



The Geneva Amateur Operatic Society

CONSTITUTION

(September 2012)

The Constitution of the Geneva Amateur Operatic Society

**as adopted at the General Meeting held on
Monday, 2 November 1981
and amended in October 2001, September 2009 and
September 2012**

1. Title and Status:

The Geneva Amateur Operatic Society, hereinafter called the 'Society', is constituted as a non-profitmaking association subject to the provisions of Article 60 and following of the Swiss Civil Code.

2. Objects:

The objects of the Society are the study, promotion and production of operatic works, musical comedies and other theatrical or stage works having a considerable musical content, and the encouragement of amateur talent in this field.

3. Domicile:

The Society is domiciled in Geneva. The address of the Society is:
Case Postale 142, 1211 Genève 19, Petit Saconnex.

4. Organisation:

The organs of the Society shall be:

- the **General Meeting** of members of the Society, being the ruling body of the Society;
- the executive **Committee** of ten members of the Society, elected by the General Meeting, to represent and to administer the affairs of the Society and which shall include the **Chairman, Vice-Chairman, Secretary** and **Treasurer** as the **Officers** of the Society.

5. Membership:

- i. Membership** of the Society shall be open to all persons who have attained the age of sixteen years and who are prepared to contribute materially to the achievement of the Society's objects. Membership shall be renewable annually and be subject to the payment of an Annual Subscription (see Schedule C).
- ii. Honorary Membership** of the Society may be granted for valuable past services to the Society. Honorary Members shall be elected by the General Meeting, on the recommendation of the Committee, with such terms and privileges as the latter shall decide.
- iii.** The Committee may suspend from membership, or refuse to accept for membership, any person whose conduct it considers to be prejudicial to the interests of the Society (see Schedule E).

6. Assets and Liabilities:

- i.** The assets of the Society shall consist of the subscriptions paid by members, donations and other payments made to the Society, and any revenues originating therefrom.
- ii.** The assets of the Society shall be devoted to the running of the Society in the furtherance of its objects. This may include financial contributions towards events of a social character, organised by the Society for its members and in which a considerable proportion of the members participate.
- iii.** In no case shall the assets of the Society be distributed among the members and no member shall receive payment, directly or indirectly, for services to the Society.
- iv.** In the event of dissolution of the Society, the net assets of the Society after payment of its liabilities shall be devoted to such tax-exempt charitable causes as the Committee may select at its sole discretion.
- v.** No expenses or liabilities shall be incurred in the name of the Society without the prior approval of the Committee.
- vi.** The capital funds of the Society shall normally be held at a level sufficient to cover one year's recurrent expenditure. Any monies which are deemed surplus to this requirement shall be donated to such charitable causes as the Committee shall decide.

- vii. Members are not personally responsible for the Society's liabilities.
- viii. The financial year of the Society shall be from the first day of August until the thirty-first day of July of the following year.

7. The General Meeting:

- i. The General Meeting of members of the Society shall be convened by the Secretary at the direction of the Committee or within one month of the receipt of a written request addressed to the Secretary by not fewer than five per cent of members of the Society.
- ii. The General Meeting shall be convened at least once per year as an Annual General Meeting in order to:
 - receive and approve the reports of the Committee;
 - receive and approve the audited accounts of the Society;
 - elect the members of the new Committee;
 - elect the Auditor for the current financial year.

Such meeting shall normally be held during the month of September. The membership eligible to form a quorum and to vote at such meeting shall be the membership as at the preceding 31 July.

- iii. The notice convening a General Meeting, together with a provisional agenda, shall be circulated to all members of the Society not less than fifteen days before the date of such meeting.
- iv. The quorum for a vote at a General Meeting shall be thirty members or one third of the members of the Society, whichever is the lesser. If a quorum is not obtained for any vote at a General Meeting, the meeting may be reconvened, with due notice, within one month of that meeting, and at such reconvened meeting no quorum shall be required.
- v. Voting shall be by simple majority on a show of hands. A secret ballot shall be held if voting is for the election of members of the Committee or if at least twelve of the members present so request. The Chairman of the Society shall have a casting vote.
- vi. The Rules and Procedures for General Meetings are given in Schedule A of this Constitution.

8. The Committee:

- i.** The Committee shall be elected annually by the General Meeting and, unless otherwise decided by a General Meeting, shall hold office until the next Annual General Meeting. Members of the Committee shall have attained the age of majority as specified by the Swiss Civil Code.
- ii.** Meetings of the Committee shall be convened by the Secretary at the direction of the Chairman, or upon the written request of at least two members of the Committee addressed to the Secretary.
- iii.** Meetings of the Committee shall normally be chaired by the Chairman or Vice-Chairman. The quorum for meetings of the Committee shall be six members. Voting shall be by simple majority. The Chair shall have a casting vote.
- iv.** Any vacancy or prolonged absence occurring on the Committee shall be filled by co-option for the remainder of the mandate of the Committee. Such co-option shall be notified to the membership at the earliest convenient opportunity.
- v.** The Committee may appoint sub-committees to carry out specific tasks on behalf of the Committee. The mandate for such sub-committees shall not exceed that of the Committee.
- vi.** The Committee may co-opt additional members for specific tasks. Co-opted Committee members must be members of the Society and shall serve until such time as the Committee considers their tasks to be discharged. Such co-option shall be notified to the membership at the earliest convenient opportunity. Members of the Committee so co-opted shall not have the right to vote.
- vii.** The distribution of tasks within the Committee is described in Schedule B of this Constitution.

9. Changes to the Constitution:

The text of any motions relating to changes in this Constitution, the Schedules to the Constitution or to the amalgamation or dissolution of the Society shall be published and affixed to the convening notice for the General Meeting sent to all members of the Society. No changes to the text of such motions, other than minor drafting changes, shall be accepted unless so published.

Schedules to the Constitution

Schedule A: Rules and Procedures for General Meetings

1. The Chairman shall open the meeting, announce apologies for absence and proceed to the election of a member to take the Chair for the remainder of the meeting. The person so elected should not normally be an Officer of the Society or be seeking election to the Committee at that meeting.
2. The order of business shall, where applicable, be:
 - adoption of the final agenda;
 - acceptance of the minutes of the previous General Meeting;
 - reports of the Chairman, Vice-Chairman, Secretary and Treasurer;
 - acceptance of the Audited Accounts of the Society;
 - debate and voting on motions submitted;
 - election of members of the new Committee;
 - confirmation of appointment of the Auditor;
 - any other business;
 - closure of the meeting.
3. Minutes shall be kept of the proceedings at all General Meetings. They shall be submitted to the following General Meeting for approval and then signed by the Chairman of the Society.
4. Voting by proxy shall be allowed when a member is unable to attend a General Meeting. The form of proxy, obtainable from the Secretary, shall be signed by the member and shall specify the member's wishes with regard to voting. If no member present is specified to exercise the proxy, it shall be exercised by the Chairman of the Society.
5. Proxy votes given as above shall be included in the quorum for the vote.
6. Motions for discussion at a General Meeting shall be submitted in writing to the Secretary not less than forty-eight hours before the time of the meeting for inclusion in the final agenda. Motions which relate to a change in the Constitution or the Schedules to the Constitution shall be submitted at least twenty-one days before the date of the meeting for circulation with the convening notice.
7. Motions or amendments received from the floor shall be taken under 'any other business'.

- 8.** Discussion on motions shall follow normal debating procedure:
 - i.** Discussion shall relate only to the motion presently before the meeting.
 - ii.** Members shall only speak when invited to do so by the Chair. All remarks shall be addressed through the Chair.
 - iii.** No amendments shall be taken before motions are put to the vote unless accepted by the proposer, in which case the amended version becomes the substantive motion.
 - iv.** Only ‘points of order’ or ‘points of information’ shall take precedence over the motion before the meeting. Points of order shall refer only to the conduct of the meeting:
 - challenge to a decision of the Chair;
 - challenge to the quorum for a vote;
 - request that a motion be not put to the vote.Points of information shall be solely to correct or add information to that given by the speaker, with the latter’s consent, in reference to the motion before the meeting.
- 9.** Nominations for election to the Committee shall be made in writing to the Secretary not less than forty-eight hours before the time of the meeting. The Secretary shall ascertain, before the meeting, the willingness of the nominee to stand for election. Nominations shall state the post(s) for which the nomination is made and the name of the proposer. Only if no nominations for a post are received shall nominations be accepted from the floor.
- 10.** The order of election shall follow the list of Committee posts given in Schedule B of this Constitution. Before each election, the nominations received shall be announced and nominees may be asked to identify themselves. Candidates who are not elected for the post for which they are nominated shall be asked by the Chair whether they are willing to stand for another post for which voting has not yet taken place.
- 11.** The Chair may appoint tellers to assist in the counting of votes.

Schedule B: Committee Organisation

1. The outline of responsibilities within the Committee may be modified to meet current requirements but is generally as follows:

Chairman: Represent the Society and ensure its long-term interests; co-ordinate the running of the Society and lead the Committee.

Vice-Chairman: Assist and deputise for the Chairman; co-ordinate the social affairs of the Society; liaise with charitable organisations with regard to donations from the Society.

Secretary: Convene and maintain written records of General Meetings and meetings of the Committee; undertake the official correspondence of the Society; ensure that the membership is regularly informed of the Society's activities.

Treasurer: Responsible for the financial affairs of the Society and the maintenance of its accounts in accordance with the Financial Provisions (Schedule C).

Business Manager: Responsible for forward planning, negotiation for hire of theatres, rooms etc. for productions and events; liaison with appropriate authorities for services, payment of dues and performance rights.

Publicity Manager: Responsible for publicity for the Society and its productions; production of programmes; sponsorship of publicity and Society events.

Assistant Secretary: Share the tasks of the Secretary; responsible for membership and mailing lists.

Assistant Business Manager: Assist the Business Manager in current business; responsible for liaison on ticket sales and front-of-house services to the public.

Assistant Publicity Manager: Share tasks with the Publicity Manager; ensure distribution of publicity and maintain publicity mailing lists.

Technical Manager: Responsible for the Society's stage, technical equipment and costumes storage; advise on its purchase, hire and use.

Distribution of other tasks shall be made as the need arises.

2. The Committee shall meet on a regular basis throughout the year.

3. Discussion within Committee meetings shall be strictly confidential.
4. Minutes shall be kept of the proceedings at all Committee meetings. They shall be submitted to the following meeting for approval and signed by the Chairman of the Society.
5. The Committee shall be solely responsible for the selection of works to be performed by the Society and for the appointment of directors and musical directors. The names of 'heads of section' in the production team shall be submitted to the Committee for approval.
6. The Committee shall, in general, organise the infrastructure and public services with the object of leaving the production team free to concentrate completely on the stage production.

Schedule C: Financial Provisions

1. Annual Subscription:

- i.** Members of the Society shall pay an Annual Subscription to be decided upon by the Committee. The subscription falls due on the first day of August each year.
- ii.** A reduced Annual Subscription shall apply to:
 - a)** additional adults in the same household (over 16);
 - b)** students in full-time education.

2. Administration of funds:

- i.** The Treasurer shall ensure that proper accounts are kept in such a manner that the financial situation of the Society may be readily determined.
- ii.** The Treasurer shall immediately notify the Committee of any serious deterioration in the Society's financial situation or of any irregularities in the billing or settling of expenses.

3. Signatory Powers:

- i.** Signatory powers on any of the Society's accounts shall be vested in the Chairman, the Treasurer and in two other members of the Committee nominated by the Committee.
- ii.** The joint signature of two of the above persons shall be required for any withdrawal or transfer of funds, of which one signatory shall normally be the Treasurer.

4. Budgetary Control:

- i.** Budgetary control shall be exercised by the Committee on the basis of individual productions or other events organised by the Society. Budgets shall take into account the financial situation of the Society, the probable receipts from the production or event and any taxes, charges or other expenses which may be incurred.
- ii.** The budget shall be presented to the Committee for approval by the production team or organisers before any expenses are incurred or any undertakings are given. Any changes in the budget, once approved, shall require the prior authorisation of the Committee.

- iii. The budget shall include a breakdown of expenses on different sections of the production, viz.:
 - orchestra; theatre; costumes and make-up; set, lighting and sound; publicity; rehearsal rooms; properties; production expenses; cast refreshments; after-show party.
- iv. Expenses incurred in a production shall only be submitted to the Treasurer by the production team (including heads of sections) and shall be substantiated by proper accounts or bills. No expenses shall be paid on an individual basis. The Treasurer may arrange to pay an advance on expenses to members of the production team.
- v. Claims for expenses must be submitted by 31st July of the financial year in which they were incurred.

5. Annual Financial Report and Audit:

- i. The Treasurer shall submit in writing to members of the Society the financial report for the previous financial year together with an audited balance sheet. These shall be placed before the Annual General Meeting.
- ii. The accounts, books and records of the Society shall be open to inspection by the Auditor appointed by the General Meeting. The written report of the Auditor shall be sent to the Chairman of the Society and shall be published at the Annual General Meeting.
- iii. Should the Auditor be unable to perform his or her duties, the Committee shall appoint a substitute Auditor whose name it shall convey to the membership at the earliest opportunity.

6. Insurance:

- i. The Society is not able to obtain accident insurance cover for its members and other persons assisting the Society in a production. All persons so involved should ensure that they have adequate personal cover for accidents and civil liability.
- ii. The Society is covered for claims made against it by members of the public at performances of the Society.

Schedule D: Production Guidelines

Preamble: The Society recognises the engagement by the director(s) and musical director of their reputation in a production. The Committee has, at the same time, a responsibility to the Society for the reputation and well-being of the Society and, in the event of disagreement between the director(s), musical director and the Committee, the Committee's decision shall be final.

Directors and musical directors are asked to bear in mind when preparing rehearsals that participation in shows is a leisure activity. At the same time, members of the cast are expected to devote themselves seriously to the production.

1. Choice of works to be produced should ensure a balance between various styles of music and should take account of the abilities within the Society.
2. The Committee shall, on the basis of offers received, select a director and a musical director to be responsible for the production.
3. Director(s) shall propose to the Committee a production team. This shall consist of a production secretary, technical co-ordinator and heads of section responsible for aspects of the production: stage manager, wardrobe, properties, set construction, lighting/sound and effects, as appropriate to the work to be performed.
4. The heads of section are responsible for all questions pertaining to their sections and any queries should be addressed to them.
5. Selection of the cast shall be on the basis of audition(s) open to all members of the Society and to prospective members.
6. All persons appearing on stage in a Society production shall be members of the Society. Exception is only made for children under the age of sixteen years and only if they are children of members. The Annual Subscription is due at the time that a part is accepted in a production.
7. The casting of children in productions shall be subject to the prior approval of the Committee. In general, this will be given if there is a clear case for this in a production, subject to parental consent.
8. The directors(s) and musical director have the right to remove any member from a production for unjustified absence from rehearsals or unsuitability for the part in which they have been cast, subject to the approval of the Committee.

Schedule E: Disciplinary Decisions

1. Decision Procedure:

Any decision to suspend from membership or refuse to accept for membership shall be taken by the Committee at a properly convened Committee meeting. The Secretary shall notify the person(s) concerned in writing, giving the reason for such decision.

2. Appeal:

Any person so suspended or refused membership may, within fifteen days, appeal in writing to the Secretary against such a decision, and at such time request a hearing before the Committee. If the appeal is rejected by the Committee, it may, at the request of the person concerned, be referred to the next General Meeting of the Society, whose decision shall be final. If the appeal is referred to a General Meeting, the person concerned shall have the right to address the meeting on this matter.

3. Effect on Membership Status:

Suspension of membership rights shall take effect after fifteen days from the date of notification sent by the Secretary, or in the case of an appeal, immediately after rejection of the appeal in Committee.

Suspension of membership shall in no event relieve the former member of any financial obligations he or she may have towards the Society.