

CAPE TOWN CALEDONIAN SOCIETY

CONSTITUTION AND BYE-LAWS



CAPE TOWN CALEDONIAN SOCIETY **CONSTITUTION**

As Amended at the Annual General Meeting of the Society
held on 22 February 2025

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CAPE TOWN CALEDONIAN SOCIETY **CONSTITUTION**

**As Amended, at the Annual General Meeting
of the Society held on Saturday 22 February 2025**



1. The name of the Society is the “**CAPE TOWN CALEDONIAN SOCIETY**”
2. Any reference to “**Cape Town Callies**” or “**CTCS**” or “**The Society**” or “**The Callies**” means the “**Cape Town Caledonian Society**”
3. The registered office of the Society shall be situated in the City of Cape Town Metropolitan Municipality, Cape Peninsula, South Africa.
4. **The objectives and aims of the Society are :-**
 - (a) To maintain the historical and sentimental association with **Scotland**, to foster a love for **Scottish History** and **Scottish Traditions**, and all that has gone to the making and the moulding of **Scottish National Character** by encouraging the study of **Scottish History, Poetry, Literature, Art and Music**, to encourage the wearing of **Scottish Dress and Costume**; the retaining of **National Customs** and the practice of **Scottish Games and Pastimes**.
 - (b) To encourage and promote social intercourse and good fellowship amongst Scotsmen and Scotswoman for their benefit and support.
 - (c) To encourage and promote social intercourse and good fellowship amongst other Celtic organisations In South Africa and worldwide.
 - (d) To actively reach out and encourage people, whatever age, to join the Society whether they be of Scottish descent or not.
 - (e) To help deserving Scotsmen and Scotswomen who, through misfortune, age, or ill health, need assistance.
 - (f) To co-operate, affiliate and amalgamate or federate with any society having social, cultural or benevolent objectives similar to those of the society.
 - (g) To contribute and make donations to any charitable, religious, provident, sporting or cultural institution or war fund, or to any hospital or home for aged people and in particular to assist members of the Society who may be in dire need, on recommendation of Council.
 - (h) To extend a welcome to Scots people from overseas.
 - (i) To extend reciprocity to Scottish Organisations worldwide.
 - (j) To provide bursaries to deserving learners in a Member’s family attending school and/or for dancing, singing, music or any other educational subject.
 - (k) To frame Byelaws as and when required.
 - (l) To purchase, take on lease, or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which may be necessary or convenient for the business of the Society either absolutely or conditionally, and either solely or jointly with others.

- (m) To sell, mortgage, dispose of, give in exchange or otherwise deal with all or any part of the property of the Society.
- (n) To invest and deal with any monies of the Society, not immediately required for carrying on the affairs of the Society, upon such securities and in such manner as may from time to time be determined, and to realize, vary, re-invest or otherwise deal with such securities as may from time to time be determined.
- (o) To grant loans to members on such terms that may seem expedient.
- (p) To remunerate any person, society, organisation or business for service rendered.
- (q) To make, accept, endorse execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.
- (r) To borrow, or to raise money in such other manner as the Society shall deem fit.
- (s) To do all and any of these things specified in this article in any part of the world, and all other such things that are incidental or conducive to the attainment of the above objectives.
- (t) While retaining their Scottish heritage, to encourage all Caledonians to be loyal to the Republic of South Africa.
- (u) The Society is an organization run to foster Caledonianism in all its aspects and not for profit.

INTERPRETATIONS

5. In the interpretations of the following, unless contrary to the context, words signifying the singular number shall include the plural and vice versa, and words signifying the masculine shall including the feminine, and the following words and expressions shall have the following meanings unless excluded by the subject or context, namely :-

“**Society**” means the Cape Town Caledonian Society.

“**Council**” means the members for the time being of the Executive Council selected to conduct the affairs of the Society.

“**Secretary**” means the Secretary for the time being of the Society.

“**Treasurer**” means the Treasurer for the time being of the Society.

“**Month**” means a calendar month.

“**Writing**” includes the printing and documents partly handwritten and partly printed, typewritten, computerised, produced or reproduced by any mechanical and/or any electronic or computerised process available through modern technology from time to time.

“**Federation**” means The Federated Caledonian Society of Southern Africa.

“**Southern Africa**” means and includes the Territories of the Republic of South Africa, Zimbabwe, Namibia, Botswana, Lesotho and Eswatini.

“**Chief**” means the Chief for the time being of the Society.

“**Past Chiefs**” and “**Past Lady Presidents**” means all members of the society who have held these posts.

“**Immediate Past Chief**” and “**Immediate Past Lady President**” means the members who served as Chief and/or Lady President immediately before the Chief and/or Lady President for the time being of the Society.

“**Paid**” includes, ‘credited as paid’.

“**These presents**” mean and include these Articles, and any amendments therein or additions thereto, and the Constitution, Rules and Bylaws of the Society from time to time in force.

“**Statutes**” means any and every Ordinance or Act from time to time in force concerning friendly societies and necessarily affecting the Society.

“**Special Resolutions**” shall have the meaning attached thereto by the Statutes.

Save as aforesaid, any words or expressions defined in the statutes shall, if not inconsistent with the subject or the context, bear the same meaning in these presents.

MEMBERSHIP

6. The society shall consist of nine (9) classes of members, viz:-

Ordinary Members

Junior Members

Country Members

Overseas Members

Life Members

Honorary Life Members

Honorary Members

Affiliate Members

Affiliate Junior Members

6.1 Ordinary Members:

Eighteen (18) years of age or over. Scotsmen and Scotswomen resident in the City of Cape Town Metropolitan Municipality, Cape Peninsula as in Article 3. The terms "Scotsmen" and "Scotswoman" shall be understood to mean of Scottish descent through either parent or grandparent or other past family member, at the discretion of the Council.

6.2 Junior Members:

A Member under the age of eighteen (18) years. Resident in the City of Cape Town Metropolitan Municipality, Cape Peninsula as in Article 3 and of Scottish descent through either parent or grandparent or other past family member, at the discretion of the Council. Proof of Scottish descent may be required by the Society, and in case of doubt, the matter shall be referred to the Council, whose decision shall be final.

Upon reaching the age of 18, the Junior Member may apply to become an Ordinary Member

6.3 Country Members:

Members, Ordinary and Affiliate residing outside the City of Cape Town Metropolitan Municipality, Cape Peninsula, as in Article 3, or outside a radius of 50 kilometers from Cape Town City Centre or as determined by the Council.

6.4 Overseas Members:

6.3.1 Members residing outside South Africa may retain membership under terms set by the Council.

6.3.2 Individuals who have visited the Society from outside the Republic of South Africa, and have become Ordinary or Affiliate members while in Cape Town, may retain their membership upon returning to their domicile outside the Republic of South Africa, subject to terms determined by the Council.

6.3.3 Individuals residing outside the Republic of South Africa, even if they have not visited the Republic of South Africa but are family members of a Member, or an Overseas Member as defined in Articles 6.3.1 and 6.3.2 may apply for and, upon acceptance by the Council, maintain membership under terms determined by the Council.

6.5 Life Members:

Any member having been a fully paid-up member of the Society for a period of not less than twenty-five (25) years, may apply in writing to the council to become a Life Member of the Society, on payment of an amount equivalent to the balance of 40 years membership. Such amount shall be based on the current rate of subscription prevailing at the time of the application. Life members will be exempt from payment of subscriptions.

6.6 Honorary Life Members:

Any Member who has rendered exceptional service to Scotland or the Society, or for any other worthy cause, as a mark of honour and esteem, may be elected an Honorary Life Member of the Society at an Annual General Meeting, or at a General or Special Meeting, called to bestow this honor on the recommendation of the Council.

6.7 Honorary Members:

A person, not necessary of Scottish descent, who has rendered singular service to Scotland, to the Republic of South Africa or any part of the British Commonwealth or to the Society, or for any other good or sufficient cause, as a mark of honour and esteem may be elected an Honorary Member of the Society on the recommendation of the Council.

6.8 Affiliate Members:

Affiliate members shall be divided into classes as follows:

- (i) The husband or wife of an Ordinary Member, who is not eligible for Membership under Article 6.1.
- (ii) A person who is not eligible for Membership under Article 6.1 above, whom for such reason as education or association is Scottish in sympathy and tradition may be admitted as an Affiliate Member.

6.9 Affiliate Junior Members:

These shall be treated similarly as in Article 6.8, being persons not eligible for Junior Membership under Article 6.2.

MEMBERS RIGHTS

7. The following classes of Members shall be entitled to all the rights and privileges of full membership;

- a) **Ordinary Members**
- b) **Country Members**
- c) **Life Members**
- d) **Honorary Life Members**

7.1 However:

7.1.1 Honorary Members: Honorary members may not hold office or vote at any meeting of the Society.

7.1.2 Affiliate Members: Members elected under articles 6.8 (i) and 6.8 (ii) shall have full membership rights including that of being elected to the Council but they shall not be competent to hold office of Chief or Chieftain. However, if no other suitable candidate is available this rule may be relaxed at the discretion of the Annual General Meeting. With the intention to ensure continuity in these special circumstances, and it is also considered to be for the special benefit or wellbeing of the Society, an Affiliate Member may be elected for a period of no more than one year by no less than two thirds of those present.

7.1.3 Junior Members: Junior members shall at all times be subject to the over-riding authority of the Senior Council. Junior Members shall not be competent to hold office in the Senior Society or to vote at its meetings.

7.1.4 The rights of each Member: shall be personal, shall not be transferable and shall cease on his or her death, or on resignation from membership under Article 10 or expulsion from Membership under Article 9.

ELECTION OF MEMBERS

8. All candidates applying for Membership of the Society shall be required to complete such Application Form as may be prescribed by the Council from time to time, giving their full name, address and qualification for membership. The Council shall have sole responsibility for election or rejection of applications for membership and shall not be obliged to give any reason for refusing any application for membership, once applicants have been accepted as Members they immediately become subject to the Constitution, Rules and Byelaws of the Society.

EXPULSION OF MEMBERS

9. The Council shall be empowered to expel any member from the Society who is found to be guilty of any conduct which it considers to be in conflict with the aims, objects and interest of the Society and/or who fails to comply with the conditions of membership laid down by the Society, or Council, from time to time, or to pay any sums of money due to it. Such person/s may be given the opportunity to defend such expulsion at the decision of Council. The Council's decision on all such conditions shall be final and binding on all members, and the Council shall not be obliged to give its reasons.

RESIGNATION OF MEMBERS

10. Any member may resign from the Society after giving one month's written notice of their intention to do so, and upon expiration of such notice will cease to be a member of the Society.

SUBSCRIPTIONS

11. The Annual Subscription payable by existing and new members shall be tabled annually for approval by members at the Annual General Meeting, except that the variations in the case of junior members may be made by the Council.

PAYMENT OF SUBSCRIPTIONS

12. The Annual Subscription will relate to the calendar year and shall become due and payable on the 1st January of each year, by all **Members**, other than in a); b); c) and d) below:

- a) **Life Members, Honorary Life Members and Honorary Members:** shall be exempted from payment of subscriptions.
- b) **Country and Overseas Members:** may, if considered advisable by Council, be allowed to pay a reduced fee or be exempted from payment of subscriptions.
- c) **Reduction and/or Suspension:** The Council may, at its discretion, reduce or suspend, temporarily, any subscription of a member who is in such a pecuniary position that they cannot meet the subscription laid down by the Society:
- d) **Members joining on or after the 1st July** of any calendar year shall pay half subscription for the current year.

Each member on paying his or her subscription shall be entitled to a copy of the Society's Constitution and Bye-laws, if available.

NON-PAYMENT OF SUBSCRIPTIONS

13. Any member, other than those whose subscriptions have been suspended or exempted under Articles 13(a); 13(b) and 13(c), who has failed to pay their current annual subscription within a period of four (4) calendar months after the due date shall deem to be a member who is not in good standing, and the Council may, by a resolution recorded in the Record of Minutes, resolve:-

- (a) To remove the defaulting member from the membership register, or
- (b) To allow the matter to remain in abeyance, or
- (c) To waive the payment of the subscription, 'in toto' or in part, where the member through misfortune or ill-health has been unable to pay their subscription. Such a member shall be deemed to remain in good standing at the Council's discretion
- (d) An email shall be sent to the last known email address of a defaulting member dealt with according to sub-paragraph 13(a). It will inform them of their removal from the Membership Register and state that unless they pay all arrears immediately, they will forfeit all membership benefits, and that all communication will discontinue.

VOTING

14. At General Meetings, voting shall be by show of hands, or by ballot if so requested. Each member present and entitled to vote under Articles 6 and 7, who is a fully paid-up member at that date, shall be entitled to one vote. In the event of an equality of votes the Chairman shall have a casting vote.

GENERAL MEETINGS

15. An **Annual General Meeting** of the Society shall be held within six (6) months of the end of the financial year.
16. An **Extraordinary General Meeting** or **Special General Meeting** may be convened:
 - (a) by the **Council** at any given time, or
 - (b) on the written request of **ten (10) Ordinary Members** of the Society in good standing.
17. **General Meetings** of the Society shall be meetings of the members of the Council and members of the Society in good standing.
18. **Not less than seven (7) or more than twenty-one (21) days notice** specifying the place, day, the hour fixed for General Meetings, and in the case of special business, the general nature of the business, shall be sent out to members of the Society and persons entitled to receive such notices, and in the manner under the regulations of the Society at the time. However, the non-receipt of such notices by any member or person entitled to such a notice shall not invalidate the proceedings of any General Meeting.
19. The business of an **Annual General Meeting** shall be to receive and consider
 - a) The Report of the Chief
 - b) The Report of the Treasurer
 - c) The Balance Sheet and Revenue as well as the Income and Expenditure Account of the Society
 - d) The Report of the Accounting Officer
 - e) Election of The Chief; Chieftains; Secretary; Treasurer; Honorary Chaplain; Honorary Piper or Pipers; Members of Council; Other Officers in place of those retiring.
 - f) Transact any other business which under these Articles ought to be transacted at any such meeting.
20. All other business transacted at an **Extraordinary General Meeting** or **Special General Meeting** shall be deemed special.
21. At the **Annual General Meeting** or any **Extraordinary General Meeting** or **Special General Meeting**, **thirty (30) members or 20% in good standing** shall form a quorum. This quorum will include persons present at the meeting and those who have submitted signed proxies.
22. If a quorum of members is not present at the stipulated time for the commencement of any meeting, the meeting shall be adjourned for 15 minutes and, subject to the approval of the majority of the members present, be immediately reconvened to deal with the intended business of the meeting on the basis that those present constitute an adequate quorum.
23. The Chief, or in his or her absence, The Immediate Past Chief shall preside as Chairperson at General Meetings of the Society.
24. If the Chairperson (see Article 23) is absent or unwilling to act within fifteen minutes of the meeting's start, the members present will choose a new Chairperson from among themselves.

(GENERAL MEETINGS Article 25 follows on page 9)

GENERAL MEETINGS (cont.)

25. The Chairperson may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for 10 days or more, notice from the adjourned meeting shall be given. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
26. At any given meeting a resolution put to the vote at the meeting shall be decided on a show of hands, or by ballot if so requested. In the event of an equality of votes the Chairperson shall have a casting vote.

EXECUTIVE COUNCIL

27. The affairs of the Society between Annual General Meetings shall be managed by the Executive Council, herein referred to as Council, comprising of the Chief, Lady President, Secretary and Treasurer (which two offices can be held jointly), not more than four (4) Chieftains and not more than eight (8) Ordinary Members, hereinafter referred to as Councilors, and The Immediate Past Chief.

PROCEDURE FOR THE ELECTION OF EXECUTIVE COUNCIL

28. The following procedure shall be adopted for the election of the Executive Council, herein referred to as Council, at the Annual General Meeting.

(a) Chief of the Society:

- (i) Nomination forms must be submitted to the Secretary of the Society seven (7) days before the date set for the Annual General Meeting, and nominations may be nominated by the Council, and shall also be accepted from the floor at the Annual General Meeting, provided they are duly proposed and seconded by two ordinary members of the Society in good standing and accepted by the nominee
- (ii) The Chief shall be elected for one year and no member may hold office of Chief or more than three (3) consecutive years unless a special resolution is passed at the Annual General Meeting, (after that completion of the third year in office) to allow such members to hold office for a fourth consecutive year, if it is considered to be for the special benefit or well being of the Society and if no other suitable candidate is available. See also: MEMBERS RIGHTS, Article 7.1 "Affiliate Members".
- (iii) Late nominations shall not be accepted except, to ensure continuity and in special circumstances, this rule may be relaxed at the discretion of the Council to ensure such continuity

- (b) **The Lady President** shall be the wife of the Chief or, should the Chief advise otherwise, another Lady President may be nominated by the Chief and be acceptable to the Annual General Meeting.

(PROCEDURE FOR THE ELECTION OF EXECUTIVE COUNCIL continues on next page)

PROCEDURE FOR THE ELECTION OF EXECUTIVE COUNCIL (cont.)

(c) **Chieftains:**

- (i) Not more than four **Chieftains** shall be elected at the Annual General Meeting, 50% to serve for two years and 50% for one year, the intention being to ensure continuity and in special circumstances this rule may be relaxed at the discretion of the meeting to ensure such continuity.
- (ii) Nominations for these positions must be submitted on the official nomination form of the Society, duly proposed and seconded by two ordinary members of the Society in good standing and accepted by the nominee.
- (iii) Nomination forms must be submitted to the Secretary of the Society seven (7) days before the date set for the Annual General Meeting, and nominations may be made by the Council and from the floor at the Annual General Meeting as laid down in (a) (i) above.
- (iv) Late nominations shall not be accepted except to ensure continuity and in special circumstances, this rule may be relaxed at the discretion of the Council to ensure such continuity.

(d) **Secretary and Treasurer:** shall be nominated annually. Nomination forms must be submitted to the Secretary of the Society seven (7) days before the date set for the Annual General Meeting and nominations may be made by the Council and from the floor at the Annual General Meeting as laid down in (a) (i) above.

(e) **Councilors:** No more than eight (8) Councilors shall be elected on the basis of 50% for one year and 50% for two years, so as to ensure continuity and in special circumstances where this purpose would be otherwise defeated, the rule may be relaxed at the discretion of the meeting to ensure such continuity.

(f) **The Immediate Past Chief:** shall have a seat on the Council with voting powers and shall preside at Council and General Meetings when the Chief is not available and shall likewise act as Deputy Chief with a Lady President at functions at which the Chief and Lady President cannot be present.

(g) **Acting Chief:** In the event of the Chief of the Society is unable to continue in office, and the Immediate Past Chief not being available or able to act in his stead until a new Chief can be elected, the Council shall have the power to nominate an acting Chief and Lady President until a new Chief and Lady President can be elected.

(h) **The Honorary Chaplain:** shall be nominated by the Chief and the appointment confirmed by the Meeting at which such nomination is made or by Council at the time and can be 'ex-officio' member of Council with or without voting rights.

(i) In all cases members nominated for any position on the Council must either verbally confirm at the Annual General Meeting that they will accept nomination, or if unable to attend, must submit a certificate duly signed and witnessed by their proposer and seconder that they are willing to accept nomination.

(j) Nothing within these rules will preclude any member having retired from office in the Society from standing again for re-election.

(k) No member in receipt of a salary from the Society will be entitled to vote at any of the Society's meetings or hold office other than that for which he or she is being paid.

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COUNCIL

29. The office of a member of the Council shall be vacated if such member:-
- a) Without the consent of the Society at a General Meeting holds any office of profit under the Society; or
 - b) Becomes insolvent; or
 - c) Is found lunatic or becomes of unsound mind; or
 - d) Resigns his office by notice in writing to the Society; or
 - e) If the member is absent from three (3) consecutive meetings of the Council without special leave of absence from the Council. or
 - f) If the member fails to remain in good standing or ceases to be a member in terms of Article 10.

PROCEEDINGS OF EXECUTIVE COUNCIL

30. The Council shall meet for the dispatch of business at least once a month in person or by means of any electronic system designed for the purpose, but may otherwise adjourn or regulate its meetings as it thinks fit. A member of the Council who is absent from the Republic of South Africa shall be entitled to a notice of a meeting of the Council if contactable and may join the meeting via an electronic system designed for the purpose. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairperson shall have a second vote unless the Society otherwise determines in a General Meeting.
31. Special meetings of the Council may be called at any time by order of the Chief, or on the requisition of five (5) members of Council.
32. The quorum necessary for the transaction of any business of the Council shall be 50% of the total number of persons actively serving on Council.
33. No resolution made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if such resolution had not been made.
34. The Council may from time to time, and at any time under power of attorney, appoint any person whatsoever to be the attorney or agent of the Society, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council under these Articles) and for such period, and subject to such conditions, as they may think fit and with right to sub delegate to any other person, all or any of the powers, authorities and discretions vested in that person.
35. The Council shall have the power to co-opt members to fill any vacancy existing in the Council between General Meetings. Members so elected shall retire prior to the next General Meeting but can be available for re-nomination.
36. The continuing Council may act notwithstanding any vacancy therein, but if and so long as their number be reduced below the number fixed by or pursuant to the regulations of the Society as the necessary quorum of the Council may act for the purpose of increasing the number of Council to that number, or of summoning a General Meeting of the Society, but for no other purpose. However, for continuity, this may be relaxed at the General Meeting should it not be possible to elect or co-opt further members to the Council.
37. The Council may delegate any of their powers to committees consisting of such member or members of their body as they may think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation that may be imposed on them by the Council.

(PROCEEDINGS OF EXECUTIVE COUNCIL Continues on next page)

PROCEEDINGS OF EXECUTIVE COUNCIL (cont.)

38. A committee may elect a Chairperson of their meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their numbers to be Chairperson of the meeting.
39. A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairperson, unless otherwise determined, shall have a second or casting vote.
40. All acts done by any meeting of the Council or of a committee of the Council or by any person acting as a member of the Council shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Council or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if any such person had been fully appointed and was qualified to be a member of the Council.
41. The Council shall be responsible for all or any paid officers and servants; and it shall adopt rules regulating their duties and conditions of service, and may terminate their appointments.

MINUTES

42. The Council shall cause records to be kept in books or any other secure form of modern record keeping technology available provided for the purpose:
- a) The names, addresses, contact numbers and email addresses, or any other means of direct contact of all classes of members; and
 - b) Of all appointments of officers made at the Annual General Meeting or Council; and
 - c) Of the members of the Council present at each meeting of the Council and of any special or sub-committee of the Council; and
 - d) Of all resolutions and proceedings at meetings of the Society of the Council, and of special or sub-committees of the Council; and
 - e) Every member of the Council present at any meeting of the Council or a sub-committee of the Council shall have their name recorded in the minutes of the meeting.

ACCOUNTS

43. The Council shall cause true accounts to be kept of the sum of all monies received and expended by the society and of the matter in respect of which such receipts and expenditure takes place and also of the assets and liability of the Society.
44. The books of accounts shall be kept at the registered office of the Society or by means of any approved modern technology available from time to time, or at such other places as the Council think fit, and shall always be open to the inspection of members of the Council.
45. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations such accounts and books, or any of them, shall be open to the inspection of members and honorary members of the Society.

(ACCOUNTS Continues on next page)

ACCOUNTS cont.)

46. The signature of the Chief or any other officer of the Society duly authorized by the Council shall be a sufficient receipt for all monies received on behalf of the Society. All bills of exchange, promissory notes and all contracts, powers and instruments required to be signed in the course of ordinary business of the Society shall be signed by such person or persons as may be authorized thereto by resolution of the Council or in the absence of such resolution by the Chief and one other member of the Council.
47. At each Annual General Meeting an Accounting Officer shall be appointed to review the accounts of the Society. Each Accounting Officer so appointed shall be eligible for re-election. He shall be a professional accountant and shall not be a member of the Council or hold any office of the Society other than that of Accounting Officer. However, to ensure continuity and in special circumstances, this rule may be relaxed at the discretion of the Annual General Meeting to ensure such continuity. The remuneration of the accounting officer shall be approved at each Annual General Meeting in respect of the work done and in respect of the previous financial year.
48. The accounts of the Society shall be examined and passed by the Council or by a sub-committee appointed by the Council for that purpose.
49. **The financial year of the Society shall commence on the first (1st) day of June and end the thirty first (31st) of May of the following year.**
50. The Council shall be authorized to open a current account, deposit accounts, investment accounts or trust accounts in Cape Town in the name of the Society, under the title of the "Cape Town Caledonian Society". All withdrawals or transfers from and to such accounts shall be authorised by the Chief and/or the Treasurer and one other of the signatories authorized by the Council.

ANNUAL REPORT

51. An annual report of the Operations of the Society, together with the certified balance sheet and statements of accounts representing the Society's position at the 31st May in each year, shall be submitted by the Council and Treasurer at each Annual General Meeting.

NOTICES

52. A notice of a General Meeting may be given by the Society to any Member or Honorary Member either by advertisement or personally, or by sending it to such Member or Honorary Member at their registered home or delivery address in the Society's records, or, at any other address supplied by them for the giving of notices to them. Notices of meetings of the Council or of any committee shall be given either personally or by sending them to members of such committees in the manner prescribed above.
53. Any notices shall be deemed to have been served at the time when the notice containing the message is sent, and any notice given by advertisement shall be deemed to have been given on the day upon which the advertisement was published, and in proving the giving of the notice sent it shall be sufficient to show that the notice containing the message was properly addressed and sent in the manner prescribed above.
54. When a given number of days' notice or notice extending over any period is required to be given, the day of service shall not be counted in such number of days or period.

DELEGATES

55. Delegates to represent the Society at functions outside the Society shall be delegated by the Chief or Council.

BYE-LAWS

56. The Council shall frame Bye-laws as may be deemed necessary from time to time, such bye-laws to be confirmed at the first General Meeting thereafter. No bye-laws shall be suspended or altered except with the consent two thirds of the members present at the General Meeting as above or at the Annual General Meeting of the Society, or at an Extraordinary or Special General Meeting of the Society convened for the purpose.

JUNIOR BRANCH

57. The Council has the right to frame such rules as they deem fit for the conduct of a Junior Branch, provided the activities and finances of this branch shall always remain under the control of the Council of the Society, and the Income and expenditure of this Branch shall be embodied in the annual accounts of the Society.

ALTERATION OF CONSTITUTION

58. This Constitution shall not be altered except by the concurring vote of not less than two thirds of the members present at any Special or Extraordinary General Meeting of the Society convened for that purpose, or at the Society's Annual General Meeting and notice of any proposed change shall be given to the members not less than seven (7) days before the date of such meeting. However, to ensure continuity and in special circumstances, this rule may be relaxed at the discretion of the Special or Extraordinary General Meeting or Annual General Meeting to ensure such continuity.

DISSOLUTION OF SOCIETY

59. The Society shall not be dissolved unless not less than two-thirds of the members of the Society present at a Special General Meeting convened for this purpose have voted in favour thereof and this decision has been confirmed by not less than two-thirds of the members present at a subsequent Special General Meeting held not less than six (6) weeks and not more than three (3) months after the date of the first meeting, all members having in the meantime been furnished with copies of the minutes of the first meeting.

The date of dissolution shall be fixed at the subsequent Special General Meeting confirming the dissolution.

DISTRIBUTION OF ASSETS

60. In the event of the decision to dissolve the Society being confirmed at the Second General Meeting called as above, that meeting shall appoint a liquidator or liquidators to dispose of the assets thereof, including any special funds under its control in such manner as the meeting may direct, it being essential however that the proceeds realized from the assets of the society and any funds standing to its credit shall, after paying any liabilities due by the Society, be disturbed in one or more of the following ways:-

(a) be paid to a trustee or trustees, nominated by the Society, who shall invest such funds and hold same in trust together with the income derived there from until such time as a Caledonian society may be resuscitated in Cape Town; or

(DISTRIBUTION OF ASSETS Continues on next page)

DISTRIBUTION OF ASSETS (cont.)

- (b) be donated to such Society or Societies, Institution or Institutions which have objects similar to those of this Society, or alternatively to such charity or charities – if possible of a Scottish character – as may be considered as deserving; and
- (c) The “Benevolent Fund”, the “Educational and Cultural Bursary Fund” and the “Special General Fund” shall be dealt with respectively as in Articles 62 to 69 inclusive. and
- (d) The “Western Cape Highland Gathering Fund” and the “Cape Town Caledonian Highland Festival Fund” shall be dealt with respectively as in the BY-LAWS Articles 8 and 9 respectively.

BENEVOLENT FUND

61. A benevolent Fund has been created, and all funds at present standing to the credit of the Benevolent Fund in the Society’s books shall be vested in the Fund.
62. The Administration of the fund shall vest in the Council of the Society, and the interest thereon, as well as available capital shall be utilised for the purpose of assisting needy or indigent members of this Society on such terms as the Council may deem fit.
63. In the event of the Society being dissolved the monies standing to the credit of the Benevolent Fund shall either:-
- (a) be vested in a trustee or trustees to be nominated by the Society who shall administer the funds and utilize the interest for the purpose of assisting needy or indigent Scots; or
 - (b) shall be donated to any Institution or Institutions, fund or funds of a like nature to that contemplated by the creation of this Fund.

EDUCATIONAL AND CULTURAL BURSARY FUND

64. An “Educational Bursary and Cultural Fund” is hereby created and all funds at present standing to the credit of Education or Bursary Funds in the Society’s books shall, on adoption of this article, become vested in this fund. *(NB: This Article was adopted and the Fund established – see also BY-LAWS Article 2)*
65. The Administration of the fund shall vest in the Council of the Society, and the interest thereon together with any interest accumulated on the original capital sum or sums of the original Education and Bursary Funds at the date of incorporation of this Article, together with any capital, shall be utilised to create bursaries for educational purposes on such terms and conditions as may be laid down by the Council from time to time, or for any other training or educational purpose for the advancement of Scottish culture in such manner as the Council may consider expedient.
66. In the event of the Society being dissolved the monies standing to the credit of this Fund shall either:-
- (a) be vested in a Trustee or Trustees to be nominated by the Society who shall continue to administer the funds and utilize the interest thereon for the purpose set out above; or
 - (b) be donated to any Institution or Institutions, Fund or Funds of a like nature to that contemplated by the creation of this Fund as may be directed by members of the Society.

SPECIAL GENERAL FUND

67. All monies standing to the credit of the “**Building Fund**” were, at the Annual General Meeting of the Society on 20 July 1979, converted into a new fund designated “**SPECIAL GENERAL FUND**”.

(a) The Purpose of this fund will be to augment the requirements of:

(i) the Education and Cultural Bursary Fund

(ii) the Special General Fund (*Original*)

(iii) the Special Events Fund

(iv) the Congress Fund

and

(v) the proceeds in the Special Events Fund, and the Congress Fund (*no longer applicable for the original intended use as the Society is no longer a member of the Federation requiring funds for a Congress*) to be used for aiding, promoting and fostering the dancing, piping and drumming of members of the Society in good standing

and

✓ for helping deserving Scotsmen and Scotswomen in need of assistance

✓ shall be used at the Councils discretion for any other purpose.

(b) The administration of this "Special General Fund" shall be vested in the Council of the Society. The monies credited to this fund, along with the interest earned, may be used at the Council's discretion for the purposes detailed in Article 67 (a) (i) to (v).

68. Notwithstanding any of the forgoing in Articles 60-68, all monies held in trust in each instance, shall be held in such a manner until the resuscitation of a Caledonian Society in Cape Town as qualified as below. Such Society can claim these funds to be administered by them for the purpose of which they were intended. The Qualification: to be recognized as being a bona fide Society in possession of a fully paid-up membership of at least one hundred (100) and to have been in existence of that membership for at least one year, unless the second General Meeting deciding the dissolution of the Society, donate the funds as stated in the forgoing Articles 60-68 in which case the future Society shall have no claims on such funds. Provided that at the Second General Meeting the Society may decide that if the above resuscitation, as Qualified, fails to occur within such period from the dissolution as decided at that Meeting any accumulated monies held in trust shall be donated as Article 66 (b).

TRUSTEES

69. The assets of the Society shall vest in The Chief, the Immediate Past Chief and the Senior Chieftain of the Society for the time being as Trustees for the Society and who shall deal with such assets in terms of instructions given by the Council from time to time. All action taken by or against the Society shall be in the name of the Trustees who shall act in all such matters in terms of instruction given by the Council from time to time.

FEDERATION

70. A Resolution was passed, unanimously, at the 2017 Annual General Meeting of the Society, held on Saturday 26 August 2017, that the Cape Town Caledonian Society withdraws its membership of the Federated Caledonian Society of Southern Africa. The resolution was then ratified at a Special General Meeting of the Society held on Saturday 28 October 2017. From that date on, the Society was, and is, no longer a member of the Federation.

BYE-LAWS

1. Provided that nothing contained in the following Bye-Laws run contrary to any Article or Rule contained in the Constitution, as amended from time to time, they may be instituted.

EDUCATIONAL AND CULTURAL BURSARY FUND

2. The following procedure shall be adopted when granting bursaries.

A bursary or bursaries, whether educational or cultural, of an annual value to be decided by the Council, may be awarded subject to the following conditions:-

- (a) Each Bursary may be tenable for one or more years and shall be paid quarterly or at the discretion of the Council on receipt of school or progress reports. Should these be unfavorable in the opinion of the Council, the bursary may be terminated by the Council.
- (b) Bursars must be of Scottish descent and must, in the case of an Educational Bursary, have preferably, passed Grade 8. In the case of a Cultural Bursary, the Bursars should have reached the age of 13 years. However, these requirements may be relaxed at the discretion of the Council or sub-committee, if set up.
- (c) When a bursary is available applications may be called for at the discretion of the Council. Such applications must be submitted to the Council or sub-committee, if set up, which shall take into consideration the circumstances of the candidates in deciding whether a bursary will be of assistance in enabling them to continue their education or training.
- (d) Each Bursar shall undertake to continue his or her education at a High School or at a recognized College in Western Cape Education Department area, or at such other school as may be decided upon by the Council or, in the case of a Cultural Bursary, any training school or facility agreed by the Council. Should the bursar require to leave the district the bursary may be continued at the discretion of the Council.
- (e) The final selection of bursars shall rest on the Council, which shall be the sole judge of the eligibility of the bursar.

PATRONS AND HONORARY CHIEFTAINS

3. The Society may elect Patrons and Honorary Chieftains at the Annual General Meeting on the recommendation of the Council. Patrons are not eligible to vote. Honorary Chieftains are not eligible to vote in terms of Article 7.1 of the Constitution. However both may attend Council or General Meetings in an advisory capacity.

CONDUCT IN GENERAL AND COUNCIL MEETINGS

4. At any General or Council meeting no member shall be at liberty to speak more than once or for more than five (5) minutes on any one subject before the meeting, except by special consent of the Chairperson; the mover of any motion or resolution to have the right to reply, provided his reply is confined to the motion or resolution before the meeting and does not exceed five (5) minutes in duration.

PIPER OR PIPERS

5. A Piper or Pipers for the Society shall be appointed for one year at each Annual General Meeting. The Council has the authority to appoint a Piper or Pipers to fill any vacancies that occur between Annual General Meetings. The Piper or Pipers appointed in this manner shall step down before the next Annual General Meeting but can be considered for re-nomination and appointment.

CHANGE OF ADDRESS

6. All members must immediately notify the Secretary to the Society of any change of address and/or any contact details.

TRANSFER TO OR FROM A CALEDONIAN SOCIETY

7. (a) Should any member request transfer of membership to another Caledonian Society and provided he or she is in good standing, he or she shall be supplied with a letter of introduction to such other society, should he or she so desire.

(b) Should any member of another Society become resident in the Cape and produce of proof that he or she is a member in good standing of such other Society, he shall be received as a member and shall be entitled to all the rights and privileges of such, without further payment of subscriptions during the year then current.

WESTERN CAPE HIGHLAND GATHERING

8. (a) An account entitled "Western Cape Highland Gathering" shall be opened in the books of the Society.

(b) The account shall reflect all the Income derived from, and all the Expenditure incurred in connection with each Western Cape Highland Gathering, the Fund shall be retained for use in the organization and running of the Gathering.

(c) The administration of the Fund shall be vested in the Council during the organization of the Gathering, the Gathering committee shall have use of the funds for the purpose of running the Gathering.

(d) The Chief in Office or his nominee shall be an ex-officio Member of the Gathering committee. The committee shall include the Secretary and Treasurer of the Cape Town Caledonian Society.

CAPE TOWN CALEDONIAN SOCIETY HIGHLAND FESTIVAL

9. The "Cape Town Caledonian Society Highland Festival" funds were drastically depleted, and the proceeds therein were placed in the "Special General Fund" under the name "Special Events Fund". (See Article 67(a)(ii) of the Constitution under "Special General Fund")

GENERAL NOTES PAGE