



*Royal Caledonian Society
of South Australia
Incorporated*

Constitution and By-laws

As at 9th October 2014

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*The Royal Caledonian Society of
South Australia Incorporated*

CONSTITUTION

As at 9th October 2014

1. NAME

1.1. The name of the Association is the "Royal Caledonian Society of South Australia Incorporated" (hereinafter referred to as "the Society").

2. DEFINITIONS

2.1. In this Constitution, unless the contrary intention appears:

"Associate Member" includes Life Associate member;

"Ballot" means a secret vote using either slips of paper or balls of different colour;

"Corporate member" includes Scottish Corporate Life member, Corporate Life member, Honorary Scottish Corporate Life member, and Honorary Corporate Life member unless the context requires otherwise;

"Ex officio" means "from office"; by virtue of the office; without any other warrant or appointment than that resulting from the holding of a particular office". Powers may be exercised by an officer that are not specifically conferred on the officer, but are necessarily implied in his or her office; these are ex officio. A person who is an ex officio member of a committee or subcommittee has all the powers and duties of any and every other member of that committee or sub-committee;

"Kindred Society" means a society or organisation accepted by the Council as having objects and activities similar to all or some of those of the Society.

"Meeting" means a coming together of persons, an assembly;

"member" means a member of the Society irrespective of membership category;

"music" includes but is not limited to Scottish music;

"Scottish descent" means a person who has a progenitor who was born in Scotland;

"Scottish music" means music which is accepted by the members of the Society as Scottish music;

"the Act" means the Associations Incorporations Act 1985 as amended from time to time or an Act substituted for that Act;

"the Regulations"

"the Council" means the Council of the Society";

"this Constitution" means the Constitution of the Society as amended from time to time.

3. OBJECTS

- 3.1. The objects of the Society shall be the encouragement of music generally including but not limited to:
- 3.1.1. training, teaching, performing, displaying, providing information, judging and critiquing Scottish music, whether or not accompanied by dancing, piping or drumming;
 - 3.1.2. encouraging the practice of and proficiency of the traditional Scottish acts of piping and drumming;
 - 3.1.3. fostering and encouraging affiliation with kindred societies throughout South Australia, Australia and internationally;
 - 3.1.4. any activity which assists in the advancement and enhancement of the foregoing objects.

4. POWERS

- 4.1. The Society shall have all the powers conferred by Section 2.5 of the Act namely that the Society may, subject to the Act and the Constitution:
- 4.1.1. acquire, hold, deal with and dispose of any real or personal property;
 - 4.1.2. administer any property on trust;
 - 4.1.3. open and operate an account or accounts in each or any financial institution established for the safekeeping of money, including but not limited to banks, credit unions, building societies etc;
 - 4.1.4. invest its moneys in any security in which trust moneys may, by Act of Parliament, be invested, or in any other manner authorised for the time being by this Constitution;
 - 4.1.5. borrow money upon such terms and conditions as the Society thinks fit;
 - 4.1.6. give such security for the discharge of liabilities incurred by the Society as the Society thinks fit;
 - 4.1.7. appoint agents to transact any business of the Society on its behalf;
 - 4.1.8. enter into any other contract the Society considers necessary or desirable, provided however, that the Society shall neither borrow money nor give any security for the discharge of any liability without a specific resolution of the members in General Meeting in each case; and
 - 4.1.9. to apply for and hold such licence or licences (including licences under the Licensing Act 1985 as amended) as may be necessary or expedient for carrying out all or any of the Society's activities.

5. MEMBERSHIP

5.1. Categories of Membership

5.1.1. There shall be the following categories of membership, with eligibility for each category as specified:

5.1.1.1. Scottish Corporate member

Any person born in Scotland or of Scottish descent who has attained the age of eighteen (18) years;

5.1.1.2. Corporate member

Any person interested in the Objects of the Society, who wishes to take part in the management of the Society and who has attained the age of eighteen (18) years;

5.1.1.3. Associate member

Any person interested in the Objects of the Society who has attained the age of eighteen (18) years but does not wish to take part in the management of the Society;

5.1.1.4. Junior member

Any person under the age of eighteen (18) years of age on 1 July of the financial year to which the subscription applies;

5.1.1.5. Life Corporate member

5.1.1.5.1. Scottish Corporate Life member

Subject to sub-clauses 5.1.1.1 and 5.2.2 of this Constitution, a person who makes a payment of one sum equal to twenty (20) times the then current Scottish Corporate membership subscription;

5.1.1.5.2. Corporate Life member

Subject to sub-clauses 5.1.1.2 and 5.2.2. of this Constitution, a person who makes a payment of one sum equal to twenty times the current Associate membership subscription;

5.1.1.6. Life Associate member

Subject to sub-clause 5.2.2 of this Constitution, a person who makes a payment of one sum equal to twenty times the current Associate membership subscription;

5.1.1.7. Honorary Membership for Life

5.1.1.7.1. Honorary Scottish Life Member

Either:

A Scottish Corporate member who has rendered distinguished service to the Society or to the public, and has been so elected by the Society pursuant to this Constitution;

Or

A past Chief who shall become an Honorary Scottish Life Member ex officio pursuant to sub-clause 5.2.3.1 of this Constitution;

5.1.1.7.2. Honorary Corporate Life Member

A Corporate member who has rendered distinguished service to the Society or to the public, and has been so elected by the Society pursuant to this Constitution;

5.1.1.8. Honorary Membership

Council may, in its discretion, confer Honorary Membership upon any person, not a member of the Society, in token of services rendered to the Society. Honorary Members shall not be liable for any financial contribution to the Society, but subject to sub-clause 5.2.4.1 will receive all benefits of membership. Council shall review annually the continuation of Honorary Membership conferred on any individual;

- 5.1.2. It is to be expected that each person who seeks to become or to remain a member of the Society will exhibit a general desire to promote the interests of the Society and to further the Society's pursuit of its Objects.

5.2. Admission of Members

5.2.1. General

- 5.2.1.1. Candidates for membership shall apply in writing on a nomination form prescribed from time to time by the Council and shall be proposed by one Corporate member and seconded by another Corporate member.
- 5.2.1.2. After a duly completed nomination form has been lodged with the Society, together with the prescribed subscription, the Council may, by a majority of not less than two thirds (2/3rds) of the members present, elect the candidate to the category of membership requested or to an alternative appropriate category, should the criteria for the applicant's selected category not be satisfied.

5.2.2. Life membership

- 5.2.3. An applicant for life membership under either sub-clause 5.1.1.5 or 5.1.1.6 of this Constitution who is a member and who has paid no fewer than fifteen (15) consecutive annual subscriptions, including the subscription for the current year, may be admitted to Life membership of the Society for one half (1/2) of the sum otherwise payable.

5.2.4. Honorary Life members

- 5.2.4.1. There shall be no more than twenty (20) Honorary Life members at any one time, provided however, that this restriction shall not exclude a retiring Chief from becoming an Honorary Life member ex officio;
- 5.2.4.2. Except in the case of a retiring Chief who shall be an Honorary Life member ex officio, it shall be left to the good sense of the Council to determine whether the service to the Society or to the public of the proposed Honorary Life member (who must be a Corporate member of the Society) has been sufficiently distinguished to

warrant the bestowal of the Society's honour;

5.2.4.3. Except in the case of a retiring Chief, where Council's recommendation is for a current member of Council to be elevated to Honorary Life membership, the recommendation shall be submitted to a General Meeting of the Society and shall be confirmed by a majority of not less than two thirds (2/3rds) of the members of the Society, eligible and voting at that General Meeting.

5.2.5. Rights and Privileges of members

5.2.5.1. Notwithstanding sub-clause 5.1.1.8, eligibility to vote at a General Meeting shall be restricted to financial Corporate members and Honorary Life members;

5.2.5.2. All members of the Society, whether or not eligible to vote and whether or not of the age of at least eighteen (18) years shall be eligible to attend General Meetings of members;

5.2.5.3. Subject to sub-clause 11.1.2 but with the exception of the Office of Chief and Chieftain, all of which Offices shall be restricted to Scottish Corporate members or Honorary Life members who have been Scottish Corporate members eligibility to hold Office in the Society shall be open to those who have been members for at least one year and are Honorary Life members, and/or Corporate members;

5.2.5.4. Any person who has ceased to be a member of the Society other than by expulsion, may, upon application, be re-enrolled as a member upon the unanimous decision of Council and upon such terms as Council thinks fit;

5.2.6. The Council's determination of eligibility of each candidate for election to membership or, except as provided in sub-clause 5.2.3.3 of this Constitution, for a change in category or membership shall be final.

6. SUBSCRIPTIONS

6.1. The annual subscription of members of each membership category shall be determined by the Council in the month of May each year, and shall apply from the first (1st) day of July immediately following that determination until the thirtieth (30th) day of June next following;

6.2. Subscriptions shall be due and payable on the first (1st) day of July each year and, if not paid by the thirty first (31st) day of December next following, membership shall automatically cease, provided that, at least one (1) calendar month's notice shall be given to the member before such automatic cessation of membership and, provided also that, the Council may reinstate the member on such terms as the Council shall think fit;

6.3. Notwithstanding sub-clause 6.1, any person who applies for membership of the Society between the first (1st) day of January and the thirtieth (30) day of June in any financial year shall be liable for only one half (1/2) the applicable rate of subscription, which amount shall be paid before any application for membership is considered by Council.

7. RESIGNATION

A member may resign from the Society by giving notice thereof to the Secretary of the Society, but shall remain liable for any subscription or other obligations incurred and outstanding at the time of the giving of such notice.

8. EXPULSION OF A MEMBER

- 8.1. Subject to giving a member an opportunity to be heard or to make a written submission, the Council may resolve to expel a member upon a charge of conduct detrimental to the interests of the Society;
- 8.2. Notice of the particulars of the charge shall be communicated to the member at least one (1) calendar month before the meeting of the Council at which the matter will be determined;
- 8.3. Notice of the particulars of the charge shall be communicated to the member at least one (1) calendar month before the meeting of the Council at which the matter will be determined;
- 8.4. It shall be open to a member to appeal to the Society in General Meeting against expulsion. Notice of the intention to appeal shall be communicated to the Secretary of the Society within fourteen (14) days after the determination of the Council has been received by the member;
- 8.5. In the event of an appeal under sub-clause 8.4 of this Constitution, the appellant's membership of the Society shall not be terminated unless the determination of the Council to expel the member is upheld by the members of the Society in General Meeting after the appellant has been heard. In such event, membership will be terminated as at the date of the General Meeting at which the determination of the Council is upheld.

9. GENERAL MEETINGS

- 9.1. For the purpose of this Clause 9, "financial Corporate member(s)" means those Corporate members subscriptions have been paid in respect of the then previous financial year or who are paid in respect of the then previous financial year or who are Corporate Life or Honorary Life members of the Society;
- 9.2. An Annual General Meeting shall be held in the month of September in each year;
- 9.3. The business of an Annual General Meeting shall include the presentation of the annual report from the Council and of the annual financial accounts and auditor's certificate, the election of officers and the appointment of an auditor or auditors;
- 9.4. The Council may call a Special General Meeting or a General Meeting at any time, subject to the provisions of this Constitution as to notice, with no specified limitation of business;
- 9.5. Upon a requisition in writing signed by no fewer than twenty (20) members of the Society setting out the resolution or resolutions proposed to be put to the meeting, the Council shall, within thirty (30) days of the receipt of the requisition, convene a Special General Meeting for the purpose of considering, and if thought fit, passing such resolutions and any business reasonably incidental thereto. If a Special General Meeting is not so convened by the Council, the requisitioners may call a Special

General Meeting for the said purposes only and may require the facilities, records and funds of the Society to be made available to them for the calling and holding of such Meeting;

- 9.6. Not more than twenty eight (28) days nor less than fourteen (14) days notice of General Meetings shall be given to all members of the Society. Such notice shall state the date, place and hour of the Meeting and the nature of the business to be conducted at that Meeting;
- 9.7. The accidental omission to give notice of a General Meeting to or the non-receipt thereof by any person entitled to receive notice shall not invalidate or affect any proceedings of the Meeting or any adjournment of that Meeting;
- 9.8. At each General Meeting, the Chief or in his absence a Chieftain or failing them, a member elected by the financial Corporate members present at the Meeting shall be Chairman of the Meeting;
- 9.9. The quorum at any General Meeting shall be twenty (20) financial Corporate members. If at any General Meeting there is no quorum within thirty (30) minutes of the time appointed for the meeting then a majority of those financial Corporate members present may adjourn the Meeting to a time not more than thirty (30) days later. Notice of the adjourned meeting shall be sent to every financial Corporate member. The quorum at any such adjourned meeting shall be ten (10) financial Corporate members. In the absence of a quorum at such adjourned meeting, the meeting shall lapse altogether;
- 9.10. The Chairman of a General Meeting may adjourn the Meeting on his or her own motion and shall do so if required by a resolution of the financial Corporate members present. Notice of the adjourned meeting shall be sent to every member;
- 9.11.
 - 9.11.1. Excepting for a resolution to amend the Constitution or the By-laws of the Society, which shall require a majority vote of two thirds (2/3rds) of the financial Corporate members present, all other resolutions shall require a simple majority. Subject to sub-clause 5.2.4.1 each financial Corporate member present shall have one (1) vote;
 - 9.11.2. In addition to his or her deliberative vote, the Chairman shall also have a casting vote, should such be necessary;
 - 9.11.3. There shall be no proxy votes;
- 9.12. At any General Meeting, voting shall be by a show of hands unless a poll is demanded either by the Chairman or by not less than three (3) members: a poll shall be taken in such manner as the Chairman shall direct. A declaration by the Chairman as to the result of the voting shall be final;
- 9.13. No religious or political material shall be discussed at a General Meeting of members.

10. BY-LAWS

The members may make such By-laws as may be deemed necessary or expedient for prescribing the procedures to be adopted by the Society, the Council, sub-committees, Officers and members in any action required or permitted by law or by this Constitution and for such other purposes as may be proper. Any such By-law may be amended or revoked. Each By-law and each amendment to a By-law shall comply with the law and with this Constitution. Any provisions that may not so comply shall be deemed to have been revoked and the remaining provisions, so far as the context shall permit, shall remain in force.

11. MANAGEMENT

11.1. Officers of the Society

11.1.1. There shall be the following Officers of the Society, all of whom shall be honorary officers, namely;

- Chief
- Two (2) Chieftains
- Secretary
- Treasurer
- A maximum of eight (8) Directors
- All Past Chiefs

11.1.2. The Officers of the Society, except for the Secretary, shall be persons qualified under sub-clause 5.2.4.4 of this Constitution but so that no more than one (1) person who is not a Scottish Corporate member may be elected or appointed, as the case may be, to fill any of the four (4) vacancies for the Office of Director that would normally occur in respect of any one particular year. Except for the Secretary and Chieftains, the officers of the Society shall be elected by those members present and entitled to vote at the Annual General Meeting;

11.1.2.1. The Chief shall be elected by ballot at each Annual General Meeting. No person shall hold the office of Chief for more than three (3) consecutive years but shall be eligible for reelection after a lapse of one (1) term (i.e. one (1) year);

11.1.2.2. The Treasurer shall hold office for one (1) year;

11.1.2.3. Each Director shall hold office for two (2) years but so that four (4) Directors shall retire in one (1) year and the other four (4) Directors in the next following year;

11.1.2.4. At each Annual General Meeting there shall be elected the Chief, the Treasurer, and four (4) Directors;

11.1.2.5. As soon as practicable after each Annual General Meeting, the Council shall appoint one (1) member of the Council as a Chieftain and another to assist the Treasurer;

11.1.2.6. The Secretary shall be appointed by the Council, to hold Office during its pleasure and shall be entitled to receive an honorarium determined by the Council from time to time;

11.1.2.6.1. Unless the Secretary of the Society is a member of the Society who is entitled under this Constitution to exercise a vote, such Officer shall not be entitled to

vote at any meeting, notwithstanding being an ex officio member of all committees;

- 11.1.3. All candidates for election to Office shall be required to submit by thirtieth (30th) June preceding the Annual General Meeting at which they seek election or re-election a nomination form (in a format approved by the Council) signed by the proposer and seconder and by the candidate in acceptance of the nomination, all of whom shall be financial Corporate members of the Society, together with the full amount of the subscription for the ensuing year;
 - 11.1.3.1. Subject to sub-clause 11.1.2.1, retiring Officers are eligible to nominate for re-election;
 - 11.1.3.2. The Notice of Annual General Meeting shall include the names of all candidates and the respective offices for which each has nominated;
 - 11.1.3.3. A candidate who has lodged a nomination form in accordance with sub-clause 11.1.3 may, without giving any reason, withdraw such nomination by notice in writing addressed to the Secretary. To have effect, such notice must be in the hands of the Secretary not less than thirty (30) days prior to the date of the Annual General Meeting;
- 11.1.4. Subject to sub-clause 11.1.2, vacancies unfilled or arising in the Officers of the Society may be filled by the Council appointing a person for the unexpired term of the position;
- 11.1.5. All representatives of the Society appointed to outside bodies shall be appointed by Council from amongst its own membership or from amongst either Corporate or Associate members of the Society who have an interest in the subject matter of the body to which they are being considered for appointment. Such appointments shall terminate annually, dependent on the timing of the Annual Meeting of the respective body, but holders are eligible for re-appointment.

11.2. Council

- 11.2.1. The business and affairs of the Society shall be under the management and control of the Council which may, subject however to the law, this Constitution, any By-laws of the Society and any resolution of the members in General Meeting, exercise all the powers of the Society and do all such acts and things as may be done by the Society;
- 11.2.2. The Council shall be comprised of the Officers of the Society;
- 11.2.3. The Council shall meet at least once in each calendar month or more frequently if required. The Chief may, and on written request of any three (3) members of the Council must convene a meeting of the Council at any time but upon not less than five (5) days notice except in case of urgency the nature of which shall be recorded in the minutes;
- 11.2.4. The Chief or in the absence of the Chief a Chieftain or, in the absence of both of the Chieftains , a Scottish Corporate member elected by those members of Council present at the meeting shall be the Chairman of the meeting. The Chairman shall have a deliberative vote and, if needed, a casting vote;
- 11.2.5. The quorum for a Council meeting shall be one more than half the number of

Council members, but excluding from the number of such members any member who has, at a previous meeting of Council, been granted leave of absence in respect of the relevant meeting;

- 11.2.6. Except in the case of emergency when notice may be given by telephone, notices to members of Council shall be in writing and may be given personally or transmitted either by post, facsimile or email;
- 11.2.7. The Council may delegate any of its powers and duties, except for the power to delegate to a sub-committee, to one or more sub-committees. A subcommittee may be a standing sub-committee or a single purpose subcommittee. In either case, the Council shall determine the purpose, powers and personnel of each sub-committee and the sub-committee shall at least once in every calendar month provide the Council with a report of the activities of that sub-committee, and such report shall be in writing. Each subcommittee shall have as its Convener a member of the Council;
- 11.2.8. The Council may from time to time appoint such servants and agents of the Society, as the Council shall deem proper in or towards carrying out all or any of the Objects of the Society and may determine the powers and duties and the remuneration and other terms of each appointment and may vary or terminate any such appointment;
- 11.2.9. The Council shall ensure that there is at all times a Public Officer of the Society as required by section 56 of the Act and whenever and so often as no other person is Public Officer of the Society the Secretary of the Society shall be deemed to be the Public Officer;
- 11.2.10. Each Office on Council, including that of Chief, shall become vacant if the holder of such Office:
 - dies;
 - is permanently incapacitated by ill health;
 - is convicted of a felony;
 - ceases to be members of the Society; resigns from office;
 - is absent from three (3) meetings of the Council in any period of one year. (Absence with leave or subsequent excuse that is accepted by the Council shall not count as an absence for this purpose);
 - becomes unfinancial;
 - is disqualified by operation of law; or
 - is expelled under this Constitution;
 - having used the maximum leave of absence allowed under sub clause 11.2.11 of the Constitution, continues to be unable to attend Council meetings for any reason whatsoever, is absent from any four Council meetings in any six month period with or without apology (unless premeditated leave of absence has been granted prior to a second consecutive absence occurring);
- 11.2.11. The maximum leave of absence that may be granted to an Officer during his or her term of office is one single period of a maximum of three months plus one subsequent continuing extension up to a maximum of two months but such that no consecutive absence from attending Council meetings shall be longer than five (5) months.

12. COMMON SEAL

- 12.1. The Society shall have a common seal upon which its corporate name shall appear in legible characters;
- 12.2. The common seal shall not be used without the express authority of the Council and shall be duly minuted in each case;
- 12.3. The affixing of the Common seal shall be witnessed by the Chief or a Chieftain and by the Secretary or one other member of the Council;
- 12.4. The common seal shall be kept in the custody of the Secretary or of such person as the Council may from time to time direct;

13. FINANCE

- 13.1. The financial year of the Society shall commence on the first (1st) day of July and end on the thirtieth day of June next;
- 13.2. The Treasurer shall bank all moneys received by the Society in the banking account of the Society;
- 13.3. Moneys of the Society shall be paid out only as provided in this sub-clause;
 - 13.3.1. by cheque signed by those duly authorised by the Council to sign cheques for the Society; however 13.3.2 the Council may authorise any Officer to purchase goods for use
 - 13.3.2. exclusively by the Society, up to a total amount determined by the Council from time to time by using a credit facility in the name of the Society. All such purchases shall be reported to the Council meeting next following their acquisition;
 - 13.3.3. the Council may also authorise petty cash payments by any Officer of the Society up to an amount determined by the Council from time to time;
- 13.4. The Treasurer shall keep proper books of accounts and retain all accounting records and prepare proper financial statements for presentation monthly to the Council and annually to the members at an Annual General Meeting of the Society;
- 13.5. At least once in each year, the books and accounts and accounting records of the Society shall be submitted for auditing by the Society's auditor(s);

14. CONSTITUTION AND BY-LAWS

- 14.1. This Constitution and the By-laws made thereunder shall bind the Society and every member of the Society;
- 14.2. This Constitution may be repealed, altered or amended by resolution of 2/3rds of members present and entitled to vote at an Annual or Special General Meeting;
- 14.3. Members at an Annual or Special General Meeting may make, repeal, alter or amend By-laws for the proper administration of meetings or the business of the Society;
- 14.4. It Immediately following any amendment to the Constitution and/or By-laws of the Society, a review shall be carried out of the Bank Rules to ensure that they remain consistent with and subservient to such Constitution and By-laws.

15. GENERAL

- 15.1. Each member of the Society shall be entitled at any General Meeting of the Society or at such other time and place as may be mutually convenient to that member and an officer of the Society, to peruse free of charge a copy of this Constitution and of any current By-laws of the Society and, upon application and prepayment of the cost of providing such copy, to be provided with a copy of this Constitution and the Bylaws;
- 15.2. The property and income of the Society shall be applied in or towards promoting the Objects of the Society and no portion thereof shall be paid or transferred by way of bonus, dividend or otherwise by way of profit to members generally, provided that this shall not prevent the payment in good faith of remuneration or reimbursement of expenses to any Officer, or servant of the Society, or to any member, for services rendered.

16. INDEMNITY

- 16.1. To the extent permitted by law, the Society indemnifies every Council member, committee member, servant and agent of the Society (hereinafter referred to in this clause as an "Officer") against any liability incurred by that person in his or her capacity as an Officer of the Society:
- 16.1.1. to a person other than the Society or a related body corporate of the Society, unless the liability arises out of conduct on the part of the Officer which involves a lack of good faith;
- 16.1.1.1. 16.1.1.1 for costs and expenses incurred by the Officer;
- 16.1.1.2. 16.1.1.2 in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Officer or in which the Officer is acquitted; or
- 16.1.1.3. 16.1.1.3 in connection with an application in relation to such proceedings in which the Court grants relief to such Officer under the Law;
- 16.2. The Society may enter into a contract insuring a person who is or has been an Officer of the Society against any liability which may be incurred by such person in that capacity, except in circumstances prohibited by Law;
- 16.3. The liability of every member of the Society is limited.

17. WINDING UP

If upon the winding up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, any tangible or intangible assets whatsoever, the same shall be distributed to another body or bodies having similar Objects as the Society, or to such charitable body or bodies that shall prohibit the distribution of income and property to members. Such body or bodies shall be determined by the members of the Society at or before the time of dissolution or, in default, by the Supreme Court of South Australia.

18. INTERPRETATIONS

- 18.1. This Constitution shall be interpreted and applied so as to be in compliance with the provisions of the Act and wherever any provision of this Constitution shall be in conflict with the Act, that provision shall be deemed to have been excised but so as to leave in operation so much of this Constitution as need not fall with such invalid provision;
- 18.2. Unless the contrary is indicated by the context, all words and phrases used in this Constitution and in the Act or the Regulations shall have the same meaning as in the Act or in the Regulations as the case may be;
- 18.3. Should any questions arise as to the interpretation of any of the provisions of this Constitution, the determination thereof by the Council, following legal advice, if such should be requested by three (3) or more members, shall be final and binding on all members.

19. NOTICE

Every Notice shall be in writing and may be given by the Society to any member either personally, by post, by facsimile or by email to him or her at his or her address, facsimile number or email address registered with the Society. Where Notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying postage and posting an envelope containing the Notice and to have been received at the expiration of two (2) business days after the envelope containing the same was posted. Where the Notice is transmitted by facsimile, service of the Notice shall be deemed to have occurred upon acquiring a printout from the facsimile machine stating the correct facsimile number, as recorded in the Society's records, of the intended recipient and indicating that the transmission was effected. Where a notice is sent by email, service of the Notice shall be deemed to have occurred if a printout of all the addresses to which the Notice is sent are as recorded in the Society's records and if, 48 hours after the transmission there is no advice that a particular email was undeliverable.

20. APPOINTMENT OF AUDITOR

A suitably qualified, independent Auditor or Auditors shall be appointed at an Annual General Meeting. The Auditor(s) shall have access at all times to the financial books, accounts and vouchers of the Society and shall be entitled to require from the Officers of the Society, such information or explanations as they may deem necessary for the performance of their duties. If the Auditor(s) appointed by the Annual General Meeting shall, for any reason, cease to act during the year, the vacancy shall be filled by Council appointing a suitably qualified Auditor or Auditors

*The Royal Caledonian Society
of
South Australia Incorporated*

BY-LAWS

As at 9th October 2014

1. DUTIES OF OFFICERS

1.1. Chief

- 1.1.1. The Chief, if present, shall preside at the meetings of the Council and of the Society, preserve order and enforce the Constitution and By-laws, put all the motions and announce the result of same. The Chief shall have a deliberative as well as a casting vote and announce the results of all votes and ballots of the Society. The Chief shall have the power to call Special General Meetings of the Society. The Chief shall also marshal the Society at any celebration, and on all the public and festive occasions;
- 1.1.2. A Chief, who has served no less than eighteen (18) months, except in the case of medical disability that prohibits him or her from continuing in office, shall receive a Past Chief's Jewel being a jewel similar in design to the Chief's Jewel. Where the Chief has served less than eighteen (18) months (other than as excepted in this sub-clause) the Chief shall receive standard Past Chief's Jewel as issued by most other Caledonian Societies in this State. The Jewel shall be presented to each eligible Past Chief of the Society at the installation Ceremony of the new Chief and upon retiring from Office, the immediate Past Chief shall thereafter be an Honorary Scottish Life Member of the Society. If the Chief has been disqualified from serving as Chief by operation of law, then he or she shall be entitled to neither a Past Chief's Jewel nor to become an Honorary Scottish Life Member of the Society;
- 1.1.3. Subject to sub-clause 1.1.2 hereof, in the event that the retiring Chief becomes an Honorary Scottish Life Member, any subscriptions paid by the retiring Chief in respect of the then current financial year shall, at the request of the retiring Chief, be refunded to him or her.

1.2. Chieftain

In the absence of the Chief, a Chieftain, if present, or if more than one Chieftain is present, a Chieftain elected by the meeting, shall preside and in every respect, perform the duties of Chief. In the absence of the Chief and Chieftains, the Council or Society shall elect a Chairman for the time being.

1.3. Secretary

- 1.3.1. The Secretary shall call meetings in accordance with the Constitution;
- 1.3.2. The Secretary, in consultation with the Chief, shall prepare and circulate an Agenda for each meeting;
- 1.3.3. The Secretary shall cause records to be kept of the business of the Society including the Constitution, By-laws and Policies, records of members, minutes of meetings and notices, a file of correspondence and records of submissions or reports made by or on behalf of the Society;
- 1.3.4. Any moneys received by the Secretary shall be promptly paid to the Society;
- 1.3.5. The Secretary shall be ex officio a member of all committees and sub committees of the Society, unless otherwise resolved;
- 1.3.6. The Secretary shall be the Public Officer of the Society;
- 1.3.7. Whenever required by the Council, the Secretary shall deliver up all the Society's records, papers, property and effects in the Secretary's possession to such person as the Council may direct.

1.4. Treasurer

- 1.4.1. The Treasurer shall cause all moneys received to be promptly paid into such account or accounts authorised by the Council in the name of the Society;
- 1.4.2. Payments up to an amount determined by the Council may be by petty cash. Payments in excess of that amount shall be by cheque signed by two (2) authorised signatories of whom there shall be not more than five (5) appointed by the Council;
- 1.4.3. The Council may delegate expenditure to be made between Council meetings. Such expenditure shall be reported to the next meeting of the Council;
- 1.4.4. The Treasurer shall cause records to be kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any member of the Society;
- 1.4.5. The Treasurer shall cause to be prepared financial budgets and estimates and shall submit a report of the finances of the Society to each Council meeting;
- 1.4.6. The Treasurer shall cause audited accounts to be presented to the Annual General Meeting;
- 1.4.7. Whenever required by the Council, the Treasurer shall deliver up all the Society's records, papers, property and effects in the Treasurer's possession to such person as the Council may direct.

2. PROCEDURE AT MEETINGS

- 2.1. At any meeting of Council or the Society, a motion must be duly proposed and seconded before it can be entertained;
- 2.2. When a motion is duly made and seconded, the Chairman shall state the same to the Society before it can be discussed;
- 2.3. All motions must be reduced to writing when the Chairman shall so order it;
- 2.4. 2.4 No other motion shall be in order while the question is under debate, except to amend it or defer discussion. A resolution to defer precludes any further debate on the question;
- 2.5. Any member wishing to speak shall rise and address the Chair and confine his remarks to the subject under debate and no member (except the mover of the motion, who shall have the right of reply which closes the debate) shall be allowed to speak more than once on the same subject, and not more than five minutes at any one time, unless by permission from the Chair;
- 2.6. When a member is called to order he or she shall be seated until the point of order is settled when he or she may proceed;
- 2.7. No religious or political questions shall be discussed;
- 2.8. A motion to adjourn shall always be in order if duly proposed and seconded and shall be decided without debate.

3. PIPE BAND

- 3.1. The Society shall foster a pipe band from its members. Such band shall be known as the Pipes and Drums of the Royal Caledonian Society of South Australia, hereinafter referred to as the Band;
- 3.2. The Band shall be managed by a Band Management Committee under such Rules as have been approved by the Council of the Society;
- 3.3. A member of the Council of the Society, in addition to the Chief and the Secretary, shall be appointed annually as a proxy representative of the Band Management Committee in the event that the Chief or the Secretary are unable to attend;
- 3.4. The Band rules shall be reviewed periodically by a sub-committee consisting of two (2) members of the Band and two (2) members of the Council of the Society. Following every review, a copy of any variations to the Rules, if any, shall be given to each member of the Band and subsequently be tabled at a General Meeting of the Band where any proposals for further modification shall be discussed;
- 3.5. All equipment, uniforms and musical instruments not privately owned by individual members of the Band shall be the property of the Society for the exclusive control and use of the Band;
- 3.6. The Society reserves the right, through its Council, upon the recommendation of the Band Management Committee, to appoint the Band's Piper Major and Drum Major;
- 3.7. Should the Band at any time, cease to exist, its then Management Committee shall

hand over to the Society all equipment, uniforms and musical instruments not privately owned by individual members of the Band, together with all funds held by the Band. All such equipment, uniforms, instruments and money shall be held by the Society with the primary intention of again fostering a Pipe Band of the Society;

- 3.8. The Society's Pipe Band shall attend and play at all General Meetings, social events and other engagements of the Society as requested by the Chief.

4. AUDITORS

The auditor or auditors shall at least once in every year make an audit of the books of the Society to 30 June, and, if satisfactory, shall give a certificate to that effect, or otherwise make a report to the Council prior to the Annual General Meeting in September.

5. THE JOHN OGG AWARD

- 5.1. In recognition of the services rendered over more than fifty (50) years to the Royal Caledonian Society Inc. and to Highland Dancing in general by John Ogg (1884-1982), the Society has made available the John Ogg Award, as follows:

- 5.1.1. The sum of \$200 may be provided to a Highland Dancer registered in South Australia who is either invited to dance at a significant event or who otherwise elects to compete in a recognized Highland Dancing competition, in Scotland;
- 5.1.2. Any application to receive this award shall be in writing to the Chief of the Society, by no later than the 31st May of the year of travel and with the endorsement of and through the dancing school with which they are associated;
- 5.1.3. Any such application should provide details (including date(s) and localities) of any event(s) in Scotland in which the Applicant intends to dance;
- 5.1.4. The decision to grant or not provide one or more Awards during any year will be made by the Council of the Society in session at any time during that year;
- 5.1.5. Each Applicant must provide firm evidence of their intention to travel and to participate in the intended event(s) before any award is made;
- 5.1.6. The presentation of any Award will be made at a Society function to be negotiated with the Awardee and at which that person will be required to dance, unless circumstances dictate otherwise.