

**THE CONSTITUTION AND RULES  
OF  
KAPITI CHORALE INCORPORATED**  
(Last Updated March 2013)

**1. NAME**

The name of the Society is the Kapiti Chorale Incorporated

**2. DEFINITIONS**

In this Constitution, unless contrary to the context, the words below shall have the meanings defined:

**Annual General Meeting**

means the Annual General Meeting of members of the Chorale which is to be held within the first three calendar months of the new financial year

**Appendix**

means the attachment to this Constitution which records the Rules determined by the Committee from time to time.

**Chorale**

means the Kapiti Chorale Incorporated.

**Committee**

means the Committee of the Chorale elected in terms of the Constitution.

**Constitution**

means the Constitution of the Chorale as approved and set out herein or as may be amended from time to time.

**Financial Review**

means a review of the annual accounts of the Chorale, carried out by a suitably qualified person selected for that purpose by the Committee. The financial reviewer should be an independent person i.e. not a member of the Chorale, and not a close associate of any member of the Chorale.

**Financial Year**

means the financial year of the Chorale which shall be from 1 January to 31 December each year.

**Member**

means any person who has been admitted as a Member by the Committee in terms of the Constitution.

**Financial Member**

means any Member that has paid their subscription for the current year.

**Rules**

means any Rules made (or as the same may be amended or rescinded) by the Committee and set out in the Appendix to this Constitution.

Words in the singular include the plural and words in the masculine include the feminine and vice versa.

### **3. PURPOSES OF THE CHORALE**

The purposes of the Chorale are to be beneficial to the community by:

3.1 fostering and encouraging the public performance of music as a cultural, educational and recreational activity, especially the performance of choral music;

3.2 providing opportunities for the general public to listen to and enjoy music in performance;

3.3 advancing music education through developing the choral skills of members, and extending the general public's understanding of music;

3.4 tangibly encouraging and supporting young singers to take up or continue formal vocal training;

3.5 doing anything necessary or helpful to the above purposes.

The Chorale is established and maintained exclusively for charitable purposes and not to carry on any activity for the private pecuniary profit of any individual.

The activities of the Chorale are limited to activities within New Zealand.

### **4. MEMBERS**

The Committee, at its absolute discretion and on such terms and conditions as it decides (which may include the payment of an annual subscription as determined by the Committee), may admit a person as a Member of the Chorale or cancel a Member's membership. The Committee may establish differing classes of membership of the Chorale.

### **5. MEETINGS OF MEMBERS**

An Annual General Meeting of members will be held each Financial Year. At the Annual General Meeting financial accounts which have been independently reviewed shall be presented, along with a report from the President and the Music Director.

The Annual General Meeting shall elect a President, a Treasurer, a Secretary, and between three and nine other general Committee members. Thus the Committee, including the Music Director, will have between 7 and 13 members in total.

The Annual General Meeting shall vote on the appointment of the financial reviewer that was selected by the Committee.

The Committee may call a Special General Meeting of members for any purpose.

The Secretary shall call a Special General Meeting of the Chorale on receiving a requisition, signed by at least 25 per cent of the membership, stating the object of the meeting.

Not less than fourteen days prior notice of the Annual General Meeting or any Special General Meeting shall be given to the members by the Secretary. Notice of any such meeting is to be given in writing, which may include email, to each member's last known address.

Only Financial Members may vote at the Annual General Meeting and at Special General Meetings.

Fifty percent plus one of financial Members shall constitute a quorum at an Annual General Meeting or Special General Meeting.

## **6. THE COMMITTEE**

Fifty percent plus one of the Committee members shall constitute a quorum at a meeting of the Committee.

At the first meeting of the newly elected Committee, its members shall elect a Chairperson.

The Committee may appoint another member to fill any vacancy on the Committee and may also co-opt any member to undertake any specific task relating to the operation of the Chorale.

The Committee, at its absolute discretion, shall manage the affairs, hold and/or dispose of the assets, maintain the records of, open or close bank accounts, authorise Committee members to operate on bank accounts (any two sign jointly) and take any such actions as it may decide are appropriate or necessary in the interests of the Chorale or in the furtherance or achievement of its Objectives.

The Committee shall select a suitably qualified person to be the financial reviewer for the Chorale, and negotiate the fee payable for the reviewer's services.

The Committee may lay down Rules governing the operations of the Committee and the Chorale and the obligations, responsibilities and liabilities of Members, provided such Rules are not inconsistent with, or contrary to or in conflict with the Constitution. Any such rules shall be recorded in the Appendix attached to this Constitution. The Committee may, from time to time, and at its sole discretion, amend, add to or rescind the Rules recorded.

## **7. MUSIC DIRECTOR**

The Committee shall appoint a Music Director on such terms and conditions as may be agreed between the parties.

The Music Director shall, ex officio, be a member of the Committee and have the same rights and liabilities as other members of the Committee. However, in the case of any matter of remuneration, benefit or pecuniary advantage for the Music Director, he/she shall have no right to vote.

The Committee may appoint an assistant to the Music Director and a Pianist, as required.

## **8. NO PECUNIARY ADVANTAGE**

8.1 No Member shall receive any pecuniary advantage from being a Member of the Chorale except that, with the approval of the Committee, a Member may be:-

(a) reimbursed any reasonable or necessary cost incurred through acting on behalf of the Committee; or

(b) recompensed at not more than market rates for goods or services provided to the Chorale.

8.2 All income, benefit, or advantage must be used to advance the charitable purposes of the Chorale.

8.3 No Member of the Chorale, or anyone associated with a Member, is allowed to take part in, or influence any decision made by the Chorale in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.

8.4 Any payments made must be for goods or services that advance the charitable purposes of the Chorale and must be reasonable and relative to payments that would be made between unrelated parties.

#### **9. WINDING UP**

The Committee, or a Special General Meeting of Members of the Chorale called for that purpose, may decide that the Chorale should be wound up.

If a decision is made to wind up or dissolve the organisation and any property remains after the settlement of the organisation's debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

#### **10. ALTERATIONS TO THE CONSTITUTION**

On the recommendation of the Committee, and with the approval of the Members, the Constitution of the Chorale may be changed by way of alteration, addition or rescission.

A recommended change to the Constitution must be approved at an Annual or Special General Meeting of Members with the approval being carried by a two-thirds majority of those Financial Members present and voting.

When a change to this Constitution is approved by the Chorale, the Committee shall lodge the change with the relevant organisations. E.g. The Registrar of Incorporated Societies and/or the Charities Commission.

**APPENDIX**

**RULES**

**(Last Updated March 2013)**

**1. CONDITIONS OF MEMBERSHIP**

- a** Application for membership shall require the completion of the prescribed form, detailing name, address, phone number(s), email address (if applicable), voice part and musical experience.
- b** Applicants for membership must be able to demonstrate musical and vocal competence with choral experience preferred.
- c** Members must pay their subscriptions as laid down under Rule 3 below.
- d** Any member not attending at least 75% of practices, or two of the last three practices held before a concert or performance and the final dress rehearsal, shall not be allowed to participate in the concert or performance unless the Music Director can be satisfied (in such manner - including an audition – as he/she may require), that the Member is competent to participate in the concert or performance. The decision of the Music Director will be final.
- e** A Roll of Attendance shall be kept by the Membership Secretary. It is the responsibility of members to ensure that their presence at practices is recorded on the Roll of Attendance.
- f** Members who have resigned or left the Chorale for a full year or more have no automatic right of re-entry but may be accepted as Guest Singers.
- g** Members are expected to attend all three Sessions per year unless permission has been granted by the Music Director.
- h** Members are expected to adhere to the Music Director's discipline.
- i** Life Membership of the Kapiti Chorale may be granted by the Committee for exceptional services to the Chorale.
- j** The Music Director may from time to time invite as guest singers, persons who by reason of their vocal competence and experience would enhance a performance. Such invited guest singers will be exempt from membership fees, but may be asked to contribute towards costs such as score hire etc.

**Notes:**

- i In considering applications for membership, the Membership Sub-Committee may:
  - 1 offer the applicant immediate membership;
  - 2 invite the applicant to participate as a guest singer, which will be reviewed following the completion of the current session;
  - 3 advise applicants in writing whether their application is accepted or declined.
- ii The Committee may maintain a waiting list of prospective members.

## **2. CANCELLATION OF MEMBERSHIP**

A Member's membership shall be cancelled:

- a** on the expiry of fourteen days after a written resignation from the member is received by the Secretary.
- b** subject to the discretion of the Committee, upon failure to pay the subscription for the current year within the time prescribed by the Committee.
- c** in the event that vocal and musical standards are not maintained to the standards required by the Music Director.
- d** For failure to adhere to the Music Director's discipline.

### **Notes:**

(a) Failure to accept or adhere to the Conditions of Membership will result in a review by the Committee. The member shall be contacted by the President, reasons given and a verbal warning issued. If corrective action is not taken the Committee may recommend cancellation of Membership. The decision of the Committee will be final and will be determined by a majority vote at a meeting at which not less than three quarters of the Committee is present. The Committee's decision will then be confirmed in writing by the Secretary.

(b) Should the Members' musical competence fall below the standard required the Music Director shall, in the first instance, speak to the person involved. If this does not resolve the issue the Music Director shall inform the Committee who shall inform the person concerned, in writing, that their membership has been cancelled.

## **3. SUBSCRIPTIONS**

- a** The amount of the annual subscription and the method of payment shall be determined each year by the Committee.
- b** The Committee may set a subscription rate and method of payment for Guest Members.
- c** Subscriptions shall be paid within the time prescribed by the Committee.
- d** All subscriptions are non-refundable, except in circumstances deemed to be extraordinary by the Committee. Approval of any subscription refunds or partial refunds shall be at the discretion of the Committee.

## **4. PROPERTY OF THE CHORALE**

- a** All property of the Chorale (e.g. music, manuscripts and literature etc.) issued by the Chorale to its Members, will remain at all times the property of the Chorale and shall be returned upon request or when membership is cancelled
- b** Any property issued shall, unless prior permission is obtained from the Librarian, be used by a Member only for the Chorale activity for which it was issued.

**5. COMMON SEAL**

The Chorale shall have a common seal, which shall be held by the Secretary.

A document shall be executed on behalf of the Chorale if:

- (i) The common seal is attached to (imprinted on) the document; and
- (ii) The document is signed by any one of the President, Secretary or Treasurer, and is countersigned by at least one other member of the Committee.

(End)