

THE BERMUDA MUSICAL AND DRAMATIC SOCIETY

CONSTITUTION

(adopted at the Annual General Meeting on the 17th November 2009,
updated at the Annual General Meeting held on 17th November 2019
updated at the Annual General Meeting held on 28th October 2021
updated at the Annual General Meeting held on 3 November 2022)

1. Name

The name of the Society is THE BERMUDA MUSICAL AND DRAMATIC SOCIETY.

2. Purposes

The purposes of the Society are the stimulation of interest in and the appreciation of music, drama and the related arts and, for the furtherance of these purposes:

- (a) to engage in musical and dramatic activities;
- (b) to sponsor concerts, dramatic productions and lectures;
- (c) to establish and maintain suitable facilities for such activities; and
- (d) to establish and maintain educational facilities in the said arts.

3. Membership

(1) Membership in the Society comprises the following categories:

- (a) Patron: being a person who is of the age of 18 years or more, is ordinarily resident in Bermuda and satisfies the criteria contained in or prescribed pursuant to Paragraph 5 (2);
- (b) General Member: any person of the age of 18 years or more and who is ordinarily resident in Bermuda may apply for such membership;
- (c) Senior Member: any person of the age of 65 years or more and who is ordinarily resident in Bermuda may apply for such membership;

- (d) Student Member: any person who is ordinarily resident in Bermuda and either under the age of 18 years or enrolled in a programme of full-time education, whether in Bermuda or overseas, may apply for such membership;
 - (e) Overseas Member: any person who is of the age of 18 years or more and who is not ordinarily resident in Bermuda may apply for such membership;
 - (f) Temporary Member: any person may be granted temporary membership for such period and on such terms as the Executive Committee may from time to time determine.
- (2) Applications for membership shall be in such form as the Executive Committee may from time to time approve. Such applications shall be signed by the applicant, countersigned by two Voting Members and sent to the Secretary with the prescribed annual or other subscription. The Executive Committee may grant or refuse the application at its discretion and, in the event of a refusal, shall not be bound to give any reason therefore.
- (3) Student Members, Temporary Members and Overseas Members shall be entitled to receive notice of, attend and be heard at general meetings of the Society, but they shall have no voting rights; nor shall they be counted in a quorum.

4. Membership Subscriptions

- (1) Unless and until otherwise determined by the Executive Committee, the membership year shall run from the 1st September to the 31st August.
- (2) The subscription for each category of membership shall be in such amount as the Executive Committee may from time to time determine.
- (3) Any person who is admitted to membership (in a category for which there is an annual subscription) after the beginning of a membership year shall be liable to pay the subscription for the whole of that year, except, however, that any person who is admitted to membership within the last three months of the membership year shall not be liable for the balance of that year and

the subscription of that person shall be applied in or towards payment of his subscription for the next following year.

- (4) Any Member who fails to pay his annual subscription within three months of the beginning of the membership year shall automatically cease to be a Member. For the avoidance of doubt, such a person may re-apply for membership subject to and in accordance with Paragraph 3(2).
- (5) A Member may resign as such by notice in writing to that effect given to the Secretary.

5. **Patrons**

- (1) Honorary patron: any person who, in Bermuda, has rendered distinguished service in the field of music, drama or one of the related arts or who has rendered valuable service to the Society may be invited by the Executive Committee at its discretion to become an Honorary Patron, for life or such other period as the Executive Committee shall determine. Such a patron, if not already a Voting Member, shall be entitled to all the rights and privileges accorded to such a Member. An Honorary Patron who is a Member shall be exempt from the payment of the annual subscription for membership.
- (2) Patron: any person who, with respect to any membership year, pays by way of subscription for membership not less than the amount fixed by the Executive Committee for the purpose shall, if admitted to membership, be recognized as a patron for that year. The Executive Committee may establish different categories of patron by reference to the amounts respectively subscribed by them for membership or such other criteria as the Executive Committee may from time to time prescribe and patrons shall be recognized accordingly.

6. **The Officers**

- (1) The officers of the Society shall consist of a President, three Vice-Presidents, a Secretary and a Treasurer, all of whom shall serve without remuneration.
- (2) The President shall act as chairman at all meetings of the Members and of the Executive Committee at which he is present. In the absence of the President, one of the Vice-Presidents shall act as chairman. In the absence of

all of them, a chairman shall be appointed by those present at the meeting and entitled to vote.

- (3) The Treasurer shall be responsible for, amongst other things, the maintenance of proper books of account and arranging for the preparation of audited annual financial statements to be presented to the Members at each annual general meeting.
- (4) The Secretary shall be responsible for, amongst other things, maintaining the Register of Members, the convening of meetings of the Members and of the Executive Committee and the recording of the proceedings at such meetings.

7. Management of the Society and the Executive Committee

- (1) The affairs of the Society shall be managed by committee of management entitled the Executive Committee consisting of the Officers, the respective chairmen of the Standing Committees and five other persons (to be known as “General Executive Members”), all of whom shall be elected at annual general meetings of the Society or appointed in accordance with the provisions of this Paragraph. No person shall be eligible to serve as a member of the Executive Committee who is not a Voting Member.
- (2) There shall be five Standing Committees, designated respectively by reference to the areas for which they have responsibility as follows:
 - (a) Drama
 - (b) Music
 - (c) Premises
 - (d) Bar
 - (e) Social
- (3) An Officer may also serve as chairman of one of the Standing Committees. In such a case, the Officer shall not have an additional vote, nor shall he count as two persons for the purpose of ascertaining a quorum.
- (4) The immediate past President shall, until the annual general meeting next following his retirement as President, be entitled to attend and be heard at all meetings of the Executive Committee, but may not (unless he is a member of the Executive Committee) vote.

- (5) Subject to Paragraphs 11(2) and 19 and sub-paragraphs (6) and (7), at each annual general meeting an election shall be held to fill those vacancies which have arisen in positions on the Executive Committee, whether by reason of the expiration of terms respectively referable to such positions or otherwise. The nominee elected to a given position shall serve until the third annual general meeting next following his election or, as the case may be, for the unexpired portion of the term of his predecessor in that position. For the avoidance of doubt, upon the expiration of his term a member shall be eligible for re-election to the same or another position on the Executive Committee.
- (6) In the event of the death or resignation of the President, the Executive Committee shall appoint one of the Vice-Presidents to act as the President until the next following annual general meeting. Any person elected as the President at such meeting shall serve only for the unexpired portion of the term of his predecessor.
- (7) Subject as provided in sub-paragraph (6), the Executive Committee may appoint any Voting Member to fill a vacancy on the Executive Committee arising as a result of (a) the death or resignation of one of its members or (b) a position remaining unfilled at the previous annual general meeting. Any person so appointed shall serve only until the next following annual general meeting, but shall then be eligible for election for the unexpired portion of the term referable to the position (a) of the member who died or resigned or (b) which was due to be filled at the first-mentioned annual general meeting.
- (8) In the event that the President becomes unable (by reason of illness, injury or otherwise) to carry out the duties of his office, the President or the Executive Committee shall appoint one of the Vice-Presidents to perform such duties during the period of such incapacity. In the event that another Officer becomes similarly incapacitated, the President may appoint any Voting Member to perform the duties of that Officer during the period of his incapacity.
- (9) Without prejudice to sub-paragraph (10), nominations for the election of members of the Executive Committee may be made by Voting Members and must be submitted in writing to the Secretary not less than seven days before the day scheduled for the meeting at which such election is to take place. Any such nomination must be signed by two Voting Members (as proposer

and seconder respectively) and by the person nominated (thereby indicating his willingness to serve).

- (10) The Executive Committee shall, from time to time, appoint a sub-committee to be known as the “Nominating Committee”, comprising one member only of the Executive Committee (who shall act as the chairman) and not less than two other Voting Members. The duties of such committee shall be to ascertain the vacancies on the Executive Committee which will require to be filled at the next following annual general meeting and to recommend to the Executive Committee the names of those persons who, in the opinion of the Nominating Committee, are suitable candidates for election to fill those vacancies and who have confirmed their willingness to serve. Having regard to the recommendations of the Nominating Committee, the Executive Committee shall nominate not more than one person for each such vacancy.
- (11) The Secretary shall, concurrently with the giving of notice of the meeting at which such election is to take place, provide each Member with a list of the names of those persons who have, at the date of such notice, been nominated for election, pursuant to either sub-paragraph (9) or sub-paragraph (10), the positions for which they have been nominated and the terms to be served with respect to those positions.
- (12) A notice of the nominations made pursuant to either sub-paragraph (9) or sub-paragraph (10) shall be posted on the Daylesford notice board not less than four days before the day scheduled for the meeting at which the election is to take place. Such notice shall separately identify the nominations made pursuant to sub-paragraph (9) and those made pursuant to sub-paragraph (10).
- (13) A member of the Executive Committee may resign by notice in writing to that effect given to the Secretary.

8. Meetings of the Executive Committee

- (1) The Executive Committee may meet for the transaction of business adjourn and otherwise conduct its meetings as it sees fit. Except as provided in Paragraphs 15, 16 and 17, a resolution put to a vote at a meeting of the Executive Committee shall be carried by the affirmative vote of a majority of the votes cast. In the case of an equality of votes, the chairman of the meeting shall have a casting vote.

- (2) Notice of meetings of the Executive Committee shall be given in such manner as the Executive Committee shall from time to time determine.
- (3) The quorum necessary for the transaction of business at a meeting of the Executive Committee shall be seven members.

9. Sub-committees

- (1) The Executive Committee may from time to time appoint such one or more sub-committees (being additional to the Standing Committees and the Nominating Committee) as it deems necessary for the proper conduct of the affairs of the Society. Any such sub-committee shall have only such powers and authorities as the Executive Committee shall confer on it.
- (2) Except as provided in Paragraph 7 (10), any sub-committee shall comprise two or more Voting Members, at least one of whom must be a member of the Executive Committee. The President shall appoint a member of the Executive Committee as chairman.

10. General Meetings

- (1) The annual general meeting of the Society shall be held not later than the 30th November in each year at such time and place as the Executive Committee shall determine. Notice of the meeting shall be sent by post, facsimile or electronic mail to each Member at his address or other point of contact (in any case, as shown in the Register of Members) not less than twenty-one days before the day scheduled for the meeting. A notice of the meeting shall also be published in the Royal Gazette or other leading daily newspaper not less than ten days before the day scheduled for the meeting.
- (2) Any resolution proposed for consideration at an annual general meeting must be in writing, signed by the Voting Member proposing the resolution, countersigned by two other Voting Members and received by the Secretary not less than twenty-eight days before the day scheduled for the meeting.
- (3) The President or the Executive Committee may convene a special general meeting whenever in their judgment such a meeting is necessary. The Secretary shall, on the written requisition of ten or more Voting Members, forthwith proceed to convene a special general meeting. Such a meeting

shall be convened and advertised not less than ten days before the day scheduled for the meeting in the same manner as an annual general meeting. At any special general meeting, no business may be transacted other than that specified in the notice of the meeting.

- (4) The accidental omission to give notice of a meeting to a Member or the non-receipt of notice of a meeting by a Member shall not invalidate the proceedings of that meeting.
- (5) Subject as provided in Paragraphs 15 and 17, at any general meeting, Voting Members, being not less than twice the number of the Executive Committee members currently in office plus one in number or (if it be greater) five percent of all Voting Members, shall form a quorum for the transaction of business.

11. Voting at General Meetings

- (1) Except as provided in Paragraphs 15 and 17, any question proposed for the consideration of the Members at any general meeting shall be decided by the affirmative vote of a majority of the votes cast. In the case of an equality of votes, the resolution shall fail, except that, in the case of an election, the chairman of the meeting shall have a casting vote.
- (2) Proxies may be given only in respect of a Special Resolution. Only a Voting Member may be appointed proxy holder for any other Voting Member.
- (3) Where, at an annual general meeting, more than one person has been nominated to fill a vacancy arising on the Executive Committee, there shall be an election with respect to the filling of such vacancy, the voting for which shall be conducted by secret ballot. The ballot and the counting of votes shall be carried out in such manner as the chairman of the meeting shall determine. Where only one person has been nominated to fill the vacancy, such person shall be deemed duly elected.

12. Financial Year

The financial year which began on the 1st September 2009 shall end on the 31st May 2010. Thereafter, unless and until otherwise determined by the Executive Committee, the financial year of the Society shall run from the 1st June to the 31st May.

13. Other Financial Matters; Reports

- (1) At each annual general meeting, the Treasurer shall present audited financial statements for the immediately preceding financial year, including a balance sheet and a statement showing the operating revenues and expenses, all prepared in accordance with generally accepted accounting principles.
- (2) The signing authority on any bank account of the Society shall be vested in any two of the President, the Vice-Presidents and Treasurer jointly.
- (3) At each annual general meeting, the President and the chairmen of the Standing Committees shall present a report on the activities of the Society falling within their respective areas of responsibility.

14. Annual Audit

An annual audit of the accounts of the Society shall be conducted by a firm of chartered accountants in Bermuda appointed by the Executive Committee.

15. Acquisition, Leasing and Disposal of Land

- (1) Any proposed transaction involving the acquisition, leasing or sale or other disposal by the Society of land shall, unless the same is determined by the Executive Committee to be of a minor nature, require to be approved by a Special Resolution.
- (2) In making its determination pursuant to sub-paragraph (1), the Executive Committee shall take into account, amongst other things, the financial condition of the Society and the other party to the transaction, the amount and terms of any indebtedness to be incurred by the Society or such other party and any other obligations or liabilities to be assumed by them respectively.

16. Disciplinary Matters

All issues relating to discipline shall be determined by the Executive Committee, which shall act fairly and with regard to the principles of natural justice. No action to expel or suspend a Member (of whatever category) shall have effect unless

sanctioned by a resolution passed by a two-thirds majority of all the members of the Executive Committee.

17. Changes to the Constitution

- (1) Subject as provided in sub-paragraph (2), no provision of this Constitution shall be rescinded or amended and no new provision shall be made unless the same shall have been approved by the Executive Committee and by a resolution passed in general meeting by a two-thirds majority of the votes cast, provided however that there shall be present at such meeting in person or by proxy not less than ten percent of all Voting Members.
- (2) Neither this Paragraph 17 nor Paragraph 15(1) shall be rescinded, amended or replaced unless the same shall have been approved by a Special Resolution.

18. Interpretation

- (1) In this Constitution, the following expressions shall, where not inconsistent with the context, have the following respective meanings:
 - (a) “Executive Committee” means the body of persons referred to as such in Paragraph 7(1);
 - (b) “General Executive Members” means those members of the Executive Committee referred to as such in Paragraph 7 (1);
 - (c) “land” includes buildings, rights of way and other interests in land;
 - (d) “Member” means any person for the time being admitted to membership in the Society;
 - (e) “Nominating Committee” means the sub-committee appointed by the Executive Committee under Paragraph 7(10);
 - (f) “Officers” means the officers for the time being of the Society;
 - (g) “person” means an individual person;
 - (h) “President”, “Vice-President” and “Treasurer” mean the persons for the time being holding or acting in those offices respectively;
 - (i) “Register of Members” means the register of members (of each category) maintained by the Secretary;
 - (j) “Secretary” means the secretary for the time being of the Society and includes an assistant or acting secretary;
 - (k) “Special Resolution” means a resolution which is proposed in the first instance at a meeting of the Executive Committee by the President,

seconded by two Vice-Presidents and passed by a two-thirds majority of all the members of the Executive Committee; and thereafter (ii) passed in general meeting by a two-thirds majority of the votes cast, provided however that there shall be present at such meeting not less than ten percent of all Voting Members;

- (l) “Standing Committee” means any one of the sub-committees mentioned in Paragraph 7(2);
- (m) “Voting Member” means any Member not being a Student Member, a Temporary Member or an Overseas Member ;
- (n) “written” and “in writing” include typewriting, facsimile, printing, electronic mail and other modes of representing words in legible form.

(2) In this Constitution, where not inconsistent with the context:

- (a) words importing only the singular number include the plural number and vice versa;
- (b) words importing only the masculine gender include the feminine gender.
- (c) Subject to the laws of Bermuda, the Executive Committee shall be the final arbiter with respect to the interpretation of this Constitution.

19. Transitional Provision

Any person who, at the date of adoption of this Constitution, is serving as an Officer, Standing Committee chairman or other member of the Executive Committee (henceforth to be known as a “General Executive Member”) shall continue so to serve for the unexpired portion of the term for which he was elected or appointed to that position.