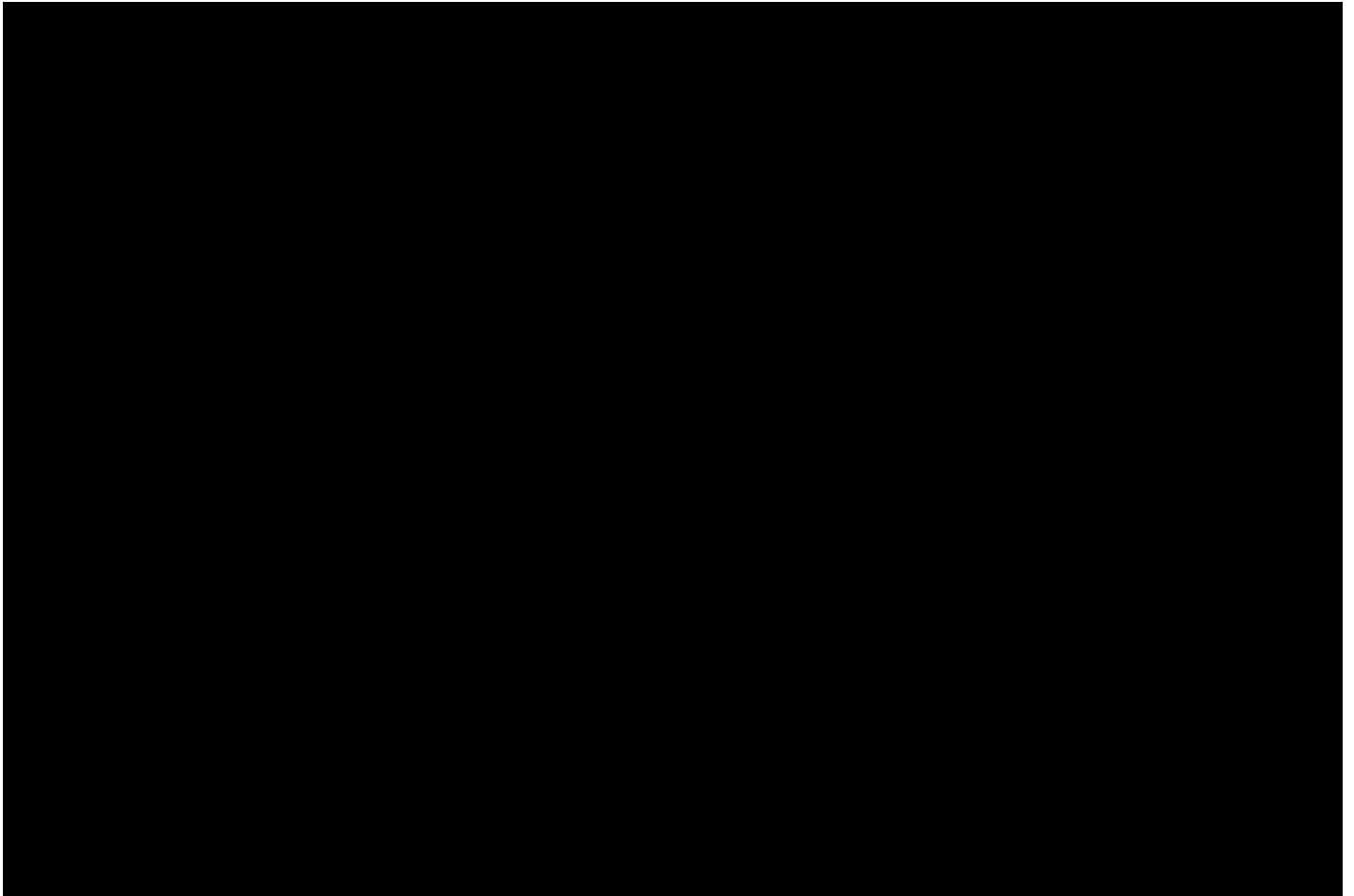




Ayr Amateur Opera Company

Trustees Annual Report
Year ending 30th April 2025



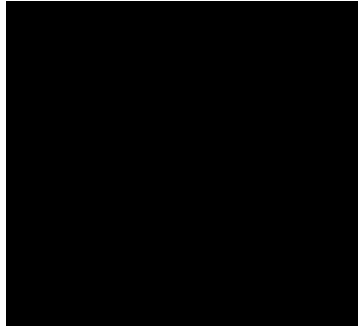


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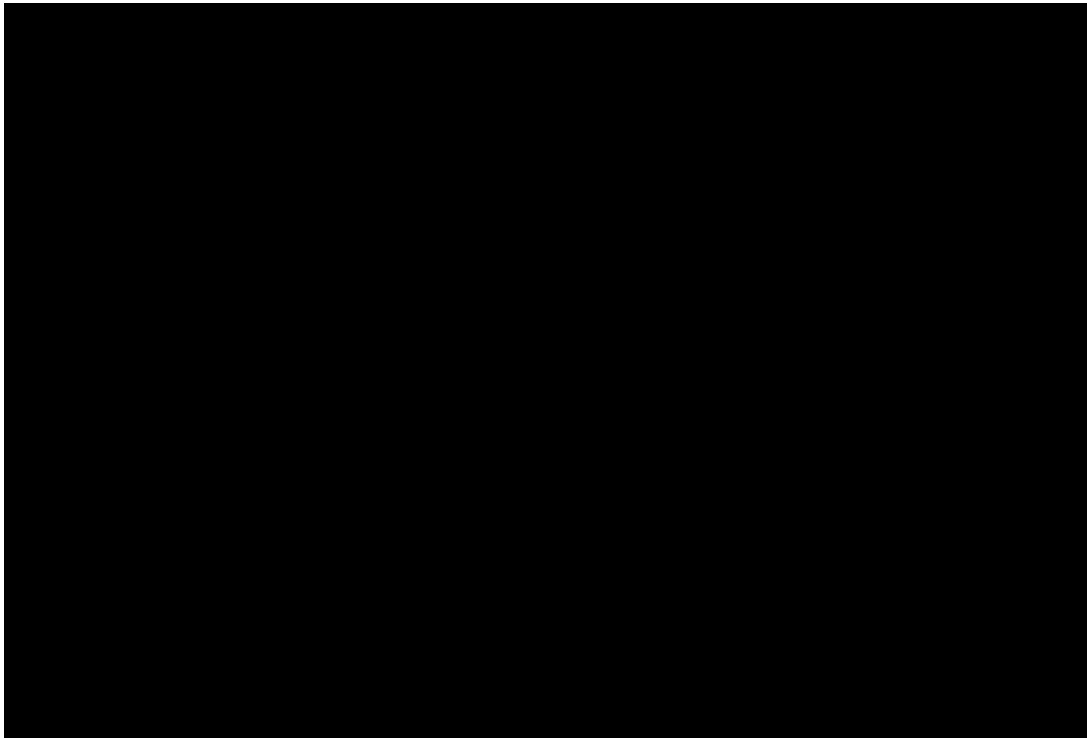


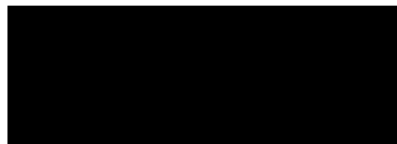
Board of Trustees



Principal Address

30 Balvenie Drive
Kilmarnock
KA3 1TG





Constitution

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GENERAL

Type of organisation

- 1 The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

Scottish principal office

- 2 The principal office of the organisation will be in Scotland (and must remain in Scotland).

Name

- 3 The name of the organisation is
Ayr Amateur Opera Company

Purposes

- 4 The organisation's purposes are to advance the arts by:
 - 4.1 Educating the public in all forms of musical theatre through presentation to the general public of musical theatre performances and other related activities on an amateur basis.
 - 4.2 The study and performance of Music and Stage Musical Plays.
 - 4.3 Providing at least one public performance during each session.
 - 4.4 Raising funds which can be applied in furtherance of any charitable purpose.

Powers

- 5 The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 6 No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members - either in the course of the organisation's existence or on dissolution - except where this is done in direct furtherance of the organisation's charitable purposes.

Liability of members

- 7 The members of the organisation have no liability to pay any sums to help to meet the debts (or other liabilities) of the organisation if it is wound up; accordingly, if the organisation is unable to meet its debts, the members will not be held responsible.
- 8 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.



General structure

- 9 The structure of the organisation consists of: -
 - 9.1 the MEMBERS - classified as follows –
 - 9.1.1 Members, who shall form the ordinary membership of the company and participate in company activities
 - 9.1.2 Honorary Life Members, who shall be granted such status by the Company in General Meeting. Proposals for Honorary Life Members shall be submitted to the Secretary for approval by the Executive Committee not later than the 30th April of the same year as the Annual General Meeting at which they are proposed.
 - 9.1.3 Patrons - Applications for patronage of the Company may be accepted at the discretion of the Executive Committee if submitted in writing, and according to the rules drawn up by the Executive Committee.
 - 9.1.4 All members have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the Executive Committee and take decisions on changes to the constitution itself.
 - 9.2 The EXECUTIVE COMMITTEE - who hold regular meetings, and generally control the activities of the organisation. For example, the Executive Committee is responsible for monitoring and controlling the financial position of the organisation.
 - 9.2.1 The people serving on the Executive Committee may be referred to in this constitution as CHARITY TRUSTEES. This will be made up as follows:
 - 9.2.1.1 The Officers - President, Vice-President, Honorary Secretary and Honorary Treasurer. The offices of President and Vice-President shall be held only by members who have served at least one year on the Executive Committee.
 - 9.2.1.2 Up to a further six elected members of the company, (minimum membership requirement of at least one year) as well as the Immediate Past President.

MEMBERS

Qualifications for Membership

- 10 Playing Membership is open to any individual aged 16 or over who:
 - 10.1 Undergoes a successful audition at the time of original application (and at any other time as required by the Executive Committee.)
 - 10.2 Signs a written application for membership; the application will then be considered by the Executive Committee at its next meeting.
 - 10.3 Attend all rehearsals as required by the Production Team (advance notice of any unavoidable absence should be given to the designated person - any Member who misses three consecutive rehearsals or has been unsatisfactory attendance record may be withdrawn from the annual production by the Executive Committee.)
- 11 Employees of the organisation are not eligible for membership.



- 12 The Executive Committee may, at its discretion, refuse to admit any person to membership.
- 13 The Executive Committee must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit them to membership.

Qualifications for Honorary Life Membership

- 14 The number of Honorary Life Members shall not exceed ten (10) at any time. Admission to membership shall be based on the following criteria:
 - 14.1 That normally the candidate shall have served as an officer - President, Vice-President, Honorary Treasurer, Honorary Secretary - of the Company.
 - 14.2 That the individual shall have contributed beyond the normal duties and obligations of a company member or officer.
 - 14.3 That the Executive Committee shall have the final say (by majority vote) on the suitability of a candidate to be presented to a General Meeting of the Company.

Application for Patronship

- 15 Any person who wishes to become a Patron must apply in writing on a prescribed form. Patrons shall:
 - 15.1 Be entitled to attend but not participate in rehearsals.
 - 15.2 Be entitled to attend but not vote at any General Meeting of the company.
- 16 The Executive Committee may, at its discretion, refuse to admit any person to patronship.
- 17 The Executive Committee must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit them to patronship

Membership subscription

- 18 The amount of the annual subscriptions membership, and patronship shall be determined each year at the Annual General Meeting. The Company's year shall commence on 1st June each year and members' subscriptions shall become due payable on that date. Members whose subscriptions have not been paid by 31st December in any year shall be dealt with by the Executive Committee at their discretion.
- 19 Participation Subs: The Executive Committee will set the amount for members participating in the Concert Party or the Annual Production. This amount shall be determined based on factors such as the budgetary constraints of the organisation and the level of involvement required from the members. The subscription amount(s) and eligibility criteria shall be reviewed by the Executive Committee and approved by the members at the Annual General Meeting.

Register of members

- 20 The Executive Committee must keep a register of members, setting out
 - 20.1 for each current member:



20.1.1 their full name and address; and

20.1.2 the date on which they were registered as a member of the organisation.

20.2 for each former member - for at least six years from the date on which they ceased to be a member:

20.2.1 their name; and

20.2.2 the date on which they ceased to be a member.

21 The Executive Committee must ensure that the register of members is updated within 28 days of any change:

21.1 which arises from a resolution of the Executive Committee or a resolution passed by the members of the organisation; or

21.2 which is notified to the organisation.

22 If a member or charity trustee of the organisation requests a copy of the register of members, the Executive Committee must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a member (rather than a charity trustee), the Executive Committee may provide a copy which has the addresses blanked out.

Withdrawal from membership

23 Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by them; they will cease to be a member as from the time when the notice is received by the organisation.

Transfer of membership

24 Membership of the organisation may not be transferred by a member.

Re-registration of members

25 The Executive Committee may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the organisation, allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the Executive Committee.

26 If a member fails to provide confirmation to the Executive Committee (in writing or by email) that they wish to remain as a member of the organisation before the expiry of the 28-day period referred to in clause 31, the Executive Committee may expel them from membership.

27 A notice under clause 31 will not be valid unless it refers specifically to the consequences (under clause 32) of failing to provide confirmation within the 28-day period.

Expulsion from membership

28 Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:



- 28.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion.
- 28.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

Termination

- 29 Membership of the organisation will terminate on death.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 30 The Executive Committee must arrange a meeting of members (an annual general meeting or "AGM") no later than 31st May of each calendar year, except in extraordinary circumstances when an AGM will be arranged as close to this date as possible.
- 31 The gap between one AGM and the next must not be longer than 15 months.
- 32 Notwithstanding clause 36, an AGM does not need to be held during the calendar year in which the organisation is formed; but the first AGM must still be held within 15 months of the date on which the organisation is formed.
- 33 The business of each AGM must include:
 - 33.1 Submission of reports on the work of the session.
 - 33.2 Consideration and approval of the annual accounts of the Company.
 - 33.2.1 The election/re-election of Charity Trustees/Officers, as referred to in clauses 69 to 72.
 - 33.3 Election of Auditors/Independent Examiner.
 - 33.4 Determination of Annual Subscriptions.
 - 33.5 Any other competent business
- 34 The Executive Committee may arrange a special members' meeting at any time.

Power to request the Executive Committee to arrange a special members' meeting

- 35 The Executive Committee must arrange a special members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by members who amount to 25% or more of the total membership of the organisation at the time, providing:
 - 35.1 the notice states the purposes for which the meeting is to be held; and
 - 35.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 36 If the Executive Committee receive a notice under clause 41, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.



Notice of members' meetings

- 37 At least 14 clear days' notice must be given of any AGM or any special members' meeting.
- 38 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 38.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- 38.2 in the case of any other resolution falling within clause 56 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 39 The reference to "clear days" in clause 43 shall be taken to mean that, in calculating the period of notice,
- 39.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 39.2 the day of the meeting itself should also be excluded.
- 40 Notice of every members' meeting must be given to all the members of the organisation, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 41 Any notice which requires to be given to a member under this constitution must be: -
- 41.1 sent by post to the member, at the address last notified by them to the organisation; or
- 41.2 sent by e-mail to the member, at the e-mail address last notified by them to the organisation.

Procedure at members' meetings

- 42 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 43 The quorum for a members' meeting is 20 members, present in person.
- 44 If a quorum is not present within 30 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting – the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 45 The President of the organisation should act as chairperson of each members' meeting.
- 46 If the President of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Vice-President shall act as chairperson.
- 47 If neither President or Vice-President are present, (or are not willing to act as chairperson) within 15 minutes after the time at which the meeting was due to start, the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

Voting at members' meetings

- 48 Every playing, non-playing, honorary life, and associate member has one vote, which must be given personally.



- 49 All decisions at members' meetings will be made by majority vote, with the exception of the types of resolution listed in clause 56.
- 50 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 60):
- 50.1 a resolution amending the constitution.
 - 50.2 a resolution expelling a person from membership under clause 34.
 - 50.3 a resolution directing the Executive Committee to take any particular step (or directing the Executive Committee not to take any particular step).
 - 50.4 a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation).
 - 50.5 a resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights, and liabilities).
 - 50.6 a resolution for the winding up or dissolution of the organisation.
- 51 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 52 A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.
- 53 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

Written resolutions by members

- 54 A resolution agreed to in writing (or by e-mail) by all the members will be as valid as if it had been passed at a members' meeting; the date of the resolution will be taken to be the date on which the last member agreed to it.

Minutes

- 55 The Executive Committee must ensure that proper minutes are kept in relation to all members' meetings. These should be taken by the Secretary, or another member of the Executive Committee in their absence.
- 56 Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 57 The Executive Committee shall make available copies of the minutes referred to in clause 61 to any member of the public requesting them; but on the basis that the Executive Committee may exclude confidential material to the extent permitted under clause 107



EXECUTIVE COMMITTEE (CHARITY TRUSTEES)

Number of charity trustees

58 The maximum number of charity trustees is 11; out of that:

58.1 no more than 11 shall be charity trustees who were elected/appointed under clauses 69 and 70 (or deemed to have been appointed under clause 68); and

58.2 no more than 7 shall be charity trustees who were co-opted under the provisions of clauses 73 and 74.

59 The minimum number of charity trustees is 5.

Eligibility

60 A person shall not be eligible for election/appointment to the Executive Committee under clauses 69 to 72 unless they are a member of the organisation; a person appointed to the Executive Committee under clause 73 need not, however, be a member of the organisation.

61 A person will not be eligible for election or appointment to the Executive Committee if they are: -

61.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or

Initial charity trustees

62 The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the organisation shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the organisation.

Election, retiral, re-election

63 At each AGM, the members may elect any member (with the exception of Associate Members, Patrons, or unless they are debarred from membership under clause 67) to be a charity trustee/officer.

64 The Executive Committee may at any time appoint any member (with the exception of Associate Members, Patrons, or unless they are debarred from membership under clause 67) to be a charity trustee/officer.

65 At each AGM, any of the charity trustees/officers elected/appointed under clauses 69 and 70 (and, in the case of the first AGM, those deemed to have been appointed under clause 68) whose designated service has expired, shall retire from office – but shall then be eligible for re-election under clause 69.

66 A charity trustee retiring at an AGM will be deemed to be eligible for re-election unless:

66.1 they advise the Executive Committee prior to the conclusion of the AGM that they do not wish to be re-appointed as a charity trustee; or



- 66.2 an election process was held at the AGM and they were not among those elected/re-elected through that process.

Appointment/re-appointment of co-opted charity trustees

- 67 In addition to their powers under clause 70, the Executive Committee may at any time appoint any Associate Member, Patron, or non-member of the organisation to be a charity trustee (subject to clause 64, and providing they are not debarred from membership under clause 67) on the basis that they have specialist experience and/or skills which could be of assistance to the Executive Committee.
- 68 At each AGM, all of the charity trustees appointed under clause 73 shall retire from office – but shall then be eligible for re-appointment under that clause.

Termination of office

- 69 A charity trustee will automatically cease to hold office if: -
- 69.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005.
 - 69.2 they become incapable for medical reasons of carrying out their duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months.
 - 69.3 (in the case of a charity trustee elected/appointed under clauses 68 to 72) they cease to be a member of the organisation.
 - 69.4 they give the organisation a notice of resignation, signed by them.
 - 69.5 they are absent (without good reason, in the opinion of the Executive Committee) from more than three consecutive meetings of the Executive Committee - but only if the Executive Committee resolves to remove them from office.
 - 69.6 they are removed from office by resolution of the Executive Committee on the grounds that they are considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 89).
 - 69.7 they are removed from office by resolution of the Executive Committee on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - 69.8 they are removed from office by a resolution of the members passed at a members' meeting.
- 70 A resolution under paragraph 75.7, 75.8 or 75.9 shall be valid only if: -
- 70.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed.
 - 70.2 the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and



- 70.3 (in the case of a resolution under paragraph 75.7 or 75.8) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

Register of charity trustees

- 71 The Executive Committee must keep a register of charity trustees, setting out
- 71.1 for each current charity trustee:
- 71.1.1 their full name and address.
- 71.1.2 the date on which they were appointed as a charity trustee; and
- 71.1.3 any office held by them in the organisation.
- 71.2 for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
- 71.2.1 the name of the charity trustee.
- 71.2.2 any office held by them in the organisation; and
- 71.2.3 the date on which they ceased to be a charity trustee.
- 72 The Executive Committee must ensure that the register of charity trustees is updated within 28 days of any change:
- 72.1 which arises from a resolution of the Executive Committee or a resolution passed by the members of the organisation; or
- 72.2 which is notified to the organisation.
- 73 If any person requests a copy of the register of charity trustees, the Executive Committee must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the organisation, the Executive Committee may provide a copy which has the addresses blanked out - if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

- 74 A person elected to any office will automatically cease to hold that office:
- 74.1 if they cease to be a charity trustee; or
- 74.2 if they give to the organisation a notice of resignation from that office, signed by them.

Powers of Executive Committee

- 75 Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the Executive Committee; and the Executive Committee may exercise all the powers of the organisation, including:
- 75.1 To arrange the entire programme of activities of the Company
- 75.2 To set the amount of annual subscriptions for all membership groups, including Patrons.



76 A meeting of the Executive Committee at which a quorum is present may exercise all powers exercisable by the Executive Committee.

77 The members may, by way of a resolution passed in compliance with clause 56(requirement for two-thirds majority), direct the Executive Committee to take any particular step or direct the Executive Committee not to take any particular step; and the Executive Committee shall give effect to any such direction accordingly.

Charity trustees - general duties

78 Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the organisation; and, in particular, must:

78.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes.

78.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.

78.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:

78.3.1 put the interests of the organisation before that of the other party.

78.3.2 where any other duty prevents them from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question.

78.4 ensure that the organisation complies with any direction, requirement, notice, or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

79 In addition to the duties outlined in clause 84, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

79.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and

79.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.

80 Provided they have declared their interest - and have not voted on the question of whether or not the organisation should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the organisation in which they have a personal interest; and (subject to clause 87 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.

81 Only the Secretary and Treasurer will receive any form of extra remuneration for carrying out their duties as a charity trustee due to the volume of time and work required to do this effectively. This amount will be agreed upon at the start of each new financial year by the Executive Committee, and a contract will be signed by the appropriate officers, the President, and two witnesses.



82 The charity trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

Code of conduct for charity trustees

- 83 Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Executive Committee from time to time.
- 84 The code of conduct referred to in clause 89 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time

DECISION-MAKING BY THE EXECUTIVE COMMITTEE (CHARITY TRUSTEES)

Notice of Executive Committee meetings

- 85 The Executive Committee shall meet as deemed necessary by the President.
- 86 The President shall also instruct the Secretary to convene a meeting of the Executive Committee on receiving a signed requisition by not less than four members of the Committee desiring a meeting to be called and stating the purpose of such a meeting.
- 87 At least 7 days' notice must be given of each Executive Committee meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

Procedure at Executive Committee meetings

- 88 No valid decisions can be taken at an Executive Committee meeting unless a quorum is present; the quorum for Executive Committee meetings is 5 charity trustees, present in person.
- 89 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 94, the remaining charity trustee(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.
- 90 The President of the organisation should act as chairperson of each Executive Committee meeting.
- 91 If the President is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Vice-President, (or another member of the executive committee in the event of the Vice-President being absent) will act as chairperson of that meeting.
- 92 Every charity trustee has one vote, which must be given personally.
- 93 All decisions at Executive Committee meetings will be made by majority vote.



- 94 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 95 The Executive Committee may, at its discretion, allow any person to attend and speak at an Executive Committee meeting notwithstanding that they are not a charity trustee -but on the basis that they must not participate in decision-making.
- 96 A charity trustee must not vote at an Executive Committee meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; they must withdraw from the meeting while an item of that nature is being dealt with.
- 97 For the purposes of clause 102: -
- 97.1 an interest held by an individual who is “connected” with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that charity trustee.
- 97.2 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes

- 98 The Executive Committee must ensure that proper minutes are kept in relation to all Executive Committee meetings.
- 99 The minutes to be kept under clause 104 must include the names of those present; and so far as possible) should be signed by the chairperson of the meeting.
- 100 The Executive Committee shall (subject to clause 107) make available copies of the minutes referred to in clause 104 to any member of the public requesting them.
- 101 The Executive Committee may exclude from any copy minutes made available to a member of the public under clause 106 any material which the Executive Committee considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

ADMINISTRATION

Delegation to sub-committees

- 102 The Executive Committee may delegate any of their powers to sub-committees; a subcommittee must include at least one charity trustee, but other members of a subcommittee need not be charity trustees.
- 103 The Executive Committee may also delegate to the President of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.



- 104 When delegating powers under clause 108 or 109, the Executive Committee must set out appropriate conditions (which must include an obligation to report regularly to the Executive Committee).
- 105 Any delegation of powers under clause 108 or 109 may be revoked or altered by the Executive Committee at any time.
- 106 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Executive Committee.

Operation of accounts

- 107 Accounts authorised by the Executive Committee shall be opened in the name of the Company and operated upon by the Treasurer and/or by such Officer, or Officers, or Officials, as the Executive Committee shall direct including, if necessary, the members of any Sub-Committee.
- 108 Where the organisation uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 113.

Accounting records and annual accounts

- 109 The Executive Committee must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements. These shall be recorded by the Treasurer.
- 110 The Executive Committee must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the Executive Committee consider that an audit would be appropriate for some other reason), the Executive Committee should ensure that an audit of the accounts is carried out by a qualified auditor.

MISCELLANEOUS

Winding-up

- 111 If the organisation is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.
- 112 Any surplus assets available to the organisation immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the organisation as set out in this constitution.
- 113 The organisation shall not be dissolved as long as twelve members at least agree to its continuance.



Copies of Constitution and Rules

- 114 Each member of the company shall be furnished with either a digital or physical copy of the constitution and rules.

Alterations to the constitution

- 115 This Constitution shall be altered only by Resolution duly passed at either an EGM specifically for this purpose or an AGM of the Company. In the case of an AGM, such alteration shall be competent only if notice has been given in writing to the Secretary not later than 31st March of the same year as the Annual General Meeting at which the same is to be proposed.
- 116 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Extraordinary General Meeting

- 117 An Extraordinary General Meeting, (or EGM) of the Company shall be convened:
- 117.1 When the Executive Committee considers it necessary: or
- 117.2 On the signed requisition to the Secretary of not less than twenty members of the Company
- 118 Any EGM will follow the same procedure as a Members' meeting, following clauses 43 to 59 and clauses 61 to 63.

Honoraria and Expenses

- 119 Any amount allocated to the Treasurer or Secretary should be considered as a contribution towards their expenses incurred in carrying out the duties of their posts.
- 120 Any other Member carrying out a function which has been agreed by the Executive Committee should submit to the Treasurer a claim for any expenses incurred.
- 121 Payment of fees or honoraria to Production Officials will normally be restricted to persons who are not a members of the Company.

Rules

- 122 No member of the Company, including members of the Executive Committee, shall order an article or book facilities or obtain services on behalf of the Company without first obtaining the express permission of the Executive Committee, which must be made aware of any financial obligation to be incurred before any such approval may be given. Any person so authorised must place an order in writing and provide a copy to the Secretary. It will be competent for the Executive Committee to give retrospective approval in exceptional circumstances, but if that is not granted an authorised financial obligation will be a personal liability of the individual Company member. It will also be competent for the Executive

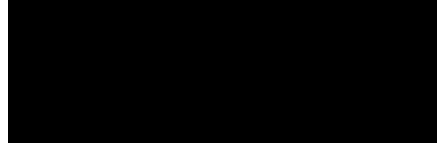


Committee, through the Treasurer, to authorise the reimbursement of the expenses incurred by members of the Company in the normal conduct of their duties and membership.

- 123 The Executive Committee shall determine the method or methods of allocating tickets for any production of the Company.
- 124 Any two Officers of the Company shall inhibit their signatures, for and on behalf of the Company, to all Contracts, other than orders for goods and services authorised under clause 128 above, which have been authorised by the Executive Committee.
- 125 No member whose annual subscription is in arrears shall be entitled to any ticket allocation or attend any General Meeting of the Company.
- 126 The conduct of rehearsals and performances in the theatre shall be under the direction of the Production Team and the Stage Manager respectively, subject at all times to the overall authority of the Executive Committee.

Interpretation

- 127 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:
- 127.1 any statutory provision which adds to, modifies, or replaces that Act; and
- 127.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 133.1 above.
- 128 In this constitution:
- 128.1 “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
- 128.2 “charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts._



Activities and Achievements

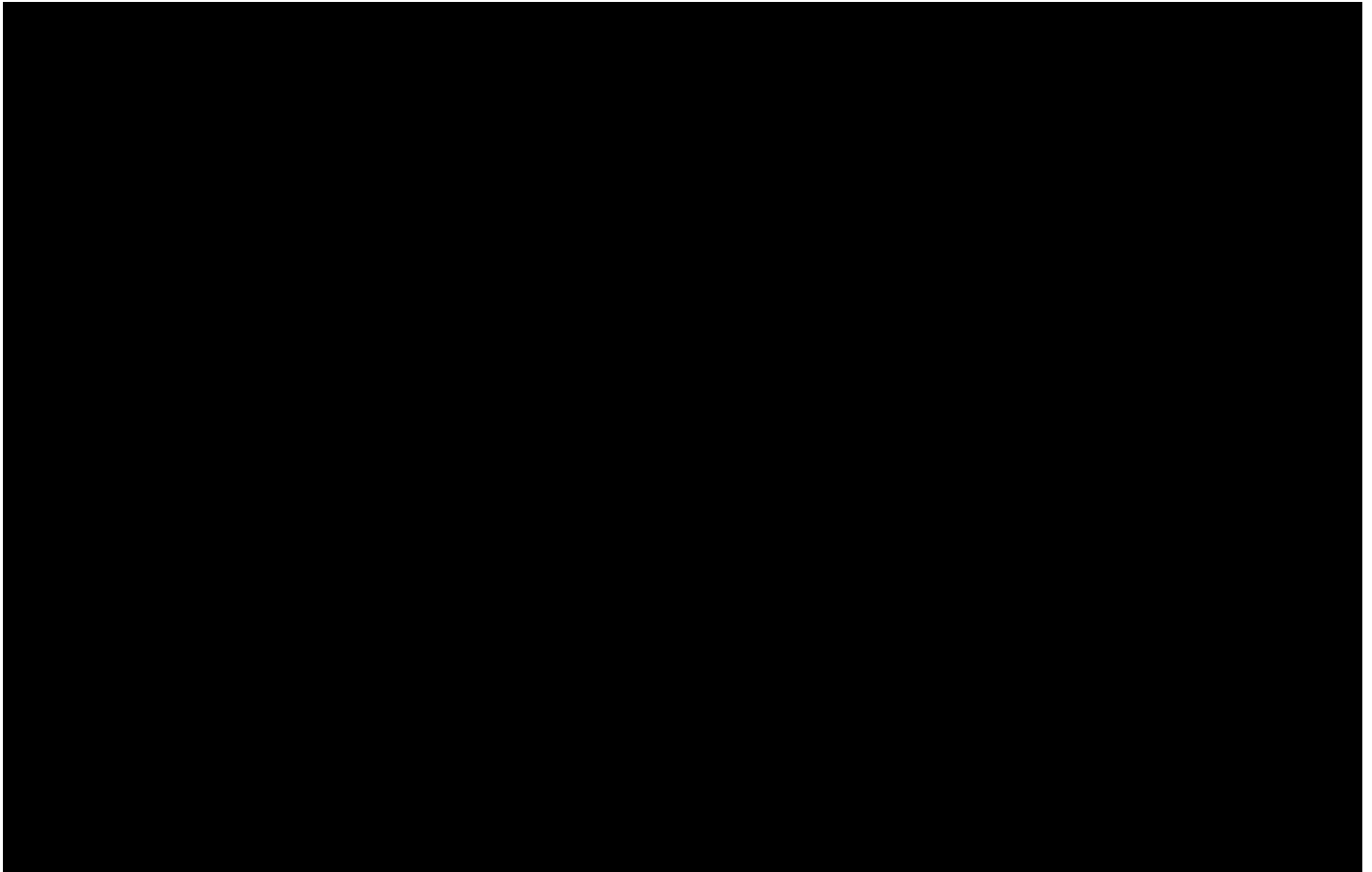
Our hard-working fundraising and events committee organised a year of fantastic events for our members and extended AAOC family.

AGM

Our AGM took place on 23rd May 2024 at the Savoy Park, Ayr. The evening followed the usual formalities with committee handovers, the rotation of Honorary President, the presentation of accounts and review of membership. Members were given an update of fundraising events and the concert party events that took place throughout the year. In addition, NODA Long Service Awards were presented to Iain and Lindsay for 5 years; Fiona, Kirsty, Marie, Gillian, Erland and Andrew for 10 years; Lynne for 15 years; David and Mikey for 20 years; Wendy for 25 years; and Jillian for 35 years.

Spotlight Ball

The year kicked off with our Spotlight Ball, celebrating 120 years of AAOC! The event was held at the Brig O'Doon House Hotel on Friday 10th May. Members, Patrons, Friends and Family got glammed up to enjoy an evening of delicious food, fabulous entertainment from Groove Culture and the chance to win lots of fabulous prizes in the Charity Raffle. The raffle had over £1000 worth of prizes including: an original painting by local artist Michael Murphy; £10 credit every week for a year at They Bake; a luxury food and drink hamper; £100 voucher at Good Travel; a 4-ball at Kilmarnock Barrasie Golf Club; a luxury massage and much more. Everyone had a great night of food and entertainment, while raising £1,475 for the company. We even managed to get some photos with the Northern Lights which made an appearance that night.



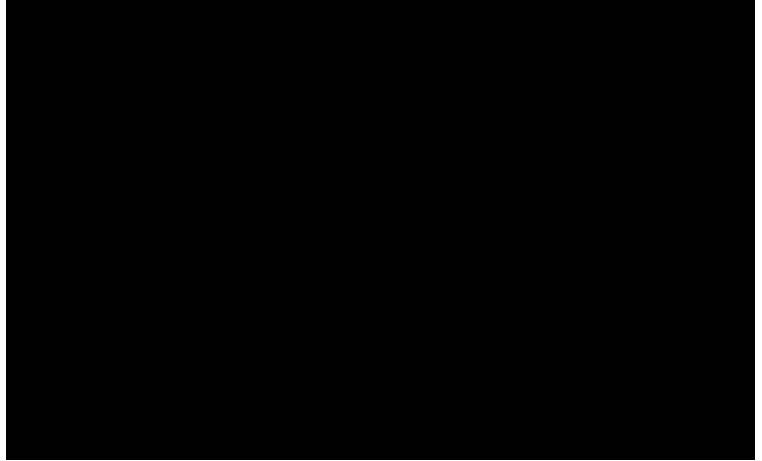


New Members Auditions

We held a very successful new members auditions where we welcomed eight new members to the company, who have had a wealth of talent and fun to the group.

Presidents BBQ

Our President, Greg, hosted a fantastic AAOB barbecue! The sun did not shine much but that didn't stop our members having fun, good food and laughter with friends.

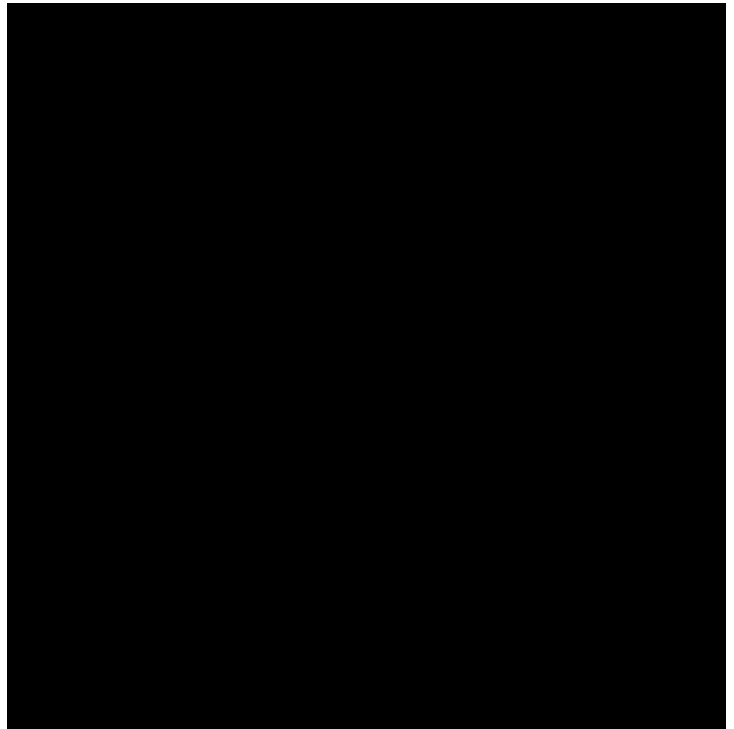


Ladies Afternoon Tea

Our ladies enjoyed an afternoon socialising at one of our members houses where sandwiches, cake and prosecco was consumed along with fun and laughter with friends.

Race Night and Disco

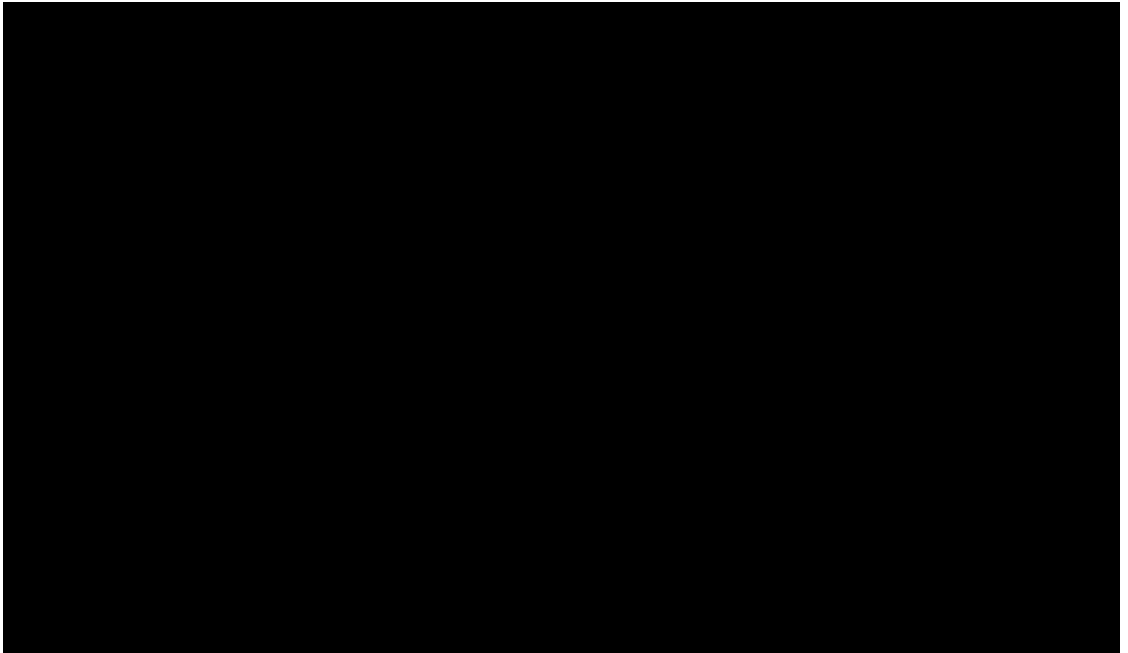
We had a brilliant night at our Race Night and Disco at Crooksmoss Bowling Club, hosted by Neil at Ayrshire Race Night Services! This was a great night with members, friends and family raising £1,246 for the company.





Ladies' Christmas Day Out

Some of our ladies had a fantastic time at The Carlton Hotel at their Festive Ladies Day! Our ladies danced and laughed their way through the day.

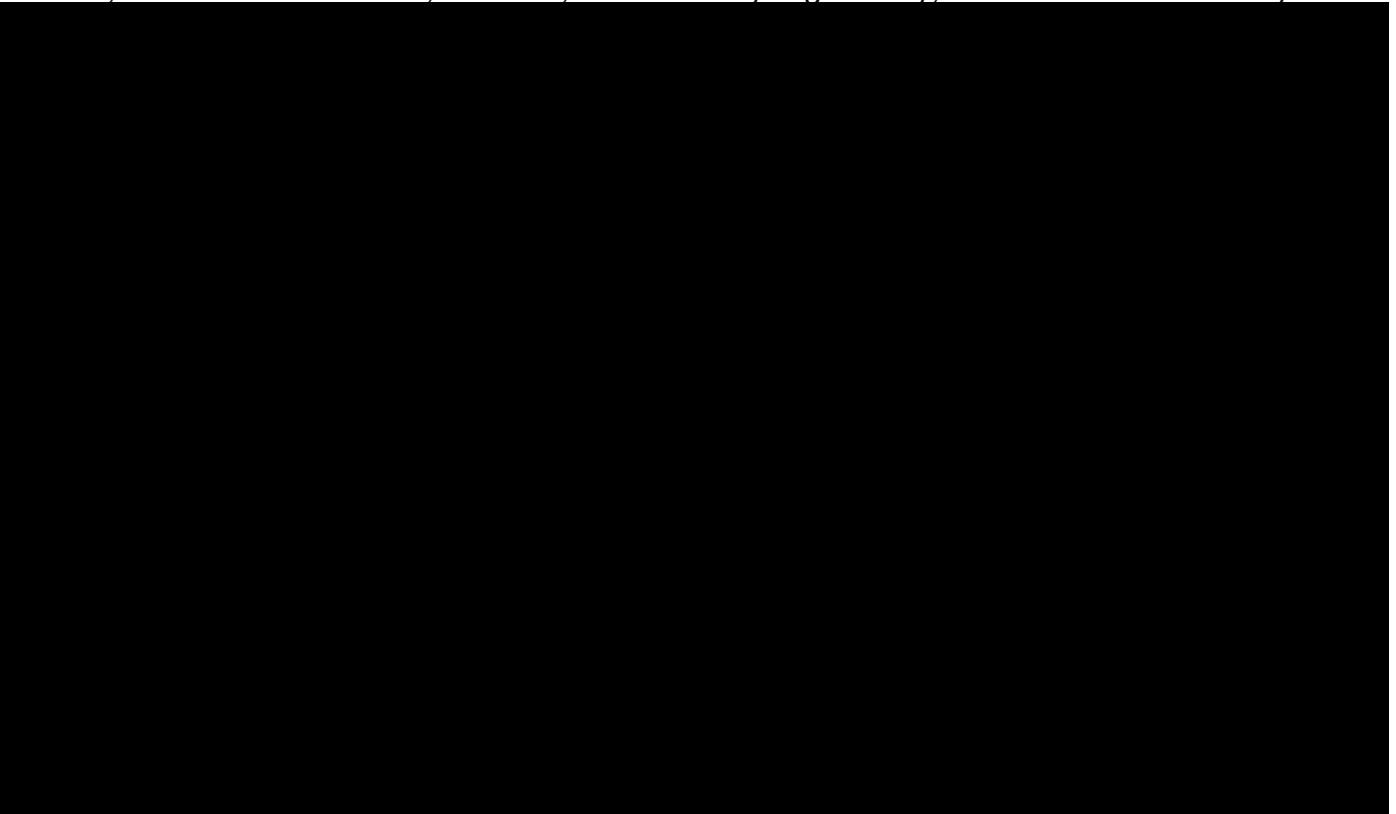


Carol Singing

Some of our members had a great day at Morrisons in Ayr carol singing and spreading festive cheer, while raising £1,262.98 for the company.

Show Week

Show week was filled with the usual socialising after the shows. Events included studio party in the theatre; drinks at the Mercure; Pizzaioli; the Thursday Night Party; and the Aftershow Party.





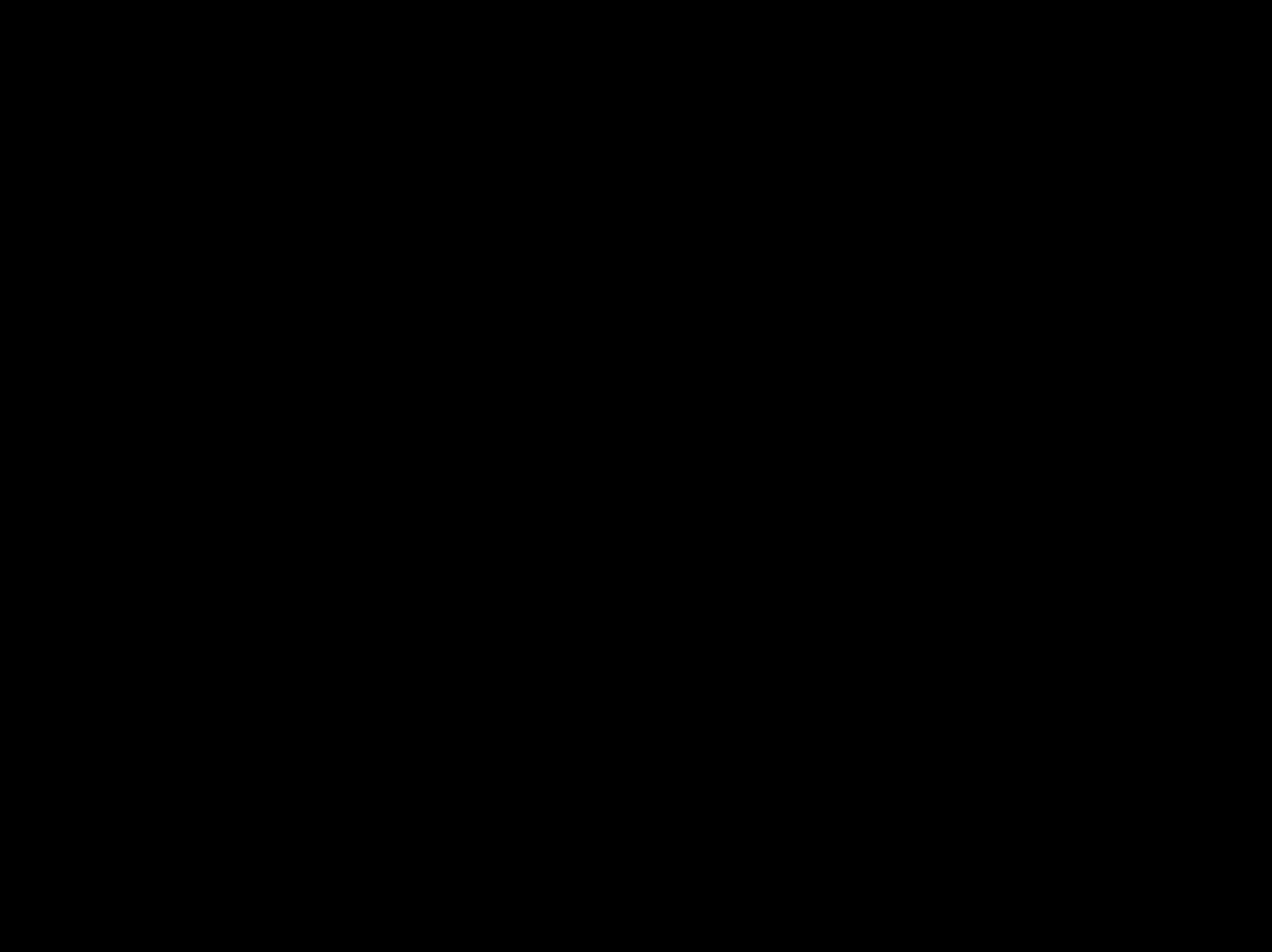
Quiz Night

We had a brilliant quiz night at Glenburn Miners Club! Thanks to our fabulous organisers and our quizmaster, and congrats to our winning team!



Supporting Other Companies

We always enjoy supporting our friends in local groups by attending their shows. We attended Theatre Guild Glasgow's performance of *Singin' In The Rain*; Loudon Musical Society's *Rent*; Wellington School's *Guys and Dolls*; Pantheon's *Rock of Ages*; Giffnock Theatre Players' *The Women of Lockerbie*; APOS' *Willy Wonka*; Ayr Gaiety Panto *Mother Goose*; PMOS *Guys and Dolls*; KAOS *Hello Dolly*; and Lyric Club's *Les Miserables*.

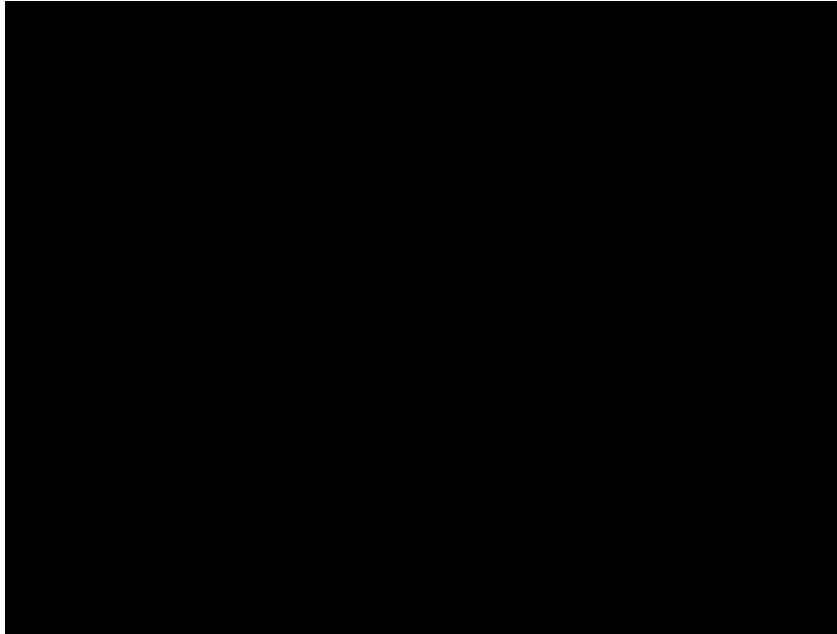




Charity

Sunday Music in the Conservatory

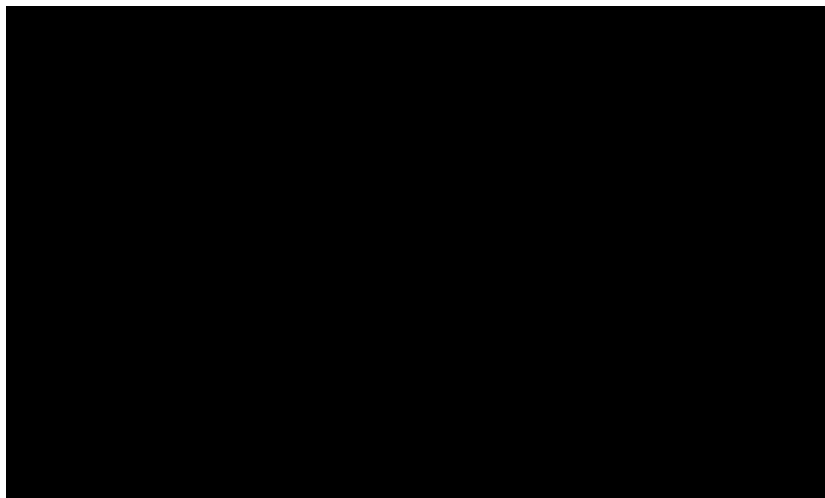
Our Concert Party and soloists from the company provided an afternoon of entertainment at Belleisle Conservatory in May to help raise funds for the project.



Concert Party Annual Summer Concert

We had a fantastic time at our Summer Concert, in Ayr Town Hall! The Concert Party performed a variety of music in our Cabaret Style evening, as well as hosting games and a raffle. A huge thank you to everyone who helped make it possible, and to all who came along to spend the evening with us.

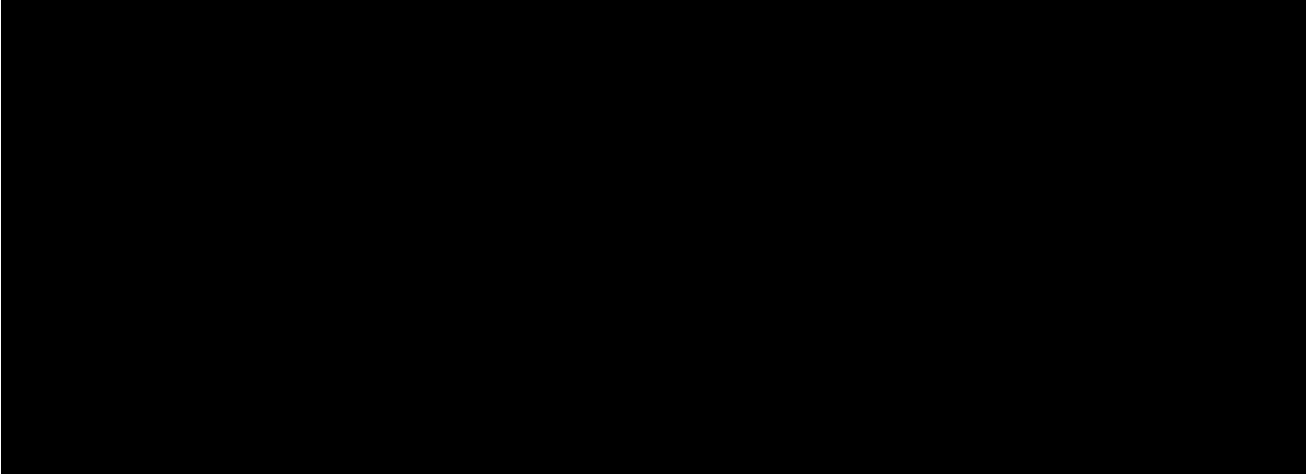
Through the raffle we raised £974 (before Gift Aid) for our chosen charity, Breast Cancer Now!





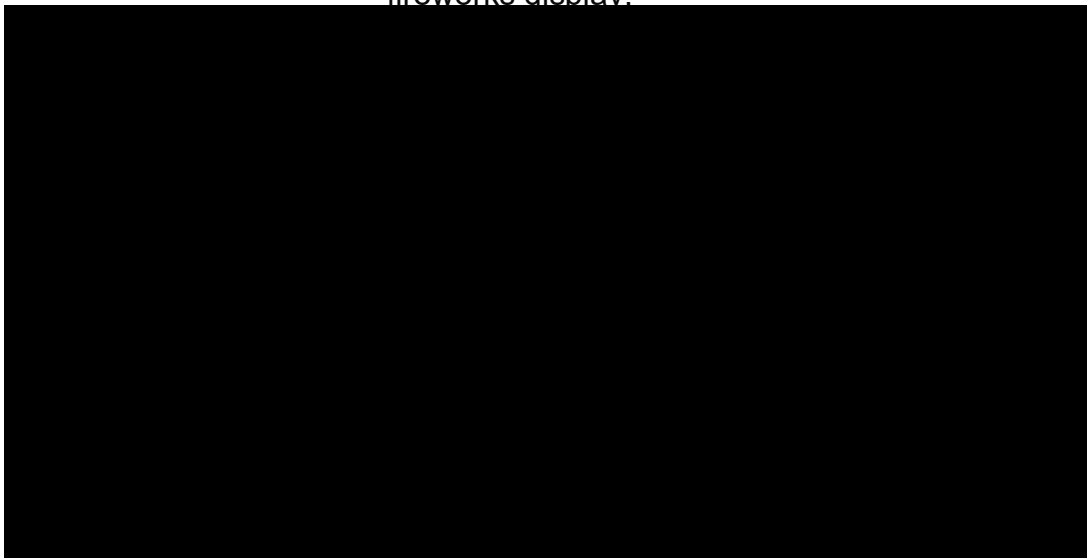
Tarbolton Parish Church in Aid of Ayrshire Hospice

Our Concert Party had a lovely time performing at Tarbolton Parish Church in a concert in aid of Ayrshire Hospice.



Troon Roundtable Fireworks

Some of our members and family had a great night bucket collecting for Troon Roundtable fireworks display!

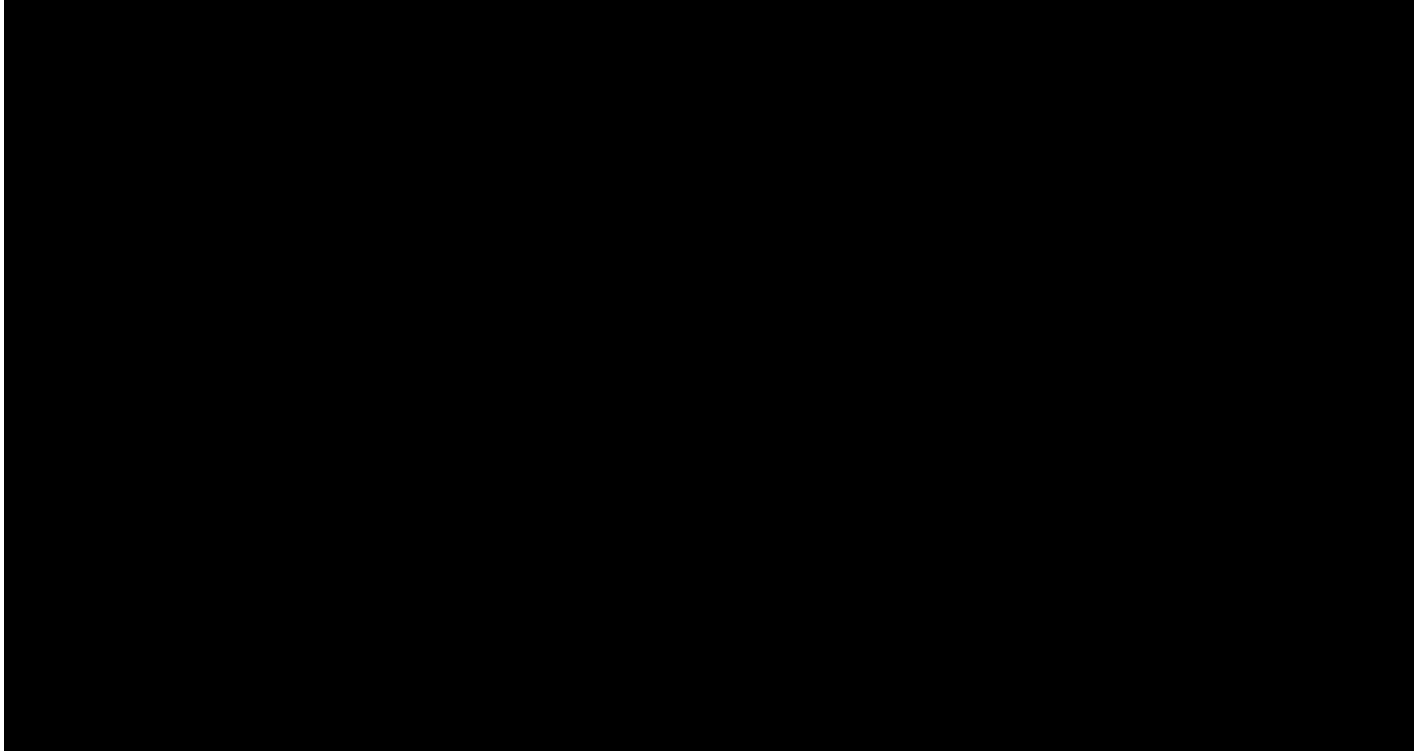




Annual Musical Performance

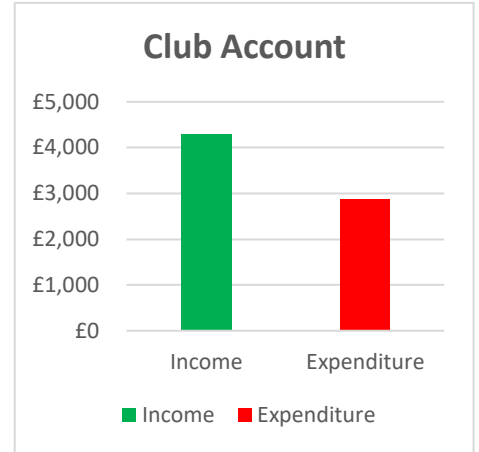
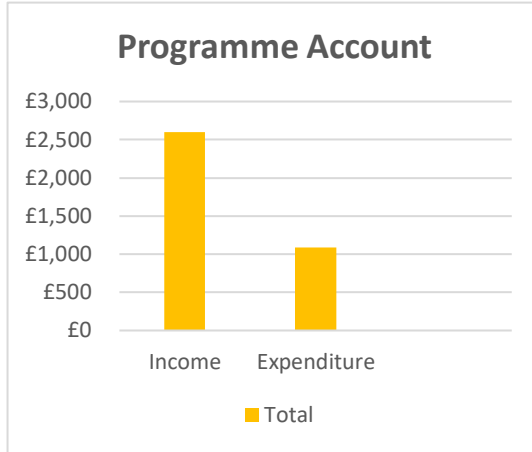
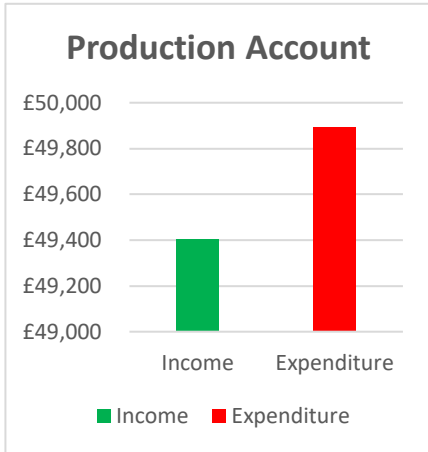
Rock of Ages

This year we were fortunate enough to put on our Annual Performance of “Rock of Ages” at our local Theatre, where we performed to over 2000 members of the public. Sponsored by Beatbox Leisure.



Financial Update

Rock of Ages brought in a total of £49,404 in ticket sales. Our Expenditure for the production account was a total of £49,892 with: £11,474 being paid in royalties to MTI; £17,668 being paid to Ayr Gaiety Theatre for rent and the restoration levy @ £3 per ticket; £3,188 for the hire of the musicians in the band; £6,100 to our Production Officials; £7,846 for scenery, props and costumes; and a further £3,626 for other production spends. Through sponsorship and fundraising our Production Account was topped up by a further £7,501. Through programme sales we brought in £1,319 in addition to £1,280 in advertising revenue. The only expense in our programmes was the printing which came in at £1,090. Members and Patrons continued to pay subscriptions this year along with additional donations from members. Our Club Account closes the year in a surplus of £1,430. The Charities Account closes the year in a surplus of £27,939. The total of our Capital Account and Charities Account closes the financial year at £70,586.



AYR AMATEUR OPERA COMPANY

ACCOUNTS FOR THE YEAR ENDED 30 APRIL 2025

**Ayr Amateur Opera Company
Year ended 30 April 2025**

REPORT OF THE EXAMINER

To the members of Ayr Amateur Opera Company

I have examined the records of Ayr Amateur Opera Company for the year ended 30 April 2025. In my opinion, proper records have been maintained, in so far as appears from my examination of those records. In my opinion, the following Balance Sheet gives a true and fair view of the state of affairs of the Company as at 30 April 2025 and the attached Production Account, Programme Account and Club Account together give a true and fair view of the surpluses of the Company for the year ended 30 April 2025.



26-May-25

Ayr Amateur Opera Company
Year Ended 30 April 2025

Production Account

	2025	2024
	£	£
INCOME		
Ticket Sales	<u>49404</u>	<u>64624</u>
	<u>49404</u>	<u>64624</u>
EXPENDITURE		
Royalties	11474	10758
Theatre Rent	11157	15456
Theatre Restoration Levy	6501	7560
Orchestra	3188	10290
Production Officials	6100	6020
Scenery, Props etc	5862	6087
Costumes & Make Up	1984	2604
Insurance	848	843
Scripts & Scores	495	3019
Hire of Rehearsal Rooms	1000	2350
Matinee Tea	650	780
Sundry Expenses	<u>633</u>	<u>487</u>
	<u>49892</u>	<u>66254</u>
DEFICIT	<u><u>-488</u></u>	<u><u>-1630</u></u>
Grant Received	2466	5000
Sponsorship	200	860
Fund Raising	<u>4835</u>	<u>3035</u>
	<u>7501</u>	<u>8895</u>
NET SURPLUS	<u><u>7013</u></u>	<u><u>7265</u></u>

**Ayr Amateur Opera Company
Year Ended 30 April 2025**

Programme Account

	2025	2024
	£	£
INCOME		
Programme Sales	1319	1691
Advertising Revenue	<u>1280</u>	<u>790</u>
	<u>2 599</u>	<u>2 481</u>
EXPENDITURE		
Printing	1090	980
SURPLUS	<u><u>1 509</u></u>	<u><u>1 501</u></u>

**Ayr Amateur Opera Company
Year Ended 30 April 2025**

Club Account

	2025	2024
	£	£
INCOME		
Members' Subscriptions	4050	2740
Patrons' Subscriptions	220	420
Donations	21	230
	<hr/>	<hr/>
	<u>4291</u>	<u>3390</u>
EXPENDITURE		
Secretary's Honorarium	500	500
Treasurer's Honorarium	500	500
Subscriptions	524	263
AGM expenses	440	334
Long Service Awards	111	201
Sundry Expenses	786	127
	<hr/>	<hr/>
	<u>2861</u>	<u>1925</u>
 SURPLUS	 <u><u>1 430</u></u>	 <u><u>1 465</u></u>

Ayr Amateur Opera Company
Year Ended 30 April 2025

Concert Party Account

	2025	2024
	£	£
INCOME		
Concert Party Subscriptions	400	440
Ticket Sales & Fundraising	1475	0
	<u> </u>	<u> </u>
	1875	440
EXPENDITURE		
MD Honorarium	1000	800
Hall Hire	872	378
Music	186	125
Equipment	542	779
	<u> </u>	<u> </u>
	2600	2082
DEFICIT	<u><u> </u></u>	<u><u> </u></u>
	-725	-1 642

Ayr Amateur Opera Company
Year Ended 30 April 2025

	2025	2024
	£	£
<u>NET ASSETS</u>		
ASSETS		
Bank Current Account	68791	60019
Debtors and Prepayments	<u>1795</u>	<u>1340</u>
	70586	61359
LIABILITIES		
Creditors	0	0
Net Assets	<u><u>70586</u></u>	<u><u>61359</u></u>

Represented by:

CAPITAL ACCOUNT

Balance brought forward	41 942	42 119
Club Account Surplus	1 430	1 465
Concert Party Account Deficit	-725	-1 642
	<u>42647</u>	<u>41942</u>

CHARITIES

Balance brought forward	19 417	10 651
Production Account Surplus	7013	7265
Programme Account Surplus	1 509	1 501
Donations to Charity	<u>0</u>	<u>0</u>
	<u>27939</u>	<u>19417</u>

Capital Account and Charities Account	<u><u>70586</u></u>	<u><u>61359</u></u>
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During the year there were third party collections donated to charity:

Ayr Gaiety Partnership	678
Breast Cancer Now	678
Breast Cancer Now	<u>979</u>
	<u><u>2335</u></u>