



CONSTITUTION
of the
Port Adelaide Caledonian Society
Incorporated

ABN 21 - 884 - 588 - 732

**As adopted A.G.M. 5th December 2001 and,
amended at the Special General Meeting 30 September 2008**

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The PORT ADELAIDE CALEDONIAN SOCIETY INCORPORATED

**Constitution as adopted at the A. G. M. on 5th December 2001 and
amended at the Special General Meeting 30 September 2008**

NAME AND LOCATION

1. The Society shall be known by the name and title of the "**Port Adelaide Caledonian Society Incorporated**", and shall have its headquarters in the geographical area of Port Adelaide, referred to herein as the "Society".

OBJECTS AND PURPOSES

2. The objects of the Society shall be:
 - (1) To preserve and perpetuate through education, the national songs and dances of Scotland and to foster a love and knowledge of Scottish history and literature in the rising generation.
 - (2) To provide the means for social interaction among its members,
 - (3) To publish such magazines, periodicals and reports as may be determined from time to time.
 - (4) To receive and accept donations, endowments and gifts of money, lands, hereditaments, stocks, funds, shares, securities and any other assets whatsoever and to borrow or raise money with or without security by any means whatsoever including overdraft for any purpose of the Society.
 - (5) To assist in, concur in the establishment, or to affiliate with any body whether incorporated or not having the same or any one or more similar objects and to appoint representatives to any such body if necessary.
 - (6) In so far as the law may allow to purchase, acquire, hold, maintain, lease and dispose of any real or personal property and to erect, purchase, hire, maintain or furnish any buildings or appliances for the use and purpose of the Society and to mortgage or pledge the same as security for a loan at interest or otherwise as may be considered expedient.
 - (7) To appoint and dismiss such servants and staff as the Society may think necessary from time to time upon such terms as the Society may from time to time think fit.
 - (8) To give donations, subsidies or contributions to any association, union or body whether social, benevolent, educational, patriotic, charitable or otherwise and to establish and support or aid in the establishment and support of associations, institutions, funds or trusts of a social, educational, benevolent, patriotic or charitable nature and to endow, establish or give donations to or for scholarships, bursaries and grants in aid of an educational nature.
 - (9) To do all such acts and things as may be calculated to attain or assist in the attainment of all or any of the above objects as the Society may in its absolute discretion decide as within the powers provided by the Associations Incorporations Act.
 - (10) The income and property of the Society shall be applied solely towards the promotion of the objects of the Society and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, howsoever by way of profit to members or relatives of members of the Society provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Society or to any member of the Society for any service actually rendered to the Society or reasonable and proper rental for premises let by any member to the Society.

CONSTITUTION

3. The Society shall be constituted of **Full**, **Junior**, **Affiliate**, **Life**, and **Honorary** members.

MEMBERSHIP

4. (a) Candidates for membership, whether **Full, Junior** or **Affiliate**, shall be persons of good character. Candidates must be proposed and seconded in writing on the prescribed form by two full and / or life members, together with the appropriate nomination fee. All applications shall be processed at the next Committee or General meeting.
- (b) A **Full** member shall have all the rights and privileges of being a member, including being able to vote and hold office. Any children under the age of Fifteen (15) of a Full Member shall be included in a Bairn's register.
- (c) **Junior** membership may be granted to any child (Bairn) of a member who has not yet reached the age of Eighteen (18), but **shall not** be entitled to vote or hold office, and on reaching the age of Eighteen (18) will be upgraded to Full membership.
- (d) **Affiliate** membership may be granted as per the By-Laws of the Society.
- (e) Nomination for either **Life** or **Honorary** Membership shall be recommended by the Committee and ratified at the Annual General Meeting of the Society by a vote of at least a 2/3 majority.
- (i) **Life** membership may be conferred upon members of long standing in recognition of service of an especially meritorious nature towards the welfare of the Society. A life member at the time of election must be either a full member or have the qualification for such, shall be exempt from subscriptions and shall be entitled to vote and hold office.
- (ii) **Honorary** membership may be conferred upon any person in consideration of their eminent character, or for services rendered to the Society; or to any member advanced in years and unable to continue active membership. Honorary members **shall not** be liable for payment of fees, and shall not be entitled to vote or hold office and shall be reviewed at each Annual General Meeting.
- (f) The Society reserves the right to refuse any nomination / application without justification.
- (g) All members will abide by the constitution, rules and by-laws of the Society.

SUBSCRIPTIONS AND FEES

5. (a) The annual subscriptions and nomination fee shall be determined at the Annual General Meeting only.
- (b) Subscription Renewals may be paid in full, or in three (3) installments before the next Annual General Meeting.
- (c) Junior members shall pay only half subscriptions.
- (d) In recognition of the above payments, members shall be admitted to all specified functions of the Society.
- (e) The Committee reserves the power to waive any subscription without explanation.
- (f) Any member who is in arrears with subscriptions for a period exceeding one (1) year, shall, after being served with due written notice from the Secretary, be liable to suspension by a vote of a majority of the officers present at the next Committee meeting, should the amount still remain unpaid, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.
- (g) No member whose dues are in arrears shall hold office, vote or speak at any meeting, or be entitled to any of the privileges of the Society.

WITHDRAWAL FROM MEMBERSHIP

6. A member desiring to withdraw from the Society shall signify the same in writing; and if clear on the books and free of charges, shall be entitled to a recommendation to a similar Society elsewhere.

EXPULSION OF A MEMBER

7. (a) Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Society.
- (b) Particulars of the charge shall be communicated to the member at least one calendar month before the committee meeting at which the matter will be determined.
- (c) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, subject to rule (d), cease to be a member 14 days after the Committee has communicated its determination to the member.
- (d) It shall be open to a member to appeal to the Society in General Meeting against the expulsion. The intention shall be communicated to the Secretary or Public Officer of the Society within 14 days after the determination of the committee has been communicated to the member.
- (e) In the event of an appeal under sub-rule (d) the appellant's membership of the Society shall not be terminated unless the determination of the Committee 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 at the date of the General Meeting at which the determination of the committee is upheld.

GOVERNMENT

8. (a) The "**Executive**" shall consist of the:-
Chief, Immediate Past Chief, Secretary, and Treasurer.
- The Secretary will keep a **Register of Members** and may be the **Public Officer** for the Society.
- (b) The "**Committee**" shall consist of the **Executive, Minute Secretary, three (3) Chieftains and seven (7) Directors** and an **Assistant Treasurer**, and shall hold office for one (1) year.
- Subject to clause 8 (b) being resolved in the affirmative, the position of Assistant Treasurer shall take effect immediately.
- (c) Any **Past Chief**, who has been a Chief of the Port Adelaide Caledonian Society Inc., may also be ex-officio on the Committee annually so long as they indicate their intention in writing on the prescribed nomination form, without being proposed or seconded.
- (d) The Management of the Society shall be vested in the **Committee** with six (6) to form a quorum including at least two (2) from the Executive.
- (e) The Committee shall hold meetings at such times as may be deemed necessary to transact business and devise schemes for the welfare and advancement of the Society.
- (f) Should any member of the Committee, the Chief and Immediate Past Chief excepted, without notice, absent themselves from three (3) consecutive meetings the position may be declared vacant and another member may be appointed by the Committee to fill the vacancy if required for the remainder of the term.
- (g) When duly called for, every member shall deliver up to the successor in office or the Chief, all books, papers, keys, electronic material etc. belonging to the Society.
- (h) The Society shall make such **By-Laws** as necessary to assist the officers and members in the day to day running of the Society.

- (i) The **By-Laws**, as approved by a special resolution of the committee, may be altered or amended at any General or Committee meeting.
- (j) Notice of any proposed alteration, addition or amendment to the **By-Laws**, by any member of the society, shall be given, in writing, to the Secretary.

ELECTION OF OFFICE BEARERS

- 9. (a) Nominations shall be in writing, on the prescribed form, signed by the Proposer and Seconder, accompanied by the Nominee's consent in writing, and shall be lodged with the Secretary four (4) weeks prior to the Annual General Meeting
- (b) A member must have served a Committee position for at least one (1) year before a nomination can be accepted for the position of Chief.
- (c) Nominations for any vacant Executive or Committee positions shall be accepted from the floor.
- (d) When two (2) or more candidates are nominated for one office, those not appointed shall be eligible for the next position, if any, without further nomination.

The order of officers shall be:

Chief	Secretary	Treasurer	Assistant Treasurer
	Minute Secretary		Directors

- (e) Three (3) chieftains shall be chosen, by ballot if necessary, at the Annual General Meeting from the pool of ten (10) Directors elected.

GENERAL MEETINGS

- 10. (a) The **Annual General Meeting** (AGM) shall be held in the month of **November** and a half-year general meeting shall be held in the month of **June**.
- (b) In addition to the above, special general or business meetings of the Society may be held, with due written notification of 28 days to all members. Proxy's will not be entertained.

MINUTES

- 11. Proper minutes of all proceedings of general meetings of the Society and meetings of the Committee shall be kept in minute books and shall be signed by the Chief or Chairperson at the subsequent meeting. The AGM minutes are to be signed at the next AGM while relevant action will be fulfilled by the Committee in the intervene. The Executive shall report any business at the next Committee meeting.

ACCOUNTS

- 12. (a) The Treasurer of the Society shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Society.
- (b) The Assistant Treasurer of the Society shall keep such separate accounting records as are necessary to correctly record and explain the financial transactions and financial position of the City of Adelaide Highland Dancing Championship, the PACS Annual Highland Dancing Competition and any other Event as directed by the Society.

FISCAL YEAR

- 13. For the purpose of audit, the fiscal year shall be from 1st July to 30th June of the succeeding year.

AUDITOR

14. (a) An **Auditor** will be appointed at the Annual General Meeting, who shall at least once in every year make an audit of the books of the Society, and, if satisfactory give a certificate to that effect at the annual meeting, or otherwise make a report to the Committee.
- (b) The Auditor shall at least once in every year make an audit of the books of the Assistant Treasurer of the Society, and, if satisfactory give a certificate to that effect at the annual meeting, or otherwise make a report to the Committee.

TRUSTEES

15. (a) Three (3) **Past Chiefs**, of the Society, shall be elected for one (1) year at the Annual General Meeting to be responsible as Trustees for all properties held by the Society.
- (b) The Trustees shall on behalf of the members be responsible for the investment and signatories of all stock deposit trust accounts, and also the responsibilities as set out in clause 19 dissolution.
- (c) All financial investments shall be of the highest fixed interest available with an investment account, or similar product, from the nominated financial institution.
- (d) If not enough Past Chiefs are available, then in order, a Life Member shall substitute, then if not enough Life Members are available, a Full Member shall substitute.

ALTERATION OF THE CONSTITUTION

16. (a) The foregoing Constitution, as adopted by the Society, shall not be repealed, annulled, altered or amended at any meeting other than the **Annual General Meeting** or a special general meeting called for that purpose.
- (b) Any member desirous of altering or amending any of the above rules must give notice in writing to that effect at the previous half year general meeting, and indicate the nature of the proposed alteration or amendment.
- (c) In addition to the above, a minimum of 10 members shall request, in writing and signed by the relevant members stating the reasons and purpose, a Special General Meeting to alter the constitution.

MATTERS NOT PROVIDED FOR IN FOREGOING ARTICLES

17. In matters relating to education, special gatherings, national games, or other matters not especially herein before provided for, shall be referred to the Committee, which may from time to time appoint sub-committees to carry out and provide for the same.

RULES OF ORDER

18. (a) All motions must be duly proposed and seconded before they can be entertained.
- (b) When a motion is duly made and seconded, the chairperson shall state the same to the Society before it can be discussed.
- (c) All motions and propositions must be reduced to writing when requested by the chairperson.
- (d) Any member wishing to speak shall rise and address the chair, and confine remarks to the subject under debate, and no member shall be allowed to speak more than twice on the same subject, for a longer period than five minutes at any one time, unless by permission of the chair.
- (e) A member when called to order, shall immediately be seated until the point of order is settled, then afterwards proceed.
- (f) No member shall be allowed to use discourteous language or reflections towards another during the debate.
- (g) No religious or political questions shall be discussed at any meeting of the Society.
- (h) A motion or proposition to adjourn shall always be in order, and shall be decided without debate.
- (i) When a motion or proposition to adjourn is carried, the members shall remain seated until the chairperson declares the meeting adjourned.
- (j) The Chief or Acting Chief must determine all questions of order not provided for by these rules.

DISSOLUTION

19. (a) The Society shall not be dissolved except at a special general meeting called for that purpose on a resolution passed by an eighty-five (85) per cent majority of all financial members present, or by proxy, & all available Trustees after at least one (1) months notice calling the meeting and setting out the proposed resolution shall have been duly given.
- (b) On dissolution, all funds and / or properties what so-ever held by the Society after satisfaction of all its debts and liabilities, shall be invested by the three (3) Trustees to maintain in good order in the name of the Port Adelaide Caledonian Society Inc. until all avenues of maintaining the Society in Port Adelaide have been exhausted.
- (c) In the event that the appointed Trustees deem that the properties be sold, the proceeds are to be transferred to trust funds administered by the aforementioned trustees to provide scholarships or financial assistance for benefit in Scottish education, music, history or culture as within the objects of this constitution.
- (d) In the event of the retirement, or death, of a Trustee, the remaining Trustees will appoint a replacement who has the same interests and beliefs as set out in the "Objects and Purposes" in the above Constitution of the Society.
- (e) After a period of time, if ALL Trustees agree that there is no chance of the Society ever reforming or being re-established, and that all avenues have been exhausted to continue on with the scholarships or similar schemes as out-lined in clause (c), that they shall dispose of all remaining funds to a public hospital within the western suburbs of Adelaide for the purchase of specific items or equipment.