

# Cantairí Avondale Constitution

---

# Cantairí Avondale

## CONSTITUTION

### 1. Name

The name of the Choir is Cantairí Avondale, hereinafter referred to as *the Choir*.

### 2. Objectives

- a. The primary objective of the Choir is the making of choral music for the enjoyment of its members.
  - i. The Choir is committed to promoting the highest musical standards among its members.
  - ii. In fulfilment of its objectives, choir members commit to preparation which includes attending rehearsals, listening to line recordings and safe-guarding of music.
  - iii. In furthering its objectives, the Choir endeavours to avail of opportunities for the performance and promotion of new repertoire including newly commissioned works.
- b. The Choir also has the objective of promoting social interaction among its members.
- c. In furthering its objectives, the Choir participates in a wide range of performance opportunities, including
  - i. its own promotions whether for its own funds or charitable purposes,
  - ii. charitable or fee-paying engagements promoted by others,
  - iii. choral festivals and competitions.

### 3. Membership categories

There are two categories of membership of the Choir: full membership and honorary membership.

- a. A full member of the choir is a person whose name appears in the roll of members and who is not in arrears of membership fees.
- b. An honorary member is a person whom the Choir deems to have performed an outstanding service to the Choir. Honorary membership will be awarded following a General Meeting, at which a recommendation of the Committee or nomination by a full member of the choir who has also sought the written support of at least ten (10) full members, receives the support of the majority of full members in attendance.

#### **4. Membership on adoption of this Constitution**

The membership of this Choir on adoption of this Constitution shall consist of those whose names appear in the roll of members, each with the current category of membership recorded therein.

#### **5. Admission to membership**

A person may be admitted to full membership of the Choir on meeting the following conditions:

- a. passing an audition and having the approval of the Musical Director
- b. payment of the appropriate membership fee or portion thereof; and
- c. approval by the Committee (which approval shall not be unreasonably withheld).

#### **6. Suspension and removal from membership**

- a. The Committee may suspend from membership of the Choir a member—
  - i. who is in persistent arrears of membership fees,
  - ii. who is persistently absent from rehearsals without reasonable cause, or
  - iii. for misbehaviour deemed to be contrary to the objectives of the Choir.
- b. A suspension under paragraph (a) shall have effect from the time that the Committee notifies the member in question in writing of its decision and the reasons therefor.
- c. A person suspended under paragraph (a) is entitled to make representation to the Committee in case of their proposed suspension.

#### **7. Management of Choir**

- a. The supreme decision-making body of the Choir is the Annual General Meeting.
- b. Day-to-day management of the Choir's affairs is vested in the Committee elected by the Choir members at the Annual General Meeting.

#### **8. General Meetings**

- a. There shall be an Annual General Meeting (AGM) between 1 May and 30 June of each year.
- b. An Extraordinary General Meeting (EGM) of the Choir may be held at other times in the following circumstances—
  - i. at the request of the Committee, in which case at least 10 working days' notice of the date, time, venue and agenda of the EGM shall be given to each member;

- ii. if a request is made in writing to the Committee, signed by a minimum of 20% of the full members and specifying the proposed agenda of the EGM, in which case within 10 working days of the receipt of the request the Committee shall give at least 10 working days' notice of the date, time, venue and agenda, as specified in the request, of the EGM to each member.
- c. At least 15 working days' notice of the date, time, venue and draft agenda of the AGM shall be given to each member, together with an invitation to submit, within 10 working days, motions for consideration at the AGM and nominations for the officerships and membership of the Committee.
- d. At least 3 working days' notice of the final agenda of the AGM, including the nominations and motions duly notified to the Committee, shall be given to each member.
- e. The agenda for the AGM shall include the following items:
  - i) Minutes of the previous AGM and of any EGMs held since the previous AGM, and matters arising there from
  - ii) Chairperson's address
  - iii) Financial report
  - iv) Musical Director's address
  - v) Election of officers and Committee
  - vi) Appointment of honorary members
  - vii) Motions duly notified under paragraph (d).
- f. No motion or nomination may be put at a General Meeting which has not been the subject of due notice to the membership in accordance with this rule. This shall not prevent the carrying of an amended motion, provided that such amendment would not result in the substantial negation of the motion as notified to the membership.

## **9. Conduct of General Meetings**

- a. A General Meeting shall be chaired by the Chairperson of the Choir or, in the unavoidable absence of the Chairperson, by another full member of the Choir nominated and seconded for the purpose whose appointment has been approved by no less than two-thirds of the full members present and voting. Subsequent references to the Chairperson in this rule shall be taken, where necessary, to include references to such duly appointed member.
- b. No more than one motion shall be before the General Meeting at any time. This does not preclude the discussion together of related motions.
- c. No motion or amendment to a motion may be debated or put unless it has been moved and seconded by full members.
- d. Notwithstanding paragraph (c), a motion moved by the Chairperson requires no seconder.
- e. An amendment to a motion may be moved at the General Meeting, notwithstanding that notice of that amendment has not been given to the membership.

- f. An amendment which would, if carried, result in the substantial negation of a motion duly notified in advance to the membership may not be debated or put. The Chairperson is the sole arbiter of whether an amendment comes within this paragraph.
- g. The quorum for a General Meeting is one quarter of those listed in the roll of members as full members.
- h. Only full members have the right to propose or second motions or amendments to motions, to nominate, be nominated or second nominations to the officerships, or positions as part representative, and to vote.
- i. Motions are determined by a simple majority of the votes of full members present and voting, other than motions to amend or replace this Constitution or under Section 18 (winding up), which require at least two-thirds of the votes of full members present and voting. The Chairperson has discretion to require that a particular matter be decided by secret ballot. Where there is an equality of such votes, the Chairperson shall have a casting vote.
- j. The Chairperson has discretion to refuse to put a procedural motion even if moved and seconded. Procedural motions shall be put without debate.
- k. The Chairperson moves motions of the following types:
  - i. approval of the minutes;
  - ii. approval of the Financial Report;

## **10. Officers and Committee**

- a. The Committee consists of the officers and four ordinary members acting as representatives of each Line (Sopranos, Altos, Tenors and Basses) within the Choir.
- b. The officers are the Chairperson, the Secretary, the Treasurer and the Public Relations Officer (PRO).
  - i. The Chairperson shall be the primary representative of the Choir and ensure that the Choir is managed effectively.
  - ii. The Treasurer shall manage the financial affairs of the Choir including the preparation of the Annual Accounts of the Choir.
  - iii. The Secretary shall manage Choir communication and correspondence and maintain effective records and administration of choir affairs.
  - iv. The PRO shall communicate with the public on behalf of the Choir to build, maintain and manage the reputation of the Choir.
- c. On completion of an officer's term on the Committee, all relevant information and documentation will be handed on promptly to ensure a smooth efficient handover to his/her replacement on the Committee.
- d. The function of the Committee is to manage the affairs of the Choir in accordance with this Constitution in the interests of furthering the objectives of the Choir and within any policy laid down by a General Meeting.
- e. The Committee may appoint an ex officio member to act as librarian or for other tasks as deemed necessary.
- f. Without limiting paragraph (d), the Committee may—

- i. enter on behalf of the Choir into contractual arrangements with artistes, concert promoters, organisers of performance venues, recording companies, sponsors or the like;
  - ii. draw up codes of practice for rehearsals, performances (including uniform and attendance requirements for participation) and other matters conducive to the achievement of the Choir's objectives.
- g. The Committee shall meet as frequently as it considers necessary, and at least once in each month of the Choir season.
- h. The quorum for a meeting of the Committee is three, at least one of whom is an officer.
- i. A meeting of the Committee shall not be held unless reasonable notice (which may be oral) has been given of the proposed date, time and venue of the meeting to the members of the Committee.
- j. A record shall be kept of each meeting of the Committee which shall include the date, time and venue of the meeting, the names of those in attendance, the principal decisions arrived at and (where decisions have been made by formal vote), a note of the numbers of those for, against and abstaining in such vote.
- k. Meetings of the Committee are chaired by the Chairperson, or where he or she is unavailable, by another officer chosen by majority vote of the Committee members present and voting.
- l. Where necessary, decisions of the Committee shall be made by simple majority vote of the Committee members present and voting. Where there is an equality of such votes, the Chairperson (or as the case may be the officer substituting for the Chairperson) shall have a casting vote.
- m. The Committee has the right to propose motions and amendments to motions at a General Meeting: such motions or amendments are moved by a member of the Committee on its behalf.

## **11. Election, tenure and removal of Officers and Committee**

- a. The officers and ordinary members of the Committee are elected at each AGM to serve until the close of the next AGM.
- b. Full members who have been nominated and seconded by full members and who have consented in writing to serve if elected are eligible for election to officerships and ordinary membership of the Committee.
- c. An officer who has held an office for three consecutive years shall not be eligible to hold that office in the year following those years.
- d. A person may be nominated for more than one officership or for one or more officerships and ordinary membership of the Committee, but a person already elected or deemed to be elected for an officership shall not be eligible for election to another officership or to ordinary membership of the Committee.
- e. Where only one nominee is eligible for election to an officership, or where the number of eligible nominees for ordinary membership of the Committee equals the number of places for such ordinary membership, no vote shall be necessary and the Chairperson shall deem each such eligible nominee to have been so elected.

- f. Where a vote is necessary for election to an officership or ordinary membership of the Committee, each such vote shall be conducted by secret ballot and shall be determined by simple majority of the full members present and voting.
- g. An officer or ordinary member of the Committee who ceases to be a member of the Choir shall cease to be a member of the Committee.
- h. In the event of a casual vacancy in the Committee, the Committee may co-opt a member of the Choir to serve the remaining period. In the event of a casual vacancy in an officership, the Committee may appoint one of its number to that officership to serve the remaining period.

## 12. Musical Director

- a. The Musical Director at the time of the adoption of this Constitution is the Musical Director of the Choir.
- b. Whenever a vacancy occurs in the position of Musical Director, the Committee conducts a selection process and places its recommendations before a General Meeting. The General Meeting appoints the Musical Director.
- c. The functions of the Musical Director include—
  - i. planning programmes and choir repertoire in consultation with the committee;
  - ii. advising the Committee on the musical policy generally of the Choir;
  - iii. ensuring that the training made available to the Choir (whether personally or by means of other choral trainers) is of a standard consistent with the objectives of the Choir;
  - iv. auditioning members and potential members of the Choir;
  - v. advising the Committee on the engagement of other choral trainers, accompanists (whether solo or ensemble) and artistes;
  - vi. acting as the principal conductor of the Choir in its own promotions;
  - vii. attending the Annual General Meeting for the purpose of delivering the Musical Director's address and matters relating thereto.
- d. The Musical Director is remunerated at a rate determined from time to time by the Committee, and his or her expenses reasonably incurred on Choir business may, if approved in advance by the Committee, be reimbursed.
- e. The Musical Director may participate in Committee discussions in his/her non-voting capacity.

## 13. Membership fees

- a. The annual membership fee is as determined from time to time by a General Meeting.

- b. The full annual membership fee is generally payable within six weeks of the start of the choir year, but the option to pay in two instalments (mid-October and the end of January) is open to all members.
- c. The Committee, through the Treasurer, may agree with an individual member an appropriate alternative arrangement for payment of the annual membership fee where it is made aware of circumstances which warrant such an arrangement.
- d. The Committee, at its discretion, may agree particular fee arrangements for new or existing members.
- e. In addition to the membership fee, members may be charged for the provision of music, learning files or other requisites.

#### **14. Finance**

- a. The Choir is a not-for-profit organisation. This does not preclude the Choir's engaging in fund-raising activities, including performances, to enable the Choir to fulfil its primary objective.
- b. The Treasurer shall be accountable to the Choir and the Committee for the financial affairs of the Choir. He/She shall keep proper account of all financial transactions and shall report to the Committee and to the Annual General Meeting.
- c. The Treasurer shall open and maintain such banking accounts (including savings accounts), through which all Choir transactions shall be processed, as the Committee may require.
- d. Cheques drawn on the Choir's banking accounts shall be signed when needed by two of the members of the Committee authorised in that behalf.
- e. The Treasurer shall ensure that there is in force such insurance cover as the Committee in its absolute discretion considers appropriate to protect the assets of the Choir, the Committee and the members against any claim made against the Choir, the Committee or the members arising from Choir activities.
- f. The Treasurer shall present at each AGM a Financial Report, including a statement of income and expenditure and a balance sheet, which has been approved by the Committee.
- g. The Financial Year of the Choir shall be May 1<sup>st</sup> to April 30<sup>th</sup> of the following year.
- h. The Committee may not borrow or guarantee funds unless a resolution authorising it to do so and specifying the purpose, amount, duration and rate of interest of the transaction has been passed by a General Meeting.

#### **15. Choir season**

- a. The Choir season runs from September to mid-June of the following year or to the date of the Annual General Meeting if later.
- b. Exceptionally, the Committee may in a particular season vary these dates by notice in writing to the members.



## **16. Sub-committees**

- a. The Committee may from time to time establish one or more sub-committees to assist it in its work.
- b. A sub-committee shall operate within the terms of reference set by the Committee, and shall not enter into any financial or contractual arrangement on behalf of the Choir without the written approval of the Committee.
- c. A sub-committee may include members of the Choir who are not members of the Committee, and shall include at least one member of the Committee who shall, unless the terms of reference otherwise indicate, chair meetings of the sub-committee.

## **17. Limitation of liability and indemnification of members**

- a. No officer, Committee member or other member of the Choir shall be personally liable for any loss or damage suffered by the Choir or its assets or any of its members, except where such loss or damage is the result of a fraudulent, other criminal act, other deliberate wrongdoing or gross negligence on the part of the Officer.
- b. Every officer, Committee member and other member of the Choir shall be indemnified out of the assets of the Choir against any liability which he or she may incur to any person whatsoever for any act or omission in the course of acting with the proper authority of the Choir and all claims, costs and expenses arising out of such liability or any allegation of such liability, except in the case of fraud, other criminal act, other deliberate wrongdoing or gross negligence on the part of the member seeking indemnification.

## **18. Winding up**

The Choir shall not be wound up except by motion passed in accordance with this Constitution at a General Meeting, which motion incorporates provisions as to the disposal of the assets of the Choir.

## **19. Commencement**

This Constitution was adopted at the Extraordinary General Meeting of the Choir on 21<sup>st</sup> September 2015 and shall come into effect immediately.