

THE ASSOCIATED CLAN MACLEOD SOCIETIES



CONSTITUTION

2006

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CONTENTS

	Page
DEFINITIONS	2
1. NAME AND COMPOSITION	3
2. OBJECTS	3
3. CHIEF	3
4. POWERS OF ACMS	3-5
5. MEMBERSHIP	5
6. ACMS OFFICERS	5
7. MANAGEMENT COUNCIL	5-6
8. DETERMINATION OF MEMBERSHIP OF COUNCIL	6
9. ACMS MEETINGS	6-7
10. PAYMENTS	7
11. FINANCE	7-8
12. MAGAZINE	8
13. BYE-LAWS	8
14. ALTERATIONS TO THE CONSTITUTION	8
15. DISSOLUTION	9
16. NOTICES	9
FIRST SCHEDULE. NATIONAL SOCIETIES	10
SECOND SCHEDULE. BYE-LAWS	11-21
THIRD SCHEDULE. ACMS ORGANISATION AND MANAGEMENT	22
FOURTH SCHEDULE. ACKNOWLEDGEMENTS	23

THE ASSOCIATED CLAN MACLEOD SOCIETIES

CONSTITUTION

DEFINITIONS

In this Constitution, except where the context otherwise requires:

- “**ACMS**” is the National Clan MacLeod Societies designated by the Constitution First Schedule as represented by their National Presidents;
- “**ACMS accounts**” means the Treasurer’s General Funds, the Consolidated Accounts, the Business Manager’s Accounts, the Secretary’s Accounts and the Parliament Accounts;
- “**ACMS meeting**” means either General, Special General, Business or Council meeting;
- “**ACMS member**” means a National Society that is a member of ACMS;
- “**Bye-laws**” means Bye-laws made by ACMS under the Constitution;
- “**Chief**” means MacLeod of MacLeod except where qualified by the addition of MacLeod of the Lewes or Macleod of Raasay;
- “**Constitution**” means the Constitution and Schedules as revoked, amended or added to from time to time;
- “**Council**” means the Management Council of ACMS as defined in Clause 7.1;
- “**in writing**” and “**written**” includes all modes of representing or reproducing words in a visible form;
- “**Laws of ACMS**” means the Constitution, Bye-laws and all codes and other regulatory provision made by ACMS;
- “**Member of Council**” means a member of Council who is not: Chief, or MacLeod of the Lewes, or an Officer, or a National Society President, or a non-voting ex-officio Honorary Vice-President, or the non-voting ex-officio Past President;
- “**month**” means calendar month;
- “**notice**” includes any paper or document of any kind upon which an ACMS member may be entitled to have served;
- “**Officer**” means ACMS President, Executive Vice-President, Secretary or Treasurer;
- “**Parliament**” is convened by ACMS and is the four-yearly gathering of Clan MacLeod at Dunvegan, or such time and place as ACMS may determine, during which ACMS General, Business and Management Council Meetings take place, together with workshops, seminars, social, recreational and cultural events.
- “**President**” means the ACMS President;

- words importing the masculine gender shall include the feminine and words in the singular shall include the plural and words in the plural shall include words in the singular;

- any words and terms that may be defined by the Constitution shall, unless the context otherwise requires, have a corresponding meaning in the Bye-laws and all codes and other regulatory provisions made by ACMS, and any words and terms that may be defined by the Bye-laws shall likewise have a corresponding meaning in the Constitution.

1. NAME AND COMPOSITION

1.1 The name shall be “THE ASSOCIATED CLAN MACLEOD SOCIETIES” (hereinafter referred to as “ACMS”). ACMS is the National Clan MacLeod Societies designated by the Constitution First Schedule as represented by their National Presidents.

1.2 The Headquarters of ACMS shall be at Dunvegan on the Isle of Skye.

2. OBJECTS. ACMS is established:

2.1 To strengthen and consolidate the bond of fellowship among Clan MacLeod Societies throughout the world and among individuals who are members of, or associated with, such Clan MacLeod Societies and among Clansfolk generally.

2.2 To enlist and maintain the interest of all and particularly young Clansfolk in Clan matters.

2.3 To further the interests and sphere of influence of Clan MacLeod throughout the world.

2.4 To consider matters affecting the Clan MacLeod Societies and to represent the views of ACMS to those and to other Societies connected with Clan or Scottish Highland matters.

2.5 For literary purposes – including the publication of any literature, particularly that dealing with MacLeods or their Septs or Adherents which, in the opinion of ACMS, may be desirable.

2.6 For historical purposes – including the repair, restoration and preservation of places and objects of Clan interest.

2.7 For educational purposes – including the encouragement of the study of historical and other matters having particular relation to the Clan.

2.8 To deliver projects short of acquiring land and property.

2.9 To take such other action as may be practicable to encourage the traditions, interests and cultural matters related to the Clan, and such other matters that the ACMS may decide from time to time to be desirable.

3. CHIEF

3.1 MacLeod of MacLeod shall be Head of ACMS and shall have power to appoint a Deputy for any specific purpose or occasion.

3.2 MacLeod of the Lewes shall have the power to appoint a Deputy for any specific purpose or occasion.

3.3 Macleod of Raasay shall have the power to appoint a Deputy for any specific purpose or occasion.

4. POWERS OF ACMS. In furtherance of the said objects but not otherwise ACMS may:

- 4.1 Elect new Clan MacLeod Societies as members of ACMS as prescribed by or in accordance with the Bye-Laws.
- 4.2 Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in the country or overseas.
- 4.3 Consult or co-operate with any authority, institution or other body.
- 4.4 Cause to be written and printed or otherwise reproduced and circulate, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes and discs (whether audio or visual or both) as shall further the said objects.
- 4.5 Acquire by grant, gift, endowment, devise or bequest and hold all property, real or moveable, of whatsoever nature, which may be deemed necessary or convenient for the purposes of ACMS.
- 4.6 Purchase, take on lease, charge or otherwise acquire, or contribute towards acquiring, for the use of ACMS, any property, real or moveable, which may be deemed necessary or convenient for the purposes of ACMS.
- 4.7 Subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary.
- 4.8 Accept and hold in Trust for ACMS or for any Trust or Foundation or Funds established for all or any of the objects of ACMS, any property, real or moveable, belonging to ACMS, or in which it is interested provided always that none of the Trustees shall be personally liable for any breach of trust, whether by way of commission or omission done or suffered by him or her, unless it shall be prove that at the time of his or her doing or suffering such breach of his or her concurrence therein, such act or default was done or suffered by him or her *mala fide*, and in particular without prejudice he or she shall not be bound to take any proceedings against a co-trustee or past trustee for any breach or alleged breach of trust committed or suffered by such co-trustee.
- 4.9 Make regulations for the management and preservation of any property that may be acquired.
- 4.10 Execute such documents and deeds as may be requisite in relation to such gifts and property detailed in clauses 4.5 to 4.9 inclusive and 4.13.
- 4.11 Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the results thereof for the benefit of the public.
- 4.12 Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription or otherwise.
- 4.13 Subject to such consents as may be required by law, sell, let, charge, exchange, or otherwise deal with all or any part of the property and assets of ACMS, and for such price or consideration and generally on such terms and conditions as ACMS may determine.
- 4.14 Carry on trade insofar as either the trade is exercised in the course of the actual carrying out of a primary object of ACMS or is ancillary or incidental to the carrying out of the objects.

- 4.15 Invest, lend and otherwise deal with monies of ACMS not immediately required for the said objects.
- 4.16 Deliver projects short of acquiring land or property.
- 4.17 Do all such other lawful things as are necessary to further the said objects.

5. MEMBERSHIP. In the first instance ACMS shall be composed of the various Societies named in the First Schedule. The Bye-laws shall specify the criteria of membership of ACMS and shall regulate, or provide for the regulation of, all matters relating to the admission, rights and privileges, and discipline of members.

6. ACMS OFFICERS

- 6.1 Subject as hereinafter mentioned the operations of ACMS shall be executed by a President, an Executive Vice-President, a Treasurer, a Secretary and such other Officers prescribed by or in accordance with the Bye-laws.
- 6.2 Only members of a National Society shall be eligible to serve as Officers of ACMS including those filling casual vacancies and co-opted Officers.
- 6.3 Officers of ACMS shall be elected by ACMS in General Meeting at Parliament, and election procedures shall be as prescribed by or in accordance with the Bye-laws.
- 6.4 Officers of ACMS shall hold office until the conclusion of the Parliament next after their election but shall be eligible for re-election for a subsequent term or terms as prescribed by or in accordance with the Bye-laws. They shall serve in an honorary capacity without remuneration. The President shall not normally hold office for more than two terms. There is no presumption that the Executive Vice-President shall automatically be President-elect.

7. MANAGEMENT COUNCIL

- 7.1 Subject as hereinafter mentioned the policy and general management of the affairs of ACMS shall be directed by a Management Council (hereinafter called "Council") which shall meet normally no fewer than two times a year and when complete shall be composed of, without duplication, the members of Council described in Bye-Law 2.1. Council meetings shall be convened by the President.
- 7.2 Only the Chief, MacLeod of the Lewes, Macleod of Raasay and members of a National Society shall be eligible to serve as Members of Council including those filling casual vacancies and co-opted Members.
- 7.3 Members of Council shall be elected by ACMS in General Meeting at Parliament, and election procedures shall be as prescribed by or in accordance with the Bye-laws.
- 7.4 Members of Council shall hold office until the conclusion of the Parliament next after their election but shall be eligible for re-election for a subsequent term or terms as prescribed by or in accordance with the Bye-laws. Members shall serve in an honorary capacity without remuneration.
- 7.5 Council may appoint such Officers and Members of Council as are required to fill any vacancy occurring during a term of office. Any person appointed to such a vacancy shall hold office until the conclusion of the next Parliament and shall be eligible for election at Parliament.

- 7.6 In addition to the Officers and Members of Council so elected and to those serving by virtue of Clause 7.5 hereof Council may co-opt up to four further individuals in an advisory, non-voting capacity as Members of Council, whose co-option would in the opinion of Council further the Objects of ACMS. Co-opted Members shall serve until the conclusion of the next Parliament.
- 7.7 The proceeding of Council shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
- 7.8 Council may appoint such special or standing committees as may be deemed necessary by Council and shall determine their terms of reference, powers duration and composition. All acts and proceedings of such special or standing committees shall be reported back to Council as soon as possible.
- 7.9 Council may exercise all such powers and may do all such acts as can be exercised by ACMS that are not required to be exercised or done by ACMS in General Meeting in order to carry out the said objects.

8. DETERMINATION OF MEMBERSHIP OF COUNCIL

- 8.1 A member of the Council shall cease to hold office if he resigns his office by notice in writing to the Secretary.
- 8.2 Any Member of Council or Officer may be removed from office before the expiration of such person's term of office in the following manner:
- 8.2.1 Where the Member of Council or Officer has been absent or unrepresented from three (3) consecutive meetings of the Council, by majority resolution of the other members of Council in attendance at a meeting of the Council, provided that at least ninety (90) days notice of such resolution has first been given to all members of Council;
- 8.2.2 In any other case where the Council is of the opinion that the performance of a Member of Council or Officer, as the case may be, has been grossly negligent or that the continuing service of the Member of Council or Officer, as the case may be, is prejudicial to the best interests of the ACMS or that the Member of Council or Officer, as the case may be, has materially contravened the provisions of this Constitution or the Bye-laws, by a resolution passed by at least seventy-five percent (75%) of the other members of Council in attendance at a meeting of the Council, provided that at least ninety (90) days notice of such resolution has first been given to all members of Council;
- 8.2.3 Otherwise as in accordance with the terms of applicable law.

9. ACMS MEETINGS. ACMS meetings will normally comprise General, Special General, Business and Council Meetings. They will normally take place as follows.

- 9.1 Clan Macleod Parliament (World Gathering)
- 9.1.1 Every fourth year the Clan MacLeod Parliament (World Gathering) (hereinafter referred to as "Parliament") shall be held at Dunvegan or such time and place as ACMS may determine. The President of ACMS shall preside at Parliament at the behest of the Chief.

- 9.1.2 Parliament is the generic term for the whole event. Business at Parliament shall include, but not be restricted to, the General Meeting of ACMS, Business Meetings of ACMS and meetings of Council. Business shall be conducted in such manner as shall be prescribed by or in accordance with the Bye-laws. Workshops, seminars and cultural events may also be scheduled.
- 9.1.3 Any member of a National Society may attend at, and participate in, any open meeting at Parliament but is not entitled to vote unless that person is the President of such National Society or ACMS Officer or Member of Council or has been appointed as a proxy .
- 9.1.4 Decisions of meetings at Parliament are to be communicated promptly to National Societies by the Secretary of ACMS.

9.2 Other international gatherings

- 9.2.1 Subject to the required quora ACMS Business Meetings and Council Meetings may be convened at other international Clan MacLeod gatherings.
- 9.2.2 Subject to the required quora business transacted at those meetings may include that usually conducted at Parliament in such manner as shall be prescribed by or in accordance with the Bye-laws.

9.3 Special General Meetings

- 9.3.1 The President may at any time outwith Parliament at his discretion, call a Special General Meeting of ACMS.
- 9.3.2 The Secretary shall within 21 days of receiving a written request to do so signed by not less than 5 members from the quorum in Bye-law 4.1.1, call a Special General Meeting of ACMS.

10. PAYMENTS. All moneys raised by or on behalf of ACMS shall be applied to further the said objects and for no other purpose provided that nothing herein contained shall prevent:

- 10.1 The duly authorised repayment to ACMS Officers, members of Council or of any committee appointed under Clause 7.8 hereof of reasonable out-of-pocket expenses; and
- 10.2 Council being entitled to effect policies of indemnity insurance to cover the liability of the Council which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust which they may be guilty in relation to the ACMS; provided that any such insurance or indemnity shall not extend to any claim arising from any act or omission which Council knew to be a breach of trust or breach of duty or which was committed by the Council in reckless disregard of whether it was a breach of duty or not provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against Council in their capacity as officers of ACMS.

11. FINANCE

- 11.1 Council shall comply with their obligations with regard to:
 - 11.1.1 The keeping of account records for ACMS;

- 11.1.2 The preparation of annual statements of account for ACMS;
- 11.1.3 The auditing of the statements of accounts of ACMS.
- 11.2 All ACMS accounts shall be audited annually by the end of March following the financial year end for ACMS. Annual reports and audited statements of accounts shall then be presented to Council for circulation to National Societies at the next Council meeting following the audit. Council at the February or first Council meeting of the calendar year shall appoint the Auditor of these accounts.
- 11.3 Exceptionally, in Parliament year, the annual report and audited statement of accounts shall be submitted to ACMS as prescribed in the Bye-laws.
- 11.4 The National Societies will make annual contributions (the levy) towards the expenses of ACMS at a level that Council shall recommend.
- 11.5 The financial year shall end on 31st December unless otherwise decided by Council.
- 11.6 The Funds of ACMS shall be lodged in a Bank in the name of ACMS or otherwise invested, as the Council shall from time to time determine.
- 11.7 The number and purpose of accounts operated singularly by the Treasurer, Secretary and Business Manager shall be reviewed and authorised annually by the Council.
- 11.8 Council may direct the Treasurer or any other member of the Council to operate additional accounts for special purposes as the Council may consider necessary.
12. MAGAZINE. National Societies shall support in every way possible the Clan MacLeod Magazine published and distributed by ACMS.
13. BYE-LAWS
- 13.1 The Bye-laws in the Second Schedule form part of the Constitution and govern such matters as ACMS may deem fit with respect to or for the government of ACMS and the promotion of the objects.
- 13.2 The Bye-laws shall be reviewed at least every four years.
14. ALTERATION OF CONSTITUTION
- 14.1 Subject to the following provisions of this clause the Constitution may be altered by resolution passed by not less than two-thirds of the National Societies represented by their President or by proxies and two Officers present and voting at ACMS Business Meetings.
- 14.2 Council shall have power to alter the Bye-laws (other than Bye-Law 1 Membership and Bye-Law 2 Management Council). Such alterations shall be passed at a meeting of Council by not less than two-thirds of the members of Council or their proxies present and voting at the meeting.
- 14.3 Such alterations shall come into operation immediately provided always that they shall not be inconsistent with the provisions of this Constitution.
- 14.4 Such alterations shall be subject to ratification at the ACMS General Meeting at Parliament.

- 14.5 Written Notice of any proposed alteration shall be given to the Secretary of ACMS to reach him/her not less than eight calendar months prior to the date of the meeting at which the same is to be discussed and the Secretary shall give Written Notice to the Secretaries of the National Societies to reach them not less than six months before the date of such meeting.
- 14.6 All questions of interpretation of this Constitution will be submitted to an Interpretation Committee consisting of any three of the following: Chief, President, Executive Vice-President, Secretary and Treasurer, whose decision will be final.
- 14.7 The Constitution shall be reviewed at least every eight years.

15. DISSOLUTION. If the Council by a simple majority decide at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve ACMS, it shall call a meeting of all members of ACMS who have the power to vote, of which meeting not less than 21 days' notice (stating the terms of the Resolution to be proposed thereat) shall be given. If such decision shall be confirmed by a two-thirds majority of those present and voting at such meeting the Council shall have power to realise any assets held by or on behalf of the ACMS. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other institution or institutions having objects similar to the objects of ACMS as the Council may determine.

16. NOTICES. Any notice may be served by the Secretary on any member either personally or on its appointed representative as the case may be, or by sending it through the post in a prepaid letter addressed to such member at his, her or its last know address, and any letter so sent shall be deemed to have been received within 21 days of posting.

This Constitution was adopted on the _____ day of _____ 2006

Signed

Dr Alexander C McLeod, MD, MBA, President ACMS

FIRST SCHEDULE

MEMBER SOCIETIES

Clan MacLeod Societies of Australia

Clan MacLeod Societies of Canada

Clan MacLeod Society, England

Clan MacLeod Society, France

Clan MacLeod Society, Germany

Clan MacLeod Society, New Zealand

Clan MacLeod Society, Scotland

Clan MacLeod Society, South Africa

Clan MacLeod Society, U.S.A., Inc.

SECOND SCHEDULE

THE ASSOCIATED CLAN MACLEOD SOCIETIES

BYE-LAWS

1. **MEMBERSHIP**

- 1.1 Membership of ACMS will be open to other Clan MacLeod Societies having objects similar to those of ACMS after their application for membership and proposed constitution have been submitted to and approved by Council; and upon payment of the annual subscription as laid down from time to time by Council. New Societies will be formally adopted by ACMS in General Meeting at the Parliament next following their acceptance.
- 1.2 Societies that are, or become, members of ACMS are hereinafter referred to as National Societies.
- 1.3 Council shall have the right:
- 1.3.1 To approve or reject applications for membership, and
- 1.3.2 For good and sufficient reason to terminate the membership of ACMS of any National Society provided that the National Society shall be informed of this in writing then shall have the right to be heard by Council before a final decision is made. Such termination shall be formally adopted by ACMS in General Meeting at the next following Parliament.
- 1.4 For the purposes of voting at Business and General Meetings of ACMS the President, Executive Vice President, Secretary and Treasurer shall be deemed members of ACMS. (viz. 4.6.1 only ACMS members strictly speaking should vote).

2. **MANAGEMENT COUNCIL**

- 2.1 Council shall be composed of:

The Chief, MacLeod of MacLeod.
MacLeod of the Lewes.
MacLeod of Raasay

And the Presidents of each National Society.

And the following ACMS Officers:

The President.
The Executive Vice-President.
The Secretary
The Treasurer.

And the Members of Council co-opted pursuant to Clause 7.6 (all advisory and non-voting).

And the Honorary Vice-Presidents and immediate Past President (all non-voting ex officio).

And the members delineated under Functions.

2.2 Functions

2.2.1 The Secretariat comprises:

[Secretary (ACMS Officer)]
Corresponding Secretary

2.2.2 The Treasury comprises:

[Treasurer (ACMS Officer)]
Business Manager

2.2.3 Operations comprises:

Parliament Co-ordinator
Chairman of Alistair Crotach Project Development Committee
Chairman of the Rory Mor Fund Development Committee
Youth Membership Co-ordinator
Co-ordinating Genealogist

2.2.4 Communications comprises:

Chairman of Dame Flora Communications Committee
Magazine Editors
Internet Editors
Newsletter Editors (all non-voting ex-officio)

2.3. Residency. Normally, when the President is elected from without the United Kingdom the Executive Vice-President shall be resident in the UK and *vice versa*. The Treasurer and Secretary shall normally be resident in the United Kingdom.

3. DUTIES OF ACMS OFFICERS

3.1 President. The duties of President shall be:

- 3.1.1 To advise the Chief on Clan matters.
- 3.1.2 To provide leadership and direction to ACMS and to Clan MacLeod Societies worldwide.
- 3.1.3 To provide a focal point of inspiration to Clansfolk in the various Societies.
- 3.1.4 To convene and preside at meetings of ACMS and also, at the behest of the Chief, to preside at Parliament.
- 3.1.5 To do such other works as may be assigned to him at Parliament or by ACMS.

3.2 Executive Vice-President. The duties of the Executive Vice-President shall be:

- 3.2.1 In the absence or incapacity of the President, to act for the President until he returns or until the next following Parliament whichever is sooner and to preside at meetings of Parliament at the behest of the Chief, or of ACMS.
- 3.2.2 To do such other work as may be assigned at Parliament or by the President.
- 3.3 Secretary. The duties of the Secretary shall be:
 - 3.3.1 To submit agenda for, and attend meetings of, Parliament and Council. To keep Minutes of these meetings and to report at Parliament as in clause 4.2.2 below.
 - 3.3.2 To administer the election process as set out in clause 5 below.
 - 3.3.3 To attend meetings of Council.
 - 3.3.4 To keep the Roll of Clan MacLeod Societies.
 - 3.3.5 To deal with the day-to-day correspondence of ACMS.
 - 3.3.6 To do such other work as may be assigned at Parliament or by Council or other Committee and generally to conduct the business of ACMS.
- 3.4 Treasurer. The duties of Treasurer shall be:
 - 3.4.1 To take custody of the documents and other moveable or immovable property of ACMS and keep an inventory thereof.
 - 3.4.2 To collect all contributions to ACMS and to pay all accounts due from ACMS.
 - 3.4.3 To keep regular Accounts of ACMS and report thereon when so required at Parliament or by Council.
 - 3.4.4 To prepare a Statement of Accounts for each financial year, to have it audited by an Auditor appointed by Council and to submit the audited statement annually to Council at the next Council meeting following the audit.
 - 3.4.5 To circulate annually the audited Statement of Accounts to all National Societies and to submit Statement of Accounts and Abstract at Parliament.

4. AGENDA AND RULES OF PROCEDURE AT ALL MEETINGS

- 4.1 Quorum.
 - 4.1.1 The quorum at the General Meeting at Parliament and Business Meetings of ACMS shall be three of nine National Society Presidents in person, or five of nine including proxies; plus any one of the President or Executive Vice President.
 - 4.1.2 The quorum at meetings of Council shall be nine, or such other number as Council may from time to time determine, at least three National Society Presidents (in person or by proxy) together with at least two officers and, without duplication, four others from the functions listed in Bye-Law 2.2.

- 4.2 Agenda. With the agreement of the Chief and the President, the Secretary shall send draft agenda to all National Societies at least eight months before Parliament so that any proposed changes thereto may be taken up in the final agenda to be issued at least four months before Parliament. Business at ACMS General, Business and Council meetings shall include, but not be confined to, the following.

General Meeting at Parliament

- 4.2.1 At the General Meeting of ACMS business shall include adopting Resolutions for: the election of ACMS Officers; the election of Members to serve on Council; appointment of non-voting ex-officio Honorary Vice-Presidents; appointment of new ACMS members; termination of membership of ACMS; alterations to the Constitution; and the transaction of such other matters as may from time to time be necessary. This shall be an open meeting.

Business Meetings (normally open meetings)

- 4.2.2 At a Business Meeting of ACMS at Parliament the Secretary will report on the activities of ACMS since the immediately preceding Parliament. The Treasurer will submit the Annual Statement of Accounts, as audited, for the financial year immediately preceding the Parliament and also will submit the Abstract of the Accounts for the period since the immediately preceding Parliament. Nominations for ACMS officers, members of Council and for Honorary Vice President will be taken.

- 4.2.3 At Business Meetings convened at international gatherings, alterations to the Constitution, and alterations to the Bye-Laws passed by Council, may be approved subject always to the ratification procedure under Alteration of Constitution; proceedings that lead to the Resolutions to be put before the General Meeting may also be decided; membership subscriptions may be set; and projects and/or expenditure over £5,000 may be decided.

Council Meetings

- 4.2.4 As set out in Section 7, Council may direct the policy and general management of ACMS, and may exercise all such powers and may do all such acts as can be exercised by ACMS that are not required to be exercised or done by ACMS in General Meeting. Subject to the appropriate quora and the above provisions for Business Meetings the National Society Presidents together with the ACMS President and Executive Vice President may decide that matters at a particular Council Meetings should be decided upon as if it was a Business Meeting. The minutes should be clearly annotated to reflect that.

- 4.3 Unanimous Agreements in Writing. In this Clause, "in writing" may be by execution and delivery by way of original document, facsimile, telegram, telex, electronic mail (or email) or any other method of transmitting legibly recorded messages and may be delivered in one or more counterparts which, taken together, shall be deemed to constitute one such writing.

- 4.3.1. General and Business Meetings. A resolution in writing, signed by all the National Society Presidents, ACMS President and Executive Vice President and placed with the minutes of the ACMS General or Business Meeting is as valid and effective as if regularly passed at a meeting of ACMS.

- 4.3.2. Council Meetings. A Resolution in writing, signed by all the members of Council (exclusive of any ex-officio member of Council) and placed with the

minutes of the meeting of Council, is as valid and effective as if regularly passed at a meeting of Council.

- 4.4 Minutes. Minute books shall be kept by Council and all other committees, and the appropriate secretary shall enter therein a record of all proceedings and Resolutions. Minutes of Council Meetings shall be circulated by the Secretary to all National Societies, subsequent to such meetings.
- 4.5 Written reports. Members of Council shall submit at least one written report per year to the Secretary for inclusion in the Council meeting agenda.
- 4.6 Voting. Save as otherwise herein provided, all questions arising at any meetings that require to be resolved by vote rather than consensus shall be decided by a simple majority of the permitted votes cast by those present and entitled to vote thereat. Save as hereunder provided no person shall exercise more than one vote. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote. Votes cast shall be duly minuted. For the sake of clarity proxy votes for National Society Presidents shall be minuted as roll call votes.

Voting at General and Business Meetings

- 4.6.1 Only Presidents of National Societies or their properly designated proxies, President, Executive Vice-President, Secretary and Treasurer of ACMS shall be entitled to vote at the General Meeting of ACMS at Parliament and Business Meetings.
- 4.6.2 Each National Society shall be entitled to one vote at the General Meeting at Parliament and Business Meetings to be exercised by the National Society President or proxy appointed in accordance with BL 4.8.1. Their vote shall be applied in any manner that reflects the opinion of that Society provided that in the case of proxies they have proper written instructions to vote. A National Society President who neither attends a meeting nor properly instructs his proxy shall be deemed to have abstained.
- 4.6.3 Officers shall be entitled to one vote each at General and Business Meetings.

Voting at Council Meetings

- 4.6.4 Each National Society shall be entitled to three votes at Council Meetings to be exercised by the National Society President or proxy appointed in accordance with BL 4.8.2. The three votes shall be applied in any manner that reflects the opinion of that Society provided that in the case of proxies they have proper written instructions to vote. A National Society President who neither attends a meeting nor properly instructs his proxy shall be deemed to have abstained.
- 4.6.5 Officers and Members of Council shall be entitled to one vote each at Council Meetings. A Member of Council holding more than one position shall exercise a single vote for each position held.
- 4.6.6 A proxy who is not a member of Council shall be entitled to exercise the permitted vote for the position held.
- 4.6.7 Undecided issues. It is recognised that some issues may not be decided at one meeting. Some matters may need further debate and principals may be unable to instruct their proxies beyond taking a certain debating line. In these

instances Council shall draft a Resolution either to be voted upon by post as in BL 4.7 if the issue is urgent, or at the next following ACMS meeting.

4.7 Postal voting. The President may, at his discretion, require a postal vote:

4.7.1. When it is clear from voting that a proxy or proxies have not been properly instructed.

4.7.2. To enable NSPs and Members of Council who cannot attend a meeting to have their say personally rather than through a proxy.

4.7.3. When to await the next following ACMS meeting might hold up vital business.

4.8 Proxies

General and Business Meetings

4.8.1 Presidents of National Societies shall appoint a proxy who shall attend the General Meeting of ACMS at Parliament and Business Meetings and represent that Society if that President is not present. Presidents of National Societies shall appoint a deputy to replace the appointed proxy if the latter is unable to attend the meeting

Council

4.8.2 Presidents of National Societies shall appoint a proxy who shall attend Council meetings and represent that Society if that President is not present. Presidents of National Societies shall appoint a deputy to replace the appointed proxy if the latter is unable to attend the meeting.

4.8.3 Members of Council may appoint a proxy who shall attend Council meetings in their absence.

General rules

4.8.4 A proxy need not be an Officer or Member of Council but must be a member of a National Society.

4.8.5 Proxies shall be properly briefed to debate issues and must have written instructions to vote.

4.8.6 Appointments of proxies must be made in writing to the Secretary of ACMS prior to a meeting. The appointment of a proxy shall continue until the National Society or Member of Council informs the Secretary, ACMS, that such appointment has been terminated, except that in the event of such proxy resigning or otherwise leaving the National Society, he shall forthwith cease to be a proxy thereof.

4.8.7 The form of proxy shall be in substantially the form of Appendix 1.

5. PROCEDURE FOR ELECTION OF ACMS OFFICERS AND MEMBERS OF COUNCIL AND APPOINTMENT OF HONORARY VICE-PRESIDENTS

5.1 ACMS Officers and Members of Council (Clause 6.3, 7.3 and BL 2) shall be elected by ACMS in the General Meeting at Parliament. Appropriate Resolutions shall be voted on by ACMS at the General Meeting.

- 5.2 In light of nominations made through National Society Presidents, ACMS in General Meeting may also approve the appointment of Clansfolk nominated for the position of non-voting ex officio Honorary Vice-President for any individual who has made an outstanding contribution to the Clan over a period of time. A non-voting ex officio Honorary Vice-President will be appointed for life. They may resign at their own wish. To simplify administration the procedure will be the same as for elections.
- 5.3 All nominations must be from CMS members in good standing and with their consent. Apart from incumbents who wish to stand again, nominations shall be made only through National Society Presidents or their designated proxy. There is therefore an expectation that National Society Presidents will satisfy themselves that nominees have experience relevant to the post e.g. having held office in a National Society; having been secretary or treasurer of a similar organisation; having been chairman; or other functional equivalent.
- 5.4 At the autumn Council meeting before Parliament Council shall confirm those incumbents who wish to stand again and identify potential successors for those who do not. The Secretary shall publish a full list of Officers and Members of Council on the website and by mail to all National Societies, calling for nominations made through their National Society Presidents or their designated proxy, including for Honorary Vice-President, to be in the Secretary's hands in time to be included in the agenda of the Spring Council meeting.
- 5.5 At the spring or next following Council meeting prior to Parliament Council shall:
- 5.5.1 Receive and review the full list of nominees including those standing again;
- 5.5.2 Invite the Secretary to publish the full list of nominees on the website and by mail to National Societies with the confirmed agenda for Parliament (i.e. four months before Parliament) calling for nominations from the floor at the Business Meeting prior to the General Meeting.
- 5.6 At the Business Meeting at Parliament prior to the General Meeting the Secretary shall read the list of nominees and call for nominations from the floor from members of National Societies made through their National Society Presidents or designated proxies. Presentations may be called for from nominees for the position of President.
- 5.7 At the General Meeting, which is the day and time that all positions become vacant, the Secretary shall again call for any nominations from the floor from members of National Societies made through their National Society Presidents or designated proxies.
- 5.8 ACMS elections are conducted under Single Transferable Vote Procedures, which are set out in Appendix 2 together with the detailed balloting procedures.

Appendices

1: Form of Proxy

2. Single Transferable Voting Procedure

FORM OF PROXY

(Name of member of Council or ACMS Member giving this proxy)

Pursuant to Bye-Law 4.8 of The Associated Clan MacLeod Societies, the undersigned, being the _____ (member of Council or President of the ACMS Member) hereby appoints _____ or failing him/her _____ as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at (the General Meeting of ACMS at Parliament and Business Meetings) (the Council meeting of ACMS) dated _____, or until further notice including any adjournments thereof.

Signed this _____ day of _____, 20____.

(Signature of member of Council or ACMS Member giving this proxy).

ACMS Elections – Single Transferable Vote (STV) and Balloting Procedures

1. Under the ACMS Constitution the voting parties in our elections are the National Societies, *through their Presidents*, with one vote each and the four ACMS officers also with one vote each.

STV

2. A key component of STV is that voters rank candidates in order of preference. By definition, therefore, there can only be one ranking list otherwise it wouldn't be a ranking and it wouldn't be a STV procedure.

3. Another key component is that, to be elected, a candidate needs to reach a quota. The quota needed to be elected is half the votes being counted plus a margin, usually one.

4. Voters can rank as many or as few candidates as they wish. One effect of that is that the quota has to be recalculated whenever votes can't be transferred, for example because the voter expresses only one preference and the voting has progressed to a count of second preferences (see 14 below).

Balloting preparations

5. The Hon. Secretary will:

- Prepare ballot papers for each position, pre-printed with the names of any nominees received prior to Parliament and extra lines for the addition of any nominations that are made from the floor at either the previous Business Meeting or the General Meeting.
- Prepare boxes, trays or some other containers in which to place marked ballot papers; and blank name tallies for use when two or more candidates are involved.
- Designate two additional individuals to assist with the counting of votes, known as tellers.
- Draft Resolutions along the lines of paragraph 22 below.

Balloting procedures at the General Meeting

6. The elections at the General Meeting will begin with the vote for ACMS President.

7. Nominations from the floor will be sought (allowed only through National Society Presidents), and after calling a 15 minute recess if there are any such, to permit the National Society Presidents to canvass their members present to determine their voting preferences, a motion that the nominations be closed will be sought.

8. Where there is only one candidate nominated for a position that candidate is automatically elected unopposed. Only if two or more candidates have been nominated for a position is a ballot required.

9. Where there are two or more candidates for a position the Hon. Secretary will distribute ballot papers for that position to each of the four ACMS officers and nine NSPs or their proxies, who will then rank the candidates in order.

10. The tellers will collect the papers and one at a time place each paper into a box or tray or some other container, marked with the name of the candidate ranked number one on that paper.

11. The tellers will count the papers in each candidate's box in the presence of the voters. The Hon Secretary will verify the count and announce the quota for that vote (half the votes cast plus one).

12. Where there are only two candidates for a post, the election will always be decided on the first preference votes, in just the same way as a first-past-the-post election. For the avoidance of doubt that means that the candidate with the most votes wins.

13. Where there are three or more candidates and one of them achieves the quota of half the votes cast plus one that candidate will be elected.
14. If no candidate achieves the quota first time around, then the lowest placed candidate will be eliminated. The tellers will first replace the papers of the remaining candidates in their boxes and then transfer the papers of the lowest placed candidate to the other candidates one at a time, assigning each paper to the highest ranked candidate on that paper who is still in the race. The tellers will count again. The Hon. Secretary will verify the count and announce the quota for that vote. If a candidate achieves the quota that candidate will be elected.
15. If no candidate achieves the quota second time around the process will be repeated until a candidate achieves the quota.
16. **Equal votes and Ties.** Under the ACMS Constitution in the case of an equality of votes the Chairman of the meeting, in this case the ACMS President, will have a second and casting vote. If on any count, two or more candidates have an equal number of votes and one of them has to be excluded, the President's casting vote will be determined by the ranking order on his ballot paper.
17. At each stage where it has been possible to achieve a result the Hon. Secretary will verify the count and immediately announce the result provisionally.
18. Following the election of ACMS President a 15 minute recess will be called so that voters can discuss the Executive Vice President (EVP) nominees in the light of the new President.
19. The EVP vote will follow, using the same sequence as in 7-16 above.
20. The Management Council votes then follow, which will go as a block where there is only one nominee for a given position and where there is more than one nominee for a given position, a vote as per 7-16 will follow.
21. The votes for Honorary Vice-Presidents then follow, using the same procedure as in 7-16 above.
22. The Hon. Secretary will then table the appropriate Resolutions with the names of those elected and their offices including any Honorary Vice-President, for final voting. The motion for the Resolution for the new President comes from MacLeod of MacLeod. Each Resolution needs a Proposer and Seconder, the first one being MacLeod of MacLeod as Proposer, and voting will be in the usual way by a show of hands. The format of the Resolutions will all be along the lines of:

"THAT ...Y... having been duly elected in accordance with the ACMS Constitution 2006 shall serve as President of ACMS until the conclusion of the 2010 (or next) Parliament." In the case of block votes the names will all be listed, then "...shall serve as respectively until...".
23. The Badge and Symbols of Office will be transferred to the new President and the Meeting will be turned over to the new President.
24. **Minuting.** ACMS voting is conducted openly (Bye Law 4.6) except for elections, which are secret. Only the election results will be minuted and published.
25. **Ballot paper.** Ballot papers will be prepared as in the following example:



ACMS Elections

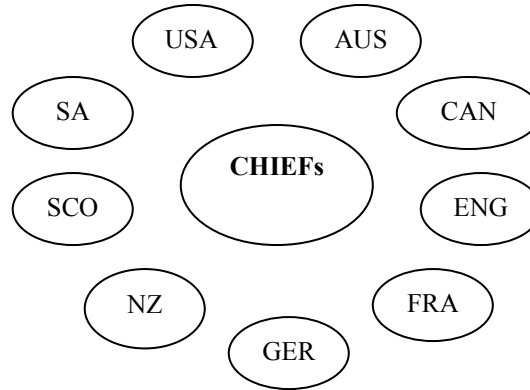
Ballot Paper

Voter (state which CMS or ACMS Office): <i>(completed by voter)</i>	
Position being voted for: <i>(completed before Parliament)</i>	
Candidate <i>(completed before Parliament with blank lines for nominations from the floor)</i>	Vote (rank in order of preference using 1, 2, 3 etc) <i>(completed by voter)</i>

THIRD SCHEDULE

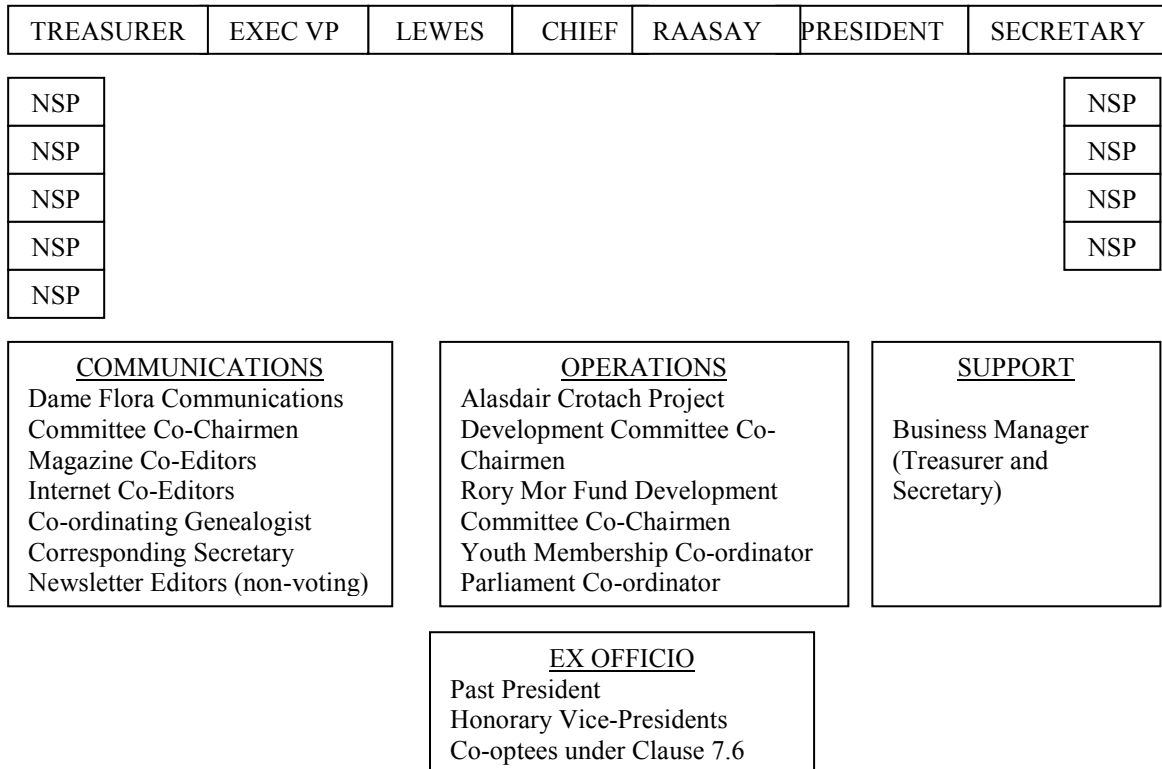
ACMS ORGANISATION AND MANAGEMENT

Organisation



Management

The following chart depicts the management of ACMS. There is no hierarchy intended in this chart. Rather it shows the full ACMS Management Council as it might sit around a table.



The voting arrangements are, from top to bottom of the chart: Chiefs 0; Office holders (1 each) 4; NSPs (3 each – Management Council meetings only; Business and General meetings 1 each) 27/9; Members of Council (1 each) 10; Ex-Officio/non-voting 0; Total 41. (NB shared posts have a shared vote).

FOURTH SCHEDULE

ACKNOWLEDGEMENTS

The ACMS Constitution is based on the 1954 Constitution of the Clan MacLeod Society from which was derived the 1962 ACMS Constitution written by Arthur Rogers Q.C., M.C., of the Canadian Societies, subsequently revised by his son, Norman Rogers, Q.C. In 1994, following wide consultation, it was further revised by Angus MacLeod, FRICS, President ACMS, Allan MacLeod, FSA (Scot), M.Inst.M., Secretary ACMS and Neil MacLeod, C.Eng., M.I.Mech.E., F.I.Mar.E., Treasurer ACMS

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