

**CONSTITUTION
OF THE
KU-RING-GAI MALE CHOIR INCORPORATED**

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1 NAME

The name of the Choir shall be the KU-RING-GAI MALE CHOIR, hereinafter referred to as the "Choir".

2 OBJECTIVES

The Choir has, since its formation in 1946, provided the members with the opportunity to sing in harmony, enjoy good fellowship and to serve the community through its music.

The objectives of the Choir shall be:

- 2.1 To promote and perform choral music to the highest possible standard.
- 2.2 To provide an environment in which members can enjoy singing and each other's company.
- 2.3 To provide entertainment for selected audiences.
- 2.4 To raise money for selected charities and community needs through the Choir's concerts and other public performances.

3 MEMBERSHIP

- 3.1 The membership shall comprise the financial members of the Choir, together with other people who the Committee admits to membership.
- 3.2 Membership is open to all individuals who accept the objectives and Constitution of the Choir. Members who sing in the Choir shall be male. Other members may be male or female.

3.3 MEMBERSHIP FEES

- 3.3.1 The Member Annual Fee is recommended by the Treasurer to the Committee prior to the Annual General Meeting (AGM) held in March each year. The Committee recommends the agreed Annual Fee to the membership at the AGM for ratification.
- 3.3.2 The Member Annual Fee must be approved at the AGM by a simple majority vote of at least 50% of the members present at that meeting.
- 3.3.3 The Member Annual Fee falls due for payment from the conclusion of the AGM and must be paid by Choir members prior to 30th April of that year. Members who have not paid their Member Annual Fee by 30th April shall cease to be covered by the Choir's group insurance arranged through the Male Choirs Association of Australia (MCAA), and shall cease to be members of the Choir.
- 3.3.4 The Treasurer has discretion to vary the Member Annual Fee for new members who commence membership after 1st July on a pro-rata basis.
- 3.3.5 Choir membership shall cease upon resignation in writing or electronic advice sent to the Secretary or through failure to pay the outstanding Member Annual Fee by 30th April of the current performance year.

3.3.6 A register of members shall be kept by the Secretary showing the name, address and year of commencement with the Choir for each member along with any other relevant contact details and voice section details. Provision for noting the date of cessation of membership will also be contained in the register.

4 MANAGEMENT OF THE CHOIR

4.1 THE COMMITTEE

4.1.1 The office bearers forming the Committee of Choir shall consist of the following positions, as voted in at the Annual General Meeting:

The President

The Vice-President

The Immediate Past President (for one year only, not voted)

The Secretary

The Treasurer

The Concert Organiser

The Marshall

The Librarian

The Webmaster

The Marketing and Publicity Officer

The Social Secretary

4.1.2 The Committee shall appoint from time to time a Music Director and Associate Conductors who shall be members of the Committee.

4.1.3 Committee Members will be elected by an open ballot of the Choir's members attending the Choir's Annual General Meeting, and shall hold office for one year. Except as provided for in 4.1.6 the President and Vice President shall have one-year terms, with the Vice President automatically becoming President in the following year. The Immediate Past President shall automatically become a member of the Committee for an additional year.

4.1.4 Retiring Committee Members, other than the President and Vice President and immediate Past President, are eligible for re-election, there being no maximum number of consecutive terms for which other committee members may hold office.

4.1.5 If a casual vacancy occurs on the Committee, the Committee may appoint a member of the Choir to fill the vacancy until the next Annual General Meeting.

4.1.6 The President's term of office may be extended for a further period of up to a year with the agreement of the Choir's members. If it is proposed that the President's term of office be extended for longer than two years, this must be approved by a majority vote at a General Meeting of the Choir's members. The maximum continuous period that a person may act

as President is three years in total. If such an extension of the President's term in office is approved by a majority vote at a General Meeting, the terms of office of the Vice-President and the immediate Past President are to be similarly extended.

- 4.1.7 The Committee shall meet as often as necessary to conduct the business of the Choir with a minimum of four (4) meetings in a calendar year.
- 4.1.8 The Committee may co-opt up to two (2) additional members and may terminate the co-option.
- 4.1.9 The quorum of the Committee shall be no less than 50% of the appointed or elected Committee roles.
- 4.1.10 Meetings can be partly or fully carried out either in person or remotely by other means such as telephone or using on-line meeting computer applications.
- 4.1.11 The Secretary shall, on request of at least two Committee members, give a minimum of seven days of notice to Committee members of an intended meeting of the Committee, unless already communicated to Committee members in the Choir's yearly calendar of events.
- 4.1.12 An office bearer of the Choir shall cease to hold office upon resignation in writing, upon ceasing to be a member of the Choir or, upon a resolution passed by 75% of members present at a General Meeting or Special General Meeting of members called for the purpose of removal of a member from office.
- 4.1.13 Matters arising from a formal proposal and seconding during Committee Meetings shall be decided by the majority vote of those Committee members present. In the case of equality of votes the Chairman (the President if in attendance) will have a second or casting vote.
- 4.1.14 The Secretary shall keep, or cause to be kept, the records of the business of the Choir (in written or electronic form) including:
- the Constitution and rules,
 - the Register of Committee members
 - a Membership Master Record,
 - a Master List of the Choir's Annual Programme,
 - minutes of all General and Committee Meetings and
 - a file of correspondence.

Copies of the Master Lists are to be provided to all Choir Members and updated no less than twice a year. All of these records shall be available for inspection by any member of the Choir and shall be held in the custody of the Secretary.

- 4.1.15 The Treasurer shall ensure that all monies received by the Choir are paid into an account in the name of the Choir. Payments shall be made through a petty cash system, by cheque or by electronic transfer. Payments above \$2,000 must be approved by the Committee. The Treasurer shall ensure that correct books and accounts are kept, showing the financial

affairs of the Choir. These records shall be available for inspection by any Choir Member and shall be held in custody by the Treasurer. When the Treasurer is unavailable, the Secretary shall exercise these functions.

4.1.16 The Committee shall ensure that a Public Officer is appointed each year – refer to Part 9 of this Constitution.

4.2 THE EXECUTIVE COMMITTEE

4.2.1 An Executive Committee of four members of the Committee shall manage the day to day affairs of the Choir (other than the functions of the Music Panel, see 4.3) and comprise:

The President

The Vice President

The Secretary

The Treasurer

4.2.2 The Executive Committee may meet or communicate using any method, with electronic communications preferred to ensure speed of action or resolution of the Choir's day to day affairs. Records of decisions taken are to be fed back into the normal Committee process as "Executive Actions" on the Agenda of the subsequent Committee Meeting.

4.2.3 Decisions of the Executive Committee will be made by one of the following three (3) options as determined by the President:

i) By consensus, or

ii) By a vote. Where equal, the immediate Past President is to be briefed and cast a deciding vote, or

iii) By referral to the full Committee

4.2.4 The President or the Treasurer is authorised to approve minor expenditure of up to \$2,000 in any instance. Where neither the Treasurer nor the President is available, the Secretary is authorised to approve minor expenditure up to \$2,000 in any instance, exercising cheque signing and account withdrawal rights on the Choir's bank account.

4.2.5 Where a position on the Executive Committee is vacant, or an appointee is unable to participate due to absence or illness, the other members of the Executive Committee shall, by a majority vote, appoint another Committee member to act in that role.

4.2.6 The Authorised Signatories of the Association shall be the members of the Executive Committee, with the requirement that at least two (2) shall sign.

4.3 THE MUSIC PANEL

4.3.1 The Music Panel is responsible for the Choir's musical repertoire, the management of the Choir's voice parts, and other aspects of managing the Choir's performances.

- 4.3.2 The Music Panel shall consist of the Music Director, the Associate Conductors, the President, the Concert Organiser, the Librarian, the Choir's Accompanist and any other members of the Choir invited by the Music Director from time to time.
- 4.3.3 The Music Panel shall be convened by the Music Director to meet at least once a year, and shall be chaired by the Music Director. The Music Panel shall review the Choir's repertoire, programme and any other aspects of the Choir's musical activities that require their attention, as specified by the Music Director.

5 GENERAL MEETINGS

5.1 CONDUCT OF GENERAL MEETINGS

- 5.1.1 The President or, in his absence the Vice President, shall chair each General Meeting and Committee Meeting.
- 5.1.2 If the President and the Vice President are both absent from a meeting, the members present at the meeting shall elect one of their number to be Chairman.
- 5.1.3 At least fourteen (14) days of notice of all General Meetings and notices of motion shall be given to members by such means as may be determined by the Committee.
- 5.1.4 No business other than that specified in the notice of meeting convening a General Meeting shall be transacted at the meeting.
- 5.1.5 A quorum for a general meeting shall be 50% of the Choir's members eligible to vote.
- 5.1.6 Voting at General Meetings shall be by a show of hands, unless a secret ballot is demanded by at least ten (10) members.
- 5.1.7 Decisions shall be made by a simple majority vote, except for those matters that must be decided by a Special Resolution where a three quarters majority of members present, eligible and voting, is required.
- 5.1.8 All votes shall be given personally, and there shall be no voting by proxy.
- 5.1.9 In the event of equality of votes, the Chair shall have a second or casting vote, except in relation to an election to an office where a re-vote shall be made.
- 5.1.10 Nominations of candidates for election as office bearers or other Committee members may be made at any time up to and including at the Annual General Meeting. Nominations must have a proposer and seconder and the candidate's agreement.
- 5.1.11 If, within half an hour of the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting shall be dissolved, and shall stand adjourned to the same time and day in the following week and at the same place.
- 5.1.12 Special General Meetings may be convened within thirty (30) Days of a decision to do so by the Committee, or by a requisition in writing from five (5) or more Choir Members stating the business to be discussed.

5.1.13 When face to face meetings of the Choir's members are not possible due to health considerations or other extraordinary circumstances, members will be asked to vote by email or postal ballot.

5.2 THE ANNUAL GENERAL MEETING

5.2.1 The President shall convene an AGM each year within the period of 1st January to 31st March.

5.2.2 At the AGM the following business shall be transacted as a minimum whether specified or not in the notice convening that meeting:

- i) Confirmation of the Minutes of the previous Annual General Meeting and any subsequent Special General Meetings.
- ii) Receipt of the President's Report of the Choir's activities in the previous year.
- iii) The Music Director's Report of the Choir's musical activities in the previous year shall be acknowledged at the AGM, but delivered in detail at the Choir's annual Christmas function.
- iv) Presentation of the Treasurer's report and Financial Statements for the year. The Treasurer is to convey to the AGM:
 - The Annual Membership Fee as ratified by the Committee. The Choir's Members present are to vote by > 50% majority their approval of the Annual Membership Fee;
 - The charities the Choir will be supporting for the year. The Choir's Members present are to vote by >50% majority their approval of the charities to be supported for the year.
- v) Election of Members of the Committee for the following year.

5.2.3 The President and the Music Director shall jointly ensure that a suitable accompanist is appointed to accompany the Choir and, providing this is ratified by the Committee, are authorised to appoint an accompanist as needed.

6 SPECIAL RESOLUTIONS

6.1 A Special Resolution is an important issue that cannot be dealt with by the Choir Committee alone and is to be considered at a General Meeting of the members of the Choir, or if more urgent, by a Special General Meeting of the Choir's members.

6.2 A Special Resolution shall be managed as follows:

- i) At least twenty one (21) days of notice that a Special General Meeting is to be held to consider a Special Resolution must be given to all members, giving the details of that Special Resolution.
- ii) A quorum of >50% of the Choir's membership must be present at the Special General Meeting.
- iii) A minimum of 75% of members voting must vote in favour to pass a Special Resolution.

7 MISCELLANEOUS

- 7.1 The funds of the Choir shall be derived from the fees of members, donations, grants, concert receipts and other resources approved by the membership.
- 7.2 The uniform of the Choir shall be recommended by the Committee and as determined by the Choir.
- 7.3 The uniform is to be worn at all public appearances of the Choir.

8 INCOME AND PROPERTY OF THE CHOIR

- 8.1 The income and property of the Choir however derived, subject to any statutory requirements, shall be used and applied solely in the promotion of the Choir's objectives.
- 8.2 No portion of the Choir's income or property shall be distributed, paid directly or indirectly by way of dividends, bonuses, or otherwise by way of profit, to or amongst the members.
- 8.3 The requirements of Clause 8.2 shall not prevent the payment of:
 - i) Interest (provided it is equal to the prevailing rate of interest charged by banks for unsecured loans) to any member in respect of monies advanced by the member to the Choir, or otherwise owing by the Choir to the member.
 - ii) Any remuneration to any member or servant of the Choir or other person in return for services rendered to, or payments made on behalf of the Choir.
- 8.4 The Choir may be wound up following a Special Resolution of the Choir's members, providing at least 75% of the Choir's members resolve accordingly. In that event the Choir's assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to one or more organizations with similar objects, each of which is charitable at law and has rules prohibiting the distribution of its assets and income to its members and is not carried on for the profit or gain of its individual members.
- 8.5 If the Choir is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law and is not carried on for the profit or gain of its individual members, to which income tax deductible gifts can be made:
 - i) gifts of money or property for the principal purpose of the organisation
 - ii) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
 - iii) money received by the organisation because of such gifts and contributions.

9 PUBLIC OFFICER

- 9.1 The Choir Committee shall ensure that a person is appointed as Public Officer in accordance with the requirements of the Department of Fair Trading.

9.2 The Choir Committee may at any time remove the Public Officer and appoint a new Public Officer.

9.3 The Department of Fair Trading must be notified on their prescribed forms:

- the name and address of the existing Public Officer,
- any change of address of the existing Public Officer,
- when the existing Public Officer resigns or otherwise vacates office,
- the name and address of the newly appointed Public Officer as soon as possible after the vacation of the Public Officer's appointment.
- changes to the Choir's Constitution.

10 LIABILITY OF MEMBERS

10.1 Except as specified in Clause 4.2, no Choir Committee Member or other Choir member, shall have the power or authority, either specific or implied, to pledge credit or incur any debts or liability of any description whatsoever on behalf of the Choir.

10.2 No member of the Choir, including Committee members shall have any liability to contribute towards the costs, charges and expenses of the winding up of the Choir, except to the amount of any unpaid membership fees.

10.3 None of the Choir's Committee Members shall be liable for any infringement, misbehaviour or damage caused by individual members of the Choir at or to the property occupied at the time when the Choir is assembled.

11 COMPLAINTS AND DISPUTE RESOLUTION

11.1 The Choir's Committee shall be responsible for the investigation of all complaints.

11.2 Any dispute or difference in interpretation of the Choir's Constitution or Rules shall be resolved by a majority vote at a General Meeting.

12 AMENDMENTS TO THE CONSTITUTION

12.1 This Constitution takes effect from the date of registration by the NSW Department of Fair Trading.

12.2 Amendments to the Choir's Constitution shall be determined by a Special Resolution, as specified in Part 6.

13 COMMON SEAL

13.1 The Common Seal of the Choir must be kept in the custody of the Public Officer.

13.2 The Common Seal must not be affixed to any instrument except by authority of the Choir Committee, and must be attested by the signatures of two Choir Committee members.

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