

NEWCOMBE SINGERS

CONSTITUTION AND BYLAWS **NEWCOMBE SINGERS**

CONSTITUTION OF THE NEWCOMBE SINGERS

1. The name of the Society is Newcombe Singers Association.
2. The purposes of the Society are
 - 2.1 to maintain a four-part choral group;
 - 2.2 to prepare and perform a variety of music;
 - 2.3 to create an environment that enables each choir member to develop skills (music reading, vocal production and ensemble performance); and
 - 2.4 to provide members an outlet for the enjoyment of creating music.

Bylaws approved by the Board of Directors

16 October 2018

Bylaws adopted by the Membership of the Newcombe Singers

5 November 2018

BYLAWS OF THE NEWCOMBE SINGERS

PART 1 – INTERPRETATION

1. In these bylaws
 - 1.1 “**Society**” means the Newcombe Singers Association.
 - 1.2 “**Directors**” means the Board of Directors of the Society.
 - 1.3 “**Act**” or “**Societies Act**” means the *Societies Act* of the Province of British Columbia.
 - 1.4 “**Bylaws**” means these Bylaws, as altered from time to time.
2. The definitions in the Act apply to these bylaws.

PART 2 – MEMBERSHIP

3. The members of the Society are those persons who have become members, in accordance with these bylaws, and have not ceased to be members.
4. A person may apply to the Directors for membership in the Society and on acceptance shall be a member. Such acceptance may be subject to approval by the Music Director.
5. There will be three classes of membership: regular members, guest members, and student members.
6. Every regular member shall
 - 6.1 pay membership dues at the first rehearsal in the fall or in the spring, or at whatever time the treasurer shall request; and
 - 6.2 pay a one-time music deposit.
7. Regular members are voting members and may run for and hold positions on the Board of Directors.
8. Prospective new members, those joining for the first time, shall be permitted to attend three (3) rehearsals before being asked to become a regular member and submit the membership fee and one-time music deposit.
9. Guest and student members are not required to pay membership dues or a music deposit. They are non-voting members, and may not run for or hold positions on the Board of Directors.
10. Guest and student members will be accepted by invitation of the Board of Directors upon consultation with the Music Director. An audition may be required. Their memberships will be one year in duration, and may be renewed by agreement of the Directors.
11. Student members may be paid a stipend or bursary in an amount determined by the Directors. Decisions on stipends or bursaries are made on a case-by-case basis and are dependent on availability of funding.

12. Every regular, guest, and student member shall
 - 12.1 attend rehearsals and notify the section leader when unable to attend;
 - 12.2 be on time and prepared for rehearsals, sing-outs, and concerts;
 - 12.3 be responsible for maintaining a binder of music currently in use; and
 - 12.4 uphold the constitution and comply with the Bylaws.
13. The Society shall provide to all members the Constitution and Bylaws, as well as the “Newcombe Singers Members’ Handbook”, which provides detailed information regarding member responsibilities and appropriate conduct.
14. Membership dues shall be determined by the Directors and approved at an Annual General Meeting of the Society.
15. A person’s membership in the Society shall terminate on
 - 15.1 resignation from the Society;
 - 15.2 failure to pay any annual membership fee or debt owing to the Society;
 - 15.3 failure to uphold the constitution and comply with the bylaws; or
 - 15.4 expulsion in accordance with provisions of these bylaws.
16. Suspension or expulsion of a member
 - 16.1 The Directors shall have authority to suspend or expel any member from the Society for violating any provision of the Constitution and Bylaws or carrying out any conduct deemed to be detrimental to the Society.
 - 16.2 The Directors may remove any member by a majority decision at a Directors’ meeting.
 - 16.3 The member who is the subject of a proposed resolution for suspension or expulsion must be provided, at least fourteen (14) days in advance of the meeting, with a written notice of resolution for suspension or expulsion accompanied by a statement of the reasons for the proposed suspension or expulsion.
 - 16.4 The member who is the subject of a proposed resolution for suspension or expulsion must be given an opportunity to be heard at the Directors’ meeting before the resolution is put to a vote.
 - 16.5 The member who is the subject of a proposed resolution for suspension or expulsion shall not be present when a vote is taken.
 - 16.6 The vote on a resolution for suspension or expulsion shall be by secret ballot.

PART 3 – GENERAL MEETINGS OF MEMBERS

17. General meetings of members of the Society shall be held at the time and place that the Directors determine.
 - 17.1 Notice of a General Meeting shall be provided in writing no less than fourteen (14) days prior to the date chosen by the Directors and be posted along with a proposed agenda, in accordance with the Act.
 - 17.2 The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

18. An Annual General Meeting shall be held at least once in every calendar year for consideration of ordinary business of the Society.
19. Ordinary business at an Annual General Meeting includes the following
 - 19.1 adoption of rules of order;
 - 19.2 consideration of any financial statements of the Society presented to the meeting;
 - 19.3 consideration of the reports, if any, of the Directors, Committees, or auditor;
 - 19.4 election or appointment of Directors;
 - 19.5 appointment of an Auditor, if any; and
 - 19.6 business arising out of a report of the Directors not requiring the passing of a Special Resolution.
20. Special General Meeting
 - 20.1 The Directors shall have the authority to call for a Special General Meeting, as needed, for the consideration of special, or non-ordinary, business of the Society.
 - 20.2 Ten percent (10%) of the regular (voting) members may requisition a Special General Meeting.
 - 20.3 A notice of a Special General Meeting must state the nature of any business to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
 - 20.4 Notice of a Special General Meeting shall be provided by the Directors in accordance with the Act.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

21. The order of business at an Annual or Special General Meeting is as follows
 - 21.1 elect an individual to chair the meeting, if necessary;
 - 21.2 determine that there is a quorum;
 - 21.3 approve the agenda;
 - 21.4 if the meeting is an Annual General Meeting,
 - (a) approve the minutes from the last General Meeting;
 - (b) deal with unfinished business from the last General Meeting;
 - (c) receive the Directors' report on the financial statements of the Society for the previous financial year, and the Auditor's report, if any, on those statements;
 - (d) receive any other reports of Directors' activities and decisions since the previous Annual General Meeting;
 - (e) elect or appoint Directors; and
 - (f) appoint an Auditor, if any;
 - 21.5 deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
 - 21.6 terminate the meeting.
22. Quorum
 - 22.1 No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.
 - 22.2 If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned.

- 22.3 A quorum is thirty percent (30%) of regular (voting) members in good standing or a greater number that the members may determine at a general meeting.
 - 22.4 If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of regular members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the regular members present constitute a quorum.
- 23. The President, Vice-President, or in their absence, one of the other Directors present, shall preside as chair of a general meeting.
 - 24. If at a General Meeting there is no President, Vice-President or other Director present within fifteen (15) minutes after the time appointed for holding the meeting, or the President and all the other Directors are unwilling to act as chair, the regular members present shall choose one of their number to be chair.
 - 25. Resolutions and voting
 - 25.1 The chair of a meeting may move or propose a resolution.
 - 25.2 Five percent (5%) of the regular (voting) members, but no fewer than two (2) individual members, may request that a matter be put on the agenda of an Annual General Meeting. Such a request shall be made at least seven (7) days prior to the Annual General Meeting.
 - 25.3 A regular member in good standing present at a meeting of members is entitled to one vote.
 - 25.4 Voting is by show of hands. The Directors may authorize voting by secret ballot when requested or when deemed appropriate.
 - 25.5 The threshold for passing a resolution at an Annual General Meeting is a simple majority of the regular (voting) members present.
 - 25.6 The threshold for passing a Special Resolution is two thirds of the regular (voting) members present.
 - 25.7 The chair shall not have a casting or second vote in addition to the vote entitled to as a member to break a tie vote at an Annual General Meeting or to achieve a threshold to pass a Special Resolution at a Special General Meeting.
 - 25.8 Voting by proxy at a General Meeting is not permitted.
 - 26. An annual report will be filed with the Registrar under the Act within 30 days after an Annual General Meeting is held.

PART 5 – BOARD OF DIRECTORS

- 27. Composition of the Board of Directors
 - 27.1 Directors of the Society shall be the President, Vice-President, Secretary, Treasurer, and up to seven (7) Directors at Large, not to exceed a total of eleven (11) Directors.
 - 27.2 The Immediate Past President shall be one of the Directors at Large.
 - 27.3 No act or proceeding of the Directors is invalid by reason of there being less than the prescribed number of Directors in office.

28. Directors of the Society
 - 28.1 Directors may exercise all the powers and conduct all business that the Society may exercise and do subject to the bylaws of the Society and rules which are made by the Society.
 - 28.2 Directors may create positions as necessary to fulfill the purposes of the Society and establish the rights, privileges, duties, responsibilities, conduct, and remuneration of these positions. Such remunerated positions would include Music Director, Accompanist, and any other persons contracted for service to the Society.
 - 28.3 No voting member of the board of directors shall receive remuneration or other financial benefits for their services to the organization, regardless of the type of service performed.
 - 28.4 Directors shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

29. Terms of office
 - 29.1 Directors shall be elected by the regular members of the Society at a General Meeting by acclamation or by election.
 - 29.2 The term of office for all Director positions shall be for two years, with the option of re-election for a second term of an additional two years. The President will be the Vice-President of the preceding term of office, unless the President is elected for an additional term. In the event the Vice-President does not fill the President's position, an election will be held for the office of President.
 - 29.3 The term of office for a Director ends at the close of the second Annual General Meeting following that person's election.
 - 29.4 A regular member shall be eligible to serve as Director in the same position for no more than two full consecutive terms (4 years).
 - 29.5 A nominee for a Director position must be a regular member in good standing for at least one year prior to the election.

30. Vacancies
 - 30.1 A Director who intends to resign must give his or her resignation to the Society in writing. The resignation takes effect fourteen (14) days after receipt by the Society of the written resignation, or as specified in the Act.
 - 30.2 When there is a vacancy on the Board of Directors, the Directors may appoint a member in good standing or a non-choir member to fill that vacancy for the remainder of the term. This does not apply to the position of Immediate Past-President. This position remains vacant until the next annual general meeting.
 - 30.3 Voting members may remove any Director, including the President and the Immediate Past-President, before the end of term by a Special Resolution at a Special General Meeting called for this purpose.
 - 30.4 The notice of special resolution for suspension or expulsion of a Director must be accompanied by a statement of the reasons for the proposed expulsion.
 - 30.5 The Director who is the subject of the proposed resolution for suspension or expulsion must be given an opportunity to be heard at the Special General Meeting before the special resolution is put to a vote.
 - 30.6 The Director who is the subject of the proposed resolution for suspension or expulsion shall not be present when a vote is taken.
 - 30.7 The vote on a resolution for suspension or expulsion shall be by secret ballot.

PART 6 – DUTIES OF DIRECTORS

31. The President is the chair of the Board of Directors and is responsible for supervising the other Directors in the execution of their duties.
32. The Vice-President is the vice-chair of the Board of Directors and is responsible for carrying out the duties of the President if the President is unable to act.
33. The Secretary is responsible for doing, or making the necessary arrangements for
 - 33.1 issuing notices of General Meetings and Directors' Meetings;
 - 33.2 taking minutes of General Meetings and Directors' Meetings;
 - 33.3 keeping the records of the Society in accordance with the Act;
 - 33.4 conducting the correspondence of the Directors;
 - 33.5 working with the Archivist to manage the records of the Society;
 - 33.6 filing the annual report of the Society and making any other filings with the Registrar under the Act; and
 - 33.7 submitting appropriate reports to the Society of Composers, Authors and Music Publishers of Canada (SOCAN) after each performance.
34. In the absence of the Secretary from a meeting the Directors must appoint another individual to act as Secretary at the meeting.
35. The Treasurer is responsible for doing or making the necessary arrangements for
 - 35.1 receiving and banking monies collected from the members or other sources;
 - 35.2 keeping accounting records in respect of the Society's financial transactions;
 - 35.3 preparing the Society's financial statements;
 - 35.4 making the Society's filings respecting taxes and charitable status of the Society; and
 - 35.5 making all appropriate royalty payments to the Society of Composers, Authors and Music Publishers of Canada (SOCAN) after each performance.
36. Directors at Large are responsible for planning and conducting other business of the Society including but not restricted to Choir Management, management of the Music Library, Membership, Hospitality, Publicity, Fundraising, and Communications.
37. A full description of duties for each Director's position is provided in a separate document, "*Newcombe Board and Committee Members' Duties*".
38. Signing Authority
 - 38.1 A contract or other formal record must be signed on behalf of the Society
 - (a) by the President together with one other Director,
 - (b) if the President is unable to provide a signature, by the Vice-President together with one other Director,
 - (c) if the President and Vice-President are both unable to provide signatures, by any two (2) other Directors, or
 - (d) in any case, by one or more individuals authorized by the Directors to sign the record on behalf of the Society.
 - 38.2 Signing authority for cheques or disbursement of payments shall be invested in the President, Treasurer, and Secretary, with any two signing each transaction.

PART 7 – PROCEEDINGS OF DIRECTORS

39. Meetings of Directors
 - 39.1 A meeting of Directors may be called by the President or by any two (2) other Directors.
 - 39.2 Directors may meet at any location, on any notice, and in any manner convenient to the Directors.
 - 39.3 At least two (2) days' notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period.
 - 39.4 The President is the chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President must act as chair, but if neither is present the Directors present may choose another Director to be the chair at that meeting.
 - 39.5 The Directors may pass a resolution without a physical meeting if a majority of Directors then in office consent to the resolution in writing. Any such resolution shall be recorded in the next minutes.
 - 39.6 A quorum is a majority of the Directors then in office.
 - 39.7 The Directors may regulate their meetings and proceedings at the discretion of the President.
 - 39.8 The accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.
 - 39.9 The Music Director, Accompanist, or other contracted persons may be invited by the President to attend a meeting of the Board of Directors, or a portion of a meeting of the Board of Directors, to advise the Directors.

PART 8 – COMMITTEES AND APPOINTEES

40. The Directors may establish such Standing Committees and *Ad Hoc* Committees as they determine necessary for the efficient operation of the Society.
41. Standing Committees must include the Music Committee and the Nominating Committee.
42. The Directors shall maintain and routinely update a list of current Standing Committees and *Ad Hoc* Committees. Full descriptions of duties and responsibilities shall be provided in a separate document, "*Newcombe Board and Committee Members' Duties*".
43. The Directors may establish such Appointees as they determine necessary for the efficient operation of the Society, including but not limited to, the following
 - 43.1 Soprano Section Leader
 - 43.2 Alto Section Leader;
 - 43.3 Tenor Section Leader;
 - 43.4 Bass Section Leader;
 - 43.5 Archivist;
 - 43.6 Wardrobe Coordinator;
 - 43.7 Website Coordinator; and
 - 43.8 Fundraising Coordinator.

44. There shall be no set term of service for Appointees.
45. The Directors shall review the number, function, and effectiveness of Committees and Appointees at least every two (2) years to consider whether changes are needed.

PART 9 – BORROWING

46. The Society is self-supporting. Primary income sources are membership fees, ticket sales, and fundraising. Primary expenses are for professional contracts, rental of concert and rehearsal venues, and commission for or other acquisition of music.
47. In order to carry out the purposes of the Society the Directors may, from time to time, on behalf of and in the name of the Society, raise or secure the payment or repayment of money through borrowing or issuance of a debenture.
48. No borrowing, including the issuance of a debenture, shall be issued without the sanction of a unanimous decision of the Directors followed by adoption of a Special Resolution of the regular members.
49. Regular members may, by special resolution, restrict the borrowing powers of the Directors. Any such restriction expires at the next Annual General Meeting.

PART 10 – AUDITOR

50. The Society may appoint an Auditor at the discretion of the Directors or by Ordinary Resolution.
 - 50.1 An Auditor must meet criteria for qualifications and independence specified in the Act.
 - 50.2 An Auditor shall hold office until the close of the Annual General Meeting following the appointment.
51. The Society is not required to appoint an auditor.

PART 11 – BYLAWS

52. On being admitted to membership, each member is entitled to, and the Society shall provide without charge, a copy of the Constitution and Bylaws of the Society.
53. These bylaws shall not be altered or amended except by Special Resolution.