

# **The Orphean Singers**

## **CONSTITUTION**

### **1 Title**

The registered title is “The Orphean Singers”.

### **2 Aims**

The Orphean Singers is a not-for-profit association regulated by the laws of the Republic of Cyprus.

The aims of the Orphean Singers are:

- (i) to provide the members with the means and opportunity to enjoy singing;
- (ii) to perform choral works of all types for the entertainment and enjoyment of others;
- (iii) to raise funds from subscriptions, the performances stated in (ii) above and other related fundraising events in order to support the Orphean Singers and local and international charities.

#### **2A Address and legal representation**

- (i) The Orpheans Singers is based at the Kamares Club, P.O. Box 400, Kamares Avenue, Tala, Paphos, postal address: P.O. Box 400, Paphos 8577, Cyprus.
- (ii) The Orpheans Singers is represented in all matters by its Chairman, duly elected as per paragraph 6, acting in association with other Officers, as required by this Constitution.

### **3 Membership**

#### **A. Types of members**

##### **(i) Full:**

this category applies to all actively participating performers of the Orphean Singers who have paid the full or prorated subscription for the current year;

##### **(ii) Associate:**

this category is for the supporters of the Orphean Singers who offer services other than musical prior to, during and after performances and who have paid the designated Associate Member subscription for the current year;

##### **(iii) Honorary:**

this category is applicable to previous performers and supporters who have retired from actively participating in the Orphean Singers and current participating members and non-singing supporters who are deemed to have provided exceptional service to the Orphean Singers.

## B. Rights and Obligations of Members

(i) All Members have the right to attend rehearsals and General Meetings of the Orphean Singers. General Meetings shall be conducted in accordance with the provisions of paragraphs 8, 9 and 10 of this Constitution, including proposals of items for discussion, quorum and voting rights of Members.

(ii) All Members agree to abide by the terms and conditions of this Constitution and by the decisions of the Committee and Conductor of the Orphean Singers, as approved by the Committee in accordance with paragraph 13.

## C. Resignation and termination of membership

(i) Any Full, Associate or Honorary Member may resign from membership of the Orphean Singers by written notice to the Secretary. Membership will cease seven days after receipt of such notice unless there are any unpaid dues or other payments remaining. In such event, the Secretary shall inform the Member accordingly. If any amount remains outstanding for more than one month after notification thereof to the Member by the Secretary, the Member will lose all voting and other rights under this Constitution but will remain liable to settle all outstanding amounts due to the Orphean Singers including any liabilities that may arise after the date of the original notice.

(ii) Any Member who has not paid the annual subscription within two months of the due date or whose prorated subscription has not been paid within two months from the month in question shall be deemed to have resigned from membership of the Orphean Singers and the provisions of paragraph (i) above as to payment of any outstanding amounts shall apply to such resignation.

(iii) Any Member who has not attended any rehearsals for more than one term and who is not a Full Member for the current year, shall be deemed to have resigned from membership of the Orphean Singers and the provisions of paragraph (i) above as to payment of any outstanding amounts shall apply to such resignation.

(iv) If any Member fails to abide by the terms of membership as set out in paragraph B (ii) above, any other Member may bring this to the attention of the Committee, which shall consider whether it is in the best interests of the Orphean Singers to terminate the ongoing membership of the Member and the terms of any such termination. The decision of the Committee shall be final, unless the matter is referred by the Committee or by Members (of which the Member in question may be one) to an extraordinary General Meeting convened in accordance with paragraph 8(b), in which case the decision of the General Meeting shall be final and without appeal.

## 4 Subscriptions

All Members, except Honorary Members, shall pay an annual subscription due in January at a level to be set at the Annual General Meeting.

Payments may be made annually in advance or on a prorated basis in either half-yearly or monthly instalments.

For new Members joining after March in any year, the subscription for that first period of membership shall be prorated accordingly.

Full Members may be asked to pay additional fees as set by the Committee to cover the provision of music and other ancillary costs. These fees are not refundable.

Associate Members shall pay a reduced rate of subscription to be set at the Annual General Meeting.

Honorary Members shall be entitled to concessionary tickets, for personal use only, to all Orphean Singers concerts.

## **5 Organisation**

A Committee, with responsibilities as stated hereunder, shall be elected at each Annual General Meeting:

- (i) to conduct the affairs of the Orphean Singers by organising regular concert performances;
- (ii) in pursuit of (i) above to invite persons of renowned musical ability to accept the positions of Conductor and Accompanist;
- (iii) to convey to the full membership the choice of musical works to be performed at each concert;
- (iv) to arrange the timing of concert performances and the selection of venues for rehearsals and performances;
- (v) to invite specialist performers, in conjunction with the Conductor, to participate with the Orphean Singers in their concerts;
- (vi) to select local and international charities as beneficiaries from funds raised by the Orphean Singers;
- (vii) to conduct any other business in the interests of the Orphean Singers as may be required from time to time.

## **6 Membership of Committee**

(i) The following positions of the Committee shall be filled by election from the Full and Associate Membership at each Annual General Meeting;

four (4) Officers

Chairman

Deputy Chairman

Treasurer

Secretary

together with not less than three (3) and no more than five (5) General Committee Member positions.

The Conductor of the Orphean Singers to be an ex-officio Member of the Committee.

(ii) Prospective members of the Committee shall be elected from nominees who are paid up Full Members or Associate Members with the proviso that no more than two (2) Associate Members may be elected to serve in any one term.

(iii) Elected Members shall normally hold office for one year or until the next Annual General Meeting when they shall all resign. Subject to (iv) below, immediate past members of the Committee may offer themselves for re-election in competition with nominees.

(iv) Where members have served on the Committee for three (3) consecutive terms in any one office or position they shall automatically stand aside to allow other nominees for that position to participate on the Committee. Only in the absence of other nominees may such long serving members from the previous committee seek re-election to that position. Such long serving Members from the previous committee may offer themselves for election to a different position.

## **7 Co-option on to the Committee**

(i) Where an Officer of the Committee resigns during the term of office, or is prevented, for whatever reason, from discharging their duties for a period of three (3) consecutive months, the Committee shall have powers to designate another Committee Officer or Member to fulfil that office until the next Annual General Meeting.

(ii) Where elected members of the Committee are prevented, for whatever reason, including designation to another office pursuant to (i) above, from discharging their original duties for a period of three (3) consecutive months the Committee shall have powers to co-opt other Members/Associate Members on to it in order to fill the vacancy created. Such co-opted members shall have full voting rights in Committee.

(iii) Where specific and specialist tasks are identified the Committee shall have powers to co-opt Members/Associate Members on to it in order to carry out such tasks. Co-opted members have no voting rights in Committee and will automatically relinquish their co-opted status when their tasks have been completed.

## **8 General Meetings**

### **(i) Annual General Meeting**

An Annual General Meeting (AGM) shall be called no later than the last day of March in each year. The date, time and venue will be decided by the Committee.

Written notice of the proposed AGM shall be sent to all Members, Honorary Members and Associate Members no less than fourteen (14) days before the proposed date for the AGM. Nomination forms for the election of Members to the Committee shall be included with the Notice concerning the AGM. Nomination forms shall be signed by the Nominee, Proposer and Secunder and returned to the Secretary at least seven (7) days before the date set for the AGM. Where the number of nominees exceeds the number of vacancies voting shall be by secret ballot to decide the elected officer.

Motions for inclusion in the Agenda for the AGM shall be submitted to the Secretary seven (7) days before the date set for the AGM. All motions shall be signed by the Proposer and Secunder. Voting on motions related to matters which exclude amendments to the Constitution shall be carried by a simple majority whereas motions to amend the Constitution shall be carried only when three-quarters (75%) of the membership present are in favour.

The Agenda for the AGM shall include the following;

Apologies for absence

Minutes of the previous Annual General Meeting

Chairman's Report

Treasurer's Report and Accounts for the previous year, commencing on 1 January and ending on 31 December of each year..

Subscription and Additional Fees for the coming year.

Election of Committee

Appointment of Auditor/s

Debate on Motions duly notified

(ii) Extraordinary General Meeting

An extraordinary General Meeting (EGM) may be convened by;

either (a) the Committee by giving at least ten (10) days written notice to all Members, Honorary Members and Associate Members of the purpose for such a meeting;

or (b) a written request signed by no less than twelve (12) paid up members (Full, Honorary and/or Associate). The business of such a meeting shall be confined to the motion/s proposed by the signatory Members. In this case the Committee shall convene an Extraordinary General Meeting within twenty eight (28) days of the receipt of the motion/s.

Acceptance of EGM motions shall require three-quarters (75%) of those present to be in favour.

Minutes of each General Meeting shall be prepared by the Secretary and circulated to all Members within one month of the date of the meeting.

## **9 Quorum**

(i) At General Meetings a quorum shall be established when two thirds (2/3) of the paid up Membership is present.

(ii) If a quorum is not present within half an hour from the time appointed for the start of a General Meeting the meeting shall be adjourned to such other time and place as the Committee may determine and the adjourned General Meeting shall be quorate when one third (1/3) of the paid up Membership is present at the time appointed for its start. If a quorum is still not present, the Committee shall be authorised to complete the business of the meeting, subject to ratification at the next General Meeting.

(iii) In Committee a quorum shall be established when the Chairman or Deputy Chairman and any other four (4) Committee Members are present.

## **10 Voting**

Voting at General Meetings shall be on the basis of one vote per Full, Honorary or Associate Member, with the exception of the Chairman whose casting vote shall be exercisable at any meeting (see Section 11 below).

## **11 Duties of Committee Members**

### Chairman

This Officer shall normally preside at all Committee and General Meetings which may be called from time to time. The appointee to this office has full voting rights together with a casting vote as necessary.

### Deputy Chairman

In the absence of the Chairman this Officer shall assume the tasks and duties of the Chairman. The appointee to this office shall have full voting rights together with a casting vote only in the absence of the Chairman.

#### Treasurer

This Officer shall be responsible for the maintenance of proper records for all the financial transactions and shall submit written and audited accounts at each Annual General Meeting. The Treasurer shall ensure that the accounts of the Orphean Singers are audited on an annual basis by a qualified accountant duly registered to operate as such in the Republic of Cyprus.

The appointee to this office shall submit such other reports on the financial matters as the Committee may from time to time require.

Withdrawals from the Orphean Singers bank account shall require the signatures of the Treasurer and any one of the other three Officers.

#### Secretary

This Officer shall ensure that up to date records of the Orphean Singers membership are maintained, prepare agendas for all General and Committee Meetings together with the Minutes and other documentation as appropriate.

Under the guidance of the Committee the Secretary shall conduct all correspondence on behalf of the Orphean Singers with external organisations.

Distribute a report of all relevant information within twenty-one (21) days of each Committee Meeting.

#### General Committee Members

These Members shall assist the Committee in all aspects of its work.

The Treasurer, Secretary and Committee Members have full voting rights in Committee.

### **12 Committee Meetings**

Committee Meetings shall be called as required. The Secretary shall give due notice to Members of the Committee stating the proposed date, time and venue of the Meeting.

Decisions at Committee Meetings shall be taken by consensus unless a vote is requested by any Committee Member, in which case the voting shall be on the basis of one vote per Committee Member, including any Associate Member elected to the Committee, with the exception of the Chairman whose casting vote shall be exercisable at any meeting (see Section 11 above).

### **13 Control of Production**

The ultimate control of any production shall be the responsibility of the Committee. Production content, sequence of performance, selection of soloists/specialist performers however shall be determined by the Committee in consultation with the Conductor.

## **14 Winding-Up**

Where a proposal for winding-up of the affairs of the Orphean Singers is adopted by the method defined in Clause 8 (ii) the General Meeting shall also arrange for the meeting of all liabilities and the disposal of all assets.

Once adopted there shall be no redress from the winding-up procedure as defined by the Constitution.

Accepted by the Annual General Meeting 20th February 1998  
Amended at the Annual General Meeting 26th February 1999  
Amended at the Extraordinary General Meeting 22nd September 2000  
Amended at the Extraordinary General Meeting 19th April 2002  
Amended at the Extraordinary General Meeting 5th September 2003  
Amended at the Annual General Meeting 5th September 2003  
Amended at the Annual General Meeting 28th September 2012  
Amended at the Extraordinary General Meeting 19th May 2014  
Amended at the Annual General Meeting 26th September 2014  
Amended at the Annual General Meeting 25th September 2015  
Amended at the Annual General Meeting 23rd September 2016  
Amended at the Annual General Meeting 25 May 2018