

THE ADELAIDE MALE VOICE CHOIR Inc.

BY-LAWS

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BY-LAWS

1) **Underlying Principles**

- a) The By-Laws are to be read in conjunction with the Choir Constitution to which they are subordinate.
- b) Any By-Law that conflicts with the Constitution is invalid.

2) **Membership**

- a) There shall be no fees payable by Honorary Life Members of the Choir.
- b) The committee may negotiate a membership fee for an individual, where there is a special personal need. This arrangement shall remain confidential.
- c) A Member who completes 20 years of continuous active membership shall be given a set of suitably engraved cuff-links.

3) **Annual General Meeting**

- a) Observers may, with the agreement of the AGM, attend the AGM, but may speak only if invited to do so by the AGM.
- b) A written report on the year's activities and any matters of interest shall be submitted by the president of the Choir at the AGM.

4) **Elections**

- a) Where only one nomination is received, a motion of acceptance of the nomination shall be put to the AGM. If no such motion is put, the nomination will be regarded as having been deemed unacceptable by the meeting. In the event of the AGM's determining that the nomination/s received is/are unsuitable or in the event of no nomination having been received for a position, the AGM may resolve either that nominations be called for from the floor of the meeting, or that the position shall not be filled and the Committee be instructed to call new nominations and to hold an election for that position at a special meeting, to be called when a suitable nomination is received. If the latter course of action is determined, the AGM may request that, until such time as the position is filled, another officer shall act in the vacant position.

- b) Candidates may be required to leave the room prior to the ballot being taken and the AGM may, in their absence, discuss the nominations before a ballot is held.

- c) If a poll is required at the AGM a returning officer shall be appointed from amongst its members to distribute, collect and count the ballots. Candidates may each appoint one scrutineer to observe the count.

- d) The election shall be declared by the returning officer's announcing the number of votes received by each candidate. Where a tie occurs, the President has a casting vote. Upon declaration of each poll, the President shall call the candidates back into the meeting and announce the result.

5) **Vice-Patrons**

- a) Members may nominate potential Vice-Patrons to the Committee before the due date for closing of nominations. Nominations shall be in writing, and signed by two members, and include a brief resume clarifying the merits of the nomination, and the nominated person shall NOT be approached or advised regarding the nomination or election by other than the representatives from the AGM. The nominated person shall FIRST be approached by authorised representatives from the AGM, AFTER their election, with the intent of obtaining their acceptance.

6) **Music Director**

- a) The Music Director is to be appointed by the Committee and shall hold office for the period of the contracted term or until such time as the appointment is terminated by the Committee or the Music Director by the giving of three months' notice in writing by either party.
- b) The Committee may appoint a selection sub-committee to undertake the process of engaging or renewing the position of Music Director and may include such persons on the sub-

committee who, in their opinion, have the necessary qualifications and experience to advise the Committee on such appointment.

- c) The selection process may include the preparation of a job specification, calling for written applications by whatever means seems most appropriate (local media, general publications, internet etc).
- d) The Music Director's honorarium shall be negotiated between the successful applicant and the Committee.
- e) A contract for the position of Music Director shall be prepared by the Committee and shall form the basis of the terms of engagement.

7) **Accompanist**

- a) The position of accompanist may be appointed following the same procedure as the Music Director as listed in 6 above.

8) **The Committee**

- a) The Secretary shall **keep a record of the deliberations and actions** of the Committee of the Choir and submit this record to the following meeting of the Committee.
- b) All officers of the Choir who handle Choir **funds** shall maintain a detailed register of all receipts and expenditures and submit them to the Treasurer by 1st October each year or at any other time that the Treasurer may request them.
- c) **Upon relinquishing positions** Officers must return to the Choir any Choir owned equipment except that they may

negotiate to purchase said equipment at a depreciated price.

- d) Unless previously approved by the AGM or Committee, the following procedures shall normally be followed for obtaining approval for expenditure in excess of \$500.00:
 - i) The **Treasurer** is to consult the President with a recommendation.
 - ii) If approved, the **Treasurer** consults the remainder of the Committee for endorsement of the recommendation and approval is sought at the next Committee meeting or AGM.
 - iii) Unless otherwise approved by the AGM, no other officer of the Choir may open or operate bank accounts in the name of the Choir and all funds received in the name of the Choir will be held in bank accounts operated by the Treasurer. Receipts, invoices and cheques should be made out in the name of the Choir.
- e) One person may not hold two offices except with the prior agreement of the AGM, or, between AGMs, of the Committee.
- f) The committee shall:
 - (i) Elect a Vice-President from within the committee at the first meeting of the committee held after the Annual General Meeting.

- (ii) Appoint officers as required for the efficient operation of the choir.
 - (iii) Negotiate suitable honoraria and fees as appropriate.
 - (iv) Recommend member's fees and levies for approval at the Annual General Meeting.
 - (v) Recommend amendments to the Constitution or By-Laws for consideration of the Annual General Meeting.
 - (vi) Attend to all business needed for the orderly and efficient operation of the Choir and its performances and official events.
 - (vii) Give approval for the President and Secretary to make decisions on urgent matters between Committee meetings where it is not possible to obtain authority by the circulation of emails to Committee members.
- 9) **Sub-committees** are appointed by the Committee and are authorised to undertake the specific task or function that the Committee allocates them, and are answerable to the Committee.
- 10) **The President** is the chairperson and chief officer of the Choir and shall:
- a) Preside at meetings of the AGM and Committee.
 - b) Ensure that the business of the Choir is conducted in accordance with the Constitution and By-Laws.
 - c) Represent and speak for the Choir.

- d) Promote the interests of the Choir and choral music in South Australia whenever and wherever it is appropriate to do so in accordance with the specified policies and functions of the Choir.
- e) Submit an annual report to the AGM on the activities of the Choir for that year.
- f) Liaise with other choirs and Associations as appropriate
- g) Maintain a register of activities to be tabled at the following AGM.

11) **The Vice-President** shall:

- a) Deputise for the President when requested.
- b) Be responsible for the induction of new members of the Committee.
- c) Assist the publications editor to disseminate information to members.
- d) Promote the interests of the Choir.
- e) Support the president in liaising with other Choirs and Associations.

12) **The Secretary** shall:

- a) Keep records, and administer the day-to-day business of the Choir.

- b) Conduct the correspondence of the Choir, and keep copies of all correspondence, and table the correspondence register at the following AGM.
- c) In consultation with the President, call meetings and issue the agenda for meetings of the AGM and Committee.
- d) Prepare and publish the minutes of the AGM and Committee within one month after each meeting.
- e) Call for nominations for officers of the Choir prior to each AGM where elections are to be held under the Constitution.

13) **The Treasurer** shall:

- a) manage the finances of the Choir.
- b) effect payment for all just debts and commitments of the Choir.
- c) keep proper records and books of accounts and submit an audited statement of receipts and expenditure to the AGM.
- d) maintain an assets register of equipment purchased for or by the Choir.
- e) Ensure that all commitments and expenditures in the name of the Choir are approved by the Committee.

14) **The Publication Editor** shall:

- a) oversee the editing of the Choir publications, in accordance with policies laid down by the AGM.

- b) co-operate with the Communications and Public Relations sub-committee.
- c) formulate editorial policy in consultation with the Committee and AGM, and to implement such policy.
- d) invite, commission and receive contributions to the publication.
- e) edit contributions (e.g. content editing, deletions and rearranging, style editing).
- f) determine the number of pages for each issue.
- g) plan the budget in consultation with the Treasurer.
- h) supervise and coordinate advertising and distribution.
- i) produce and publish the publication.

15) **The Webmaster** shall:

- a) observe all national and international protocols in relation to management of the site.
- b) be responsible for the efficient and cost-effective production and regular maintenance of the website.
- c) develop policy and design of the site, content, appropriate protocols, and user privacy, to the approval of the Committee.

16) **Publications**

The content of the publications and website should be selected so that it is relevant to as large a number of

members as possible. Topics should reflect the range of interests of members.

17) **Website**

The Choir shall maintain an official site on the World Wide Web.

- a) The site shall carry the official logo and title of the Choir.
- b) As its primary objective, the site shall provide efficient access to as much information as is reasonable on the Choir including:
 - (i) download capability for relevant documents.
 - (ii) download capability for the Choir hard copy publications.
 - (iii) other pertinent information on the activities of the Choir e.g. repertoire, upcoming concerts, social events, etc.
 - (iv) contacts information for queries.
 - (v) hyper-links to affiliated association sites.
 - (vi) hyper-link to the National Association of Male Voice Choirs site.
 - (vii) other applications at the discretion of the Web Master, subject to appropriate approval.

18) **Public Officer**

- 18.1 The Public Officer shall be the official of the Choir on whom notice is required to be served in the legal sense.
- 18.2 The Public Officer may hold office in the Committee in addition to that of Public Officer.
- 18.3 The Public Officer is required, not later than one month after being appointed, to lodge with the Consumer and Business Services a notice of the appointment in the approved form. If the Public Officer changes his or her address, similar notification in the approved form is required within one month of the change.
- 18.4 The office of the Public Officer shall be taken to be vacant if the Public Officer -
 - a) is removed from office by the AGM or the Committee,
 - b) resigns from office,
 - c) dies,
 - d) becomes insolvent under administration within the meaning of the Corporations Law,
 - e) suffers from mental or physical incapacity,
 - f) is convicted of an offence under terms defined in subsections 63 (1) and 64 (2) (f) of the Associations Incorporation Act, or
 - g) ceases to reside in South Australia.
- 18.5 Where a vacancy occurs in the office of Public Officer, the Committee shall, within fourteen days after the vacancy occurred appoint a person to fill the vacancy.

18.6 Notice of appointment and any change in the identity or address of the public officer are to be lodged with:
Consumer and Business Services, Chesser House, 91-97 Grenfell Street, Adelaide 5000; postal address: GPO Box 1719, Adelaide 5001.

19) Sub-Committees

(a) The Convener of each sub-committee shall keep an up to date register of members of the Sub-committee.

(b) Membership of sub-committees may consist of members of the Choir and other suitable persons associated with the AMVC, and co-opted for that committee.

(c) All funds generated by the subcommittee are the property of the Choir and are to be administered by the Treasurer of the Choir as part of the Choir funds. Conveners may, with the approval of the Committee, be granted a petty advance subject to the convener's maintaining a satisfactory record of expenditure available for audit by the Choir.

(d) All costs incurred by a sub-committee are costs incurred by the Choir and may only be incurred with the prior approval of the Committee or AGM.

(e) The convenor of each sub-committee will report in person or in writing on the activities of the sub-committee to each meeting of the Committee.

(f) Conveners may be elected from and by, the members of the subcommittee.

(g) The President, in consultation with the Committee, shall determine the nature of each sub-committee.

20) Sponsorship

(a) Any sponsorship received shall be acknowledged on the advertising and the program for that performance of the Choir, and in the relevant publications of the Choir.

(b) Any sponsorship given by the choir to any organisation or individual shall be at the discretion of the Committee and on the basis that such sponsorship will be of mutual benefit to both parties.

21) Friends of the Choir status and registration may be given to those who pay a set annual fee.

(a) Friends shall be entitled to a reduced ticket price at the Choir's own concerts.

(b) Friends shall receive a copy of the Choir's publications.

(c) Friends shall not be entitled to hold any office within the Choir.

(d) The Friends fee shall be determined by the Committee.

22) Financial support for Choir members.

(a) The Committee may allocate subsidies to enable members to attend conferences or other relevant events.

(b) Any delegate receiving assistance shall have to be deemed by the Committee or AGM to be a worthy representative of the Choir.

(c) Acceptance of assistance shall also be an agreement by the recipient to provide a report of the activity to the Committee, in default of which, the recipient shall agree to refund to the Choir the amount of assistance granted.

(d) The Committee may approve subsidising travel, accommodation and other costs incurred whilst undertaking Choir travel.

23) Donations to worthy causes

After accounting for operating expenses and maintenance of capital, the Committee may decide to make donations to worthy causes, which are in the general good interests of the Choir or of the community, in the form of financial donations or provision of services.

24) Dispute resolution

This rule provides for a procedure to settle disputes. The dispute resolution procedure set out in this rule applies to disputes under these Rules between -

- i. A member and another member or
 - ii. A member and the choir.
- a. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- b. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the

dispute before an independent third person agreed to by the parties.

- c. In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.
- d. Where the committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the choir, the rules of natural justice must be observed.
- e. An application to the Court for an order under the section may be made by a member of an incorporated choir or by a former member expelled from the choir (provided that the application is made within six months of the expulsion), who believes that the affairs of the choir are being conducted in a manner that is oppressive or unreasonable.