
**RULES OF
AUCKLAND YOUTH CHOIR (INCORPORATED)**

THE INCORPORATED SOCIETIES ACT 1908
RULES
OF
AUCKLAND YOUTH CHOIR (INCORPORATED)

1. NAME

1.1 The name of the Society is "Auckland Youth Choir (Incorporated)".

2. OBJECTS

2.1 The objects of the Society are:

- (a) To be a premier vehicle for cultivating young musical talent through the art of choral singing. To achieve this, our goals are:
 - To be a committed, talented and socially-knit group providing the foundation for the attainment of performances of a high professional standard;
 - To perform a large variety of musical styles which the choristers and audiences enjoy;
 - To represent the profile of Auckland youth;
 - To maintain a high public image, manifested by high exposure at events of a civic and private capacity;
 - To be supported by stable leadership from the Society's own members.
- (b) To promote and forward the interests and welfare of the Auckland Youth Choir Incorporated in Auckland and elsewhere;
- (c) To purchase, hire or provide for the members all kinds of music and accessories which may be conveniently used in connection with the affairs of the Society;
- (d) To co-operate with any other choir or musical society, whether incorporated or not, whose objects are altogether or in part similar to those of this Society, and to procure from and communicate to any such society such information as may be likely to forward the objects of this Society;
- (e) To purchase, lease, exchange, hire or otherwise acquire, hold, mortgage and dispose of any real or personal property and any rights and privileges which the Society shall think necessary or expedient for the purposes of attaining the objects of this Society;
- (f) To seek for and enter into contracts with suitably qualified persons for appointment as Director of Music, Assistant Director of Music/Accompanist, and such other paid roles as may be determined

of the administration and management of the Society; and

- (g) To do all such things as are incidental or conducive to the attainment of the above objects.

3. MEMBERSHIP

3.1 Members of the Society shall consist of:

- (a) From January 2022, any person aged between 16 and 27 at 1 January of the current choir year and who has been approved by the Director of Music as a member, and who has paid his or her subscription (as outlined in clause 5 below) ("Chorister");
- (b) Any person, other than a chorister, who makes written application to the Committee and is accepted by the Committee as a member, or who is elected to the Committee at the Annual General Meeting, or who is co-opted to the Committee according to clauses 16, 17 or 18 below ("Non-Chorister"); and
- (c) Life members and honorary officers of the Society, may be nominated from time to time by the Committee and ratified by the subsequent Annual General Meeting.

3.2 The maximum number of members as Choristers shall be determined from time to time by the Director of Music after discussion with the Committee.

3.3 "Choir Year": The Choir Year shall begin at the beginning of payment according to clause 3.1 above, and shall terminate at the end of the Annual General Meeting held to review the performance year just past, unless the member has commenced payment for the new year, resigned according to clause 6 below, or been expelled according to clause 7 below.

4. APPLICATION TO JOIN AND AUDITIONS

4.1 Potential members will be able to apply join the Choir through the Choir website or other channels as publicised from time to time.

4.2 Auditions for the full choir or chamber choir may be held annually or at such other frequency as shall be determined from time to time by the Director of Music. Auditions shall be supervised by the Director of Music.

4.2 The requirements and standards of performance at auditions shall be laid down by the Director of Music.

4.3 Each person wishing to become a member as a Chorister shall present himself or herself for audition at such time and place as may be arranged.

4.4 Each person attending the audition shall be advised of the outcome of his or her audition as soon as practicable after auditions have been completed.

4.5 The Director of Music may invite a singer or singers to join with the choir for a

session for reasons of balance, solo performance or for any other reason which may be considered necessary for the furthering of the objects of the Society, and if any such singer wishes to continue for a subsequent session, and if a vacancy is available, the singer may be auditioned and approved for membership in the normal manner.

5. SUBSCRIPTIONS AND JOINING FEES

5.1 Every member except a Non-Chorister, or an honorary member or life member of the Society shall pay into the funds of the Society all the sums of money levied by resolution of the Committee, and within a period of time determined by the Committee.

5.2 Such sums may include a bond upon joining the Society which, subject to clause 30.2, may be refunded when the Chorister resigns from the Society.

5.3 Any member who did not pay their subscription for the previous choir year will need to pay for both the previous and current year to remain a chorister.

6. RESIGNATION OF MEMBERS

6.1 Any member may resign from his or her membership by advising the Administrator and Director of Music in writing, by email or in person.

7. EXPULSION OR SUSPENSION OF MEMBERS

7.1 The Committee may at any time expel or suspend the member and advise him or her by letter or email of the reasons which could include:

- a. breach by him or her of these Rules, including non-payment of any amount due under the clauses 5.1 or 5.3, or
- b. misconduct or insubordination at any practice or performance of the Society, or
- c. in the case of a Chorister, for absenting himself or herself from any three consecutive sessions without the express consent of the Director of Music, or
- d. misconduct likely to bring discredit on the Society.

7.2 If a member wishes to challenge the expulsion he or she shall be allowed to offer an explanation verbally or in writing and, if thereupon two-thirds of the Committee members present shall vote for his or her expulsion, he or she shall forthwith, without releasing him or her from antecedent liability to the Society, cease to be a member.

7.3 On receipt of a recommendation by an Officer regarding minor breaches, misconduct or absence, the committee shall consider appropriate action, including the suspension of the member for a period not to exceed three months, and the Officer shall have the power to discuss these with the member directly and take such action as the Committee considers appropriate. If a member wishes to challenge the suspension he or she shall be allowed to offer an explanation verbally or in writing and, if thereupon two-thirds of the Committee members present shall vote for his or her suspension, it shall take effect. Should a suspension occur, the member shall apply in writing for return to full activity prior to the expiration of the suspension, stating the member's

intention to avoid such activity as warranted the suspension. Should a written request to resume full activity not be received, the member shall be considered to have resigned.

7.4 The Director of Music shall have the power to suspend a Chorister who has been absent from three or more consecutive rehearsals or any other unexplained absences from any further rehearsal in that session and/or to require such Chorister to re-audition for membership, and/or to consider the continued membership of such Chorister.

8. ALTERATION OF RULES

8.1 These Rules may be altered, added to, rescinded or otherwise varied or amended by a resolution passed by a two-thirds majority of those present at a general meeting of which fourteen days' notice has been given.

8.2 Every such notice shall set forth the purport of the proposed alteration, addition, rescission, variation or amendment, and may be given by delivering the same by post or electronic mail to each member or by hand and/or verbally to members present at the usual rehearsals of the Society.

8.3 Duplicate copies of every such alteration, addition, rescission or amendment shall forthwith be delivered to the Registrar in accordance with the Act.

8.4 No addition or alteration or rescission of these Rules shall be approved if it affects the non-profit Objects (2), the Personal Benefits Clause (24A), or the Dissolution Clause (32).

9. ANNUAL GENERAL MEETING

9.1 The annual general meeting of the Society shall be held at a time and place fixed by the Committee for the following purposes:

- (a) To receive, consider and, if approved, to adopt the annual reports and audited financial statements;
- (b) To elect Members of the Committee for the ensuing year;
- (c) To decide on any resolution which may be duly submitted to the meeting.

9.2 Not less than fourteen clear days before the annual general meeting a notice thereof shall be given verbally at a rehearsal of the Society and/or by prepaid letter addressed to each member at his or her last known place of abode and/or by electronic mail to the address last given by the member, and/or via the social media channel used to communicate with choir members.

10. GENERAL MEETINGS

10.1 The Committee may at any time call a general meeting, and it shall do so forthwith upon requisition in writing or by verbal notice from twelve or more members stating the purpose for which the meeting is required.

10.2 At all general meetings the Committee Chairperson shall take the chair and every member present shall be entitled on every motion to one vote exercised in person as well as proxies as registered under sub-clause 7 below. In the case of an equality of votes, the Chairperson shall have a casting as well as a deliberative vote.

10.3 Honorary members shall have no voting rights

10.4 Members who are not Choristers (including life members) are also eligible to vote.

10.5 The mode of voting on all questions (other than elections) at all general meetings shall be by the voices or, if the Chairperson or any three members shall require, by a show of hands. A vote shall be passed by a majority of those present.

10.6 The mode of voting on all elections at the annual general meeting shall be by secret ballot for which purpose a returning officer and a sufficient number of assistants and scrutineers shall be appointed at the meeting, unless the number of nominations does not exceed seven persons in which case the mode of voting may be by voices or show of hands in accordance with clause 10.5.

10.7 Members not able to attend in person at General Meetings shall be entitled to register a proxy vote to be exercised by the Chairperson or any other nominated member on each question put. The proxy may include instructions on how the vote is to be exercised or may simply be in favour of the named person. Any proxy to be exercised must be in written form, signed by the member designating the proxy, and registered with the secretary prior to the opening of the meeting.

10.8 Where any procedural matter is not covered by these Rules, this will be determined by the Chairperson.

11. QUORUM

11.1 At all general meetings twenty five percent of those eligible to vote (present in person or having valid proxies registered) shall constitute a quorum.

11.2 Should a quorum not be present at a General Meeting, the meeting shall be postponed for seven days, during which time the Committee shall make all reasonable efforts to notify all members of the postponement of the meeting, and the reason for that postponement. The General Meeting shall be reconvened after seven days at the same time and in the same place as the original meeting, at which time the quorum required shall be the number of members present.

12. OFFICERS

12.1 The Officers of the Society shall consist of the Chairperson, the Administrator, the Director of Music, the Assistant Director of Music.

13. COMMITTEE

13.1 The affairs and business of the Society shall be governed by a Committee consisting of:

- (a) No more than seven members to be elected at the Annual General Meeting; and
- (b) The Officers of the Society; and
- (c) Any other persons co-opted to the Committee under clauses 16, 17 or 28 below,

such that at least four members of the Committee shall be a Chorister of the Auckland Youth Choir.

13.2 The Committee shall elect from its number a Chairperson who shall take the chair at all meetings of the Committee and General Meetings.

13.3 The Committee shall appoint a Director of Music, Assistant Director of Music/Accompanist and Administrator, as and when it deems appropriate under the terms of clause 18.1 (b). Each of the Director of Music, Assistant Director of Music/Accompanist, and Administrator and such other appointees is a member of the Committee and has a vote at Committee meetings.

14. MEETINGS OF COMMITTEE

14.1 The Committee shall meet at such times and places as shall from time to time be determined by the Chairperson (not less often than every three months) and at all such meetings the Committee shall determine its own procedure.

14.2 Verbal, written or electronic notice of every such meeting shall be given by the Administrator to each Member of the Committee, and shall be deemed to be duly given if the Member of the Committee is advised verbally or by post or electronic mail (to the last address given by the member) not less than seven days prior to the time appointed for the holding of the meeting in question, and the meeting may then be held forthwith.

14.3. Each of the Officers of the Society shall carry out the day-to-day management of the Society's activities, and each Officer may meet at least monthly with any or all other Officers to administer the day-to-day affairs of the Society. Any such decisions or actions that would result in the Society incurring a liability over the limit set under clause 18.4 must be ratified prior to the Officer entering into the decision or action.

14.4. Should the Committee choose not to ratify a decision or commitment made by an Officer that would result in the Society incurring a liability over the limit set under clause 18.4, the Committee shall immediately decide the action to be taken in regard to the decision or commitment and shall notify all affected parties of that decision.

15. ABSENCE FROM COMMITTEE MEETINGS

15.1 Any Member of the Committee who shall absent himself or herself without leave from three consecutive meetings of the Committee shall ipso facto cease to be a Member of the Committee.

16. VACANCIES ON COMMITTEE

16.1 The Committee shall have power to appoint a member of the Society to fill any casual vacancy on the Committee until the next annual general meeting, and any Member of the Committee so appointed shall retire at the next annual general meeting, together with the rest of the Committee, but all or any of the retiring Committee shall be eligible for re-election except as elsewhere set out herein.

17. POWERS OF COMMITTEE TO CO-OPT

17.1 The Committee shall have the power to co-opt any member of the Society for all such special duties as may be considered conducive to the attainment of the objects of the Society. Such co-opted members have the right to attend and speak at Committee meetings, but have no vote at Committee meetings.

18. DUTIES OF THE COMMITTEE

18.1 The Committee shall be responsible for vision and strategy of the Society, and for the governance of the affairs of the Society. It shall be the duty of the Committee generally to:

- (a) conduct the affairs of the Society;
- (b) recommend, determine remuneration for, and contract with a Director of Music, Assistant Director of Music/Accompanist and an Administrator;
- (c) collect all subscriptions and keep usual and proper books of account properly posted and other records of the business of the Society; and
- (d) establish an income and expenditure budget
- (e) prepare and submit to the annual general meeting a report, balance sheet and statement of accounts for the preceding Year.
- (f) it shall be the responsibility of the Administrator to:

Receive and receipt all income,

Operate the Society's bank account,

Control term investments,

Make payments to creditors.

While these duties are expected to be delegated to specific individuals or sub-

committees, it is the responsibility of the Committee as a whole to ensure that they are properly carried out.

18.2 There shall be three authorising signatories, one of which shall be the Administrator; any two of the three are required for authorisation.

18.3 The Committee is charged with maintaining the fiscal integrity of the Choir, particularly in respect of clauses 3, 18.1 (b), (c), (d) and (e), 22, and 23 of these Rules. As such it must take early cognizance of any overdue or bad debts, and has the authority to take any legal action deemed appropriate in the collection of these debts.

18.4 No officer should commit the choir to expenditure or any other action which could lead to income being below budget or expenditure above budget without prior approval by the committee.

19. NOTICES

19.1 The accidental omission to give notice to, or the non-receipt of any notice by, any member or any other person entitled to such notice under these Rules shall not invalidate the proceedings of any general meeting or Committee meeting to which such notice relates.

19.2 All notices to members will be given via electronic mail to the recipient's last given address, unless the recipient has notified the Administrator otherwise.

20. COMMON SEAL

20.1 The common seal of the Society shall be that appointed by the Committee who shall be responsible for the safe custody and control thereof.

21. ATTESTATION OF DOCUMENTS

21.1 Wherever the common seal of the Society is required to be affixed to any deed, document, writing or other instrument, the seal shall be affixed thereto pursuant to a resolution of the Committee and in the presence of two Members of the Committee (one of whom shall be the Chairperson or the Administrator) who shall sign the document or instrument to which the seal is so affixed.

22. INVESTMENT OF FUNDS

22.1 The Committee may from time to time invest and reinvest in such securities and upon such terms as it shall think fit the whole or any part of the funds of the Society which shall not be required for the immediate business of the Society.

23. BORROWING POWERS

23.1 The Society shall, in addition to the other powers vested in it, have power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other security founded or based on all or any of the property and/or rights of the Society, or without any such security, and upon such terms as to priority and otherwise as shall seem fit to the Committee who shall also be entitled to exercise such power to borrow or raise money.

24. LIABILITY OF MEMBERS

24.1 No member shall be under any liability in respect of any contract or other obligation made or incurred by the Society.

24A PERSONAL BENEFIT

24A.1 Any income, benefit or advantage shall be applied to the charitable purposes of the Auckland Youth Choir. No member of the Auckland Youth Choir or any person associated with a member shall participate in or materially influence any decision made by the Choir in respect to the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

24B DECLARATION OF INTEREST

24B.1 Any member of the Committee who has a "personal interest" in any question raised must declare that interest at the time the question is raised.

25. REHEARSALS AND PERFORMANCES

25.1 The Society shall meet for rehearsal on one or more nights in every week of the Choir Year and upon such other occasions as shall from time to time be decided by the Director of Music in consultation with the Committee

25.2 The Society shall meet for performances upon such occasions as shall from time to time be decided by the Director of Music in consultation with the Committee.

26. ATTENDANCE

26.1 At all rehearsals of the Society a roll of the Choristers shall be maintained and a record of attendance kept.

26.2 The Director of Music shall have the power to suspend a Chorister who has been absent from three or more consecutive rehearsals or any other unexplained absences from any further rehearsal in that session and/or to require such Chorister to re-audition for membership, and/or to consider the continued membership of such Chorister.

26.3 All Choristers are expected to attend all rehearsals and all scheduled performances, subject to and in accordance with any bylaws passed under clause 33.

27. STANDARDS OF PERFORMANCE

27.1 If, in the opinion of the Director of Music, any Chorister is not sufficiently conversant with the music to be performed at any forthcoming performance, the Director of Music shall have the power to exclude such Chorister from the said performance or series of performances.

28. ACCOMPANIST/ASSISTANT DIRECTOR OF MUSIC

28.1 The Committee may from time to time appoint (on the recommendation of the Director of Music) an Accompanist or Assistant Director of Music from the membership of the Society or from elsewhere. Should such a person be appointed, s/he shall be co-opted onto the Committee as an ex-officio member if not already elected to the Committee.

29. LIFE MEMBERS

29.1 Any member, former member or other person who has taken an active part and displayed outstanding service in furthering the objects of the Society may, on the recommendation of the Committee, be appointed a Life Member by the Committee. Each such appointment shall be ratified at the subsequent annual general meeting. Life memberships are not transferable, need not be re-ratified annually, and confer full membership rights.

30. CARE OF PROPERTY

30.1 Every Chorister shall take due and proper care of, and shall, upon demand by the Committee or upon his or her ceasing to be a member, forthwith deliver and return in good condition all music, or other property whatsoever upon issue to him or her from the Society, and shall pay for all such articles as may be lost, damaged or destroyed excepting only damage or loss by fair wear and tear, fire or other inevitable accident without default or neglect on the part of the member.

30.2 The Committee shall determine in its sole discretion whether all or part of the bond shall be withheld in the event of non return of any music or other property whatsoever upon issue to him or her from the Society, or the return of music, or other property whatsoever upon issue to him or her from the Society that has been damaged where the Chorister has not made a payment under clause 30.1.

31. COPIES OF RULES

31.1 Every member shall be entitled to one copy of these Rules free of cost.

32. DISSOLUTION

32.1 The Society may be voluntarily wound up in accordance with clause 24 of the Incorporated Societies Act 1908.

32.2 In the event of the Society being wound up, the surplus assets and funds after payment of the Society's liabilities and the expenses of winding up shall vest absolutely in the body corporate called the Mayor, Councilors and Citizens of the City of Auckland, to be used by it for charitable purposes.

33. BY-LAWS

33.1 The Society may, from time to time by resolution in general meeting, make, amend or rescind by-laws not inconsistent with these Rules governing the Society and conduct of its rehearsals, performances or meetings. The By-laws of the Society may be amended by simple majority vote at any General Meeting.

34. DRESS

34.1 Each Chorister shall present him/herself for performances to the standard of dress and grooming as determined from time to time by the Committee.

35. INTERPRETATION

35.1 In these Rules, except where a different interpretation appears:

“Act” means the Incorporated Societies Act 1908.

“Committee”, “Members of the Committee”, “Chairperson”, “Administrator”, and “Director of Music” mean respectively the Committee, Members of the Committee, Chairperson, Administrator (or person appointed in administrative or managerial role), and Director of Music of the Society appointed in accordance with these Rules.

“Member” means any person who is a member of the Society in accordance with these Rules.

“Session” means the series of rehearsals held for the purpose of rehearsing the music for a specific performance.

“Society” means Auckland Youth Choir (Incorporated) as incorporated under these Rules.

“Year” means the financial year of the Society as fixed by the Committee.

“Conductor” and “Director of Music” shall mean the person contracted by the Society to fill the position of Conductor.

“Assistant Director of Music” shall mean the person contracted by the Society to be Accompanist

“Administrator” shall mean the person contracted by the Society to manage the financial, administration and management of the choir. This role may have a different title from time to time.