

*Constitution
of*

Strange Weather Gospel Choir Incorporated

Incorporated under the ACT Associations Incorporation Act 1991

A04368

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1 NAME

The name of the Association (SWGCI) is Strange Weather Gospel Choir Incorporated. The Association is also known as SWGC Inc or SWGC.

2 OBJECTIVES

The objectives of SWGC are to:

- convene the not for profit, non-religious community choir known as Strange Weather Gospel Choir;
- provide choir members with opportunities to use and develop their musical abilities in a supportive environment;
- perform as group and share SWGC's love of traditional African, American gospel and related musical genres with the wider community;
- participate in events and competitions in the pursuit of these objectives;
- apply for funding and engage in fundraising activities that provide funds to meet the objectives of SWGC;
- enter into contracts and other agreements to achieve the objectives of SWGC.

3 MEMBERSHIP

3A Who is eligible?

Members must:

- be at least 16 years old;
- be normally resident in the ACT and region; and
- apply in accordance with section 3B.

The number of members will be monitored by the Musical Director, in discussion with the Administrative Committee (the Committee) to ensure a balance between the vocal parts of the choir (soprano, alto, tenor, bass).

3B Becoming a member

New members are those people who:

- express an interest in joining the choir;
- make contact with the membership coordinator;
- are invited to join a specific vocal part within the choir by the musical director;
- complete the choir's application form; and
- pay the appropriate fees.

Members who leave the choir and wish to return at a later date will be considered new members, unless their absence has been agreed to by the Membership Coordinator and the Committee.

3C How a person stops being a member

A person stops being a member if they:

- resign from the choir by electronic, written or verbal advice to the Committee, either directly or through their section leader or membership coordinator;
- fail to pay fees or fail to make arrangements with the Treasurer for the payment of fees within the timeframes advised by the Committee; or
- are asked to leave in accordance with Section 6.

The date the person ceases to be a member will be recorded on the register of members, kept in accordance with the Act.

3D Members' rights and responsibilities

A member:

- can attend, speak and vote at general meetings;
- can nominate and be elected as a Committee member;
- can carry out any duties delegated by the Committee;
- can fill casual vacancies on the Committee;
- can put forward resolutions at general meetings;
- can ask the Committee to call a general meeting;
- can look at the financial and administrative records of SWGC;
- may request a review of policies and decisions made by the Committee;
- lets SWGC know if they change their contact details or address;
- can request that the Committee restrict access to their personal information available on the website;
- treats other members with respect;
- complies with all codes of conduct and policies of SWGC;
- must follow these rules.

4 FEES

Fees are decided by the Committee and advised to members and on the choir website before the beginning of each calendar year. Members must pay all term-based fees as well as any deposits for sheet music, as set by the Committee.

The membership fee for each term is due and payable as determined by the Committee and advised to members at time of joining or renewal.

Members who leave before the end of the term for which they have paid fees can apply to the Committee for a partial refund of term fees. The process and refund policy will be advised to all members via the website and communication to members.

Sheet music provided by SWGC are loan items only and must be returned upon leaving the choir. Once items have been returned in line with the policy in place at that time, the Committee will provide a refund of any deposit paid or part thereof.

5 MEMBERS' LIABILITY

Members of SWGC will only be liable for the outstanding balance of any membership or tuition fees unpaid as at the date of dissolution of SWGC.

6 DISCIPLINE

6A Administrative Committee to decide issue

If the Committee is of the opinion that a member:

- has persistently refused or neglected to comply with a provision of SWGC rules; or

- has persistently and willfully acted in a manner prejudicial to the interests of SWGC.

the committee may, by resolution:

- expel the member from SWGC; or
- suspend the member from the rights and privileges of membership of SWGC for a specified period that the committee may decide.

A resolution of the committee under this subsection is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under this section, confirms the resolution in accordance with this section.

If the committee passes a resolution in accordance with this section, the Secretary must, as soon as practicable, serve a written notice on the member:

- setting out the resolution of the committee and the grounds on which it is based; and
- stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
- stating the date, place and time of that meeting; and
- informing the member that the member may do either or both of the following:
 - attend and speak at that meeting;
 - submit to the committee at or before the date of that meeting written representations relating to the resolution.

Subject to the Act, at a meeting of the committee as outlined above, the committee must:

- give to the member an opportunity to make oral representations; and
- give due consideration to any written representations submitted to the committee by that member at or before the meeting; and
- by resolution decide whether to confirm or to revoke the resolution of the committee made under this subsection.

If the committee confirms the resolution to expel the member, the Secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 6B.

A resolution confirmed by the committee does not take effect:

- until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
- if within that period the member exercises the right of appeal, unless and until SWGC confirms the resolution in accordance with section 6B.

6B Right of appeal of disciplined member

A member may appeal to SWGC in a general meeting against a resolution of the committee that is confirmed under section 6A, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

On receipt of a notice in accordance with the above, the Secretary must notify the committee which must call a general meeting of SWGC to be held within 21

days after the date when the secretary received the notice or as soon as possible after that date.

Subject to the Act, at a general meeting of SWGC called in accordance with this section the members present must vote by secret ballot on the question of whether the resolution made under section 6A should be confirmed or revoked. Furthermore:

- no business other than the question of the appeal may be transacted; and
- the committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both.

If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 6A that resolution is confirmed.

7 THE ADMINISTRATIVE COMMITTEE

7A Powers of the Administrative Committee

The Administrative Committee subject to the Act, the regulation, these rules, and to any resolution passed by SWGC in a general meeting:

- controls and manages the affairs of SWGC; and
- may exercise all functions that may be exercised by SWGC other than those functions that are required by these rules to be exercised by SWGC in general meeting; and
- has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of SWGC.

The responsibilities of the committee can be delegated in accordance with 7M.

7B Constitution and membership

Membership of the committee is open to all financial members of SWGC. The Musical Director and Assistant Musical Director may not be a member of the committee.

The committee consists of not less than 7 but not more than 12 members, each of whom must be elected under section 7C or appointed in accordance with this section.

The committee consists of:

- the Convenor;
- the Co-Convenor;
- the Treasurer;
- the Assistant Treasurer;
- the Secretary;
- the Membership Coordinator;
- the Performance Coordinator; and
- any General Members as elected.

Each member of the committee holds office, subject to these rules, until the conclusion of the Annual General Meeting (AGM) following the date of the member's election. They are eligible for re-election.

If there is a vacancy in the membership of the committee, the committee may appoint a member of SWGC to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next AGM after the date of the appointment.

7C Election of committee members

Nominations of candidates for election:

- must be made in writing, signed by 2 members of SWGC and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
- must be given to the Secretary of SWGC not less than 7 days before the date fixed for the AGM at which the election is to take place.

If insufficient nominations are received, any vacant positions remaining on the committee are taken to be vacancies.

If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.

If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.

The ballot for the election of office-bearers and ordinary committee members must be conducted at the AGM in the way the committee may direct.

A person is not eligible to simultaneously hold more than one position on the committee, except the person who also holds the position of Public Officer.

7D Public Officer

The Committee will include the Public Officer. The Committee must determine which of the members of the Committee is to be the Public Officer. The Public Officer's responsibilities and duties are those described in the Act (see also section 19).

7E Committee members may have other roles

Appointment as a Committee member does not preclude a member from holding another volunteer role within SWGC.

7F Declaration of interest

All Committee members must declare all potential conflicts of interest before being elected or appointed and as they arise during their service on the committee.

7G Casual vacancies

Should an office on the Committee fall vacant for any reason, the vacancy is to be filled by appointment by the Committee.

Committee members appointed to fill a vacancy remain in that position until the AGM at which that position would normally be filled.

7H Ceasing to be a committee member

A person ceases to be a Committee member when:

- they die;
- they resign;
- their appointment expires;
- they are removed as a Committee Member in accordance with 7I;
- they become insolvent under administration within the meaning of the Corporations Act (Cwlth); or
- they are disqualified from office under the Act.

7I Removing a committee member

SWGC, in a general meeting, may by resolution and subject to the Act, remove any member of the Committee before the end of the member's term of office.

7J Committee Members' and officers' duties

The duties are:

- a duty of care and diligence;
- a duty of good faith;
- a duty to disclose a conflict of interest (material personal interest);
- a duty not to improperly use position or information;
- a duty to not trade while insolvent;
- to keep the register of members.

Officer holders will bring independent judgement to their role, but decisions will be taken collectively in the best interests of SWGC.

7K Conflict of interest (material personal interest)

Any Committee Member who has a material personal interest in a SWGC matter must tell the other Committee Members.

They must give details of what the interest is and how it relates to the choir. It must be given at a Committee meeting as soon as possible, and it must be recorded in the minutes of the meeting. Conflicts of interest must also be advised to the membership at the AGM.

A Committee Member who has a material personal interest must not:

- be present at the Committee meeting while the matter is being considered;
- vote on the matter.

7L Payment

Committee Members are not paid, unless they have a contract to provide goods or services (so long as the Committee Member has exercised any duty to disclose a conflict of interest).

SWGC may pay the Committee Members' travelling and other expenses for attending meetings or expenses related to SWGC business. The amount of such reimbursement shall be agreed by the members annually.

7M Delegation

Committee Members can pass a resolution to delegate any of their powers to:

- a SWGC member;
- a sub-committee;
- an employee of SWGC

All delegations will be recorded in a delegations of authority document and published on the SWGC's website for members.

The delegate must follow the directions laid out in the delegation of the Committee when using their delegated powers.

8 MUSICAL DIRECTOR, ASSISTANT MUSICAL DIRECTOR AND OTHER CONTRACTORS

SWGC contracts for the services of a musical director, assistant musical director, accompanists and part time tutors to oversight the repertoire and rehearsals of the choir. The Committee retains the power to terminate any or all of these agreements, where it is in the interests of SWGC. The views and comments of members will be sought and taken into account to the extent possible when considering the commencement or cancelling of contracts.

Members will be informed of the reasons for appointments or dismissals as soon as practical after decisions are made. Members may request a review of any decision to appoint or dismiss a person as musical director, assistant musical director, accompanist or other tutor.

8A Musical Director

The Musical Director shall be contracted by SWGC on terms and conditions consistent with relevant industry standard/comparable to similar organisations as determined by the Committee. The appointment shall be reviewed annually, in November.

The Musical Director will decide on the works to be performed by the choir in consultation with the Music Sub-Committee. In exercising this power, the Musical Director will have regard to the objectives of SWGC as set out in Section 2.

The Musical Director will determine the repertoire to be performed at individual events, based on the performance standard of the choir at that time.

The Musical Director is responsible for the general supervision and control of members during rehearsal and performances and shall, in particular, have the power to:

- direct members into sections or parts;
- determine the formation of ensembles and performance groups;
- suspend for one rehearsal or performance any member whose conduct is prejudicial to the choir during that rehearsal or performance;
- cancel or postpone any rehearsal or performance, after consultation with the Committee, when due to lack of numbers or any other circumstances, such a rehearsal or performance is impracticable;
- assist in the appointment, supervision and professional development of the Assistant Musical Director;
- identify and work with other accompanists and conductors to support the choir when required.

The Musical Director may:

- resign in writing, providing such resignation is in agreement with the form of contract/agreement signed by the Musical Director and the Committee.
- be removed by the Committee, after consulting with members where appropriate, and in accordance with their contract.

8B Assistant Musical Director

The Assistant Musical Director is the principal musical accompanist for the choir. That person will also supervise and conduct any rehearsal or performance that the Musical Director does not attend because of illness or approved absence.

The Assistant Musical Director shall be contracted under terms and conditions consistent with relevant industry standard/comparable to similar organisations as determined by the Committee. The appointment shall be reviewed annually.

The Assistant Musical Director may:

- resign in writing, providing such resignation is in agreement with the form of contract/agreement signed by the Assistant Musical Director and the Committee.
- be removed by the Committee, after consulting with members where appropriate, and in accordance with their contract.

9 PERFORMANCES

The choir will perform at community events, paid performances, concerts and other events as agreed between the Musical Director, section leaders and choir members. The Committee must be consulted on all proposed events to ensure that they comply with SWGC's obligations under these rules, the choir's insurances and licenses.

The Strange Weather Gospel Choir at each performance will be those financial members who volunteer to rehearse and attend the performance in question and who the Musical Director agrees to conduct.

10 MEETINGS

10A General Meetings

A General Meeting, including a special general meeting, can be called by any two Committee members, or at the request of any five members of the SWGC membership.

A General Meeting must be held within 28 days of receipt of the request by the Committee. The request for a General Meeting must state the nature of the topics to be discussed and the terms of any resolutions which will be put to that meeting. Such details must be provided to all active members not less than 21 days before the meeting. No other business is to be discussed at any General Meeting convened at the request of members.

Notice of a General Meeting must be published to active members not less than 21 days before the date of the meeting. This includes distribution via email, announcements and notices given at choir rehearsals, publication on the SWGC members' page, or any other such method as approved by the Committee and

agreed by members.

10B Administrative Committee Meetings

The Committee shall meet at least twice per term to attend to the management of SWGC. The Committee may invite other observers or members to attend.

Committee meetings can be held at more than one place using any technology that facilitates participation, as long as all committee members agree to the use of the technology.

The Convenor shall chair Committee meetings. In their absence, the Co-Convenor shall chair the meetings. If neither are available, or are unwilling to chair the meeting, the Committee members will elect a chair.

The quorum for a Committee meeting shall be at least 50% of Committee members, including at least three office holders.

A resolution of the Committee at a meeting must be passed by a majority of the votes of those present. In the case of a tie, the Chair has the casting vote.

Resolutions can be passed without a meeting if Committee members agree that the matter cannot wait until the next scheduled meeting. Circulating resolutions must be put to **each** Committee member by the Secretary in identical terms and to an agreed timetable. Circulating resolutions must be agreed to by at least 75% of Committee members.

The outcomes of Committee meetings will be reported to the members as soon as possible. These reports can include verbal reports at rehearsals and material posted on the choir website.

10C Annual General Meetings

The Committee must provide members with notice of the AGM not less than 21 days prior to the AGM.

The AGM is to be held no later than five (5) months after the end of SWGC's financial year, following the completion of the audit of accounts.

The business of the AGM is to:

- consider the reviewed financial statements;
- receive a report from the Convenor on the conduct of SWGC since the previous AGM;
- receive such other reports as may be appropriate;
- elect members of the Committee in accordance with these rules;
- appoint the reviewer; and
- consider any further resolutions that may be appropriate for the AGM. Notice of any resolutions to go to an AGM must be provided to the Secretary for distribution at least a week (7 calendar days) before the AGM.

10D Conduct of meetings

The Convenor shall chair all SWGC general meetings. In their absence, the Co-Convenor shall chair the meetings. If neither is available or willing to chair the meeting, the members present will elect a chair.

The quorum at a general meeting shall be 25% of the current membership.

Should a quorum not be reached within 30 minutes of the advertised starting time of a meeting, the chairperson will reconvene to a later date. A reconvened meeting does not require a quorum, however such meetings where a quorum is not present are considered informal and any decisions taken at such meetings do not have effect unless confirmed at a subsequent ordinary meeting.

Voting on resolutions is by simple majority of voting members present at the meeting. Special resolutions must be passed by a majority of 75% of the members present. Proxy voting is not permitted. In the case of a tie, the chair has the casting vote.

Standing orders and procedures for the conduct of meetings may be adopted at the discretion of the Committee and/or the General Meeting.

11 FINANCIAL YEAR

The financial year of SWGC is from 1st January to 31st December each year.

12 SOURCES OF FUNDS

SWGC may derive funding from any or all of the following sources:

- Membership fees;
- Tutorial fees;
- Donations of cash;
- Gifts or legacies;
- Fundraising activities;
- Performance payments;
- Prizes;
- Government or private grants;
- Other sources as identified by the Committee.

13 APPLICATION OF FUNDS

The assets and income of SWGC are to be applied only to further the objectives of SWGC. No portion is to be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of SWGC.

SWGC will affect and maintain appropriate insurance cover, affiliations and memberships and licenses as are required under Commonwealth, ACT and other laws to enable the choir to rehearse and perform in pursuing its objectives. All expenditure on behalf of the choir must be approved by the Committee before funds are expended. Approval can include delegations provided on a term or yearly basis.

Approval can be sought by circulating resolution if the Committee believes it is in

the interests of the choir. Circulating resolutions must be passed in accordance with section 10B of these rules.

14 TREASURER

The Treasurer is to keep the accounts of SWGC and is responsible for the prompt banking of all moneys received. The Treasurer is also responsible for ensuring that all disbursements approved by the Committee are processed appropriately.

After the end of each financial year the Treasurer must ensure a statement of accounts and balance sheet are prepared as at that date and submit them and such other records as may be required to a Reviewer for review (see section 15), in accordance with the Act.

All payments, whether made by cheque or electronic banking facility, must be endorsed by two members of the Committee. Committee members who are related or have business or other interests in common must not co-sign or authorise transactions.

15 REVIEW OF ACCOUNTS

The review of the financial accounts and records of SWGC is to be conducted in accordance with the Act for presentation at the AGM.

16 CUSTODY OF BOOKS

Subject to the Act, the *Associations Incorporation Regulations* and these rules, the Secretary is to keep in their custody the administrative records and the Treasurer is to keep in their custody the financial records and accounts of SWGC.

17 INSPECTION OF BOOKS

The records, books and other documents of SWGC are to be available for inspection by any member of SWGC, free of charge at any reasonable time and place.

18 INDEMNITY

Each member of the Committee, SWGC and staff is indemnified out of the funds of SWGC against all reasonable losses and expenses incurred in the discharge of any duties imposed upon the member, except where such losses or expenses may happen by willful neglect or default of such member.

19 INCORPORATED ASSOCIATION

SWGC is an Incorporated Association in accordance with the Act. The Public Officer shall carry out such functions and take such actions as required by that Act.

20 DISSOLUTION

In the event of SWGC being dissolved, the amount that remains after the satisfaction of all debts and liabilities shall be transferred to another community-

based, not for profit organisation with similar objectives. The organisation shall be decided at a special general meeting of members.

21 MATTERS NOT COVERED BY THIS CONSTITUTION

Any matter that arises in the conduct of the affairs of SWGC that is not covered by this constitution shall be dealt with in accordance with the Act and the Model Rules.

22 GLOSSARY

"Act" means the ACT *Associations Incorporation Act 1991*.

"ACT" means the Australian Capital Territory.

"AGM" means the Annual General Meeting, as described under the Act.

"Association" means the Strange Weather Gospel Choir Inc, also known as SWGC and SWGC Inc.

"Convenor" is the person who chairs the general meetings and fulfils the role variously described in other places as the President or Chair. Similarly, the Co-Convenor is the equivalent of the Vice President.

"Model Rules" means the rules published and forming part of the *Associations Incorporated Regulation 1991*, as amended from time to time. Copies of the Regulations can be obtained from the Public Officer, or from Access Canberra

"Term" refers to the Australian Capital Territory school term.

"SWGC" and **"SWGC Inc"** means Strange Weather Gospel Choir Inc