



**MANDURAH CITY CHORAL SOCIETY
INCORPORATED**

CONSTITUTION AND RULES

(AMENDED 2017)

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MANDURAH CITY CHORAL SOCIETY INCORPORATED

CONSTITUTION AND RULES (Amended 2016)

Name of Society

1. The name of the Society is “Mandurah City Choral Society Inc.”

Definitions

2. In these Rules unless the contrary intention appears:
 - “The Act” means the *Associations Incorporation Act of 1987*;
 - “The Society” means the Society referred to in Rule (1);
 - “Member” means member of the Society;
 - “The Committee” means the Committee of Management of the Society referred to in Rule 10 (1);
 - “Committee member” means person referred to in (a), (b), (c), (d), (e), (f) or (g) of Rule 10 (1);
 - “Committee Meeting” means meeting referred to in Rule 21 (1);
 - “Financial year” means period of twelve months ending on 31st December;
 - “General meeting” means meeting convened under Rule 22;
 - “Office bearer” means any one person of the President, Vice-President, Secretary, Treasurer, and Librarian;
 - “Ordinary resolution” has the meaning given by section 24 of the Act;
 - “The President” means:
 - (a) in relation to the proceedings at a Committee Meeting or General Meeting in accordance with Rule 11; or
 - (b) otherwise in relation to the proceedings referred to in paragraph (a), the person referred to in Rule 10(1)(a);
 - “The Secretary” means the Secretary referred to in Rule 10(1)(c) and Rule 13;
 - “The Treasurer” means the Treasurer referred to in Rule 10(1)(d) and Rule 14;
 - “The Librarian” means the Librarian referred to in Rule 10(1)(e) and Rule 15.

Objectives of the Society

3. (1) The objectives of the Society are to perform and participate in all forms of music and related arts and do other activities associated with, or related to, the above objectives as may be decided by the Committee.
- (2) The property and income of the Society shall be applied solely towards the promotion of the objects of the Society and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

Powers of the Society

4. The Society shall have all the powers conferred by section 13 of the Act and in addition shall have power:
 - (a) to raise such moneys as necessary for the workings of the Society;
 - (b) to hire, engage and employ any person the Committee deems necessary;
 - (c) to amalgamate, co-operate or affiliate with any other organisation having wholly or in part, objectives similar to those of the Society; and

- (d) to assist or subscribe to any artistic, charitable, educational or public organisation as determined by the Committee.

Qualification for Membership of the Society

5. Membership of the Society is open to all persons approved by the Committee and reaching the required musical standard as determined by the Musical Director.

Register of members of the Society

6. (1) The Secretary shall on behalf of the Society, keep and maintain the register of members in accordance with the Act and that register shall be kept and maintained at his or her place of residence.
- (2) The Secretary shall cause the name of a person who dies or ceases to be a member under Rule 8 or 9 (1) to be deleted from the register of members referred to in sub Rule (1).

Subscription of Members of the Society

7. (1) Annual subscriptions shall be determined at a General Meeting once during a calendar year and shall be paid in full three (3) months after the start of the following financial year.
- (2) A member whose subscription is not paid within three (3) months after the start of the financial year, ceases on expiry of that period, to be a member, unless the Committee deems otherwise.
- (3) A member is a financial member for the purpose of these Rules if his or her subscription is paid within three (3) months of the start of the financial year.
- (4) A member joining the choir other than at the commencement of the financial year will pay a pro-rata subscription of one tenth of the annual membership fee per calendar month of membership for the remaining portion of that calendar year.
- (5) A member who leaves the choir by resignation or at the request of the Committee is entitled to ask for and receive pro-rata reimbursement of fees at the rate on one tenth of the annual membership fee per calendar month.

Resignation of Members

8. A member who delivers notice in writing of his or her resignation from the Society to the Secretary or another Committee member ceases on that delivery to be a member.

Expulsion of Members of the Society

9. (1) If the Committee considers that a member should be expelled from membership of the Society either because his or her conduct is detrimental to the interests of the Society or because his or her musical standard is below that determined by the Musical Director, the Committee shall communicate in writing to the member:
- (a) notice of the proposed expulsion and of time, date and place of the Committee Meeting at which the question of that expulsion will be decided; and

(b) particulars of that conduct, or failure to reach the required musical standard, not less than fourteen (14) days before the date of the Committee Meeting referred to in paragraph (a).

(2) At the Committee Meeting referred to in a notice communicated under sub Rule (1) the Committee may, having afforded the member concerned a reasonable opportunity to be heard by or to make representations in writing to, the Committee, expel or decline that member from membership of the Society and shall, forthwith, after deciding whether or not to expel that member, communicate that decision in writing to the member.

(3) Subject to sub Rule (5), a member who is expelled under sub Rule (2) from membership of the Society ceases to be a member fourteen (14) days after the day on which the decision to expel him or her is communicated to him or her under sub Rule (2).

(4) A member who is expelled under sub Rule (2) from membership of the Society shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of fourteen (14) days referred to in sub Rule (3).

(5) When notice is given under sub Rule (4):

(a) the Society in a General Meeting may, after having afforded the member who gave that notice reasonable opportunity to be heard by, or make representations in writing to, the Society in the General Meeting, confirm or set aside the decision of the Committee to expel that member; and

(b) the member who gave that notice not cease to be a member unless and until the decision of the Committee to expel him or her is confirmed under this sub Rule.

Committee of Management

10. (1) The affairs of the Society shall be managed exclusively by a Committee of Management consisting of:

- (a) President;
- (b) Vice President;
- (c) Secretary;
- (d) Treasurer;
- (e) Librarian;
- (f) Three (3) ordinary Committee members;
- (g) Up to three (3) co-opted members under sub Rule (8).

All members of the Committee, except the co-opted members, shall be members of the Society elected to membership of that Committee at an AGM or appointed under sub Rule (7).

(2) At each AGM all members of the Committee shall cease to be Committee members in accordance with the sub Rule 22 (7) (e) unless re-elected to membership of the Committee in accordance with sub Rules (3), (4), (5) and (6).

(3) Any member of the Society shall be eligible for election or re-election to membership of the Committee if he or she is nominated for election by any other member of the Society delivering to the Secretary not less than seven (7) days before the day on which the AGM is to be held, notice in writing of that nomination, signed by (i) the nominator and (ii) the nominee to signify his or her willingness to stand for election.

(4) If the number of persons nominated for election to membership of the Committee does not exceed the number of vacancies to be filled, the President shall declare those persons to be duly elected as members of the Committee.

(5) If the number of persons nominated to membership of the Committee exceeds the number of vacancies to be filled the President shall direct and organise a ballot to determine the members of the Committee.

(6) A person who is eligible for election or re-election under this Rule may vote for himself or herself.

(7) When a casual vacancy within the meaning of Rule 20 occurs in the membership of the Committee, the Committee may appoint a member to fill that vacancy, and a member appointed under this sub Rule shall hold office until the next AGM.

(8) The Committee may, from time to time, co-opt Members of the Society onto the Committee and/or on to sub-Committees under Rule 21 (7), and may at any time terminate their membership of the Committee and/or sub-Committee without giving reasons or notice. The total number of co-opted members shall not exceed three (3) at any one time.

(9) No Committee member shall hold the same office for more than three years in succession.

(10) The Committee may, from time to time, after considering the views of members, stipulate the dress to be worn by members when taking part in public performances.

President

11. The President, Vice-President, or a person nominated by the Committee, shall preside at all AGMs, General Meetings and Committee Meetings, and shall represent the Society at relevant public meetings or events.

Vice-President

12. The Vice-President shall assist the President at all times and preside at meetings when the President is absent.

Secretary

13. The Secretary shall:

- (a) coordinate the correspondence of the Society;
- (b) keep full and correct minutes of proceedings of the Committee and of the Society;
- (c) comply on behalf of the Society with:
 - i. Section 27 of the Act in respect to the register of the Society;
 - ii. Section 28 of the Act in respect of the Rules of the Society (i.e. make Rules available to members); and
 - iii. Section 29 of the Act in respect of the record of office holders, and any trustees, of the Society.
- (d) have custody of all books, documents, records and registers of the Society, including those referred to in paragraph (c), other than those required by Rule 14 to be kept and maintained by, or in the custody of the Treasurer; and
- (e) perform such other duties as are imposed by these Rules on the Secretary.

Treasurer

14. The Treasurer shall:

- (a) be responsible for the receipt of all moneys paid to, or received by him or her on behalf of the Society and shall issue receipts for those moneys in the name of the Society;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts in the name of the Society as the Committee may direct;
- (c) make payments from funds of the Society with the authority of a General Meeting or of the Committee and in doing so ensure that all cheques are signed by two (2) Office Bearers;
- (d) comply on behalf of the Society with Sections 25 and 26 of the Act in respect of the accounting records of the Society (i.e. keep proper accounting records and prepare annual accounts);
- (e) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Society, including those referred to in paragraph (d) and (e); and
- (g) perform such other duties as are imposed by these Rules on the Treasurer.

Librarian

15. The Librarian shall:

- (a) take charge of and be responsible for the Society's collection of sheet music and books;
- (b) stamp all Society purchases of sheet music and books and record names of members hiring and buying them;
- (c) attend practices regularly and ensure copies of current works are available for members use;
- (d) inform the Treasurer of all members purchasing or hiring sheet music or books so that the appropriate moneys are recovered; and
- (e) advise the Committee from time to time of shortages of stock.

Musical Director

16. (1) The Committee shall, from time to time, appoint a person as Musical Director of the Society, and the Society may pay him or her such expenses and/or honorarium as the Committee may decide.
- (2) The Musical Director shall, for the time during which he or she holds that office, be a member of the Society without being liable to pay any subscription.
- (3) The Musical Director shall:
- (a) select music from a wide variety of musical periods, styles, national origins and moods, appropriate to the Society's standard of performance;
 - (b) develop the Society's musical performance through the teaching of such musical exercises and pieces as may be appropriate from time to time;
 - (c) direct and conduct the Society at rehearsals and at public performances or provide a replacement in the event of his/her absence;

- (d) maintain as high a standard of performance as possible by:
 - i. Setting high entry level musical tests as he/she and the Committee may deem appropriate from time to time;
 - ii. Advising the Committee of members who are considered to be below the required musical standard in order that, after discussion, they may take the appropriate action; and
 - (e) work generally for the Society's musical improvement and harmonious development.
- (4) Subject to any contract between the Society and the Musical Director:
- (a) the Musical Director may resign by giving twenty eight (28) days' notice in writing delivered to the President or the Secretary;
 - (b) the Committee may terminate the appointment of a person as Musical Director at any time and Rule 9 shall apply mutatis mutandis to such a termination (i.e. appeal system applies).

Accompanist

17. (1) The Committee may from time to time appoint a person as Accompanist and the Society may pay him/her such expenses and/or honorarium as the Committee may decide.
- (2) The Accompanist shall, for the time during which he/she holds that office, be a member of the Society without paying any subscription.
- (3) The accompanist shall:
- (a) attend rehearsals and performances or provide a deputy in the case of an absence;
 - (b) give the Musical Director prior warning of forthcoming absences and deputations;
 - (c) practice accompaniments to the best of his/her ability; and
 - (d) respond to the Musical Director's musical direction.
- (4) Subject to any contract between the Society and the Accompanist:
- (a) the Accompanist may resign by giving twenty eight (28) days' notice in writing delivered to the President or the Secretary;
 - (b) the Committee may terminate the appointment of a person as Accompanist at any time and Rule 9 shall apply mutatis mutandis to such a termination [i.e. appeal system applies].

Auditor

18. (1) The Society shall, at each AGM, appoint a suitably qualified person, who is not a Committee member, as Auditor, and may pay him/her such expense and/or honorarium as the Society may decide.
- (2) The Auditor shall audit the accounting records of the Society and shall write an Auditor's Report which shall be annexed to the accounts presented to the next following AGM under Rule 22 (7) (c).
- (3) The Committee may appoint a person to fill a casual vacancy occurring in the office of Auditor and the person so appointed shall hold office until the following AGM.

Patrons and Sponsors

19. The Committee may, from time to time, approach persons or organisations considered likely to provide publicity or finance for, or otherwise assist in, furthering the objects of the Society, and may invite them to become Patrons or Sponsors of the Society on such terms as the Committee may decide.

Casual Vacancies in Membership of Committee

20. A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:
 - (a) dies;
 - (b) resigns;
 - (c) is convicted of an offence under the Act;
 - (d) is permanently incapacitated by mental or physical health;
 - (e) is absent for more than:
 - i. three (3) consecutive Committee Meetings; or
 - ii. three (3) Committee Meetings in the same financial year, of which he/she has received notice, without tendering an apology to the person presiding at each of those Committee Meetings; or
 - (f) ceases to be a member of the Society.

Proceedings of the Committee

21. (1) The Committee shall meet together as often as necessary for the dispatch of business. The President or the Secretary may at any time convene a meeting of the Committee and shall convene a meeting of the Committee when requested to do so by any three (3) Committee members. Each Committee member shall be given at least forty eight (48) hours' notice of any Committee Meeting.
 - (2) Each Committee member has a deliberative vote.
 - (3) A question arising at a Committee Meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee Meeting shall have a casting vote in addition/her deliberative vote.
 - (4) At a Committee Meeting five (5) members constitute a quorum.
 - (5) Subject to these Rules, the procedure and order of business to be followed at a Committee Meeting shall be determined by the Committee members present at the Committee Meeting.
 - (6) A Committee member having any direct or indirect pecuniary interest referred to in Section 21 or 22 of the Act shall comply with that section [i.e. they must declare their interest and take no part in the deliberation or decision of the Committee].
 - (7) The Committee may appoint sub-Committees for such purposes as it may decide and may delegate any of its powers or duties to such sub-Committees. Such sub-Committees shall be responsible to the Committee. The quorum for such a sub-Committee shall be two (2) members of that sub-Committee.

General Meetings

22. (1) The Committee:
 - (a) may at any time convene a special General Meeting;
 - (b) shall convene an Annual General Meeting (AGM) within three months (3) of the end of the Society's financial year;
 - (c) shall, within thirty (30) days of:
 - i. Receiving a request in writing to do so from not less than five (5) members, convene a special general meeting for the purposes specified in that request; or
 - ii. The Secretary receiving a notice under Rule 9 (4), convene a special general meeting for the purposes of dealing with the appeal to which that notice relates.
- (2) The members making a request referred to in sub Rule (1) (c) (i) shall:
 - (a) state that request, the purpose for which the special general meeting is required; and
 - (b) sign that request.
- (3) If a Special General Meeting is not convened within the relevant period of thirty (30) days referred to:
 - (a) in sub Rule (1) (c) (i), the members who made the request may themselves convene a Special General Meeting as if they were the Committee; or
 - (b) in sub Rule (1)(c)(ii), the member who gave the notice concerned may himself/herself convene a Special general Meeting as if he/she were the Committee.
- (4) When a Special General Meeting is under sub Rule (3) (a) or (b):
 - (a) the Committee shall ensure that the member or members convening this Special General Meeting are supplied, free of charge, with particulars of all members; and
 - (b) the Society shall pay the reasonable expenses of convening and holding the Special General Meeting.
- (5) The Secretary shall give to all members not less than fourteen (14) days' notice, in writing of a General Meeting and of any motions to be moved at the General Meeting.
- (6) A notice given under sub Rule (5) shall specify:
 - (a) when and where the General Meeting concerned will be held;
 - (b) particulars of the business to be transacted at the General Meeting concerned and the order in which that business is to be transacted; and
 - (c) which, if any, of the resolutions to be proposed at the General Meeting concerned are special resolutions.
- (7) In the case of an Annual General Meeting (AGM), the order in which business is to be transacted is:
 - (a) first – apologies for absence;
 - (b) second – approval of, and business arising, from minutes of previous AGM;
 - (c) third – consideration of the accounts and reports of the outgoing Committee;
 - (d) fourth – the election of Committee members to replace outgoing Committee members in accordance with Rule 10 (4) or Rule 10 (5) (i.e. the current sitting President arranges the election);

- (e) fifth – those members of the outgoing Committee who have not been re-elected to the membership of the Committee, shall formally cease to be Committee members in accordance with Rule 10 (2) and shall formally be replaced by those members just elected in their stead under sub Rule 7 (d);
- (f) sixth – the appointment of an Auditor under Rule 18 (1);
- (g) seventh – any other business requiring consideration by the Society in a General Meeting.

(8) The Secretary may give notice under Rule (5) by:

- (a) serving it on a member personally; or
- (b) sending it by email or by post to a member at the address of the member appearing in the register of members kept and maintained under Section 27 of the Act.

(9) When a notice is sent by email or post under sub Rule (8) (b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member at the address appearing in the register.

Quorum in Proceedings at General Meeting

23. (1) At a General Meeting, 60% of members entitled to vote, present in person, constitute a Quorum.

(2) If within thirty (30) minutes after the time specified for holding of a General Meeting in a notice given under Rule 22 (5);

- a) as a result of a request or notice referred to in Rule 22 (1) (c) or as a result of action taken under Rule 22 (3) a quorum is not present, the General Meeting lapses; or
- b) otherwise than as a result of a request, notice or action as referred to in paragraph (a), the General Meeting stands adjourned to the same time, on the same day, in the following week and to the same venue.

(3) If within thirty (30) minutes of the time appointed by sub Rule (2) (b) for the resumption of an adjourned General Meeting a quorum is not present, the members who are present in person may nevertheless proceed with the business of that meeting as if a quorum were present.

(4) The President may, with the consent of a General Meeting at which a quorum is present, and shall, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.

(5) There shall not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the meeting was adjourned.

(6) When a General Meeting is adjourned for a period of thirty (30) days or more, the Secretary shall give notice under Rule 22 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.

(7) At a General Meeting:

- (a) an ordinary resolution put to the vote should be decided by a majority of votes cast on a show of hands; and
- (b) a special resolution put to the vote shall be decided in accordance with

Section 24 of the Act [i.e. 75% majority of members actually voting].

(8) A declaration by the President at a General Meeting that a resolution has been passed as an ordinary resolution there at shall be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded by the President in accordance with sub Rule (9).

(9) At a General Meeting, a poll may be demanded by the President at the General Meeting or by three (3) or more members present in person and, if so demanded, shall be taken in such a manner as the President directs.

(10) If a poll is demanded and taken under sub Rule (9) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of matter so declared.

(11) A poll demanded under sub Rule (9) on the election of a person to preside over a General Meeting or on the question of an adjournment shall be taken forthwith on that demand.

Minutes of Meetings of the Society

24. (1) The Secretary shall cause proper minutes of all proceedings of all General Meetings and Committee Meetings to be taken and then to be entered within thirty (30) days after the holding of each General Meeting or Committee Meeting, as the case requires, in a minute book kept for that purpose.

(2) The President shall ensure that the minutes taken of a General Meeting or a Committee Meeting under sub Rule (1) are checked and signed as correct by the President of the General Meeting or Committee Meeting to which those minutes relate or of the next succeeding General Meeting or Committee Meeting, as the case requires.

(3) When minutes have been entered and signed as correct under this Rule, they shall, until the contrary is proved, be evidence that:

- (a) the General Meeting or Committee Meeting to which they relate (in this sub Rule called “the meeting”) was duly convened and held;
- (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

Voting Rights of Members of the Society

25. Subject to these Rules, each financial member present in person at a General Meeting is entitled to a deliberative vote.

Rules of the Society

26. (1) The Society may alter these Rules, or make additional Rules, in accordance to the procedure set out in Sections 17, 18 and 19 of the Act.

(2) These Rules bind every member and the Society to the same extent as if every member and the Society has signed and sealed these Rules and agreed to be bound by all the provisions.

Common Seal of the Society

27. (1) The Society shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Society shall not be used without express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in Rule 24.
- (3) The affixing of the common seal of the Society shall be witnessed by any two (2) Office Bearers.
- (4) The common seal of the Society shall be kept in the custody of the Secretary or other such person as the Committee from time to time decides.

Indemnity

28. The Officers of the Society shall be kept indemnified from and against all costs, charges, losses, damages or expenses of proceedings at law or in equity, which such person or persons sustain, incur or be out to, in or about the execution and discharge of their respective trusts and offices, provided that such person or persons have acted by direction of the Committee.

Inspection of Records of the Society

29. A member may, at any reasonable time, inspect the books, documents, records and securities of the Society.

Distribution of Surplus Property on Winding up the Society

30. If, on the winding up of the Society, any property of the Society remains, after satisfaction of the debts and liabilities of the Society and the costs, charges and expenses of that winding up, that property shall be distributed to another incorporated and non-profit association having objectives similar to those of the Society or which incorporated association or purposes, as the case requires shall be determined by resolution of members when authorising and directing the Committee under Section 33 (93) of the Act to prepare a distribution plan for the distribution of the surplus property of the Society.

Interpretation

31. The comments appearing within square brackets are for general information only and do not form part of these Rules.

Amended 2017 ... Jennifer Thompson/Bronwyn Jones