



Founded 1879

Constitution

(amended March 2008)

CONSTITUTION

The object of the Society is to form in Manila a regularly constituted body of Scots, who may aid and relieve well authenticated and deserving cases of temporary distress among Scots, take cognizance of, discuss, and take steps in regard to matters which possess a national interest, arrange for the celebration of St Andrew's Day, and generally to promote fellowship and cooperation among Scots in the Philippines.

RULES

1. **Name**

The Society shall be called the MANILA ST. ANDREW'S SOCIETY.

2. **Membership**

Ordinary membership in the Society shall be confined to person of Scottish descent. Associate membership is open to anyone duly proposed and seconded. (amended March 2008)

2a **Patron(s)**

The committee shall have power to invite one or more distinguished Scots to become Patron or Patrons of the Society.

2b. **Honorary Member(s)**

The Committee shall have the power in exceptional circumstances to invite one or more than one distinguished person, who has Scottish ancestry and who has been connected with any St Andrew's Society, to become an Honorary member.

Honorary Members will not be entitled to vote at General Meetings or serve on the Committee of the Society.

3. **Election of Members**

Every candidate for membership must be proposed by a member of the Society and seconded by another. His full name and usual place of residence, together with the names of his proposer and seconder, shall be sent to the Membership Secretary and the Committee shall decide on his election.

4. Every member shall, on election, be presented with a letter of acknowledgement, printed copy of the rules of the Society by which he shall be bound and a current membership list.

5. **Management**

Management of the Society shall be vested in a Committee consisting of the Chieftain, Vice Chieftain, Hon Secretary, Hon Treasurer, Membership Secretary and up to seven other members. The positions of Chieftain and Vice Chieftain must be held by Ordinary members of the society (ie members of Scottish descent). Associate members may serve on the Committee but may only make up 40% of the Committee. (amended March 2008)

6. All acts done at any meeting of the Committee or by any member of the Committee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any member of the Committee, or that any one or more of the members were disqualified for the Office of member of the Committee, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.

7. **Election of Committee**

The Committee shall be elected at the Annual General Meeting each year, and subject to termination of office by resignation or otherwise shall remain in office until their successors are appointed at the Annual General Meeting next following their appointment. Any vacancies occurring in the Committee during its year of office shall be filled by the Committee. The Committee may appoint members (whether members of the General Committee or not) to serve on Sub-Committees for special purposes as they may think expedient.

8. **Quorum**

At any Committee Meeting four members shall form a quorum.

9. **Life Membership**

A single payment of an amount to be agreed by the incumbent Committee and agreed annually at the AGM will entitle the new applicant to life membership of the Society. Society members, in good standing at March 2001 will be charged P500 for Ordinary membership and P750 for Associate membership to convert their regular membership to life membership and no further annual subscription will be collected .

10. Any member who may desire to resign must inform the Membership Secretary.

11 **Contribution**

Members or others who may feel disposed to contribute to the funds of the Society may do so by donations.

12 **General Meeting.**

The Annual General Meeting of the Society shall be held in March of each year on such date as the Committee may decide. Notice convening the General Meeting shall be sent to the members, together with a printed copy of the Balance Sheet duly audited, not less than 10 days before the Meeting and shall specify the matters to be dealt with.

13 **Statement of Accounts and Balance Sheets**

At the Annual General Meeting in each year the Honorary Treasure shall lay before the Society a Statement of the Income and Expenditure of the Society for the preceding year, and a Balance Sheet containing a summary of the property and liability of the Society made up to the end of the previous year and such accounts shall be duly audited before being presented to the General Meeting.

14 **Voting at Meetings**

At any Annual General, Special General or Committee meeting, every resolution shall be decided by the votes of the members present, and in case there shall be an equality of votes, the Chairman at such meeting shall be entitled to give a casting vote in addition to the vote to which he is entitled as a member of the Society.

15 **Chairman**

At Committee Meetings and at General Meetings in the absence of the President and Vice President, a Chairman shall be elected to preside.

16 **Special General Meeting**

A special General Meeting may be convened;

- (a) By the Committee at any time
- (b) Within twenty one days from the receipt of a requisition in writing signed by not less than seven members specifying the object of the Meeting.

Notice convening a Special General Meeting shall be sent to the members not less than seven days before the meeting, and shall specify the matter to be dealt with.

17. **Quorum for General and Special General Meeting**

No business shall be transacted at any Annual General or Special General Meeting unless there shall be present in person at the commencement of the business nine or more members of the Society, excluding the Chairman. If, at the expiration of half an hour from the time appointed for the meeting the required number of members be not present, the meeting, if convened by or upon the requisition of seven members, shall be dissolved but in any other case it shall stand and adjourn to the same day in the next week at the same time and place, of which four days' notice shall be given, and if at such adjourned meeting a quorum be not present those members who are present shall be a quorum and may transact the business for which the meeting was called.

18. **Adjournment of Meetings**

The chairman, with the consent of the meeting, may adjourn any meeting from time to time, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, unless due notice is given.

19. **Minutes**

The Honorary Secretary shall keep a correct record of the proceedings of all General and Committee Meetings, and such Minutes shall be signed by the Chairman presiding at the next ensuing General or Committee meeting respectively and all Minutes purporting to have been so signed shall for all purposes whatsoever be prima facie evidence of the actual and regular passing of the resolutions and of the regularity of the meeting, and of the Chairmanship and signature of the person appearing to have signed as Chairman, and of the date on which such meeting was held.

20. **Honorary Treasurer**

The Honorary Treasurer shall cause true accounts to be kept of all moneys received and expended by the Society, and of matters in respect to which such receipts and expenditures take place, and of the assets and liability of the Society, and of all financial affairs, transactions and agreements, and of other matters necessary for showing the true financial state and condition of the Society. He shall lodge the Funds of the Society within reasonable time with the Society's Bankers and he shall be

authorized to sign and endorse cheques, orders and the like, for and on behalf of the Society.

21 **Election of Auditor**

The Accounts of the Society shall from time to time be examined and the correctness of the Balance Sheet ascertained by an Auditor who shall be appointed annually at the Annual General meeting of the Society.

22 **Finance**

The funds of the Society shall be administered by the Committee.

23 **Donations:**

In the event that there are surplus funds (an amount over and above an operational balance, as determined from time to time by the incumbent Committee), a quorum of the incumbent Committee has the discretion to disburse up to 50% of these funds to registered Philippine and/or Scottish charities.

24 **Termination of Membership**

A member's connection with the Society shall terminate

(a) by voluntary retirement

25 If any member should conduct himself in a manner which, in the opinion of the Committee, is unbecoming as a member of the Society, a Special General Meeting shall be convened and, if a majority of those present consider that the offender's conduct has been such as to warrant his expulsion, the Committee shall have power to act on this decision and cause his name to be deleted from the roll of the Society.

Any notices posted to the recorded address of Members shall be considered duly delivered. Members must inform the Membership Secretary of any change of residence.

26 **New Rules**

The Committee shall have the power to alter or add to the Rules, but no such alteration or addition shall take effect until same has been confirmed at an Annual General meeting or Special General Meeting convened for the purpose.

27

Bye Laws

The Committee shall have the power to make bye-laws for regulating the conduct and affairs of the Society, provided the same are not inconsistent with these Rules.

28

Should any question or matter arise not provided for in the foregoing Rules, it shall be referred to the Committee who decision shall be final.

Pronouns: When masculine pronouns are used in these rules they shall, when applicable be understood as referring to either gender unless the context clearly indicates otherwise.

As updated March 2008

