



**BARBERSHOP
HARMONY
AUSTRALIA**

**MEMBER'S FORUM, SUNDAY 2
OCTOBER 2016, at 10.00am AEST**

West's City Club, King Street, Newcastle, N.S.W.

PRESENT :	President	Ian Mulholland (IM)
	Secretary	Kieran Hutton (KH)
	Treasurer	Trevor Bruger (TB)
	VP Events	Keith Thornton (KT)
	VP Marketing & Development	Dan Millgate (DM)
	VP Membership	Paul Adams (PA)
	VP Music	Andrew Howson (AH)
	VP Youth Development	Trevor Rootes (TR)
	Chairman, AGBJ*	Alex Morris (AM)

**Ex-officio Member of Council.*

BHA Executive Assistant

Jeannie Hattendorf (JH)

And approximately 44 members of Barbershop Harmony Australia.

The Forum was chaired by IM, who declared the Forum open at 10.02am, and welcomed all present.

IM addressed members on the structure of the Forum, and of the scope and ambit of discussion, which, he said, would cover the areas of events (including the running of Convention), membership, recruitment/retention, marketing and youth development.

IM gave a brief overview of the year so far, and of the year ahead, saying that so far in 2016, most of Council's KPI's were met, but that there was always room for improvement.

IM then advised members present that Council was considering five possible motions for the AGM. Motions 1 & 2 would cover Mixed Harmony, viz:

- That BHA should be allowed to run Mixed Harmony contests at Conventions;
- That female Associate Members be able to sing in Mixed Harmony groups;

Motion 3 would deal with terms for Councillors; Motion 4 would keep annual fees at their present level, while Motion 5 will establish the position of VP Contests & Judging.

Councillors (led by IM, and including JH) then briefly spoke in turn, setting out their roles and responsibilities, and their vision for the coming year. IM then invited questions from the floor.

Members have the Floor.

Questions from Members

David Goodman (Soundwaves), asked two questions, summarised as follows:

- The cost of the Welcome Dinner was, at \$165.00 per head, “out of proportion”, and that this adversely affected members who are on fixed incomes. DG added that such a cost could act as a disincentive for some members to attend;
- DG then questioned the validity of Associate Membership as it was currently being applied, stating that it should be restricted to non-singing members.

KT replied to DG’s first question, as follows :

- Convention costs are spread over the whole event – to single out one item fails to take into account other aspects of the Convention;
- KT said that the cost of the dinner shall be reviewed.

IM then answered DG’s second question, as follows:

- There is no constitutional impediment to women being Associate Members, and there will be no change in the prohibition on Associate Members being able to participate in the governance of BHA.

Ian Fraser (Club-at-Large) interjected, saying that “for the average Barbershopper, \$165.00 is excessive”.

David Brown (Life Member) also interjected, agreeing that this was the case, particularly with the move to annual conventions. DB said that costs should be shifted to registration. KT replied that this would be considered.

Peter Etherington (Canberra Chordsmen) asked:

- What are we trying to achieve with the Welcome Dinner? – and –
- Is it possible for the voting process at the next AGM to be done remotely?

IM answered both questions, as follows:

- The purpose of the Welcome Dinner has always been to serve as a curtain-raiser for the Convention – that is to say, it generates interest, and encourages participation;
- It will be possible to vote remotely at the AGM.

Frank Shapcott (Soundwaves) asked:

- Is there any means by which members can voice their opinions on Mixed Harmony? –and –
- Could the food at future Welcome Dinners be improved? FS said that his meal was of poor quality, and definitely not worth \$165.00.

IM said that a blog or discussion group could be a way for members to discuss the question of Mixed Harmony, and that Council will investigate this possibility.

In regard to the quality of the meal, KT pointed out that the dinner was 20 minutes late in being served, due to a delay in members taking their seats.

Ian Fraser then asked, in respect of the Mixed Harmony vote at the AGM, if all opinions could be circulated to all members prior to the vote. IM said that this would be done.

IF then addressed all present, saying that it was essential that all members have their say at the AGM. IF added that the changes proposed at the AGM will, if adopted, fundamentally change the nature of BHA, saying “why can’t we keep the old system?” Also, IF said that he “does not want to give up what we have”.

DB then spoke in support of IF, as follows:

- The establishment of Mixed Harmony within BHA is contrary to the spirit and ethos of Barbershop;
- Council has acted contrary to the letter and spirit of the Constitution; - and –
- Council has failed to follow due process, and has not been fully frank with the membership about what the changes mean;
- DB said that while Council had assured members that the introduction of Mixed Harmony would be regarded as a trial, it had become apparent that it was a *fait accompli*, and that the concerns of members were being ignored;
- Finally, DB asked if the vote to formalise Mixed Harmony would be voted as a Constitutional change, requiring a 75% “yes” vote, rather than a rule change.

IM said that advice would be sought on any special resolution.

Several members then spoke in favour of Mixed Harmony, as follows:

- Ian Miller (Novatones) said that he had initially been apprehensive about Mixed Harmony, but was now supportive. IanM said that from what he had seen at Convention, the mixed groups had been young, enthusiastic and of a high standard;
- David Farley (Hills Harmony) echoed IanM’s comments, saying that he was impressed by the standard of performance and presentation of the mixed groups;
- David Durrant (Melbournaires) said that he had initially had misgivings about BHA taking on Mixed Harmony, but was now in favour of BHA’s fostering of this form of the Barbershop Style, saying that it was “the way forward”.

IM said that the reasoning behind BHA’s plan to bring mixed choruses and quartets under its aegis was to give mixed harmony groups a “home” by means of formalising the hitherto informal mixed harmony contests at regional level, within the framework of BHA, as BHA was the best-placed organisation to do so. Sweet Adelines Australia, by contrast, is constrained in this area, by virtue of being an integral region of Sweet Adelines International. IM emphasised that BHA did not intend to have now, or in the future, all-female contests. IM added that the plan going forward is to see how mixed harmony evolves over the next few years, when it will be reviewed by Council. The long-term

aim is to foster mixed harmony to a stage where the formation of a stand-alone mixed harmony organisation, separate from BHA, is feasible.

Doug Goetz (The Blenders) asked if the protocols governing chorus sizes could be revisited. Currently, the minimum and maximum sizes for chorus sizes (for competition purposes) are:

- Small Chorus: 8-16 members;
- Medium Chorus: 16-30 members;
- Large Chorus: 30+

(In all instances, not including Musical Director).

If a chorus member does register for competition, and then is unable to participate, there is the risk of the chorus' numbers dropping below the regulation limit. In this situation, the chorus would still be able to perform, but for evaluation only. DGtz said that he felt that some choruses may bring some members who may not be up to standard, so as to provide a "buffer" vis-a-vis the relevant chorus size.

DB agreed that chorus sizes needed to be reviewed.

IM explained the process of how chorus size cut-offs were originally decided (in 2003), basically splitting the contest fields into equal thirds based on size. Also, AM explained international protocols for chorus sizes.

There was a suggestion from the floor that chorus size categories could be determined after registrations were closed, rather than individual choruses nominating what category they would compete in, prior to close of registrations.

IM suggested that there could be incentives for large choruses (e.g.; reduced registration fees).

A member of the Melbournaires expressed concern that there were styles of music other than Barbershop being put forward by some choruses. AH explained that contest rules stipulate that songs performed in competition must be in strict barbershop style, but that choruses were able to adopt other styles for performances other than competition, and that this was a matter for each chorus.

Warren Lewis (Sydney Harmony) complimented the judges and evaluations, saying that their work was of a high standard. IM said that the role of VP Contests & Judging has been proposed to be regularised on Council, rather than the *ex officio* status that it currently has, and that this shall be put to a vote at the AGM.

Rob Walley (Sydney Harmony) suggested that Club of the Year ideas from the submissions could be disseminated to all clubs. IM said that this would be considered.

Paul Gabel (Sydney Harmony) asked about Youth Development and Recruitment, and what was done, prior to Convention, to market the youth program to local schools. TR advised PG of all of the activities and of the plans for the Sydney Convention. TR added that all clubs will need to contribute to the additional costs.

David Farley (Hills Harmony) asked if there were any plans to bring US coaches for choruses. AH replied that there would be US coaches at the ER Harmony College, to be held at Myuna Bay, NSW, in February 2017.

Andrew Bradley (Adelaide Allsorts) suggested that the word "Convention" be changed to "Festival", as this may result in greater public interest in the events over the 5-day period. AB said that he felt

that “Convention” had connotations of a closed gathering – “secret men’s business”, whereas “Festival” was more inviting.

Dan Bennett (Canberra Chordsmen) asked if there was leadership training for clubs for MD’s, Assistant MD’s, Club Officers, Music Team, etc. IM said there was a COTS programme in BHS and perhaps this could be implemented.

David Brown asked IM:

- Why it was that Minutes of the meetings of Council were not available for perusal by members?;

IM said that many items of a sensitive and/or confidential nature were discussed by Council.

- DB said that the BHA Constitution states that members may have reasonable access to the Minutes;
- DB then read out a letter, wherein he asked if he could be provide with all Minutes from October 2006 to October 2016. He then gave a copy of the letter to KH (attached);
- DB said that he understood the need to keep some parts of the Minutes confidential, and that he would accept that any Minutes supplied may need to be redacted;
- KH said that redacted Minutes could be made available, but that there would be a considerable time-lag, due to the amount of documentation involved;
- DM added to this, stating that he was familiar with this kind of work, due to his employment, and that while it was doable, it would be extremely time-consuming – particularly when one considers that Council is made up entirely of volunteers.

IM advised DB that his request would be considered. (Post Note: The Council subsequently responded to DB in a letter (attached), and DB replied (also attached). Please note the original letter from BHA to David Brown was undated, but has subsequently been dated 6 November 2016 to reflect the date it was sent).

AB asked if it were possible for BHA to become a music publisher in its own right, so as to avoid the issues with copyright.

AH and IM both advised that the cost would be prohibitive, and that the set-up that BHS currently has is better than anywhere else.

Closure

Noting that the time allotted for the Forum was on the verge of expiring, IM asked if there were any more questions.

- Mention was made of World Voice Day ;
- There was a suggestion that a modern song be arranged, and that it be included in the Polecat Book ;

- IM mentioned that 11 April is World Barbershop Quartet Day.
- IF said that communications to “Club-at-Large” members was not the best, and was in need of improvement.

There being no other questions, IM declared the Forum closed at 12.10pm, and thanked all for attending.

Meeting Closed at 12.10pm AEST

The Forum then adjourned for the Farewell Lunch.



Barbershop Harmony Australia
(a division of Australian Association of Men Barbershop Singers Inc)



An affiliate of the Barbershop Harmony Society

37A Nioka Ave.
Point Clare
NSW 2250.
2/10/2016

The Secretary
Australian Association of Men Barbershop Singers Inc.

Dear Sir,

In accordance with my right as a member of the Australian Association of Men Barbershop Singers Inc., as described in the AAMBS Inc. Constitution, Clause 7, I hereby request that you provide me with access to all minutes of Council meetings held between the dates 2 October 2006 and 2 October 2016.

My purpose in exercising this right is:-

- a. to verify that Council has in fact met and properly recorded proceedings of those meetings over the period in question, and
- b. to gain as much insight as is possible from such documents regarding reasoning and timing of decisions made, particularly in regard to
 - (iv) the introduction of Mixed Harmony into Association operations;
 - (v) the confidentiality of the minutes of Council meetings, and
 - (vi) the decision to hold annual national conventions.

I do not anticipate requiring copies of the minutes, but reserve my right to make notes regarding their content.

I respectfully request that you advise me of your decision and the mechanism by which I may have access in a letter signed by the Association office-bearer responsible.

Yours sincerely,



(David J.L. Brown)
AAMBS Inc. Member No. 120, Life Member 10.



ABN 54 083 784 810

ARBN 083 784 810

President

Ian Mulholland

Contact Information:

Mail: 16 Brentwood Avenue
POINT CLARE NSW 2250

Secretary

Kieran Hutton

Phone. 02 4324 1977
Mobile : 0407 267 675

6 November 2016

Mr David Brown
37a Nioka Avenue
POINT CLARE NSW 2250

Dear David,

I write in response to your letter dated 2 October 2016 in which you requested access to all minutes of National Council meetings between the dates 2 October 2006 and 2 October 2016.

In our response, the National Council has taken into careful consideration the new Western Australian Associations Incorporation Act 2015 ("New Act") which came into force on 1 July 2016, and also the current Constitution of AAMBS, which was prepared before the introduction of the New Act, and which must now be compulsorily amended in order to comply with the New Act.

Under the New Act, members have a limited right to access the records of an incorporated association. This covers:

- the right to inspect and copy the register of members (sections 54 and 56);
- the right to inspect and copy the register of office holders (section 58); and
- the right to receive a copy of the Constitution (section 36).

There is, however, nothing in the New Act (or the old 1987 Act, for that matter) that gives members a right to access the minutes of the meetings of the National Council. This is consistent with good corporate governance and the appropriate division of powers between the National Council and members. It is the National Council that is responsible for the management of the Association (see clause 6(a) of the AAMBS Constitution) while members have certain limited rights, including the ability to elect the Councillors, attend meetings of members and amend the Constitution. Management of the Association would include, for example, decisions regarding Mixed Harmony and the holding of annual conventions. In taking these management decisions, the National Council acts, at all times, in accordance with its fiduciary duties, including the obligation to act in good faith in the best interests of the Association.

In the National Council's view, it would be inappropriate for members to be able to review the confidential minutes of each National Council meeting and effectively "second guess" the decisions of their elected board and potentially make public statements in relation to these. If members do not like the direction that the National Council is taking then they, of course, have the right to "hire and fire" the Councillors when they are up for election at the AGM, or even stand for election themselves.

Having said that, we acknowledge that clause 7 of the AAMBS Constitution gives a member the “reasonable right of access and perusal” of AAMBS’ “records and documents”. It is not entirely clear what “records and documents” refers to in this case. Our interpretation is that this relates to the statutory “records and documents” held by AAMBS, which are available for perusal on the Association’s website by all members. Also, it’s important to note that under the Constitution, any access rights must be reasonable.

Your stated purpose to access the National Council minutes for a 10 year period is to:

- verify that the National Council has in fact met and properly recorded proceedings of meetings over the period stated, and
- gain insight into the decisions with regard to the introduction of Mixed Harmony, the confidentiality of National Council meetings, and the holding of annual conventions.

In the view of the National Council it is clearly **not reasonable** to request the National Council meeting minutes for the past 10 years. Further, for the reasons set out above, the National Council believes that it is not reasonable to provide you with access to the National Council minutes at all.

The National Council has nothing to hide. It complies with high standards of corporate governance and maintains confidentiality in its operations. After due consideration, and in the spirit of cooperation and transparency, the National Council is prepared to offer you access for a limited period (to be arranged with myself), to the National Council meeting minutes for the past two years (being from 2 October 2014 to 2 October 2016), which we believe is a reasonable period, on the same basis as National Councillors, which means that you will keep the content of those minutes confidential and you will not make any public statements regarding their content without authorisation from the National Council.

Please indicate your agreement to these conditions below, and I will make contact with you to make arrangements.

Yours in Harmony,

Kieran Hutton
Secretary,
Barbershop Harmony Australia

I, David Brown, agree to the conditions stated above with respect to access to the National Council meeting minutes for the period 2 October 2014 to 2 October 2016, specifically that I will be able to peruse them and make notes, but I will not be able to make any copies whatsoever. Furthermore I will keep the content of the said meeting minutes confidential, and undertake to make no public statements regarding their content without authorisation from the National Council.

Signed _____
David Brown

Date _____



37A Nioka Ave.
Point Clare
NSW 2250.
28/11/2016

The Secretary
Barbershop Harmony Australia
16 Brentwood Avenue
POINT CLARE NSW 2250

Reference A: My letter of 2 October 2015.

Reference B: Your letter (undated) in response to the Reference A.

Dear Kieran,

Thank you and Council for the detailed response to my request (Reference A), and the offer to allow me to view Council meeting minutes of the last two years.

I find that I must however reject your offer, as to accept it would not fulfil two important aims of my request vis. purposes a. and b.(ii) listed in the reference A. To accept may also perhaps imply support of Council's declaration of confidentiality on minutes of council meetings. I maintain the view that Council is, by that declaration, disobeying our Constitution.

I find National Council's statements in support of their decision intriguing. They detail rights of access expressly provided by the governing WA State Act, and seem to be saying that because the Act does not mention members access rights to Council meeting minutes there is no right of access to those minutes. That is, I would suggest, an insupportable argument and please feel free to correct me if my interpretation of Council's statements is not what they intended. The absence of reference to a particular document in the Act most certainly does not mean that a right of access to it does not exist. It does mean the Act has nothing to say on the subject. Such things are left to the Association to specify in its Rules, if it wishes to do so. In fact our Association's Rules do specify that right of access to any Association 'record or document' exists for any member. (AAMBS Constitution Clause 7).

The Reference B discusses the meaning of the term 'document' in our Constitution's Clause 7. To quote: 'It is not entirely clear what "records and documents" refers to...'. The Constitution nor the Act provides any definition of the term 'document'. The term is however defined in the Commonwealth Evidence Act 1995. The term is defined in the Dictionary section:-

'document means any record of information, and includes:

- (a) anything on which there is writing; or
- (b) anything on which there are marks, figures, symbols or perforations having a meaning for persons qualified to interpret them; or
- (c) anything from which sounds, images or writings can be reproduced with or without the aid of anything else; or
- (d) a map, plan, drawing or photograph.'

A similar definition appears in the WA Evidence Act.

In other words, 'document' means precisely what any reasonable person would deduce – a container of information. For any more restrictive meaning to apply, the term would have to be re-defined in the document concerned or in a higher, controlling document. No re-definition of the term 'document' exists in our constitution or in the governing legislation. Thus it is very clear that the right of access to 'association documents' means a right of access to any Association document, which includes minutes of council meetings.

Our constitution does of course contain the qualifying term 'reasonable' in connection with members' right of access. Of course council can declare a request 'unreasonable', which they have done in this instance. However it does seem to be a restriction that is hard to justify. It would, I suggest, be normal practice when a governing body uses such a qualification to provide some explanation as to why the request is 'unreasonable'. After all, what is being requested is a look at some documents that may take a few hours to complete. What could be unreasonable about that?

In the Reference B, you provide views of the council in support of their declaration that Council meeting minutes should be 'confidential'. Of course they are entitled to hold those views. That does not however give council the right to disobey the association's Constitution.

It is of note that State governments in Australia, in their notes of guidance on the way to run an association, express a view quite different to that expressed by the council.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'David Brown', with a long horizontal line extending to the right.

(David Brown)

AAMBS Inc. Member No. 120, Life member 10.