

THE CONSTITUTION OF THE OXFORD UNIVERSITY GILBERT AND SULLIVAN SOCIETY

NAME AND OBJECTS

1. The Society is called the Oxford University Gilbert and Sullivan Society, hereafter referred to as “the Society”. The Society’s objects are the support, development, performance and promotion of the works of Sir W. S. Gilbert and Sir Arthur Sullivan in the University of Oxford insofar as such objects are charitable; and the income and property of the Society shall be applied solely to those objects.

COMPLIANCE

2.
 - (a) The Society shall be administered in accordance with the University’s Regulations for the Activities and Conduct of Student Members.
 - (b) The activities of the Society will at all times be conducted in accordance with the University’s procedures, codes of practice and policies in force from time to time on equality, harassment, freedom of speech and safeguarding, which are available via the University Student Handbook on the University’s webpages.
 - (c) If there is a national governing body for the Society’s activities with which the Society is eligible to register, the Society shall effect and maintain such registration: purchase any insurance cover which the national body makes available, unless the Insurance Section of University Administration and Services agrees to or prescribes other arrangements; and make every effort to comply with all safety procedures which the national body prescribes, or recommends as good practice.
 - (d) The Society shall observe the Code of Conduct on Safety Matters which is set out in the Schedule to this Constitution, ensure compliance with the Code by the members of the Society, and follow an appropriate procedure for risk assessment. Both the Code of Conduct and the procedure for risk assessment must be acceptable to and approved by the University’s Safety Officer.
 - (e) No member of the Society shall participate in any activity overseas organised by the Society, whether during term-time or vacation, unless the plans for such activity have been notified at least one calendar month in advance of the date of departure from the United Kingdom to the University Marshal and approved by the Proctors. Each member participating in such activities overseas shall observe any conditions imposed by the Proctors on the recommendation of the University Marshal, e.g. relating to the deposit of contact addresses, fulfilment of health, safety and insurance requirements, and stipulation of coaches, trainers or Senior Members to accompany the trip.
 - (f) The Society shall maintain a dedicated website and shall supply details of its web address to the Clubs Office for listing on the University’s Clubs and societies webpage. The Society may apply to the University’s IT Services to use

information technology ('IT') facilities in the name of the Society. Where relevant facilities are allocated by IT Services it is the responsibility of the Society:

- (i) to designate a member of the Society entitled to a University e-mail account as defined by IT Services rules to act as its IT Officer, whose duties shall include liaising with IT Services about the use of facilities allocated and passing on to the successor in office all records relating to the use of the facilities allocated;
- (ii) to designate one of its members (who may be, but need not necessarily be, the same as its IT Officer) or, exceptionally, a member of Congregation, to act as its principal Webmaster, whose duties shall include maintaining an awareness of the University guidelines on web and social media publishing, and co-ordinating and regulating access to the web facilities used by the Society;
- (iii) to comply with regulations and guidelines relating to the use of IT facilities published from time to time by IT Services;
- (iv) to ensure that everyone responsible under (i)-(iii) is competent to deal with the requirements, where necessary undertaking training under the guidance of IT Services.

MEMBERSHIP

3. The members of the Society shall be those who are eligible and apply for membership of the Society, who are admitted to and maintained in membership by the Committee, and who have paid the relevant Society subscription.
4. Subject to paragraph 5, all student members of the University, and all persons whose names are on the University's Register of Visiting Students, shall be eligible to become members of the Society. A member shall continue to be eligible until given permission to supplicate for a degree, diploma or certificate, regardless of any continuing liability to pay fees to the University.
5. If the Society's objects relate directly to a protected characteristic as defined in section 4 of the Equality Act 2010, the Society may be entitled to restrict membership to members sharing that protected characteristic, provided that the Proctors shall first approve any such restriction.
6. The Committee may also, at its discretion, admit to membership:-
 - (a) students registered to read for diplomas and certificates in the University;
 - (b) student members of Permanent Private Halls who are not student members of the University;
 - (c) members of Ruskin College and Ripon College, Cuddesdon;
 - (d) members of Oxford Brookes University, provided that such members shall not constitute more than one-fifth of the total membership; and

- (e) other persons not falling within paragraph 4 above or paragraphs 6(a) to (d) above, provided that such members shall not constitute more than one-fifth of the total membership.
7. The Committee, having specific regard to the Senior Member's advice in relation to the relevant matter, may remove a person from membership if removal of such person from membership is deemed to be in the best interests of the Society. If the person concerned is an Oxford University student (i.e. within paragraphs 6(a), (b) or (c) above), that person may appeal against such removal to the Proctors.

MEETINGS OF THE MEMBERS

8. There shall be an Annual General Meeting for all the members of the Society in Hilary Full Term, convened by the Secretary on not less than fourteen days' notice.
9. The Annual General Meeting will:
- (a) receive the annual report of the Committee for the previous year and the annual accounts of the Society for the previous year, the report and accounts having been approved by the Committee;
 - (b) receive a report from the Committee on the Society's compliance with paragraph 2 above;
 - (c) elect Members of the Committee in accordance with paragraph 24 below: the Committee's nominations for the Officers and the Senior Member shall be contained in the notice of the Meeting: any alternative nominations must be seconded and have the consent of the nominee, and must be received in writing by the Secretary not less than seven days before the date of the Meeting: nominations for the other Committee Members may be taken from the floor of the meeting;
 - (d) consider any motions of which due notice has been given, and any other relevant business.
10. An Extraordinary General Meeting may be called in any Full Term; by the President, the Secretary or the Treasurer on not less than seven days' notice; or on a written requisition by seven or more members, stating the reason for which the meeting is to be called, and delivered to the Secretary not less than fourteen days before the date of the Meeting.
11. Prior to all General Meetings notice of the agenda shall be sent out with the notice of the Meeting.
12. The quorum for a General Meeting shall be ten members present in person or by proxy, of whom three must be members of the Committee. When any financial business is to be transacted there must be present the Treasurer, or a member of the Committee deputed by the Treasurer to represent the Treasurer's views to the Meeting (provided that where it is a case of a deputy, the only financial business transacted shall be that which was set out in the agenda accompanying the notice of the meeting).
13. Every matter, except where this Constitution provides otherwise, shall be determined by a majority of members present and voting. In the case of equal votes the President of the Society shall have a casting vote.

14. Minutes of all meetings shall be kept and formally adopted. Copies of the minutes shall be made available to members and, upon request, to the Proctors.

THE COMMITTEE

15. The affairs of the Society shall be administered by a Committee consisting of not more than eight persons, which shall determine the subscriptions payable by the members of the Society, and have ultimate responsibility for the activities of the Society. Members of the University shall at all times make up the majority of the members of the Committee. The Committee shall have control of the funds and property of the Society, and of its administration.
16. No member of the Committee (or the Society) shall enter into or purport to enter into any arrangement, contract or transaction on behalf of the Society with a value exceeding £1,000 unless the Committee has resolved to approve the relevant arrangement, contract or transaction at a Committee meeting.
17. The quorum for a Committee meeting shall be four members present in person. When any financial business is to be transacted, there must be present either the Treasurer or a member of the Committee deputed by the Treasurer to represent the Treasurer's views to the meeting.
18. The Committee shall be made up of the President, the Secretary, the Treasurer (together, the "Office Holders"; and their offices are referred to as "the Offices"), the Senior Member and four other persons. The President, the Secretary and the Treasurer shall each be either a member of the Society whose eligibility stems from paragraph 4 above or paragraphs 6(a) to (c) above, or (with the approval of the Proctors) a member of Congregation. Where eligibility stems from paragraphs 6(a) to (c) above, the President, the Secretary and the Treasurer must each, on election to office, sign an undertaking to abide by relevant provisions of the University Student Handbook and other relevant University policies, and to accept the authority of the Proctors on Society matters.
19. The President shall have the right to preside at all meetings of the members of the Society and at all meetings of the Committee. Should the President be absent, or decline to take the chair, the Committee shall elect another member of the Committee to chair the meeting.
20. Minutes of all meetings, including Committee meetings, shall be kept and formally adopted. Copies of the minutes shall be made available to members and, upon request, to the Proctors.
21. The Secretary shall:
 - (a) maintain a register of the members of the Society, which shall be available for inspection by the Proctors, the Clubs Office and the Proctors' Office on request;
 - (b) give notice of meetings of the members and the Committee;
 - (c) draw up the agendas for and minutes of those meetings;
 - (d) notify the Proctors (through the Clubs Office) promptly following the appointment and resignation or removal of Office Holders and other members of the Committee;

- (e) take responsibility for the operation and updating of a suitable Society web-page displaying (at a minimum) current Society contacts and the constitution;
- (f) provide the Insurance Section with full details of any insurance cover purchased from or through a national governing body pursuant to paragraph 2(c) above; and
- (g) inform the Proctors through the Clubs Office if the Society ceases to operate, or is to be dissolved, and in doing so present a final statement of accounts (the format of which the Proctors may prescribe).

22. The Treasurer shall:

- (a) keep proper records of the Society's financial transactions in accordance with current accepted accounting rules and practices;
- (b) develop and implement control procedures to minimise the risk of financial exposure, such procedures to be reviewed regularly with the University's Internal Audit Section ("Internal Audit");
- (c) ensure that bills are paid and cash is banked in accordance with the procedures developed under (b);
- (d) prepare an annual budget for the Society and regularly inform the Committee of progress against that budget;
- (e) ensure that all statutory returns are made including VAT, income tax and corporation tax if appropriate;
- (f) seek advice as necessary on tax matters from the University's Finance Division;
- (g) develop and maintain a manual of written procedures for all aspects of the Treasurer's responsibilities;
- (h) make all records, procedures and accounts available on request to the Senior Member, the Proctors and Internal Audit;
- (i) forward to the Proctors (through the Clubs Office) by the end of the second week of each Full Term a copy of the accounts for the preceding term (the format of which the Proctors may prescribe) signed by the Senior Member, for retention on the Proctors' files; and
- (j) if the Society has a turnover in excess of £25,000 in the preceding year, or if owing to a change in the nature or scale of its activities, it may confidently be expected to have such a turnover in the current year, submit its accounts (the format of which the Proctors may prescribe) for independent professional inspection and report by a reporting accountant approved in advance by the Proctors. Accounts are to be ready for inspection within four months of the end of the Society's financial year and the costs of the inspection and report shall be borne by the Society. If requested by the reporting accountant, the Society shall submit accounts and related material as a basis for a review of accounting procedures, the cost likewise to be borne by the Society.

23. The Senior Member shall:

- (a) keep abreast of the actions and activities of the Society;
 - (b) provide information relating to the Society to the Proctors on request;
 - (c) seek to settle any preliminary disputes between the Committee and the members;
 - (d) following paragraph 22(i) above, consider whether the accounts of the Society are in order and, if so, sign them;
 - (e) ensure that adequate advice and assistance is available to the Secretary and the Treasurer in the performance of their responsibilities under paragraphs 21 and 22 above; and
 - (f) be available to represent and speak for the Society in the public forum, and before the University authorities.
24. The members of the Committee shall be elected by the members of the Society annually, and shall be eligible for re-election. The members of the Society shall not appoint several individuals jointly to hold any of the Offices, nor allow any individual to hold more than one Office at a time. The members of the Society shall appoint a member of Congregation as the Senior Member when electing other members of the Committee each year provided that a Senior Member who has previously held office as Senior Member for more than five consecutive years shall not be eligible for re-appointment. The Senior Member shall be a member of the Committee *ex officio*.
25. If during the period between the annual elections to offices any vacancies occur amongst the members of Committee, the Committee shall have the power of filling the vacancy or vacancies up to the next Annual General Meeting by co-optation.
26. Each Office Holder must, and shall procure that other Office Holders shall, at the end of any term of Office, promptly hand to the relevant successor in Office (or to another member of the Society nominated by the Committee) all official documents and records belonging to the Society, together with (on request from the Committee) any other property of the Society which may be in the outgoing Office Holder's possession; and must complete any requirements to transfer authority relating to control of the Society's bank accounts, building society accounts, or other financial affairs.
27. Without derogating from its primary responsibility, the Committee may delegate its functions to finance and general purposes and other subcommittees which are made up exclusively of members of the Committee.
28. The Committee shall have power to make regulations and by-laws in order to implement the paragraphs of this Constitution, and to settle any disputed points not otherwise provided for in this Constitution.
29. No member of the Committee shall be removed from office except by the approving votes of two-thirds of those present in person or by proxy at a General Meeting.

INDEMNITY

30. So far as may be permitted by law, every member of the Committee and every officer of the Society (each a "relevant officer") shall be entitled to be indemnified out of the

Society's assets against all costs, charges, losses, expenses and liabilities incurred by the relevant officer in the execution or discharge of duties as a relevant officer or the exercise of powers as a relevant officer, or otherwise properly in relation to or in connection with the relevant officer's duties. This indemnity extends to any liability incurred by a relevant officer in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by the relevant officer in that capacity and in which judgement is given in the relevant officer's favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on the relevant officer's part), or in which the relevant officer is acquitted, or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to the relevant officer by the Court.

31. So far as may be permitted by law, the Society may purchase and maintain for the benefit of any relevant officer insurance cover against any liability which by virtue of any rule of law may attach to the relevant officer in respect of any negligence, default, breach of duty or breach of trust of which the relevant officer may be guilty in relation to the Society and against all costs, charges, losses and expenses and liabilities incurred by the relevant officer and for which the relevant officer is entitled to be indemnified by the Society by virtue of paragraph 30.

DISSOLUTION

32. The Society may be dissolved at any time by the approving votes of two-thirds of those present in person or by proxy at a General Meeting. The Society may also be dissolved (without the need for any resolution of the members) by means of not less than thirty days' notice from the Proctors to the Secretary of the Society if at any time the Society ceases to be registered with the Proctors.
33. In the event of the Society being dissolved, its assets shall not be distributed amongst the members, but shall be paid to or at the direction of the University.

INTERPRETATION

34. Any question about the interpretation of this Constitution shall be settled by the Proctors.
35. This Constitution shall be binding on all members of the Society. No regulation, bye-law or policy of the Society shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.

SCHEDULE

CODE OF CONDUCT ON SAFETY MATTERS

I acknowledge that by participating in this production by the Oxford University Gilbert and Sullivan Society ("the Society"), for the purposes of the University of Oxford ("the University"), I count as a probationary member of the Society, with no membership fee required, and therefore am subject to its Constitution, rules, and bye-laws, and to the University's policies and procedures, including the University's Policy and Procedure on Harassment ("the Policy").

Per the University Statutes, all members of the University community have the right to expect professional behaviour from others, and have a corresponding responsibility to behave professionally towards others. As a society and as a production company, we will demonstrate active commitment to the University's Policy by treating you with dignity and respect, discouraging any form of harassment by making it clear that such behaviour is unacceptable, and supporting any member, full or probationary, who feels they have been subject to harassment

This includes assisting in making a formal complaint if appropriate. Such complaints should be referred to the Ombudsman, or if there is no Ombudsman, to the Secretary.

In participating in this production, you agree to treat your fellow participants with respect, courtesy, and consideration, and understand that the Society does not tolerate harassment or victimisation. "Harassment" includes in particular the following conduct, however carried out, including online:

- a) verbal or physical bullying or threats;
- b) sexual harassment including unwanted physical conduct, sexually explicit remarks or sexual assault;
- c) racist behaviour or comments;
- d) homophobic behaviour or comments;
- e) victimisation; and
- f) religiously motivated abuse.

The Society takes harassment very seriously, and failure to act in accordance with the Society's Code of Conduct or the University's Policy may result in your being asked to leave the production and/or a complaint being filed against you in accordance with the University's Policy.

PROCEDURE FOR RISK ASSESSMENT

The Oxford University Gilbert and Sullivan Society ("the Society") may, from time to time, engage in activities that require an assessment of the risks to person or property therein involved. Unless required by an external authority, the need for a risk assessment shall be determined by the President of the Society.

The President can require the completion of a risk assessment by any full or probationary member of the Society for any activity, though they should, unless there are mitigating reasons, apply these general principles:

- a) for generic risks in performances, the risk assessment should be completed by that performance's appointed directors or producer;
- b) for risks specific to technical aspects of performances, the risk assessment should be completed by the performance's technician, or if there is not one, the performance's appointed directors or producer;
- c) for risks associated with any social event, the risk assessment should be completed by the Social Secretary, unless the event is planned and overseen by a different person; and

- d) for risks associated with any other occasion, the President should delegate the responsibility for completing the risk assessment as they see fit, or complete it themselves.

The person completing the risk assessment should supply it to the President, and to the University Safety Office, and to any other relevant authority, promptly, and to the satisfaction of the President. Unless instructed to do otherwise, they should abide by the general principles set out by the Royal Society for the Prevention of Accidents:

- a) Identify the hazards;
- b) Decide who might be harmed and how;
- c) Evaluate the risks and decide on control measures;
- d) Record findings and implement them; and
- e) Review the assessment and update if necessary.

ADDENDA

- 36. The Society is strictly for amateurs; it exists for the love of what it does and not for the material gain of its members and affiliates.
- 37. A “full member” shall be one who has paid the relevant subscription. A “probationary member” shall be one who is participating in a Society production but has not paid the subscription. Full membership of the Society entitles the member to:
 - (a) vote in person or by proxy at General Meetings, Extraordinary General Meetings and the Annual General Meeting;
 - (b) run for a position on the Committee or a non-Committee office;
 - (c) apply for attendance at the annual dinner; and
 - (d) apply to partake in any other activity availed by the Committee only to members at its discretion.
- 38. The Society shall hold an annual dinner in Trinity Term. Those who do not pay their dues for the annual dinner shall be barred from further annual dinners until they have repaid the Society in full.
- 39. Per paragraph 7, a motion to remove a person from membership must be submitted by a member of the Committee. It may be submitted anonymously. The Committee must then meet in person to vote on the motion. It may pass with a simple majority.
- 40. Per paragraph 9, at the Annual General Meeting:
 - (a) the annual report on the Committee will be reported by the President; and
 - (b) the annual accounts and budget will be reported by the Treasurer.
- 41. In addition to the Annual General Meeting and any Extraordinary General Meetings, a scheduled General Meeting should be held once per Full Term.
- 42. In addition to paragraph 19, the President shall:

- (a) lead the Society, and lead and represent the Society and the Committee in formal relations with external bodies;
- (b) distribute relevant information regularly to the Society at large, or delegate this responsibility to a member of the Society;
- (c) approve the formation of subcommittees within the Committee, unless there is a clear conflict of interest;
- (d) have, in times of urgency or emergency when it is impracticable for the Committee to convene, the executive power to suspend, but not to impeach, any member of the Committee, and to suspend, but not to remove, any member or probationary member from the Society. As soon as the Committee can reasonably convene in that Full Term, a vote of confidence in the member of the Committee as per paragraphs 25 and 54 must be held, or a vote to remove the member of the Society as per paragraphs 7 and 39. If the vote is not passed, the suspension will be nullified. The suspension will automatically expire if the Full Term concludes without such a convention; and
- (e) seek advice and decide when it is necessary for the Society to conduct a risk assessment for an activity, delegate responsibility for the completion of that risk assessment, and assess it when it is completed, in accordance with the Procedure on Risk Assessment in the Schedule to this Constitution.

43. In addition to paragraph 20, the Secretary shall:

- (a) distribute, or arrange to be distributed, the agenda prior to all General Meetings in accordance with paragraph 11;
- (b) promptly inform the Senior Member of any change to this Constitution if he or she was not directly involved in its edition; and
- (c) assume the non-pastoral responsibilities of the Ombudsman in paragraph 51(b-f) if the role is not filled.

44. The Librarian shall:

- (a) keep in good condition the literature owned or rented by the Society;
- (b) supply literature on request from a member of the Committee, acquire new literature if the Committee should deem the stock insufficient, and return rented literature to its owner; and
- (c) conduct a full audit of the Society's literature at least once every Full Term, and submit the audit to the Committee.

45. The Social Secretary shall:

- (a) submit proposals for the Society's social calendar for the next Full Term to the Committee before each Full Term;

- (b) ensure that social calendar is effected, and make provision for social events as the Committee requests.
46. The Communications Secretary shall:
- (a) act as the Society's IT Officer, and so be responsible for upholding paragraph 2(f)(i) above;
 - (b) act as the Society's Webmaster, and so be responsible for upholding paragraph 2(f)(ii) above;
 - (c) maintain and update as necessary a society website; and
 - (d) publicise the Society and all Society events, especially auditions and performances, but also social events and meetings of the Committee.
47. The Costumier shall:
- (a) keep in good condition the costumes owned or rented by the Society;
 - (b) acquire new costumes, and return rented costumes to their owner; and
 - (c) conduct an audit of the costumes in the possession of the Society no less than once a year.
48. Per paragraph 25, the Committee may not formally appoint a new member to the Committee without a vote in person.
49. The informal titles of the posts on the Committee shall be named as follows, though in official correspondence with the Clubs Office and in other formal settings, formal titles should be used:
- (a) The President shall be named the "Lord High Executioner";
 - (b) The Secretary shall be named the "Public Exploder";
 - (c) The Treasurer shall be named the "Grand Inquisitor";
 - (d) The Librarian shall be named the "Assistant Tormentor";
 - (e) The Social Secretary shall be named the "Boatswain's Mate";
 - (f) The Communications Secretary shall be named the "Professor of Abstract Science"; and
 - (g) The Costumier shall be named the "Well-Known Costumier".
50. Not all the positions on the Committee must be filled at all times, and the Committee shall have the power to create and to eliminate positions, with the exception of the Offices and the Senior Member. Any practical application of the duties of unfilled Committee positions may be shared amongst members of the Committee as they see fit, unless otherwise specified in this constitution.

51. The Ombudsman is not a member of the Committee, but is a relevant officer of the Society subject to paragraph 30. They shall:
 - (a) look after the general health and pastoral wellbeing of full members and probationary members of the Society, facilitating access to requisite external support if requested or required;
 - (b) distribute, collect, and keep the Society's Code of Conduct, ensuring that it is signed by all actors, musicians and crew members in a Society production;
 - (c) receive formal complaints made against members of the Society, and if requested or need be, refer such complaints to the Committee or a subcommittee approved by the President for the purpose of considering such a complaint;
 - (d) receive motions of no confidence made against members of the Society and members of the Committee, and protect the anonymity of the member of the Committee submitting such a motion;
 - (e) provide the Committee with a report on the Society's compliance with paragraph 2;
 - (f) ensure that all members of the Committee understand and fulfil their responsibilities as set out in this constitution, and report to the Committee if he or she is concerned that the constitution is being neglected; and
 - (g) be permitted to use the informal title, the "Constitutional Guardian".
52. Per paragraph 27, subcommittees must be approved by the President unless there is a clear conflict of interest.
53. Per paragraph 28, a vote shall not be required if any change to the Constitution is purely grammatical or stylistic, with the meaning left wholly unchanged.
54. Per paragraph 29, a member of the Committee may be impeached, meaning removed from his or her position, following a vote of no confidence passed against him or her. A motion of no confidence must be submitted to the Ombudsman by a member of the Committee to trigger a vote. The motion may be submitted anonymously. If the two-thirds threshold required is not met, the member of the Committee cannot face another vote of confidence for the remainder of the same Full Term.