

# **NEWCOMBE SINGERS**

## **CONSTITUTION AND BYLAWS**

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**NEWCOMBE SINGERS**  
**CONSTITUTION AND BYLAWS**  
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# **NEWCOMBE SINGERS**

## **CONSTITUTION**

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 which enables each choir member to develop skills (music reading, vocal production and ensemble performance).
  - 2.4 To provide for members an outlet for the enjoyment of creating music.

# BYLAWS OF THE NEWCOMBE SINGERS

## PART 1 – INTERPRETATION

1. In these bylaws:
  - 1.1 "Directors" means the Directors of the Society;
  - 1.2 *Society Act* means the *Society Act* of the Province of British Columbia
2. The definitions in the *Society Act* on the date these bylaws become effective 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 a satisfactory audition with the Music Director.
5. Every member shall:
  - 5.1 pay membership dues and a music deposit at the first rehearsal in the fall or at whatever time the treasurer shall request. New members shall be permitted to attend three (3) rehearsals before being asked for dues.
  - 5.2 attend rehearsals and shall notify the section leader when unable to attend;
  - 5.3 be on time and prepared for rehearsals, sing-outs and concerts;
  - 5.4 be responsible for maintaining a binder of music currently in use; and
  - 5.5 uphold the constitution and comply with the bylaws.
6. The dues shall be determined by the Directors and approved at the annual general meeting of the Society.
7. A person shall cease to be a member of the Society:
  - 7.1 by resigning from the Society;
  - 7.2 by failing to pay the annual membership fee or debt owing to the Society; or
  - 7.3 by a majority decision of the Directors for breach of bylaw 5.5.

## PART 3 – MEETINGS

8. General meetings of the Society shall be held at the time and place that the Directors determine. Notice of general meetings shall specify the place, day and hour of meeting, and the nature of any special business. The accidental omission to give notice of a 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.
9. Every general meeting, other than the annual general meeting, is an extraordinary general meeting.

10. The Music Director shall be permitted to attend any meeting or portion of a meeting.
11. Annual General Meeting
  - 11.1 An annual general meeting shall be held at least once in every calendar year. This may be the first rehearsal night of the month prior to summer vacation.
  - 11.2 Notice of the annual general meeting is to be given in writing no less than fourteen days[two (2) consecutive rehearsal nights] prior to the date chosen by the Directors and be posted along with a proposed agenda.

#### **PART 4 – PROCEEDINGS AT GENERAL MEETINGS**

12. Special business is all business transacted at an annual general meeting, except:
  - 12.1 adoption of "Robert's Rules of Order",
  - 12.2 consideration of financial statements,
  - 12.3 reports of the Directors,
  - 12.4 reports of committees,
  - 12.5 report of the auditor,
  - 12.6 election of Directors,
  - 12.7 election of standing committee chair,
  - 12.8 appointment of the auditor, if required, and
  - 12.9 other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
13. Quorum
  - 13.1 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.
  - 13.2 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.
  - 13.3 A quorum is thirty percent (30%) of members in good standing or a greater number that the members may determine at a general meeting.
  - 13.4 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 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 members present constitute a quorum.
14. The president, vice-president, or in their absence, one of the other Directors present, shall preside as chair of a general meeting.
15. 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 members present shall choose one of their number be chair.

16. Resolutions and voting
  - 16.1 The chair of a meeting may move or propose a resolution.
  - 16.2 In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote entitled to as a member and the proposed resolution shall not pass.
  - 16.3 A member in good standing present at a meeting of members is entitled to one vote.
  - 16.4 Voting is by show of hands.
  - 16.5 Voting by proxy is not permitted.
  - 16.6 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

## **PART 5 – BOARD OF DIRECTORS**

17. Composition of the Board of Directors:
  - 17.1 The number of Directors shall be ten or a number determined from time to time at a general meeting.
  - 17.2 The president, immediate past-president, vice-president, secretary, treasurer, librarian, choir manager, promotions manager, hospitality manager and membership manager shall be the Directors of the Society.
18. Directors of the Society:
  - 18.1 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.
  - 18.2 Directors may create positions as necessary to fulfill the purposes of the Society and establish the rights, privileges, duties, responsibilities and remuneration of these positions.
  - 18.3 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.
  - 18.4 Directors shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.
19. Terms of office
  - 19.1 The term of office for a Director of the Society ends at the close of the annual general meeting.
  - 19.2 Except for the president, immediate past-president and vice-president, all positions shall be for two years; the president and vice-president will serve for one year. The president will be the vice-president of the preceding year, unless the president is elected for an additional year. In the event the vice-president does not fill the president's position, an election will be held for the office of president.
  - 19.3 A separate election shall be held for each office to be filled.
  - 19.4 A position may be filled by acclamation or elected by ballot.
  - 19.5 So far as possible, three Directors shall be elected in alternate years:
    - 19.5.1 Year one (1): secretary, librarian, promotions manager;
    - 19.5.2 Year two (2): treasurer, choir manager, membership manager and hospitality manager.
  - 19.6 A member shall be eligible to serve as Director in the same position for no more than two full consecutive terms (4 years).
  - 19.7 A nominee must be a member in good standing for one year prior to the election.

20. Vacancies
- 20.1 When there is a vacancy on the board of directors, the directors may appoint a member in good standing 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.
  - 20.2 Any director may resign from office by giving one (1) month's written notice.
  - 20.3 Voting members may remove any director including the president and the immediate past-president, before the end of term by a majority vote at an extra-ordinary general meeting called for this purpose.
  - 20.4 No act or proceeding of the Directors is invalid if only by reason of there being less than the prescribed number of Directors in office.
21. Delegation
- 21.1 The Directors may delegate any, but not all, of their powers to other directors.

## **PART 6 – DUTIES OF DIRECTORS**

22. President
- 22.1 directs the affairs of the Society;
  - 22.2 when present, chairs all meetings of the Society;
  - 22.3 is an ex-officio member of all committees, except the nominating committee;
  - 22.4 acts as spokesperson for the Society;
  - 22.5 organizes annual concerts; and
  - 22.6 carries out other duties as required.
23. Vice-President
- 23.1 assumes presidential duties in the absence of the president;
  - 23.2 arranges sing-outs (including Remembrance Day and the Tree Lighting Ceremony at the Legislative Buildings) in conjunction with the other directors;
  - 23.3 chairs the personnel committee; and
  - 23.4 carries out other duties as required.
24. Secretary
- 24.1 attends all meetings of the Society;
  - 24.2 records the minutes of all meetings;
  - 24.3 is responsible for all correspondence;
  - 24.4 posts notice of meetings;
  - 24.5 keeps the Seal of the Society;
  - 24.6 files the annual report (Form 11), change in the directors of the organization (Form 7), change in constitution/bylaws (Form 10) and other incorporating documents with the Corporate Registry;
  - 24.7 works with the Archivist to manage the records of the Society for an annual deposit with the University of Victoria Archives
  - 24.8 may at any time convene a meeting of the Directors on the request of any Director or the Music Director; and
  - 24.9 carries out other duties assigned by the Directors.
25. Treasurer
- 25.1 chairs the finance committee;
  - 25.2 collects and deposits in a credit union, bank or trust company annual fees and all monies paid to the Society;

- 25.3 is responsible for the manipulation of funds and accounts upon approval of the executive committee;
  - 25.4 presents a detailed account of revenues and expenditures to the Directors as required;
  - 25.5 presents a review of the financial position of the Society to the annual general meeting; and
  - 25.6 files an Annual Registered Charity Information Return (Form T3010 E); and
  - 25.7 carries out other duties assigned by the Directors.
  - 25.8 Signing authority shall be invested in the President, Treasurer and Secretary with any two signing all transactions.
26. Immediate Past-president (president from the preceding year - see 20.1)
- 26.1 chairs the nominating committee;
  - 26.2 carries out other duties assigned by the Directors.
27. Librarian
- 27.1 chairs the music committee;
  - 27.2 maintains the security of the library;
  - 27.3 provides music for each member of the choir;
  - 27.4 updates the listing of holdings in the Society's music library as required;
  - 27.5 manages the lending and borrowing of music; and
  - 27.6 carries out other duties assigned by the Directors.
28. Choir Manager
- 28.1 chairs the choir management committee;
  - 28.2 liaises with performance venues in conjunction with the vice-president;
  - 28.3 maintains appropriate choir conduct and discipline;
  - 28.4 liaises with the wardrobe coordinator; and
  - 28.5 carries out other duties assigned by the Directors.
29. Promotions Manager
- 29.1 chairs the promotions committee;
  - 29.2 develops promotional material for the choir; and
  - 29.3 carries out other duties assigned by the Directors.
30. Hospitality Manager
- 30.1 chairs the hospitality committee;
  - 30.2 is responsible for refreshments for rehearsals, concerts, parties and other occasions; and
  - 30.3 carries out other duties assigned by the Directors.
31. Membership Manager
- 31.1 chairs membership committee;
  - 31.2 maintains membership records and registration;
  - 31.3 liaises with the treasurer and librarian;
  - 31.4 coordinates duties of section leaders; and
  - 31.5 carries out other duties assigned by the Directors.



## **PART 7 – STANDING COMMITTEES AND APPOINTEES**

32. The Directors establish these Standing Committees:
  - 32.1 Personnel Committee
  - 32.2 Finance Committee
  - 32.3 Membership Committee
  - 32.4 Music Committee
  - 32.5 Hospitality Committee
  - 32.6 Promotions Committee
  - 32.7 Choir Management Committee
  - 32.8 Nominating Committee
  - 32.9 Wardrobe Coordinator
  - 32.10 Archivist
  
33. Personnel Committee  
consists of the vice-president (chair) and two (2) members of the Society appointed by the Directors and is responsible for:
  - 33.1 recruiting and interviewing applicants for remunerated positions (Music Director and Accompanist) in the Society and recommending an appointment to the Directors;
  - 33.2 reporting at the annual general meeting; and
  - 33.3 other duties assigned by the Directors.
  
34. Finance Committee  
consists of the treasurer (chair) and three (3) members of the Society appointed by the Directors and is responsible for:
  - 34.1 making recommendations to the Directors on financial matters including expenditures, acquisition of property, disbursing and investing funds;
  - 34.2 arranging an annual review of the financial records;
  - 34.3 reporting at the annual general meeting; and
  - 34.4 other duties assigned by the Directors.
  
35. Membership Committee  
consists of the membership manager, an assistant manager and the section leaders, and is responsible for:
  - 35.1 membership budget;
  - 35.2 advertising for new members;
  - 35.3 orientation of new members;
  - 35.4 registering all choir members; and
  - 35.5 maintaining and making available a current membership list.
  
36. Music Committee  
consists of the librarian (chair), president, vice-president, promotions manager, music director, accompanist, and one representative from each section, and is responsible for:
  - 36.1 establishing the selection of music to be performed by the choir for the succeeding choral year;
  - 36.2 advising the Society at the annual general meeting of the results of the music selection; and
  - 36.3 submitting and overseeing an annual library budget to the Directors.

37. Hospitality Committee consists of the hospitality manager and one (1) or two (2) other members as required; and shall be responsible for:
  - 37.1 all choir social functions; and
  - 37.2 submitting and overseeing a budget for social functions.
38. Promotions Committee consists of the promotions manager (chair) and one (1) or two (2) other members as required, and is responsible for:
  - 38.1 communicating upcoming events to the Society;
  - 38.2 advertising and promotion of concerts as required; and
  - 38.3 submitting and overseeing a budget for promotions.
39. Choir Management Committee consists of the choir manager and one (1) or two (2) others as required, and is responsible for:
  - 39.1 all aspects of performance and venue requirements.
40. Nominating Committee consists of the immediate past-president (chair), and one (1) or two (2) members selected by the Directors, and is responsible for:
  - 40.1 preparing a slate of nominees for the president's position;
  - 40.2 preparing a slate of nominees for each vacant Director position;
  - 40.3 presenting recommendations to the annual general meeting; and
  - 40.4 orienting new directors.
41. Wardrobe Coordinator is responsible for seeing that all members have the proper attire for concerts, especially seeing that new members are made aware of proper dress.
42. Archivist works with the secretary to gather records generated by the Society during the year. This includes photographs, posters, programs, correspondence, minutes, budgets, clippings, audio and video tapes, etc.

## **PART 8 – SEAL**

43. The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
44. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and secretary-treasurer.

## **PART 9 – BORROWING**

45. In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and in particular but without limiting the foregoing, by the issue of debentures.

46. No debenture shall be issued without the sanction of a special resolution.
47. The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

#### **PART 10 – AUDITOR**

48. This Part applies only where the Society has resolved to have an auditor.
49. The auditor shall be appointed by the Directors.
50. At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
51. An auditor may be removed by ordinary resolution.
52. An auditor shall be promptly informed in writing of appointment or removal.
53. No Director and no employee of the Society shall be auditor.
54. The auditor may attend general meetings.

#### **PART 11 – BYLAWS**

55. 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.
56. These bylaws shall not be altered or added to except by special resolution.

# Newcombe Singers Constitution

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