

The Scottish Gaelic Society of Victoria Inc Constitution

1. Title:

The name of the Society is The Scottish Gaelic Society of Victoria Incorporated: called in these Rules “the Society.”

2. Object:

The object of the Society shall be the celebration, the promotion of the study and cultivation of the Scottish Gaelic language and culture in Victoria.

This object shall be achieved by the promotion of friendship among members by affording the Gaelic speaking people, and those interested in the Gaelic culture, facilities for meeting and communicating with one another, to enable them to improve their knowledge of the language and culture and to widen their influence.

The object shall be obtained by the holding of classes for the study of the language, and meetings, social and otherwise, and by such other means as the Society, or the Council of the Society, may approve.

3. Membership:

- i. Any natural person interested in the Object of the Society may become a member thereof, subject to the approval of the Council.
- ii. Application for membership shall be in such form as the Council may from time to time prescribe.
- iii. Each member shall pay an annual subscription of such amount as the Annual General Meeting shall from time to time determine.
- iv. The Secretary shall keep a register of members containing the full name, address and any other particulars directed by the Council to be inserted therein.
- v. The Council in its discretion may admit any person as an honorary member of the Society upon such terms as the said council may deem fit.
- vi. Subscription shall become due on the first day of March each year.
- vii. The Society may have a Patron or Patron and/or Chieftain.
- viii. If any member refuses or neglects to comply with these Rules or is in the opinion of the Council guilty of conduct unbecoming of a member or prejudicial to the interests of the Society that member may be expelled, suspended from membership for a specified period, or fined in

accordance with the regulations by resolution of the Council, which resolution need not state the grounds, facts, or opinions upon which it is based provided that:

- a. at least 14 days before the meeting of the Council at which such resolution is to be considered the Secretary shall notify the member or each of the members concerned in writing of the intended resolution, and of the particulars of the conduct complained of and request that member or those members to be present at that meeting of the Council and before such resolution is passed that member or each of those members shall have a reasonable opportunity of giving orally or (whether present in person or not) in writing any explanation or defence he or she may think fit.
- b. the Secretary shall give to the members of the Council not less than 14 days written notice of the meeting to consider the case of a member under this rule, and that notice shall state that the case of the particular member or members and of his/her or their membership is to be considered; and
- c. a member who is fined or suspended or expelled from membership pursuant to this rule may appeal from the decision of the Council by giving notice of appeal in writing to the Secretary within one month from the date of receipt of notice of such decision and the Secretary within two months of receipt of the Notice of Appeal shall call a General Meeting of the members of the Society for the purpose of considering such decision and the appeal there from and on hearing the appeal the General Meeting may confirm the decision of the Council or revoke the fine or reinstate the member (as the case requires.)
- ix. A member will cease to be a member if their annual subscription is not paid within three months of the due date.

4. Meetings:

- i. a. An Annual General Meeting of the members of the Society shall be held during May in every year.
- b. The business of Annual General Meetings shall be:-
 - A. to confirm the Minutes of the previous Annual General Meeting and General Meetings (if any) no discussion being permitted except for their accuracy.
 - B. to receive and adopt the Annual Reports and Audited Statements of Account for the preceding financial year as requested and approved by the Council:
 - C. pursuant to Rule 5, to elect the Council for the ensuing year;

- D. to appoint the Auditor for the ensuing year provided that the President, Secretary and Treasurer shall not be eligible for appointment as Auditor;
 - E. pursuant to Rule 3, to determine Membership Subscriptions and Joining Fees (if any);
 - F. to fix the date of the next Annual General Meeting
- ii. An Extra-Ordinary General Meeting may be held on such occasions as the Council deems necessary, and shall be called by the Secretary, to be held within six weeks after receipt by him/her of a requisition therefore signed either by four members of the Council including the President or by at least five financial members. No business other than that set out on the notice thereof shall be dealt with at an Extra-Ordinary General Meeting.
 - iii. Written notice of the date, hour and venue of a General Meeting shall be given to all members and any other persons cited by the Council not less than twenty-one (21) days before the date of the Meeting.

The notice of an Annual General Meeting shall intimate that no business other than that prescribed by this Rule will be dealt with unless thirty-five (35) days written notice of it is given to the Secretary.
 - iv. All members of the Society shall be entitled to attend General Meetings, and to speak thereat.
 - v. a. All currently financial members shall be entitled to vote at a General Meeting; proxy voting is forbidden at all meetings.
 - b. The Chairman shall have a deliberative vote, and, if there is an equality of votes on any question, a casting vote also;
 - c. Voting on any matter including elections shall be by show of hands, but if a ballot is requested by two or more members, then voting on that matter shall be by ballot;
 - vi. No business shall be transacted nor any election made at any General Meeting unless a quorum of seven members is present. If, within fifteen (15) minutes of the notified starting time the prescribed quorum is not present, the Chairman shall adjourn the Meeting to a time within one (.1) month at such place as determined by the majority of those present. If at the resumed meeting the prescribed quorum is not present within fifteen (15) minutes of the announced starting time the members present shall constitute a quorum.
 - vii. a. At every General Meeting the President shall preside as Chairman;
 - b. In the absence of the President the Vice President shall act as Chairman;
 - c. If neither the President nor the Vice President is present within ten

minutes of the time fixed for the commencement of the meeting the members present shall elect some other member to act as Chairman.

5. Council:

- i. The control and management of the Society shall be vested in a Council which shall be comprised of the President, Vice-President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer and as many other members as the Annual General Meeting shall determine, not being less than four or more than twelve other members, together with any members co-opted pursuant to this Rule.
- ii. The powers of the Society shall be exercised through the Council which may exercise all such powers as are not by these Rules required to be exercised by the Society in General Meeting;
- iii. All financial members shall be eligible for election to the Council;
- iv. Meetings of the Council shall be held as deemed necessary, and may be convened by the President, Secretary, or any three members of the Council;
- v. No business shall be transacted at any meeting of the Council unless at least four members are present;
- vi.
 - a. At every Council Meeting the President shall preside as Chairman;
 - b. In the absence of the President the Vice-President shall act as Chairman; and
 - c. if neither the President nor the Vice-President is present within ten minutes of the time fixed for the commencement of the meeting the members then present shall elect some other member to act as Chairman.
- vii.
 - a. All members of the Council shall have one deliberative vote, and, if there is an equality of votes on any question the Chairman shall have a casting vote also;
 - b. Voting shall be show of hands, but if a ballot is requested by two or more members, then voting on that matter shall be by ballot.
- viii. Any vacancy existing or occurring among the membership of the Council may be filled by the appointment by the Council of an eligible member.
- ix. The continuing members of the Council may act notwithstanding any vacancy in the membership of the Council.
- x. The Council may from time to time co-opt any member or members eligible for election to the Council to be ordinary members of the Council until the next following Annual General Meeting.

6. Election of Council:

- i. The Council shall be elected at the Annual General Meeting in the following order: -
 - a. President
 - b. Vice-President
 - c. Secretary
 - d. Assistant Secretary
 - e. Treasurer
 - f. Assistant Treasurer
 - g. Ordinary Council Members
- ii. The members of the Council so elected shall hold office from the time of election until the commencement of elections at the succeeding Annual General Meeting and retiring Office-bearers shall be eligible for re-election.
- iii. The Secretary shall call for nominations not later than twenty-one (21) days before the Annual General Meeting. Any member eligible for election to the Council may nominate any other such member, with his or her consent, by written notice signed by both and delivered to the Secretary not later than fourteen (14) days before the Annual General Meeting, but if there are no nominations for any office, nominations for that office may be called at the Annual General Meeting.
- iv. The office of the office-bearer or officer of the Society shall become vacant if he or she:-
 - a. resigns from office by notice in writing to the Secretary;
 - b. ceases to be a member of the Society;
 - c. is removed from office by resolution carried by three-fifths of the members present at a General Meeting.
 - d. dies or becomes of unsound mind or a patient or an infirm person under the Public Trustees Act 1958;
or, unless the council otherwise determines, if he or she
 - e. becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
or
 - f. is convicted of any treason or serious criminal offence.

7. Sub-Committees:

- i. The Council may from time to time appoint sub-committees for such purposes and to exercise such of its powers as it may deem fit.
- ii. A sub-committee shall consist of a member or members of the Society nominated by the Council.

- iii. The President, Secretary and Treasurer of the Society shall be members of all sub-committees ex officio.
- iv. Each sub-committee shall keep a record of its proceedings and shall furnish a copy thereof to the Secretary of the Society.
- v. A sub-committee shall operate in accordance with any regulations imposed and direction given by the Council.

8. Accounts and Audits:

- i. Such banking account or accounts shall be maintained in the name of the Society with such branch or branches of such Bank or Banks or such other financial institution as the Council may from time to time determine, and all monies received by or on behalf of the Society be banked without delay.
- ii. All accounts shall be operated and all cheques and other negotiable instruments shall be signed by any two of the President, Secretary and Treasurer.
- iii. True accounts shall be kept of all sums of money received and spent by the Society and the matter in respect of which each receipt or expenditure occurs and of the property assets and liabilities of the Society.
- iv. A Statement of Accounts shall be prepared by the Treasurer for presentation at each meeting of the Council.
- v. The accounts shall be closed on the last day of February in every year and a statement shall be made out of the receipts and expenditures for the past year and a balance sheet or a statement of assets and liabilities shall be prepared.
- vi. Once at least every year the accounts of the Society shall be examined by two Society members who are not Council members or by one independent person approved by Council.
- vii. The funds of the Society shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Council determines.

9. Duties of Officers:

- i. The President and Vice-President shall carry out the duties assigned by these Rules;
- ii. The Secretary shall be responsible for the recording and keeping of the Minutes of meetings of the Society, the Council and the conduct of correspondence, the issuing of notices pursuant to the Rules, the keeping of the register of members, and the preparation of agenda for the meetings. A

member shall be entitled to inspect the Minute Book on application to the Secretary.

- iii. The Treasurer shall be responsible for the keeping of the accounts of the Society the safe custody and the banking of all monies of the Society, the application of the funds of the Society in accordance with the directions of the Council, the presentation at each Council meeting of a statement showing the financial position of the Society and the presentation annually of audited financial report

10. Regulations:

- i. The Council may from time to time make, vary and repeal all such Regulations not inconsistent with these Rules as it shall be expedient for the internal management and well being of the Society.
- ii. All Regulations made by the Council hereunder shall be binding upon the members until repealed by the Council or set aside by resolution at a General Meeting of the Society.

11. Interpretation and Amendment of Constitution:

- i. All questions of the interpretation of these Rules shall be determined by the Society.
- ii. These Rules and the Statement of Purposes may be altered in accordance with the Associations Incorporation Act as from time to time in force.
- iii. Model rules for an Incorporated Society to be guidelines for interpretation and amendments to the Constitution.

12. Seal:

The Common Seal of the Society shall be in the custody of the Secretary. The Common Seal shall not be affixed to any instrument except by, authority of the Council.

The affixing of the Common Seal shall be attested by a member of the Council and by the Public Officer of the Society.

13. Books and Documents- Inspection by Society Members:

Books and documents for the relevant year to be available one month prior to the Annual General Meeting or at other times by arrangement with the Council.

14. Property:

The property of the Society shall be vested in the President, Secretary and Treasurer for safe keeping, the Treasurer being the Property Officer unless otherwise determined by the Council.

15. Application of Income and Property:

The income and property of the Society shall be applied towards the promotion of the objects of the Society.

16. Winding Up or Cancellation:

In the event of the winding up or cancellation of the incorporation of the Society the assets of the Society after payment of all debts and obligations and any costs of winding up or cancellation shall be given or transferred to such one or more company institution or incorporated association having objects or similar purpose to that of the Society and whose Memorandum and Articles of Association, Statement of Purpose and Rules prohibit distribution of income and property among its members to an extent at least as great as is imposed on the Society by Rule 15.

Such one or more company, institution or incorporated association to be determined by the Society at the time of winding-up or cancellation and in default thereof by application to the Supreme Court of Victoria for determination.

17. Disputes and Mediation:

1. The grievance procedure set out in this rule applies to disputes under these Rules between –
 - a) a member and another member; or
 - b) a member and the Society
2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
4. The mediator must be –
 - a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement –
 - (i) in the case of a dispute between a member and another member, a person appointed by the Council of the Society; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed the Dispute Settlement Centre of Victoria (Department of Justice).
5. A member of the Association can be a mediator.
6. The mediator cannot be a member who is a party to the dispute.
7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
8. The mediator, in conducting the mediation, must –
 - a) give the parties to the mediation process every opportunity to be heard; and

- b) allow due consideration by all parties of any written statement submitted by any party; and
 - c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
9. The mediator must not determine the dispute.
10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.