

**CLAN MACPHERSON ASSOCIATION
CANADIAN BRANCH CONSTITUTION 2021**

I. NAME

The name of the Association shall be The Clan Macpherson Association, Canadian Branch (the Branch) and the organization at all times is a Branch of the Clan Macpherson Association (the Association) and shall have rules and procedures which are compatible with and subordinate to the Clan Macpherson Association.

II. OBJECTIVES

- a) To promote and foster the Clan spirit and the life of the Clan in Canada, to provide a focal point for, and a means of expressing Clan sentiment, and to keep Clansmen in touch with one another in Canada and abroad.
- b) 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.
- c) To Support the Clan Macpherson Association in Scotland.

III. MEMBERSHIP

- a) The Association shall consist of the following five types of members:
 - i. Life Members,
 - ii. Adult Annual Members,
 - iii. Adult Ten Year Renewable Term Members,
 - iv. Young Adult Annual Members (18-25 years) and
 - v. Junior (under 18 years) Annual Members.
- b) An application for membership may be made directly to either the Association Registrar or to the Registrar of the Canadian Branch.
- c) Without prejudice to the right of any person considering himself or herself a member or adherent of the Clan to apply for membership of the Association, the following shall be considered as Qualified to apply for membership of the Association: all children of persons born a Macpherson, Cattanach, Gillies, Gillespie, Murdoch, MacMurdo (or other variations of Muireach) or any of the Associated family names published in official form by the Association and Authorized by the Chief of Clan Macpherson. Such

membership is also open to a spouse or partner of such person; or any other person who may claim allegiance to the Clan.

- d) The Executive Committee or Council shall have the power to remove any Member of the Association who brings discredit upon the Association.
- e) The Council of the Clan Macpherson Association shall have the power to admit to the Association membership applicants who are not qualified for membership if in their discretion they consider this to be to the advantage of the Association. Such members shall pay the appropriate membership subscriptions. Former Associate Members shall now be full members of the Association.
- f) The Branch Council shall have the power to designate Honorary Members who are not required to pay subscriptions as defined in Section V below.
- g) The Branch Council shall have the power to elect an Honorary Chairman who shall be an Office Bearer of the Association with voting privileges. No more than one person at a time shall hold this office.

IV. LIFE MEMBERS

- a) Persons who choose to remit a one-time subscription the amount of which is determined by the Council of Clan Macpherson Association.
- b) There is no age limit on applications for Life Membership

V. JUNIOR MEMBERS

- a) Persons under 18 years of age who are children of Members of the Association or of persons eligible to become members, may be admitted to restricted membership and shall pay a reduced yearly subscription as specified by the Council. A Junior Member shall be entitled to become a Young Adult Member on the first day of January following the attainment of the age of 18 at which date, the full Young Adult membership shall
- b) Such Junior Members shall not have a voice in the management of the affairs of the Association, nor be entitled to vote at any business meeting thereof. The Council shall have the power to specify and determine the privileges of such membership and to alter or vary them from time to time.

VI. YOUNG ADULT MEMBERS

Young Adult Membership is open to any person who is entitled to be a member of the clan and is between the ages of 18 to 25 for an annual fee equal to half the amount of an adult annual fee.

VII. SUBSCRIPTIONS

- a) Membership Categories shall be Life Members, Annual One Year Adult Members, Ten Year Renewable Term Adult Members, Young Adult Annual (18-25 years), and Junior (under 18 years). for which subscription rates are established by the Association Council. Other categories and rates may be approved by the Association Council from time to time.
- b) The Branch may impose additional subscriptions for any grade of membership. which may be varied from time to time by resolution any Annual General Meeting or Special General Meeting on the recommendation of the Branch Council. Such additional subscriptions shall be ratified in Branch By-laws.
- c) The Canadian Branch may collect Life Subscriptions on behalf of the Association and shall remit them to the Hon. Treasurer less any additional amount assessed to cover Branch expenses.
- d) All subscriptions other than Life Membership's subscriptions shall be due within one month of the commencement of each calendar year. Each new member shall pay his subscription an admission, but if admitted on or after the first day of October such subscription shall be held to cover the year from the first day of January following.

VIII. OFFICE-BEARERS

The Office-Bearers of the Branch shall consist of the Chairman, Vice-Chairman, Hon Secretary, Hon. Treasurer and Registrar who shall be elected at an Annual General Meeting and shall be eligible for re-election. Any two or more of these offices may be combined and the duties assumed by one person.

- e) Members in good standing shall be eligible to hold any of the above offices.

IX. HONORARY OFFICERS

The Honorary Officers of the Branch shall be an Honorary President, Past Chairman, and such number, as may from time to time be decided, of Honorary Vice-Presidents from persons who hold or have held office in the Association. The Honorary Office term shall be for life or until resignation and shall have the same status as Office-Bearers.

X. COUNCIL

- a) The governing body of the Branch shall be the Council. The Members of the Council shall be the Honorary Officers, the Office-Bearers of the Association and three or more members of the Association elected at the Annual General Meeting.
- b) All members of the Council present at a meeting shall be entitled to vote.
- c) The Chairman and Vice-Chairman of the Canadian Branch shall be the Representatives to the Council of the Clan Macpherson Association, but the Branch may nominate another person from among its Members to attend a meeting of the Council in place of one or more of the Officers.
- d) The succession for the delegation of presiding Chairmen at meetings shall be as follows:
 - i. Chairman
 - ii. Vice Chairman
 - iii. Registrar
 - iv. Secretary
 - v. Treasurer

In the event none of the elected officer-bearers are present, the Immediate Past Chairman may preside.

- e) The Branch Council shall meet at such intervals and at such places as the Chairman and in his/her absence, the Vice-Chairman, may determine, and, provided that the Branch Council shall not meet less than once per annum.
- f) **Four** members of Council shall constitute a quorum.
- g) A notice of a meeting of the Branch Council shall be transmitted to each Member of the Council not less than **fourteen days** before the date of the meeting.

- h) The Branch Council may delegate such of its functions as it thinks fit to the Executive Committee and may from time to time establish any other committee and delegate to it such matters as may be determined.

XI. EXECUTIVE COMMITTEE

The day-to-day business of the Branch shall be conducted by an Executive Committee, to be appointed by the Branch Council from Members of the Council. All significant actions shall be reported to the Council at the next Annual General Meeting.

XII. ANNUAL GENERAL MEETING

- a) The Annual General Meeting shall be held at a time and place determined by the Executive and shall receive the Annual Report of the Branch Council and shall be in accordance with the Rules determined by the Council. Notice of the meeting shall be given in writing and posted **not later than one calendar month** before the date of the Meeting.
- b) Any two members may move a Resolution at the meeting, which if carried shall be referred to the Branch Council for consideration and action.
- c) Any Life or Annual Member may submit a motion to the Annual General Meeting. This must be received by the Hon. Secretary **not later than one calendar month** before the date of the Meeting.
- d) Nominations for the various Offices, other than nominations made with the approval of the Branch Council shall be signed by the proposer and second, both of whom must be Members in good standing of the Association and forwarded to reach the Hon. Secretary at his/her ordinary address not less than seven days before the Annual General Meeting.
- e) Should there be more than one nomination for any position and election conducted by the Nominations Committee will be held at the Annual General Meeting.

XIII. SPECIAL GENERAL MEETINGS

- a) The Hon. Secretary shall summon a Special General Meeting at any time:
 - (i) If the Branch Council so decides or
 - (ii) On receipt of a requisition in writing specifying the business proposed to be transacted at the Meeting and signed by not less than 10 Members of the Association.
- b) Notice of any Special General Meeting must be given to all Members electronically or by Canada post not less than thirty days before the Meeting.
- c) The business proposed to be transacted at the Meeting shall be stated in the notice thereof
- d) A Special General Meeting shall not deal with any business other than that stated in the notice of the Meeting.

XIV. GENERAL MEETINGS – QUORUM

A Quorum at any General Meeting of the Branch shall comprise the **Branch Chairman**, or his/her delegate, **two other members of Council**, plus **seven Members present** and entitled to vote. Members, excluding Junior Members, who are in good standing and current with all dues, shall be entitled to vote.

XV. AMENDMENTS TO THE CONSTITUTION

- a) The Council, with the approval of the Annual General Meeting, or ten Members in good standing may submit a Resolution proposing and Amendment or Amendments to the Constitution. Such a resolution shall be placed before the next Annual General Meeting for decision. If the Resolution is passed by a majority of those present and entitled to vote at the Meeting and proposed Amendment or Amendments are not In conflict with the Constitution of the Clan Macpherson Association, the Amendment or Amendments shall be incorporated in the Branch Constitution.
- b) 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.

XVI. CHAIRMAN'S VOTE

At General Meetings, at Meetings of the Branch Council and the Executive Committee, the Chairman, in cases where the vote is even, has a casting as well as a deliberative vote.

XVII. BYLAWS

The Branch Council has the power to frame Bylaws, which shall be subject to confirmation at the first Annual General Meeting held thereafter.

XVIII. PROPERTY OF THE BRANCH

- a) All interests in land, buildings, investments, and real property of any kind belonging to the Branch shall be vested in the Office-Bearers of the Branch and their successors in office.
- b) Unless the consent of the Annual General Meeting of the Branch shall first have been obtained, the heritable property of the Association shall not be sold or feud or let for a period of more than one year, nor shall the heritable property be conveyed in security.
- c) Notwithstanding the foregoing, if the Branch so resolves, the heritable property of the Branch may be transferred to Trustees acting under powers within the objectives of the Branch.
- d) The custody and care of Clan Treasures and other moveable property of the Branch shall be the responsibility of the Office-Bearers of the Branch.
- e) The Clan Treasures belonging to the Branch shall neither be sold nor pledged in security but may be transferred to the Association with the consent of the Annual General Meeting.
- f) Cash and funds belonging to the Branch shall be deposited with a bank in an account which shall be clearly marked as belonging to the Branch and shall be operated by such Office-Bearer, Office Bearers or Members of the Board and under such conditions as the Executive Committee may from time to time appoint.
- g) The funds of the Branch shall be applied solely to the objectives as stated in the Constitution.

- h) Members of the Branch shall not receive payment, either direct or indirect, for anything except legitimate expenses incurred in connection with the work of the Branch and approve by the Executive Committee.
- i) In the event of dissolution of the Branch, any remaining funds, property of any kind and Clan Treasures is any shall be transferred to the Clan Macpherson Association.

XVIII. LIABILITY OF OFFICE BEARERS

The Branch shall hold any Office-Bearers harmless for acts of any kind executed within the Office-Holder's powers and responsibilities, which were provided in good faith in pursuit of the Branch's Objectives.

- f) Approved by a resolution of the Canadian Branch at the Annual General Meeting on September 25, 2021.

Denise Lagundzin

Denise Lagundzin, Chairman

Janet McCredie

Janet McCredie, Hon Secretary