

YOUNG ADELAIDE VOICES INC
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CONSTITUTION OF
YOUNG ADELAIDE VOICES INC

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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:

“**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.

“**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.

“**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.

“**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.

“**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.

“**Member**” means a member of the Organisation.

“**Organisation**” means Young Adelaide Voices Incorporated.

“**Principal Objectives**” of the Organisation means the objectives listed in Clause 4.

“**Personally present**” and “**present**” mean attendance in person or by means of an audio and/or visual technology such that the person is able to participate in any discussion and indicate their vote on any resolution.

“**Public Fund**” means the public fund established and maintained by the Organisation, and listed on the Register of Cultural Organisations.

“**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:

- the training of choristers in choral singing and musicianship
- the promotion of excellence in choral education and performance
- the provision of a wide range of performing opportunities
- the development of a lifelong love of music and joy in singing
- the promotion of friendship and a sense of community

(collectively, the Organisation’s “**Principal Objectives**”).

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:

- 5.1 organise, manage, conduct conferences, lectures, demonstrations, classes, symposia, and the like in relation to choral singing;
- 5.2 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;
- 5.3 promote the interests of, and organise functions for, the Members of the Organisation and the choristers;

- 5.4 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
- 5.5 establish and maintain a Public Fund listed on the Register of Cultural Organisations pursuant to Clause 19 below.

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 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.

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

10.3 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, they shall be entitled to vote on any resolution before the Board, where there is no conflict of interest.

- Chairperson
- Board Secretary – (non voting position)
- Legal portfolio
- Finance and Business Management
- General Board Member A
- General Board Member B
- General Board Member C
- General Board Member D
- General Board Member E

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. When considering the appropriate or desirable skills and experience of General Board Members the Board will take into account the following:

- i. The importance of having persons on the Board who represent the Young Adelaide Voices Community, including but not limited to past or present choristers, parents of children involved in the choirs and persons with a commitment to music education;
- ii. That it is desirable to have persons on the Board with skills or experience in marketing and sponsorship.

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.

- 10.4 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.
- 10.5 Each member of the Board, other than the Artistic Director, shall hold office for a period as set out below:

GROUP A

Chairperson

Board Secretary

General Board Member A

General Board Member B

GROUP B

Legal Portfolio

Finance and Business management portfolio

General Board Member C

General Board Member D

General Board Member E

All board positions will open for nomination at the AGM of the Association to be held in 2020.

From the date of the election at the AGM to be held in 2020, the term of the positions in Group A will be until the AGM in 2021. At that AGM those positions will be open for nomination. The term of that appointment will be for 2 years, until the AGM in 2023 and thereafter for a 2 year term, being open for nomination every alternate AGM (odd years).

From the date of the election at the AGM to be held in 2020, the term of the positions in Group B will be until the AGM 2022. At that AGM those positions will be open for nomination. The term of that appointment will be for 2 years, until the AGM in 2024 and thereafter for a 2 year term, being open for nomination at every alternate AGM (even years).

- 10.6 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.
- 10.7 (a) The Board may appoint a person to fill a casual vacancy, and such Board member shall hold that office for the duration of the term of their predecessor and eligible for re-appointment at the end of the term for that position in accordance with cl 10.5.
- (b) A retiring person shall be eligible to stand for re-election without nomination but must notify the Board of their intention to re-nominate at the Board meeting immediately prior to the AGM and that that is noted in the minutes.
- 10.8 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 January and the last day of May 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 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.
- 17.9 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.

- 17.10 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. PUBLIC FUND

- 19.1 The Organisation will establish and maintain a public fund listed on the Register of Cultural Organisations under the name Young Adelaide Voices Gift Account. The public will be invited to contribute to the Public Fund.
- 19.2 Any donations or gifts (of money or property) received by the Organisation will be deposited into the Public Fund and will be kept separate from other funds or assets of the Organisation.
- 19.3 The monies and property in the Public Fund will only be applied to further the Organisation's Principal Objectives.
- 19.4 Investment of monies in the Public Fund will be made in accordance with guidelines for public funds as specified by the ATO. The Organisation agrees to comply with any rules made by the Treasury Minister and/or the Minister for the Arts to ensure that gifts made to the Public Fund are used only for the Organisation's Principal Objectives.
- 19.5 No monies and/or assets in the Public Fund will be distributed to Members or Board Members except as reimbursement of out-of-pocket expenses incurred on behalf of the Public Fund or as proper remuneration for administrative services.
- 19.6 The Public Fund will be administered by a management committee, the majority of whom, because of their tenure of some public office or their position in the community, have a degree of responsibility to the community as a whole (as distinct from obligations solely in regard to the Organisation's Principal Objectives).
- 19.7 The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions of the Public Fund, in order to assess the effect of any amendments on the Public Fund's continuing Deductible Gift Recipient status.
- 19.8 Where a donor requests a receipt in relation to any donation or gift, the Organisation will provide a receipt that states:
- (a) the name of the Public Fund;
 - (b) the Australian Business Number of the Organisation;
 - (c) the fact that the receipt is for a gift made to the Public Fund; and

- (d) any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.

19.9 The Organisation agrees to give to the Department responsible for the administration of the Register of Cultural Organisation, at intervals of six (6) months, statistical information about gifts made to the Public Fund during the last six (6) months.

20. WINDING UP

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

21. APPLICATION OF SURPLUS ASSETS

20.1 If upon the winding up or dissolution of this Organisation, 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.

20.2 If upon —

- (a) the winding up or dissolution of the Public Fund; or
- (b) the revocation of the endorsement of the Public Fund as a deductible gift recipient,

there remains (after satisfaction of all its debts and liabilities) any property in the Public Fund, the property shall not be paid to or distributed among the Organisation's Members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this Public Fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100 of the *Income Tax Assessment Act 1997*.

22. NON PROFIT CLAUSE

The income and property of the Organisation and of the Public Fund shall be applied solely towards the promotion of the Principal Objectives 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 and/or to the Public Fund or for any expenses incurred on behalf of the Organisation and/or the Public Fund.