

Rules of the Gay and Lesbian Singers (GALS) Incorporated

1. Name

- 1.1. The name of the Society is the Gay and Lesbian Singers (GALS) Incorporated, referred to as GALS in these Rules.

2. Registered Office

- 2.1. The Registered Office of the Society is the residential address of the Secretary of the Society.

3. Principles

- 3.1 To celebrate the joy of music through singing collectively.
- 3.2 To respect and embrace the principles of the Human Rights Act 1993.
- 3.3 To promote a positive image of gay, lesbian, bisexual, transgender and intersex people.

4. Objects

- 4.1 To present regular public musical performances.
- 4.2 To provide a supportive environment which fosters the interaction, development and co-operation of its members both musically and socially.
- 4.3 To be open to all who support its principles and agree to abide by its rules.
- 4.4 To do any act or thing incidental or conducive to the attainment of any of the above objects.

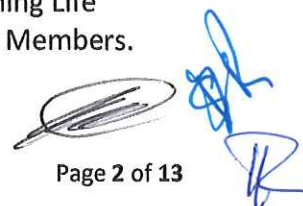
5. Powers

- 5.1 To hold regular rehearsals.
- 5.2 To present regular public musical performances and to perform at other events at the discretion of the Choral Director and Executive Committee.
- 5.3 To commission the composition of original music and arrangements of existing music and other art forms to achieve artistic aims at the discretion of the Choral Director and Executive Committee.
- 5.4 To purchase, hire or borrow works of music and other art forms taking steps to pay any royalties that may be appropriate.
- 5.5 To collaborate with other artists or artistic groups as appropriate to achieve artistic aims.
- 5.6 To publish artistic works and provide artistic works for sale.


- 5.7 To purchase or hire equipment necessary to meet the objects of GALS.
- 5.8 To accept or decline gifts, donations or bequests of money or property as deemed appropriate by the Executive Committee.
- 5.9 To become a member of, or cooperate with, other organisations whose purposes are compatible with the objects of GALS.
- 5.10 To take legal proceedings involving the property or affairs of GALS.
- 5.11 To deposit and invest funds in banks located in New Zealand.
- 5.12 To borrow funds from banks located in New Zealand if deemed appropriate by the Executive Committee.
- 5.13 To do any other such thing as may be necessary or desirable to achieve the artistic aims of the Society.

6. Membership

- 6.1 Any person who supports the principles and objects of GALS may apply to become a member by completing a membership application form and submitting this to the Membership Secretary for approval by the Executive Committee. Additionally, applications for performing membership must also be confirmed by the Choral Director using criteria set down by the Choral Director from time to time.
- 6.2 Types of Membership:
 - 6.2.1 A Performing Member is a singing or performing member and has the rights and responsibilities set out in these Rules.
 - 6.2.2 An Associate Member has a non-performing role with GALS and may support or assist GALS to achieve its principles and objects. An Associate Member has the same rights and responsibilities as a Performing Member but may not participate in rehearsals, sing or perform unless invited to do so by the Executive Committee and Choral Director.
 - 6.2.3 A Life Member is a person, member or otherwise, who has made an outstanding contribution to GALS. Any member of GALS may nominate a candidate to be made a Life Member. Nominations, once agreed by the Executive Committee, will be ratified by the members at a General Meeting. A Life Member has the rights and responsibilities of an Associate Member or Performing Member as appropriate, including the right to vote at meetings, but is not required to pay fees, subscriptions or levies. A performing Life Member must meet the same criteria as all Performing Members.



- 6.3 Non-refundable annual membership subscriptions will be set at the Annual General Meeting. Subscriptions are payable either annually, or in two six-monthly instalments. The first instalment covers the period January to June and the second covers the period July to December. The first instalment is due by March 31st; the second instalment by July 31st. The Executive Committee may offer a discount, or any other incentive which does not contravene the rules, for the prompt payment of subscriptions.
- 6.4 Members admitted to GALS after April 1st or August 1st of any year shall pay a pro-rata portion of the six-monthly subscription determined according to the number of months and part months between the time the member joined and either the next following 30th day of June or 31st day of December.
- 6.5 Performing Members and Associate Members who are financial at December 31st will be considered financial until the conclusion of the succeeding Annual General Meeting unless their membership has ceased in the interim.
- 6.6 A register of all members will be kept by the Membership Secretary. Information recorded will include full name, contact details, joining date, type of membership, and financial status, and will be recorded in accordance with the Privacy Act. All members must promptly advise the Membership Secretary of any changes to their contact details.
- 6.7 A person or organisation will cease to be a member of GALS when they:
- 6.7.1 Resign in writing addressed to the Membership Secretary
 - 6.7.2 Fail to pay membership subscription fees for a period of two months after the due date unless consent has been granted by the Executive Committee for their continued membership.
 - 6.7.3 Behave in a manner that, in the reasonable opinion of the Executive Committee, is harmful to the functioning or reputation of GALS and are expelled by a resolution passed by not less than two thirds majority of the Executive Committee at a meeting to which prior notice of 14 days has been given to all Executive Committee members and the member concerned. That notice must include reasons for the proposed expulsion. At the meeting time will be allowed for right of reply from the member concerned before a decision regarding expulsion is reached.
- 6.8 In the event of an expulsion the member concerned has the right of appeal. The member concerned has the right to adopt the Special General Meeting process as defined in Clause 7.9 with the need to have a written request made by at least five members.



- 6.9 All financial members have the right to a single vote on each motion at all General and Special meetings of the Society. In addition, the Chairperson has a casting vote under conditions described in clause 7.8 of these Rules. Only members of the Executive Committee have the right to vote at Executive Committee Meetings.

7. General Meetings

- 7.1 GALS will hold an Annual General Meeting each year no earlier than the end of the financial year and no later than two months after the end of the financial year, that being 31st December.
- 7.2 The business of an Annual General Meeting shall be:
- 7.2.1. To receive and adopt the minutes of the previous Annual General Meeting and any Special General Meeting(s) held since then.
 - 7.2.2. The presentation of the Chairperson's report on the business of the Society.
 - 7.2.3. The presentation of the Treasurer's report on the finances of the Society, and the Annual Financial Statements for the financial year just ended and appointment of an auditor to audit the annual accounts and provide a certificate of correctness of the same, if a majority of those members present at the meeting require that.
 - 7.2.4. The presentation by the Treasurer and adoption by the members of the budget for the financial year just commenced.
 - 7.2.5. Election of Committee Members.
 - 7.2.6. Motions to be considered.
 - 7.2.7. Setting of Subscriptions for the Financial Year in which the AGM is being held.
 - 7.2.8. General business.
- 7.3 The election of the Executive Committee will take place at the Annual General Meeting.
- 7.3.1. Nominations for positions on the Executive Committee will be made in writing and given to the Secretary prior to the commencement of the Annual General Meeting.
 - 7.3.2. All nominations will stipulate the position sought and carry the names and signatures of two nominating members and the nominee.
 - 7.3.3. A nominee must be deemed to be a financial member at the time of the Annual General Meeting, or become a financial member by



31 March in the current year to take up a position on the Executive Committee.

- 7.3.4. For the position of Chairperson, two members may be jointly nominated and elected to hold the single position. In this case a single nomination form is required, signed by both nominees and by two nominating members.
- 7.4 Notice of every General Meeting and Special General Meeting will be e-mailed or posted to the last known address of all members of GALS at least fourteen days before the meeting. The notice will specify the date, time and place of the meeting and the nature of the business to be attended to at the meeting.
- 7.5 A General Meeting will be chaired by the Chairperson or, if they are unable to attend, a member nominated by the Executive Committee. At the Annual General Meeting the Chairperson will vacate the chair during the chairperson election.
- 7.6 The Secretary or, if they are unable to attend, a member nominated by the Executive Committee, will record minutes of all business conducted at a General Meeting.
- 7.7 Fifty per cent of members will constitute a quorum for an Annual General Meeting. In the event of a quorum not being met a second call of the AGM will be announced to be held within 14 days of the date of the first call. The quorum will be satisfied by the members present at the time of the second call for the AGM.
- 7.8 Wherever possible decisions will be made by consensus. If a consensus is unable to be reached a decision will be made by majority vote. Voting will be by show of hands. If a tie is reached the Chairperson will cast the deciding vote. A secret ballot will be held if requested by three or more attendees. Where a secret ballot is requested the following rules will apply:
- 7.8.1 Two scrutineers will be appointed by the meeting.
- 7.8.2 Ballot papers will be prepared by the scrutineers and distributed to the attendees wishing to vote.
- 7.8.3 The scrutineers will collect the ballot papers in a box, marking a membership list as they go to ensure one vote per person.
- 7.8.4 Together the scrutineers will count the votes and declare the result.
- 7.9. Where there is need to discuss a specific issue with the membership a Special General Meeting may be called by the Executive Committee or by a written request made by at least five members and delivered to the Secretary. Where this has occurred the meeting will take place within 30 days of the request



being made. A Special General Meeting will only address business related to the reason for which it was called. A quorum for a Special General Meeting will be the same as for an Annual General Meeting with the exception that there will be no second call if a quorum is not reached.

8. The Executive Committee

- 8.1. The Executive Committee will consist of between six and ten members of GALS who have been elected to the following positions:
 - a) Chairperson
 - b) Secretary
 - c) Treasurer
 - d) Membership Secretary
 - e) Performance Manager
 - f) Marketing Manager
 - g) Up to 4 positions without portfolio.
- 8.2. The Executive Committee shall deputise for key positions as appropriate to ensure the functions of the Executive Committee are maintained.
- 8.3. The elected members of the Executive Committee will retire at each AGM but will be eligible for re-election. Newly elected members will take office immediately at the conclusion of the AGM.
- 8.4. The Executive Committee is responsible for the management of the business, property and funds of GALS, ensuring that accurate records of all business decisions and financial transactions are maintained.
- 8.5. All Executive Committee meetings shall be chaired by the Chairperson or in the Chairperson's absence by some other Executive Committee member elected for the purpose by the meeting, and any such chairperson shall have a deliberative and casting vote.
- 8.6. The Executive Committee will carry out activities to meet the objects of GALS including but not limited to:
 - 8.6.1. Establishing and disestablishing any subcommittees necessary to attend to the activities of GALS. The Executive Committee shall co-opt members to sub-committees as required.
 - 8.6.2. Co-opting members to the Executive Committee. Such co-option must be ratified by a simple majority of members present at the next weekly rehearsal and will cease at the next AGM.
 - 8.6.3. Deciding upon any remuneration, including honoraria and koha to be paid to any member or non-member for a specific service.



- 8.6.4. Consider and decide upon any complaint from a member and disputes between members.
- 8.6.5. Deciding on any matters relating to the interpretation of the Rules.
- 8.6.6. Maintain current job descriptions of all portfolio positions.
- 8.6.7. Prepare an annual report, detailing the activities of GALS during the year, at the end of each financial year for presentation at the following AGM.
- 8.6.8. Prepare and present a budget at the AGM for the financial year just commenced; and identify any known potential expenditures arising in the following financial year and outside of business as usual expenditure.
- 8.7. The Executive Committee will meet at least eight times each year. The conduct and format of the meeting shall be at the Executive's discretion. Executive members will be given at least seven days' notice of the time and place of a meeting. No Executive Committee meeting may be held unless more than half of the Executive Committee members attend.
- 8.8 Any member may attend Executive Committee meetings, and may participate in discussions but may not vote on issues. Such members will be excluded from any part of a meeting declared to be "in committee".
- 8.9 Any member may raise and table an issue formally with the Secretary, or any member of the Executive Committee, for discussion by the Executive Committee at the next meeting. At least seven days' notice prior to the meeting shall be given for that issue to be included onto the agenda for that meeting.
- 8.10 The Executive Committee shall comply with all decisions made at the Annual General Meeting and any subsequent Special General Meetings.
- 8.11 The Executive Committee shall be empowered to grant leave to members under exceptional circumstances, requiring the agreement of the Executive Committee. Executive Committee members who are absent from their role without leave for a period greater than three months will, upon a vote of the Executive Committee, be considered to have abandoned their position which will then be considered to be vacant.
- 8.12 In the event that the Chairperson role is held jointly by two members and one of those members resigns, the remaining member shall continue in the position of Chairperson until the next AGM.

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9. Roles of Officers

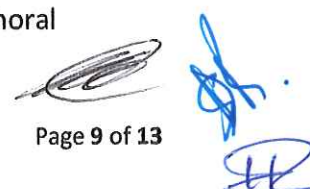
- 9.1. The Chairperson's role is to:
 - 9.1.1. Ensure that the Rules of the Society are followed.
 - 9.1.2. Convene and chair meetings.
 - 9.1.3. Oversee the operation of the Society.
 - 9.1.4. Present an annual report on the activities of GALS at the AGM.
 - 9.1.5. Advise the Registrar of Incorporated Societies of any changes to the Rules.
- 9.2. The Secretary's role is to:
 - 9.2.1. Hold the Society's records, documents and books.
 - 9.2.2. Record and distribute the minutes of meetings.
 - 9.2.3. Receive and reply to correspondence as required by the Executive Committee
 - 9.2.4. Make records available to any member on request.
- 9.3. The Treasurer's role is to:
 - 9.3.1. Keep a true and accurate record of all financial transactions
 - 9.3.2. Receive all payments made to the Society and bank payments within seven days of receipt.
 - 9.3.3. Enable payments to be made on behalf of the Society, either as per the adopted budget; or for exceptional circumstances to make payments authorised by the Executive. All cheques, withdrawal forms or payment authorisations shall be signed or authorised by two members of the Executive Committee.
 - 9.3.4. Present a financial report and statement of accounts, including income and expenditure accounts and balance sheet, at each AGM, and to the Executive Committee on a monthly basis.
 - 9.3.5. Maintain an overview of the financial solvency of the Society and advise the Executive of any financial issues.
 - 9.3.6. Make records available to any member on request.

10. Choral Director

- 10.1. The Choral Director will be appointed by and be responsible to the Executive Committee.
- 10.2. The Choral Director may be a member of GALS.

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- 10.3. The CD will be a member of the Music and Artistic Committee (MAC) and with the committee will be responsible for the artistic activities of GALS
- 10.3.1. The CD will conduct rehearsals and performances to meet the objectives of GALS
- 10.3.2. The CD will recommend to The Executive, the appointment of accompanists, guest singers and other musicians.
- 10.3.3. The CD will maintain and develop the musical standard of GALS
- 10.3.4. The CD will undertake musical assessments of Performing Members of GALS as deemed appropriate by the CD.
- 10.3.5. The CD will appoint two Performing Members (or non-members) to the Music and Artistic Committee within two weeks following the AGM. If the CD has appointed a deputy, as allowed for under 10.4, then this person automatically becomes one of the CD's two appointees
- 10.3.6. Any other duties considered necessary to discharge the duties of Choral Director
- 10.4. The Choral Director may appoint a deputy to assist with responsibilities listed in clause 10.3. The Deputy Choral Director will assume the role of Choral Director during the Choral Director's absence and, if the position becomes vacant, until a new Choral Director can be appointed by the Executive Committee.
- 10.5. The Choral Director may attend and participate in meetings of the Executive Committee, and will do so if required by the Executive Committee, but will not have voting rights.
- 10.6. The position of Choral Director will become vacant if the Choral Director:
- 10.6.1. Resigns by submitting a written resignation letter to the Executive Committee. A notice period of at least three months is required but this period may be reduced by agreement between the Executive Committee and the Choral Director.
- 10.6.2. Behaves in a manner that is, in the reasonable opinion of the Executive Committee, harmful to the functioning or reputation of GALS and is removed from the position by a resolution passed by not less than two thirds majority of the Executive Committee at a meeting to which prior notice of least fourteen days has been given to all Executive Committee members and the Choral Director. That notice must contain the reasons for the proposed removal and will be given to all Executive Committee members and the Choral

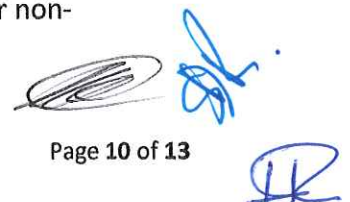
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Director. During the meeting, time will be allowed for right of reply from the Choral Director before a final decision is made.

- 10.6.3. In the event of dismissal the Choral Director has a right to appeal. In this event the Choral Director has the right to adopt the Special General Meeting process as defined in Clause 7.9 excepting that the Choral Director can call a meeting in their own right without the need to have a written request made by at least five members.

11. The Music and Artistic Committee (MAC)


11. 1. The purpose of the Music and Artistic Committee (MAC) is to determine GALS' musical and artistic direction in agreement with the Executive Committee
- 11.2. Membership - the MAC will comprise members as follows:
- a) Choral Director (CD)
 - b) Two Performing Members elected by the choir at the AGM
 - c) Two Performing Members (or non-members) appointed by the Choral Director following choir nominations but not later than two weeks following the AGM
 - d) Librarian
 - e) Performance Manager at an initial performance scoping meeting then as required
 - f) Marketing Manager at an initial performance scoping meeting then as required
 - g) Accompanist if required
- 11.3. Tenure - Elected and appointed members will serve a one year term from one AGM to the next. If one or both of the elected positions become vacant before the AGM, the Executive Committee will call for nominations from GALS membership and hold an election (if necessary) as soon as practicable to fill the vacant position(s). The Choral Director can replace his/her appointees if required and will advise such changes to the Executive Committee.
- 11.4. Establishment – The inaugural membership of the MAC will be established as per 11.2 with the Executive Committee calling for nominations from GALS membership and holding an election (if necessary) as soon as practicable following the Rule changes that establish the MAC coming into effect. At this time the Choral Director will disestablish the previously appointed Musical Directorate and appoint two Performing Members (or non-members) to the MAC.



- 11.5. Disputes - If a dispute within the MAC cannot be resolved it is to be referred to the Executive Committee for resolution. The Executive Committee may revoke membership of the MAC if circumstances warrant such action following reasonable efforts to resolve a dispute.
- 11.6. The Music and Artistic Committee shall:
- a) Work collegially to realise the choir's musical and artistic aspirations as expressed and agreed from time to time by the choir and the Executive Committee
 - b) Appoint a co-ordinator from within its membership to ensure the effective operation of the MAC. This person will not be the CD
 - c) Communicate musical and artistic decisions to the choir, and the reasons for repertoire selection and changes that may occur during a rehearsal period
 - d) Report regularly to the Executive Committee
 - e) Endeavour to maintain a two-year planning period for major events and performances
 - f) Hold meetings as required to achieve its objectives
- 11.7. The Music and Artistic Committee is responsible for:
- a) Themes and repertoire selection for the choir
 - b) Performance style
 - c) Assisting the CD in identifying conductors, singers, support acts and other artists as appropriate

12. Librarian

- 12.1 The Executive Committee will appoint a Librarian who will be a Performing Member or an Associate Member of GALS. This role will ordinarily be appointed or reconfirmed at the first meeting of the Executive Committee following an AGM.
- 12.2 A member of the Executive Committee may hold the role of Librarian but the Librarian's role is otherwise outside the Executive Committee.
- 12.3 The responsibilities of the Librarian will include the procurement, care, management, and distribution of all music to the choir. In association with members of the Executive Committee, the role may also include monitoring payments for music, copyright arrangements and systems for recording the use of music. The Librarian will be a member of the Music and Artistic Committee.

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12.4 The role of Librarian shall become vacant if the incumbent resigns in writing, or is unable to fulfil the duties of the role, or is advised in writing by the Executive Committee that the appointment to the role has ended. The Executive Committee shall seek to fill the vacancy as soon as is practicable following the vacancy occurring.

13. Bylaws

13.1. The Executive Committee may make, amend or rescind bylaws or regulations it deems necessary for the successful functioning of GALS. No bylaws shall be inconsistent with these rules. A list of all current bylaws will be kept by the Membership Secretary and a copy given to all new members upon joining GALS.

14. Altering the Rules

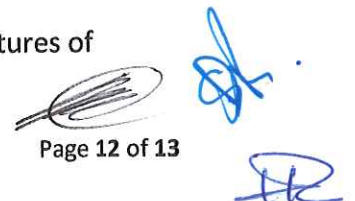
- 14.1. The Society may alter or replace these Rules at a General Meeting by a resolution passed by two-thirds majority of those members voting.
- 14.2. Any proposed motion to alter or replace these Rules will be signed by at least three members and given in writing to the Secretary at least 28 days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 14.3. At least 14 days before a General Meeting at which any Rule change is to be considered, the Secretary will give all Members written notice of the proposed motion, including reasons for the proposal and any observations of or recommendations by the Executive Committee.
- 14.4. When a Rule change is approved at a General Meeting the Chairperson will advise the Registrar of Incorporated Societies on the required form. No Rule change will take effect until this has been done.

15. Indemnity

- 15.1. The Officers, Executive Committee and members of GALS will be indemnified by the Incorporated Society for all liabilities and costs incurred by them in the proper performance of their functions and duties, except as a result of willful negligence or default.
- 15.2. No Officer or Member of the Executive Committee will be liable for the acts or defaults of any other Officer or Member of the Executive, unless as a result of their willful default or acquiescence.

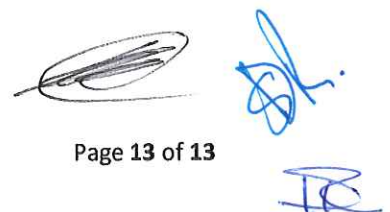
16. Common Seal

- 16.1. The Common Seal will be kept in the custody of the Secretary.
- 16.2. The use of the Common Seal will be authorised by the Executive Committee and its application will be accompanied by the signatures of two members of the Executive Committee



17. Winding Up

- 17.1. GALS will be wound up if, at a General Meeting, at least 75% of members pass a resolution to do so.
- 17.2. Any surplus funds and assets, after discharging all debts and liabilities, will be distributed to charitable organisations within New Zealand with similar objectives to GALS, as decided at the General Meeting.

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