



## **Constitution**

### **Council of Scottish Armigerous Clans and Families**

**Edinburgh**

**May 2010**

#### **Definitions**

**“Scottish Armigerous Clan or Family”** - A social group consisting of an aggregate of Armigerous families who are actually descended, or accepting themselves as descendants of a common ancestor, but where the group has not been received by the Sovereign through the Lord Lyon as an honourable community, as for whatever reason, no living member has been confirmed by Lyon as possessing the undifferenced chiefly arms as head of the chief family of the entire group, and until such time as the undifferenced arms are confirmed on a member by Lyon, on establishing rights to, or receiving fresh grants of arms, all members will only be awarded new or cadenced arms, as collaterals to, or cadets of, the heads of the individual Armigerous families of the group.

#### **I. Aims and Objectives**

The Council of Scottish Armigerous Clans and Families (“the Council”), formed on 23 May 2010, is a non-political and non sectarian body with the following objectives:-

- (a) To unite and represent Scots Armigers of Scottish Armigerous Clans which do not have a Chief recognised by the Lord Lyon, King of Arms of Scotland for whatever reason;
- (b) To set standards of best practice amongst Council Members to achieve the objectives of this constitution, in particular adherence to the Law of Arms of Scotland, Clan customs and traditions and the promotion of active and well organised clan and family organisations;
- (c) To initiate and support educational, cultural or charitable projects likely to further the objectives of the Council;
- (d) To provide guidance to Council Members actively seeking to elect and appoint a Chief, through due legal process set down by the Lyon Court, or by identifying a proven successor to the last known Chief through genealogical research;

(e) To enter into dialogue with bodies, such as the Court of the Lord Lyon and the Standing Council of Scottish Chiefs, to obtain clarification on the process relating to the recognition of clans where required;

(f) To consult and lobby on all matters affecting the official recognition of Scottish Chiefs and Clans;

(g) To be aware of and, where appropriate, to contribute to, oppose, or to seek modification of, the activities of any individuals and organisations (public or private) and legislation likely to have an impact on the rights and traditions of Scots Armigers, together with their respective Armigerous Clans and Families and to take appropriate action;

(h) To educate the general public and other relevant bodies of the rights, functions, laws and historical position of Scots Armigers together with their respective Armigerous Clans and Families;

(i) To take such steps as may seem expedient to protect the titles, honours, territorial designations, armorial bearings or other insignia of council members from misuse and to control the commercial exploitation of the same and to ensure proper standards of accuracy and quality of design; and

(j) To take such steps as are appropriate, including the formation of other subsidiary or associated bodies, incorporated or otherwise, to generate financial resources and income of all kinds in furtherance of the objectives of the Council, provided that such steps shall not conflict with any of those objectives;

## **II Council Membership**

### *(i) Armigerous Candidate Requirements*

Full membership of the Council is open to the following persons over the age of 18 years who are: -

(a) Scots Armigers, who have been proposed for Full membership of the Council by the known living armigers of their Armigerous Clan (see clause (iii) below; and

(b) Eligible to represent their Armigerous Clan, by virtue of the surname they bear and the armorial bearings they lawfully possess, either by grant or re-matriculation of the Lord Lyon, King of Arms of Scotland under the Lord Lyon Act 1672; or

(c) A Clan Society or Association which represents a Scottish Armigerous Clan, and where the Society or Association is in lawful possession of armorial bearings granted by the Lord Lyon, King of Arms of Scotland under the Lord Lyon Act 1672 (See Clause (iv) below); or

(d) Where the Lord Lyon has appointed a Commander to head an Armigerous Clan, whether he or she is Armigerous or otherwise, they alone shall be eligible for Council membership, as if they had been proposed for membership by the known living Armigers of their Armigerous Clan. This provision shall not prevent a Commander from delegating their responsibilities to a depute member.

*(ii) Depute Council Membership*

A full Council member may submit a request to the Secretary in writing that membership is granted to their tanist (nominated heir) or alternatively, to a person they designate as their representative either temporarily or permanently. Such persons shall be known as Depute members and must act within the terms of their commission from the full member. The Officers of Council must approve all requests for, and amendments to, Depute membership. Depute members shall have no right to vote by postal or electronic ballot or at a meeting where the full member is present, but unless the full member has provided otherwise in his or her commission, may vote at a meeting where the full member is absent.

*(iii) Armigerous Clan Requirements*

(a) Scots Armigers proposed for Council membership above must represent a Scottish Armigerous Clan, which consists of persons bearing a surname of which there is evidence that numerous persons bearing the surname have a long and well established presence in Scotland over several centuries; and

(b) An active Clan or Family Society or Association exists to support the Armigerous Clan.

*(iv) Armigerous Clan Societies*

For the purposes of Council membership, an Armigerous Clan Society is a Corporate Scots Armiger. Armigerous Clan Societies may be elected as a Full Council member by the known living armigers of an Armigerous Clan. Where an Armigerous Clan Society is elected as a Council member, an officer of that Clan Society may be nominated by the Society's governing body to represent the Society on the Council.

### **III Associate Membership**

Associate membership of the Council is open to persons over the age of 18 years who are:

(a) Scots Armigers who are in possession of armorial bearings granted or re-matriculated by the Lord Lyon, King of Arms of Scotland under the Lord Lyon Act of 1672, or are borne by courtesy right; and

(b) Advisers appointed to the Council whether Armigerous or otherwise; and

(c) Clan Societies or Associations, in possession of armorial bearings granted, re-matriculated by the Lord Lyon, King of Arms of Scotland under the Lord Lyon Act of 1672.

#### **IV Supporting Membership**

Supporting membership is open to the following individuals and corporations who support the work of the Council:-

- (a) Members of Clan and Family Societies;
- (b) Scottish Interest and Cultural Groups;
- (c) Private and public corporations, academic institutions and heraldic bodies.
- (d) Any other individuals or groups who support the aims and objectives of the Council.

#### **V Admission Procedure**

##### *(i) Admission under Clause II – Full Council Membership*

(a) In the first instance, applications for full Council membership under Clause II above, should be submitted to the Secretary from the Clan or Family Societies of Armigerous Clans along with all required proofs and a completed membership application form.

(b) In situations where a Clan Society of an Armigerous Clan is not able to trace the known living armigers of the Armigerous Clan, and submit an application for membership on behalf of an elected armiger, or is unable to do so within a reasonable period of time, the Officers of the Council may accept applications directly from an Armiger who has been elected by the known living armigers of an Armigerous Clan.

(c) In exceptional circumstances, where armigers cannot reach agreement on which from amongst them should be proposed for Council membership, the Officers of the Council may impose additional requirements on the Clan Society or the armigers of the Armigerous Clan, as they consider appropriate, to aid the selection of a Candidate for Full Council membership.

(d) Following receipt by the Secretary of all required proofs and a completed membership application form, the Officers of the Council must review all relevant information provided within 60 days of their receipt to confirm the applicant armiger and their Armigerous Clan meet the criteria in Clause II above. If the applicant is found to meet the criteria in Clause II, the Officers of Council must submit a report on the merits of the application to all Council members, no later than 30 days after the decision of the Officers of the Council, either by post or electronically or at the next Full Council meeting.

(e) The Council shall vote on each application and a simplified majority in favour of election shall be necessary to elect a candidate. Following a vote by the Council in favour of accepting an application, the nominated armiger will be duly elected as a member and both

the Clan Society of the applicant Armigerous Clan and the Armigerous Council member will be duly notified in writing within 30 days of an election. Council members may submit their votes by post or electronically, in person if the election is held at a full Council meeting or in any manner approved by the Officers of the Council.(f) If an application is found by the Officers of the Council not to meet the membership criteria in II above, the applicant armiger and the Scottish Armigerous Clan Society will be notified within 30 days of the decision and the reasons of the Committee for refusal along with any guidance for re-submittal of their application.

(g) If either the applicant armiger or Armigerous Clan is found to be ineligible for Council membership, a subsequent application for membership may not be re-submitted within five years following the decision of the Officers of the Council to refuse the original application. A time bar will not apply where an application for Council membership is rejected by the Council due to reasons which can be easily rectified to the satisfaction of the Officers of the Council within 60 days of the decision to refuse the original application. In such cases the Officers of Council will advise on any amendments to the application form or proofs which may be made to allow the application to be re-submitted within a 60 day period.

***(ii) Admission under Clause III – Associate Membership***

(a) Candidates for Associate membership should complete an Associate membership application form available from the Membership Secretary along with the necessary proofs of their Armigerous status and submit these to the Secretary. The Officers of the Council will review the application to confirm that the applicant meets the membership criteria for an Associate member in III above and if approved, the applicant will be admitted as an Associate Member on full payment of the current membership subscriptions.

(b) Advisers appointed by the Council, are required to join the Council as Associate members and follow the same procedure for the admission of Associate members. This requirement does not apply to professionals, such as Solicitors, Barristers and Accountants consulted from time to time by the Committee.

***(iii) Admission under Clause IV - Supporting Members***

Individuals and bodies who meet the criteria in clause IV above, should complete and return a Supporting Membership Application form available from the Membership Secretary. The Membership Secretary shall review the application form and if approved, the applicant will be admitted as a Supporting Member on payment of the current membership subscriptions.

**VI Duration of Membership**

(a) Council membership under clause II shall be for 3 years;

(b) Depute Council membership under Clause II shall continue until the full member's term of membership who initially requested it ends, the period the commission is valid expires, or the full member revokes their consent in writing either personally or, in the event of incapacity, by a duly appointed attorney;

(c) Where the member is a Clan Commander appointed by Lyon, their membership shall continue for the duration stipulated in their Commission from the Lord Lyon. If no duration is stipulated, their membership term shall be 3 years from the date of their election.

(d) Associate membership under Clause III shall be renewable annually;

(e) Supporting Membership under Clause IV shall be renewable annually.

## **VII Suspension and Expulsion**

### *(i) Grounds for Suspension and Expulsion*

(a) Any member (Full, Associate and Supporting members) may, following investigation by the Officers of the Council, be suspended or expelled for any of the following reasons:-

(b) Failure to conform with the provisions of this Constitution;

(c) Any unethical, unlawful or immoral conduct unbecoming a Full, Associate or Supporting member and calculated to bring the Council into disrepute;

(d) Failure to continue to meet membership, eligibility or financial requirements or obligations;

(e) In the case of Council and Associate Members, any acts or omissions which are contrary to the objectives of the Council and which, in the opinion of a simplified majority of Officers of the Council, are incompatible or conflict with Full, Associate or Supporting membership.

(f) Any representations made to the Council by a Full, Associate or Supporting member, which, are in the opinion of the Officers of Council, misleading or fraudulent.

### *(ii) Suspension and Expulsion Procedure*

Upon credible and sufficient information being laid before the Officers of the Council that an event has occurred that would constitute grounds for suspension or expulsion of any member, it may suspend such a member by a simple majority vote.

(b) Any person who is alleged to have so acted shall be requested to attend a meeting of the Officers of the Council to answer the complaints. In the event that the Officers of the Council uphold any such complaint they shall submit a report in writing to all members of the Council. A motion will be tabled to approve expulsion at the next Annual General Meeting or an Extra-ordinary General Meeting which may be called specifically, but not necessarily exclusively, for this purpose. A simple majority in favour of suspension or expulsion shall be required but a postal or electronic ballot may be conducted. The postal or electronic ballot will be conducted in the same manner as for the election of members.

### **VIII Officers of The Council**

The Council shall delegate the running of its day-to-day affairs to the Officers of the Council. The Officers of the Council shall be the Convenor and the Vice-Convenor, both of whom must be full members of the Council. Also the Secretary, membership Secretary, the Treasurer, Editor of Council Publications and Events Organisers (who may be Full, Associate or supporting members) and Commissioners who shall be appointed by the Council on a jurisdictional basis and who may be Full, Associate or Supporting members.

The functions of the Officers of the Council shall be as follows:-

(a) The Convenor shall act as Chairman at all Council meetings and at meetings of the Officers of the Council;

(b) The Vice-Convenor shall act as Convenor in his or her absence;

(c) The Secretary shall carry out all normal secretarial duties and shall prepare reports to the Council and Officers of the Council on all activities of the Council. The Secretary shall also be responsible for processing and recording membership application forms for Full Council membership. The Secretary shall not be remunerated but may be reimbursed for any expenses incurred in the course of carrying out his duties. The Secretary is not required to be a Full Council member to qualify for office;

(d) The Treasurer shall be responsible for the collection of all monies due to the Council and for the operation of its bank accounts. He or she shall maintain full financial records of the Council's affairs and, at the end of its financial year (30 April), shall present those records to an Independent Examiner for scrutiny. An Income & Expenditure account shall be drawn up and a Balance Sheet constructed for presentation to the members at the Annual General Meeting. Two Officers of the Council must sign these accounts and a signed statement by the Independent Examiner must be appended. The Treasurer shall, after consulting the Council's Stockbrokers or Bankers, make recommendations to the Officers of the Council about the investment of any surplus funds. The Treasurer does not have to be a Council member to qualify for office. The Treasurer shall not be remunerated but may be reimbursed for any expenses incurred in the course of carrying out the Treasurer's duties.

(e) The Membership Secretary is responsible for the collection of all membership subscriptions and the processing and recording membership application forms and supporting documentation and for obtaining all proofs requested by the officers of the Council in support of an application for Associate and Supporting Council membership. The membership secretary does not have to be a full Council member to qualify for office;

(f) The Treasurer, the Convenor and the Secretary shall be authorised signatories as regards the Council's bank accounts. Any two of these must sign all cheques issued on the bank accounts.

(g) The Editor of Council Publications is responsible for the creation and issue of any Council publications authorised by the Council from time to time;

(h) Events Organisers are appointed by the Officers of the Council, either on a permanent or temporary basis, to organise Council events.

(i) Commissioners are appointed by the Council and are responsible for the running of the Council's affairs within the jurisdiction of their appointment and within the terms of their Commission from the Council.

(j) The Secretary and Treasurer shall be entitled to seek the approval of the Council to retain the assistance of professionals such as Solicitors, Barristers and Financial Advisors they require to better enable them to perform any duties or tasks required by the administration or promotion of the Council's objects. For the purposes of this Constitution, professional advisers will not be deemed to have been appointed to the Council and do not require to join as Associate members.

(k) The Officers of the Council may seek the Council's consent, to appoint any advisers it requires to further the objects of the Council for any required duration, for example, heraldic or genealogical advisers. Where the Council appoints an adviser by voting on a simple majority in favour of an appointment, advisers must join as an Associate member. The appointment and removal of an adviser shall be at the discretion of the Council.

## **IX Honourary Officers**

The Council may appoint any Full, Associate or Supporting member as an honorary officer (eg. Piper, Standard Bearer etc) and for any duration it deems appropriate. However, honorary officers are not officers of the Council and shall have no voting rights.

## **X Accounts**

The Financial year of the Council will end on 30<sup>th</sup> April. The audited accounts will be presented at the next available Annual General Meeting for approval. An Independent



Examiner (who may be a full, Associate or Supporting member of the Council, if duly qualified) shall be appointed by the Annual General Meeting each year.

## **XI Administration**

(a) The Council shall meet in general session at least once each calendar year. A meeting, which shall be the Annual General Meeting, shall be held between May and August and which shall be mainly held in Scotland. In the absence of the Convenor and Vice Convenor any Officer of the Council shall be entitled to chair or such other person as the meeting may approve. The quorum of any general meeting shall be six and if a quorum is not present at the commencement of any general meeting, the Convenor shall adjourn the meeting for a period not exceeding one hour. At the expiry of that adjourned period if there is still no quorum, the general meeting shall stand adjourned to a date to be intimated to all members of the Council in writing and which shall be no less than twenty eight days hence. At any such adjourned meeting, the members attending shall be deemed to be a quorum. No business shall be transacted at such adjourned meeting except as tabled on the agenda of the earlier meeting.

(b) The Annual General Meeting shall receive and approve the Annual Accounts of the Council and the Reports of the Officers of the Council. It shall also appoint the Office Bearers for the ensuing year, elect new members, other than when a postal ballot has been requisitioned, appoint an Independent Examiner of Accounts and fix any subscription, levy or financial contribution to be paid by members to enable the administration of the Council to be carried out and its constitutional objects attained.

(c) The Council to the Officers of the Council shall consist of no more than fourteen members elected each year at the Annual General Meeting. The quorum of the Officers of the Council shall be three. The Officers of Council shall have the power to co-opt any full member to fill any vacancies until the following Annual General Meeting. The Officers of Council shall have no specific functions or powers, save as specifically especially provided by the Constitution, and shall meet as and where required at the direction of the Convenor or in their absence the Vice Convenor. The Officers of Council shall consider such business as has been delegated to it by the Council from time to time or matters arising there from including reimbursement of any necessary expenses incurred. The Officers of the Council shall also assist in directing the Secretary with advice on matters raised by him through the Convenor. All decisions of the Officers of the Council will be made by voting on a simplified majority basis.

(d) The Officers of the Council shall be entitled to form additional sub-committees or working parties to research and report on any specified topic and to co-opt any person to such bodies, as they think fit. Each sub-committee shall consist of a Chairman who shall be an Officer of the Council together with such other Officers of the Council and members or co-opted persons as shall be necessary up to a maximum of ten persons in total.

(e) The Officers of the Council are authorised under this constitution to publish rules, guidelines, discussion, consultation and information documents to aid the interpretation of this Constitution, to set standards of conduct for Full, Associate and Supporting members and to further the objectives of the Council.

## **XII Extraordinary General Meeting**

Full members of the Council shall be entitled to requisition a General Meeting of the Council by lodging with the Secretary a written requisition together with a note of the matters to be discussed or proposed at the said meeting. The requisition shall be signed by at least two thirds of full members of the Council. The Secretary shall thereafter summon a meeting, giving at least sixty days clear notice of the date and place of the same and a copy of the requisition and proposed agenda or motions. The Convenor shall chair the meeting or, in his absence, the Vice-Convenor or an Officer of the Council. In the event that no such persons are present, the meeting may elect any other full member to preside. The above procedure must be followed if it is decided that the affairs of the Council should be wound up. In such an event all assets held by the council should be used to settle any outstanding financial obligations and the remaining balance should be gifted to the Heraldry Society of Scotland.

## **XIII Amendments to the Constitution**

Any amendment to the Constitution shall require to be agreed by the Officers of the Council and passed by an Annual General Meeting or Extraordinary General Meeting by a simplified majority of full and Associate members attending and eligible to vote for the first three years of the Council's existence commencing from the date in clause I above.

Thereafter, any amendments to the Constitution shall be required to be passed by two thirds majority of full members. Any motion to amend the Constitution must have been intimated to the Secretary at least ten days prior to the date of the meeting at which it is to be tabled. The Secretary shall intimate the motion or motions to amend to all members of the Council at least five days prior to the meeting. At any meeting where amendments to the Constitution are proposed, on a motion supported by no less than four full and four Associate members eligible to vote, the amendments shall be referred to a postal or electronic ballot of all members. Any such postal or electronic ballot will be held in the same manner as a ballot for the election of members.