

**CONSTITUTION AND RULES OF THE BOX HILL CHORAL SOCIETY
INCORPORATED, A CHAPTER OF THE ROYAL VICTORIA CHOIR,
ADOPTED AT THE ANNUAL GENERAL MEETING 21 FEBRUARY 1994**
(as amended 24 February 1997, 17th July 2000 and 13 February 2006)

Registered Association A0020032N

A.B.N. 73 480 251 469

1 NAME

The name of the Society will be the “Box Hill Choral Society Incorporated” which shall be a Chapter of the Royal Victoria Choir.

2 OBJECTS

The objects of the Society shall be the study and production of musical works and the promotion of the social and musical welfare of its members and of the City of Whitehorse.

3 MEMBERSHIP

Membership shall consist of singing members. The singing membership of the Society shall be limited at the discretion of the Committee and the Musical Director.

4 RULES OF MEMBERSHIP

- (a) A singing member shall be one whose name appears on the register of singing members of the Society and, upon payment of the annual subscription shall be entitled to vote at the General and Special Meetings of the Society. A singing member is also entitled to vote by proxy at these meetings.
- (b) Any person may apply for admission as a singing member. The applicant may be required by the Committee and Musical Director to submit to an audition in order to determine their singing ability.
- (c)
 - (i) A singing member who absents themselves from three (3) consecutive practices without leave and who does not attend eight (8) out of twelve (12) practices without satisfactory excuse acceptable to the Committee, may forfeit their membership of the Society.
 - (ii) A member shall also automatically forfeit membership of the Society as a result of any act of misconduct by the member.
 - (iii) Any disciplining of members will be in accordance with the procedures in Section 7 of the Model Rules.

- (d) The Secretary shall maintain a register of singing members containing each member's full name, full postal address and voice section identity. The register shall be available for inspection by members at the address of the Public Officer.
- (e) There shall be no entrance fee, but an annual subscription will be determined at the Annual General Meeting based on a proposal put forward by the Committee.

5 COMMITTEE

- (a)
 - (i) The office bearers shall consist of President, Vice President, Secretary, Treasurer, Librarian, Concert Manager and Publicity Officer. These officers, along with two elected ordinary members, shall constitute the Committee. The President or Vice President acting as chairperson in the President's absence, shall have a casting vote as well as a deliberate vote. The Musical Director shall also attend Committee Meetings as a non-voting Committee Member.
 - (ii) The office bearers and ordinary Committee members shall be chosen by ballot at the Annual General Meeting and shall hold office to the next Annual General Meeting.
 - (iii) The positions of Membership Officer, Social Secretary, Minutes Secretary and Fundraising Officer may be allocated amongst the elected members of the Committee as listed in sub-clause 5 (a) (i).
- (b) The Committee shall have the general management and control of the affairs of the Society and may, for this purpose, appoint such Sub-committees as it sees fit and authorize and make all necessary financial and other arrangements for the conduct of the affairs of the Society.
- (c) The Committee shall appoint a Musical Director annually to have complete charge of the musical activities of the Society and the selection of all work for concerts, including soloists.
- (d) The Committee shall meet at such times as the Committee shall appoint. A number greater than fifty percent (50%) of the members of the Committee shall constitute a quorum.
- (e) The Committee shall have the power to fill any vacancy that may occur amongst the officers or Sub-committees during the year.
- (f) Committee/Sub-committee members are expected to attend at least two out of every three Committee/Sub-committee meetings. Any Committee/Sub-committee member who fails, in the opinion of a majority of the respective Committee/Sub-committee, to carry out the duties as set out in the Constitution or By-laws of the Society, shall be deemed to have resigned their position.

- (g) Any Committee/Sub-committee member who finds they are unable to fulfil their obligations as set out in the Constitution or By-laws of the Society shall offer their resignation, which shall be accepted by the respective Committee or Sub-committee and a casual vacancy shall be declared to exist.

6 DUTIES OF OFFICERS

- (a) President

The President shall take the chair at each Annual or Special General Meeting and Committee meetings. Duties include the overview of the direction of the choir and ensuring good communication between the Committee and Sub-committees.

- (b) Vice President

This officer shall act as President in the absence of the President and perform such duties as may be required to ensure the smooth operation of the Society.

- (c) Secretary

The Secretary or a delegate shall attend all meetings in connection with the Society, record minutes of proceedings (unless this is delegated to a Minute Secretary), conduct correspondence under the direction of the Committee and generally perform all duties usually connected with such office.

- (d) Treasurer

The Treasurer shall receive all monies due to the Society and pay the same into a bank account designated the "Box Hill Choral Society Incorporated"; pay all accounts passed by the Committee; keep the Society's books and vouchers; prepare the financial statements and submit same at each Annual General Meeting.

- (e) Concert Manager

Duties of the Concert Manager include all necessary activities required for the production of the choir's performances.

- (f) Publicity Officer

The Publicity Officer's duties shall include the development of the commercial viability and public profile of the Society.

(g) The Librarian is responsible for the maintenance of a library of music, the circulation of musical items to members of the choir, as well as the facilitation of music loans to other choirs. The Librarian sources items required for performances on the advice of the Musical Director.

(h) Membership Officer

The Membership Officer's duties shall include all matters to do with the induction and continuing welfare of members and recording of attendance. The Section Representatives are responsible to the Membership Officer in their role of keeping the attendance records and checking compliance with the Constitution, Rules and By-laws of the Society.

7 MEETINGS

(a) The Annual General Meeting of members shall be held in the month of February each year for the purpose of receiving the Annual Report and audited financial statements to 31 December and for the election of auditor, officers and Committee members stated in Clause 5 (a) (i) other than the Musical Director, for the ensuing year and for the transaction of any special business, due notice of which shall have been given not less than twenty-one (21) days prior to such meeting

(b) Special General Meeting of members shall be called by the Committee on receiving a written application from not less than ten (10) members, stating the object of the meeting, but the Committee may, if it thinks fit, call a Special General Meeting of members without such application.

(c) Notice of any Special General Meeting of members shall be given in writing at least seven (7) clear days prior to such meeting and shall set forth briefly the business to be transacted at such meeting.

(d) A number greater than fifty percent (50%) of members shall form a quorum at any Annual or Special General Meeting and if a quorum be not present within fifteen (15) minutes of the appointed time such meeting, if an Annual General Meeting, shall be adjourned to the same time and place in the following week, but if a Special General Meeting it shall lapse.

8 CONCERTS

(a) The Committee shall decide, in consultation with the Musical Director, what concerts or other performances shall be given and when the services of the Society shall be available. Such performances shall include at least two (2) to be held each year within the boundaries of the City of Whitehorse.

(b) Soloists: Solo work undertaken by members at any performance given by the Society shall be honorary.

9 FUNDS AND ASSETS

- (a) The funds of the Society shall be derived from annual subscriptions, donations and such other sources as the Committee determines.
- (b)
 - (i) All receipts and funds of the Society shall be lodged in the Society's bank account. All cheques shall be signed by at least two office bearers of the Society, in accordance with the By-laws of the Society as amended from time to time. All payments shall be previously authorized by the Committee.
 - (ii) The assets and income of the Society shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the Society, except as bona fida remuneration for expenses validly incurred on behalf of the Society.
- (c) All music, instruments, stands and other assets of the Society shall be vested in the presiding Committee who, by a motion passed by a majority of their number may, from time to time, require any member of the Society to deliver to the Librarian all property of the Society in possession of the member and upon passing of such motion and notification thereof in writing being given to the member in question, the member shall forthwith deliver all such property to the Librarian.
- (d) The Auditor shall annually, or more often in every year if required, investigate and examine the books and accounts of the Society and all receipts and expenditure in connection therewith and report to the Committee. The Auditor shall audit the annual balance sheet and report thereon to the Annual General Meeting.

10 REMOVAL OF MEMBER OF COMMITTEE

- (a) In addition to the procedures set out in Clauses 5 (f) and 5 (g), the Society in a Special General Meeting called for the purpose, may by resolution remove any member of the Committee or Sub-committees before the expiration of that member's term of office and appoint another member instead, to hold office until the expiration of the term of the first-mentioned member
- (b) Where the member to whom a proposed resolution referred to in sub-clause (a) makes a representation in writing to the President or Secretary (not exceeding a reasonable length) and requests that it be notified to the members of the Society, the President or Secretary may send a copy of the representation to each member of the Society or, if it is not so sent, the member may require that it be read out at the Special General Meeting.

11 SEAL

- (a) The common seal of the Society shall be kept in the custody of the Secretary.

- (b) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Committee or of one member of the Committee and of the Public Officer of the Society.

12 NOTICES

- (a) A notice may be served by, or on behalf of, the Society upon any member either personally, by facsimile or electronic transmission, or by post to the member at the address shown in the Register of Members.
- (b) Where a document is properly addressed and sent or transmitted to a person, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the document would ordinarily have been delivered.

13 CUSTODY OF RECORDS

- (a) Except as otherwise provided in the rules, the Secretary shall keep in custody or under control, all books, documents and securities of the Society.
- (b) All accounts, books, securities and any other relevant documents of the Society must be available for inspection, free of charge, by any member upon request.
- (c) A member may make a copy of any accounts, books, securities and any other relevant documents of the Society.

14 ALTERATION OF RULES AND STATEMENT OF PURPOSES

The Constitution shall not be repealed or altered without the concurrence of seventy-five percent (75%) of the financial members present at the Annual General Meeting, or at a meeting specially called for that purpose and of which a minimum of twenty-one (21) days notice must be given to members.

15 DISSOLUTION

In the case of the dissolution of the Society, the music shall be left in trust with the Chief Executive Officer of the City of Whitehorse, for the use of similar Societies and the balance of the property shall be sold and the proceeds, after payment of all debts, shall be handed to the Treasurer of the Box Hill Hospital, but no dissolution shall take place without the decision of two (2) Special General Meetings of the members for the purpose and passed by at least a majority of seventy-five percent (75%) of the members present.

16 ALTERATION OF THE RULES

These Rules and the statement of purposes of the Society must not be altered except in accordance with the Associations Incorporation Act (1981).

17 DISPUTES AND MEDIATION

- (a) The grievance 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 Society.
- (b) 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.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend the meeting, then the parties must, within 10 days, hold a meeting in the presence of the mediator.
- (d) The mediator must be –
 - (i) a person chosen by agreement between the parties, or
 - (ii) in the absence of agreement -
 - (‘i’) in the case of a dispute between a member and another member, a person appointed by the Committee of the Society, or
 - (‘ii’) in the case of a dispute between a member and the Society, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Dept of Justice).
- (e) A member of the Society can be a mediator.
- (f) The mediator cannot be a member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must –
 - (i) give the parties to the mediation process, every opportunity to be heard, and
 - (ii) allow due consideration by all parties of any written statement submitted by any party, and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

- (i) The mediator must not determine the dispute.
- (j) If the mediation process does not result in the dispute being resolved the parties may seek to resolve the dispute in accordance with the Act, otherwise at law.

18 BY LAWS

The Society may make By-laws to provide detailed procedures or definitions not provided in the Constitution and Rules. Such By-laws shall be adopted by resolution of a General Meeting called in accordance with Clause 7 (a) or 7 (b) and shall only be amended by resolution of a General Meeting.