

**CONSTITUTION of the
CLAN MACPHERSON ASSOCIATION**

1. NAME

- 1.1. The name of the Association shall be the Clan Macpherson Association.

2. OBJECTIVES

- 2.1. to promote and foster the Clan spirit and the corporate life of the Clan at home and abroad, to provide a focal point for, and a means of, expressing Clan sentiment, and to keep Clansmen in touch with one another in all parts of the world;
- 2.2. to encourage and promote the study and preservation of the history, folklore, literature, music, treasure and traditions of the Clan Macpherson, and such other objectives as may be of common interest to the members;
- 2.3. to acquire and hold lands and buildings in the Badenoch district of Inverness-shire or elsewhere as the property of the Clan Association with a view to maintaining the connection of the Clan with its ancestral home; said lands include Cluny's Cave and 6.71 acres formerly part of the Biallid Estate;
- 2.4. to acquire and hold objects of historical or cultural interest to the Clan.

3. MEMBERSHIP

- 3.1. The Association shall consist of Life Members, Annual Members, Term Members, Young Adult Members, Junior Members, and Honorary Members. Former Associate Members shall now be full members of the Association.
- 3.2. Any member over the age of 18 shall be entitled to vote.

4. MEMBERS

- 4.1. All children of persons born a Macpherson, Cattanach, Gillies, Gillespie, Murdoch, MacMurdo (or other variants of Muireach) or any of the associated family names published in official form by the Association and authorised by the Chief, may apply for membership of the Association. Such membership is also open to a spouse or partner of such a person; or any other person who may claim allegiance to the Clan.
- 4.2. Persons under 18 years of age who are children of members of the Association, or of persons eligible to become members, may be admitted as Junior Members. Following the attainment of the age of 18 a Junior Member shall be entitled to become a member in any other category of membership.
- 4.3. An application for membership may be made direct to the Association Registrar or through any Branch of the Association.
- 4.4. The Council shall have the power to remove any member of the Association who brings discredit upon the Association.
- 4.5. The Council may appoint any person to be an Honorary Member. An honorary member shall not pay any subscription.

5. SUBSCRIPTIONS

- 5.1. Subscriptions may be varied from time to time by any Annual General Meeting or Special General Meeting on the recommendation of the Council.

- 5.2. Subscriptions may be remitted to the Association Treasurer direct or through the appropriate Branch Treasurer.
- 5.3. Branches may also set an additional fee to cover the additional expenses of the Branch.
- 5.4. Annual subscriptions shall be due within one month of the commencement of each calendar year.
- 5.5. Each new member shall pay their subscription on admission, but if admitted on or after the first day of October such subscription shall also be held to cover the year from the first day of January following.

6. BRANCHES

- 6.1. A Branch of the Association may be formed in any part of the world, subject to the approval of the Council.
- 6.2. All approved Branches shall be entitled to send two representatives to the Council.
- 6.3. An application to form a new Branch must be accompanied by a draft Branch Constitution which must be approved by the Council.
- 6.4. A Branch may make its own rules as regards to election of Office Bearers, its representatives on the Council, raising funds for its own objectives, the conduct, place of meetings and for any other matter otherwise not provided for in the Constitution and Rules of the Association, so long as they do not conflict with the Constitution and Rules of the Association.
- 6.5. In the event of dissolution of a Branch, the funds and all other assets of that Branch may be transferred to any other Branch functioning in that area, in the absence of which the funds and assets revert to the Association.
- 6.6. No Branch shall pledge the credit of the Association, and the Association shall not be responsible for any deficit or debt of any Branch.

7. OFFICE BEARERS

- 7.1. The Office Bearers of the Association shall consist of the Chairman, Vice Chairman, Secretary, Treasurer, Registrar, Webmaster and Editor, who shall be elected annually at the Annual General Meeting and shall be eligible for re-election. If either the Chairman or Vice Chairman be resident outside the United Kingdom, the other should be resident therein.
- 7.2. A member shall usually hold office as the Chairman for three, but no more than five, successive years.
- 7.3. The Council shall have power to appoint an assistant to any Officer (other than the Chairman and Vice Chairman). Such assistant will be an Office Bearer and accordingly subject to retiral or re-election annually, and as such, will be a member of the Council.
- 7.4. The Council may also appoint a person to advise in relation to a particular matter. Such adviser shall attend any meeting of the Council but shall have no power to vote. Unless renewed, the appointment of any adviser will cease upon the expiry of the year.

8. HONORARY OFFICERS

- 8.1. The Chief of the Clan shall ex officio be Honorary President. The Honorary Officers of the Association shall also include such number, as from time to time be decided, of Honorary Vice Presidents from persons who hold or have held offices in the Association or have otherwise given service to the Clan. An Honorary Vice President shall be appointed by the AGM following nomination from the Council and shall hold office for life or until resignation.

9. COUNCIL

- 9.1. The governing body of the Association shall be the Council.
- 9.2. The members of the Council shall be the Honorary Vice Presidents, the Office Bearers of the Association, and the representatives of the Branches.
- 9.3. All members of the Council present at a meeting shall be entitled to vote, and the Chairman of the meeting shall also have a casting vote.
- 9.4. The Council shall meet at such intervals and at such places the Chairman, whom failing the Vice Chairman, may determine, and four of its members shall constitute a quorum, provided that the Council shall usually meet not less than three times each year.
- 9.5. A meeting of the Council shall be notified to each member of the Council not less than fourteen days before the date of the meeting.
- 9.6. The Council may set up any committee and delegate to it such matters as may be determined.

10. ANNUAL GENERAL MEETING

- 10.1. The Annual General Meeting shall be held in Badenoch, or such place as may be determined by the Council, no later than 30 September of each year, and shall receive the Annual Report of the Council, statement of account with Auditor's Report, and elect Office Bearers and Auditor for the ensuing year. Where an outside accountant is employed, the Report of that Accountant shall take the place of the Auditor's Report, and in such circumstances, it will not be necessary to elect an Auditor.
- 10.2. Notice of the Annual General Meeting shall be in accordance with the Rules laid down by the Council, but shall be given electronically or be posted not less than twenty one days before the date of the Meeting.
- 10.3. The Council may submit a motion to the Annual General Meeting with or without previous notice.
- 10.4. Any Branch of the Association or member may submit a motion to the Meeting. This should be sent to the Secretary no later than one calendar month before the date of the Meeting.
- 10.5. Any two members may move a Resolution, which if carried, shall be referred to the Council for consideration and report.
- 10.6. Nominations for the various Offices, other than nominations made with the approval of the Council, shall be signed by the proposer and seconder, both of whom must be members of the Association, and forwarded to reach the Secretary at their ordinary address not less than seven days before the Annual General Meeting.

11. SPECIAL GENERAL MEETINGS

- 11.1. The Secretary shall summon a Special General Meeting at any time:
 - 11.1.a. if the Council so decides; or
 - 11.1.b. on receipt of a request in writing specifying the business proposed to be transacted at the Meeting, and signed by no fewer than twenty members of the Association.
- 11.2. Notice of any Special General Meeting must be given to all Members electronically or be posted not less than thirty days before the Meeting.
- 11.3. The business proposed to be transacted at the Meeting shall be stated in the notice thereof.
- 11.4. A Special General Meeting shall not deal with any business other than that stated in the notice of the Meeting.

12. GENERAL MEETINGS - QUORUM

- 12.1. At any General Meeting of the Association twenty members present and entitled to vote shall constitute a quorum.

13. AMENDMENTS TO THE CONSTITUTION

- 13.1. The Council, any Branch with the approval of its Annual General Meeting, or twenty members may submit a Resolution proposing an Amendment or Amendments to the Constitution. Such a resolution shall be placed before the next Annual General Meeting of the Association, and may be referred to the following Annual General Meeting for decision. If the Resolution is passed by a majority of those present and entitled to vote at the later Meeting, the Amendment or Amendments shall be incorporated in the Constitution.
- 13.2. Notwithstanding the foregoing paragraph, if the Council considers that a proposed Amendment or Amendments are of an urgent or minor nature, they may submit a Resolution containing such an Amendment or Amendments for consideration at a General Meeting, and if the Meeting so decides, the question may be determined at that Meeting. If the Resolution is passed by a majority of those present and entitled to vote at the Meeting, the Amendment or Amendments shall then be incorporated in the Constitution.
- 13.3. The terms of any Resolution proposing an Amendment or Amendments to the Constitution shall be contained in the notice of the General Meeting to which the Resolution is referred for decision.

14. CHAIRMAN'S VOTE

- 14.1. At any General Meeting or Meeting of the Council, where a vote is even, the Chairman of the meeting has a casting as well as a deliberative vote.

15. BYE LAWS

- 15.1. The Council shall have the power to frame bye laws which shall be subject to confirmation at the first Annual General Meeting held thereafter.

16. PROPERTY OF THE ASSOCIATION

- 16.1. All interests in land, buildings, and investments belonging to the Association shall be vested in the Office Bearers of the Association for the time being and their successors in office.

- 16.2. Unless the consent of the Annual General Meeting of the Association shall first have been obtained, the heritable property of the Association shall not be sold, or let for a period of more than one year, nor shall the heritable property be conveyed in security.
- 16.3. Notwithstanding the foregoing, if the Association so resolves, the heritable property of the Association may be transferred to Trustees acting under powers within the objectives of the Association, declaring that the title to the Clan Macpherson Museum has indeed been transferred to the Trustees of the Clan Macpherson Museum Trust.
- 16.4. The custody and care of Clan Treasures and other moveable property of the Association shall be the responsibility of the Office Bearers of the Association for the time being.
- 16.5. The Clan Treasures belonging to the Association shall neither be sold nor pledged in security but may be transferred to Trustees acting under powers within the objectives of the Association, declaring that the contents of the Clan Macpherson Museum have been so transferred to the Trustees of the Clan Macpherson Museum Trust.
- 16.6. Cash and funds belonging to the Association shall be deposited with a bank in the account which shall be clearly marked as belonging to the Association, and shall be operated by such Office Bearer or Office Bearers or members of the Council and under such conditions as the Council shall from time to time appoint.
- 16.7. The funds of the Association shall be applied solely to the objectives as stated in the Constitution.
- 16.8. Members of the Association shall not receive payment, either direct or indirect, for anything except legitimate expenses incurred in connection with the work of the Association, and approved by the Council.
- 16.9. In the event of dissolution of the Association, any remaining funds shall be devoted to objectives similar to those of the Association.

17. POWER TO SUE, ETC.

- 17.1. The Office Bearers shall have power to sue for and recover debts and a receipt for any debt signed by the Treasurer shall be sufficient evidence of payment thereof.

18. LIABILITY OF MEMBERS

- 18.1. By reason of their membership, members will be deemed to accept the provisions of this Constitution. However it is expressly declared that no Office Bearer or other member of the Association shall incur any liability other than as expressly stated in para 5 of the Constitution.

By-law

As para 4.2 of the Constitution makes special provision for persons under the age of 18 to become Junior Members, Life Membership shall not be available to such persons until they attain the age of 18. For the avoidance of doubt, any person presently under the age of 18 who has been admitted to Life membership shall continue as such.