

The Clan Lindsay Society of Australia



Constitution
2007

Table of Contents

Name & Purpose	3
Membership Eligibility	3
Types of Membership	4
The Board of Management	5
The Chief	5
Office-Bearers	5
Rules for election of Office-Bearers	5
Duties of the Board of Management	6
Limited liability of the Clan Lindsay Society of Australia and its official representatives	7
Duties of the President	8
Duties of the Vice President	8
Duties of the Secretary	8
Duties of the Treasurer	9
Duties of the Registrar	9
Duties of the Piper	9
Duties of the Genealogist/Historian	9
Duties of the State and Territory Councillors	10
Duties of the Editor of <i>The Lindsay Blether</i>	10
Meetings	10
Board Meetings	10
Annual General Meetings	11
Ordinary Meetings	11
Special Meetings	11
Appointment of Committees	11
Management of the Society's Funds	12
Amendments to the Constitution	13
Approval of the Constitution	14

Constitution

Name & Purpose

1. The Association shall be called "**THE CLAN LINDSAY SOCIETY OF AUSTRALIA**".
2. The **Objects** of the Society shall be:
 - (a) the reviving, conserving and promoting of the interests, sentiments and associations of the Clan;
 - (b) the cultivation of social interaction among the Members;
 - (c) the collecting and preserving of records and traditions relating to the history of the Clan; and
 - (d) any other objects that the Society may from time to time determine.

Membership Eligibility

3. The following persons shall be eligible for membership of the Society:
 - (a) All persons bearing by birth the surname Lindsay or a surname of a recognised Sept of the Clan (however spelt), either alone or in conjunction with another surname:

<ol style="list-style-type: none"> (i) Affleck (the armour bearers to the Earls of Crawford); (ii) Byres; (iii) Cobb; 	<ol style="list-style-type: none"> (iv) Crawford; (v) Deuchar; (vi) Downie; (vii) Fotheringham; (viii) Rhynd; and (ix) Summers.
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 - (b) all persons who in *bona fides*, and by proper authority adopt one of those surnames as their principal surname, whether alone or in conjunction with another surname;
 - (c) the descendants of those who are eligible under subclauses 3(a) and 3(b); and
 - (d) the spouses of those who are eligible under subclauses 3(a), 3(b) and 3(c).
4. The persons listed in Clause 3 are known collectively as "Lindsays". They may be also be referred to as the Clan, Clan Lindsay, or Clansfolk.
5. Qualified applicants may be admitted to Membership by:
 - (a) the Board of Management at any of its meetings; or
 - (b) any two Members of the Board at any other time, with the permission of the Secretary.
6. A Member shall contribute an Annual Subscription, due and payable on joining and thereafter on the anniversary of their membership application being accepted. The Annual Subscription amount will be prescribed from time to time by Minuted Decision of the Board.

Types of Membership

7. Family membership is open to married couples (with or without children) and single-parent families who meet the eligibility requirements in Clause 3.
8. Individual membership is open to each person who meets the eligibility requirements listed in Clause 3.
9. Student membership is open to full-time students of any age at the time subscriptions fall due. They must meet the eligibility requirements listed in Clause 3.
10. Under 18's membership is open to persons under 18 years of age at the time subscriptions fall due. They must meet the eligibility requirements listed in Clause 3.
11. Retiree membership is open to persons who are over the age of 60 years at the time their subscriptions fall due. They may be either self-funded retirees, in receipt of a government pension or part-time employees. They must meet the eligibility requirements listed in Clause 3. There are two categories of retiree membership:
 - (a) Retiree - single (open to individual applicants who satisfy the requirements of this Clause); or
 - (b) Retiree - household (open to couple applicants who both satisfy the requirements of this Clause, with or without dependent children under the age of 18 years).
12. Low income memberships are extended to individuals and families who are in receipt of a government benefit or other pension at the time subscriptions fall due. Supporting documentation (for example, pension or benefit numbers) may be required. They must meet the eligibility requirements listed in Clause 3.
13. A member may petition the Board for a variation in fees in special circumstances. A decision to vary the membership fees payable by a member will be made at any Board meeting by majority vote.
14. Associate membership may be offered to persons who have an interest in the Clan Lindsay Society of Australia, but whom are not eligible for full membership. Associate members will pay fees, but will not be entitled to vote or stand for election as an office bearer.
15. Honorary membership may be offered to persons who have rendered special services to the Clan Lindsay Society of Australia, or who have otherwise distinguished themselves in Scottish affairs, but whom are not eligible for full membership. Honorary members will not pay fees, nor will they be entitled to vote or stand for election as an office bearer.
16. Proposals for Associate membership and Honorary membership will be submitted to the Board for consideration. The Board will make a decision regarding the approval of the membership, subject to the criteria included in the Minutes from time to time.

The Board of Management

The Chief

The Chief of the Clan Lindsay is the hereditary Chief. While in Australia, the Chief is entitled to assume the duties and responsibilities of the Clan Commander.

Office-Bearers

17. The following Office-Bearers will be elected at the Annual General Meeting:
- | | |
|---|--|
| (a) President (also known as the Clan Commander); | (n) Councillor (Territories) <i>Ashmore and Cartier Islands; Australian Antarctic Territory; Christmas Island; Coral Sea Islands; Cocos Islands; Heard and McDonald Islands; Jervis Bay Territory; Norfolk Island;</i> |
| (b) Vice President; | (o) Councillor (VIC); |
| (c) Secretary; | (p) Councillor (WA); |
| (d) Treasurer; | (q) Councillor (New Zealand); and |
| (e) Registrar; | (r) Editor of <i>The Lindsay Blether</i> . |
| (f) Piper; | |
| (g) Genealogist/Historian ; | |
| (h) Councillor (ACT); | |
| (i) Councillor (NSW); | |
| (j) Councillor (NT); | |
| (k) Councillor (QLD); | |
| (l) Councillor (SA); | |
| (m) Councillor (TAS); | |

Rules for Election of Office Bearers

18. Elections will be held during the Annual General Meeting, or by mail or electronic ballot, where members are unable to personally attend that meeting. The Secretary will publish the preliminary list of nominees at least 60 days prior to the Annual General Meeting, with instructions on how to cast a valid vote. The advice will also provide instructions for making further nominations from the membership at large.
19. Any five members (of good standing) may submit a petition containing further nominations to the Secretary no later than 30 days prior to the Annual General Meeting. The petition must be in writing, signed by all petitioners and have the written, signed consent of the nominee attached.
20. Candidates will provide a brief resume of the skills they can offer the Society for consideration of the membership. A Candidate must be a paid up member of the Society for a period of not less than two consecutive years (with the exception of the two years after the Society came into existence, where the period will be from the date membership fees became payable to the date of election). The Candidate must be of good standing in the community at large and be a fit and proper person for the exercise of that office. The candidate must have an ancestral tie to a Lindsay or a recognised Sept of the Clan. The member must also consent to being nominated for the position.

21. In addition to the above, Candidate Pipers may also be requested to submit a recording for consideration of the membership.
22. Each Member will be entitled to cast a vote for the President, Vice President, Secretary, Treasurer, Registrar, Piper, the Editor of *The Lindsay Blether* and Genealogist/Historian.
23. Each Member will be entitled to cast a vote for a State Councillor in the State in which they reside. No Member may vote for a State Councillor other than for their State or Territory of residence. If a State or Territory has no Members, the Councillor's office will remain vacant until such time as Members join the Society.
24. Interim appointments will be submitted to the Chief for approval, and are subject to election at the following Annual General Meeting.
25. There is no restriction of the number of times a particular Member may be re-elected to an Office.
26. The Secretary will mail (electronic or postal) to each member entitled to vote, at least 15 days prior to the Annual General meeting:
 - (a) A ballot paper containing the names of all candidates and the offices for which they have been nominated
 - (b) Instructions on casting mail votes (electronic or postal) and voting at the Annual General Meeting.
 - (c) Instructions on the return voting date. The Secretary should receive the member's vote by the close of business on the last working day prior to the Annual General Meeting.
27. Members may form State or Territory sub-branches of The Clan Lindsay Society of Australia. The sub-branches must promote the Society's objects and may not incur any liability in the name of the Society without the consent of the Board having been given in writing. The elected chairperson of the sub-branch will be the State or Territory Councillor. Election of these positions will be held concurrently with the election of the Office Bearers.
28. Any person, who makes a contribution to the Funds of the Society of \$500 or more, shall have their name recorded in the list of Office-Bearers as a Patron of the Society.

Duties of the Board of Management

29. The Board will be constituted by the elected Office-Bearers listed in Clause 16. The Board has the delegated power to act for the Society.
30. The Board may increase or decrease the number of Board Members from time to time, based on the ordinary Membership.
31. A Member may not hold the position of Secretary and Treasurer concurrently. A Member is restricted to holding no more than two Offices at the same time.
32. When it is desirable to honour a Lindsay who is not available for service in office, that person may be elected an Honorary Member of the Board, with the rights and privileges of a State or Territory Councillor.
33. The Board has the power to administer the funds of the Society in accordance with the objects listed in Clause 2.
34. The Board will submit its Annual Report at the Annual General Meeting. It will include a statement of the financial position of the

Society, based on the Treasurer's report. If approved, the report will be recorded in the Minute Book.

35. The Board members will support the Clan Lindsay Society of Australia in its day-to-day operations. They shall communicate with each other and the members in such a way as to ensure the smooth administration of the Clan Lindsay Society of Australia.
36. When out of session, the Board may act by the unanimous signature of Resolutions. Any action that may be taken at a regular or called meeting of the Board may be taken without a meeting. The signing of a Resolution by all Office Bearers and Councillors has the same effect as a majority vote at a regular Board meeting. The Secretary will file the Resolution in the Minutes.
37. The Board will appoint a legal advisor to The Clan Lindsay Society of Australia.

Limited liability of the Clan Lindsay Society of Australia and its official representatives

- 37A. Members and non-members alike participate in the activities of the Clan Lindsay Society at their own risk. The Clan Lindsay Society of Australia, its Board of Management and official Representatives accept no responsibility for injury or loss sustained during clan activities.
- 37B. All Office bearers and representatives of the Clan Society accept their positions and carry out their duties on the condition that they have no personal liability for actions which are carried out on behalf of the Clan Society. This means the representatives are not required to personally indemnify the Clan Society beyond their annual membership fees in the event of a member or non-member sustaining injury or loss during clan activities.
- 37C. The Board of Management and official representatives are required to carry out their duties having regard to the reasonable care and safety of persons and property with which they come in contact. Where the Clan Society's Board of Management and official representatives have displayed due regard to the care and safety of persons and property with which they come in contact, it will retain sole responsibility for those authorised actions that have been carried out on behalf of the Clan Society, without accepting responsibility for loss or injury caused by those actions. This includes, but is not limited to:
 - Members of the Board of management, acting in their capacity as members of the Board or in the process of carrying out their official duties; and
 - Persons representing the Clan Society in an official capacity, with the approval of the Board of management, including volunteers at games, gatherings, picnics and meetings.
- 37D. The Clan Lindsay Society of Australia may compensate any member or non-member in respect of personal injury or loss occurring at its official functions and activities up to a maximum of \$500. The Clan Society in

providing compensation does not admit its own liability or the liability of its representatives in regard to the loss or injury.

- 37E. The Clan Lindsay Society of Australia has sole legal responsibility for injury or loss sustained through its official activities . Office bearers, official representatives, and the membership cannot be joined in litigation in respect of any loss or injury sustained at or during or because of the activities of the Clan Society of Australia.

Duties of the President

38. The President may convene Board meetings at their discretion.
39. The President is entitled to Chair all meetings at which they are present. The Chair has a deliberative as well as a casting vote.
40. The President is the Chief Executive Officer of the Clan Lindsay Society of Australia, and has all the powers, duties and responsibilities that are usual for a President or Chief Executive Officer of a non-profit social organisation.
41. The President may represent the Society and Clan at ceremonial and cultural events from time to time.
42. The President may contribute to the deliberations of the Board when not the Chair.
43. The President may appoint ceremonial officers, such as Chaplain, Drum Major and others as appropriate, who will serve at the President's pleasure.
44. The President may appoint assistants to the Board members for the purposes of ensuring the smooth operation of each office.

Duties of the Vice President

45. The Vice President will take the Chair when the President is not present. If the President and Vice President are not present, the Board will elect the chair.
46. The Vice President will discharge all other duties of the President where the President is absent or unable to perform their duties.
47. The Vice President will manage and administer the State Councillor system, maintain contacts with the State Councillors and arrange for the Clan's representation and tent operations at Highland Games and Festivals.
48. The Vice President may represent the Society and Clan at ceremonial and cultural events from time to time.
49. The Vice President may contribute to the deliberations of the Board when not the Chair.
50. The Vice President will undertake other duties as assigned by the Board from time to time.

Duties of the Secretary

51. The Secretary shall conduct all correspondence, keep the books and records of the Meetings and decisions of the Society and its Board. The Secretary may appoint such assistants as required and agreed by the Board (for example, an archivist).
52. The Secretary will prepare and distribute agendas for all meetings 7 days prior to the meeting.

53. The Secretary may represent the Society and Clan at ceremonial and cultural events from time to time.
54. The Secretary will participate in the deliberations of the Board.

Duties of the Treasurer

55. The Treasurer will be responsible for the keeping of accounts in respect of the Society's income and expenditure, assets and liabilities. The accounts will be reported to the Members at the Annual General Meeting and made available for inspection by the Members.
56. The Treasurer shall pay all accounts, and enter into an account book (paper or electronic) records of all moneys received and payable by:
 - (a) the Trustees (see clause 96)
 - (b) the Treasurer
 - (c) the Treasurer on behalf of the Society.
57. The Treasurer shall send an electronic or printed reminder to all Members of when their subscription falls due.
58. The Treasurer may represent the Society and Clan at ceremonial and cultural events from time to time.
59. The Treasurer will participate in the deliberations of the Board.

Duties of the Registrar

60. The Registrar will maintain the records of membership for the Society. The Registrar may appoint such assistants as needed to manage the membership records.
61. The Registrar will provide those details to the Secretary and Treasurer as required for the notification of Annual General Meetings, Special Meetings, Subscription notification and other business of the Society.
62. The Registrar may represent the Society and Clan at ceremonial and cultural events from time to time.
63. The Registrar will participate in the deliberations of the Board.

Duties of the Piper

64. The Piper will perform ceremonial duties including:
 - (a) piping in the Board to signify the opening of meetings;
 - (b) piping out the Board to signify the close of meetings;
 - (c) representing the Society at functions and formal ceremonies; and
 - (d) other duties as the Board may request from time to time.
65. The Piper will coordinate the Society's pipe band activities (where such exists), including the repertoire, practice and appearance of the band.
66. The Piper will participate in the deliberations of the Board.

Duties of the Genealogist/Historian

67. The Genealogist will provide the administrative oversight of the official genealogical and historical research efforts of the Clan.
68. The Genealogist/Historian will collate a genealogy of the Clan, as represented by this Society's membership, historical records, and other publicly available documents. To protect privacy, genealogies will only include persons no longer alive, unless that person has given written consent to the publication of their genealogical information.
69. The Genealogist/Historian will research, collate and author a history of the Clan in Australia. It will focus on the achievements of the Lindsays

since the arrival of the First Fleet in 1788, and the contributions they have made to this country.

70. The Genealogist/Historian will serve as the official repository for the original copies of all genealogical and historical information supplied by members and other interested parties.
71. The Genealogist/Historian will represent the Clan, internally and externally, on all matters of a genealogical or historical nature.
72. The Genealogist/Historian may represent the Society and Clan at ceremonial and cultural events from time to time.
73. The Genealogist/Historian will participate in the deliberations of the Board.

Duties of the State and Territory Councillors

74. Each State and Territory Councillor will put forward the interests of the State or Territory they represent.
75. The Councillors will form a point of contact for their State or Territory, and will be required to represent the Society at functions from time to time.
76. The Councillors will organise and participate in Scottish heritage and cultural related events on behalf of the Society, and the State or Territory's membership.
77. The Councillors may represent the Society and Clan at ceremonial and cultural events from time to time.
78. The Councillors will participate in the deliberations of the Board.

Duties of the Editor of The Lindsay Blether

- 78A. The Editor will manage the content and format of the Clan Lindsay Society of Australia's newsletter, *The Lindsay Blether*. The Editor is also responsible for the maintenance and application of the Style Guide. The Editor will also provide editorial services to other Clan Lindsay publications from time to time.
- 78B. The Editor may be required to represent the Society at functions from time to time.
- 78C. The Editor may organise and participate in Scottish heritage and cultural related events on behalf of the Society, and the State or Territory's membership.
- 78D. The Editor may represent the Society and Clan at ceremonial and cultural events from time to time.
- 78E. The Editor will participate in the deliberations of the Board.

Meetings

79. The conduct of meeting will be subject to the procedures and principles outlined in Eilis S Magner's book, *Joske's Law and Procedure at Meetings in Australia*, (1994) 8th edition, Law Book Company, Sydney.
80. In the deliberations of the Society, or of the Board, any disputed point shall be decided by a majority of votes, unless otherwise provided for by the Constitution of the Society.

Board Meetings

81. The Board shall meet on those occasions, times and places as is determined by them. The Secretary will ordinarily convene the meeting. However, the President and Vice President may also convene a

meeting. A quorum of four persons is necessary for the Board to make decisions.

82. The Board may utilise technological aids (for example, telephone conferencing, video conferencing, Internet discussions and facsimile transmissions) to hold its meetings. To facilitate discussion and interaction in such a dispersed community, all Office Bearers are encouraged to have e-mail access.

Annual General Meetings

83. The financial year of the Society will end 30 June in each year. The **Annual General Meeting of Members** will be held in September of each year. Where possible, the meeting will be located in connection with a major Scottish cultural event.
84. All Members will have the right to vote in the affairs of the Society subject to the following conditions:
- (a) the Member must be 18 years of age or older;
 - (b) Members who pay an individual subscription have one vote;
 - (c) Family membership entitles the family unit to two votes; and
 - (d) Members who are in arrears of subscription for more than 12 months are not entitled to vote or take part in the deliberations of the society.
85. All Members (whether entitled to vote or not) are entitled to attend meetings of the Society.
86. A quorum for the purposes of the Annual General Meeting will consist of six paid-up members being present at the meeting.

Ordinary Meetings

87. Ordinary Meetings of the Society may be held as determined by the Board, and may include social gatherings.

Special Meetings

88. Special Meetings may be called when a request signed by twelve Members of the Society is lodged with the Secretary. The request must set out the purpose for which the Meeting is to be called.
89. No business shall be transacted at any meeting unless reasonable notice is given to members in the notice calling the Meeting. No other business will be conducted at the Special Meeting, except in the case of emergency, and then only at the direction of the President or the Board.
90. The Clan Lindsay Society of Australia will on its own initiative, or on invitation from other Branches of the Clan, enter into arrangements to exchange information and work out an appropriate form of association if this is desired. All such arrangements are subject to confirmation at the Annual General Meeting of the Society or at a Special General Meeting convened for that purpose.

Appointment of Committees

91. The President may appoint committees to manage specific tasks and activities for the benefit of the society. It will specify the functions of the committee. All committee reports will be submitted to the Board and to the general membership where there is a need.
92. There will be six standing committees:
- (a) Finance;

- (b) Membership;
 - (c) Elections;
 - (d) Genealogy;
 - (e) Social; and
 - (f) Publications.
93. The President will designate one of the committee members to act as Convenor of the Committee.
94. The Elections Committee will:
- (a) Compile a list of nominations for each office;
 - (b) Ensure that each nominee for an office meets the criteria for nomination;
 - (c) Submit the list of nominees for each office to the Board at least three months prior to the Annual General Meeting;
 - (d) Manage the ballot and audit voting entitlements;
 - (e) Tally the votes from all sources;
 - (f) Notify the Board and membership of the results of elections for recording in the Minutes of the Annual General Meeting; and
 - (g) Destroy the ballots cast once the majority has been decided.
95. Other committees or subcommittees will be appointed for time to time for the purposes of encouraging Scottish culture, including (but not limited to):
- (a) Scottish dancing;
 - (b) Drumming;
 - (c) Piping;
 - (d) Scottish harp;
 - (e) Scottish fiddling; or
 - (f) Scottish athletic activities.

Management of the Society's Funds

96. The funds of the Society will be held in a bank chosen by the Board at its First Meeting. The Minutes will record the name of the bank selected and the type of account selected.
97. The operational account will be a trust account, and require a minimum of two signatories for operation of the account. One of those signatories shall be the Treasurer, or a person who has written delegation from the Board for the operation of the account.
98. The Society may invest its capital funds in any of those investments allowed by the Trust laws of Australia. The funds may also be used to purchase property on behalf of, and for the use of, the Society and its Members. Any such investments will have the following persons named as **Trustees**:
- (a) the President;
 - (b) the Secretary; and
 - (c) three other Trustees as appointed (for example, a solicitor, an accountant, and an ordinary Member).
99. The Trustees may appoint asset or investment managers to undertake these duties in respect of the Society's investments. The Trustees will not be personally liable for the appointed managers to any extent. The Trustees will have the widest powers and immunities permitted to Trustees. Each Trustee will be liable for personal acts and omissions

- only. Each Trustee will not be jointly and severally liable with the other Trustees.
100. Any transactions relating to the capital funds or investments of the Society will be validly executed on the Society's behalf if the Secretary, Treasurer and two Trustees (not being the same person as the Secretary or Treasurer) sign the document. Examples of those instruments which may be executed in this manner are:
- (a) cheques;
 - (b) deposit receipts;
 - (c) receipts ;
 - (d) deeds;
 - (e) documents;
 - (f) transfers relating to, and which bear to be discharges for capital; and
 - (g) transfers in respect of which capital is to be paid to the Society.
101. Debtors of the Society paying on a properly executed instrument shall have no concern or duty of inquiry as to the application of the funds.
102. The Trustees will pay over or account to the Treasurer (on behalf of the Board) for all net income, which after deduction of taxes and expenses (imposed or expected) may have actually been earned by the capital Funds under their control as Trustees of the Society.
103. In the event of the Society being wound up through lack of Members or any other cause, all funds and assets of the Society shall be given to (in order of priority):
- (a) the Scottish Australian Heritage Council; or
 - (b) in the event the Scottish Australian Heritage Council has ceased to exist, the Scottish National Trust for the purpose of restoring and maintaining those heritage items of the Clan Lindsay.

Amendments to the Constitution

104. The clauses within this Constitution may be amended by a 70% vote of a quorum at any Annual General Meeting. Notice of any proposed changes to the Constitution must be:
- (a) Given in writing to the Secretary at least thirty days prior to the date of the meeting;
 - (b) Included by the Secretary in the notice calling the Meeting at which those changes are to be discussed or voted upon; and
 - (c) Published at least once in the newsletter of The Clan Lindsay Society of Australia, prior to voting.
105. The Secretary shall, after any amendment to the Constitution, work the amendment into the Constitution. However, the Secretary shall keep at least one copy of the Constitution as it was before the amendment for the records. A copy of the Minute outlining the amendment shall be kept with the version of the Constitution that was subject to the amendment.
106. The revised Constitution will become effective on the first business day following the meeting of the Board.

Approval of Constitution

<p>Chief <i>The Earl of Crawford and Balcarres</i></p>	
<p>President (Clan Commander) <i>David Lindsay</i></p>	
<p>Vice President/ Registrar <i>Teresa Bostle</i></p>	
<p>Secretary <i>Chris Lindesay</i></p>	
<p>Treasurer <i>Susan Cooke</i></p>	
<p>Piper <i>Christina Batey</i></p>	
<p>Genealogist/Historian <i>Sharon Downie</i></p>	