

Rules and Constitution of

# **The Abertillery Orpheus Male Choir**

(Cor Meibion Abertyleri)

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## **1. General.**

- I. The Rules and Constitution contained herein and approved and adopted by Members of the Choir at the Extraordinary General Meeting held at The Metropole Theatre Abertillery on Tuesday June 1<sup>st</sup> 1999 supersedes all rules, regulations and standing orders previously made relating to the governance, administration and conduct of Choir affairs, except that Management Committee resolutions previously enacted and which are not inconsistent with the rules and constitution set out hereto, shall at the discretion of the Management Committee continue to be regarded as constitutional instruments of policy.
  
- II. No addition, deletion or amendment shall be made hereto other than by the general agreement of Members of the Choir at an Annual General Meeting or an Extraordinary General Meeting, providing that the Management Committee shall have authority to initiate such policy rules and procedures as it may from time to time deem necessary to provide a response to the demands of operational management in changed and unforeseen circumstances and provided that such policy rules and procedures are not incompatible with the rules and constitution contained herewith.

## **2. The Choir**

The Choir shall continue to be known as: -

### **“The Abertillery Orpheus Male Choir”**

(Cor Meibion Abertyleri)

and the Choir shall be non-political and non-Sectarian

## **3. Objectives of the Choir**

- I. The study and practice of male choral music in order to foster public knowledge and appreciation of such music by means of public performance.
- II. To assist and support such charitable institutions or purposes as the Management Committee shall from time to time determine.
- III. To undertake such other activities as may from time to time be determined, which are not inconsistent with the above

## **4. Membership.**

- I. Application for Membership of the Choir and for the re-admission of former members shall be made in accordance with conditions specified from time to time by the Management Committee, providing that there is

no otherwise unnecessary discrimination of Membership.

- II. A member shall be a person approved by the Musical Director after audition and who is duly admitted to membership by the decision of the Management Committee.
- III. The Management Committee shall have authority in the interests of the Choir and its objectives to refuse membership to any individual.
- IV. For good and sufficient reasons, the Membership of any individual may be terminated by the decision of the Management Committee, providing that the individual shall have the right to be heard by the said committee before a final decision is declared.
- V. Members of the Choir are expected to fulfil their obligations in respect of rehearsal attendance. The Management Committee acting jointly with the Musical Director shall nominate the minimum percentage of rehearsal attendance required of Members and such nominated percentage may be used as the qualification for participation in concert engagements and other Choir events, providing that discretion is exercised in appropriate cases.

VI. The Management Committee shall establish such regulatory procedures as may be deemed necessary in the interest of discipline and the reputation of the Choir.

#### **4a. Other Classes of Membership**

I. **President or Joint Presidents:** The Choir may, at its Annual General Meeting in each year, appoint a President or Joint President

II. **Patron or Joint Patrons:** The Choir may, at its Annual General Meeting in each year, appoint a Patron or Joint Patrons.

Membership subscriptions shall not be required of Presidents or Patrons

III. **Life President:** The title of Life President may be conferred by the Management Committee on a Member in recognition of long and distinguished service to the Choir. There shall be only one such Life President at any particular time.

IV. **Life Member:** Life membership shall be an automatic entitlement for Members on completion of uninterrupted

and unblemished service as a chorister over a period of not less than Forty Years. Life Members shall be eligible for election to the Management Committee for such time as they continue to be active choristers of the Choir.

- V. **Honorary Member:** The Management Committee shall have authority to elect from time to time Honorary members from among persons who render sustained and valuable service to the Choir.

Membership subscriptions shall not be required of the Life President, Life members and Honorary Members.

The Management Committee may at its discretion establish such support groups as it may from time to time deem appropriate.

## **5. Officers**

The Officers of the Choir shall constitute the governing board ultimately responsible for all Choir affairs and such Officers shall consist of the Chairman, The Secretary, The Treasurer and The Vice- Chairman.

## **6. Management Committee**

- I. The Management of the Choir shall be conducted by the Management Committee whose composition shall be set out in Appendix 1 hereto and who responsibility shall be

to manage the affairs of the Choir in accordance with the rules and constitution.

- II. The Management Committee shall determine the extent to which the recorded proceedings of management Committee meetings are distributed.
- III. The Musical Director and the Accompanist shall be Ex-Officio Members of the Management Committee, subject to any restrictions of voting rights associated with the payment of fees etc as hereinafter set out in Financial Matters (Section 9). At the discretion of the Management Committee acting jointly with the Musical Director, the Assistant Accompanist and the Assistant Conductor may be admitted as Ex-Officio Members of the Management Committee, subject to any restrictions of voting rights as described above.
- IV. The Management Committee may appoint such sub committee from among its members or from the Choir generally as it considers necessary and may also appoint such co-opted members from the Choir as it may deem appropriate. The Choir Chairman shall be Ex-Officio a Member of every committee.
- V. The Management Committee may appoint Vice Presidents from among persons who are committed to the furtherance of the Choir's objectives providing that

the number of Vice Presidents at any particular time does not exceed the total number specified by that committee.

- VI. The Management Committee shall meet monthly on the Third Thursday of each Month and on such other occasions as Choir business warrants.
- VII. A Quorum of management Committee meetings shall be formed by Five Management Committee Members, including at least Two Officers of the Choir, or One Third of the total number of such Committee Members, also including at least Two Officers of the Choir, whichever is greater.

## **7. Election of Officers and the Committee**

- I. The Officers and Management Committee of the Choir shall be elected by the majority of the Choir Members voting, by ballot if so desired, at the Annual General Meeting (AGM) in each year or at an Extraordinary General Meeting (EGM) properly convened for that purpose. The Annual General Meeting shall be held during the month of February in each year or at any other date sanctioned by the management Committee. The President shall chair the AGM and any EGM that may be called. (agreed at 2008 AGM)

- II. Nominations for the various offices of the Choir shall. With the approval of the nominee be made on notices displayed for that purpose for a period of Fourteen Days before the date appointed for the Annual General Meeting and such nominations shall be endorsed with the signatures of proposers and seconders, provided that the current holder of any office shall automatically be considered for re-selection unless the person indicates otherwise. Adequate notice of the intention to convene the Annual General Meeting shall be given to Choir Members. Procedures to be adopted at an Annual general Meeting and at an Extraordinary General Meeting shall be as set out in the Standing Orders of the Choir hereto. The closing date for nominations will be the last rehearsal before the AGM. (agreed at the 2008 AGM)
- III. ~~The Officers of the Choir shall not remain in the same post for a period of time greater than Five consecutive Years and shall not be eligible for re-selection to the post vacated for a further period of One Year, provided that the Management Committee shall be authorised to vary that Five Year and One Year period in exceptional circumstances. (This rule was rescinded at the 2006 AGM)~~
- IV. Nominations for management Committee positions shall be restricted solely to members of the Choir.

- V. The duties, responsibilities and powers of the Officers of the Choir and of members of the management Committee shall be as set out in Appendix 2 hereto, provided that such duties, responsibilities and powers may at the discretion of the Management Committee be modified and / or amended as circumstances and conditions may require.
  
- VI. Procedures concerning Management Committee meetings shall be set out in Standing Orders of the Choir hereto.
  
- VII. At the first meeting following the Annual General Meeting each year the Management Committee shall appoint suitably qualified persons to occupy the following positions: -
  - a. Musical Director
  
  - b. Accompanist – The appointment of the Accompanist shall be subject to the approval of the Musical Director
  
  - c. Assistant Accompanist and Assistant Conductor where deemed by the Management Committee acting jointly with the Musical Director to be appropriate

d. Independent Examiners, as in Appendix 3 hereto.

## **8. Musical Director**

- I. Subject to (II) below the Musical Director shall be responsible for the repertoire of the Choir and its concert programme and shall have sole control of the Choir in relation to its musical performance at rehearsals and at public performances.
- II. The Management Committee may make such suggestions to the Musical Director in relation to (I) above, as it may from time to time consider appropriate.

## **9. Financial Matters**

- I. The Management Committee shall be responsible for ensuring that Members do not benefit materially from their membership.
- II. The weekly Membership subscription shall be payable in advance and the amount to be subscribed shall be determined by Choir Members at an Annual General Meeting or at an Extraordinary General Meeting provided that such subscriptions may be waived in cases approved by the Management Committee.
- III. Each Member of the Choir shall obtain the form of uniform dress prescribed by the Management Committee in accordance with procedure determined from time to time by that committee. Choir funds may at

the discretion of the Management Committee be legitimately utilised to assist with the cost of uniform clothing.

- IV. The financial year of the Choir shall terminate on the 31<sup>st</sup> day of December in each year.
- V. The financial position of the Choir shall be reviewed monthly by the management Committee.
- VI. A suitable bank account shall be maintained in the name of the Choir and operated under the signatures of any two of the committee officers authorised for that purpose, such officers so authorised being the Chairman, the Secretary and the Treasurer.
- VII. Immediately following the end of each financial year the accounts of the Choir shall be independently examined by the Independent Examiner appointed for that purpose and the duly examined accounts shall be available for inspection by Members of the Choir before the date appointed for the Annual General Meeting. The Financial Report and the Independent Examiner's Report shall be presented to the Annual General Meeting in each year.
- VIII. Reasonable out of pocket expenses incurred by members on the authorised and approved business of the Choir will be reimbursed at the discretion of the Management Committee. In circumstances where the Musical Director

and/or Accompanist are in receipt of fees or payments other than the reimbursement of approved expenses as defined above the person or persons concerned shall be entitled to continue to serve as ex-officio Members of the Management Committee without voting rights. Such persons shall be advised by the Management Committee that such fees and payments are made “Gross” and that the Management Committee accepts no further liability for tax or national insurance contributions that may be due.

- IX. Choir Members travelling to and from Choir engagements may at the discretion of the Management Committee be eligible to receive subsidies from Choir funds, but subsistence payments on such occasions shall not be so allowable.
- X. The Management Committee shall be responsible for ensuring: -
  - a. That adequate Public Liability Insurance is effectively maintained.
  - b. That all contracts are approved by the Management Committee and that such contracts conform to the requirements of contract law and the relevant codes of practice.

- c. That matters concerning the Inland Revenue are properly attended to.

## **10. Music**

- I. All music shall be deemed to be the property of the Choir and music shall not be sold or loaned without the sanction of the Management Committee.
- II. The Librarian shall be responsible, under the general direction of the Management Committee acting jointly with the Musical Director, for the issue, retrieval and custody of Choir Music.
- III. The Management Committee shall ensure that: -
  - a. The production and /or use of illegal photocopies is prohibited
  - b. The appropriate MCPS licence and the relevant authorisation is obtained with regard to Choir recordings and music arrangements.

## **11. Dissolution**

If upon the dissolution of the Choir there remains any property whatsoever after satisfaction of all debts and liabilities, the same shall not be distributed among members of the Choir but shall be given or transferred to some charitable institution or institutions have objectives similar to the objectives of the Choir, such institution or institutions to be determined by the members of the Choir at or before the time of dissolution and in so far as effect cannot be given to such provision then to some charitable objective.

## **12. Copies of Rules and Constitution**

Each member of the Choir shall be provided with a copy of the Rules and Constitution of the Choir and no plea of ignorance of such Rules and Constitution shall be accepted as an excuse for the infringement of them.

## **Appendix 1**

### **13. Composition of the Management Committee**

- I. The Management Committee
  - a. The Chairman
  - b. The Secretary
  - c. The Treasurer
  - d. The Musical Director – Ex Officio
  - e. The Accompanist – Ex Officio
  - f. The Vice Chairman
  - g. The Assistant Secretary
  - h. The Stage Manager
  - i. The Publicity Officer
  - j. The Transport Manager
  
- II. One member appointed at the Annual General Meeting in each year by each of the four voice sections of the Choir
  
- III. The Assistant Accompanist and the Assistant Conductor should such be the joint decision of the Management Committee and the Musical Director
  
- IV. Such other co-opted Members and other function holder members as the Management Committee may from time to time consider appropriate, provided that the Management Committee shall have authority to alter the

composition of the committee as it considers warranted by circumstances.

## Appendix 2

### 14. Duties, Responsibilities and Powers of Officers and Committee

- I. The Officers of the Choir constitutes the governing board ultimately responsible for the affairs of the Choir. In exceptional and urgent circumstances, the Officers of the Choir, acting jointly with the Musical Director where musical matters are concerned may act in the best interests of the Choir. Any such actions initiated by the said Officers in such exceptional and urgent circumstances shall be made known to the Management Committee at the fist available opportunity.
- II. **Chairman:** The Chairman shall function as the head of the Choir in all matters save those reserved to the Musical Director, having due regard to the democratic nature of the Choir. The Chairman shall regulate and generally manage the proceedings at management Committee meetings so that continuity and priority of business is established and maintained.
- III. **Vice Chairman:** The Vice Chairman shall assist the Chairman as the need arises, shall deputise in the absence of the Chairman and may assume specific duties delegated to him by the Chairman.

- IV. **Secretary:** The Secretary shall be responsible to the Management Committee for the administrative and secretarial work of the Choir
  
- V. **Assistant Secretary:** The Assistant Secretary shall be responsible for the recording, publishing and distribution of minutes of meetings and shall, to the extent that such duties permit, generally assist the secretary.
  
- VI. **Treasurer:** The Treasurer shall be responsible to the Management Committee for the finances of the Choir, shall prepare a balance sheet and financial statement at the end of each financial year, shall ensure that the Choir accounts and financial transactions are examined by the Independent Examiners at the end of each financial year, and shall in conjunction with the Secretary prepare such financial documents as may be required by external agencies.
  
- VII. **Publicity Officer:** The Publicity Officer shall be responsible to the Management Committee for the promotion of the Choir and for the enhancement of the Choir's reputation through the Press, the Media, and by other means and in so doing foster the objectives of the Choir.
  
- VIII. **Transport Officer:** The Transport Officer shall attend to all necessary arrangements in relation to the conveyance

of the Choir to and from engagements, providing that contracts arranged with transport organisations for such conveyance shall be made by the Management Committee in accordance with the provisions of para 9 (X) (b) hereto.

- IX. **Stage Manager:** The Stage Manager shall be responsible for the staging of the Choir at public performances, for ensuring the wearing of the approved dress at such performances, and for generally controlling stage discipline on such occasions subject only to such directives as may be given by the Musical Director.
  
- X. **Section Representatives:** The Section Representatives shall establish effective means of communication between the Management Committee and members of the Choir and shall undertake such other related functions as the Management Committee may from time to time determine.

## **Appendix 3**

### **15. Independent Examiner**

The Independent Examiner shall be an Independent person who is believed by the Management Committee to be in possession of the requisite ability and practical experience to undertake a competent examination of the accounts and financial transactions of the Choir. An Independent Examiner need not possess accountancy qualifications, must not be a member of the management Committee nor otherwise closely involved with Choir administration, must not be a substantial donor to nor beneficiary of the Choir, and must not be closely related to any of the above. An able and independent member of the Choir who is able to fulfil the forgoing requirements and who understands the nature of accounts and what is to be achieved by the examination of such accounts would be a suitable person to function as an Independent Examiner.

## Standing Orders of the Choir

### 16. Management Committee Meetings – Procedures

- I. Invitees to management Committee meetings shall not be entitled to vote at such meetings.
- II. Resolutions enacted by the Management Committee shall not be rescinded unless notice to propose such rescission shall have been given at a previous Management Committee meeting.
- III. If a member introduces a question on a matter not within the province of the agenda the Chairman of the meeting may require notice of such question and the answer hereto shall be deferred.
- IV. **Resignation of Management Committee.** In the event of the whole of the management Committee resigning at any time the Secretary shall immediately obtain nominations for a new committee and shall within seven Days of such resignation convene an Extraordinary General Meeting at which the new Management Committee shall be elected by ballot.
- V. **Removal of Management Committee.** The whole Management Committee may be removed from office by

a majority of Two-Thirds of Members present and voting at an Extraordinary General Meeting properly convened for that purpose. The election of a new Management Committee in such circumstances shall be conducted in the manner described in 16 (IV) above.

## **17. Annual General Meeting – Procedures**

- I. Motions to the Annual General Meeting shall be submitted to the Secretary of the Choir in writing under the signature of the proposer and seconder and shall be displayed for the attention of members for a period of Fourteen Days before the date appointed for the Annual General Meeting.
- II. Amendments to motions shall conform to the requirements of motions as in 17 (I) above. Verbal amendments, with the exception of that resulting from a substantive motion shall be inadmissible.
- III. Substantive Motion: If the first amendment be carried it displaces the original question and itself becomes the substantive motion, whereupon a further amendment may be moved.
- IV. Suspension of Standing Orders: Any one or more of the Standing Orders of the Choir in any case of urgency, or

after notice has been duly given, upon a motion made and seconded without debate, may be suspended at any Annual General Meeting so far as regards any business at such meeting, provided that Three Fourths of the Members present and voting shall so decide.

- V. An Annual general Meeting may be adjourned to such time as Three Fourths of the members present and voting shall decide but no business other than that which could have been transacted at the original meeting shall be brought to such an adjourned meeting.
- VI. The financial statement and balance sheet, together with the Independent Examiner's report shall be presented to the Annual General Meeting.
- VII. Resolutions passed at an Annual General Meeting shall not be rescinded unless notice to propose such rescission shall have been given at a previous Annual General Meeting or Extraordinary General Meeting.
- VIII. A Quorum shall be formed by Fifteen Choir Members, including at least Two Officers of the Choir or by One Quarter of the total number of such Members, including at least Two Officers of the Choir, whichever is greater.

## **18. Extraordinary General Meeting – Procedures**

- I. The Secretary of the Choir shall convene an Extraordinary General Meeting as follows: -
  - a. At the direction of the Management Committee.
  - b. Upon receipt of a request clearly stating the object of such a meeting and signed by not less than Fifteen Members of the Choir, or One Quarter of the total number of Choir Members, whichever is greater.
- II. The Extraordinary General Meeting shall be held on a date determined by the Management Committee within a period of Twenty-One Days from the date of receipt of the request by the Secretary. Notice of the intention to convene the Extraordinary General Meeting and the object for which it is to be called shall be posted for the attention of Members of the Choir a clear Seven Days before the date appointed for the said meeting and no business except that for which the meeting is to be convened shall be brought to the Extraordinary General Meeting.

- III. A Quorum shall be formed of Fifteen members of the Choir, or by One Quarter of the total number of Choir Members, whichever is greater.
- IV. An Extraordinary General Meeting may be adjourned to such time as a majority of the members present and voting shall decide but not business other than that which could have been transacted at the original meeting shall be brought to such an adjourned meeting.
- V. Resolutions enacted at an Extraordinary General Meeting shall not be rescinded unless notice to propose such rescission shall have been given at a previous Extraordinary General Meeting at Annual General Meeting.







