

YOUNG ADELAIDE VOICES INC

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CONSTITUTION OF YOUNG ADELAIDE VOICES INC

**27 Grenfell Street
Kent Town SA 5067
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YOUNG ADELAIDE VOICES CONSTITUTION

1. NAME

The name of this organisation is Young Adelaide Voices Incorporated (the Organisation).

2. LEGAL

The Organisation is incorporated under the Associations Incorporated Act 1985 (SA).

3. DEFINITIONS

In this Constitution, unless the contrary intention appears:

“Artistic Director” means the person appointed by the Board responsible for the choral, business, and community activities of the Organisation. They will be deemed a Regular Member of the Organisation.

“Chorister” means a person who has been selected by the Artistic Director, or a delegate of the Artistic Director, to rehearse and perform in a choir of the Organisation and has paid the requisite tuition fee.

“Board” means the governance body of the Organisation, whose responsibilities include:

- Articulate the Organisation’s missions and values
- Provide strategic direction
- Confirm and monitor the Organisation’s programs and services
- Select the Artistic Director
- Support the Artistic Director and review their performance
- Ensure that adequate resources are available, and they are managed effectively
- Enhance the Organisation’s public image
- Resolve conflicting priorities
- Ensure compliance with the law
- Assess the Board’s own performance

“Board Member” means a Member of the Board.

“Employees” means persons employed by the Organisation.

“Executive” will comprise of the Artistic Director, Administrative Employee and Board Chairperson, who are responsible for the day to day running of the organisation, and reporting to the Board.

“Administrative Employee” means the person employed by the Board to manage the business activities of the Organisation and support the Artistic Director. They will be deemed a Regular Member of Organisation.

“Member” means a member of the Organisation.

“Term” shall mean one of the four periods of the year, generally coinciding with the public school holiday periods set by the Education Department of South Australia.

“The Act” means the Associations Incorporations Act 1985 (SA), as amended from time to time.

4. OBJECTIVES

The Organisation is a non-profit educational body formed to promote and advance an appreciation of music through the conduct of tuition, choral performances and workshops. The objectives of the Organisation include:

- (a) The training of choristers in choral singing
- (b) The promotion of excellence in choral education and performance
- (c) The provision of a wide range of performing opportunities
- (d) The development of a lifelong love of music and joy in singing
- (e) The promotion of fellowship and a sense of community

5. POWERS

The Organisation shall have all the powers conferred under Section 25 of the Act and shall undertake such activities as shall promote its objectives. Without limiting the generality of the foregoing, the Organisation may:

- (a) organise, manage, conduct conferences, lectures, demonstrations, classes, symposia, and the like in relation to choral singing.
- (b) conduct performances and perform with others in concerts within South Australia, throughout Australia generally, as well as in countries outside Australia as agreed by the Artistic Director.
- (c) promote the interests of, and organise functions for, the Members of the Organisation and the choristers.
- (d) from time to time seek gifts from the public to further the work of the Choir in accordance with Sub-division 30-F of the *Income Tax Assessment Act 1997* and in addition shall maintain a public fund:
 - 1. to which gifts of money or property for its principal purpose are to be made; and
 - 2. to which any money received because of such gifts is to be credited; and
 - 3. that does not receive any other money or property.
 - 4. The Organisation must use gifts made to the fund, and any money received because of such gifts, only for its principal purpose.
 - 5. The Organisation must not pay any of its profits or financial surplus, or give any of its property, to its members.
 - 6. The Organisation agrees to comply with any rules that the Treasurer and the Minister for Communications and the Arts make to ensure that gifts made to the fund are used only for its principal purpose.
 - 7. The Organisation agrees to give to the Secretary to the Department of Communications and Arts, at intervals of 6 months, statistical information about gifts made to the public fund during the last 6 months.

6. MEMBERSHIP

6.1

Membership of the Organisation shall be open to any chorister over the age of eighteen years; to any parent or guardian of a chorister who is under the age of eighteen years, or any person nominated by the Executive and approved by the Board.

6.2

The membership of the Organisation shall comprise Regular, Nominated and Life Members.

6.3

Regular Members shall include parents and/or guardians of choristers and shall be entitled to attend and participate fully in all General Meetings of the Organisation and to become Board Members.

6.4

Nominated Members shall include those persons who are not parents or guardians of a chorister but who have been nominated by the Executive and approved by the Board. They shall be entitled to attend and participate fully in all General Meetings of the Organisation and to become Board Members.

6.5

A register of Members must be kept and contain;

- a) the name and address of each Member;
- b) the date on which each Member was admitted to the Organisation; and
- c) if applicable, the date of, and reason(s) for, any termination of Membership.

6.6

Life Members shall include persons who, in the opinion of the Board, have served the Organisation for a significant period and have made a valuable contribution. They shall be approved by the Board. Life Membership will be conferred upon the recipient at Annual General Meetings. Life Members will be entitled to attend and participate fully in all general or special meetings of the Organisation. Life Members may be elected to the Board by nomination from the Executive and approval from the Board.

7. SUBSCRIPTION

The subscription for Regular Members shall be by tuition fees for each chorister or such other basis as determined by the Executive and shall be an amount determined by the Board. Nominated and Life Members shall not be required to pay subscription fees.

8. RESIGNATION

Any Member may resign from the Organisation by giving notice in writing to a member of the Executive that the chorister or the chorister for whom they are a parent or guardian will no longer be requiring instruction in choral singing. The resigning Member will be responsible for any outstanding fees as at the date of resignation and the amount will be recoverable as a debt due to the Organisation. A Member shall be deemed to have resigned if his/her subscription is not paid within 28 days of due date and after 7 days reminder notice of non-payment is given to the Member.

9. EXPULSION

Subject to giving any Member the opportunity to be heard or make a written submission, the Board may resolve to expel a Member upon a charge of conduct detrimental to the Organisation and perpetrated by either the Member concerned or a chorister for whom the Member is responsible as parent or guardian.

10. GOVERNANCE OF THE ORGANISATION

10.1

10.1 (a)

The affairs of the Organisation shall be managed and controlled by a Board which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Organisation, and are not by the Act or by these rules required to be done by the Organisation in General Meeting.

10.1 (b)

The Board has the management and control of the funds and other property of the Organisation.

10.2

10.2.1

Subject to election at the General Meeting of persons with the appropriate skills and experience, the Board will comprise of the following elected office holders and will include the Artistic Director, who will not have voting rights. All must be a natural person and Members of the Organisation and unless specified below (10.2.3), they shall be entitled to vote on any resolution before the Board, where there is no conflict of interest.

- Chairperson
- Finance Portfolio Board Member
- Legal Portfolio Board Member
- Marketing Portfolio Board Member
- Fundraising Portfolio Board Member
- Business Management/Strategic Planning Portfolio Board Member
- Community Representative Board Member (2 positions)
- Board Secretary – (non voting position)

Subject to approval by a resolution of the Board, the portfolios listed above may be added to or amended, provided that the skill set of the Board generally reflects the portfolios listed above.

With the exception of the Chairperson, Artistic Director and Board Secretary, in the event of unfilled portfolios, a person may hold more than one office, but no more than two.

The Board will be deemed effective, even if all Board positions are not filled.

10.2.2

All Regular Members shall be eligible to become Board Members of the Organisation. Every candidate for election, including Members nominated by the Executive but excluding the Artistic Director, shall be nominated in writing by at least one other Member and the nomination, together with the candidates written acceptance thereof, shall be lodged with the Administrative Employee at least 28 days before the meeting at which the election is to take place. If more people are nominated than there are positions available on the Board, an election shall be conducted at the Annual General Meeting. Each member of the Board, other than the Artistic Director, shall hold office for a period as set out below:

GROUP A

Chairperson – 2 years
Legal Portfolio – 2 years
Marketing Portfolio – 2 years
Community Representative – 2 years

GROUP B

Board Secretary – 2 years
Finance Portfolio – 2 years
Business Management Portfolio – 2 years
Community Representative – 2 years

In the first year of the Board, ending in 2012, Group A will hold office for one year only. Henceforth, the groups will serve alternating terms to provide continuity within related portfolios until his or her successor shall have been elected.

10.2.3

The office of Board Member, other than the Artistic Director, shall be vacated by the holder and a casual vacancy shall be deemed to have occurred if the holder:

- a) ceases to be a Regular Member or Nominated Member of the Organisation
- b) is disqualified for breach of any of the provisions of the Act
- c) is permanently incapacitated by ill health
- d) is absent without apology from more than three consecutive meetings, or
- e) in the opinion of at least a two thirds majority of the Board, the holder is unfit to perform or incapable of performing the duties of office.
- f) no such resolution shall be considered by Board until 7 days notice of is given to said Board member, who shall be entitled to address Board prior to consideration of resolution.

10.2. 4

The Board may appoint a person to fill a casual vacancy, and such Board Member shall hold office until the next general meeting of the Organisation and shall be eligible for re-appointment. A retiring person shall be eligible to stand for re-election without nomination, but must notify, in writing, the Administrative Employee of their intention to re-nominate at 28 days prior to the AGM date.

10.3

10.3.1

In addition to any powers and authorities conferred by this Constitution, the Board:

- a) shall have the power to appoint the Executive, Artistic Director, the Administrative Employee, and such other employees as are required to carry out the objects of the Organisation and shall appoint a Public Officer as required under the Act.
- b) may delegate any of its power to the Artistic Director, Administrative Employee, Public Officer, or any other person upon such terms as it shall decide and it may revoke such delegation.
- c) may establish sub-committees among its Members for particular purposes as decided by the Board.
- d) may exercise all such powers and do all such things as are within the objects of the Organisation and are not by the Act or by the Constitution required to be done by the Organisation in General Meeting.

11. EXECUTIVE

11.1

The Executive of the Organisation shall comprise the Artistic Director, the Administrative Employee and the Chairperson of the Board.

11.2

The Executive shall be responsible for the conduct and administration of the Organisation.

11.3

The Executive may, if it considers it necessary to promote the interests of the Organisation, invite any relevant people to attend meetings of the Executive.

12. PROCEEDINGS OF THE BOARD

12.1

No business shall be transacted at any meeting of the Board unless a quorum of its Members be present personally or by proxy at the commencement of such business. Such a quorum shall consist of, including proxies, four Members of the Board plus one, and this number must include the Artistic Director or Chairperson.

12.2

Any resolution at a General Meeting shall not be effective unless 50 percent of Board Members present (or by proxy) plus one, vote in favour. In the event of a tied vote, the Chairperson shall vote to retain the status quo.

13. FINANCIAL YEAR

The financial year for the Organisation shall be the calendar year ending on 31 December.

14. BORROWING POWERS

The Organisation may borrow money from banks or other financial institutions on such terms and conditions as the Board sees fit and may secure the repayment thereof by charging the property of the Organisation. The Organisation may accept deposits of money from members in accordance with the provisions of Section 53 of the Act and otherwise on such terms and conditions as may be determined by the Board from time to time.

15. RULES

Subject to approval by a resolution of the Board, and ratification at a General Meeting of the Organisation, this Constitution may be altered (including an alteration of the name) or rescinded or replaced. Such alterations shall be registered with the Commission as required by the Act. The registered rules shall bind the Organisation and every Member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

16. SEAL

The Organisation shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the Board and every use of the seal shall be recorded in the Minute Book of the organisation. The affixing of the seal shall be witnessed by the Public Officer. The seal shall be kept in the custody of the Public Officer.

17. MEETINGS

17.1

An Annual General Meeting of the Members shall be held between the first day of September and the last day of November each year. The time and place of the Annual General Meeting shall be determined by the Board.

17.2

The business of the Annual General Meeting shall be:

- a) to receive and consider the report of the Board on the proceedings of the Organisation during the period since the previous Annual General Meeting.
- b) to receive and consider the statement of the accounts of the Organisation for the year ended preceding the date of the meeting and the auditor's report:
- c) to elect Board Members of the Organisation and to appoint an auditor for the ensuing year.
- d) to consider and, if deemed necessary, pass any resolution of which notice has been given in accordance with this Constitution.
- e) to deal with any other business which may be lawfully be brought forward.

17.3

The Board may convene a Special General Meeting of the Members of the Organisation whenever it thinks fit so to do or, on receiving a requisition in writing so to do signed by not less than thirty members of the Organisation or ten percent of the Membership of the Organisation, whichever is the greater, and stating the objects for which the meeting is to be held. At least 21 days notice in writing of an Annual General Meeting or a Special General Meeting notifying the business to be transacted thereat shall be given by the Board to each Member and no business other than that of which notice has been so given shall be brought forward at such meetings.

17.4

The Chairperson of the Board shall preside at all General Meetings of the Organisation. In the absence of the Chairperson the meeting shall elect its Chairperson from the Members present.

17.5

Fifteen Members or five percent of the Membership, whichever is the lesser whether present personally or by proxy, shall be a quorum for Annual or Special General Meeting, and no business shall be transacted at such general meeting unless the requisite quorum is present at the commencement of the Meeting.

17.6

Any resolution put to the vote at an Annual General Meeting or Special General Meeting shall be decided by a show of hands and by proxy votes and a declaration by the Chairperson that the resolution has been carried or lost.

17.7

Proper Minutes of all proceedings of all Board, Annual or Special General Meetings of the Organisation and a record of Executive Meetings shall be entered within one month after the relevant meeting in the Minute Books kept for that purpose. The Minutes shall be signed by the Chairperson of the next Board meeting after confirmation by Members present that the details are correct.

17.8

17.8 (a)

If a poll is demanded by at least ten Members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

17.8 (b)

A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

17.9

A Member shall be entitled to appoint in writing a natural person who is also a Member of the Organisation to be their proxy, and attend and vote at any General Meeting of the Organisation.

18. ACCOUNTS

The Organisation shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Organisation.

19. WINDING UP

The Organisation shall be wound up in the manner provided by the Act.

20. APPLICATION OF SURPLUS ASSETS

If upon the winding up or dissolution of this Organisation and/or its public fund, there remains after satisfaction of all its debts and liabilities, any property, the property shall not be paid to or distributed among its Members, but shall be given or transferred to some other organisation or organisations having objects similar to the objects of this Organisation, and whose rules shall prohibit the distribution of its or their income among its or their members, such organisation or organisations to be eligible for tax deductibility of donations under section 30-15 item 1 or item 2 of the *Income Tax Assessment Act 1997* and listed on the Register of Cultural Organisations maintained under the Act.

21. NON PROFIT CLAUSE

The income and property of the Organisation shall be applied solely towards the promotion of the objects of the Organisation and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the Members or relatives of Members of the Organisation provided that nothing herein shall prevent payment in good faith of remuneration to any employee or member of the Organisation in return for any services actually rendered to the Organisation or expenses incurred on its behalf.