

IFCM Membership Policy Document (short: Policy Document)

Approved by IFCM General Assembly on 29/7/2019
with amendments decided in 2022

This document was created in 2019 when the new IFCM Bylaws were approved and submitted. It combines contents from the former IFCM Statutes and Bylaws about issues that are not regulated in the new Bylaws.

The numbering in the document is based on the article numbers in the new IFCM Bylaws to allow easier cross-referencing. It can therefore happen that there is no text under some numbers.

The IFCM Membership Policy Document is a document voted by the IFCM membership that defines the internal rules and procedures of the association in as far as they are not regulated by the official Bylaws registered in Oklahoma.

If this IFCM Membership Policy Document is inconsistent with the IFCM Bylaws or Oklahoma Law, the IFCM Bylaws or Oklahoma Law, respectively, shall govern.



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volunteers connecting our choral world

PREAMBLE

In order to advance the art of choral music throughout the world, the following organizations:

- Japan Choral Association
- American Choral Directors Association
- Arbeitsgemeinschaft Europäische Chorverbände
- Asociación Interamericana de Directores de Coros
- Europa Cantat, Fédération Européenne des Jeunes Chorales
- Nordiska Körkommittén-Samnam-Nordisk Korforum (NKF)
- A Coeur Joie International

joined together, as founding organizations, to invite all other members of the International Choral Community to take part in the creation of an international organization at Namur, Belgium, on 8-10 August 1982. They adopted the following statutes.

Present Founding Organizations, still existing and members of IFCM in 2019 are:

- American Choral Directors Association
- Japan Choral Association
- A Coeur Joie International
- Nordisk Korforum
- European Choral Association - Europa Cantat

Article 1: Introduction

1.1 Name/Abbreviation

The official abbreviation for the International Federation for Choral Music shall be IFCM

1.2: Purposes:

“The core purposes of the association are described in article 1.2 of the Bylaws. Further purposes of IFCM as non-profit organization are:

- to strengthen and promote choral music internationally and to carry out the mission of the organization, as it is stated in these statutes. IFCM is also entitled to arrange and / or promote economical projects to finance the activities of the organization and to fulfill the purposes of the organization.

1. The purposes and objectives for which IFCM was established are:

- a. To give every citizen in the world the fullest possible access to choral music as an art form;
- b. To help preserve choral traditions and cultural diversity;
- c. To foster development in choral music worldwide;
- d. To act as the worldwide reference organization for choral music and its development.

2. IFCM acts on the basis of democracy in decision-making and is committed to artistic and educational excellence, while respecting identity and diversity.

Further to what is described in article 1.2 of the Bylaws, IFCM's core missions are:

- a. To be the worldwide facilitator of the development of choral music as an art form;
- b. To be the worldwide advocate of choral music;
- e. To encourage and support research activity in the field of choral music;
- f. To foster the mentorship and development of skilled and capable choral directors, choristers, composers, pedagogues and administrators;

1.3: Tax-related issues

The Tax exempt status of IFCM and the tax year are fixed in the Bylaws, articles 1.3 and 1.4.

1.5 Location and Language

IFCM is legally incorporated in Lawton, Oklahoma, USA. The legal requirements concerning the seat and offices are fixed in the Bylaws, article 1.5. The Board of IFCM may choose additional offices, including regional offices.

In 2018 IFCM has the following offices:

- registered office in Oklahoma, c/o The American Choral Directors Association (ACDA), 545 Couch Drive, Oklahoma City OK 73102-2207, USA
- principal office in Lisbon, Portugal, Rua de Buenos Aires 39, 1200-623 Lisboa, Portugal
- office in Austin, USA, from where the office manager is working
- Regional offices of IFCM in different regions of the world:
 - * North-American Office at the seat of ACDA in Oklahoma City
 - * Latin-American Office at the seat of Voce in Tempore AC in Mexico City
 - * European Office at the seat of the European Choral Association – Europa Cantat in Bonn, Germany
 - * Asian-Pacific office at the seat of the Asia Pacific Choral Development Foundation in Macao
 - * African Office at the seat of the African Confederation of Choral Music in Libreville, Gabon

The working language of IFCM is English.

Article 2 Membership issues

2.1 Types of members

The basic types of voting members are listed in the Bylaws in article 2.1.

The definitions of those eligible for membership in IFCM are:

1. International associations can be choir associations or conductors' associations operating in more than one country.
2. National or regional associations can be choir or conductors' associations whose area of operation is limited to the borders of a country (according to the UN) or to an autonomous or non-autonomous cultural region within a country.
3. Other, small organizations include local organizations or institutions related to/Promoting choral music, including non-profit organizers of choral festivals and competitions, universities etc. whose area of operations is limited to the borders of a local district or city.
4. All types of choirs, vocal ensembles
5. All individuals who wish to further the objectives of IFCM

Non-voting members shall be:

6. Any business associated with music and related to the choral field, including for-profit organizers of choral festivals and competitions.

7. Honorary members

The Board shall have the right to nominate persons who have been important for the history of the association "Honorary members". Any member can suggest such persons to the Board. Honorary members shall not have to pay dues and shall have no voting rights.

Members of founding members are considered "associates of IFCM" and do not have voting rights, the right to pay a reduced participation fee or the right to use the IFCM logo

Article 2.2 Voting Rights

The voting rights of the different membership categories are defined in the Bylaws, in article 2.2

The country to which a member from categories 3 to 5 belongs shall be determined by the country:

- for associations where their headquarters are based
- for individuals the country of permanent residence.

In unclear cases the official supervising representative of the Governance Committee or Governance advisor has the final decision.

This is especially relevant for to the right of being elected.

The General Assembly shall make its decision by simple majority of the votes, unless otherwise specified in the bylaws or the IFCM Membership Policy Document.

The decisions based on votes, are supervised by the official supervising representative of the Governance Committee or the Governance advisor(s)

Article 2.3 Dues

The Membership may pay dues either electronically or by check, or only in exceptional cases, to be approved by the treasurer or a leading staff member, cash (with members receiving an acknowledgement receipt). In the case of bank transfers banking fees have to be covered by the paying member.

Membership Dues in IFCM differ according to the HDI level of the country a member comes from, and for national and regional organizations the size of the association. See IFCM Website for details.

The country according to which a member has to pay its dues will be:

- for associations the country where their headquarters are based
- for individuals the country of permanent residence.

In unclear cases the treasurer has the final decision.

Dues are published in US Dollars but can be paid in US dollars or Euros. The amount in Euros will be recalculated once a year, before the invoices are sent out.

Failure to remit annual payment during the membership renewal period will result in discontinuation of membership.

New members applying between January and July shall pay the full amount of annual membership dues; new members applying between August and December shall pay 50% of annual membership dues.

Article 2.4

Membership Duties and Rights

Each member (except non-voting members) shall be entitled to the following membership rights as long as they comply with the membership duties as described in the Bylaws, article 2.4-1 and 2.

They shall be entitled to:

- vote (see Bylaws, article 2.2)
- elect the President and the Board
(see Bylaws, article 2.4-3)

In addition to the rights as listed in the Bylaws in article 2.3 – 4, the members shall have the right to

- a. be elected as Director
- b. hold an office
- c. approve of all changes in the Bylaws that are not of an editorial character, or needed to comply with US law and cannot wait until the next General Assembly
- d. approve at every General Assembly of changes made in this Policy Document (the Board having the right to make changes between General Assemblies if needed)
- e. approve activity and financial reports
- f. approve the strategy and programs for future activities
- g. approve the budget
- h. approve of membership dues suggested by the Board

Upon compliance with registration requirements, members shall have the right to be admitted to all events that are organized and/or sponsored by IFCM

Membership benefits include

- *Discounts in participation fees for certain events of IFCM*
- *Discounts in advertising fees for some types of members*
- *Other benefits per membership category shown in a detailed table available on the IFCM Website*

Further benefits will be developed.

2.5 Membership Application Requirements

The following application requirements must be met for individuals to become Members of the IFCM:

1. An individual must file an Application for Membership online or in writing.
2. All individuals who apply for Membership consent to notice for meetings and other events via email or other electronic communication.

The following application requirements must be met for **all non-individual members** to become Members of the IFCM:

3. A legal representative of the choir / association / institution / must file an Application for Membership online or in writing.
4. All those who apply for Membership consent to notice for meetings and other events via email or other electronic communication.
5. Applications will be reviewed by the Board (international and national associations, non-voting members) or a staff member (local associations, choirs and individuals), see Bylaws article 2.1.
6. Any application of an individual, choir or local association that has been rejected has a right to appeal in writing to the Board within sixty (60) days of a rejection notification. The decision of the Board will be final, and no further adjudication process will take place.

Any application of an association / institution / business that has been rejected by the Board has a right to appeal to the General Assembly within sixty (60) days of a rejection notification. The decision of the General Assembly will be final.

Article 3 Organs and Meetings

The organs of IFCM shall be:

- a. The General Assembly. (GA)
- b. The Board of Directors. (Board)
- c. The Executive Committee. (ExCom)

3.1 Meetings

3.1.1 General Assembly

The General Assembly of IFCM is comprised of the full membership in good standing in as far as they can participate. Individual members may attend personally. Each organizational and institutional member shall designate an official representative.

The General Assembly shall meet at least once within a period of three years in ordinary session.

(For notice see point 3.3 in bylaws)

The election of the IFCM Board members will take place every three (3) years.

All members present shall have the right to take part in discussions. All present delegates with voting rights shall have the right to propose and second resolutions.

3.4 Voting procedure / Elections

1. The Governance Committee or governance advisor(s) shall be responsible for organizing and supervising the election process. The Governance Committee Chairperson or governance advisor(s) shall supervise the election procedure. A call for candidates for the Board and the President shall be launched at least six months prior to the elections. All candidates must be presented and recommended. Candidates for President should present his/her résumé or curriculum vitae along with his/her vision for IFCM.

All candidates must be proposed and presented at the latest 90 days before the General Assembly.

2. The Governance Committee or governance advisor(s) shall report the results of the elections to the membership present at the General Assembly, and later through the minutes of the meeting.

3. Even though the legal requirement is to keep ballots for one year, as described in article 3.4, point 9 of the Bylaws, it is suggested to keep ballots of Board elections for a minimum of 3 years, until after the next election.

4. Election results shall be available through the usual communication channels of IFCM, including its Website. They shall also have to be reported to the IRS in the state of Oklahoma where IFCM is registered.

Article 4.2

A Board shall be created according to the Bylaws article 4.2 in an election effected by the General Assembly and supervised by the official representative of the Governance Committee or the Governance Advisor(s).

If the Board elected by the General Assembly shows an imbalance between artistic and operational competence, the President may suggest the co-option of up to three (3) members to the Board from outside the Board according to the Bylaws Article 4.2 – 4.

In order to ensure a fair geographical representation at least one elected Board member shall represent each of the following regions of the world.

1. North America
2. Latin America and Caribbean
3. Sub-Saharan Africa
4. Middle East and North Africa
5. Northern & Western Europe and Israel
6. Central-Eastern & South-Eastern Europe
7. Asia (Central, East and South)
8. Oceania (Australia, New Zealand, South Pacific)

Article 4.3 Powers and Duties

In addition to the Powers and Duties listed in Article 4.2 of the Bylaws, responsibilities of Board members are to:

- a. Attend Board meetings and actively participate in informed decision making;
- b. Serve in at least one Project if possible;
- c. Sit on minimum one committee;
- d. Assist in IFCM booths and exposition areas;
- e. Help identify and recruit prospective new choral organizations or donors;
- f. Share their area of expertise with other board members and staff;
- g. Read and respond to correspondence when requested;
- h. Monitor his/her regional choral area.

4.6. Term of Office

Terms as defined in article 4.6 of the Bylaws refer to both elected and co-opted Board members. The limit on the term of office as described there does not apply to the representative of founding members. In case a Board member has served one or several terms as representative of a founding member and then stands for election or is co-opted, the terms they served in this function shall not be counted as terms.

In the case of co-optations, if the co-opted Board member does not replace a Director mid-term, the term in which they were co-opted shall be considered a full term, even if the co-optation was not done immediately after the Board elections.

4.7 Removal or Resignation

Removal and Resignation of Board members is regulated in the Bylaws, article 4.7.

When through force of circumstance the General Assembly is unable to meet, and elections were foreseen at the General Assembly, the board shall call for an electronic voting for elections and remain in office until the end of these elections.

If a Board member severely damages the organization by his / her behavior and / or actions, the Board can, based on a proposal by the Executive Committee, decide to propose to the General Assembly to remove the member.

Officers (= Excom) may be suspended from office at any time by a two-thirds (2/3) majority vote of the Board.

Article 5 Board meetings

5.1 Meetings

The number of Board meetings is regulated in the Bylaws, section 5.1.

At least one of the two meetings shall be a physical meeting if possible, the 2nd meeting can be online / digital / using electronic means in case of lack of funding.

A physical meeting should last at least 2 full days.

In the year of a General Assembly, one of the Board meetings shall be organised in conjunction with the General Assembly and may be shorter due to practical circumstances.

Whenever an officer or a member of the staff causes expenses to the Federation while operating his / her office, he/she has to get approval from the Executive Board or a staff member about being refunded for expenses made before making arrangements.

For travels refunded, the expected expenses have to be submitted to the treasurer (directly or through a staff member) for approval.

Article 5.5 Voting

The members of the Board shall have one vote each as defined in the Bylaws article 5.5. In case of a tie, the vote of the individual chairing the meeting shall be decisive.

The Board takes its decisions by simple majority of the votes, unless otherwise specified in these bylaws.

Even though the legal requirement is to keep ballots for one year, as described in article 5.7, point 8 of the Bylaws, it is suggested to keep ballots of Board elections for a minimum of 3 years, until after the next Board election.

Article 6 Officers / Executive Committee

The Officers of IFCM as described in article 6 of the Bylaws shall constitute the Executive Committee (see article 7).

6.1 Officers

The Executive Committee shall be chosen from among all Board members (founding members, elected members and members appointed from outside the Board).

Of the 5 Vice-Presidents:

- three (3) shall have artistic experience
- two (2) shall have administrative experience
- among these one shall have the role of Secretary

The Treasurer shall have administrative and financial experience.

The maximum number of Executive Committee members shall not exceed six (6) members plus the President. One or two members of the Executive Committee, to be decided after the election, shall be responsible for staff issues (checking task descriptions, making appraisals, supporting the staff and mediating in case of conflicts between the board and the staff).

6.5 President

In addition to the tasks described in article 6.5 of the Bylaws, the President:

- a. Shall represent IFCM on all occasions;
- b. Shall sign agreements or contracts for and on behalf of IFCM on matters of a daily or general operational nature which have been approved by the Executive Committee or by the full Board;
- c. May delegate certain functions to any other member of the Executive Committee or the Board.

6.6 Vice-Presidents

In the absence of a Secretary General and/or Executive Director, as long as IFCM does not have such an employee, one of the Vice-Presidents and/or the Secretary shall be designated to oversee all administrative and governance issues (see article 6.7 of the Bylaws).

6.8 Treasurer

After the election of a new treasurer, the outgoing treasurer shall support the newly elected treasurer in preparing the Final Accounts of the year in which the new treasurer was elected. All bookkeeping must be done in English. The treasurer shall keep the books and financial documents in an online system and archive and they shall be accessible by the Executive Board and members of the staff in order to ensure transparency.

A report and information about the finances shall be prepared by the Treasurer to every Executive Committee meeting and to every Board meeting.

In the year of the General Assembly, the annual financial statements with balances shall be presented by the Treasurer to the Executive Committee and to the Board in time to be examined before the documents are sent to the membership in preparation of the General Assembly.

The Treasurer shall prepare a one-year working budget in the beginning of every new fiscal year, present the budget to the Executive Committee and to the Board. In the year of the General Assembly these documents shall be presented to the Board in time to be examined and possibly revised before the documents are sent to the membership in preparation of the General Assembly.

When it appears, based on significant reasons and it is administratively possible, a two-year working budget can be prepared by the Treasurer, though an annual budget needs to be approved additionally.

The treasurer is responsible, together with the main staff, to make sure the Financial Policy Paper approved by the Executive Committee will be followed by the Board and staff.

Article 7 Executive Committee

7.1. Creation

Even though the Bylaws foresee that the Board may create and dissolve an Executive Committee at any meeting, the Executive Committee shall normally be created after the Board elections immediately following the electing General Assembly.

The Executive Committee reports to the Board about important decisions taken. The Executive Committee is approved for a 3-year term and renewable upon decision by the President.

For details see Article 6.4 in the Bylaws

7.3 Duties

In addition to the duties described in article 7.3 of the bylaws, the Executive Committee shall make all financial decisions within the frame of the approved annual budget and inform about such of notable status to the Board in accordance with the statutes;

The Executive Committee shall decide on projects and activities within the definitions approved by the board of Directors within the frame of the approved annual budget.

The Executive Committee shall under all circumstances be committed to work effectively for the best of the Federation, in accordance with the regulations stated in the Bylaws.

7.6. Meetings

The Executive Committee shall meet as often as necessary, but not less frequently than every six months.

Urgent matters for the IFCM may be dealt with and decided upon by means of electronic devices.

The President shall notify all Board members of the meeting of the ExCom.

The agenda for Executive Committee meetings shall be emailed to all Board members in advance before each Executive Committee meeting, so that Board members may contribute with possible questions and comments on specific items on the agenda.

Executive Committee minutes shall be emailed to all Board members within 30 days of any such committee meeting. Members of the Board may respond within 10 days from the mailing of the minutes and ask for possible specifications to certain points in the minutes. Such requests are to be addressed to the whole Executive Committee.

In absence of objections, all actions undertaken by the Executive Committee shall be deemed accepted by the Board 10 days after the date of emailing.

The Executive Committee shall keep the IFCM Board up-to-date about general planning, projects, activities and other actions as effectively as possible.

The every day work and responsibility among the members of the Executive Committee is agreed upon between the Executive Committee members and updated in the Executive committee when needed.

ARTICLE 8: COMMITTEES-governance issues

The Board shall have the power to set up different committees. The Governance Committee is a standing committee (Bylaws 8.1).

In absence of such a committee the Executive Board may act as governance committee and may delegate the duties listed below to the Secretary General and/or Executive Director, other staff members and individual advisors such as one or several governance advisors.

If the Board sets up a Governance Committee, as recommended in the Bylaws at the beginning of Article 8, the rules as stated in Articles 8.1 and 9.1 of the Bylaws have to be respected.

8.1 Governance matters

In absence of a governance committee (recommended by the Bylaws), the Executive Committee may appoint one or several governance advisors. In this case, the Executive Committee shall make sure that all tasks listed under Article 8.1 in the Bylaws are distributed to Officers and/or staff members and/or the governance advisor(s).

In addition to the duties listed in Article 8.1 in the Bylaws, governance matters also include checking suggested amendments of the Bylaws and Policy Document.

All members of the Board as well as all employees shall acknowledge the Governance Policy Paper approved by the Executive Committee and shall sign all documents referred to in this Policy Paper.

Article 9 Other Committees

Article 9.1 Committees

The Executive Committee shall manage Committees, including

- a. Appointing Committee members and the chairpersons. These appointments will be approved by the Board, either by email or during the next Board meeting;
- b. Defining the program and budget of the committees;
- c. The Chairperson of a Committee shall be responsible for carrying out the program, assigned to the Committee by the Executive Committee. He / She sets up the budget for the Committee and presents it to the Treasurer. Upon approval by the Treasurer the Chair of the Committee is responsible for the control of the available resources of the Committee. He/she shall report annually to the Executive Committee who will inform the Board upon receipt of the report; The Chair and/or the members of a Committee or the whole Committee may be removed from office at any time by a simple majority vote of the Executive Committee. The Executive Committee shall submit these decisions to the approval of the Board by email or during the next Board meeting.
- d. The members of a Committee are appointed for a mandate of maximum 3 years, until the next Board elections, renewable one time. For all other issues article 8 of the Bylaws has to be respected.

Article 9.2 Committee Meetings

Committees shall meet whenever necessary, in accordance with their available resources. To avoid extra costs a Committee meeting whenever possible should be linked to other IFCM meetings.

9.3 Appointments, Awards and Recognitions

In addition to the possibility of setting up an Advisory Committee as regulated in Article 9.3 of the Bylaws, as well as appointing a governance committee and/or governance advisors, as regulated in articles 8.1 and 8.2 of this Policy Document, further advisors, honorary members, and IFCM ambassadors can be appointed by the Board upon recommendation of the Executive Committee when it is deemed important and appropriate.

1. The Past President acts as an Advisor in the first year following his/her Presidency.
2. Honorary members are persons who have played an important role in the history of the association and shall be honored. They shall thus have the possibility to stay connected with the association.
Any member can suggest an honorary member, the decision about nominating them will be taken by the Board upon recommendation of the Executive Committee.
3. 3. In addition members may suggest offering an IFCM Lifetime Achievement Award to persons who have contributed to the choral world with their lifelong work and devotion and/or have played a role in the history of the association. The decision about the IFCM Lifetime Achievement Awards shall be taken by the Board upon recommendation of the Executive Committee.
4. 4. When a choral personality who contributed to the choral world in an exceptional way and/or played an important role in the history of the association passed away, an IFCM Posthumous Lifetime Achievement Recognition can be suggested by any member. The decision about the IFCM Posthumous Achievement Recognitions shall be taken by the Board upon recommendation of the Executive Committee.
5. 5. All personalities being honored by one of the titles under numbers 2, 3 or 4 shall be listed on the IFCM Website."

Article 10 –Secretary General and/or Executive Director

The Board shall strive to secure the funding to make it possible to employ a Secretary General and/or Executive Director to run the daily business of IFCM. These employees cannot be members of the Board.

The Executive Committee shall suggest to the Board if and when a Secretary General and/or Executive Director shall be employed, in line with the budgetary possibilities.

The Secretary General and/or Executive Director shall be chosen by the Executive Committee on the basis of an open call for applications.

10.2 Duties

Details on the duties and responsibilities of all staff members shall be determined in a contract of employment with an attached task description

Article 11 Amendments

Except the changes which can be done by the Board of Directors according to the Bylaws (changes of an editorial character, needed to comply with US law or that cannot wait until the next General Assembly), all changes in the Bylaws, especially the ones impacting the voting rights of the membership, shall be voted by the General Assembly

All planned amendments to the Bylaws have to be posted on the Website and sent to the membership at least 30 days before the General Assembly at which they shall be voted on.

After the decision taken by the General Assembly, the amended Bylaws shall be published on the Website. They shall also have to be reported to the IRS in the state of Oklahoma where IFCM is registered.

Amendments to this Policy Document shall be suggested by the Board and approved by the General Assembly. They do not need to be registered with the IRS.

Article 11.2

The new Bylaws (registered with the IRS in the State of Oklahoma) and this new Policy Document, approved by the General Assembly on July 29th 2019 shall replace all previous versions of IFCM Statutes and Bylaws.

Cases in which this Policy Document or earlier versions of the Statutes and Bylaws contradict the current Bylaws, the Bylaws shall govern (see Article 10.2 in the Bylaws).

Article 12 Financial matters / audits

Article 12.1 Financial resources

1. The financial resources of IFCM shall be derived from:
 - a. Commissions and fees from projects and activities;
 - b. Grants by international organizations, governments or public bodies;
 - c. Legacies, contributions or grants from private bodies or persons;
 - d. Subvention and sponsoring;
 - e. Membership dues

Article 12.2 Auditors

The General Assembly shall appoint one or two internal auditors to make fiscal and activity audits of the organization on behalf of the membership. These internal auditors shall not be current members of the Board.

The responsibilities of these auditors shall be:

- a. To examine fiscal reports and information about balances of the books;
- b. To check the legitimate use of the resources of the Federation;
- c. To check that resources have been used in agreement with the regulations of the federation;
- d. To give a report of such audits to the Board and the ExCom;
- e. The Treasurer and the staff will serve with requested information from the books for such audits

The auditors shall not receive a fee. Their expenses for travelling, accommodation and meals in relation to the audits and the presentation of the audit results shall be refunded by IFCM according to the usual rules for the refunding of expenses.

The official annual fiscal audit is performed by a professional, external, independent auditing company suggested by the Treasurer and approved by the Executive Committee.

The report given by the auditing company shall be in English and presented to the Board at the first Board meeting after the audit was performed. It shall then be presented to the next General Assembly by the Treasurer.

Article 13

Duration, Dissolution

1. As stated in the Certificate of incorporation, no term is set to the life of IFCM.
2. The General Assembly may decide on the dissolution of IFCM by a two-thirds majority of the votes.

If no decision has been reached, an extraordinary session of the General Assembly may be summoned, which may decide on dissolution by a simple majority of the votes.

3. In the event of dissolution, the assets of IFCM shall devolve in accordance with the decision of the

General Assembly, to one or more international or national organizations having similar purposes, based on the regulations formulated in the Certificate of Incorporation

This new Policy Document of the International Federation for Choral Music was adopted

this 22nd day of November, 2022



Emily Kuo, President



Ki Adams, Secretary



Sonja Greiner, Governance advisor