

**PROPOSED NEW  
CONSTITUTION AND RULES  
of  
THE CLAN MUNRO (ASSOCIATION)**

**1.0 NAME**

The Association shall be called THE CLAN MUNRO (ASSOCIATION) and shall be strictly non-political and non-sectarian.

**2.0 OBJECTS**

The objects of the Association shall be the following.

- 2.1 The acknowledgement in practice of the spirit of the ancient motto BIODH EAGAL DE ORT (The fear of God be upon you);
- 2.2 The continuance of the loyal tradition of the Clan;
- 2.3 The general promotion of the interests of the Clan and the cultivation of a spirit of kin and fellowship and of social intercourse among the members;
- 2.4 The collection and preservation of the history and traditions of the Clan and its branches and of historical works of art, poetry, music, antiquities and relics connected therewith;
- 2.5 The promotion of the welfare of the Scottish Highlands; the preservation of the mountain Fauna and Flora; the fostering of the Gaelic language and the old music, songs and customs; the encouragement of the wearing of the Clan's tartans; the collection and preservation of records, traditions and historical matters bearing on the history of the Celtic race in Scotland and elsewhere and the study of the folklore, the language and the dialects of Celtic Scotland; and
- 2.6 The assistance of persons eligible for membership of the Association and their widows, widowers, husbands, wives, children or dependants, who are in necessitous or poor circumstances.

**3.0 HEADQUARTERS**

The Headquarters of the Association shall be in or near the Munro country in Ross-shire. Meetings of the Association shall be held at such places as the Council shall select. Efforts shall be made to maintain permanent premises with a view to carrying on the business of the Association and the preservation of the Association's books, manuscripts, relics, antiquities, works of art, etc.

**4.0 MEMBERSHIP**

**4.1 Eligibility**

Those eligible for membership of the Association shall be

- 4.1.1 persons bearing the name of Munro, either by birth or marriage and in the various forms in which that name is recognised by the Council, as provided in Rule 1 of the Rules appended to this Constitution;
- 4.1.2 persons bearing the name of the various clan septs, either by birth or marriage and recognised by the Council as aforesaid;
- 4.1.3 persons who by birth, marriage or sympathy with the objects of the Association are acceptable to the Council;
- 4.1.4 persons who for their influence on behalf of and goodwill towards the Association are from time to time chosen by the Council for enrolment as Honorary Members; and
- 4.1.5 organisations which sympathise with and support the objects of the Association.

Admission to all classes of membership shall be at the discretion of the Council or, in the case of an Overseas Branch whose rules so provide, at the discretion of the Committee of that Overseas Branch.

## 4.2 Classes and Subscriptions

Members shall be in one of six classes, namely

- 4.2.1 Honorary Members, namely all existing Honorary Members and those who from and after the date of adoption of this Constitution shall be chosen by the Council for enrolment as Honorary Members in terms of Clause 4.1.4 of this Constitution and by each of whom no subscription shall be payable;
- 4.2.2 Life Members, namely Life Members admitted to this class of membership prior to the date of adoption of this Constitution;
- 4.2.3 Ordinary Members, whose subscriptions for (a) the calendar year in which they are admitted to membership shall be payable prior to admission and (b) any subsequent calendar year shall be payable on or before 30 April in that year and in each case shall be such sum as the Council shall determine from time to time in the case of either
  - 4.2.3.1 those who in the year to which the payment relates are resident in the United Kingdom of Great Britain and Northern Ireland, or
  - 4.2.3.2 those who in the year to which the payment relates are neither resident in the United Kingdom of Great Britain and Northern Ireland nor Overseas Branch Members;
- 4.2.4 Family Members, namely the husbands or wives of Ordinary Members or of Honorary Members and any child or children of the marriage while under the age of 18 years and whose subscriptions for (a) the calendar year in which they are admitted to membership shall be payable prior to admission and (b) any subsequent calendar year shall be payable on or before 30 April in that year and in each case shall be the amount payable by the Member of whom they are the husband, wife or child (assuming for this purpose only that such Member is an Ordinary Member), but discounted by such proportion as the Council shall determine from time to time;
- 4.2.5 Overseas Branch Members whose subscriptions shall be payable to the Overseas Branch of which they are Members and shall be of such amount and payable at such time as that Overseas Branch may determine, but subject to the terms of Clause 13.3 of this Constitution. Overseas Branch Members shall for all purposes be Members of the Association except that they shall not be entitled to individual notices of meetings of the Association; and
- 4.2.6 Corporate Members, namely any organisations other than individuals, whose subscriptions for (a) the calendar year in which they are admitted to membership shall be payable prior to admission and (b) any subsequent calendar year shall be payable on or before 30 April in that year and in each case shall be such sum as the Council shall determine from time to time in the case of either
  - 4.2.6.1 those who in the year to which the payment relates are based in the United Kingdom of Great Britain and Northern Ireland, or
  - 4.2.6.2 those who in the year to which the payment relates are neither based in the United Kingdom of Great Britain and Northern Ireland nor Overseas Branch Members.

## 4.3 Subscriptions in Advance

It shall be at the option of Ordinary Members and of Family Members to elect in writing to pay their annual subscriptions in advance either

- 4.3.1 in multiples of fifteen years, in which case the amount payable shall be the amount of the annual subscription due at the date of election multiplied by fifteen and discounted by such a proportion as the Council shall determine from time to time and shall be due for payment on or before 30 April in the first of the fifteen years to which the payment relates; or
- 4.3.2 in multiples of three years, in which case the amount payable shall be the amount of the annual subscription due at the date of election multiplied by three and discounted by such a proportion as the Council shall determine from time to time and shall be due for payment on or before 30 April in the first of the three years to which the payment relates.

## 4.4 Subscriptions in Arrears

Members whose annual subscriptions are in arrears shall not be entitled to vote at any meeting of the Association or have any voice in the affairs of the Association and if their subscriptions are paid before 30 April in the year to which they relate they shall be reminded of this by the Treasurer and failing payment within three months thereafter their names shall, unless good and sufficient reason be known by or assigned to the Council, be removed from the roll of Members and they shall *ipso facto* cease to be Members of the Association.

## **5.0 CHIEF**

The Chief of the Association shall belong to the House of Foulis.

## **6.0 OFFICE-BEARERS**

**6.1** The Office-bearers of the Association may consist of

- 6.1.1** a Chief;
- 6.1.2** a President;
- 6.1.3** Vice-Presidents;
- 6.1.4** an Historian;
- 6.1.5** an Editor;
- 6.1.6** a Secretary;
- 6.1.7** a Treasurer;
- 6.1.8** an Auditor or Auditors; and
- 6.1.9** a Webmaster.

**6.2** These Office-bearers, with the exception of the Chief bearing office by virtue of his Chiefship, shall fall to be elected or re-elected annually by the Association in General Meeting.

**6.3** In the event, however, of a vacancy occurring in the office of Secretary, Treasurer or Auditor, the Council shall have power to make an interim appointment or to co-opt a Member of the Association to fill the vacancy, subject always to confirmation of such appointment or co-option by the Association at the first succeeding General Meeting.

## **7.0 OFFICERS**

A Bard or Bards and an Official Piper or Pipers may be appointed by and at the discretion of the Council.

## **8.0 TRUSTEES**

### **8.1 Appointment**

**8.1.1** There shall be three Trustees of the Association, appointed by the Council at its first meeting after the date of adoption of this Constitution and the Council shall thereafter annually re-appoint such Trustees or appoint alternative or replacement Trustees, always totalling three in number.

**8.1.2** No appointment of any individual as a Trustee shall be made by the Council without the express consent of the individual concerned.

**8.1.3** The appointment of any Trustee shall take effect from the date of the meeting at which such appointment is made and evidence of such appointment shall be an excerpt from the Minutes of that meeting, certified by the Secretary and shall be transmitted by him or her by post to the individual concerned if he or she is not present at that meeting.

### **8.2 Termination of Office, Resignation, etc**

**8.2.1** The Council shall have power, if in its uncontrolled discretion it thinks fit, to terminate the appointment of any Trustee and to appoint another in his or her place.

**8.2.2** Any Trustee shall be entitled to resign his or her appointment in writing for reasons acceptable to the Council.

**8.2.3** The termination of appointment or resignation of any Trustee shall take effect from the date of the meeting at which such appointment is terminated or such resignation is accepted, and evidence of such termination of appointment or acceptance of such resignation shall be an excerpt from the Minutes of that meeting, certified by the Secretary, and shall be transmitted by him or her by post to the individual concerned if he or she is not present at that meeting.

### **8.3 Powers and Liabilities**

The Trustees of the Association shall act entirely and solely on the instructions of the Council and by authority of a Resolution passed at a duly constituted meeting of the Council. Any Trustee failing to act under instructions from the Council or acting outwith its authority shall be personally liable for any loss or damage resulting from his or her failure to act or from his or her unauthorised actings.

## **9.0 THE COUNCIL**

### **9.1 Membership of the Council**

The Council shall be comprised of

- 9.1.1** the Office-bearers *ex officio*, but with the exception of the Auditor or Auditors;
- 9.1.2** the Trustees of the Association;
- 9.1.3** not more than thirty-five ordinary members who shall be Members of the Association and elected by the Association in General Meeting; and
- 9.1.4** such Overseas Branch Members as shall be selected from time to time at the sole discretion of the Council, but in the expectation that each Overseas Branch shall be represented on the Council by at least one of its members who may be selected by the Council in consultation with the Overseas Branch in terms of Clause 13.5.1 of this Constitution.

### **9.2 Vacancies**

In the event of a vacancy occurring in the ordinary membership of the Council, the Council shall have power to make an interim appointment or to co-opt a Member of the Association to fill the vacancy, subject always to confirmation of such appointment or co-option at the next General Meeting of the Association.

### **9.3 Quorum**

At all Meetings of the Council five of its members present shall form a quorum. At all Meetings of Committees of the Council one-third of their members present shall form a quorum.

### **9.4 Chairman**

The Council shall elect annually one of its members to be its Chairman and who shall serve as Chairman for one year but shall be eligible for re-election as Chairman.

## **10.0 MEETINGS**

### **10.1 Annual General Meetings**

An Annual General Meeting of the Association shall be held in each calendar year in a month to be fixed by the Council from time to time and at such time and place as the Council may appoint.

### **10.2 Special or Extraordinary Meetings**

Special or Extraordinary Meetings of the Association may be held as circumstances dictate, either

- 10.2.1** by the instructions of the Council, or
- 10.2.2** on requisition addressed to the Secretary by at least twenty-four Members of the Association, or
- 10.2.3** in emergency by the President and the Secretary.

### **10.3 Notice**

- 10.3.1** Notice of the place, date and time fixed for an Annual General Meeting, Special Meeting or Extraordinary Meeting shall be sent by the Secretary to all Members not less than one month before the appointed date, and in the case of Notice sent to Members within Scotland shall be accompanied by a Note of the General Agenda and any Special Notice of Resolutions or Extraordinary Business received by the Secretary in suitable form.
- 10.3.2** So far as practicable, Notice of the place, date and time fixed for an Annual General Meeting, Special Meeting or Extraordinary Meeting shall be sent at least six weeks before

the appointed date to the Secretary or other authorised Official of any Overseas Branch, accompanied by a short statement of any Special Business of which intimation has been received in sufficient time.

- 10.3.3** The non-receipt of any such Notice by any Member shall not invalidate the proceedings at any such Meeting.

**10.4 Quorum**

At all Meetings of the Association six Members present shall form a quorum.

**10.5 Chairman**

The President or a Vice-President (if present) shall preside at all Meetings of the Association. In the absence of the President and a Vice-President, the Members present at the Meeting shall elect a Chairman from among their number.

**10.6 Votes**

**10.6.1** At all Meetings of the Association each Member shall be entitled to one vote. Members may vote by proxy on any subject specifically mentioned in the Notice calling the Meeting, but the use of proxies shall be strictly limited to the business of which Members have been duly and officially advised.

**10.6.2** At all Meetings the Chairman shall have one vote and also a casting vote.

**11.0 ADMINISTRATION**

**11.1 Duties of the Council**

In addition to the duties of the Council specified elsewhere in this Constitution and the general control of the business of the Association by the Council, the Council shall in particular discharge the following duties -

- 11.1.1** the general oversight and promotion of the Clan interests throughout the world;
- 11.1.2** the fostering of the collection, preservation and preparation of historical material;
- 11.1.3** the forwarding of the Association's general purposes;
- 11.1.4** the extension of the Association's function by recognition and organisation of Overseas Branches; and
- 11.1.5** the operation and management of the Headquarters of the Association at Foulis Ferry or wherever it may be located from time to time, whether directly or through such company or other organisation which it might specify for such purpose.

**11.2 Powers of the Council**

In addition to the powers of the Council specified elsewhere in this Constitution the Council shall have power from time to time

- 11.2.1** to make, add to or alter the Rules of the Association;
- 11.2.2** in the name of the Association to incorporate companies or to participate in companies the objects of which relate directly or indirectly to the objects of the Association;
- 11.2.3** to lend or to lease any asset of the Association in furtherance of the objects of the Association on such terms and conditions as the Council may consider appropriate;
- 11.2.4** to award to any of the Office-bearers from time to time such honorarium or remuneration as it thinks fit; and
- 11.2.5** to make, add to or alter such Rules as it may consider necessary in connection with and appoint Committees to deal with Finance, Membership, Publications, etc, or any special Fund instituted or which may be instituted. Such Committees may be formed either from among the members of the Council or in conjunction with such other Members of the Association as it may deem expedient.

**11.3 Conduct of Business**

The business of the Association shall be conducted by the Office-bearers under the control of the Council.

**11.4 Secretary and Treasurer**

The Secretary and the Treasurer shall each act under the direction and control of the Council and in accordance with any Rules which the Council may make with regard to their duties, the Secretary transacting all the ordinary business of the Association and the Treasurer receiving all monies due to and disbursing all monies due by the Association.

**11.5 Property, Funds and Accounts**

The Treasurer shall keep an exact account of his or her intromissions with the property or funds of the Association and shall arrange for the preparation of a Statement of Accounts and Balance Sheet as at 31 December in each year or when instructed to do so by the Council, in every case as soon as possible thereafter and shall submit the same, duly audited by the Association's Auditor or Auditors, to the next Annual General Meeting of the Association.

**11.6 Bank Accounts**

The Funds of the Association shall be lodged with such Bank or Banks as may be approved of from time to time by the Council in the name of The Clan Munro (Association) and the Bank Accounts of the Association shall be operated on by cheques drawn by the Treasurer.

**11.7 Revenue**

**11.7.1** The Ordinary Revenue of the Association shall be applied in defraying all necessary expenses of and outlays incurred by the Association and towards the general objects of the Association, or any of them, in such amount or to such extent as the Council may decide. The Extraordinary Revenue derived from Life subscriptions, legacies and donations shall, as far as possible, be added to the Capital Funds of the Association or applied to such extent as the Council may from time to time determine in supplement of the Ordinary Revenue.

**11.7.2** The provisions of Clause 11.7.1 of this Constitution shall not affect donations and legacies devised for a special purpose or object.

**11.8 Investments**

Any surplus or accumulated funds of the Association shall be invested by the Council in any investments competent to gratuitous trustees by statute or at common law and shall be held for the Association in the name of or to the order of the Trustees of the Association. No investment shall be made or varied except by direction of the Council.

**11.9 Heritable and Moveable Property**

Any heritable or moveable property belonging or which may belong to the Association shall be held in the name of the Trustees of the Association.

**11.10 Donations and Legacies**

Donations or legacies may be given or bequeathed for the purpose of the Association generally, or may bear the donor's name, or may be devised for a special purpose or object. All gifts or bequests should be made in the name of or payable to "The Trustees of the Clan Munro (Association)".

**12.0 CHARITABLE FUNDS**

**12.1 The Charitable Funds**

The Association shall hold and operate charitable funds, comprising

**12.1.1** the Benevolent Fund,

**12.1.2** the Education Fund, and

**12.1.3** the Foulis Castle Restoration and Maintenance Fund.

**12.2 Contributions**

All charitable contributions, donations and bequests which may be received by the Association for benevolent or educational purposes or for the restoration and maintenance of Foulis Castle shall, excepting such as may be specially directed by the donors to be treated as Revenue, be placed to the credit of the Capital of the Benevolent Fund, the Education Fund or the Foulis Castle Restoration and Maintenance Fund, whichever is appropriate.

### **12.3 The Benevolent Fund**

The Revenue and, at the sole discretion of the Council, any part or the whole of the Capital of the Benevolent Fund shall be applied solely for charitable and benevolent purposes in the following circumstances and in the following order of preference –

- 12.3.1** in the assistance of Members of the Association, their widows or widowers, husbands or wives, children or dependants who may be in necessitous circumstances and that either by periodical allowances in cash or kind or by donations to assist them in any particular way;
- 12.3.2** in similarly assisting in like circumstances other persons eligible for membership of the Association, their husbands, wives, widows, widowers, children or dependants;
- 12.3.3** in similarly assisting in like circumstances any other persons, whether or not they are Members of the Association, or eligible as Members of the Association, their husbands, wives, widows, widowers, children or dependants; and
- 12.3.4** as a contribution to the funds of any local or national organisation or fund for the relief of human distress or suffering.

### **12.4 The Education Fund**

The Revenue and, at the sole discretion of the Council, any part or the whole of the Capital of the Education Fund shall be applied solely for charitable and educational purposes in the following circumstances and in the following order of preference –

- 12.4.1** in the publication by any means of Newsletters and Magazines and other such works which record the activities and achievements of the Association and topical and historical details of the Clan, its members and its traditions and of the Clan country and the Scottish Highlands, for the educational benefit of their readers;
- 12.4.2** in the assistance of Members of the Association, their widows or widowers, husbands or wives, children or dependants who may be in educationally necessitous circumstances and that either by periodical allowances in cash or kind or by donations to assist them in any particular educational way;
- 12.4.3** in similarly assisting in like circumstances other persons eligible for membership of the Association, their husbands, wives, widows, widowers, children or dependants;
- 12.4.4** in similarly assisting in like circumstances any other persons, whether or not they are Members of the Association, or eligible as Members of the Association, their husbands, wives, widows, widowers, children or dependants; and
- 12.4.5** as a contribution to the funds of any local or national organisation or fund for the charitable provision of education of any kind.

### **12.5 The Foulis Castle Restoration and Maintenance Fund**

The Revenue and, at the sole discretion of the Council, any part or the whole of the Capital of the Foulis Castle Restoration and Maintenance Fund shall be applied solely for the restoration and maintenance of Foulis Castle.

### **12.6 Application of Annual Revenue**

Any surplus Revenue remaining unapplied in each such Fund shall accumulate to the Revenue of that particular Fund and shall be applied by the Council in the following year or years to the foregoing charitable purposes, whether or not written applications for assistance have been received.

### **12.7 Determination of Applications**

- 12.7.1** Necessitous cases shall be dealt with in private by the Council on the report of the Committee, if any, appointed to administer the said Funds. Appeals for assistance from any such Fund should be communicated to the Secretary of the Association, preferably in the form of a written application disclosing fully the circumstances of the party concerned. As soon as he or she is satisfied that he has been supplied with sufficient evidence or information to warrant consideration of any deserving case or cases, the Secretary shall call a meeting of the Committee, if any, appointed for the administration of the Funds, or a meeting of the Council, or shall follow such procedure as the Council may lay down to ensure prompt consideration of such cases.
- 12.7.2** Membership of the Association shall not confer any right or title to benefit from any such Fund.

## **12.8 Winding up**

Upon the winding up or dissolution of any of such charitable funds, its assets after satisfaction of its debts and liabilities shall not be paid or distributed to the Association or to its Members or returned to the donors but shall be transferred to such other charitable company, trust, association or other body having objects similar to the objects of the charitable fund in question, as the Council may in its sole discretion determine.

## **13.0 OVERSEAS BRANCHES**

### **13.1 Institution or Recognition**

The Association shall have power and it shall be competent for the Association to institute or to recognise Overseas Branches of the Association.

### **13.2 Membership**

Membership of such Overseas Branches shall be confined to Members of the Association, provided however that in the case of Family Members only the parent paying the subscription shall be recognised as a Member of the Association.

### **13.3 Subscriptions**

**13.3.1** As soon as practicable in each calendar year each Overseas Branch shall remit to the Treasurer of the Association out of the subscriptions collected by it for that year from its members such sum as the Council may, in consultation with it, determine from time to time in respect of (a) each member paying an annual subscription and (b) any member who has joined the Overseas Branch in that year as a Life Member.

**13.3.2** The Overseas Branch shall at the same time supply to the Treasurer of the Association a list of the names and addresses of its subscribing members and in the case of new members a note of the qualifications for their membership.

**13.3.3** While it is preferred that such remittances to the Treasurer of the Association should be in Pounds Sterling or such other currency as shall be legal tender from time to time in the United Kingdom of Great Britain and Northern Ireland, it shall be at the option of each Overseas Branch to make such remittances in its own currency of an amount as shall from time to time be agreed between it and the Treasurer of the Association. It shall also be at the option of each Overseas Branch to make such remittances in respect of its members who are not life members discounted by either (a) one-sixth where such remittances are for such Overseas Branch members paying three annual subscriptions in advance (in accordance with the equivalent provisions contained in Clause 4.3.2 of this Constitution) or (b) one-half where such remittances are for such Overseas Branch members who are regarded by the Overseas Branch as Family members (in accordance with the equivalent provisions contained in Clause 4.2.4 of this Constitution).

### **13.4 Organisation**

**13.4.1** The organisation of each Overseas Branch shall be left to its Members, subject always to the ultimate approval by the Council of the form of management and rules to be adopted.

**13.4.2** Any constitution of Overseas Branch Members shall, if possible, provide for a President, a Secretary and a Treasurer (or an official holding both positions) with a definite office or place of address, and also a mode of collection, preservation and forwarding to the Association's Headquarters of records of current events and of historical material.

### **13.5 Representation**

**13.5.1** Subject to the provisions of Clause 9.1.4 of this Constitution, each Overseas Branch may choose one of its members to be selected in consultation with the Council to represent that Overseas Branch on the Council.

**13.5.2** Such member may be a Member of the Overseas Branch or, in the option of the Overseas Branch, a Member of the Association resident in the United Kingdom of Great Britain and Northern Ireland.

**13.5.3** Such member may attend and vote at meetings of the Council according to written instructions or advices from the Overseas Branch.

**14.0 ALTERATIONS TO CONSTITUTION**

- 14.1** No alteration or addition to this Constitution shall be made except by a majority of the Members present and possessing a right to vote and voting at any Annual General, Special or Extraordinary Meeting, provided always that the procedure hereinafter laid down has been duly complied with.
- 14.2** All proposals for such alteration or additions shall either emanate from the Council or from any group of Members not less than twenty-four in number. In the latter case the proposal shall be submitted through the Secretary of the Association to the Council with a reasonable but short note of the considerations which have influenced the movers.
- 14.3** After having given preliminary consideration, and in any event when it emanates from itself, the Council shall remit the proposal along with their recommendations thereon to the Secretary of every Branch of the Association. If within one month thereafter the Secretary of the Association does not receive specific objections thereto, the matter shall be put before the Annual General, Special or Extraordinary Meeting with the Council's recommendations and be voted upon.
- 14.4** If on the other hand within the said time specific objections are put before the Council as aforesaid it may direct that the matter shall lie over till the next Annual General Meeting or till a Special or Extraordinary Meeting be convened in accordance with this Constitution. In the interval thus allowed it shall be open to the Officers or management of any Branch to take such resolution thereupon or to make such alternative recommendations to the Council for its further consideration as they think fit.

## RULES

- 1** The forms of the name MUNRO recognised by the Council as qualifying for membership of the Association include –

MUNRO, MONRO, MUNROE and MONROE

and the clan septs recognised by the Council as qualifying for membership of the Association include –

FOULIS, MACCULLOCH, VASS, DINGWALL, MACLULLICH and McCULLICH.