

# **RULES OF BARBERSHOP HARMONY AUSTRALIA INC.**

**Registered under the *Associations Incorporation Act 2015 (WA)***

**IARN A0822473D**

**ABN 54 083 784 810**

**ARBN 083 784 810**



*As amended by special resolution(s) passed at AGM on 13 December 2021.*

*The amendments took effect on 27<sup>th</sup> May 2022.*



In affiliation with the Barbershop Harmony Society

(Adopted 25 July 1986; amended by resolutions passed on 12 February 1988, 8 December 1989, 1 March 1991, 21 February 1992, 2 March 1994, 26 February 1995, 10 February 1998, 1 September 2001, 7 January 2004, 6 December 2005, 24 September 2012, 6 December 2012, 4 December 2017, 3 December 2018, 7 December 2020 and 13 December 2021.)

1. NAME

The name of the Association is Barbershop Harmony Australia Inc.

2. OBJECTS

- (a) 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).

*Note: A definition of Barbershop Harmony is included as an annexe to these Rules. Other definitions are provided in rule 19.*

- (b) 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.

3. POWERS

In achieving the objects, the Association has the power to:

- (a) hold local, regional, state, national and international contests in quartet and chorus singing;
- (b) promote the education of its members and the public in music appreciation and, in particular, appreciation of quartet and chorus singing in the barbershop style;
- (c) initiate, promote and participate in charitable projects and to establish and maintain music scholarships, gift funds and charitable foundations;
- (d) promote the development of Australian writers and arrangers of music in the barbershop style;
- (e) to promote the participation within Australia of identifying males and other demographically under-represented sections of Australian society in singing, with specific reference to the barbershop style;
- (f) to do all things incidental and reasonably necessary toward the accomplishment of all the above-stated objects, including to establish and develop interstate and international contacts on behalf of barbershop singers in Australia.

4. NOT-FOR-PROFIT

- (a) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the Association, except in good faith in the promotion of those objects.
- (b) A payment may be made to a member out of the funds of the Association only if it is authorised under rule 4(c).
- (c) A payment to a member out of the funds of the Association is authorised if it is:
- (i) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business;
  - (ii) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia;

- (iii) the payment of reasonable rent to the member for premises leased by the member to the Association; or
- (iv) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

## 5. MEMBERSHIP

- (a) Full Membership of the Association is open to any person who is in sympathy with the objects of the Association. All full members are entitled to vote on and participate in the management of the Association.
- (b) Honorary or Life Membership may be granted only by National Council. Life Members are entitled to vote on and participate in the management of the Association.
- (c) For the avoidance of doubt, none of the above categories of membership require that the member be a member of a club or quartet.
- (d) Membership is effected when a request for membership, together with the required membership fees, is received and accepted by the Association.
- (e) The National Council by resolution, carried by a two thirds majority, may expel from the Association any member who, in the opinion of the majority of the Council, is guilty of conduct prejudicial to the interests of the Association. The member concerned may, if he wishes, appeal against such expulsion to a special general meeting of the Association called for the purpose. A majority decision of such special general meeting shall be final.
- (f) A person will also cease to be a member of the Association if they fail to pay their membership fees, in accordance with rule 11(d) and rule 11(e).

## 6. NATIONAL COUNCIL

- (a) The management of the affairs of the Association is vested in the National Council which shall comprise the President, Vice President - Events, Vice President - Marketing and Development, Vice President - Membership, Vice President - Music, Vice President - Youth Development, the Secretary, the Treasurer, and such committee members, if any, as are necessary to fulfil rule 6 (c).
- (b) Any financial full member or life member of the Association shall be eligible for election to the National Council.
- (c) Membership of the National Council shall include representatives elected from at least three (3) Regions of the Association. If that minimum number of Regions not be represented in the ballot for any of the National Council positions, then the National Council then in office shall appoint a Councillor able to satisfy that need.
- (d) The positions on the National Council shall be filled by election, for a period of two years, at an Annual General Meeting and shall take effect from the first day of January following the Annual General Meeting.
- (e) To contribute to continuity on the National Council, the terms of President, Vice President - Marketing and Development, Vice President - Events, and Treasurer will commence in even numbered years, while the terms of Vice President - Membership, Vice President - Music, Vice President - Youth Development, and Secretary shall commence in odd numbered years.

- (f) In the case of a casual vacancy occurring on the National Council it may be filled, by appointment by the National Council, for the remainder of the term of the officer replaced.
- (g) National Council members may serve an indefinite number of terms, provided they are duly re-elected at the appropriate time.
- (h) A person ceases to be a National Council member if the person:
  - (i) dies or resigns as a National Council member;
  - (ii) ceases to be a financial full member or life member of the Association;
  - (iii) becomes ineligible to accept an appointment or act as a National Council member under section 39 of the Act; or
  - (iv) fails to attend 3 consecutive National Council meetings, without tendering an apology to the President or Vice President, which apology is accepted.
- (i) A National Council member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred:
  - (i) in attending a National Council meeting, or
  - (ii) in attending a general meeting; or
  - (iii) otherwise in connection with the Association's business.

## 7. CUSTODY OF RECORDS AND REGISTERS

- (a) The Secretary is responsible for the safe custody of the register of members, the register of National Council members, and all Association records, books, documents and securities except those referred to in rule 12(g). All records, books and documents of the Association for which the Secretary is responsible must be kept at the Secretary's place of residence or another place determined by the National Council.
- (b) The Secretary (or any other person authorised by the National Council) is responsible for ensuring the register of members is maintained and updated in accordance with section 53 of the Act, and includes the following information:
  - (i) the date on which each member became a member; and
  - (ii) the class of membership to which each member belongs.
- (c) The Secretary (or any other person authorised by the National Council) is responsible for maintaining a record of National Council members and other persons authorised to act on behalf of the Association, in accordance with section 58 of the Act.
- (d) Any member of the Association has reasonable rights of access and perusal of Association records and documents in accordance with the Act. A member wishing to access the Association's records and documents must apply in writing to the Secretary, and must not use or disclose any information obtained except for a purpose:
  - (i) that is directly connected with the affairs of the Association; or
  - (ii) that is related to complying with a requirement of the Act.
- (e) If a member wishes to inspect the register of members and make a copy of it or take an extract from it, the National Council may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

## 8. MEETINGS AND MINUTES OF MEETINGS

- (a) The Annual General Meeting of the Association shall be held on a date to be determined by the National Council and within six months of the end of the financial year.

- (b) Not less than three weeks' notice of any general meeting (including the Annual General Meeting) shall be given to all members. Notices may be sent to members by post or e-mail to the relevant address recorded in the member's register.
- (c) The notice of general meeting must:
  - (i) specify the date, time and place of the general meeting;
  - (ii) indicate the general nature of each item of business to be considered at the meeting;
  - (iii) if the meeting is the Annual General Meeting, include the names of any persons standing for election to the National Council;
  - (iv) if a special resolution is proposed, set out the wording of the proposed resolution as required by section 51(4) of the Act; and state that the resolution is intended to be proposed as a special resolution; and
  - (v) state that the member may appoint another member as a proxy for the meeting and include a form of proxy appointment.
- (d) All members may attend the Annual General Meeting and any other general meetings of the Association.
- (e) The business of the Annual General Meeting shall include: election of Officers and the presentation of reports and verified and certified financial accounts.
- (f) The National Council may call a special general meeting at any time by giving three weeks' written notice, but shall call a special general meeting, on notice, when so requested in writing by not less than twenty per centum of the membership of the Association.
- (g) At general meetings, voting by Full members and Life members may be effected either:
  - (i) in person,
  - (ii) electronically,
  - (iii) by proxy, through a member who is present and submits to the Secretary, prior to the commencement of the meeting, a signed proxy appointment; or
  - (iv) in respect of a motion of which not less than three weeks' written notice together with full relevant information has been given, by postal vote which has been received by the Secretary prior to the commencement of the general meeting
- (h) The Secretary is responsible for:
  - (i) preparing notices of general meetings (including the Annual General Meeting) and notices of National Council meetings, in consultation with the President; and
  - (ii) maintaining accurate minutes of general meetings (including the Annual General Meeting) and National Council meetings.

## 9. QUORUM

A quorum is formed:

- (a) At a National Council meeting – when not less than sixty per cent of the Council members are present in person or by electronic means.
- (b) At a general meeting – when not less than ten per cent of the membership:
  - (i) is present in person;
  - (ii) has voted electronically prior to the meeting; or
  - (iii) is represented by a proxy through a member present.

## 10. STANDING ORDERS

- (a) The National Council may from time to time, by passing with a three-fourths majority of all Council members, make Standing Orders not inconsistent with these Rules or the Act, for the following purposes:
  - (i) providing for the conduct of meetings of the National Council;

- (ii) providing for the conduct of National and Regional singing contests;
  - (iii) providing for a dollar limit of expenditure which may be approved by any two of President, Secretary and Treasurer, or by any other authorised member of the National Council; prior to gaining Council approval;
  - (iv) providing for the preparation, publication and approval by the Council of a three-yearly financial budget;
  - (v) providing for the appointment, by the Council, of an Executive Officer and any other staff who may be necessary or convenient for the operation of these Rules and the management of the of the affairs of the Association, and determining the length of appointments and other conditions of service of such staff persons;
- (b) Standing Orders agreed to by the National Council may be:
- (i) amended, by a three-fourths majority of all National Council members, voting in person, electronically or by proxy;
  - (ii) suspended, on notice of not less than one week, by a simple majority of those voting in person, electronically or by proxy at the next National Council meeting, or
  - (iii) suspended without notice by a unanimous vote of the National Council, voting in person, electronically or by proxy.

## 11. SUBSCRIPTIONS

- (a) Subject to the ulterior decision of a general meeting the National Council shall from time to time determine the annual membership subscription and any other fees to be paid by members of the Association.
- (b) The membership year shall extend from 1 January to 31 December following.
- (c) All membership subscriptions are due and payable to the Association Treasurer on 1 January in each year and, with the exception of Club-at-Large members, payment is the responsibility of the Registered Club to which the member belongs.
- (d) Any member (other than a Club-at-Large member) whose subscription has not been paid by 31 January in any year shall cease to have the privileges of membership until the membership subscription has been paid. If the subscription has not been paid by 28 February, the member's membership will terminate without further notice to the member.
- (e) Club-at-Large members' subscriptions shall be paid directly to the Association Treasurer by 31 January in each year. Any Club-at-Large member whose subscription has not been paid by 28 February in any year shall cease to have the privileges of membership until the membership subscription has been paid. If the subscription has not been paid by 31 March, the member's membership will terminate without further notice to the member.

## 12. FINANCE

- (a) The financial year of the Association shall extend from 1 October until 30 September following.
- (b) Under direction of the National Council, bank accounts shall be maintained in the name of the Association, into which all funds received by the Association are to be deposited. The signatories to all accounts, cheques and any negotiable instruments shall be any two, jointly, of the President, any Vice President, Secretary and Treasurer.
- (c) All subscriptions, donations, grants and other funds received by the Association shall be deposited in the Association bank accounts.

- (d) The National Council is responsible for control of the Association's funds, and may authorise expenditure by any two of the President, Secretary and Treasurer, or by any other person, within specified expenditure limits, in accordance with Standing Orders passed in accordance with rule 10. All payments shall be made by cheque or by means of such lawful and verifiable procedure, such as direct deposit, as may be available.
- (e) The Treasurer shall place before each meeting of the Council a record of transactions carried out on behalf of the Association since the previous meeting. The Council's approval of such payments shall be recorded in the minutes of the meeting.
- (f) An auditor, independent of the National Council, shall be appointed by the Council to audit the financial records of the Association for each financial year, as and when required by the Act.
- (g) For each financial year, the National Council must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met. Those requirements include:
  - (i) if the Association is a tier 1 association, the preparation of the financial statements; and
  - (ii) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
  - (iii) if required, the review or auditing of the financial statements or financial report, as applicable; and
  - (iv) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
  - (v) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.
- (h) The Treasurer (or another National Council member as directed by the National Council) is responsible for the safe custody of all securities, financial records, financial statements and auditor's reports of the Association. All such securities, records and documents must be kept at the place determined by the National Council.

#### 13. COMMON SEAL

- (a) The Association need not have or use a common seal. If it has a common seal, it shall be kept in the care of the Secretary.
- (b) The seal itself shall not be used or affixed to any deed or other document except by resolution of the Council and in the presence of the President and/or Secretary and two other members of the National Council, both of whom shall subscribe their names as witnesses.

#### 14. AFFILIATIONS

- (a) The National Council may take all necessary steps to establish and maintain appropriate affiliations with other musical or cultural bodies within and outside Australia.
- (b) The National Council may decide from time to time the conditions under which barbershop quartets and choruses may affiliate with the Association and/or sing at official Association functions.

#### 15. REGIONS

- (a) The National Council may approve the formation of geographical Regions to better pursue the objectives of the Association.

- (b) Regions shall operate within a set of Rules approved by National Council from time to time which allow a degree of autonomy in pursuing the Association's objectives to best meet the needs of members within the Region.
- (c) Membership of a Region shall comprise all those members who reside within the boundaries of the Region.

## 16. ALTERATION

- (a) The Rules of the Association may be amended by Special Resolution in accordance with the Act, but not otherwise.
- (b) A resolution is a Special Resolution if it is passed by the votes of not less than three fourths of those members of the Association, entitled under the Rules of the Association to vote, who are voting in person or by proxy or postal vote at a general meeting of which at least three weeks' notice specifying the intention to propose the Special Resolution has been given.

## 17. DISPUTES

- (a) The disputes procedure set out in this clause applies to disputes under or relating to these Rules between a member and another member or members; and between a member or members and the Association.
- (b) The parties to the dispute must attempt to resolve the dispute (in person or by telephone, email, or any other means of communication) within 14 days after the dispute comes to the attention of all of the parties. In the case of a dispute involving the Association, the President (or any National Council member appointed by the President) will represent the Association.
- (c) If the parties are unable to resolve the dispute within the 14-day period specified in rule 17(b), either party may initiate the dispute resolution procedure by giving a written notice to the Secretary identifying the parties to the dispute and the subject of the dispute.
- (d) Within a reasonable time of receiving a notice under rule 17(c), a National Council meeting must be convened to determine the dispute.
- (e) The Secretary must give the parties to the dispute at least 7 days' prior written notice of the National Council meeting, informing them that they may attend the meeting (in person or via telephone, video conferencing or any other available means of instant communication) and make oral or written submissions (or both).
- (f) At the National Council meeting, the National Council must give each party to the dispute a full and fair opportunity to make submissions and must determine the dispute.
- (g) Written notice of the National Council's decision regarding the dispute must be given to all parties to the dispute within 7 days after the National Council meeting.

## 18. GIFT FUND

- (a) The Association may establish a Gift Fund for the purpose of supporting its principal Objects:
  - (i) to which gifts of money or property for the Objects are to be made;
  - (ii) to which contributions that are not gifts but which can be made:
    - (a) as described in items 7 or 8 of the table in section 30-15 of the *Income Tax Assessment Act 1997 (Cth)* (**Tax Act**) in relation to a fundraising event held for the Association's objects; or

- (b) to the Gift Fund without adversely affecting the Association's deductible gift recipient status.
  - (iii) to which any money received by the Association because of gifts or contributions referred to in paras 18(a)(i) or 18(a)(ii) is to be credited; and
  - (iv) that does not receive any other money or property.
- (b) Contributions to the Gift Fund must be kept separate from other funds and property of the Association.
- (c) A separate bank account must be opened with an authorised deposit-taking institution selected by the National Council, to deposit money donated to the Gift Fund and money from the realisation of property donated to the Gift Fund and interest accruing on such monies.
- (d) In maintaining the Gift Fund, the Association must:
- (i) ensure that the Gift Fund is operated on a not-for-profit basis;
  - (ii) ensure that at all times the Gift Fund is maintained and used for the principal Objects;
  - (v) ensure that the Gift Fund is operated separately and maintained with separate books of account from the Association's general accounts;
  - (vi) have in place appropriate procedures to ensure only and all proper amounts of money and property are credited to the Gift Fund;
  - (vii) establish a committee of management consisting of at least 3 persons responsible for administering the Gift Fund, a majority of which are Responsible Persons in accordance with rulings issued by the Australian Taxation Office. The Committee of management will be appointed by the National Council;
  - (viii) ensure that money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the Gift Fund;
  - (ix) issue receipts in the name of the fund to donors which contain the elements required for donations to the Gift Fund to be deductible under the Tax Act;
  - (x) ensure any money or property that is incorrectly received into the Gift Fund will be removed from the Gift Fund as soon as practicable with the accounts for the Gift Fund adjusted and noted accordingly;
  - (xi) keep records which:
    - (a) record and explain all transactions and other acts the Gift Fund or the Association engages in which is relevant to the Association's status as a deductible gift recipient; and
    - (b) show that the each of the following assets of the Gift Fund is used by the Gift Fund or the Association only for its Objects:
      1. gifts of money or property for the Objects;
      2. contributions (that are not gifts) but which are described in items 7 or 8 of the table in section 30-15 of the Tax Act in relation to a fund-raising event held for its Objects;
      3. contributions (that are not gifts) but which can be made to the Gift Fund without adversely affecting the Association's deductible gift recipient status; and
      4. money received by the Gift Fund because of such gifts or contributions;
  - (xii) keep the records referred in above for at least 5 years after the completion of such transactions or acts to which they relate;
  - (xiii) ensure that any allocation of funds or property to other persons or organisations will be made in accordance with the Objects and not be influenced by the preference of the donor;
  - (xiv) at all times ensure it complies with all laws and regulations in existence from time to time or any guidelines issued by the Australian Taxation Office or the Australian Charities and Not-for-profits Commission in relation to gift funds or any other government authority overseeing the administration of gift funds;

- (xv) at all times ensure it complies with all laws and rules that the Treasurer and the Arts Minister make to ensure that gifts made to the fund are only used for its principal purpose; and
  - (xvi) give the Arts Secretary at intervals of 6 months, statistical information about gifts made to the gift fund during the last 6 months.
- (e) If the Association is wound up, any Gift Funds included in the Association's Surplus Property (as defined in rule 19(a)) must be dealt with in accordance with rule 19.
  - (f) If the Association's deductible gift recipient endorsement is revoked (whether or not the Association is to be wound up), any surplus Gift Funds must be transferred to one or more organisations that meet the requirements set out in rule 19(c).

## 19. DISSOLUTION

- (a) Subject to the Act, the Association may cease its activities and be wound up or cancelled in accordance with a Special Resolution.
- (b) If upon the dissolution or winding-up of the Association there remains any Surplus Property, the same shall not be paid to transferred or distributed amongst the members of the Association, but in accordance with rule 19(d) it shall be given or transferred to another organisation or organisations incorporated under the Act:
  - (i) which has objects similar wholly or in part to the objects of the Association;
  - (ii) which are endorsed as deductible gift recipients under Division 30 of the Tax Act; and
  - (iii) which prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under rule 4.
- (c) The organisation or organisations selected for the purpose of rule 19(c) will be determined by a Special Resolution of members or if it not practicable to obtain such a Special Resolution, by a Judge of the Supreme Court of Western Australia who has jurisdiction in the matter.

## 20. DEFINITIONS

In these Rules:

**Act** means the *Associations Incorporation Act 2015 (WA)*.

**Club** means a separate organisation. *A Club is typically an incorporated association. It may contain any or all of Full, Life and Honorary members.*

**Club-at-Large** is the term given to the collective group of members (Full, Life or Honorary) who do not belong to a Registered Club.

**Registered Club** is a club registered with the Association.

**Surplus Property** has the meaning given in section 3 of the Act.

**Tax Act** means the *Income Tax Assessment Act 1997 (Cth)*.

DEFINITION OF BARBERSHOP HARMONY (rule 2)

Barbershop Harmony is a style of unaccompanied vocal music characterised by consonant four-part chords for every melody note. Occasional brief passages may be sung by fewer than four voice parts.

The voice parts are called Tenor, Lead, Baritone and Bass. The melody is consistently sung by the Lead, with the Tenor harmonizing above the melody, the Bass singing the lowest harmonizing notes below the melody, and the Baritone completing the chord either above or below the melody. The melody may be occasionally sung by the Bass, but not by the Tenor except for an occasional note or two to avoid awkward voice leading, and in introductions or tags (codas).

Barbershop music features major and minor chords and barbershop (dominant-type) seventh chords, resolving primarily on the circle of fifths. Sixth, ninth and major seventh chords are avoided except where demanded by the melody, while chords containing the minor second interval are not used. The basic harmonization may be embellished with additional chord progressions to provide harmonic interest and rhythm momentum, to carry over between phrases, or to introduce or close the song effectively.

Barbershop interpretive style permits relatively wide liberties in the treatment of note values – staying within proper musical form – and uses changes in tempo and volume to more effectively create a mood and tell a story artistically.

Relative to an established sense of tonality, the melody line and the harmony parts are enharmonically adjusted in pitch to produce an optimum consonant sound. The resulting pitch relationships are often considerably at variance with those defined by the equal temperament of fixed pitch instruments. Use of similar word sounds in good quality and optimum volume relationships by each of the voice parts further enhances the sensation of consonance by mutual reinforcement of the harmonics (overtones) to produce the unique full or "expanded" sound characteristic of Barbershop Harmony.