

SCOTTISH AUSTRALIAN HERITAGE COUNCIL INC.

Constitution

Versions:

16 July 2002

Consolidated with all amendments up to those of 16 July 2002

SCOTTISH AUSTRALIAN HERITAGE COUNCIL INC. RULES

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PART 1 - PRELIMINARY

1A. Objectives

The objectives, aims and purposes of the council are:

- To foster within the Commonwealth of Australia that heritage brought to Australia by Scottish immigrants.
- To maintain within Australia the heritage of Scottish Australians including music, literature, culture, language and history.
- To encourage the continued use and survival of Scots Gaelic.
- To remind Australians of Scottish heritage of their heritage and to lift the perception of their Scottish heritage.
- To promote and organise events which aid in the maintenance in Australia of Scottish music, literature, culture, language and history.
- To support and to help other Scottish organisations with any of the same objectives.
- To join in the celebration of Scottish festivals celebrated internationally including Tartan Day.
- To promote liaison between groups and societies in Australia of Scottish Heritage, or which celebrate Scottish heritage.
- To encourage, support and promote the genealogical and historical research and study of their Scottish ancestry by individuals, families, clans, and other Scottish societies.
- To hold events to lift the recognition and public perception of Australians of Scottish heritage including, whenever possible, a week of concentrated event, including Sydney Scottish Week.
- To affiliate with such other organisations as the council may from time to time think relevant to the objects of the council including, without

limiting such affiliations for the future, the Celtic Council of Australia and the Ethnic Communities Council of New South Wales.

- To promote assist or donate towards any research or other cause, which assists the objectives of Council or is otherwise for the welfare of Australians of Scottish heritage or descent or which otherwise promotes the public perception of Australians of Scottish heritage.
- To raise and disperse funds for the furtherance and attainment of these objectives.

1. Interpretation

- (1) In these rules, except insofar as the context or subject - matter otherwise indicates or requires, "Ordinary Committee Member" means a member of the committee who is not an officer-bearer of the Association as referred to in Rule 13(2);

"Secretary" means -

- (a) the person holding office under these rules as Secretary of the Association; or
- (b) where no such person holds that office the Public Officer of the Association;

"Special General Meeting" means a general meeting of the Association other than the Annual General Meeting

"The Act" means the Associations Incorporation Act 1984

"The Regulation" means the Associations Incorporation Regulation, 1985.

- (2) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function including where the function is a duty, a reference to the performance of the duty.

- (3) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under that Act.

PART II - MEMBERSHIP

2. Membership Qualifications

A person is qualified to be a member of the Association if, but only if-

- (a) the person is a person referred to in Section 15(1) (a); (b) or (c) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act;
or
- (b) the person is a natural person who -
 - (i) has applied for membership of the Association as provided by Rule 3;
 - (ii) or is a nominated member of a family or household which has applied for membership as provided in Rule 3; and
 - (iii) has been approved for membership of the Association at the Annual General Meeting or a Special General Meeting of the Association.

2A. Affiliated Society

- (1) Any other association or society which supports any of the objectives of the association may apply to affiliate with the association in the form set out in Appendix I in the Schedule to these rules.
- (2) Upon approval by a general meeting of members and payment of entrance fee and subscription that society or other association shall be affiliated.
- (3) The procedure for the affiliation of a society or other association shall follow as nearly as possible the procedure for admission of a natural person.
- (4) Upon affiliation, the society or other association shall be entitled from time to time under the hand of an officer bearer of the affiliated society to appoint a delegate who shall have the same rights to vote or to be elected to the committee as a member who is a natural person.

3. Application for Membership

- (1) An application of a person for membership of the Association -

- (a) Shall be made by the applicant in writing in the form set out in Appendix I to these rules which application shall include in the case of an application for family membership, the name of the spouse of the applicant and the names of all children whether adult or infant who are still ordinarily part of the household of the applicant; and
 - (b) shall be lodged with the Secretary of the Association.
- (2) As soon as practicable after receiving an application for membership, the Secretary shall place the name of the applicant and the names of all members of a family application, on the next notice of Annual General Meeting or Special General Meeting of Members to be held, and the General Meeting of Members next held in respect of which such notice is given shall determine whether to approve or to reject the application.
- (3) Where the General Meeting determines to approve an application for membership the Secretary shall, as soon as practicable after that determination notify the applicant of that approval and, if the appropriate entrance fee and membership fee has not already been tendered in escrow to the Secretary shall request the applicant to pay within a period of 28 days after receipt by the applicant of the notification, the sum payable under these rules by a member as entrance fee and annual subscription.
- (4) The Secretary shall on payment by the applicant of the amounts referred to in clause (3) within the period referred to in that clause enter the applicant's name, and in the case of an application for family membership the names of all nominated family members in the Register of Members and, upon the name being so entered the nominee becomes a member of the Association.
- (5) An application for Family Membership may include all members of the one household nominated on the Application Form, but only one copy of all mail-outs newsletters or other publications of the Association shall be sent in respect of each family membership.

4. Cessation of Membership

- (1) A person ceases to be a member of the Association if the person -
 - (a) dies;
 - (b) resigns that membership; or

- (c) is expelled from the Association.
 - (2) A member whose annual subscription to the Association is in arrears other than for the then current year shall not be entitled to vote at any general meeting or to be elected to the committee.
5. Membership Entitlements Not Transferable
- (1) A right, privilege or obligation which a person has by reason of being a member of the Association -
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the person's membership.
6. Resignation of Membership
- (1) A member of the Association is not entitled to resign that membership except in accordance with this rule.
 - (2) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving notice (being not less than one month or not less than such other period as the committee may determine) in writing to the Secretary of the member's intention to resign, and upon the expiration of the period of notice the member ceases to be a member.
 - (3) Where a member of the Association ceases to be a member pursuant to clause (2) and in every other case where a member ceases to hold membership, the Secretary shall make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.
7. Register of Members
- (1) The Public Officer of the Association shall establish and maintain a Register of Members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
 - (2) The Register of Members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

8. Fees, Subscriptions etc

- (1) A member of the Association and an affiliated Society shall upon admission to membership pay to the Association a fee of \$5.00, or where some other amount is determined by the committee of that other amount. PROVIDED THAT no such joining fee shall be payable by the persons or societies who were the members of the Association or affiliated immediately before that date as referred to in Section 15(a) of the Act.
- (2) In addition to any amount payable by the member under clause (1) a member of the Association or affiliated Society shall pay to the Association an annual membership fee in accordance with the following schedule, or, where some other amount is determined by the committee, of that other amount -
 - (a) except as provided by paragraph (b) before 1 January in each calendar year; or
 - (b) where the member becomes a member on or after 1 January in any calendar year -upon becoming a member and before 1 January in each succeeding calendar year.
- (3) A general meeting may elect an individual member to be a life member after which election no further membership fees will be payable by that member.

Schedule of Membership Fees

In respect of:

- a member who is a single person - \$15.00.
- a group of members who apply on the one form for family membership and who are members of the same family residing in the same household - \$20.00.
- a clan society or other Scottish society - \$20.00.
- a commercial organisation - \$100.00.
- members ordinarily resident overseas - a fee to be arranged with the Secretary or Treasurer determined by reference to postage costs to the country concerned and whether the overseas member requires surface mail or airmail.

A concessional subscription may be allowed in appropriate circumstances by arrangement with and at the discretion of either the Secretary or Treasurer.

9. Members Liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost; charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 8.

10. Disciplining of Member

(1) Where the committee is of the opinion that a member of the Association -

- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;

the committee may by resolution -

- (c) expel the member from the Association; or
- (d) suspend the member from membership of the Association for a specified period.

(2) A resolution of the committee under clause (1) is of no effect unless the committee at a meeting held not earlier than 14 days and not later than 28 days after service on the member of the notice under clause (3) confirms the resolution in accordance with this rule.

(3) Where the committee passes a resolution under clause (1) the Secretary shall as soon as practicable cause a notice in writing to be served on the member -

- (a) setting out the resolution of the committee and the grounds on which it is based;
- (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;

- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:-
 - (i) attend and speak at that meeting;
 - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the committee held as referred to in clause (3) the committee shall -
 - (a) give to the member an opportunity to make oral representation;
 - (b) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the committee confirms a resolution under clause (4) the Secretary shall within 7 days after that confirmation by notice in writing inform the member of the fact and of the member's right to appeal under Rule 11.
- (6) A resolution confirmed by the committee under clause (4) does not take effect-
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the Right of appeal within that period; or
 - (b) where within the period the member exercises the right of appeal unless and until the Association confirms the resolution pursuant to Rule 11(4) .

11. Right of Appeal of Disciplined Member

- (1) A member may appeal to the Association in General Meeting against the resolution of the committee which is confirmed under Rule 10(4) within 7 days after notice of the resolution is served on the member by lodging with the Secretary a notice to that effect.
- (2) Upon receipt of a notice from the member under clause (1) the Secretary shall notify the committee which shall convene a general

meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

- (3) At a General Meeting of the Association convened under clause (2) -
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the General Meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART III - THE COMMITTEE

Powers etc. of the Committee

12. The committee shall be called the Committee of Management of the Association and subject to the Act the regulation and these rules and to any resolution passed by the Association in General Meeting -
 - (a) shall control and manage the affairs of the Association;
 - (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by General Meeting of members of the Association; and
 - (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

13. Constitution and Membership

- (1) Subject in the case of the first members of the committee to Section 21 of the Act the committee shall consist of -
 - (a) the office bearers of the Association; and
 - (b) further ordinary committee members not being less than 3 who shall have been elected to and accept the duties of the nominated committee duties as defined in sub-rule 3,

each of whom shall be elected at the Annual General Meeting of the Association pursuant to Rule 14.

- (2) The office bearers of the Association shall be -
 - (a) the President who shall be of Scottish descent;
 - (b) the Deputy President who shall be of Scottish descent and shall in addition carry out one or more of the duties enumerated in clause (3);
 - (c) the Treasurer who shall not be an employee servant or agent representative or otherwise associated with any sponsor, and who shall not carry out any of the duties enumerated in clause (3);
 - (d) the Secretary who shall be of Scottish descent;
 - (e) four, or if the association in general meeting should so resolve, more, Vice Presidents each of whom shall in addition to their duties as Vice President, carry out one or more of the further functions referred to in clause (3) hereof.
- (3) The Annual General Meeting, or any other General Meeting of the Council or, in appropriate circumstances, the committee, may elect further committee members to carry out such other duties as may be specified in the resolution appointing them, but, wherever practicable, the additional committee members so elected shall include members concerned with the following activities:
 - (f) The editing of a newsletter or such other publication as the Council may have from time to time publish;
 - (g) Organisers or convenors of sub-committees for particular activities of the Council and especially the activities which comprise Sydney Scottish Week which, wherever practicable, should include the following:
 - (i) One or more balls, dinners, dinner dances, or other major evening functions;
 - (ii) A games or gathering or to act as liaison officer with any other Scottish association or group which is organising a suitable Scottish games or gathering;
 - (iii) A march of the clans through city streets;

- (iv) Public occasions for the display or celebration of Scottish music, song and dance;
 - (v) Religious services during Sydney Scottish Week and other appropriate occasions including a Kirking of the Tartan ceremony;
 - (vi) Ceilidhean;
 - (vii) Sporting events, including where practicable a Golf Day;
 - (viii) Lectures and seminars on Scottish History and culture and the present state of Scotland;
 - (h) Liaison with the Mosman Municipal Council in relation to the Scotland Australia Cairn at Rawson Park, Mosman;
 - (i) Liaison with Celtic groups and Scottish groups with which the council is affiliated;
 - (j) Liaison with clan societies and other societies affiliated with council and other important Scottish groups;
 - (k) Liaison with pipe bands, highland dancers and Scottish country dancers;
 - (l) A media and public relations officer;
 - (m) Fund raising and sponsorship;
 - (n) A Genealogical consultant;
 - (o) An Heraldic consultant;
 - (p) A Minutes Secretary, a Mail-Out Secretary, and one or more Assistant Secretaries or Assistant Treasurers.
- (3A) The immediate past president shall be an ex-officio member of the committee with full voting rights during such time as he or she shall be the immediate past president.
- (4) Each member of the committee shall, subject to these rules, hold office until the conclusion of the Annual General Meeting following the date of the members election, but is eligible for re-election.
- (5) In the event of a casual vacancy occurring in the membership of the committee, other than a casual vacancy of the officer bearers, the

committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of appointment.

- (6) Casual vacancies in any of the positions of the office bearers shall be filled by the holding of a by-election at the next meeting of members of the Association for which there is time to call for nominations, provided that where the casual vacancy occurs at a time greater than 6 weeks before the next meeting of members of the association for which there is time to call for nominations, or within 2 months of the holding of the next Scottish Week or any other event which the executive resolves to be of sufficient importance, or within 3 months of the next Annual General Meeting, the executive may elect an Acting President, Acting Deputy President, Chairman, Acting Secretary or Acting Treasurer to fulfil the duties of office until the meeting of members of the Association at which the casual vacancy may be filled.
- (7) In respect of casual vacancies any other committee member may nominate for election to the casual vacancy without prior resignation from the other office held, but no member of the committee or office bearer has a prior claim to fill any particular vacancy: for example, the Assistant Secretaries have no prior claim to fill any vacancy in the office of Secretary, and the Deputy President has no prior claim to fill any vacancy in the office of President.
- (8) A failure to fill an office or a position on the committee at the Annual General Meeting or the creation of a new position or duties on the committee shall be treated as a casual vacancy.
- (9) The Association shall in general meeting elect each year a returning officer who shall be responsible for the conducting of the election of the committee but such returning officer shall be elected at a general meeting of members other than the Annual General Meeting.

14. Election of the Committee

- (1) The Mail-out Secretary shall, at least 4 weeks prior to the date of the Annual General Meeting send to every member of the Association, notice of the Annual General Meeting together with a nomination form for election as an office bearer or to membership of the committee.

- (2) The nomination form shall provide for the member offering himself as a candidate to state his full name, address and telephone numbers and the particular office or position for which he offers himself as a candidate.
- (3) The closing date for nominations shall be 5.00 p.m. on the afternoon of the date which is 7 days prior to the date upon which the Annual General Meeting is to be held.
- (4) The Returning Officer shall act in that capacity for the annual election of the committee and for any by-elections at other general meetings of the association.
- (5) Upon closure of the nominations the returning officer shall prepare ballot papers for those positions for which there is more than one candidate and shall bring such ballot papers to the Annual General Meeting.
- (6) At the Annual General Meeting 2 or more scrutineers shall be appointed from among the members present.
- (7) The Returning Officer shall ensure that ballot papers are collected in such manner as to ensure the secrecy of each members ballot.
- (8) When all ballot papers are collected the Returning Officer observed by the scrutineers shall count the ballot papers forthwith upon a table in front of and in the full sight and view of the members present at such meeting.
- (9) The Returning Officer shall then announce the result in terms of the votes polled by each candidate and shall declare elected the candidate polling in excess of half the valid votes cast after the distribution of preferences.
- (10) In the event of a tie between two or more candidates, the meeting shall ballot a second time for that position among the original candidates, unless any should withdraw.
- (11) If the second ballot should also result in a tie the names of those candidates so tying shall be written on the reverse side of any used ballot papers one name upon each paper in the presence of the scrutineers, and a draw from the hat shall be held and the candidate whose name is drawn from the hat shall be declared elected.

- (12) Any office or position on the committee for which there is only one nominee shall be declared elected.
- (13) If there is any office or position on the committee for which no nomination has been received that vacancy shall be treated as a casual vacancy.
- (14) There shall be no objection to any of the office bearers other than the Treasurer holding any of the other positions on the committee and the Deputy President and Vice-Presidents shall do so, and there shall be no objection to any one member or delegate holding a number of positions to which he is elected provided that the total number of members of the committee shall not fall below seven (7).

15. Secretary

- (1) Subject to directions from time to time from the committee, the Secretary shall be responsible for all the secretarial duties of the Association including:
 - (a) to ensure that proper minutes are kept of:
 - (i) all appointments of office bearers and members of the committee;
 - (ii) the names of members of the committee present at a committee meeting and the names of members present at any general meeting, providing that the list of names of members present at a general meeting may be obtained by circulating an attendance list for signature; and
 - (iii) all proceedings at committee meetings and general meetings.
 - (b) The receipt of correspondence not specifically addressed to any other office bearer or committee member.
 - (c) Sending of correspondence the writing of which has not been specifically delegated to any other office bearer or committee member.
 - (d) The maintenance of all records of the Council including such records as are required under the Act and Regulation.

- (e) The duties required by the Act and the regulation by the Public Officer unless the committee has appointed some other member of the committee as Public Officer.
 - (f) The co-ordination of the work of the committee of the Association.
 - (g) The calling of meetings of the committee and of the members.
- (2) Minutes of proceedings at any meeting of the committee or members shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

16. Treasurer

It is the duty of the Treasurer of the Association to ensure that -

- (a) All money due to the Association is collected and received and that all payments authorised by the Association or the committee on its behalf are made; and
- (b) Correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with activities of the association including:
 - (i) the recording of the payment of entrance fees and membership fees;
 - (ii) the collection from office bearers and committee members of any money received as the result of any activity of the Association and of an accounting as to the outgoings incurred in relation to such activity.
- (c) Cheques in payment of the Association's liabilities are prepared for signature and supporting documents are collated to show the appropriateness of the payment which documents are to be seen by the signatories of the bank accounts of the Association before signing the cheques.
- (d) The annual accounts of the Association are prepared including a detailed statement, so far as it can be done, of the income and

expenditure referable to each separate event or activity of the Association.

- (e) The annual accounts are submitted to the committee for adoption, and to the Auditor for audit and then to the Association in general meeting.

16A Auditor

- (1) At each Annual General Meeting the members shall elect a person who is duly qualified as an accountant, or who has significant accounting experience, to be the Auditor of the Association.
- (2) The Auditor so elected shall, so far as practicable during the course of that year, audit the financial records of the Association from time to time.
- (3) The Auditor shall, at the completion of the financial year of the Association, audit all the books and accounts and the financial statements of the Association and present a report to the members in general meeting.
- (4) The Auditor shall not otherwise be a member of the committee unless specifically approved at a general meeting of members that he should be so but the Auditor shall be invited to be in attendance at all meetings of members and at all committee meetings.

17. Casual Vacancies

- (1) For the purposes of these rules, a Casual Vacancy in the office of a member of the committee occurs if the member -
 - (a) dies;
 - (b) ceases to be a member of the Association;
 - (c) becomes an insolvent under Administration within the meaning of that phrase in Section 9 of the Corporations Law (Cth);
 - (d) resigns office by notice in writing given to the Secretary;
 - (e) is removed from office under Rule 18;

- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without consent of the committee from all meetings of the committee held during a period of 6 months.

18. Removal of Committee Member

- (1) The Association in a general meeting may by resolution, remove any member of the committee from the office he or she holds before the expiration of the member's term of office and may, by resolution, appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) Where a member of the committee to whom a proposed resolution referred to in clause (1) makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association, or if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

19. Meetings and Quorum

- (1) The committee shall meet at least 6 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the President or by the Secretary, or by any two members of the committee.
- (3) Oral or written notice of a meeting of the committee shall be given by the Secretary to each member of the committee at least 48 hours (or such shorter period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting. Subject to any

decision of the committee to the contrary, the agenda shall ordinarily include the following items:

- (a) the Minutes of the previous committee meeting;
 - (b) correspondence received and sent at the Secretary discretion;
 - (c) Treasurer's report;
 - (d) reports by or on behalf of each member of the committee to whom specific duties are assigned on their activities;
 - (e) such further or general business as the Chairperson in his discretion or the meeting by simple resolution shall allow, and in each case any resolutions arising from any of that correspondence or those reports.
- (5) Any six members of the committee constitute a quorum for the transaction of the business of the meeting of the committee.
- (6) No business shall be transacted by the committee unless a quorum is present, and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the committee -
- (a) the President or, in the President's absence, the Deputy President shall preside; or
 - (b) if the President and the Deputy President are absent or unwilling to act, such one of the Vice- Presidents or the remaining members of the committee as may be chosen by the members present at the meeting, shall preside.

20. Delegation by Committee to Subcommittee

- (1) The committee may, by resolution duly recorded in the Minutes, delegate to one or more subcommittees (consisting of such member or members of the Association as the committee thinks fit) the exercise of such other functions of the committee as are specified in the resolution other than -
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function, the exercise of which has been delegated to a subcommittee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the resolution.
- (4) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by resolution duly recorded in the Minutes, revoke wholly or in part any delegation under this rule.
- (7) A subcommittee may meet and adjourn as it thinks proper.

21. Voting and Decisions

- (1) Questions arising at a meeting of the committee or of any subcommittee appointed by the committee shall be determined by a majority of the votes of members of the committee or subcommittee present at the meeting.

- (2) Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Rule 19(5) the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered by the committee or by a subcommittee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or subcommittee.

22. PART IV GENERAL MEETINGS

- (1) There shall be an annual general meeting and one or more general meetings of members in each period of 12 months at such dates, times and places as the committee may, from time to time, appoint.
- (2) The annual general meeting shall be held within two months of the close of the council's financial year.

23. Calling of General Meetings and Business at Them

- (1) Each general meeting of the Association shall, subject to the Act and Rule 22, be convened on such date and at such place and time as the committee thinks fit.
- (2) At each general meeting of the members, in addition to any other business which may be transacted, the business shall include:
 - (a) to confirm the Minutes of the last preceding general meeting and of any special general meeting held since that meeting;
 - (b) to receive reports from each officer of the committee on the activities of the Association for which he or she is responsible;
 - (c) subject to sub-rule (3) to receive and consider a financial report.

- (3) At the Annual General Meeting of members the committee shall submit to the members a statement of the income and expenditure of the Association during its last financial year, the assets and liabilities of the Association at the end of its last financial year, and the mortgages, charges and other securities affecting any of the property of the Association at the end of its last financial year and a full financial report in respect of each trust of which the Association was trustee, as required by Section 26(6) of the Act and the auditor's report on those said financial reports.
- (4) At the Annual General Meeting in addition to any other business which may be transacted at the general meeting, the business of the meeting shall be -
 - (a) to elect office bearers of the Association and other members of the committee in accordance with these rules.
- (5) The business to be conducted at each general meeting of the Association shall be specified in the notice convening it.

24. Special General Meeting - Calling Of

- (1) In addition to the said general meetings of members each year the committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (2) The committee shall, on the requisition in writing of not less than 5% of the total number of members, convene a Special General Meeting of the Association.
- (3) A requisition of members for a Special General Meeting -
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

- (4) If the committee fails to convene a special general meeting to be held within one month after the date on which the requisition of the members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

25. Notice

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting cause to be sent by pre-paid post to each member at the member's address appearing in the Register of Members, a notice specifying the place date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall at least 21 days before the date fixed for the holding of the general meeting cause notice to be sent to each member in the manner provided in clause (1) specifying. in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except:
 - (i) in the case of an annual general meeting business which may be transacted pursuant to Rule 23(2);
 - (ii) such general business as may be brought forward with the leave of the meeting provided that no matter may be so brought forward which would require a special resolution, and no such business shall be brought forward which will

affect the financial responsibilities of members to the Association.

- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after the receipt of the notice of the member.

26. Procedure

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Ten members or delegates of affiliated societies present in person (being members or delegates entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after, the time appointed for the commencement of the meeting, the members or delegates present (being not less than six) shall constitute a quorum.

27. Presiding Member

- (1) The President, or, in the President's absence, the Deputy President, or in the absence of both, one of the Vice-Presidents, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President, the Deputy President, and all Vice- Presidents are absent from a general meeting or unwilling to act, the members

present shall elect one of their number to preside as Chairperson at the meeting.

28. Adjournment

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2) notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

29. Making of Decisions

- (1) A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution.
- (2) At a general meeting of the Association, a poll may be demanded by the Chairperson or by not less than three members present in person or by proxy at the meeting.
- (3) Where a poll is demanded at a general meeting, the poll shall be taken

- (a) immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the Chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

30. Special Resolution

- (1) A resolution of the Association is a special resolution if-
 - (a) it is passed by a majority which comprises not less than three quarters of such members of the Association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which no less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
 - (b) where it is made to appear to the commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a), the resolution is passed in a manner specified by the commission.

31. Voting

- (1) Upon any question arising at a general meeting of the Association a member has one vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than five proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid other than the amount of the annual subscription payable in respect of the then current year.

32. Appointment of Proxies

- (1) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix II to these rules.

PART V - MISCELLANEOUS

33. Insurance

- (1) The Association shall effect and maintain insurance pursuant to Section 44 of the Act.
- (2) In addition to the insurance under clause (1) the Association may effect and maintain other insurance.

34. Funds - Source

- (1) The funds of the Association shall be derived from entrance fees and annual subscriptions of members, donations, and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

35. Funds - Management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the committee determines.

- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the committee or employees of the Association, being members or employees authorised to do so by the committee.

36. Alternation of Objects and Rules

- (1) The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

37. Common Seal

- (1) The common seal of the Association shall be kept in the custody of the Public Officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of two members of the committee or of one member of the committee and of the Public Officer or Secretary.

38. Custody of Books etc.

- (1) Except as otherwise provided by these rules, the Public Officer shall keep in his custody or under his control all records, books and other documents relating to the Association, provided that -
 - (a) all financial books and records necessary for the proper keeping of the financial records of the Association shall be under the control of the Treasurer in the event that the Treasurer is not also the Public Officer, except during such times as they are required by the auditor; and
 - (b) so long as there is a Minutes Secretary of the Association, the Minute book shall remain in the custody of the Minutes Secretary.

39. Inspection of Books, etc.

- (1) The records books and other documents of the Association shall be open to inspection, free of charge by a member of the Association at any reasonable hour.

40. Service of Notices

- (1) For the purpose of these rules a notice may be served by or on behalf of the Association upon any member either personally or by sending it by pre-paid post to the member at the member's address shown in the Register of Members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person, a letter containing the document, the document shall, unless the contrary is proved be deemed for the purpose of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

41. Surplus Property

- (1) [See Rule 45]

PART VI - ADDITIONAL RULES APPLICABLE TO CHARITIES

42. Although the Association is a non-profit organisation for the promotion of the common interests of its members in accordance with the objectives of the Association, the Association does not purport to be a charitable, benevolent, philanthropic or patriotic organisation and does not intend to make appeal for support on the basis that it is a charitable, benevolent, philanthropic or patriotic organisation. Accordingly, the association will not register under the Charitable Collections Act 1934.

43. Payment etc. of Office Bearers and Members

- (1) A member of the committee shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or monies worth shall be given by the Association to any member of the committee except -
 - (a) repayment of out-of-pocket expenses;
 - (b) interest at a rate not exceeding the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association;

- (c) reasonable and proper rent for premises let to the Association;
and
- (d) any honorarium approved by the Association in general meeting.

44. Vacation of Office

- (1) Without limiting the operation of Rule 17, the office of a member of the committee shall become vacant if -
 - (a) the member holds an office of profit in the Association;
 - (b) the member is directly or indirectly interested in any contract or proposed contract with the Association except as permitted by Rule 43.

45. Surplus Property

In the event of the winding up or the cancellation of the incorporation of the Association pursuant to Section 53(2) of the Act any surplus property or funds of the Association shall vest in the University of Sydney for the support of courses in Celtic Studies.

46. Compliance with the Charitable Collections Act 1934

In the event that as the result of a special resolution Rule 42 is altered and the Association falls within the ambit of the Charitable Collections Act 1934, thereafter the Association shall comply with such of the provisions of the Charitable Collections Act 1934 and the Regulations thereunder as are applicable to it.

APPENDIX I

[Application for Membership/Affiliation]

SCOTTISH AUSTRALIAN HERITAGE COUNCIL INC

(Incorporated under the Associations Incorporation Act 1984 NSW)

.....
.....

[Full Name of Applicants or Society seeking to affiliate]

of

[Address of Applicants]

Occupation/or Summary of Objects:

.....
.....

hereby apply to become a Member of the abovenamed incorporated association/ to affiliate with the abovementioned incorporated association. In the event of my admission as a Member or the affiliation being accepted, I/the Society, agree to be bound by the rules of the Association for the time being in force.

This Application is an Application for: [Delete whatever does not apply]

Ordinary Membership

Overseas Membership (in respect of an overseas member the membership fee is to be arranged with the Secretary determined by reference to the postage costs to the country concerned and whether he overseas members requires surface mail or airmail).

Affiliation of a Society. The applicant Society/Association is an unincorporated association / an association incorporated under the Associations Incorporation Act 1984.

Commercial Membership

Family Membership being for members of the one family occupying the same household. The other members of the applicant's family included in the Family Membership are:

.....
.....

Signature of Applicant:

Dated:

Schedule II Rule 32 [21 FORM OF APPOINT OF PROXY]

Full Name:

Address:

.....

Being a Member of the Scottish Australian Heritage Council Incorporated hereby appoint.

Full Name of Proxy:

Address:,.....

.....

Being a Member of that incorporated Association, as my proxy, to vote for me on my behalf at the general meeting of the Association to be held on the day of 20.... and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution

Signature of Member appointing Proxy

Date:

NOTE: A Proxy Vote may not be given to a person who is not a Member of the Association.