

CLAN MACLEAN ASSOCIATION OF ENGLAND AND WALES

CONSTITUTION

1.0 Name

- 1.1 The name is the Clan Maclean Association of England and Wales ("the Association").

2.0 Affiliations

- 2.1 The Association is a member of the Clan Maclean International Association.
- 2.2 The Association is affiliated to the Clan Maclean Association as a Correspondent.
- 2.3 The Association recognizes and supports the Clan Maclean Heritage Trust.

3.0 Objects

- 3.1 The objects of the Association are:
- (a) allegiance to the Chief of the Clan Maclean and loyalty to the Clan Maclean
 - (b) promotion of the Clan and its heritage, for today and for future generations
- 3.2 The objects will be achieved not least by means of philanthropic, educational, genealogical, cultural and social activities.
- 3.3 The objects shall not be interpreted as being in any way inconsistent with Members' duties to their own country.
- 3.4 (a) Monies paid to the Association and any other property of the Association shall be applied solely towards the fulfilment of the objects of the Association and no part of that money or other property may be paid or otherwise distributed, directly or indirectly, to Members or any third parties, except in good faith for the fulfilment of those objects.
- (b) If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any money or other property whatsoever, the surplus must be given or transferred to another organisation which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, such organisation to be selected by the Members at a meeting convened for this purpose.

4.0 Powers

- 4.1 The Association may do all things necessary or convenient for carrying out its objects. In particular, but without limiting these general powers, the Association may at the discretion of the Officers:
- (a) acquire, hold, deal with, and dispose of any real or personal property
 - (b) open and operate bank accounts
 - (c) invest its money in any manner
 - (d) give grants or lend money upon such terms as the Officers think fit
 - (e) borrow money upon such terms and conditions as the Officers think fit

- (f) give such security for the discharge of liabilities incurred by the Association as the Officers think fit
- (g) appoint agents to transact any business of the Association on its behalf
- (h) appoint professional advisers and remunerate them appropriately
- (i) indemnify any person who is or may become a party to legal proceedings as the result of being a Member or agent of the Association
- (j) enter into contracts of insurance and pay the requisite premium
- (k) enter into any other contract that the Officers consider necessary or desirable

5.0 Eligibility for Membership

5.1 The following are eligible to apply for membership of the Association:

- (a) Persons bearing by birth, marriage or adoption the surname Maclean, in any of its forms and spellings, or that of any of the recognised septs, adherents or dependent families
- (b) Persons bearing a surname other than Maclean but whose parent, grand-parent or great grand-parent bore the name of Maclean or one of the recognized names, as in (a) above, and spouses of such persons
- (c) Adherents and Associate Members (see 7.0 below)

5.2 Persons whose eligibility is derived from a spouse shall not cease to be eligible upon the death of, or divorce from, that spouse.

6.0 Membership

6.1 Members who belong directly to the Association consist of Ordinary Members, Junior Members and Honorary Members.

6.2 Ordinary Members consist of eligible persons aged 18 or over who contribute an annual subscription. Ordinary Members are entitled to vote at meetings of the Association.

6.3 Junior Members consist of eligible persons below the age of 18. Junior Members do not pay a subscription and are not entitled to vote at meetings of the Association.

6.4 The Association may honour clan members who have made a significant contribution to the world by electing them as Honorary Members. Such Members are Members for life and are not required to pay a subscription. They are not entitled to vote at meetings of the Association or to become Officers of the Association, unless they pay a subscription.

6.5 Subscription amounts shall be determined by Members at meetings of the Association.

6.6 A Member's name may not be removed from the list of Members unless such a Member signifies a desire to resign or the Members, by a majority at a meeting of the Association, decide to remove such a Member's name. Death or non-payment of the annual subscription for two consecutive years automatically terminates membership. Membership is not transferable.

6.7 Applications for membership may be accepted or rejected by the Officers of the Association. The Association is not obliged to give reasons for rejecting applications or for terminating membership.

7.0 Adherents and Associates

- 7.1 A person of full age, not otherwise eligible for membership, who desires to show his or her adherence to the Clan Maclean may, by vote of the Members at meetings of the Association, qualify as an Adherent Member.
- 7.2 Other persons interested in the affairs of the Clan and/or the Association, who are not otherwise eligible for membership, may, by vote of the Members at meetings of the Association, become Associate Members.
- 7.3 Adherent Members and Associate Members must pay a subscription but are not allowed to vote or to hold a position of office.

8.0 Officers

- 8.1 The Officers of the Association shall consist of:

- (a) President
- (b) Vice-President
- (c) Treasurer
- (d) Secretary

all of whom must be Ordinary Members of the Association or Honorary Members who are eligible for office in accordance with paragraph 6.4. Members whose subscriptions are more than six months in arrears are not eligible for office.

- 8.2 All Officers shall be elected or re-elected annually at the Annual General Meeting. The term of office of the President shall not usually exceed five years.
- 8.3 Any nominations of new Officers must be submitted in writing to the Secretary, with the written agreement of the nominee if he or she is not the nominator, not less than 30 calendar days before the applicable Annual General Meeting. Any person who is eligible for election or re-election may propose or second himself or herself for election or re-election and may vote for himself or herself.
- 8.4 The task of the Officers is to further the aims and objects of the Association.
- 8.5 The President or his nominee shall represent the Association in any forum of the Clan Maclean International Association.
- 8.6 If between Annual General Meetings the President or the Vice-President or both die or become unwilling or unable for any reason to fulfil their respective roles, whether permanently or temporarily, then where this has occurred
- (a) in the case of the President, the Vice-President shall become Acting President and an Acting Vice-President shall be appointed by the remaining Officers after consultation with at least three other Members
 - (b) in the case of the Vice-President, an Acting Vice-President shall be appointed by the remaining Officers
 - (c) in the case of both Officers, an Acting President and an Acting Vice-President shall be appointed by the remaining Officers after consultation with at least three other Members

and each Acting Officer shall act as such until the next Annual General Meeting or, if applicable, until the substituted officer resumes his or her duties, whichever is earlier. In the former case the Association will decide at such Meeting in respect of each Acting Officer whether to confirm the Acting Officer in the role concerned, so that he/she ceases to be Acting, or to allow him/her to continue as an Acting Officer or to elect a new Officer.

- 8.7 The duties of the Secretary and the Treasurer are to conduct the business of the Association, to call and arrange the meetings and other gatherings, to record the minutes of the meetings, to maintain the list of Members, to have the custody of the documents and other property of the Association, to collect the subscriptions of Members, to keep the accounts of the Association and to prepare and submit an annual statement of accounts, together with such other duties as may be agreed.
- 8.8 The Association may honour distinguished service to the Association by Members by electing them as Honorary Officers, such as Honorary Vice-President. Such Honorary Officers may be exempted from paying a subscription. Honorary Officers are entitled to vote at meetings of the Association whether or not they pay a subscription.

9.0 Meetings

- 9.1 An Annual General Meeting shall be held each year. Four Members eligible to vote shall form a quorum.
- 9.2 The business of the Annual General Meeting shall include:
- (a) the reception and adoption of the annual accounts
 - (b) the election of Officers
- 9.3 Other meetings may be called at the discretion of the Officers or when ten Members eligible to vote make a written request to the President for such a meeting.
- 9.4 Members must be given not less than 30 calendar days' notice of any meeting.
- 9.5 The President, unless absent, must preside at all meetings. In his absence, the Vice-President will preside. No meetings are valid unless either the President or the Vice-President preside.
- 9.6 Any disputed matter shall be decided by the votes of the majority of the Members present in person or by proxy and entitled to vote. Members whose subscriptions are in arrears by more than six months are not entitled to vote. Proxy votes are valid only if they are given in writing to an Officer with instructions on how to vote in relation to a specified proposal or resolution. The President or in his absence the Vice-President shall have a deliberative and casting vote.

10.0 Disputes and governing law

- 10.1 In the event of any dispute between the Association and any Member, the parties must in good faith discuss the matter in dispute and, if possible, resolve the dispute between themselves.
- 10.2 If the matter in dispute is not resolved within three months from the date on which either party has brought the dispute formally to the attention of the other, it may be referred to arbitration by a single arbitrator.
- 10.3 The arbitrator must be selected by agreement between the parties or, in the absence of such agreement, must be appointed by the President for the time being of the Clan Maclean International Association. The arbitrator must not be a member of the Association. No payment shall be made to the arbitrator.
- 10.4 The decision of the arbitrator is final and binding upon the parties.
- 10.5 The arbitration and any matter arising thereunder shall be governed by and construed in accordance with English law.

11.0 Alteration of the Constitution

- 11.1 No addition to or amendment of the Constitution may be made except at an Annual General Meeting of the Association by a Resolution of two-thirds of the Members present in person or by proxy and entitled to vote.