in the best interests of the Group to refuse the application.

(6) Membership may be terminated at the discretion of the Committee if:

1. the Member resigns by written notice to the Committee.
2. any monies or properties due from the Member to the Society are not returned in full within six months of it falling due.
3. a Member ceases to be qualified for Membership, in accordance with clause 1 of section **4** of this constitution.
4. membership is revoked by a unanimous resolution of the Committee at any ordinary meeting, in accordance with section **13**, ‘Disciplinary Action’.

# 5. General Meetings

(1) The Group must hold an Annual General Meeting (AGM) between 1st March and 30th April in each academic year. No more than fifteen (15) months may elapse between successive AGMs. All Members must be given at least seven (7) days of notice prior to any AGM in accordance with section **6** clause (1)of this constitution. All Members must be invited to make nominations in accordance with section **9** of this constitution.

(a) For the Annual General Meeting, the quorum will always equal 50% of the current total of Active Members. Failure to meet the quorum will result in the invalidation of the meeting’s proceedings.

(b) The election of officers of The Committee for the following academic year shall take place at the AGM.

(c) The proceedings of the AGM may not be invalidated by the failure of any member to receive the given notice of seven (7) days.

(2) A General Meeting that is not an Annual General Meeting is called an Extraordinary General Meeting (EGM).

(3) The Committee may call an Extraordinary General Meeting at any time. The Committee must give all Members at least seven (7) days of notice prior to the EGM and notify the Members of the business to be discussed.

(a) For the EGM, the quorum will always equal 35% of the current total of Active Members. Failure to meet the quorum will result in the invalidation of the meeting’s proceedings.

(b) No other business than that stated at least seven (7) days before the EGM may be discussed or voted for at the EGM.

(c) The proceedings of the EGM may not be invalidated by the failure of any member to receive the given notice of seven (7) days.

(4) The Committee must call an Extraordinary General Meeting if requested to do so in writing by at least 50% of the current Active Members of the Society.

(a) The Active Members’ written request must state a complete agenda for the EGM.

(b) If the Committee do not give notice of an EGM within 14 days of their receipt of the Members’ written request, the Members may proceed to hold an EGM in accordance with Clause 6, ‘Proceedings of General Meetings’.

# 6. Proceedings of General Meetings

(1) Notice:

(a) The minimum period of notice required to hold an Annual General Meeting is 7 days. The minimum period of notice required to hold an Extraordinary General Meeting is 7 days.

(b) The notice must specify the date, time and place of the General Meeting, and an agenda for the General Meeting.

(c) If the General Meeting is to be an AGM, the notice must say so, and must invite nominations in accordance with Clause 9, ‘Appointment of the Committee’.

(d) Notice must be given to all Members and to the Committee.

(2) Chairing:

(a) General Meetings shall usually be chaired by the person who has been elected as President.

(b) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the General Meeting, the Ordinary Member must chair the meeting. If this is not possible for any reason, the present Members must elect a Member present to chair the meeting.

(3) Voting:

(a) Every Active Member present at a General Meeting, with the exception of the Chair, shall be entitled to one vote upon every voting matter. In the case of a tied vote, the Chair shall have a casting vote.

(b) Decisions on voting matters may only be made by a simple majority of votes at a quorate General Meeting.

(c) All voting shall be by a blind show of hands or by any other anonymous method e.g. anonymous slips of paper in accordance with SUSU. (formerly just blind show of hands)

(d) Absentees may not vote by proxy at the discretion of the Chair. Attendance is now mandatory

(5) Minutes:

(a) Minutes must be taken by the Secretary of all proceedings at a General Meeting, including the decisions made and where appropriate the reasons for the decisions.

(b) Minutes of a General Meeting shall be made available to all Members within seven days.

(7) Reports:

(a) If the General Meeting is an AGM, the Chair may invite any of the Committee to offer a report of their activities whilst in office.

(b) The President must make a full report of the society’s activities of the previous University Academic Year at the AGM.

(c) The Treasurer must present the Group’s accounts to the Members at the AGM.

(d) At the AGM, the Committee shall present a review of the constitution and the society shall vote to approve or disapprove any changes that the Committee have made.

(8) Only the committee may propose resolutions to be discussed and voted on at any General Meeting. They must include any resolution proposed to them by at least 50% of the current total of Active Members of the Society.

# 7. Officers and the Committee

(1) The Group and its property shall be administered and managed by a Committee comprising the officers appointed in accordance with Clause 9, ‘Appointment of the Committee’.

(2) The Group shall have the following officers:

(a) President. The President shall oversee the organisation and management of the Society and the Committee as a whole; ensure the officers’ accountability to Members, the Committee, and the Students’ Union; and represent the Group to all external interests. The President must usually act as Chair of any General Meetings and Ordinary Meetings of the Committee.

(b) Secretary /VP. The Secretary shall oversee the administration of the Society, take minutes at General Meetings and Ordinary Meetings of the Committee, and maintain the register.

(c) Treasurer. The Treasurer shall oversee the financing of the Society, set the Society's budget, and maintain the accounts of the Group.

(d) Librarian. The Librarian shall be responsible for the hiring of music scores for performances given by the Society. They shall be in charge of monitoring the scores throughout the duration of the year, holding any deposits required for the distribution of those scores at their own discretion, and ensuring the safe return of all scores after the productions.

(e) Social Secretary. The Social Secretary shall organise and publicise social events for the Society’s Members.

(g) Publicity Officer. The Publicity Officer shall communicate the Society’s activities to Members and the Students’ Union, and lead on the organisation of the Society’s representation at the annual ‘Bunfight’. They shall also be required to produce digital designs for posters, flyers and programmes for any Society performance, at the discretion of the Production Team. The Publicity Officer may also join any Production Team as an ‘Associate Producer’ at their own discretion, to complete tasks as required by the Production Team not including the design and sourcing of costumes, set, props or other physical materials.

(h) Ordinary member: The Ordinary member shall complete miscellaneous duties as required by the Committee, and shall Chair meetings in the absence of the President.

(3) No one may be appointed a member of the Committee if he or she has been disqualified from becoming a member of the Committee under the provisions of Clause 13, ‘Disciplinary Action’. All members of the Committee must be Active Members according to section **4** clause (2) of this constitution.

(4) The number of the Committee must not be less than three, though is not subject to any maximum. There must always be:

(a) a President;

(b) a Secretary;

(c) a Treasurer.

(5) A member of the Committee shall cease to hold office if he or she:

(a) ceases to be a Member of the Group;

(b) resigns by notice to the Group, or

(c) is removed from office by a resolution of the Members in General Meeting or a Meeting of the Committee, in accordance with Clause 13, ‘Disciplinary Action’.

# 8. Ordinary Meetings of the Committee

(1) The Committee may regulate their proceedings as they think fit, subject to the provisions of this Clause.

(2) There shall be no fewer than one Ordinary Meeting of the Committee in any given 21 day period.

(3) Meetings of the Committee shall usually be chaired by the person who has been elected as President.

(4) The quorum for an Ordinary Meeting of the Committee shall be three members of the Committee.

(6) No decision may be made by an Ordinary Meeting of the Committee unless a quorum is present at the time the decision is made.

(7) Every member of the Committee shall be entitled to one vote upon every voting matter. In the case of an equality of votes, the Chair shall have a casting vote.

(8) Decisions may only be made by at least a simple majority of votes at a quorate Ordinary Meeting of the Committee.

(9) There shall be no absentee voting.

(10) Minutes must be taken of all proceedings at an Ordinary Meeting of the Committee, including the decisions made.

(11) Any Active Member of the Society is entitled to attend an Ordinary Meeting of the Committee and speak at that meeting. Only members of the Committee may vote at an Ordinary Meeting of the Committee. The Committee are not required to notify Members of an Ordinary Meeting of the Committee.

# 9a. Appointment of the Committee

(1) All those wishing to nominate themselves for a Committee position must inform the Committee at least 24 hours before the proceedings of the General Meeting in which elections are being held.

(2) Only in the event of no nominations being received for any one position (in accordance with section **7** of this constitution) may any Active Member nominate themselves at the occasion of the General Meeting.

(3) Only Active Members as defined by section **4**  clause (2) of this constitution will be eligible to nominate themselves for a position on the Committee.

(4) The Active Members (in accordance with section **4** clause (2)) of the Group in General Meeting shall appoint the officers and ordinary members of the Committee by election with a blind show of hands or by another anonymous method in accordance with SUSU e.g. Anonymous slips of paper.

(a) Elections for the Committee shall be held at an Annual General Meeting. By-elections for vacant offices shall be held at an Extraordinary General Meeting.

(b) A simple majority shall be required for a conclusive decision on all elections.

(c) In all elections Re-Open Nominations, ‘RON’, shall be a candidate. An election yielding a tie or a result of RON shall be re-run as a by-election at an EGM.

(5) The count for elections shall be conducted by the Chair of the General Meeting, who must do so accurately.

(6) (a) An elect member of the Committee shall assume office when they have received all documentation relating to their position from the outgoing member of the Committee. The handover shall take place at any time at the discretion of the outgoing member, but no later than the end of the current University of Southampton academic year (usually June). (according to SUSU handover should be within 2 weeks)

(b) An outgoing member of the Committee shall retire with effect from the time of their agreed handover to the elect member.

(7) The Committee must update their committee information on the Student Groups Hub provided by the Students’ Union at [www.susu.org](http://www.susu.org) (or failing that inform the Students’ Union’s Student Groups Officer) within seven days.

# 9b. Show Pitches

(1) All society performance events shall be decided upon by a vote of the Active Members at a General Meeting.

(2) Any Active Members may propose a performance to the society by forming a ‘Pitch Team’, subject to the sub-clauses of section **9b** clause (2). Any number of pitches may be received by the Committee and all those received must be presented to the society for voting at the General Meeting. The committee may not withhold any received pitches from the Society or from presentation at the General Meeting.

(a) A Pitch Team must consist of at least one Director, at least one Musical Director and at least one Producer.

(b) Should a Pitch Team be approved by the society at a General Meeting, that team will become an active Production Team in the society.

(c) A Pitch Team may include any number of people in any role deemed relevant by the Pitch Team. These people are not required to previously be Active Members, but in the event that their pitch is approved by the Society at the General Meeting, all members of the Production Team must become Active Members by paying their membership subscription fees in accordance with section **4** of this constitution.

(d) A Pitch Team must present a document to the Committee at least seven (7) days prior to the General Meeting, which holds full details of their proposed production always including (but not limited to): the title and directorial interpretation of the show; proposed show dates and venue; the cast size and full details of auditions; technical, set and costume requirements; all members of the Pitch Team and their suitability for their proposed roles. This document will henceforth be referred to as the ‘Written Pitch’. The committee will make the written pitch available to all Members immediately.

(e) A Pitch Team must submit a full detailed show budget with their Written Pitch. The Budget must include a full breakdown of expenditure and a projected income. The Budget will be made available to all Members alongside the Written Pitch.

(f) Pitch teams will each be allowed to make a short presentation of themselves and their proposed performance to those present at the General Meeting before the Active Members are asked to vote for their preferred pitch. The vote shall be taken according to section **6** clause (3) of this constitution. In this vote, Re-Open Nominations (RON) shall always be a candidate. On the occasion of a decision to RON, all pitch teams will be allowed to re-submit their written pitch and budget within 24 hours, and present their pitch again at an EGM held seven (7) days later, before being voted on again where RON shall still be a candidate. In any event where RON is the only candidate it shall automatically be the result of the vote.

(g) In the event of three consecutive results of RON, the next performance should be organised entirely by the Committee, who must appoint a Director and Musical Director by any means at the discretion of the Committee. The Committee must all act as producers and complete any production tasks required to make the show successful, including (but not limited to): writing and securing the full and detailed budget for the show, publicising the performance by all standard means, arranging a venue, and sourcing all materials required for the performance, as well as completing any other task required to administrate the performance.

Also if there are no pitches presented, a performance should be organised entirely by the committee, otherwise known as committee-care.

(3) All performances proposed must include a mixed-voice chorus (SAB, SATB, or any other variant). Any Member of the Society is entitled to join the chorus and perform without passing an audition or fulfilling a criteria. Any Pitch Team who proposes a performance that requires an entirely auditioned cast will be advised to revise their pitch by the committee, and failure to do so will result in the pitch being disqualified.

(a) Sub-choruses within this performance may require auditions.

(b) This does not entitle any member to perform a solo or as a named/principal role without passing an audition, at the discretion of the production team.

(4) All proposed performances must be considered to fit into the genre of ‘Opera’ or any genre close to this, at the discretion of the Committee. No proposed performance may conflict with the aims of the Society, or specifically intend to fulfil the aims of another society without suitably fulfilling the aims of the Society at the same time.

# 10. Financial Management

(1) The Committee are jointly liable for the proper management of the Group’s finances, with ultimate deference to the Treasurer on all matters relating to finance.

(2) The income and property of the Society must be applied solely towards the promotion of the objects of the Society.

(3) The members of the Committee are entitled to be reimbursed from the property of the Society or may pay out of such property only for reasonable expenses properly incurred by him or her when acting on behalf of the Society.

(4) The accounts of the Society, as maintained by the Treasurer, must be made available to the Students’ Union upon request.

# 11. Irregularities and Saving Provisions

(1) Subject to clause (2) of section **11** of this constitution, all acts done by a Meeting of the Committee shall be valid notwithstanding the participation in any vote of a member of the Committee:

(a) who was disqualified from holding office;

(b) who had previously retired or who had been obliged by this Constitution to vacate office;

(c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise.

(2) Clause (1) of section **11** of this constitution does not permit a member of the Committee to keep any financial or material benefit that may be conferred upon him or her by a resolution of the Committee if the resolution would otherwise have been void, or if the Committee has not complied with Clause 12, ‘Conflicts of Interests and Conflicts of Loyalties’.

(3) The Active Members in a General Meeting may only invalidate, as a Point of Order, a resolution or act of:

(a) the Committee;

(b) the Active Members in a General Meeting;

if it may be demonstrated that a procedural defect in the same has materially or unjustly prejudiced a Member of the Society.

# 12. Conflicts of Interests and Conflicts of Loyalties

(1) A member of the Committee must:

(a) declare the nature and extent of any interest, direct or indirect, which he or she has in any decisions of an Ordinary Meeting of the Committee or in any transaction or arrangement entered into by the Group which has not been previously declared;

(b) absent himself or herself from any discussions of the Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Group and any personal interest, including but not limited to any personal financial interest.

(2) Any member of the Committee 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 Committee on the matter.

# 13. Disciplinary Action

(1) Disciplinary action may be taken against any Member of the Society as a consequence of conduct:

(a) detrimental to the reputation of the Society or the Students’ Union.

(b) opposed to the objects of the Society (see clause 2) or the Students’ Union.

(c) in contravention of any provision of this Constitution.

(2) Disciplinary action that may be taken against any Member may be, but is not limited to:

(a) issue of a formal written warning.

(b) partial or total ban from certain Society activities.

(c) disqualification from becoming a member of the Committee.

(d) removal of a member of the Committee from office.

(e) temporary or permanent revocation of Membership.

(f) referral of the complaint to the Students’ Union’s Disciplinary Committee.

(3) It is the right of the subject of the complaint to choose to have the disciplinary matter heard by either the Members in a General Meeting, or an Ordinary Meeting of the Committee. Either shall have the power to take disciplinary action, including but not limited to those measures set out in paragraphs (a) – (g) inclusive in clause (2) of section **13** of this constitution.

(4) Any disciplinary hearing must be conducted in an impartial, balanced, and fair manner, considering all representations on the matter.

(5) All disciplinary action must be subject to prior discussion with the Students’ Union’s Student Groups Officer.

(6) Members subject to disciplinary action have the right of appeal to the Students’ Union’s Student Groups Committee.

(7) A full report of all disciplinary action taken by the Society in the previous year must be presented at the AGM.

# 14. Affiliation to External Organisations

(1) The Society may only become an affiliate of an external organisation if:

(a) the aims of that organisation are in line with those of the Society;

(b) the Active Members derive a direct benefit from the affiliation;

(c) no Policy of the Students’ Union is breached by the affiliation;

(d) a resolution to affiliate is passed by the Active Members in a General Meeting.

(2) The Society’s affiliation to an external organisation shall immediately lapse if a resolution to disaffiliate is passed by the Active Members in General Meeting.

(3) All external affiliations and disaffiliations must be reported to the Students’ Union’s Student Groups Committee within seven days.

(4) For the avoidance of doubt, the Students’ Union is not an external organisation for the purposes of section **14** of this constitution.

# 15. Amendment to the Constitution

(1) The Society may amend any provision contained in this Constitution provided that:

(a) amendments do not:

(i) alter the objects in such a way that undermines or works against the previous objects of the Society;

(ii) retrospectively invalidate any prior act of the Active Members in a General Meeting or an Ordinary Meeting of the Committee;

(b) a resolution to amend a provision of this Constitution is passed by at least a simple majority of the Active Members present at a General Meeting;

(c) a copy of the resolution amending this Constitution is sent to the Students’ Union within seven days of it being passed;

(d) the resolution is ratified by the Students’ Union’s Student Groups Committee.

(2) The interpretation of this Constitution shall be with the Committee, except that during an Ordinary Meeting of the Committee the Chair shall have this responsibility. The Active Members in a General Meeting may resolve by simple majority to revise any interpretation made by the Committee or a Chair as a Point of Order.

(3) The provisions of this Constitution shall be subordinate to those of the Articles, Rules, By-Laws and Policies of the Students’ Union.

(4) The Committee and the Students’ Union shall retain a copy of this Constitution, which the Committee must make available to Members upon request.

# 16. Dissolution

(1) If the Committee resolve to dissolve the Society, the Committee will remain in office and be responsible for winding up the affairs of the Society in accordance with section **16** of this constitution.

(2) A resolution to dissolve the Society must be passed by at least a four-fifths majority of the Active Members present at a General Meeting;

(3) The Committee must collect in all the assets and properties of the Society and must pay or make provision for all the liabilities of the Society.

(4) The Committee must apply any remaining property or money:

(a) directly for the objects;

(b) by transfer to any Group or Societies for purposes the same as or similar to the Group;

(c) in such other manner as the Students’ Union’s Student Groups Committee may approve in writing in advance.

(5) The Active Members may pass a resolution before or at the same time as the resolution to dissolve the Society specifying the manner in which the Committee are to apply the remaining property or assets of the Society. The Committee must comply with such a resolution if it is consistent with the provisions of section **16** of this committee.

(6) In no circumstances shall the net assets of the Society be paid to or distributed among the Members of the Society.

(7) The Committee must ensure the register and all other data held by the Society are securely destroyed upon the dissolution of the Society.

(8) The Committee must notify the Students’ Union within seven days that the Society has been dissolved. If the Committee are obliged to send the Society’s accounts to the Students’ Union for the accounting period which ended before its dissolution, they must send the Students’ Union the Society’s final accounts.

# 17. Interpretation

In this Constitution:

(1) ‘The University’ means ‘the University of Southampton’.

(a) ‘University term’ and ‘University of Southampton academic year’ have the definitions set out in the University Calendar and Almanac.

(2) ‘Financial benefit’ means a benefit, direct or indirect, which is either money or has a monetary value.

(3) ‘The Students’ Union’ means ‘The University of Southampton Students’ Union’.

(a) ‘Articles’, or ‘Articles of the Students’ Union’ mean the Students’ Union’s Articles of Association. ‘Rules’ and ‘Policies’ have the definitions set out in the Articles. ‘By-Laws’ has the definition set out in the Rules.

(4) ‘Active Member’ means any person(s) who complies in full with section **4** clause (2) of this constitution. ‘Member’ means any person who complies with either sub-clause of section **4** clause (2) but does not comply with both sub-clauses (such as someone who has taken part in a society performance but has failed to pay their membership subscription fee for that academic year).

This constitution was adopted by the Society at the Annual General Meeting held on Thursday 10th March 2016.

Changes to the constitution were agreed at the AGM on the 26th April 2018.