

CONSTITUTION

THE SOCIETY OF ST ANDREW OF SCOTLAND (QUEENSLAND) LIMITED

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A SOCIETY LIMITED BY GUARANTEE

CONSTITUTION

of

THE SOCIETY OF ST. ANDREW OF SCOTLAND (QUEENSLAND) LIMITED

1. NAME OF SOCIETY

The name of the Society is THE SOCIETY OF ST. ANDREW OF SCOTLAND (QUEENSLAND) LIMITED.

2. PRELIMINARY

2.1 Replaceable Rules

The Replaceable Rules do not apply to the Society.

2.2 Definitions

In these rules unless it is inconsistent with the subject or context in which it is used:

‘**Board**’ means the A Class members of the Society;

‘**Branch**’ means a branch of the society established under **rule 21**;

‘**business day**’ means a day on which banks (as that term is defined in the *Banking Act 1959*) are open for business in Brisbane;

‘**Chairman**’ means the Chairman of the Council unless otherwise stated in these Rules;

‘**Committee**’ means a committee to which powers have been delegated by the Council pursuant to **rule 12.7**;

‘**Constitution**’ means the constitution of the Society, as amended from time to time;

‘**Council**’ means the directors of the Society for the time being;

‘**member of the Council**’ means a person appointed or elected from time to time to the office of director of the Society in accordance with these rules;

‘**Effective Date**’ means the date upon which the adoption of these rules becomes effective;

‘**Law**’ means the Corporations Law and the Corporations Regulations (as defined in the Corporations Act 1989);

‘**Member**’ means any person who becomes a member in accordance with the law and this Constitution and includes A Class, B Class, C Class, D Class, E Class and F Class members as those terms are used in this Constitution in accordance with **rule 5**;

‘**Members present**’ means Members entitled to be present at a general meeting of the Society in person or, if applicable, by duly appointed proxy or attorney;

‘**Office**’ means the registered office from time to time of the Society;

‘**Office Bearers**’ means the persons elected or appointed to fill positions as described in **rule 19**;

‘**person**’ means an individual and does not include partnerships, associations, and corporations unincorporated and incorporated by Ordinance, Act of Parliament or registration, unless otherwise stated in these rules;

‘**President**’ means the President of the Society and chairman of the Board;

‘**Register**’ means the register of Members of the Society established pursuant to the Law;

‘**Registered address**’ means the address of a Member specified in the Register or any other address of which the Member notifies the Society as a place at which the Member will accept service of notices;

‘Replaceable Rules’ means all or any of the replaceable rules contained in the Law from time to time and includes any replaceable rule that was or may become, a provision of the Law;

‘rules’ means the rules of this Constitution as altered or added to from time to time;

‘Seal’ means the common seal, if any, from time to time of the Society;

‘Secretary’ means a person appointed as secretary of the Society and includes any person appointed to perform the duties of secretary;

‘securities’ includes shares, rights to shares, options to acquire shares and other securities with rights of conversion to equity;

‘Society’ means THE SOCIETY OF ST. ANDREW OF SCOTLAND (QUEENSLAND) LIMITED;

‘Unincorporated Society’ means the Society of St. Andrew of Scotland (Queensland);

‘writing’ and **‘written’** includes printing, typing, lithography and other modes of reproducing words in a visible form;

2.3 Interpretation

- (a) An expression used in a particular Part, Division, Schedule or regulation of the Law that is given by that Part, Division, Schedule or regulation a special meaning for the purpose of that Part, Division Schedule or regulation has, in any of these rules that deals with a matter dealt with by that Part, Division, Schedule or regulation, unless the contrary intention appears, the same meaning as in that Part, Division, Schedule or regulation
- (b) Words importing the singular include the plural and vice versa.
- (c) Words importing a gender include each other gender.
- (d) A reference to the Law or any other statute or regulation is to be read as though the words ‘as modified or substituted from time to time’ were added to the reference.
- (e) The headings and sidenotes do not affect the construction of these rules.

3. OBJECTS AND POWERS

3.1 Objects of Society

The objects for which the Society is established are:

- (a) To acquire and take over the assets and the liabilities of the present unincorporated body known as The Society of St. Andrew of Scotland (Queensland), whether vested in trustees or not and to carry on the work of The Society of St. Andrew of Scotland (Queensland);
- (b) To encourage, maintain and foster loyalty to God, Sovereign and the British Commonwealth of Nations;
- (c) To initiate, maintain, advance and/or support all approved activities and institutions of a Scottish character;
- (d) To advance and/or support such other activities as the Board of Governors shall from time to time approve;
- (e) To promote and foster the interests of all things Scottish and the consideration and full discussion of all matters, questions and things relating to or affecting the interests of the Society;
- (f) To adopt such means of making known the objects of the Society as may to the Society seem expedient;
- (g) To borrow or raise or secure the payment of money for the purposes of the Society whether the same has been borrowed or intended to be borrowed on overdrawn account or otherwise in such manner and upon such terms as may seem expedient and to secure the repayment thereof

and of moneys owing or obligations incurred by the Society by bonds, debentures or debenture stock (either payable to bearer or otherwise) or by mortgage or charge or in any such manner as may be determined and for such a purpose to charge all or any part of the property of the Society both present and future and to pay interest on such borrowed money;

- (h) To expend money received from Members or from any other source for any purpose which, in the opinion of the Society, may further the objects of the Society;
- (i) To solicit and/or receive donations and legacies (whether subject to any special trusts or not) for the purpose of applying the same to any of the objects of the Society and to apply the same accordingly;
- (j) To purchase, take on lease or in exchange, hire or otherwise acquire any land, buildings, easements or property, whether real or personal, and as far as the law applicable from time to time may allow to improve, develop, sell, mortgage, transfer, lease, let, exchange, hypothecate and (without limiting the effect of the foregoing general words) in any manner dispose of or deal with or use such property or rights or any of them or any part thereof;
- (k) To invest and deal with the moneys of the Society not immediately required upon such securities and in such manner as may from time to time be required including the purchase of shares in any corporation and whether or not any such investments shall be one authorised by law for the investment of trust funds;
- (l) To undertake and execute any trusts the undertaking whereof may seem desirable whether gratuitously or otherwise;
- (m) To formulate, establish and implement regulations and by-laws for the proper conduct of Members and for regulating and determining their membership;
- (n) To do all such things and exercise all or any of the powers contained in the Law as if the same had been set forth at length as a separate object or power as the case may be;
- (o) To do all such other things as may be deemed incidental or conducive to the attainment of the objects of the Society or any of them.

3.2 Separate objects

Each of the above objects constitutes a separate object of the Society, and no such object may be construed by reference to any other such object.

3.3 Powers of the Society

The Society has the power to:

- (a) deal with other bodies and as such to:
 - (i) subscribe to, become a member of and co-operate with or amalgamate with any other company, club, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Society;
 - (ii) purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, clubs, associations or organisations with which the Society is authorised to amalgamate; and
 - (iii) transfer all or any part of the property, assets, liabilities and engagements of the Society to any one or more of the companies, clubs, associations or organisations with which the Society is authorised to amalgamate,

but the Society may only subscribe to and support with its funds or amalgamate with any company, club, association or organisation which prohibits the distribution of its income and property amongst its Members to an extent at least as great as that imposed on the Society under or by virtue of **rule 4.2** of this Constitution;

- (b) to co-ordinate, initiate and undertake efforts for the raising of funds for its objects including without limitation take such steps by personal or written appeals, public meetings or

otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the Society by way of donations, sponsorships, annual subscriptions, levies or otherwise;

- (c) in furtherance of the objects of the Society to buy, sell and deal in all kinds of commodities and provisions, both liquid and solid, for or to the Members or persons entering, visiting or using the Society's premises;
- (d) to fairly impose and collect joining fees and annual and life membership fees from Members and fees from Members and other persons including partnerships corporations and associations for use of the Society's premises, property and assets and for entering or visiting the Society's premises;
- (e) to appoint such honorary staff, paid administrators and professional advisers as may be appropriate from time to time;
- (f) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other person as may be necessary or convenient for the purposes of the Society;
- (g) to remunerate any person or body corporate for services rendered or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Society or promotion of the Society or in furtherance of its objects;
- (h) to promote and hold either alone or together with any other Society, club, association or organisation meetings and displays and, without limitation, take any action considered necessary to further the objects and be in the interests of the Society;
- (i) to make regulations and by-laws for the better carrying out of its objects and to equitably enforce such regulations and by-laws;
- (j) to suspend, expel, disqualify or otherwise cause to be dealt with any Member who has committed a breach of the Constitution of the Society, or of any of its rules and by-laws or for any action considered to be unfair, unbecoming or contrary to the interests, ideals or objects of the Society;
- (k) to open Branches and to form subcommittees or organisational sections or units to assist in the execution of its objects;
- (l)
 - (i) to purchase, take on lease, or in exchange, hire and otherwise acquire any land, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Society; and
 - (ii) where the Society takes or holds any property subject to a trust, to only deal with it in such manner as is allowed by law having regard to the trust;
- (m) to enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and any rights, privileges and concessions which the Society may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (n) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which seem calculated directly or indirectly to advance the Society's interests and to contribute to subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control of them;
- (o) to invest and deal with the money of the Society not immediately required in such manner as the Society thinks fit;
- (p) to take or otherwise acquire and hold shares, debentures or other securities of any company or body corporate;

- (q) to lend and advance money or give credit to any person or body corporate, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate and otherwise to assist any person or body corporate in furtherance of the objects of the Society;
- (r) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as the Society thinks fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Society in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Society's property (both present and future), and to purchase, redeem and pay off such securities;
- (s) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (t) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Society in furtherance of the objects of the Society;
- (u) to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price of any kind of the Society's property of whatever kind sold by the Society or any money due to the Society from purchasers and others;
- (v) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Society;
- (w) to insure against all risks, liabilities and eventualities as may seem advisable and to apply the proceeds of any claim under any insurance in such manner and for such purpose or purposes as may be thought fit;
- (x) to print and publish any articles, releases, newspapers, periodicals, books or leaflets that the Society may think desirable for the promotion of its objects;
- (y) to give or contribute towards the giving of gifts, prizes, medals, awards or trophies and make donations in furtherance of its objects and for patriotic, charitable or community purposes; and
- (z) to do all such things as are incidental and conducive to the attainment of the objects and the exercise of the powers of the Society.

3.4 No power to issue shares

The Society has no power to issue or allot fully or partly paid shares to any person or corporation.

4. NON-PROFIT NATURE OF THE SOCIETY

4.1 Non-profit

- (a) The income, property, profits and financial surplus of the Society, whenever derived, must be applied solely towards the promotion of the objects of the Society as set out in this Constitution.
- (b) The Society is a non-profit organisation and shall not carry on business for the purpose of profit or gain to its individual Members and no portion of its income, property, profits and financial surplus may be paid, distributed to or transferred, directly, indirectly, by way of dividend, property, bonus or otherwise by way of profit, to the Members, or the Council, or their relatives, except as provided by this Constitution .
- (c) Nothing in this Constitution prevents:
 - (i) the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any Member or member of the Council of the Society, in

- return for any services actually rendered to the Society or for goods supplied in the ordinary and usual way of business;
- (ii) the payment of interest at a rate not exceeding interest at the rate for the time being charged by the Society's bankers for overdrawn accounts on money borrowed from a Member;
- (iii) reasonable and proper rent for premises demised or let by any Member to the Society.

4.2 No distribution of profits to Members on winding up

Where property remains after the winding-up or dissolution of the Society and satisfaction of all its debts and liabilities, it may not be paid to nor distributed among the Members of the Society but must be given to or transferred to another fund, authority or institution having objects similar to the objects of the Society, and whose constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of this Constitution, which fund, authority or institution is to be determined by the Members of the Society at or before the time of the dissolution.

4.3 Winding up or dissolution

The Society shall be dissolved in the event that a resolution is carried by a three-fourths majority of the A Class, B Class and D Class members present at a special general meeting of Members convened for that purpose.

4.4 Limited liability on winding up

Each A Class member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up while he is a Member or within one year after he ceases to be a Member for the payment of the debts and liabilities of the Society contracted before he ceases to be a Member and of the costs charges and expenses of winding up and for adjustment of the rights of the contributors among themselves such amount as may be required, not exceeding \$2.00.

5. MEMBERSHIP

5.1 Qualifications for Membership

Persons of eighteen years or over of Scottish descent or association subscribing to the objects of the Society shall be eligible for election to membership.

5.2 Types of Membership

There shall be the following Classes of members:

- (a) A Class members;
- (b) B Class members;
- (c) C Class members;
- (d) D Class members;
- (e) E Class members; and
- (f) F Class members.

5.3 A Class Members

- (a) The first A Class Members of the Society shall be:
 - (i) T C Campbell;
 - (ii) D S Charlton
 - (iii) Dr W J Crawford;

- (iv) M W De Hayr;
 - (v) R Douglas, O.A.M.;
 - (vi) I M Ferguson;
 - (vii) M J Ferguson;
 - (viii) A S Kennedy;
 - (ix) D F McDonald, Q.P.M.;
 - (x) J F McDonald;
 - (xi) A J Muir;
 - (xii) E W Munro;
 - (xiii) P R Nicol;
 - (xiv) Dr H S Patterson, A.M.;
 - (xv) R D Porteous;
 - (xvi) M.D Ramsay
 - (xvii) W R J Riddel, A.M., O.B.E.;
 - (xviii) R Scott;
 - (xix) N. McD. Smith;
 - (xx) M D Thomson;
 - (xxi) K G Wyllie.
- (b) The A Class members shall consist of not less than 12 nor more than 30 members.
- (c) Any member of the Society who:
- (i) is a B Class Member or a D Class Member;
 - (ii) has demonstrated qualities of leadership and good character;
 - (iii) has shown active and enthusiastic support of the objects of the Society; and
 - (iv) has rendered distinguished service to the Society for a period of not less than 5 years;
- may be nominated as an A Class member.
- (d) Nominations must be made in writing signed by at least 2 A Class members and given to the Secretary at least 60 days prior to the next Annual Meeting.
- (e) The Secretary shall report the nomination to the first meeting of the Council held thereafter when such nomination shall be considered and if approved and if the nominee agrees in writing to become an A Class member, the nomination shall be submitted to the next Annual Meeting.
- (f) Voting on the appointment at the Annual Meeting shall be by ballot.
- (g) Unless it is necessary to maintain the minimum number of 12 members, no more than 2 A Class members may be admitted in any one calendar year.
- (h) Appointment to A Class membership shall be made by a unanimous decision of the A Class members present and voting at the General Meeting convened for that purpose.
- (i) Upon appointment, the Council shall cause the name and address of the new A Class member to be entered into the Register of A Class members kept by the Society and shall perform all such other tasks necessary to admit the new appointee to A Class membership.
- (j) A Class members are eligible:
- (i) for appointment as Office Bearers of the Society and subject to **rule 19.2(c)** as Council members;
 - (ii) to receive notice of and to attend general meetings of the Society; and
 - (iii) to vote at general meetings of the Society, and in a postal ballot, on the basis of one vote per member.

- (k) The membership of an A Class member shall be terminated in the event of any one of the following:
 - (i) the death of the member;
 - (ii) resignation of the member from A Class membership of the Society;
 - (iii) the person ceasing to be a financial member;
 - (iv) certification that the member is of unsound mind or is a person whose person or estate is liable to be dealt with under the law relating to mental health;
 - (v) the expulsion of the member by a resolution of a three fourths majority of A Class members present and voting at a general meeting of the Society convened for the purpose of considering such a resolution.
- (l) Each A Class member undertakes to contribute to the assets of the Society in the event of its being wound up in accordance with **rule 4.4**.

5.4 B Class Members

- (a) The Council may from time to time in its absolute discretion admit to B Class membership of the Society any person who is eligible under **rule 5.1**.
- (b) Every applicant for B Class membership must be nominated and seconded by 2 Members who have satisfied themselves that the candidate meets the criteria of **rule 5.1**. Such application must be in writing signed by all 3 parties, and in such form as the Council may from time to time determine.
- (c) The Council may not deal with any application for B Class membership unless the joining fee and subscription payable in respect of the application has been received by the Society.
- (d) Notwithstanding paragraph (c) of this rule the Council may in its absolute discretion admit or reject any application for B Class membership without the necessity of assigning any reason therefore. If the applicant is not to be admitted to membership, all monies paid by the applicant to the Society shall be returned forthwith in full.
- (e) B Class members are eligible:
 - (i) for appointment as Council members, A Class members and Office Bearers of the Society other than Chieftain, President and Vice President;
 - (ii) to vote in a postal ballot on a resolution to amend the rules of the Society and to vote on a resolution to wind up the Society.
- (f) B Class members are not eligible to receive notice of or to attend and vote at general meetings of the Society other than a special general meeting of the Society convened to consider a resolution to dissolve the Society.
- (g) The membership of a B Class member shall be determined in the event of any one of the following:
 - (i) the death of the member;
 - (ii) resignation of the member from membership of the Society;
 - (iii) the person ceasing to be a financial member;
 - (iv) certification that the member is of unsound mind or is a person whose person or estate is liable to be dealt with under the law relating to mental health;
 - (v) the expulsion of the member by a resolution under **rule 6.3**.
- (h) A B Class member is not liable to contribute to the assets of the Society in the event of its being wound up unless such member is also an A Class member of the Society.

5.5 C Class Members

- (a) The Council may from time to time in its absolute discretion admit to C Class membership of the Society any person who is eligible under clause 5.1.
- (b) Every applicant for C Class membership must be nominated and seconded by 2 Members who have satisfied themselves that the candidate meets the criteria of **rule 5.1**. Such application must be in writing signed by all 3 parties, and in such form as the Council may from time to time determine.
- (c) The Council may not deal with any application for C Class membership unless the joining fee and subscription fee payable in respect of the application has been received by the Society.
- (d) Notwithstanding paragraph (c) of this rule the Council may in its absolute discretion admit or reject any application for C Class membership without the necessity of assigning any reason therefore. If the applicant is not to be admitted to membership all monies paid by the applicant to the Society shall be returned forthwith in full.
- (e) C Class members are not eligible:
 - (i) for appointment as Office Bearers, Council members or A Class members of the Society; or
 - (ii) to vote in a postal ballot on a resolution to amend the rules of the Society; or
 - (iii) to receive notice of or to attend and vote at general meetings of the Society or at a special general meeting of the Society convened to consider a resolution to dissolve the Society.
- (f) The membership of a C Class member shall be determined in the event of any one of the following:
 - (i) the death of the member;
 - (ii) resignation of the member from membership of the Society;
 - (iii) the person ceasing to be a financial member;
 - (iv) certification that the member is of unsound mind or is a person whose person or estate is liable to be dealt with under the law relating to mental health;
 - (v) the expulsion of the member by a resolution under **rule 6.3**.
- (g) C Class members are not liable to contribute to the assets of the Society in the event of it being wound up.

5.6 D Class Members

- (a) Any B Class member or person qualified to be a B Class member on tendering a joining fee may, on payment of a life membership fee, be elected by the Council a D Class member.
- (b) Such D Class member shall have the same eligibility and be subject to the same terms and conditions as B Class members of the Society, without payment of any annual subscription.

5.7 E Class Members

- (a) Any C Class member or person qualified to be a C Class member on tendering a joining fee may, on payment of a life membership fee, be elected by the Council an E Class member.
- (b) Such E Class member shall have the same eligibility and be subject to the same terms and conditions as C Class members of the Society, without payment of any annual subscription.

5.8 F Class Members (Fellowship Members)

- (a) Any person who has rendered outstanding service to the Nation, to Scottish interests or to the Society may be appointed an F Class member of the Society by a simple majority decision of the Board and the Council meeting jointly for the purpose of considering such an appointment.

- (b) An F Class member shall have the same eligibility and be entitled to the same privileges as E Class members of the Society, without payment of a life membership fee.
- (c) An F Class member who is also an A, B or D Class member shall continue to exercise the rights attached to that Class in addition to the rights conferred under this **rule 5.8**.
- (d) An F Class member is not liable to contribute to the assets of the Society in the event of it being wound up unless such member is also an A Class member of the Society.

6. RIGHTS AND OBLIGATIONS OF MEMBERS

6.1 Fees and subscriptions payable

- (a) The joining fees, annual subscription fees and life membership fees for the various classes of membership shall be determined from time to time by a simple majority decision of the Board and the Council meeting jointly.
- (b) The joining fee shall entitle a Member to the badge of the Society and on request a copy of the Society's Constitution.
- (c) The annual subscription fee shall be payable by A Class, B Class and C Class members on or before 1 July each year.
- (d) The annual subscription fee payable by C Class members shall be 60% of the annual subscription fee payable by B Class members.
- (e) The life membership fee payable by E Class members shall be 60% of the life membership subscription fee payable by the D Class members.

6.2 Variation of rights of Members

- (a) While the membership of the Society is divided into different Classes, the rights attached to any Class of membership may be varied in accordance with the procedure for amendment of these rules, set out in **rule 23**.
- (b) Provided the procedure in **rule 23** is followed, the consent of the members of each individual Class is not required to vary the rights of each individual Class.

6.3 Expulsion of Member

- (a) If any member of the Society (other than an A Class member) wilfully refuses or neglects to comply with the provisions of these rules, or engages in conduct which in the opinion of the Council is unbecoming of a member or prejudicial to the interests of the Society, either the Council, the President or any 5 A Class members may convene a meeting of the Society to consider and if thought fit resolve by ordinary resolution to expel the member. Voting shall be by ballot.
- (b) The Society may only pass a resolution under **rule 6.3(a)** to expel a member if at least one week before the meeting at which the resolution is proposed, the member receives notice of the meeting and of what is alleged against him or her and of the proposed resolution for expulsion. The member may attend such meeting and before the passing of such resolution give an oral or written explanation of his or her conduct.
- (c) Any member whose annual subscription (which is due on 1 July each year) has not been paid by 31 December in any year shall cease to be a member of the Society forthwith provided that the Council may reinstate a person's membership without requesting payment of a further joining fee, if good cause is shown and if all arrears of membership are paid.

6.4 Liability for outstanding fees

If a person's membership ceases for whatever reason they remain liable for all fees incurred to the date of termination of their membership and will not receive a refund of any annual membership paid in advance.

6.5 Expulsion of A Class Members

- (a) If an A Class member wilfully refuses or neglects to comply with the provisions of these rules, or engages in conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Society, either the Council, the President or any 5 A Class members may convene a meeting of the Society to consider and if thought fit to expel the A Class member by a resolution passed by 75% of members present and voting. Voting shall be by ballot.
- (b) The Society may only pass a resolution under **rule 6.5(a)** to expel an A Class member if at least one week before the meeting at which the resolution is proposed, the A Class member receives notice of the meeting and of what is alleged against him and the proposed resolution for expulsion. The A Class member may attend at such meeting and before the passing of such resolution give an oral or written explanation of his conduct.

7. GENERAL MEETINGS OF THE SOCIETY

7.1 General Meetings

- (a) General meetings of the Society may be convened by the Secretary upon:
 - (i) receiving instruction to do so from the Council;
 - (ii) receiving instructions to do so from the President;
 - (iii) receiving written instructions to do so signed by 5 A Class Members of the Society.
- (b) A general meeting shall be held at such time and place:
 - (i) in the case of a meeting convened on the instructions of the Council, as the Council shall determine;
 - (ii) in the case of a meeting convened on the instructions of the President or of 5 A Class Members, as the President, or in his absence as the Chairman of Council shall determine.

7.2 Notice of general meeting

- (a) The following persons are entitled to receive notice of a General Meeting:
 - (i) each Member individually who is entitled to vote at general meetings of the Society;
 - (ii) each member of the Council;
 - (iii) the auditor for the time being of the Society.
- (b) At least 21 days notice, specifying the place, the day and the hour of the meeting and in the case of special business, the general nature of such business and such other information as may be required by these rules or the Law, shall be given to the persons entitled to receive notice of a General Meeting.
- (c) The non-receipt of a notice of any general meeting by, or the accidental omission to give notice to, any person entitled to notice shall not invalidate the proceedings or any resolution passed at that meeting.
- (d) A Class Members are entitled to give notice in writing to the Secretary of any special business for consideration at the next Annual General Meeting. Such notice shall be given at least 60 days prior to the date of the meeting and shall state the motion proposed and the names of the proposer and seconder. The date of each Annual Meeting shall be determined by the Council and circulated to persons entitled to receive notices at least 3 months prior to date of the meeting to allow motions to be submitted to the Secretary in accordance with this rule.
- (e) The Secretary shall include in the notice of the Annual Meeting, the annual accounts of the Society and the annual report of the Council.

- (f) Notice of a general meeting other than the annual general meeting shall be given within 30 days, and such meeting shall be held within 60 days, of receiving instructions pursuant to **rule 7.1(a)**.

7.3 Chairman may refuse admission

The Chairman of a general meeting may refuse admission to, or require to leave and remain out of, the meeting any person:

- (i) in possession of a pictorial-recording or sound-recording device;
- (ii) in possession of a placard or banner;
- (iii) in possession of an object considered by the Chairman to be dangerous, offensive or liable to cause disruption;
- (iv) who refuses to produce or to permit examination of any object, or the contents of any object or container, in the person's possession;
- (v) who behaves or threatens to behave in a dangerous, offensive or disruptive manner; or
- (vi) who is not:
 - (A) an A Class Member or a proxy or attorney of an A Class Member;
 - (B) a member of the Council; or
 - (C) the auditor of the Society.

8. PROCEEDINGS OF GENERAL MEETINGS

8.1 Business of General Meetings

- (a) The business of an annual meeting shall be:
- (i) to receive the consider the annual accounts of the Society, the annual report of the Council incorporating the annual reports of the Branches, the report of the Auditors and any other reports required by the Law to be laid before each annual general meeting;
 - (ii) to elect the members of Council for the ensuing year;
 - (iii) to elect the Office Bearers for the ensuing year;
 - (iv) when required, to appoint an auditor;
 - (v) to consider nominations (if any) for A Class membership;
 - (vi) to transact any other business which, under these rules or the Law is required to be transacted at an annual general meeting.
- (b) All other business transacted at an annual general meeting and all business transacted at other general meetings is deemed to be special business. Except with the approval of the chairman of the meeting or pursuant to the Law, no person may move at any general meeting any resolution which does not constitute special business or part of special business of which notice has been given under **rule 7.2**.
- (c) The auditor and his representative are entitled to attend and be heard on any part of the business of a meeting which concerns the auditors. The auditor or his representative, if present at the meeting, may be questioned by the Members about the audit.

8.2 Quorum

Seven A Class members personally present shall constitute a quorum for a general meeting. No business may be transacted at any meeting except the election of a Chairman and the adjournment of the meeting unless the requisite quorum is present at the commencement of the business.

8.3 Adjournment in Absence of Quorum

If within 15 minutes after the time specified for a general meeting a quorum is not present, the meeting, may be dissolved by the President or adjourned to the same day in the next week (or, where that day is not a business day, the business day next following that day) at the same time and place and if, at the adjourned meeting, a quorum is not present within 30 minutes after the time specified for holding the meeting, the meeting shall be dissolved.

8.4 Chairman

- (a) The President is entitled to take the chair at every general meeting.
- (b) If at any general meeting:
 - (i) The President is not present at the specified time for holding the meeting; or
 - (ii) the President is present but is unwilling to act as Chairman of the meeting,the Vice President is entitled to take the chair at the meeting.
- (c) If at any general meeting:
 - (i) there is no President or Vice President;
 - (ii) the President or Vice President are not present at the specified time for holding the meeting; or
 - (iii) the President or Vice President are present but each is unwilling to act as Chairman of the meeting,the members present may choose any one of their number to be chairman of the meeting.

8.5 Acting Chairman

If during any general meeting the person acting as chairman of the meeting pursuant to **rule 8.4** is unwilling to act as chairman for any part of the proceedings, the person may withdraw as chairman during the relevant part of the proceedings and may nominate another member present to be acting chairman of the meeting during the relevant part of the proceedings. Upon the conclusion of the relevant part of the proceedings the acting chairman is to withdraw and the person appointed as chairman pursuant to **rule 8.4** is to resume acting as chairman of the meeting.

8.6 General conduct of meeting

Except as provided by the Law, the general conduct of each general meeting of the Society and the procedures to be adopted at the meeting are as determined by the Chairman acting pursuant to **rule 8.4**. The Chairman may at any time the Chairman considers it necessary or desirable for the proper and orderly conduct of the meeting, demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members present. The Chairman may require the adoption of any procedure which is in the Chairman's opinion necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the Society, whether on a show of hands or on a poll.

8.7 Adjournment

The Chairman acting pursuant to **rule 8.4** may at any time during the course of any general meeting adjourn the meeting from time to time and from place to place. If the Chairman exercises a right of adjournment of a general meeting pursuant to this rule, the Chairman has the sole discretion to decide whether to seek the approval of the Members present to the adjournment and, unless the Chairman exercises that discretion, no vote may be taken by the Members present in respect of the adjournment. No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

8.8 Voting

- (a) Each question submitted to a general meeting is to be decided in the first instance by a show of hands of the Members present and entitled to vote. Subject to paragraph (b) of this rule, in the case of an equality of votes, the Chairman has, both on a show of hands and at a poll, a casting vote in addition to the vote or votes to which the Chairman may be entitled as a Member or as a proxy or attorney.
- (b) On a show of hands, where the Chairman has 2 or more proxies that specify different ways to vote on a resolution, the Chairman cannot vote but has a casting vote in the case of an equality of votes cast by Members entitled to vote at the meeting.
- (c) The appointments of new A Class members and of the Patron, the Chieftain and the Chaplain of the Society must be by a unanimous decision of members present and entitled to vote.

8.9 Declaration of vote on a show of hands; when poll demanded

- (a) At any meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been passed or lost, having regard to the majority required, and an entry to that effect in the book to be kept of the proceedings of the Society signed by the Chairman of that or the next succeeding meeting, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution. A poll may be demanded:
 - (i) before a vote is taken;
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.
- (b) A poll may be demanded by:
 - (i) the Chairman; or
 - (ii) at least 2 Members present entitled to vote on the resolution.
- (c) No poll may be demanded on the election of a Chairman of a meeting.

8.10 Taking a poll

If a poll is demanded as provided in **rule 8.9**, it is to be taken in the manner and at the time and place as the Chairman directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In the case of any dispute as to the admission or rejection of a vote, the Chairman's determination in respect of the dispute made in good faith is final.

8.11 Continuation of business

A demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on any question of adjournment if agreed by the Chairman pursuant to **rule 8.7** is to be taken at the meeting immediately and without adjournment.

8.12 Special meetings

All the provisions of these rules as to general meetings apply to any special meeting of any Class of Members which may be held pursuant to the operation of these rules or the Law.

9. VOTES OF MEMBERS

9.1 Voting rights

- (a) The entitlement of Members to vote is as follows:

- (i) every A Class member has the right to one vote on a show of hands, on a poll and in a postal ballot;
 - (ii) every B Class Member has the right to one vote on a resolution by way of postal ballot to amend the Constitution, but has no right to vote at general meetings of the Society other than a special general meeting to consider a resolution to dissolve the Society;
 - (iii) C Class members have no right to vote;
 - (iv) D Class members have the same right to vote as B Class members;
 - (v) E Class members have no right to vote;
 - (vi) F Class members have no right to vote unless also an A, B or D Class member.
- (b) A Member whose annual subscription is more than one month in arrears at the date of the general meeting is not entitled to vote at that meeting.
 - (c) Subject to paragraph (d) of this rule, where a person is entitled to vote in more than one capacity, that person is entitled only to one vote on a show of hands; and
 - (d) If the person appointed as proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands.

9.2 Appointment of proxies

- (a) Any Member entitled to vote at a general meeting may appoint one proxy.
- (b) A proxy must be an A Class Member of the Society who is entitled in his own right to vote at a general meeting of the Society.
- (c) The instrument appointing a proxy (and the power of attorney, if any, under which it is signed or proof of the power of attorney to the satisfaction of the Council) must be deposited duly stamped (if necessary) at the Office, faxed to the Office or deposited, faxed or sent by electronic mail to any other place specified in the notice of meeting, at least 48 hours (or a lesser period as the Council may determine and stipulate in the notice of meeting) before the time for holding the meeting or adjourned meeting or poll at which the person named in the instrument proposes to vote.
- (d) No instrument appointing a proxy is, except as provided in this rule, valid after the expiration of 12 months after the date of its execution. Any Member may deposit at the Office an instrument duly stamped (if necessary) appointing a proxy and the appointment is valid for all or any stipulated meetings of the Society until revocation.

9.3 Validity of vote

A vote given in accordance with the terms of an instrument of proxy or power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of proxy or power of attorney in respect of which the vote is given, provided no notice in writing of the death, unsoundness of mind or revocation has been received at the Office before the meeting or any adjourned meeting. A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes at the meeting on the resolution for which the proxy is proposed to be used.

9.4 Form and execution of instrument of proxy

- (a) An instrument appointing a proxy is required to be in writing signed by the appointor or the attorney of the appointor and in the form which the Council may from time to time prescribe to accept.
- (b) The instrument of proxy is deemed to include the right to demand or join in demanding a poll and (except to the extent to which the proxy is specifically directed to vote for or against any proposal) the power to act generally at the meeting for the person giving the proxy.

- (c) An instrument appointing a proxy, unless the contrary is stated, is valid for any adjournment of the meeting, as well as for the meeting to which it relates. Any duly signed proxy which is incomplete may be completed by the Secretary on authority from the Council and as permitted by the Law and the Council may authorise completion of the proxy by the insertion of the name of any A Class member as required by **rule 9.2(b)** as the person in whose favour the proxy is given.

9.5 Council to issue forms of proxy

The Council may issue with any notice of general meeting of Members forms of proxy for use by the Members. Each form is to make provision for the Member to write in the name of the person to be appointed as proxy and may provide that, if the Member does not so write in a name, the proxy is to be a person named on the form. The form may include the Chairman of the meeting or any other A Class Member as a suggested proxy. The forms are to be worded so that a proxy may be directed to vote either for or against each or any of the resolutions to be proposed.

9.6 Attorneys of Members

Any Member may, by duly executed power of attorney, appoint an attorney to act on the Member's behalf at all or certain specified meetings of the Society. Before the attorney is entitled to act under the power of attorney, the power of attorney or proof of the power of attorney to the satisfaction of the Council must be produced for inspection at the Office or any other place the Council may determine from time to time together, in each case, with evidence of the due execution of the power of attorney as required by the Council. The attorney may be authorised to appoint a proxy for the Member granting the power of attorney.

10. THE COUNCIL

10.1 Directors comprise the Council

- (a) The directors of the Society shall comprise the Council.
- (b) The names of the first members of the Council are those persons named as directors in the application for registration of the Society.

10.2 Appointment of Members of the Council

- (a) Members of the Council are appointed at the annual general meeting each year and shall hold office until the next annual general meeting when they shall retire. Retiring directors shall be eligible for re-election.
- (b) The Council other than representative directors pursuant to **rule 10.2(d)** shall consist of not less than 10 nor more than 20 directors who shall be Members of the Society.
- (c) The President shall receive notice of meetings of the Council and may attend at his discretion and be heard but is not entitled to vote.
- (d) The President for the time being of any properly instituted Branch of the Society or another member nominated in writing by the Branch in lieu of the President shall be a representative member of the Council subject always to signing a consent to act as a director of the Society.

10.3 Casual vacancies of the Council

Casual vacancies of the Council during the year may be filled by the Council. Any director appointed under this rule may hold office only until the next annual general meeting of the Society and is then eligible for re-election.

10.4 Resignation

Any member of the Council may resign at any time from membership of the Council by notice in

writing delivered to the Secretary. Such resignation shall take effect at the time when such notice is received by the Secretary unless some later date is specified in the notice when it shall take effect on that later date.

10.5 Removal

- (a) A member of the Council and any of its Office Bearers may be removed from office by ordinary resolution of the Members present and voting at a meeting of the Society convened for the purpose of considering such resolution. At any general meeting so convened such member of Council must be given the opportunity to fully present his case either orally or in writing or partly by either or both of those means.
- (b) A member of the Council who ceases to be a member of the Council under paragraph (a) of this rule retains office until the dissolution or adjournment of the general meeting at which the member is removed.

10.6 Vacation of office

The office of a member of Council shall be automatically vacated:

- (a) upon the member becoming an insolvent under administration, suspending payment generally to creditors or compounding with or assigning the member's estate for the benefit of creditors;
- (b) upon the member becoming a person of unsound mind or a person who is a patient under laws relating to mental health or whose estate is administered under the laws relating to mental health;
- (c) upon the member being absent from 3 consecutive meetings of the Council without leave of absence from the Council;
- (d) upon the member being expelled from the Society;
- (e) upon the termination of Membership by ceasing to be a financial member;
- (f) if the member is prohibited from being a director by reason of the operation of the law.

11. POWERS AND DUTIES OF THE COUNCIL

11.1 Organisation and administration

- (a) The organisation and administration of the Society and the management of its business is vested in the Council which may pay all expenses incurred in promoting and arranging for the incorporation of the Society and may exercise all such powers of the Society as are not by the Law or by these rules required to be exercised by the Society in general meeting subject nevertheless to any of these rules and to the provisions of the Law and to such rules and regulations as may be prescribed by the Council or the Society in general meeting.
- (b) The Council may by resolution make such rules or regulations not inconsistent with these rules as it sees fit for properly carrying out the objects and powers of the Society and the Council may from time to time by resolution revoke or alter any such rule or regulation.

11.2 Travelling and other expenses

Every member of the Council is entitled to be reimbursed by the Society for all reasonable travel, accommodation and other expenses incurred by the member of the Council in attending meetings of the Society and meetings of the Council or of any of its committees or generally, while engaged in the business of the Society, provided the prior consent of the Council has been obtained.

11.3 Reports required by the Board

The President may at any time require the Council to submit to the Board such other reports and/or

financial statements as the Board may direct, in addition to those which the Council are required to place before the members in general meeting pursuant to the *Law*.

11.4 Exercise of voting power in other corporations

The Council may exercise the voting power conferred by the shares in any corporation held or owned by the Society as the Council thinks fit (including the exercise of the voting power in favour of any resolution appointing the members of the Council or any of them directors of that corporation) and a member of the Council may vote in favour of the exercise of those voting rights notwithstanding that the member of the Council is, or may be about to be appointed, a director of that other corporation and may be interested in the exercise of those voting rights.

12. PROCEEDINGS OF THE COUNCIL

12.1 Procedures relating to Council meetings

- (a) The Council may meet together, upon each member of the Council being given reasonable notice, for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Until otherwise determined by the Board, 5 members of the Council constitute a quorum.
- (c) Notice is deemed to have been given to a member, and all members are hereby deemed to have consented to the method of giving notice, if notice is sent by mail, personal delivery, facsimile transmission or by electronic mail to the usual place of residence, fax number or electronic address of the member (if any fax number or electronic address is notified to the Society) or at any other address given to the Secretary by the member from time to time subject to the right of the member to withdraw such consent within a reasonable period before a meeting.

12.2 Meetings by telephone or other means of communication

The Council may meet either in person or by telephone or by other means of communication consented to by all members of the Council subject to the right of a member of the Council to withdraw their consent within a reasonable period before a meeting. All persons participating in the meeting must be able to hear and be heard by all other participants. A meeting conducted by telephone or other means of communication is deemed to be held at the place agreed upon by the members of the Council attending the meeting, provided that at least one of the members present at the meeting is at that place for the duration of the meeting.

12.3 Votes at meetings

Questions arising at any meeting of the Council are decided by a majority of votes. The chairman of the meeting of the Council shall, in addition to his deliberative vote, have a second or casting vote in the event of an equality of votes.

12.4 Convening of meetings

The Council may at any time, and the Secretary upon the request of any one member of the Council must, convene a meeting of the Council.

12.5 Chairman

The Council shall elect at its first meeting each year a Chairman and a Deputy Chairman to hold office during the ensuing year. If at any meeting the Chairman is not present at the time specified for holding the meeting (or if present, refuses to act as Chairman) the Deputy Chairman is entitled to take the chair. If at any meeting neither the Chairman nor the Deputy Chairman are present or if present both refuse to act, the members present may choose any one of their number to be chairman of the meeting.

12.6 Powers of meetings

A meeting of the Council or any adjournment of a meeting at which a quorum is present is competent to exercise any of the authorities, powers and discretions for the time being vested in or exercisable by the Council.

12.7 Delegation of powers to Committees

The Council may, subject to the constraints imposed by law, delegate any of its powers to Committees consisting of one or more members of the Council or any other person or persons as the Council thinks fit. Any Committee formed or person or persons appointed to the Committee must, in the exercise of the powers delegated, conform to any regulations that may from time to time be imposed by the Council. A delegate of the Council may be authorised to subdelegate any of the powers for the time being vested in the delegate.

12.8 Proceedings of Committees

- (a) The meetings and proceedings of any Committee are to be governed by the provisions of these rules for regulating the meetings and proceedings of the Council so far as they are applicable and are not superseded by any regulations made by the Council under **rule 12.7**.
- (b) A Committee in the exercise of the duties delegated or assigned to it shall conform to any regulations, directions or instructions that may be imposed or given by the Council.
- (c) A Committee appointed by the Council shall be under the control and direction of the Council and has no direct part or power in the management of the Society.

12.9 Validity of Acts

- (a) All acts done at any meeting of the Council or by a Committee or by any person acting as a member of the Council are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any of the members or the Committee or the person acting as a member of the Council or that any of them were disqualified, as valid as if every person had been duly appointed and was qualified and continued to be a member of the Council or a member of the Committee (as the case may be).
- (b) If the number of members of the Council is reduced below the minimum number fixed pursuant to these rules, the continuing members of the Council may act for the purpose of increasing the number of members of the Council to that number or of calling a general meeting of the Society but for no other purpose.

12.10 Resolution in writing

A resolution in writing of which notice has been given to all members of the Council and which is signed by all such members entitled to vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Council duly called and constituted and may consist of several documents in the same form each signed by one or more of the members of the Council. For the purposes of this rule the references to **'Member of the Council'** include any alternate for the time being present in Australia who is appointed by a member of the Council not for the time being present in Australia but do not include any other alternate member of the Council. A facsimile transmission or other document produced by mechanical or electronic means under the name of a member of the Council with the member's authority is deemed to be a document in writing signed by that member.

13. OTHER SALARIED OFFICERS

The Council may appoint such officers and employees at such salaries for such periods and on such terms as it thinks fit and may subject to conditions of the employment of such officers and employees dispense with their services and re-appoint or appoint other officers and employees as it thinks fit.

14. MINUTES

The Council must ensure that minutes are duly recorded in any manner it thinks fit:

- (a) of the names of the members present at each general meeting of the Society, at each joint meeting of the Board and Council and at each meeting of the Council and of any of its Committees; and
- (b) of all resolutions and proceedings of general meetings of the Society, joint meetings of the Board and Council and meetings of the Council and of any of its Committees,

and the minutes of any meeting of the Council or of any of its Committees, any meeting of the Society or any joint meeting of the Board and the Council if purporting to be signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting, are prima facie evidence of the matters stated in the minutes.

15. THE SEAL

15.1 Society seal is optional

The Society may have a Seal.

15.2 Affixing the Seal

If the Society has a Seal, the Council is to provide for its safe custody and it should only be used by the authority of the Council. Every instrument to which the Seal is affixed is to be signed by a member of the Council and countersigned by the Secretary or by a second member of the Council or by another person appointed by the Council for the purpose. The Council may determine either generally or in any particular case that a signature may be affixed by a mechanical means specified in the determination.

15.3 Execution of documents without a Seal

The Society may execute a document, including a deed, by having the document signed by:

- (a) 2 members of the Council; or
- (b) a member of the Council and the Secretary; and

if the Society executes a deed, the document is to be expressed to be executed as a deed and be executed in accordance with the appropriate procedures set out in **rule 15.2** or this rule.

15.4 Other ways of executing documents

Notwithstanding the provisions of **rules 15.2** and **15.3**, any document including a deed, may also be executed by the Society in any other manner permitted by law.

16. MEMBER OF THE COUNCIL CONTRACTING WITH THE SOCIETY

- (a) Neither the holding of office as a member of the Council nor the fiduciary relationship resulting from holding that office shall:
 - (i) disqualify any member of the Council from holding any office or place of profit (other than that of auditor) in the Society;
 - (ii) disqualify any member of the Council from entering into any arrangement, contract or dealing with the Society in any capacity;
 - (iii) avoid or vitiate any arrangement, contract or dealing entered into by or on behalf of the Society in which a member of the Council is any way interested; or
 - (iv) render any member of the Council or any corporation of which a member of the Council is an officer or member or in any way interested or any partnership of which a member of the Council is a member or in any way interested liable to account for any

profit arising out of the holding of any such office or place of profit or any such arrangement, contract or dealing.

- (b) The nature of the interest of a member of Council must be disclosed by him at the meeting of the Council at which the arrangement, contract or dealing is determined by the Council, if his interest then exists, or, in any other case, at the meeting of Council next following the acquisition of his interest.
- (c) Subject to the law, a member of the Council who is any way interested in any arrangement, contract or dealing as referred to in paragraph (a) of this rule (whether existing or proposed) may vote in respect of the arrangement, contract or dealing at a meeting of the Council and may be counted in a quorum present at such meeting.
- (d) A member of the Council may affix or attest the affixation of the Seal to any instrument or sign or execute any document notwithstanding any interest which such member of the Council has in the subject matter of that instrument or document or any other office or place of profit held by such member of the Council.
- (e) All acts done by any meeting of the members of the Council or of any Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council or subcommittee.

17. FINANCIAL RECORDS

17.1 Keeping of financial records

- (a) The financial year of the Society commences on the first day of July and ends on the 30th day of June in the following calendar year.
- (b) Proper books and financial records shall be kept and maintained showing correctly the financial affairs of the Society. The Society shall ensure the relevant accounting and auditing requirements of the Law are duly complied with.
- (c) The Council shall distribute to all Members at the end of each financial year, copies of the financial report including a copy of the auditor's report and any other documentation required under the Law.
- (d) The Council shall cause to be made out and laid before each annual general meeting a balance sheet, profit loss statement and cash flow statement made up to a date not more than 6 months before the date of the meeting.

17.2 Banking of monies

All the monies of the Society shall be banked in the name of the Society in a bank account at such bank as the Council may from time to time direct. All cheques shall be signed by 2 persons in such manner as the Council may from time to time determine.

17.3 Appointment of Auditor

The Society must appoint and retain a properly qualified auditor whose duties are determined in accordance with the Law. No Council member or Office Bearer or any partner, employee or employer of a Council member or an Office Bearer may act as auditor of the Society.

17.4 Inspection of records of the Society

- (a) The Council may at its sole discretion determine whether and to what extent, and at what time and place and under what conditions the financial records and other documents of the Society or any of them will be open to the inspection of Members.

- (b) No Member other than a member of the Council has the right to inspect any document of the Society except as provided by law or as authorised by the Council.

18. JOINT MEETINGS OF THE BOARD AND THE COUNCIL

18.1 Annual joint meeting

Every year immediately following the conclusion of the annual general meeting a joint meeting of the Board and Council shall be held.

18.2 Business of annual joint meeting

The business of the annual joint meeting is to determine by simple majority of all members present:

- (a) the joining fee payable for the following year;
- (b) the annual membership fee for each Class of membership payable for the following year;
- (c) the life membership fee for D Class and E Class membership payable in the following year;
- (d) nominations (if any) for F Class membership;

and by a two-thirds majority of all members present any proposal for amendment of these rules.

18.3 All persons present have right to vote

Every member of the Board and Council has the right to one vote at a joint meeting on a show of hands and on a poll.

18.4 Special purpose joint meeting

A special joint meeting of Board and the Council may be convened to consider a proposal to amend these rules.

18.5 Quorum

Twelve members personally present shall constitute a quorum for a joint meeting.

18.6 Rules applicable to joint meetings

The same rules that apply to general meetings of the Society shall apply mutatis mutandis to joint meetings of the Board and Council.

19. OFFICE BEARERS

19.1 Society Office Bearers

- (a) The Office Bearers of the Society shall be appointed by the Board in accordance with the rules and shall hold office until their successors have been appointed at the next annual meeting of the Society.
- (b) Any extraordinary vacancy of an Office Bearer shall be filled by a meeting of the Council and the person so appointed to fill such vacancy shall hold office until the next annual meeting of the Society.
- (c) All elections of Office Bearers shall be by ballot unless otherwise determined by a unanimous resolution of the Members present either at a meeting of the Board or a meeting of the Council, as the case may be.

19.2 President and Vice-President

- (a) A President and a Vice-President shall be elected annually by the Board from its own members.
- (b) A Member of the Board shall not be eligible for re-election as the President for a fourth consecutive term after serving as the President for three consecutive years.
- (c) The President shall not be eligible to serve as a member of the Council but shall be entitled to receive notices to attend and be heard at meetings of the Council.
- (d) The Vice-President may serve as a Member of the Council.
- (e) The President shall represent the Society in an official capacity as directed by the Council.
- (f) The Vice-President shall perform such duties of the President as the President shall delegate from time to time.

19.3 Secretary

A Secretary to the Society shall be appointed annually by the Board at such salary or honorarium as may be determined by the Council. The Secretary shall be a Member of the Society and shall perform such functions and duties as are required by these rules and the Law and as may from time to time be directed by the Council.

19.4 Treasurer

The Treasurer to the Society shall be appointed annually by the Board at such salary or honorarium as may be determined by the Council. The Treasurer shall be a Member of the Society and shall perform such functions and duties as are required by these rules and the Law and as may from time to time be directed by the Council.

19.5 Patron

A Patron to the Society may be appointed by the Board to hold office for such term as may be determined by the Board. The Patron does not have to be a Member of the Society.

19.6 Chieftain

- (a) A Chieftain to the Society may be appointed annually by the Board from its own Members.
- (b) The Chieftain shall represent the Society in an official capacity as directed by the President and/or the Council.

19.7 Chaplain

A chaplain to the Society may be appointed by the Board to hold office for such term as may be determined by the Board. The Chaplain does not have to be a Member of the Society.

20. INDEMNITY

20.1 Indemnity for members of Council and officers of the Society

Subject to the law, the Society shall indemnify every person who is or has been a member of the Council, an Office Bearer or other officer or servant of the Society against a liability:

- (a) incurred by the person acting in their capacity as a Member of the Council, an Office Bearer or other officer or servant of the Society to a person other than the Society or a related body of the Society where the liability does not arise out of a lack of good faith; and
- (b) for the costs and expenses incurred by the person:

- (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; and
- (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the person under the law.

20.2 Personal liability of officers may be secured

If a member of the Council, an Office Bearer or other officer or servant of the Society becomes personally liable for the payment of any sum primarily due from the Society, the Council may execute or cause to be executed any charge or security over or affecting the whole or any part of the assets of the Society by way of indemnity to secure the persons or person so becoming liable as aforesaid from any loss in respect of such liability.

20.3 Insurance for the benefit of officers

Subject to the law, the Society may pay insurance premiums in respect of insurance for the benefit of every person who is or has been a member of the Council, an Office Bearer or other officer or servant of the Society acting in that capacity against:

- (a) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- (b) a liability arising from negligence or other conduct not being a liability incurred by the person acting in that capacity and arising out of conduct involving a wilful breach of duty in relation to the Society or a breach of the provisions of the Law dealing with improper use of inside information or position.

20.4 Definition of Person

Under **rule 20** the word person and words importing persons include partnerships, associations and corporations unincorporated and incorporated as well as individuals.

21. BRANCHES

21.1 Application to Society

Any group of members (not less than 10) resident in a local area may petition the Society to establish a Branch in a particular area. After receipt of such a petition the Council shall make such further enquiries and require such further assurances as it deems fit before accepting the petition for submission to the Board. Any request must be put to the Society in general meeting for approval.

21.2 Approval by Society

The members in general meeting may resolve by ordinary resolution to establish a new Branch and may impose such conditions as they see fit on the constitution, rules and geographical area of the Branch.

21.3 Dissolution of Branch

The members in general meeting may at any time and for any reason close a Branch by ordinary resolution and shall not be required to state the reasons for such resolution.

21.4 Branch officers

The Officers of a Branch shall be a President, a Vice-President, a Secretary and a Treasurer (provided that the office of Secretary-Treasurer may be combined) and there shall be an Executive Committee of not less than 3 nor more than 5 members exclusive of the Officers who shall be ex officio members of the Committee, all of whom shall be elected annually by the members of the Branch.

21.5 Conduct of the Branch

- (a) The conduct of a Branch shall be regulated by the rules, regulations and by-laws determined by the Board from time to time for the proper conduct of a Branch. Local rules, regulations and by-laws may be adapted to suit the local requirements of the Branch provided they are not inconsistent with the objects and rules of the Society and the rules, regulations and by-laws determined by the Board from time to time, and provided further that such local rules shall provide for:
 - (i) an annual general meeting of members of the Branch at which the office bearers and Committee for the ensuing year shall be elected;
 - (ii) disbursement of Branch funds only with the authority of the Committee;
 - (iii) the annual audit of the financial statements of the Branch by a qualified Auditor;
 - (iv) the presentation of an Annual Report and audited financial statements to the Annual General Meeting;
- (b) A copy of the Annual Report and Audited Financial Statements of the Branch certified by the President of the Branch shall be forwarded by the Secretary of the Branch to the Council of the Society within one month after the date of the Annual General Meeting of the Branch.
- (c) The Committee of a Branch may admit qualified persons to B, C, E and D Class membership of the Society in accordance with the procedure prescribed by **rule 5** hereof, in which for this purpose the word 'Council' shall be read and construed to mean 'Committee of a Branch', and the word 'Secretary' shall be read and construed to mean 'Secretary of the Branch'.
- (d) The Secretary of the Branch shall notify the Secretary of the Society the names and addresses of all new members admitted to the Society by the Branch, and shall at the same time remit to the Secretary of the Society the joining fees and membership fees paid by such new members.
- (e) The annual membership subscriptions payable by members of a Branch shall be paid to the Treasurer of the Society who shall retain for the general purpose of the Society 50% of such annual subscriptions or such other amount as the Council shall determine annually and shall remit the balance to the Branch for the general purposes of the Branch.
- (f) In the event of the formal closure of a Branch, or if in the opinion of the Council a Branch has ceased to function, all funds currently held by the Branch, together with the Minute Book and all other records of the Branch, shall be forwarded to the Secretary of the Society. All such funds shall be paid to the General Account of the Society and may be applied for the general purposes of the Society.

22. NOTICES

22.1 Service of notices

A notice may be given by the Society to a Member personally, by leaving it at the Member's Registered address or by sending it by prepaid post or facsimile transmission addressed to the Member's Registered address or by sending it to the electronic address (if any) nominated by the Member. All notices sent by prepaid post to persons whose Registered address is not in Australia may be sent by airmail or some other way that ensures that it will be received quickly.

22.2 When notice deemed to be served

Any notice sent by post is deemed to have been served at the expiration of 48 hours after the envelope containing the notice is posted and, in proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and posted. Any notice served on a Member personally or left at the Member's Registered address is deemed to have been served when delivered. Any notice served on a Member by facsimile transmission is deemed to have been served when the transmission is sent. A facsimile is deemed to be duly sent when the Society's facsimile system generates a message confirming successful transmission of the total number of pages of the notice to the

addressee. Any notice served on a Member by electronic means is deemed to have been served when the electronic message is sent.

22.3 Member not known at registered address

Where a Member does not have a Registered address or where the Society has bona fide reason to believe that a Member is not known at the Member's Registered address, all future notices are deemed to be given to the Member if the notice is exhibited in the Office for a period of 48 hours (and is deemed to be duly served at the commencement of that period) unless and until the Member informs the Society of a registered place of address.

22.4 Signature to notice

The signature to any notice to be given by the Society may be written or printed.

22.5 Reckoning of period of notice

Where a given number of days' notice or notice extending over any other period is required to be given, the day of service is not to be reckoned in the number of days or other period.

22.6 Persons entitled to notice of general meeting

- (a) Notice of every general meeting is to be given to:
 - (i) each Member individually who is entitled to vote at general meetings of the Society;
 - (ii) each member of the Council;
 - (iii) the auditor for the time being of the Society.
- (b) No other person is entitled to receive notices of general meetings.

22.7 Notification of change of address

Every Member must notify the Society of any change of his or her address and any such new address must be entered in the register of Members as required to be kept by the Law and upon being so entered becomes the Member's Registered address.

23. AMENDMENT TO RULES

23.1 Process to amend rules

These rules may be amended by resolution passed by a three-quarters majority of the members present and voting thereon at a joint meeting of Board and the Council, convened for the purpose of considering the proposal for amendment. Such a resolution shall not be effective until it has been confirmed by a three-quarters majority of the A Class, B Class and D Class members of the Society voting thereon by postal ballot.

23.2 Proposal for amendment

Any member of the Society may submit in writing to the Secretary a proposal for amendment of these rules together with a concise statement in writing setting out his or her reasons for the proposed amendment. The secretary shall forward a copy of such proposal and reasons to each member of the Board and of the Council. If the Council considers such proposal to be reasonable, the Secretary shall be instructed to include the proposal on the agenda of the next annual joint meeting of the Board and the Council provided however that if such annual joint meeting will not be held for more than sixty days, the Secretary shall be instructed to convene a special joint meeting pursuant to **rule 18.4** to consider such proposal. Notice of such special joint meeting shall be given by the Secretary within 30 days, and such meeting shall be held within 60 days, of receiving instructions from the Council pursuant to **rule 7.1(a)**.

23.3 Special resolution and postal ballot

- (a) If the proposal to amend the rules is approved by a three-quarters majority of the members present and voting at the joint meeting of the Board and the Council, a copy of the proposed amendment and statement of reasons shall be forwarded by the Secretary to each financial member of the Society entitled to vote together with a postal ballot form.
- (b) The postal ballot shall be closed 30 days after the date of posting of the ballot papers.
- (c) The proposal to amend the rules shall be deemed to have been carried if confirmed by a three-quarters majority of the A Class, B Class and D Class members voting at the postal ballot. The constitution of the Society shall thereupon be amended accordingly.
- (d) If the proposal to amend the rules shall fail to be adopted by the requisite majority of members present and voting at the joint meeting of the Board and the Council, or by the requisite majority of Members voting at the postal ballot, the proposal shall lapse and the Member submitting the proposal to amend the constitution shall be advised by the Secretary accordingly.

24. POSTAL BALLOT

A postal ballot must be held to consider a resolution for amendment of these rules which has been passed by the Board and the Council in accordance with **rule 23**, and may be held otherwise when the Council so determines. Postal ballots must be conducted in the manner set out below:

- (a) The Council must cause the details of the proposal on which the ballot is to be held to be set out in a statement and fix the dates for the forwarding of ballots to Members and the closing of the ballot.
- (b) The Secretary for the time being shall be the returning officer.
- (c) The returning officer must prepare a roll of the full names and addresses of the Members of the Society entitled to vote as disclosed by the Register of Members.
- (d) The returning officer must cause ballot papers to be prepared in or to the following effect:

'Name of Society

Ballot of Members to decide the following proposal:

.....
.....
.....

The ballot will close at noon on

How to Vote

1. *Read these directions and the ballot paper carefully.*
2. *If you are in favour of the proposal insert 'YES' in the square in the ballot paper. If you are not in favour of the proposal insert 'NO'.*
3. *After marking the ballot paper fold it and place it in the small envelope provided and seal the envelope. Then place this envelope in an envelope addressed to the returning officer. Forward this envelope either by post or personal delivery to reach the returning officer by noon on*
4. *Unless the ballot paper is marked as indicated in 2 above and the details mentioned in 2 above are completed in full, your vote may be rejected as informal.*

.....
Initials of Returning Officer

BALLOT PAPER

Are you in favour of the proposal as mentioned above?'

- (e) Each ballot paper must be initialled by the returning officer. The returning officer must, at least 21 days before the day fixed for closing the ballot, transmit by post or otherwise deliver to every member entitled to vote in a ballot, 1 set of the following material:
 - (i) 1 ballot paper;
 - (ii) A small envelope (the '**inner envelope**') into which the ballot paper is enclosed;
 - (iii) A copy of the statement (prepared by the Council) setting out the details of the proposal on which the decision of the Members is to be sought.
- (f) Every Member desiring to vote in the ballot should mark their vote on the ballot paper according to the instructions and seal the ballot paper in the inner envelope. The inner envelope containing the ballot paper should then be placed in an envelope addressed to the returning officer and posted or personally delivered to the returning officer by noon on the day fixed for closing the ballot.
- (g) Ballot papers received after noon on the day fixed for closing the ballot must not be taken into account at the ballot.
- (h) The ballot papers must be scrutinised by the returning officer who should supervise and reject as informal a ballot paper that has not been marked as prescribed on the ballot paper itself.
- (i) The decision of the returning officer as to the formality of any ballot paper is final and is not open to appeal.
- (j) The returning officer must count votes cast and make out and sign a statement of:
 - (i) the number of formal votes cast in favour of each proposal; and
 - (ii) the number of formal votes cast against each proposal; and
 - (iii) the number of informal votes cast; and
 - (iv) the proportion of the formal votes polled which were in the affirmative.
- (k) On the declaration of the result of the postal ballot the Secretary of the Society is to make an entry in the minute book showing the particulars mentioned in **rule 24(j)(i), (ii), (iii) and (iv)**.
- (l) The returning officer must forward the statement to the Chairman who must announce the result of the ballot at the next Council meeting.
- (m) For a postal ballot altering the rules, the Society must cause the alteration to be notified in writing to its Members as soon as practicable after the alteration takes effect.

25. TRANSITIONAL ARRANGEMENTS

25.1 Notwithstanding anything to the contrary contained in the rules, on and from the Effective Date, the following persons shall hold the offices, positions, and privileges described below:

- (a) President - the person holding office as the President immediately prior to the Effective Date;
- (b) Vice-President - the person holding office as the Vice-President immediately prior to the Effective Date;
- (c) Chairman - the person holding office as the Chairman immediately prior to the Effective Date;
- (d) Deputy Chairman - the person holding office as the Deputy Chairman immediately prior to the Effective Date;
- (e) Secretary - the person holding office as the Secretary immediately prior to the Effective Date;
- (f) Treasurer - the person holding office as the Treasurer immediately prior to the Effective Date;

- (g) Patron - the person holding office as the Patron immediately prior to the Effective Date;
 - (h) Chieftain - the person holding office as the Chieftain immediately prior to the Effective Date.
 - (i) Chaplain - the person holding office as the Chaplain immediately prior to the Effective Date
- 25.2 The persons holding office referred to in **rule 25.1** shall, subject to these rules, continue in office as such until the conclusion of the Annual General Meeting in 2000.
- 25.3 Any Branch of the Unincorporated Society as at the Effective Date shall automatically be an approved Branch on the terms and conditions set out in these rules.
- 25.4 Ordinary Life Members of the Unincorporated Society as at the Effective Date shall automatically be D Class Members of the Society.
- 25.5 Ordinary Associate Life Members of the Unincorporated Society as at the Effective Date shall automatically be E Class Members of the Society
- 25.6 Ordinary Members of the Unincorporated Society as at the Effective Date shall automatically be B Class Members of the Society.
- 25.7 Ordinary Associate Members of the Unincorporated Society as at the Effective Date shall automatically be C Class Members of the Society.
- 25.8 Fellow members of the Unincorporated Society as at the Effective Date shall automatically be F Class Members of the Society.
- 25.9 Members of the Board of Governors of the Unincorporated Society as at the Effective Date shall automatically be A Class members of the Society.