

Constitution

1. The name of the Society is "Opus 1 Singers"
2. The purposes of the Society are:
 - a to promote and enhance public interest in and appreciation of choral music.
 - b to foster goodwill and community spirit through musical performances to various audiences at community events.
 - c to maintain excellence in training and performance through a diversified repertoire encompassing classical, sacred, folk, popular and contemporary music.
3. The Society shall be carried on without purpose of financial gain for its members and any profits or other accretions shall be used to promote the aforesaid objectives. This clause shall not be altered.
4. In the event of the dissolution or winding up of the Society, all of its remaining assets, after payment of liabilities shall be distributed to one or more charitable organizations in Canada registered as a Canadian charitable organization under the Income Tax Act of Canada. This paragraph shall not be altered.

Bylaws of Opus 1 Singers

PART 1 - INTERPRETATION

1. In these Bylaws the following definitions apply:
 - a) "Choir Member" means a person who is accepted as a Member of the Society and pays a semester fee and membership fee in accordance with Bylaw 3.
 - b) "Regular Member" means a person who is accepted as a Member of the Society, pays the membership fee in accordance with Bylaw 7 and is not a Choir Member
 - c) "Director" means any Member of the Society who is elected to the Board
 - d) "Society" means Opus 1 Singers, operating as Encore! Women's Choir
 - e) "Society Act" means the Society Act (B.C.) as amended from time to time and all regulations thereto.
 - f) "Registered Address" means the address of record, and includes e-mail

PART 2 - MEMBERSHIP

2. The Members comprise all Choir Members and Regular Members
3. Any person may apply to the Society for Choir Membership and will, unless their application is rejected by Resolution of the Directors, become a Choir Member upon being accepted by the Music Director and paying the applicable semester and membership fees.
4. Subject to Bylaw 5, the Directors may by Resolution expel a Choir Member if :
 - a) in the opinion of the Directors and the Music Director a Choir Member's attendance, conduct or deportment is unsatisfactory or not in the best interests of the Society,
 - b) the Choir Member refuses or neglects to conform to the rules of the Society, or
 - c) the Choir Member is more than six months in arrears with respect to the payment of semester or membership fees.
5. A Choir Member who is the subject of a proposed Resolution for expulsion will be entitled to be heard at a meeting of the Board of Directors convened to consider the Resolution.
6. Every Member will uphold the Constitution and comply with the Bylaws of the Society.
7. The amount of the annual membership fee for a year will be set by the Board of Directors.
8. The amount of each semester fee will be set by the Board of Directors in consultation with the Music Director.
9. Notwithstanding any other Bylaw, a Member will cease to be such upon the Member's:
 - a) sending their resignation to the Society at its registered Address either by regular mail or e-mail
 - b) expulsion pursuant to Bylaw 4
 - c) ceasing to be a Member in good standing for 12 consecutive months.
10. A Member is in good standing if they have paid their current annual membership fees, and, in the case of a Choir Member, the applicable semester fee.

PART 3 - MEETINGS OF MEMBERS

11. General Meetings of the Society will be held at the call of the President as needed.
12. The Board of Directors must, upon requisition of 10% or more of the Members, convene an Extraordinary General Meeting at such time and place as they may determine. The requisition must contain the reason for the request for an Extraordinary General Meeting; the meeting must be convened within twenty one days of the receipt of the requisition.
13. An Annual General Meeting shall be held in each calendar year, and not more than 3 months after the fiscal year end of the Society.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

14. The quorum for the transaction of business at a General Meeting is 3 Choir Members
15. Meetings will be conducted according to Robert's Rules of Order.

PART 5 - DIRECTORS AND OFFICERS

16. The Society will be run by a Board of Directors. The number of Directors will not be less than 7 and not more than 11, of whom no more than 3 may be Regular Members.
17. No election of a person to the Board will be valid unless the person has agreed to stand for election.
18. The Directors will, as soon as reasonably practicable after the Annual General Meeting, elect from among the Directors a President, Vice-President, Secretary, and Treasurer. The President must be a Choir Member.
19. The Directors may appoint the following:

A Librarian, whose duties will include the storage, maintenance, and distribution of music, and keeping track of music in the possession of Members

A Concert Manager whose duties will include arranging for and organizing all physical aspects of the choir's productions, including stage set up, lights, sound, recording facilities, and such other duties as may be authorized by the Directors from time to time.

These positions may be appointed from among the Directors or from the Membership at Large.

20. At each Annual General Meeting the Members will elect Directors in accordance with the following rules:
 - a) an election may be by acclamation if the position is uncontested, and in any other case will be by ballot under the supervision of the Chair of the meeting;
 - b) each Member shall have one vote for each vacant position, and those nominees who receive the greatest number of votes will be elected; and
 - c) Board Members will be elected for a two year term, and may serve more than one term.
21. Each nominee for a Board position shall be put forward by
 - a) the Nominating Committee struck pursuant to Bylaw 22, or
 - b) any Member at the Annual General Meeting.
22. The President shall strike a Nominating Committee of not less than four Members, to solicit one or more nominations for Board positions to be elected at the Annual General Meeting, and shall list these nominations in the notice of the Annual General Meeting.

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23. Subject to Bylaw 16, no more than three Regular Members may be elected to the Board at any Annual General Meeting.
 24. The Directors may at any time, appoint a Member to serve as a Director to fill a vacancy on the Board, provided that the term of any Director so appointed will terminate when the term of the former Director would otherwise have terminated.
 25. A Director will cease to hold office at any time before the expiry of the Director's term forthwith upon the Director's
 - a) notifying the Chair of their resignation
 - b) removal from office by Special Resolution
 26. A Director may not be remunerated for being or acting as such, but the Society will reimburse a Director for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.

PART 6 - PROCEEDINGS OF DIRECTORS

27. The Board of Directors will meet at the call of the President.
28. The quorum for a Board meeting will be one Officer of the Board and three Board Members.
29. All Board Meetings will be chaired by the President or their delegate.
30. The Directors may delegate any, but not all, of their powers to one or more committees. Directors must serve on at least one committee of the Board.
31. The quorum of a Committee Meeting will be set out in the Terms of Reference for that Committee
32. All Committees must report the business conducted at Committee Meetings to the Board at the next Board meeting following a Committee Meeting.
33. Any question arising at a Board or Committee Meeting will be decided by a majority of votes.
34. In case of an equality of votes the Chair will have the deciding vote.
35. Notwithstanding any other provision of these Bylaws, a Resolution in writing signed by all the Directors, or by all the members of a Committee of the Board, and placed with the minutes of the Directors is as valid and effective as if regularly passed at a duly constituted meeting of the Directors or the Committee.

PART 7 - DUTIES OF OFFICERS

36. The President, or delegate, will preside at every meeting of the Society and the Directors.
37. The President is the Chief Executive Officer of the Society and will supervise the other Officers in the execution of their duties.
38. The Vice-President will, in the absence or incapacity of the President, carry out the duties of the President.
39. The Secretary will
 - a) record the proceedings of the Board Meetings and shall submit the minutes to the Board for approval,
 - b) maintain and keep a file of the Board's correspondence, maintain the Board's records, have custody of the common seal of the Society, if any, and
 - c) maintain the register of Members.
40. In the absence of the Secretary, the Directors will appoint another person to act as Secretary of the meeting.

41. The Treasurer will

- a) maintain all financial records necessary to comply with the Society Act and all applicable taxation or other statutes, and
- b) provide financial statements to the Board at each Board meeting.

PART 8 - MUSIC DIRECTOR

42. A Music Director shall be appointed by a majority vote of the Directors, for a term of not less than 1 year and not greater than 5 years.

A Music Director may be appointed for a subsequent term or terms.

The Music Director may receive an Honorarium, the amount of which shall be decided by the Directors.

The Music Director shall attend all Board meetings.

The responsibilities of the Music Director will be set out in a role description, which shall be agreed upon by the Music Director and the Board, and which will be reviewed regularly, but not less than once every two years.

The Music Director shall consult with the Directors regarding the venue and the dates for all shows and the amounts, if any, to be paid to soloists or instrumentalists, or any other major expenses arising from a proposed concert from time to time and the decision of the Directors shall be final.

The Music Director may recommend to the Board the appointment of an Assistant Music Director; the decision of the Directors shall be final.

PART - 9 INVESTMENTS AND BORROWING

43. The Society may invest such portion of its capital that the Directors determine is not immediately required in furtherance of its constitutional purposes in any security in which a trustee is by law entitled to invest.

44. The Society shall not borrow money.

PART 10 - AUDITOR

45. The Directors may, at their discretion, appoint an auditor to audit the financial statements of the Society

46. An auditor may be removed by Ordinary Resolution.

47. An auditor will promptly be informed in writing of his appointment or removal.

48. No director and no employee of the Society may be an auditor of the Society.

PART 11 - BYLAWS

49. Each Member is entitled to, and the Society will on request provide to them without charge, a copy of the Constitution and Bylaws of the Society.

50. These Bylaws may not be amended except by Special Resolution

51. Notice of any General Meeting at which it is proposed to amend these Bylaws shall give notice of that fact and summarize the proposed amendment(s).

Dated: October 16, 2010