

AUSTRALIAN ASSOCIATION OF MEN BARBERSHOP SINGERS INC. - (AAMBS)

STANDING ORDER 8 - RULES FOR REGIONS

1. Introduction

- 1.1 The constitution of the Australian Association of Men Barbershop Singers Inc. (AAMBS) provides
- for the formation of geographical regions to better pursue the objectives of the Association
 - that the regions shall operate within a set of rules approved by the National Council
 - that the rules should allow a degree of autonomy in pursuing the Association's objectives to best meet the needs of members within the region
 - that membership of a region shall comprise all those members who reside within the boundaries of the region.
- 1.2 The regions are an integral part of the Association and are not separately incorporated.

2. Objectives

- 2.1 The general objective of the region is to promote the objectives of the Association in the region, i.e.
- the encouragement of the style of singing known as "barbershop" as defined and promoted by The Society for the Preservation and Encouragement of Barbershop Quartet Singing in America Inc.;
 - to promote and encourage vocal harmony and good fellowship among its members by the formation of local clubs, quartets and regions composed of members interested in the objects of this Association.
- 2.2 In particular and without limiting the generality of 2.1, the regional administration will be responsible for
- organising quartet and chorus singing events and competitions for the region;
 - organising music education activities directed at, but not restricted to, members of the Association residing in the region; and
 - generally assisting the National Council in conducting the affairs of the Association;
- together with all matters incidental to such activities and such other matters as shall be determined by the AAMBS National Council from time to time.

3. The Regional Board

- 3.1 A Board known as the regional board ("the Board") shall control and direct the affairs of the region.
- 3.2 This Board shall consist of a number of Delegates comprising so far as possible:
- one or more representatives from each Club in the region ("Club Delegates"), such that each Club has an equal number of delegates; and
 - one person (the "Unaligned Delegate") to represent both the members of Unaligned Quartets in the region and the Members-at-Large who reside in the region.
- 3.3 Each board Delegate must be a financial member of the Association at the time of his appointment. The regional Board shall be validly constituted notwithstanding the failure of any

Club or Clubs to nominate a Club Delegate and notwithstanding that there may be no Unaligned Delegate from time to time.

- 3.4 Each Club Delegate shall be selected in such manner as the nominating Club may decide and shall assume office immediately after the Club advises the regional secretary of the delegate's nomination. A Club Delegate may represent only one Club in any one term of office.
- 3.5 The Unaligned Delegate shall be selected jointly by the members of Unaligned Quartets and the Members-at-Large resident in the region, and may not at the same time be a Club Delegate.
- 3.6 Where a Club Delegate is unable to attend a meeting of the regional Board, the Club may nominate an alternative delegate to represent its interests at that meeting only and vote on its behalf. The alternative delegate may or may not be a member of the nominating club but must be a financial member of the Association. Where the Unaligned Delegate is unable to attend, he may appoint an alternate, who is a financial member of the Association and resident within the region, to act in his place at that meeting only.
- 3.7 The regional Board may also appoint other financial members of the Association as "Alternative Delegates" to attend its meetings on a regular basis as representatives of clubs whose geographical location makes it inconvenient for those Clubs to be represented by their own delegate. These alternative delegates will build a relationship with the Club they represent and will confer with that Club prior to each meeting, so that they may adequately represent the interests of that Club at the regional Board. They will have full voting rights unless the delegate of the Club they represent is also present at the meeting.
- 3.8 Once the National Council proclaims a region, an interim Board will be established as described in Clauses 3.4 and 3.5 above. To provide continuity, the interim Board will serve until the end of the financial year following its formation (i.e. until 30th September) and until such time as a new Board takes up duty on the 1st January immediately following.
- 3.9 The inaugural Annual General Meeting of the region will be held within three months of the start of the financial year that commences on 1st October following the region's formation. At this meeting a new Board will be constituted as described in Clauses 3.4 and 3.5 above and this Board will take over from the interim board with effect from 1st January immediately following the inaugural AGM.
- 3.10 The term of office for each board delegate and alternative delegate will extend for a period of two years from the first day of January immediately following the inaugural AGM, as described in Clause 3.8 above.
- 3.11 At the AGM approaching the end of the two-year term of board members, a new Board will be nominated and will assume office on the first day of January following the AGM at which it is proclaimed. Serving board members will be eligible for nomination or election to the new board. Clubs will submit the names of their nominated delegates to the Secretary of the region at least one month prior to the AGM at which the new regional board is to be confirmed.
- 3.12 Where a casual vacancy for a club delegate occurs on the regional board during its term of office, the nominating Club shall appoint a new Club Delegate to serve for the remainder of that term.
- 3.13 Nominations for the position of Unaligned Delegate shall be submitted to the Secretary of the region at least one month prior to the AGM at which the regional board is to change. Where more than one nomination is received for the position, the regional board shall conduct a postal ballot amongst Unaligned Members to elect as the Unaligned Delegate the nominee who receives the greatest number of votes from those who register a valid vote.
- 3.14 In the event that this voting process fails to elect an Unaligned Delegate, the incoming regional board shall appoint an Unaligned Delegate from amongst the nominations received. If no nominations are received, or in the event of a casual vacancy occurring for this position during the two year term, the board may appoint an Association member who is financial and resides within the region to fill the vacancy for the remainder of that term.
- 3.15 The regional board may co-opt individuals to perform such specific tasks as it sees fit in the pursuit of its objectives.

- 3.16 For issues of an urgent nature the regional board may pass resolutions out of session without the necessity for a meeting if a majority of the board members reach agreement by email or fax communications or by telephone. The Secretary shall promptly record all such resolutions in the minutes of the regional board for confirmation of such resolutions at the next meeting of the board.

4. *Executive*

- 4.1 The day-to-day affairs of the region will be managed by an executive committee (“the Executive”) who shall be accountable to the board. The Executive shall consist of the following:
- **Chairman:** The Chairman shall preside at all Executive, Regional board, Annual and Special General meetings and generally provide leadership to the Executive and regional board in pursuit of their objectives.
 - **Vice Chairman:** The Vice Chairman shall act for the Chairman in that officer’s absence.
 - **Secretary:** The Secretary shall issue notices of meetings; publish agendas after consultation with the Chairman; keep minutes of meetings; distribute minutes to board delegates and club secretaries; attend to correspondence; and be responsible for the safe custody of all records (electronic and paper) of the region including books, documents and securities, except those in current use by the Treasurer.
 - **Treasurer:** The Treasurer shall collect all monies due to the region; ensure that all authorised payments are made; keep books and accounts of all the regional board’s financial transactions; and prepare and publish financial reports for submission to the Association, the regional board and the AGM as required.
- 4.2 Members of the Executive will normally be drawn from amongst the delegates appointed to the Board. At the first meeting of the new regional board after it assumes office the members of the Executive shall be elected by a simple majority of board Delegates (or alternate delegates) present or validly represented.
- 4.3 Where it is not possible to fill all positions on the Executive from amongst the delegates, the Board may appoint to the position any suitable person who is a financial member of the Association.
- 4.4 Following their election or appointment the members of the Executive shall serve for the remainder of the regional board’s term of office. Where a casual vacancy occurs on the Executive during its term of office, the regional board may appoint one of its members, or any other financial member of the Association, to fill the vacancy for the remainder of that term.
- 4.5 Where it is considered necessary to deal with matters affecting the region without delay, the Executive may take decisions out of session, including by email or fax communications or telephone, and authorise expenditure within such limits as are set by the regional board. The Secretary shall record such decisions and present them for ratification as resolutions at the next meeting of the regional board.

5. *Finance*

- 5.1 The assets and income of the region shall be applied solely in furtherance of the objectives of the region and of the Association in general. No portion shall be distributed directly or indirectly to the members of the region or the Association except as *bona fide* remuneration for approved services rendered as an officer or employee or for the reimbursement of legitimate expenses incurred on behalf of the region or the Association.
- 5.2 The region’s financial year will match that of the Association. The region will keep such accounting records as correctly record and explain the financial transactions and financial

position of the region; and will keep its accounting records in such manner as will enable true and fair accounts to be prepared and be properly audited.

- 5.3 The regional board will maintain bank accounts as reasonably required to facilitate its activities. All such accounts shall be in the name of the Association, account the Region (for example, "AAMBS Inc. Eastern Region Account") or designated in such other manner as the National Council shall approve. All monies received by way of subscriptions, donations and other receipts are to be deposited into the bank account. The authorised signatories to the bank account shall be any two members of the Executive signing jointly.
- 5.4 The Treasurer shall place before each meeting of the regional board a schedule of financial transactions carried out since the previous meeting together with a year-to-date Statement of Income and Expenditure and a current bank balance. The regional board's decision concerning approval of these statements shall be recorded in the minutes of the meeting.
- 5.5 An Honorary Auditor shall be elected annually at the AGM and the name submitted to the Association for approval. The Auditor shall not be a member of the regional board. Where the office of Auditor becomes vacant during the year, the regional board shall nominate a replacement to serve until the following AGM.
- 5.6 The Region will submit all necessary financial records and information to the auditor within thirty days of the end of each financial year or any other period nominated by the Association. These records will include a statement of income and expenditure and a balance sheet, so that the relevant figures can be incorporated into the Association's accounts.
- 5.7 The Auditor shall examine the financial records of the region and furnish a report to members that includes an opinion as to whether the financial statements represent a true and fair view of the region's financial transactions for that year. At the AGM the Treasurer will present the balance sheet and the statement of income and expenditure for the year, together with the Auditor's report.

6. *Subscriptions*

- 6.1 The Association will remit to the region an amount from the subscriptions paid to the Association by its members who live in the region. The amount to be remitted is determined by the National Council from time to time.

7. *General Meetings*

- 7.1 An Annual General Meeting of the members of the region shall be held within a period of three months after the end of each financial year. The business of the AGM shall include matters arising from the minutes of the previous AGM; reports from the Executive; presentation of audited financial statements; special resolutions; confirmation of board delegate nominations; and election of the Auditor.
- 7.2 The regional board may convene a Special General Meeting (SGM) at any time by the Secretary giving thirty days written notice to the secretaries of the Clubs, the contact member of each Unaligned Quartet, and each regional Member-at-Large. Such notice shall specify the date, time and place of the meeting and the nature of the business to be transacted. No business other than that specified in the notice convening the SGM is to be transacted at that meeting.
- 7.3 The Board shall be required to call an SGM within ninety days of receiving a written request delivered to the Secretary that specifies the reason for the meeting and the business to be transacted and is signed by not less than twenty per cent of the total number of financial members of the region.

8. *Quorum, Proxies and Voting*

- 8.1 A quorum of the regional board is comprised of at least half of the board delegates present or represented. On any question arising at a regional board meeting, each board delegate or his

representative shall have one vote only, with the chairman of the meeting having a second or casting vote in the event of a tied vote.

- 8.2 A quorum of the Executive is comprised of at least half of the members of the Executive present or represented. On any question arising at an Executive meeting, each member or his representative shall have one vote only, with the chairman of the meeting having a second or casting vote in the event of a tied vote.
- 8.3 At a General Meeting a quorum is formed when at least twenty percent of the total number of financial members of the region are present in person or represented by proxy.
- 8.4 For General Meetings, each financial member of the region is entitled to attend in person or to appoint another member as his proxy, by notice given to the Secretary no later than the advertised starting time of the meeting in respect of which the proxy is appointed. The notice of proxy is to be in the form or to the effect of Attachment A to these rules.
- 8.5 On any question arising at a General Meeting each financial member present in person or represented by proxy has one vote only, with the chairman of the meeting having a second or casting vote in the event of a tied vote. Issues will generally be determined by a show of hands unless a poll is demanded by at least five members present in person.

9. *Alteration*

- 9.1 These Rules may only be altered by a resolution of the National Council.

10. *Winding Up*

- 10.1 Should the National Council decide to wind up the affairs of the region, the regional board shall first pay all outstanding debts and shall then transfer all remaining assets of the region to the Association or its successors, or as otherwise provided in the Constitution.

Attachment “A” to Eastern Region Rules

APPOINTMENT OF PROXY

I, _____
(full name)

of _____
(address)

a member of _____
(name of Club or Unaligned Quartet)

do hereby appoint _____
(full name of Proxy)

or, failing him, the Chairman of the meeting (DELETE IF NOT REQUIRED)

to vote on my behalf at the General Meeting of AAMBS (Name) Region to be held on

and at any adjournment of that meeting. *(date)*

Signed _____ *(Member)* _____ *(Date)*

NOTE: A financial member is entitled to appoint another financial member as their Proxy by notice given to the Secretary prior to the commencement of the meeting in respect of which the Proxy is appointed.