

CONSTITUTION OF THE CANADA BAY COMMUNITY CHOIR

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1. DEFINITIONS

In these rules:

1. "**Annual General Meeting**" means an Annual General Meeting of the Choir, as referred to in rule 19.
2. "**CBCC**" is an acronym for the Canada Bay Community Choir.
3. "**Chairperson**" means the person appointed Chairperson as referred to in rule 21.
4. "**Committee**" means the Committee of Management of the Choir, as referred to in rules 12 and 13.
5. "**Executive**" means those persons holding office under these rules, as referred to in rule 13 (1).
6. "**General Meeting**" means a General Meeting of the Choir, as referred to in rule 20.
7. "**Honorary Auditor**" means a person appointed to the position of Honorary Auditor under rule 19 (3) (b).
8. "**Life Member**" means a person referred to in rule 3 (3).
9. "**Membership Secretary**" means the person holding office under these rules as the Membership Secretary of the Choir.
10. "**Musical Director**" means a person who routinely directs the choir in rehearsals and performance.
11. "**Ordinary Member**" means a member of the Committee who is not an office-bearer of the Choir, as referred to in rule 14 (1).
12. "**President**" means the person holding office under these rules as President of the Choir.
13. "**Secretary**" means the person holding office under these rules as Secretary of the Choir.
14. "**Special General Meeting**" means a General Meeting of the Choir other than an Annual General Meeting.
15. "**Treasurer**" means the person holding office under these rules as Treasurer of the Choir.

2. OBJECT

The object of the Choir shall be the performance of music by its members and the promotion of the choral music by

- (1) organising and conducting choirs, engaging in singing of choral music, and engaging in musical pursuits in regards to singing.
- (2) arranging concerts from time to time;
- (3) co-operating with other choirs;
- (4) arranging workshops; and
- (5) using any other means which will promote this object.

3. MEMBERSHIP

- (1) A person may apply for membership of the Choir by completing a written application in such form as the Committee of the Choir may from time to time determine. The Membership Secretary shall request the applicant to pay within the time stipulated by the Committee the sum payable at such time as an membership fee and term fee and on

payment being made shall enter the applicants name in the register of members at which time the applicant shall become a member of the Choir.

- (2) Membership of the Choir shall be open to all adults, subject to the following provisos if the applicant intends to sing with the choir:
 - a. An applicant shall not be accepted if accepting that applicant would exceed the cap on the total number of active members of that choir. This cap shall be determined by the Committee of the Choir.
 - b. An applicant shall not be accepted if accepting that applicant would exceed the cap on the number of active members in the voice-part section of the choir that the applicant would join. The caps for each section shall be determined by the Committee of the Choir based on the advice of the Musical Director.
- (3) Upon payment of a term fee, a person shall be deemed a member of the Choir until three months after the end of the financial year in which the subscription was paid. All members shall be bound by this Constitution.
- (4) A person's membership may be revoked by a resolution of a General Meeting of the Choir.
- (5) No member shall publicise the name of the Choir in relation to the course of business, either of that Member or the Choir, unless authorised by the Committee.
- (6) The Membership Secretary shall refer each new member to the constitution on the website.

4. CESSATION OF MEMBERSHIP

A person ceases to be a member of the Choir if the person:

- (1) dies;
- (2) resigns membership; or
- (3) is expelled from the Choir.
- (4) does not renew membership within 3 months of the start of the financial year, without notice unless the committee makes an exception.

5. RESIGNATION OF MEMBERSHIP

- (1) A member of the Choir may resign from membership of the Choir by giving to the Membership Secretary written notice of the member's intention to resign and on receipt of that notice, the member ceases to be a member.
- (2) If a member of the Choir ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the Membership Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

6. REGISTER OF MEMBERS

- (1) The Membership Secretary must establish and maintain a register of members of the Choir specifying the name, address and contact details of each person who is a member of the Choir together with the date on which the person became a member.

7. FEES AND SUBSCRIPTIONS

- (1) A member of the Choir must, on admission to membership, pay the appropriate Membership fee,.
- (2) A member of the Choir must pay the appropriate session fee, which has been determined by the Committee. Members who elect to pay in advance for a Term or the remainder of a Term shall receive a discount.
- (3) The Committee shall determine the appropriate concession rate to apply to Fees and Subscriptions.
- (4) The Committee shall determine and publicize the eligibility criteria for the concession rate.
- (5) Members who are eligible under the published eligibility criteria must inform the Membership Secretary in order to receive the concession rate.

8. MEMBERS' LIABILITIES

The liability of a member of the Choir to contribute towards the payment of the debts and liabilities of the Choir or the costs, charges and expenses of the winding up of the Choir is limited to the amount, if any, unpaid by the member in respect of membership of the Choir as required by rule 7.

9. RESOLUTION OF INTERNAL DISPUTES

Disputes between members (in their capacity as members) of the Choir and disputes between members and the Choir, that cannot be resolved internally, may be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

10. DISCIPLINING OF MEMBERS

- (1) A complaint may be made by any member of the Choir that some other member of the Choir
 - a. has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - b. has persistently and willfully acted in a manner prejudicial to the interests of the Choir
- (2) On receiving such a complaint, the Committee
 - a. must cause notice of the complaint to be served on the member concerned ;
 - b. must give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
 - c. must take into consideration any submissions made by the member in connection with the complaint.
- (3) The Committee may, by resolution, expel the member from the Choir or suspend the member from membership of the Choir if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the Committee expels or suspends a member, the Membership Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the member

of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under 11.

- (5) The expulsion or suspension does not take effect
 - a. until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - b. if within that period the member exercises the right of appeal, unless and until the Choir confirms the resolution under rule 11(4), whichever is the later.

11. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A member may appeal to the Choir in general Meeting against a resolution of the Committee under rule 10, within seven (7) days after notice of the resolution is served on the member, by lodging with the Membership Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the Membership Secretary must notify the Committee, which is to convene a General Meeting of the Choir to be held within 28 days after the date on which the Membership Secretary received the notice.
- (4) At a general Meeting of the Choir convened under clause (3)
 - a. no business other than the question of the appeal is to be transacted ;
 - b. the Committee and the member must be given the opportunity to state their respective cases orally, or in writing, or both ; and
 - c. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
 - d. If at the General Meeting the Choir passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

12. POWERS OF THE COMMITTEE

- (1) The Committee is to be called the Committee of Management of the Choir and, subject to these rules and to any resolution passed by the Choir in General Meeting,
 - a. is to control and manage the affairs of the Choir exclusively;
 - b. may exercise all such functions as may be exercised by the Choir other than those functions that are required by these rules to be exercised by a general Meeting of members of the Choir: and
 - c. has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Choir.
 - d. Appoint a public officer, who may be an officer-bearer or committee member, who meets the criteria set by the Australian Taxation Office.

13. CONSTITUTION AND MEMBERSHIP

- (1) The Choir shall have a Committee consisting of a President, Secretary, Treasurer, and up to five other members as elected by the Annual General Meeting, together with the Immediate Past President (ex officio) and the Music Directors (ex officio). There shall be an Executive consisting of the President, Treasurer, and Secretary.

- (2) The Committee will allocate roles to Committee members that are consistent with current needs. If required, an Ordinary Member may be co-opted onto the Committee while performing a required role.
- (3) The Committee shall hold office from the Annual General Meeting at which they were elected until the following Annual General Meeting.
- (4) No person may hold the same position on the Executive for more than three (3) consecutive years unless no alternative is available.
- (5) Any member of the Committee may at any time retire therefrom by giving written notice to the Secretary.
- (6) A person who has ceased to be a member of the Choir shall be disqualified from continuing as a member of the Committee.
- (7) The Committee may declare vacant the position of any Committee member who is absent without apology for 3 consecutive meetings, provided such member has been given notice of such meetings.
- (8) Any casual vacancies to the committee are occur will be filled by election at a general meeting to be called for the purpose.
- (9) The quorum at a Committee meeting shall be four members, including two members of the Executive. The Committee may continue to act notwithstanding any vacancy in its membership.
- (10) At each meeting of the Committee, the President shall preside. If the President is not present, a member of the Executive shall preside.
- (11) Minutes of all resolutions and proceedings of General Meetings and Meetings of the Committee shall be recorded by the secretary and maintained on the website.
- (12) Duties and responsibilities of the Executive and other specified positions may be determined by the Committee from time to time.
- (13) The Committee shall have power to co-opt other persons from the Choir, for certain special purposes, but these members shall not have voting rights on the Committee.
- (14) Questions arising at a meeting of the Committee are to be determined by a majority of the votes of members of the Committee present at the meeting. Each member present at a meeting of the Committee is entitled to one vote, but in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote. All decisions by the Committee are valid and effectual despite any defect that may discovered afterwards in the appointment or qualification of any member of the Committee.

14. ELECTION OF MEMBERS

- (1) Nominations of candidates for election as office-bearers of the Choir or as Ordinary Members of the Committee:
 - a. must be made in writing, signed by two (2) members of the Choir and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - b. must be delivered to the Secretary of the Choir prior to the Annual General Meeting at which the election is to take place.

- (2) If insufficient nominations are received to fill all vacancies on the Committee: the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and Ordinary Members of the Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

15. SECRETARY

- (1) The Secretary of the Choir must, as soon as practicable after being appointed as Secretary, lodge notice with the Choir of his or her address.
- (2) It is the duty of the Secretary to keep records of:
 - a. all appointments of office-bearers and members of the Committee;
 - b. the names of members of the Committee present at a Committee meeting or a General Meeting; and
 - c. all proceedings at Committee meetings and General Meetings.
- (3) The Secretary is responsible for notices of general meetings to members.

16. TREASURER

It is the duty of the Treasurer of the Choir to ensure

- a. that all money due to the Choir is collected and received and that all payments authorised by the Choir are made ; and
- b. that correct books and accounts are kept showing the financial affairs of the Choir including full details of all receipts and expenditure connected with the activities of the Choir.

17. CASUAL VACANCIES

- (1) For the purpose of these rules, a casual vacancy in the office of a member of the Committee occurs if the member:
 - a. dies;
 - b. ceases to be a member of the Choir;
 - c. resigns office by notice in writing given to the Secretary;
 - d. is removed from office under rule 18;
 - e. becomes a mentally incapacitated person;
 - f. or is absent without the consent of the Committee from meetings in accordance with Rule 13 (7).

18. REMOVAL OF MEMBER

- (1) The Choir in General Meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Choir, the Secretary or the President may send a copy of the representations to each member of the Choir, or, if the representations are not so sent the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

19. ANNUAL GENERAL MEETING

- (1) With the exception of the first Annual General Meeting of the Choir, the Choir must at least once in each calendar year and within the period of six months after the expiration of each financial year of the Choir, convene an Annual General Meeting of its members.
- (2) The Choir must hold its first Annual General Meeting within the period of six (6) months after the expiration of the first financial year of the Choir. At that first meeting, as the first order of business, it will be proposed that this Constitution be either adopted or rejected. In the event that the Constitution is rejected, the first AGM will be postponed.
- (3) The business of the Annual General Meeting shall be:
 - a. To consider the President's Report.
 - b. To consider the Treasurer's Balance Sheet, Statement of Income and Expenditure and the Honorary Auditor's Report.
 - c. To elect members of the Committee.
 - d. To consider and vote on amendments to this Constitution.
 - e. To consider any general business of which due notice has been given and no other business except with the consent of the Chairperson of the Meeting and of at least two thirds of those present and voting.

20. GENERAL MEETINGS

- (1) A General Meeting of the Choir may be called at any time by the Committee, and the Committee shall call a General Meeting upon the written requisition of at least five per cent (5%) of the total number of members of the Choir. If the Committee fails to call such a meeting within ten 10 days of the receipt of such signed requisition, the requisitionists may themselves call such a meeting and any motions carried at such a meeting shall have the same effect as if they had been carried at a meeting convened by the Committee.
- (2) Not less than fourteen days written notice of a General Meeting of the Choir shall be given to all members, specifying the day, hour and place of same and the nature of the business to be brought forward.
- (3) The accidental omission to give the required notice to any member shall not invalidate the proceedings at any General Meeting.
- (4) At all General Meetings one-quarter of the membership of the Choir or thirty people, whichever is less, shall form a quorum.

- (5) If within half-an-hour from the time appointed for the meeting a quorum be not present, that meeting, if convened by the requisition of the members, shall be dissolved. In other cases it shall stand postponed to such time and place as the members present shall determine, and at such postponed meeting the business shall be transacted by the members present who shall be deemed to be a quorum whatever their number.
- (6) At any General Meeting every question shall be decided by a show of hands unless a secret ballot be demanded. A declaration by the Chairperson reentered in the Minute Book shall be conclusive evidence of the result.
- (7) The Chairperson of any General Meeting may, in the event of an equality of votes exercising a casting vote.

21. PRESIDING MEMBER

- (1) The President, or, in the President's absence, a member of the Executive, is to preside as Chairperson at each General Meeting of the Choir.
- (2) If the President and the members of the Executive are absent or unwilling to act, the members present must elect one of their number to preside as Chairperson at the meeting.

22. ADJOURNMENT

- (1) The Chairperson of a General Meeting at which a quorum is present may with the consent of the majority of members present at the meeting adjourn the meeting from time to time and place to place but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a General Meeting is adjourned for fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Choir stating the place, date and time of the meeting, and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

23. MAKING OF DECISIONS

- (1) At a general meeting, decisions will be made by a vote. A vote may be requested by the Chairperson or by a minimum of 3 members.
- (2) If a vote is demanded at a general Meeting the vote must be taken and the resolution of the vote on the matter is taken to be the resolution of the meeting on that matter. The vote is to be held:
 - a. immediately in the case of a vote which relates to the election of the Chairperson of the meeting or to the question of an adjournment ; or
 - b. in any other case in such manner and at such time before the close of the meeting as the Chairperson directs ;

24. SPECIAL RESOLUTION

- (1) A resolution of the Choir is a special resolution if it is passed by a majority which comprises at least three-quarters of such members of the Choir as, being entitled under these rules so to do vote in person or by proxy at a General Meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution, was given in accordance with these rules.

25. VOTING

- (1) On any question arising at a General Meeting of the Choir a member has one vote only.
- (2) All votes must be given personally or by proxy, but no member may hold more than five (5) proxies.
- (3) In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general Meeting, of the Choir unless all money due and payable by the member or proxy to the Choir has been paid.

26. APPOINTMENT OF PROXIES

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the Secretary no later than twenty four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- (2) Any form of appointment of proxy shall be sufficient notice for the purposes of sub rule (1) above.

27. INSURANCE

- (1) The Choir must effect and maintain insurance for Public Liability.
- (2) The Choir must effect and maintain insurance for Workers Compensation once the annual wages bill for the Choir exceeds the statutory amount (\$7,500 as at April 2010).

28. FUNDS - SOURCE

c. The funds of the Choir are to be derived from:

1. Annual Membership fees
 2. Term fees and session fees paid by members
 3. Entrance fees paid by audiences at performances
 4. Workshop fees
 5. Donations
 6. Sale of merchandise
 7. Fundraising activities
 8. Performance payments
 9. Government or private grants
 10. and subject to any resolution passed by the Choir in General Meeting, such other sources as the Committee determines.
- d. All money received by the Choir must be deposited as soon as practicable and without deduction to the credit of the Choir's bank account.
- e. The Choir must as soon as practicable after receiving any money in the form of cash or cheque issue an appropriate receipt.

29. FUNDS MANAGEMENT

- (1) Each year the Committee shall determine the membership fee and the term and session fees.

- (2) Each year the Committee shall determine the policy relating to the concessions applicable to the membership fee and the term and session fees.
- (3) The financial year of the Choir shall be from 1st July to 30th June in the following year.
- (4) The Treasurer shall keep true and accurate accounts of the Assets and Liabilities, and Income and Expenditure of the Choir. From the accounts the Treasurer shall draw up a Balance Sheet and Statement of Income and Expenditure, relating to the preceding financial year for audit by the Honorary Auditor.
- (5) Payment from any financial account of the Choir shall be authorised by the Committee and made on the signature of either the Treasurer or President. The Treasurer and President shall be given access to online banking.
- (6) Notwithstanding anything contained in this Constitution, all assets and funds of the Choir shall be used solely to further the Objects of the Choir, and no portion of those funds shall be paid or distributed to the members of the Choir except as compensation for out-of-pocket expenses.
- (7) Members of the Choir may provide interest-free loans to the Choir with no time limit on such loans. The Treasurer shall keep true and accurate accounts of these loans as Liabilities of the Choir. The Committee may authorize re-payment of these loans when they determine that the Choir has sufficient assets.

30. ALTERATION OF OBJECTS AND RULES

- (1) The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Choir.
- (2) An up-to-date copy of this Constitution shall be made available to any member of the Choir upon request.

31. INSPECTION OF BOOKS

- (1) The records, books and other documents of the Choir must be open to inspection, free of charge, by a member of the Choir at any reasonable hour.

32. DISSOLUTION

- (1) The Choir may be dissolved by a special resolution of the members present and voting at any Annual or General Meeting, provided that notice of such motion has been given to all the members of the Choir in writing.
- (2) If, on dissolution, there remain any assets whatever, these shall be transferred to another Choir, being a choir classified by the Australian Taxation Office as a not for profit business, for such purposes as a General Meeting shall determine, such assets not being distributed to members but in pursuance of the stated objectives of the Choir.

33. MUSICAL DIRECTOR

- (1) The Committee appoints the Musical Director for the CBCC. More than one Musical Director may be appointed on a job-sharing basis. The appointment and the terms of that appointment are to be recorded but are to be kept confidential to the Committee. The Committee may rescind an appointment subject to the terms of that appointment.
- (2) From time to time, the Executive may appoint on a locum basis a Musical Director for the CBCC.

- (3) The Committee appoints the Accompanist for the CBCC. The appointment and the terms of that appointment are to be recorded but are to be kept confidential to the Committee. The Committee may rescind an appointment subject to the terms of that appointment.
- (4) A Musical Director may not commit the Choir to the expenditure of funds without the prior agreement of the Executive.
- (5) A Musical Director may not commit the Choir to performance at a concert, event, function or festival without the prior agreement of the Committee.
- (6) The Musical Director(s) determines the repertoire for the choir to which they are appointed.