

Blackheath Phoenix Choir Inc.

Incorporation number – INC9883596

ABN – 49 565 772 744

CONSTITUTION

Adopted 1st March 2005

Amended 28th February 2008

Amended 27 April 2014

Contents

Part 1 – Preliminary

| | | |
|---|-------------|---|
| 1 | Definitions | 3 |
| 2 | Objectives | 3 |

Part 2 – Membership

| | | |
|----|----------------------------|---|
| 3 | Eligibility for Membership | 4 |
| 4 | Application for membership | 4 |
| 5 | Cessation of membership | 5 |
| 6 | Membership entitlements | 5 |
| 7 | Fees and subscriptions | 5 |
| 8 | Members' liabilities | 5 |
| 9 | Resolution of disputes | 6 |
| 10 | Disciplining of members | 6 |

Part 3 – The committee

| | | |
|----|--|----|
| 11 | Powers of the committee | 6 |
| 12 | Obligation to consult | 6 |
| 13 | Musical Director | 7 |
| 14 | Composition and membership of committee | 7 |
| 15 | Election of committee members | 7 |
| 16 | Secretary | 8 |
| 17 | Treasurer | 9 |
| 18 | Casual vacancies | 9 |
| 19 | Removal of committee members | 9 |
| 20 | Committee meetings and quorum | 10 |
| 21 | Delegation by committee to sub-committee | 10 |
| 22 | Voting and decisions | 11 |

Part 4 – General meetings

| | | |
|----|--|----|
| 23 | Annual general meetings - holding of | 11 |
| 24 | Annual general meetings - calling of and business at | 11 |
| 25 | Special general meetings - calling of | 12 |
| 26 | Notice | 12 |
| 27 | Quorum for general meetings | 12 |
| 28 | Presiding member | 13 |
| 29 | Adjournment | 13 |
| 30 | Making of decisions | 13 |
| 31 | Special resolutions | 14 |
| 32 | Voting | 14 |
| 33 | Proxy votes not permitted | 14 |
| 34 | Postal ballots | 14 |

Part 5 – Miscellaneous

| | | |
|----|-----------------------------|----|
| 35 | Insurance | 14 |
| 36 | Funds – source | 14 |
| 37 | Funds – management | 15 |
| 38 | Assets | 15 |
| 39 | Custody of books etc | 15 |
| 40 | Inspection of books etc | 15 |
| 41 | Service of notices | 15 |
| 42 | Financial year | 16 |
| 43 | Winding up of Phoenix Choir | 16 |

Part 1 – Preliminary

1. Definitions

(1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration.

Financial: subject to clause 7(4) a member is financial if they have paid all fees which have been levied under clause 7.

ordinary committee member means a member of the committee who is not an office-bearer of Phoenix Choir.

Phoenix Choir means Blackheath Phoenix Choir Inc.

secretary means:

(a) the person holding office under this constitution as secretary of Phoenix Choir, or

(b) if no such person holds that office - the public officer of Phoenix Choir.

special general meeting means a general meeting of Phoenix Choir other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

(2) In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2. Objectives

Phoenix Choir is a not for profit association convened to stimulate interest and participation in choral music and for the pleasure of performing such music in the community.

To reach this objective the Phoenix Choir will:

(1) collect and maintain a library of choral and vocal scores,

(2) ensure the Phoenix Choir is continually financially viable,

(3) promote and market the Phoenix Choir as a means of improving concert attendance and ensuring the ongoing growth and renewal of the choir,

(4) seek and apply for relevant sponsorship and grants from various sources,

(5) establish relations with other choral, vocal and instrumental performers and other appropriate associations.

Part 2 – Membership

3. Eligibility for membership

Membership procedures and protocols shall be managed by the committee, in accordance with clause 11, in consultation with the Musical Director, where applicable.

- (1) Ordinary membership is open to any person aged 18 years or older. Younger applicants may also be considered for membership.
- (2) Special membership may be offered in some circumstances. Special members do not have voting rights and may have limited access to Phoenix Choir activities. There are four categories of Special Members:

- (a) Honorary members:

Phoenix Choir may offer honorary membership to specific persons who provide or have provided a form of support to Phoenix Choir. The member's name shall then be entered in the membership list as an honorary member. Honorary members are not required to pay membership fees. They may attend and participate in general meetings, but have no voting rights.

- (b) New members:

New members must attend three rehearsals before applying for ordinary membership. New members may attend and participate in general meetings, but have no voting rights. Fees payable by new members are:

- (i) First rehearsal: no fees are payable.
- (ii) Second and third rehearsals: fees are payable at the casual rate.
- (iii) Fourth and subsequent rehearsals: the balance of fees for the current term is payable. Such amounts may be calculated pro rata, if necessary. At this time, a new member is eligible to become an ordinary member, and to be entered on the register of members.

- (c) Absent members:

Ordinary members intending to be absent from rehearsals for one or more terms and intending to return to the Phoenix Choir may notify the committee of their intention. Such members are noted as 'absent with leave' on the membership register and are not required to pay fees for the duration of their absence. Such members are not entitled to vote at a general meeting until they resume ordinary membership and payment of membership fees.

- (d) Casual members:

Members approved by the committee to pay fees at the casual rate, or as otherwise determined by the committee in accordance with clause 7(4), may attend and participate in general meetings, but have no voting rights.

4. Application for membership

- (1) A person applying for membership of Phoenix Choir must:
 - (a) complete and sign an application form approved by the committee, and
 - (b) lodge the completed form with the committee, and
 - (c) when required to do so, pay the appropriate membership fee .
- (2) The committee and Musical Director may refuse applications for membership in accordance with:
 - (a) a cap on total membership, or
 - (b) a cap on membership in individual voice parts, or

- (c) on any other reasonable grounds.
- (3) Upon approval of the application by the committee, the name and contact details of the new member and the date upon which they became a member will be entered in the register of members. A membership list (names only) must be open for inspection, free of charge, by any member of the Phoenix Choir at any reasonable hour. Member information shall be used only for purposes directly related to Phoenix Choir activities or compliance with legal requirements.

5. Cessation of membership

A person ceases to be a member of the Phoenix Choir if the person:

- (a) dies, or
- (b) resigns membership by giving notification to the committee, or
- (c) is expelled from Phoenix Choir, or
- (d) subject to clause 7(4) fails to pay any fee under clause 7 within 3 months after the fee is due.

6. Membership entitlements

- (1) All ordinary members who are financial shall have equal voting rights and the right to nominate or be nominated for election to the committee. For the period during which a member is not financial these rights are suspended and the member is not eligible to perform in concerts of the Phoenix Choir.
- (2) Any right, privilege or obligation which a person has by reason of being a member:
 - (a) cannot be transferred or transmitted to another person, and
 - (b) terminates on cessation of the person's membership.

7. Fees and subscriptions

- (1) The committee shall from time to time determine membership fees and any other fees and their due dates.
- (2) The membership fee is payable quarterly and shall cover the New South Wales Public Schools academic term in which the fee is paid, unless otherwise determined by the committee.
- (3) Any member may approach a committee member to request a variation in his or her obligations regarding membership fees. Such variations may be granted in special circumstances, at the discretion of the committee member so approached and the treasurer.

8. Members' liabilities

The liability of a member of Phoenix Choir to contribute towards the payment of the debts and liabilities of Phoenix Choir or the costs, charges and expenses of the winding up of Phoenix Choir is limited to the amount, if any, unpaid by the member in respect of membership of Phoenix Choir as required by clause 7.

9. Resolution of disputes

A dispute between a member and another member (in their capacity as members) of Phoenix Choir, or a dispute between a member or members and Phoenix Choir, which cannot be resolved by internal mediation within a reasonable time, is to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.

10. Disciplining of members

- (1) If circumstances arise in which the committee considers the disciplining of a member to be necessary, the member concerned will be given a copy of the Phoenix Choir Disciplinary Policy explaining his/her rights and those of the committee.
- (2) The committee may, by resolution, expel the member from the Phoenix Choir, suspend a member from membership of the Phoenix Choir or take other disciplinary action having considered any submissions on the matter. In accordance with the Phoenix Choir Disciplinary Policy, a member facing disciplinary action has the right to appeal against the disciplinary action in a general meeting of the Phoenix Choir.

Part 3 – The committee

11. Powers of the committee

Subject to these rules and to any resolution passed by Phoenix Choir in General Meeting, the committee:

- (a) is to manage the affairs of Phoenix Choir, and
- (b) may exercise all such functions other than those functions required to be exercised by a general meeting of members of the Phoenix Choir, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Phoenix Choir, and
- (d) may, for specific purposes, appoint sub-committees, which shall be responsible to the full committee, to whom they shall report, and
- (e) shall appoint a public officer as the official point of contact for Phoenix Choir. The public officer may be a committee member, an ordinary member or a person outside the Phoenix Choir, and
- (f) subject to clause 12 shall appoint the Musical Director and accompanist and shall determine their remuneration.

12. Obligation to consult members

On any matter which has a direct financial impact on members or has a substantial bearing on members' activities in the Phoenix Choir, before making a decision the committee will consult members present at a scheduled rehearsal of the Phoenix Choir or at a general meeting.

13. Musical Director

- (1) The Musical Director is responsible for all artistic decisions of the Phoenix Choir. Such decisions include but are not limited to the selection of music, rehearsal of music with the Phoenix Choir and the performance of music by the Phoenix Choir. The Musical Director should consult with the committee in the process of making these decisions and carrying out these activities.
- (2) The Musical Director shall:
 - (a) subject to clause 12, be selected by the committee.
 - (b) be engaged by the committee:
 - (i) for a specified term, which may be extended, and
 - (ii) for specified remuneration, to be paid at specified intervals and the amount of which may be varied at the discretion of the committee.
- (3) The Musical Director, in consultation with the committee, is entitled to require that a New member of the Phoenix Choir successfully complete an audition before their application for membership is approved.
- (4) The Musical Director shall not be a voting member of the committee, but shall be informed of all committee meetings and the nature of the business to be conducted and may attend such meetings at his or her discretion or at the request of the committee.

14. Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of Phoenix Choir, and
 - (b) 3 ordinary committee members, each of whom is to be elected at the annual general meeting of Phoenix Choir under clause 15.
- (2) The office-bearers of the association are:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (3) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) The committee may, from time to time, co-opt additional members for specific purposes. Co-opted members have a voice but no voting rights within the committee.

15. Election of committee members

- (1) Nominations of candidates for election as office-bearers of Phoenix Choir or as ordinary committee members:
 - (a) must be made in writing, signed by 2 members of Phoenix Choir and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

- (b) subject to clause 15(2) must be delivered to the secretary of Phoenix Choir at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) For any general meeting where there is to be an election of office-bearers or ordinary committee members the committee will make arrangements such that:
- (a) notice of the meeting is given in accordance with clause 26 and immediately prior to a scheduled rehearsal of the Phoenix Choir and members are advised at that rehearsal of the process for nomination and election and provided with nomination forms where required
 - (b) Seven days later, at the next scheduled rehearsal, members are reminded of the process for nomination and election and provided with nomination forms where required. Members are advised of the nominations which have been received for each office-bearer and ordinary committee member position and that further nominations will be taken until the close of nominations at the end of the scheduled rehearsal. After nominations have closed, the complete list of nominees is announced. Before the date on which the election is to take place, the secretary provides that list to any members not present at the time the announcement was made.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (4) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a written ballot is to be held.
- (7) The written ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (8) Eligibility to nominate, second a nomination, be nominated or vote in the election shall be limited to members who are financial.
- (9) Office-bearer nominees unsuccessful in attaining the position for which they have been nominated are eligible to stand for election for any other remaining position without prior nomination under clause 15(1).

16. Secretary

It is the duty of the secretary to:

- (a) record all appointments of office-bearers and members of the committee, and
- (b) record the names of members of the committee present at a committee meeting and of members at a general meeting, and
- (c) keep minutes of all proceedings at committee meetings and general meetings, and
- (d) ensure minutes of proceedings at a meeting are signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting, and
- (e) keep and maintain the register of members, and
- (f) perform various other duties ordinarily pertaining to the office of secretary.

17. Treasurer

It is the duty of the treasurer to ensure:

- (a) that all money due to Phoenix Choir is collected and received, and
- (b) that all authorised payments are made, and
- (c) that correct books and accounts are kept showing the financial affairs of Phoenix Choir, including full details of all receipts and expenditure connected with the activities of Phoenix Choir, and
- (d) that annual accounts of Phoenix Choir are audited independently.

18. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may co-opt a member of Phoenix Choir to fill the vacancy and the member so co-opted is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment. The co-opted member will not have voting rights on the committee.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of Phoenix Choir, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 19, and a replacement is not appointed by the general meeting, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee, not to be unreasonably withheld, from 3 consecutive meetings of the committee or for 3 months, whichever is the greater, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19. Removal of committee members

- (1) Phoenix Choir in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of Phoenix Choir, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Committee meetings and quorum

- (1) The committee must meet at least 6 times in each period of 12 months at such place and time as the committee may determine.
- (2) The secretary must give reasonable notice of a meeting by appropriate means to each member of the committee and specify the general nature of the business to be transacted.
- (3) Fifty per cent plus 1 (or, if the full committee membership is an odd number, 50 per cent rounded up to the next full number) of the members of the committee, including at least 2 office-bearers, constitutes a quorum for a meeting.
- (4) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a suitable time and place.
- (5) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.
- (6) A committee meeting may be held at 2 or more venues using any technology that gives each of the committee members a reasonable opportunity to participate. Committee decisions will not be made by email.

21. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of Phoenix Choir as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function, the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or permitted by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or permitted by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

22. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote and in the event of an equal number of votes the matter shall be deferred for further discussion.
- (3) Subject to clause 20(3), the committee may act despite any vacancy on the committee.
- (4) The Musical Director, any member of the committee, or any sub-committee with responsibility for a specific project or continuing responsibility, may be authorised by the committee, in advance, to make decisions on matters pertaining to their project or responsibility, provided that:
 - (a) the parameters of such authority are clearly defined, and
 - (b) such decisions do not conflict with the existing policies of Phoenix Choir, and
 - (c) any person so authorised reports all such decisions to the committee.

This authority may be revoked at any time, at the discretion of the committee.

Part 4 – General meetings

23. Annual general meetings – holding of

Phoenix Choir must hold its annual general meetings:

- (a) within 6 months after the close of the Phoenix Choir's financial year, or
- (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

24. Annual general meetings – calling of and business at

- (1) The annual general meeting of Phoenix Choir is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of Phoenix Choir during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

25. Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of Phoenix Choir.
- (2) The committee must, on the requisition in writing of at least 20 per cent of the total number of members, convene a special general meeting of Phoenix Choir.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

26. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of Phoenix Choir, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of Phoenix Choir, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary, who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Fifty per cent of ordinary members (being members who are financial and entitled under this constitution to vote at a general meeting) including at least 2 office-bearers constitute a quorum for the transaction of the business of a general meeting.

- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 10) are to constitute a quorum.

28. Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of Phoenix Choir.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

29. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of Phoenix Choir stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30. Making of decisions

- (1) A question arising at a general meeting of Phoenix Choir is to be determined by either:
 - (a) a show of hands, or
 - (b) a written ballot, if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of Phoenix Choir, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

31. Special resolutions

- (1) A special resolution may only be passed by Phoenix Choir in accordance with section 39 of the Act.
- (2) A special resolution is required for any amendment to the constitution or for the winding up of Phoenix Choir.
- (3) A special resolution must be so indicated in the written notice of the meeting.
- (4) A special resolution requires a vote of 75 per cent or more of members present, who are financial, to be passed.

32. Voting

- (1) On any question arising at a general meeting of Phoenix Choir a member has one vote only.
- (2) A resolution will normally be passed if there is a majority of voting members present in favour, unless it is a special resolution.
- (3) A member is not entitled to vote at any general meeting of Phoenix Choir unless they are financial.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

33. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

34. Postal ballots not permitted

Postal ballots shall not be held.

Part 5 – Miscellaneous

35. Insurance

The Phoenix Choir shall effect and maintain insurances appropriate to the nature of Phoenix Choir and must include Public Liability insurance.

36. Funds – source

- (1) The funds of Phoenix Choir are to be derived from membership fees, grants, donations, ticket sales and, subject to any resolution passed by Phoenix Choir in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) Phoenix Choir must, as soon as practicable after receiving any money, issue an appropriate receipt.

37. Funds – management

- (1) Subject to any resolution passed by Phoenix Choir in general meeting, the funds of the association are to be used solely for the purposes set out in Part 2 (Objectives of the Choir) in such manner as the committee determines.
- (2) The committee shall agree on at least three of its members to be authorised signatories. Signatories must not be members of the same family, nor be or have been in a close, personal or domestic relationship with each other.
- (3) Any 2 members among the committee’s authorised signatories are required to:
 - (a) sign cheques and other negotiable instruments, or
 - (b) authorise electronic payments.
- (4) Any authorised expenses incurred by members shall be reimbursed promptly upon production of the necessary receipts.

38. Assets

- (1) The assets and income of Phoenix Choir shall be applied solely to the purposes as set out in Part 2 (Objectives of Phoenix Choir).
- (2) All assets and property of Phoenix Choir shall be vested in the committee who shall manage such property and assets as directed by Phoenix Choir in general meeting.
- (3) No portion of the assets or income of Phoenix Choir shall be paid or distributed directly or indirectly to members except as bona fide remuneration for services rendered or expenses incurred on behalf of Phoenix Choir.

39. Custody of books

All records, books and other documents relating to Phoenix Choir will be kept by the office-bearers who will ensure that the public officer has full access.

40. Inspection of books

The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

- (a) records, books and other financial documents of the association,
- (b) this constitution,
- (c) minutes of all committee meetings and general meetings of the association.

41. Service of notices

- (1) A written notice may be delivered by
 - (a) personal delivery, or
 - (b) delivery at scheduled rehearsals, or
 - (c) sending by post to the address of the person, or
 - (d) sending electronically to a specified address.
- (2) A notice is taken to have been given or served within a suitable time frame unless the contrary is proved.

42. Financial year

Phoenix Choir's financial year shall be from 1st January to 31st December of the same year.

43. Winding up of Phoenix Choir

- (1) Phoenix Choir may be wound up by a special resolution.
- (2) Upon dissolution, any assets remaining after the satisfaction of all debts and liabilities shall be distributed to an organisation with similar objectives.