

Churchlands Choral Society (Incorporated)

CONSTITUTION

(amended 2020)

At the Special General Meeting held on 7 December 2020 the amended Constitution was put to the vote and accepted by 25 of the 26 members present

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1.0 NAME OF ASSOCIATION

The Association shall be called Churchlands Choral Society (Incorporated) referred to in these Rules as 'the Choir'.

2.0 OBJECTS

The objects of the Choir are:

- (a) To perform and encourage participation in choral music by building a substantial choir with high standards of choral ability, and an enjoyable social environment for rehearsal and public performance.
- (b) To specialise in performing rewarding pieces of music, from a selected range of periods and styles, to develop the skills of Choir Members (hereinafter referred to as Members) and to entertain audiences.
- (c) To encourage and promote co-operation between the Choir and the community in order to foster a wider appreciation of choral music.

3.0 PROPERTY AND INCOME

- (a) The property and income of the Choir shall be applied solely towards the promotion of the objects or purposes of the Choir and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the association, except in good faith in the promotion of those objects or purposes.
- (b) With approval of a General Meeting, members may be reimbursed for expenditure incurred at the request of the committee subject to sub rule 3.0 (c).
- (c) A payment to a member out of the funds of the Choir for the following purposes:
 - i. the payment in good faith to the member as reasonable remuneration for any services provided to the Choir, or for goods supplied to the Choir, in the ordinary course of business; or
 - ii. the payment of interest, on money borrowed by the Choir from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - iii. the payment or reasonable rent to the member for premises leased by the member to the Choir; or
 - iv. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Choir.

4.0 MEMBERSHIP**4.1 Eligibility for Membership**

Any person from the community who supports the objects of the Choir is eligible to apply to become a member by completing the Application for Membership. Membership shall be subject to the approval of the Committee and subject to a maximum number of members and balance of voices, to be determined by the Executive in consultation with the Musical Director.

4.2 Classes of Membership

Membership of the Choir shall consist of:

(a) Ordinary members:

- i. A person may become an Ordinary Member by applying for membership in accordance with the procedure established for that purpose from time to time by the Committee. The Committee will determine the eligibility of the person for membership of the Choir under rule 4.1.
- ii. The person who is approved for membership shall become an Ordinary Member of the Choir for the financial year, or portion thereof, upon payment of the scheduled subscription.

(b) Honorary life members:

- i. The Choir in General Meeting may, by Special Resolution, confer Honorary Life Membership upon any person or persons for outstanding services to the Choir.
- ii. Honorary Life Members shall not be required to pay the scheduled subscription.

(c) Guest Membership:

- i. A person may participate in choral activities as a Guest Member for a trial period not exceeding the time period as specified from time to time by the Committee.
- ii. During the trial period the Guest Member is not required to pay the scheduled membership subscription.
- iii. If the Guest Member remains uncertain about joining the Choir as an Ordinary Member at the end of the trial period, the Executive may, at its discretion, extend the trial period.
- iv. At the conclusion of the trial period, the Guest Member will no longer be permitted to participate in choral activities unless the Guest Member applies to become an Ordinary Member under rule 4.2 (a).

4.3 When Membership Ceases

(a) A person ceases to be a member when any of the following takes place:

- i. The person dies;
- ii. The person resigns from the Choir by giving notice to the Registrar;
- iii. The person is expelled from the Choir under rule 4.4 (d);
- iv. The person ceases to be a member under rule 4.2 (c) (iv);
- v. The person ceases to be a member under rule 16.

4.4 Membership Subscriptions

- (a) An Ordinary Member shall become financial upon payment of the scheduled membership subscription.
- (b) The scheduled membership subscription amount shall be determined by ordinary resolution at the Annual General Meeting of members on the recommendation of the Committee.

- (c) The manner and timing for payment of the scheduled subscription shall be determined by the Committee.
- (d) If a member has not paid the scheduled subscription by the due date as determined from time to time by the Committee then membership of the Choir shall cease. The due date for payment of the scheduled subscription shall be deemed to be two weeks after written notice of the arrears is provided to the member from the Committee.

4.6 Leave of Absence

Any member intending to be absent for 10 weeks or longer and wishing to retain membership of the Choir, shall so advise the Registrar in writing of the intended period of absence.

5.0 REGISTER OF MEMBERS

- (a) The Registrar shall keep and maintain a Register of Members.
- (b) The Register of Members shall include each member's name and a residential or postal or email address.
- (c) The Register of Members shall be kept at the residence of the Registrar or at a place determined by the Committee.
- (d) A member is entitled to inspect the Register of Members and may make a copy of, or take an extract from the Register of Members but has no right to remove the Register of Members for that purpose.

6.0 COMMITTEE

The conduct of the business affairs of the Choir shall be vested in the Committee.

6.1 Committee Members

- (a) The Committee members consist of –
 - i. President
 - ii. Vice President
 - iii. Secretary
 - iv. Registrar
 - v. Treasurer
 - vi. Librarian
 - vii. Publicity Officer
 - viii. Concert Co-ordinator
 - ix. One committee member
- (b) The Executive Office Bearers shall comprise;
 - i. President
 - ii. Secretary
 - iii. Treasurer
 - iv. Concert Co-ordinator
- (c) All committee members shall be elected for a term of one year and shall be eligible for re-election.

- (d) The Committee may from time to time issue guidelines identifying the duties and responsibilities of the members of the Executive Committee.
- (e) All financial Ordinary Members shall be eligible for election to the Committee.
- (f) A casual vacancy on the Committee shall occur if a Committee member –
 - i. Dies,
 - ii. Resigns in writing to the President or Secretary,
 - iii. Is convicted of any offence under the Act,
 - iv. Is permanently incapacitated by ill health or injury,
 - v. Is absent for more than 2 consecutive Committee in a financial year without apology, or
 - vi. Ceases to be a financial member.
- (g) The Committee shall have power to fill casual vacancies.

6.2 Sub-Committees

The Committee may from time to time appoint sub-committees of financial members for specific tasks.

The chairperson of each sub-committee must be an Ordinary Member. The actions of the sub-committees shall be subject to ratification by the Committee.

6.3 Committee Meetings

- (a) The Committee shall meet a minimum of 3 times each Choir Financial Year.
- (b) The Secretary shall call Committee meetings at least three days prior to the date of the Committee meeting.
- (c) A quorum of any Committee meeting shall be four, at least two of whom shall members of the executive.

6.4 Patron

The Choir may at its Annual General Meeting by Special Resolution elect a patron or patrons who shall, if willing, hold office until the succeeding Annual General Meeting.

6.5 Musical Director

A Musical Director will be appointed by Ordinary Resolution at an Ordinary General Meeting on the advice of the Committee.

7.0 POWERS AND DUTIES OF THE COMMITTEE

7.1 Associations' Incorporation Act 2015 (herein referred to as the Act)

- (a) It shall be the duty of the committee to see that the provisions of the Associations' Incorporation Act 2015 (as amended) are complied with and that the benefit of incorporation under the Act is maintained.
- (b) It shall be the duty of the committee to see that these rules and any by-laws are complied with.

7.2 Control of Funds

- (a) The Committee shall control all funds of the Choir and cause proper books of account to be kept reflecting all financial transactions.
- (b) The Committee shall open an account or accounts in the name of the Choir with a financial institution from which expenditures on behalf of the Choir shall be made and into which all funds received by the Choir shall be promptly deposited.
- (c) The Treasurer shall cause receipts to be issued for all funds received and shall deposit all funds received into the account or accounts of the Choir.
- (d) All payments made from funds of the Choir, exceeding the limit determined at the Annual General Meeting of the Choir, shall be authorised by the Committee.
- (e) All cheques, electronic payments, and other negotiable instruments of the Choir must be signed by two members appointed by the committee at least one of whom shall be a member of the Executive.

7.3 Accounts

- (a) The financial year for The Choir shall begin on 1 January and end on 31 December.
- (b) The Treasurer shall cause financial accounts to be prepared for each financial year and present those accounts to the Annual General Meeting for adoption.

7.4 Annual Review of Accounts

For each year in which the Choir has appointed a reviewer, the Committee shall cause all books, records and explanations to be made available to the Reviewer for completion of the review.

7.5 Other powers, Rights and Duties

The Committee shall be responsible to the Choir in General Meeting for giving effect to the Objectives of the Choir and carrying on its everyday business.

Apart from the powers explicitly set out in this constitution, the Committee shall have power in promoting the Objectives of the Choir:

- (a) To acquire and dispose of property; to dispose of moneys; to maintain accounts with financial institutions; and to enter into contracts, provided always that the Committee shall not, unless acting under a Special Resolution of a General Meeting, borrow or raise money or incur debts or liabilities, on behalf or in the name of the Choir.
- (b) To make regulations for the orderly and proper management of the affairs of the Choir, provided that no such regulation shall be inconsistent with or against the spirit of this Constitution.
- (c) To make by-laws for the control of the property of the Choir and of the property controlled by the Choir and impose fines for the failure by Members to follow such by-laws. The limits of all fines shall be specified and such by-laws shall require approval by Special Resolution of Members before coming into force.

8.0 MEETINGS OF THE CHOIR**8.1 Annual General Meeting**

- (a) The Choir shall hold its Annual General Meeting no later than 4 months after the end of the Financial Year of the Choir.
- (b) The order of business at the Annual General Meeting of The Choir shall be as follows:

- i. Confirmation of Minutes of previous Annual General Meeting and any Special General Meeting held since then if the minutes of that meeting have not yet been confirmed.
- ii. Business arising from the minutes.
- iii. Treasurer's report and financial statements for the preceding financial year and a budget for the current financial year of the Choir.
- iv. President's report
- v. Confirmation of subscriptions
- vi. Election of office holders of the Choir and other committee members.
- vii. Appointment of Patron/s if so resolved by members.
- viii. Appointment of reviewer if so resolved by members.
- ix. Other general business of which notice has been given in accordance with these rules.

8.2 Ordinary General Meeting

The Secretary shall call an Ordinary General Meeting of members whenever required by the President or the Committee.

The Ordinary General Meeting may be held during the time normally scheduled for choral activity.

8.3 Special General Meeting

- (a) The Secretary shall call a Special General Meeting upon receiving the written request of not less than 10% of Financial Members. Such written request to state the business proposed to be dealt with at the meeting.
- (b) The Special General Meeting shall be held within one month of receipt of such request.
- (c) If the Secretary shall fail to call the meeting so requested, any one of the Members signing the request may call the Special General Meeting.

8.4 Notice of General Meeting

- (a) The Secretary or, in the case of a Special General Meeting convened under rule 8.3 (c), the members convening the meeting, must give to each member:
 - i. At least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting: or
 - ii. At least 14 days' notice of a general meeting in any other case.
- (b) The notice must —
 - i. specify the date, time and place of the meeting; and
 - ii. indicate the general nature of each item of business to be considered at the meeting; and
 - iii. if the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee; and
 - iv. if a special resolution is proposed —
 - a. set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - b. state that the resolution is intended to be proposed as a special resolution.

8.5 Quorum

A quorum for General Meetings shall be:

- (a) Ordinary General Meeting – one fourth of the total number of Financial Members on the Register at the time of the meeting.
- (b) Special General Meeting and Annual General Meeting – one third of the total number of Financial Members on the Register at the time of the meeting.

8.6 Number of Meetings

- (a) There shall be held no fewer than two General Meetings each year including the Annual General Meeting.

9.0 CONDUCT OF MEETINGS

9.1 Meeting Procedures

- (a) Annual, Ordinary General or Special General and Committee Meetings of the Choir shall be presided over by the President or Vice-President or in their absence by a member appointed as the Chair by the meeting.
- (b) At all meetings voting shall be either by a show of hands or by ballot.
- (c) The decision of the Chair on all questions of order and procedure shall be final.

9.2 Voting Rights

- (a) Only Financial Ordinary Members shall be eligible to vote at meetings or stand for election and office.
- (b) Honorary Members and Guests may attend all General Meetings with the right to speak but have no voting rights.

9.3 Voting Majorities

- (a) Ordinary resolutions passed at Ordinary General Meetings shall be passed by a simple majority of those present and entitled to vote.
- (b) Resolutions passed at Annual General Meetings and Special General Meetings shall be passed by a two thirds majority of those present and entitled to vote.
- (c) The President shall have a casting vote, in addition to his or her deliberate vote, for all motions.

9.4 Minutes

Minutes shall be taken of proceedings of all Annual, Ordinary General and Special General Meetings and Committee Meetings of the Choir and such minutes shall be read and confirmed at the following Annual, Ordinary General or Special General Meeting or Committee Meetings, respectively.

10.0 CUSTODY OF DOCUMENTS

- (a) Subject to 10(b), the books and any securities of the Choir must be kept in the Secretary's custody or under the Secretary's control.
- (b) The financial records and, as applicable, the financial statements or financial reports of the Choir must be kept in the Treasurer's custody or under the Treasurer's control.
- (c) The books and financial records of the Choir must be retained for at least 7 years.
- (d) A member is entitled to inspect the books and records. The member may make a copy of, or take an extract from, the books or records but has no right to remove the records for the purpose.

11.0 EXECUTING DOCUMENTS

The Choir may execute a document without using a common seal if the document is signed by any two of the following;

- (a) The President
- (b) The Secretary
- (c) The Treasurer
- (d) The Vice-President

12.0 CONSTITUTION

12.1. Interpretation of Constitution

The Committee shall have the power to interpret this Constitution.

12.2 Alteration of Constitution

- (a) The Constitution may be amended from time to time provided that notice of any proposed amendment shall be given in writing to an Annual General Meeting or Special General Meeting and shall be placed on the agenda of the next Annual or Special General Meeting.
- (b) The full text of the proposed amendment shall be incorporated in the Notice calling the meeting.
- (c) No amendment to the Constitution shall be made except by a special resolution carried by at least two-thirds of those present and entitled to vote.

12.3 Availability of Constitution

- (a) A copy of the Constitution shall be provided to all Financial Members of the Choir on commencement of membership.
- (b) A copy of the Constitution shall be provided to any Financial Member of the Choir upon request.

13.0 NOTICES

Any notice may be sent to any member at any one of the addresses entered in the Register of Members for the time being and such notice shall be deemed to have been given to and received by such member for any purpose required by the Constitution at the time when the Notice would be delivered in the ordinary course of post or, if sent electronically, at the time that it was sent.

14.0 MUSIC OWNERSHIP

All music purchased by the Choir remains the property of the Choir unless offered to Members for loan, hire or sale at the discretion of the Executive, within the constraints of relevant copyright and intellectual property laws.

15.0 DISSOLUTION

- (a) The Choir may be dissolved by a special resolution at a Special General Meeting called for that purpose.

- (b) Six weeks' notice of such a Meeting shall be given to members in writing stating the time and place of the meeting and the object of calling it.
- (c) A special resolution calling for the dissolution of the Choir shall be carried by a majority of at least two-thirds of the those present and entitled to vote.
- (d) In the event of the special resolution calling for the dissolution being carried, the assets of the Choir after the satisfaction of all its debts and liabilities shall be given or transferred to some other incorporated association in Western Australia which has objects similar to the objects of the Choir and which prohibits the distribution of its income and property among its members.
- (e) Allocation of the assets under sub-clause 14 (d) shall be determined by the special resolution of the members when authorising and directing the Committee under section 24(1) of the Associations Incorporation Act 2015 to prepare a distribution plan of the surplus property of the Choir.

16.0 RESOLVING DISPUTES

- (a) This procedure applies to disputes:
 - i. between members; or
 - ii. between one or more members of the Choir.
- (b) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- (c) If after 14 days a resolution has not been achieved the parties to the dispute shall so report to the Committee of the Choir which shall appoint an external mediator.
- (d) The costs of any mediator so appointed and all other reasonable costs shall be paid in equal part by the parties to the dispute.
- (e) If a dispute cannot be resolved under this procedure
 - i. the Choir; or
 - ii. a member of the association involved in the dispute, may make an application to the State Administrative Tribunal to have the dispute determined by that Tribunal.
- (f) The parties to the dispute shall from time to time report the outcome to the committee which shall take action required by the terms of the resolution or determination.