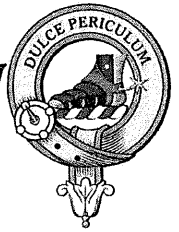


CLAN MACAULAY ASSOCIATION CONSTITUTION

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(1) Name

The name of the Association shall be Clan MacAulay Association (hereinafter referred to as the Association).

(2) Objects

- (A) The promotion of kinship, harmony and unity within the Clan.
- (B) Fostering an interest in Scotland, the land, our origins, our history in a multi-cultural world.
- (C) To promote the Clan and its place in Scottish history both in Scotland and overseas.
- (D) To use promotional initiatives as a means to foster a cultural and historical interest in Scotland.
- (E) To form partnerships wherever possible to develop such initiatives and encourage interested parties to visit Scotland.
- (F) To have an open Clan Gathering every two years attracting interested parties from around the world to share in the spirit of Clan unity and harmony.
- (G) To research the history of the Clan and to print and publish such works. And to promote the Clan through all practical means including through the web and social media. To make freely available such works to Clan members and educational establishments.
- (H) To offer genealogical and historical assistance to members and non-members.
- (I) To purchase and maintain any buildings and / or lands originally owned by the Clan and where possible to make open to the public.
- (J) To raise adequate funds for the foregoing purpose.
- (K) To be strictly non political and non sectarian.

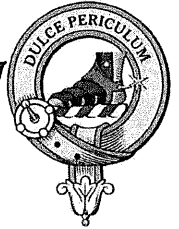
(3) Membership

- (A) The members of the association shall include:
 - a. Persons bearing by birthright or descent the surname MacAulay or its variants are eligible as members of the Clan.
 - b. Persons whose forebears bore the name MacAulay or its variants are eligible as members of the Clan.
 - c. Persons who are married or partnered to a person who bears the name MacAulay or whose forebears bore the name MacAulay or its variants are eligible as members of the Clan.

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- (B) Members of septs of the clan have the right to full membership.
- (C) Persons in any way connected with, or interested in, the activities of the Association, may be elected as Honorary Members.

Persons who meet the previous requirements of membership shall agree to the following as a condition of membership:

- a) Endorse the aims of the Association.
- b) Agree to abide by the policy and direction of the Association.
- c) Accept the constitution and rules of the Association.
- d) Pay the required annual or lifetime membership subscription.

(4) Acceptance of Members

The names and addresses of all applicants for membership who meet the above membership requirement shall be read out at the first Executive Committee following the application and, subject to the provisions of the Constitution and rules of the Association, their names shall be entered in the Associations membership roll.

(5) Membership Subscriptions

- (A) The Executive Committee shall be responsible for the collection of membership subscriptions.
- (B) All members shall pay to the Association Treasurer the required
 - i. annual membership, or
 - ii. lifetime membership

subscription which shall be set by the Executive Committee for approval at the AGM.

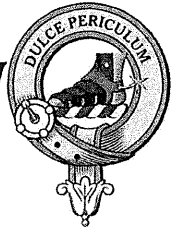
(6) Deletions from Membership Roll

- (A) A member of the Association whose annual membership subscription is three months overdue may have their name removed from the membership roll on the instructions of the Executive Committee
- (B) All resignations from membership of the Association shall be reported to the Executive Committee after reasons for resignation have been ascertained.

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(7) Rights of Membership

The rights, privileges and liabilities of membership are personal and not under any circumstance transmissible.

(8) Office Bearers

(A) The Office-Bearers of the Association shall be

- i. Chief
- ii. Organising/Secretary
- iii. Treasurer
- iv. Membership Secretary
- v. Heritage Secretary
- vi. Minutes Secretary
- vii. Standard Bearer

1. If, due to unforeseen circumstances, the Chief is not available to fulfill the duties of their office, the next available officer on the above list, starting at Organising / Secretary, shall assume the duties of the Chief until the Chief is able to resume their duties or a new Chief has been appointed.

(B) The office-bearers shall be elected at the Annual General Meeting of the Association.

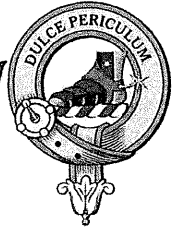
Clan Chief

- (1) The Clan Chief shall be elected every four years with such election coinciding with a Clan Gathering and, where practical, domiciled in Scotland, in accordance with guidance issued by the Lord Lyon.
- (2) Applicants should, but are not required to, have the name MacAulay, or a variation, as a surname.
- (3) Any Clan member is entitled to propose and second candidates for Chief.
- (4) All members of the Clan MacAulay Association are entitled to vote.

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(9) Clan Commissioners & Chieftains

It shall be the responsibility of the Chief to appoint, with the consent of the Executive Committee, Clan Commissioners and Chieftains for the purpose of promoting the "Objects of the Association" outside of Scotland. Any such appointment shall continue until the appointee resigns or is withdrawn by the Chief with the consent of the Executive Committee. In the event of a new Chief being elected they shall be required, with the consent of the executive committee, to confirm or withdraw all such appointments.

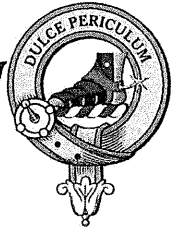
(10) Executive Committee

- (A) The Executive Committee shall consist of not more than 12 members, including the Association office-bearers and other members to be elected at the Annual General Meeting.
- (B) In the event of a full committee not being elected at the Annual General Meeting the Executive Committee shall have powers to co-opt additional members
- (C) The quorum for meetings of the Executive Committee shall be four.
- (D) Meetings of the Executive Committee shall be held as required to conduct the business of the Association. Such meetings shall be held not less frequently than three times annually.
- (E) At least 14 days notice prior to each meeting of the Executive Committee shall be given by the Association Secretary to the Executive Committee.
- (F) Executive Committee Meetings may take place in person, via conference / video call, or a combination of both as decided by the majority of Executive Committee Members.
- (G) A "Special Business Meeting" for consideration at a meeting of the Executive Committee must be provided to the Association Secretary in writing not later than 28 days before the date of the scheduled meeting and detailed in the notice calling the meeting.
 - i. "Special Business Items" shall include the following topics and may only be discussed at a meeting called by due notice as outlined in clause 10 (G).
 - a. Any proposal to alter this constitution.
 - b. To rescind decisions taken at previous meetings.
 - c. A proposal to suspend office bearers or committee members of the Association.
 - ii. All proposals dealt with as "Special Business Items" shall require a majority of two-thirds of committee members present to be effective.
- (H) The Executive Committee will decide on the location of future bi-annual Clan Gatherings.

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(11) Finance and Property

- (A) Any heritable property owned by the Association shall be in the names of three office-bearers, one of whom shall be the Treasurer, and their successors in office. The Treasurer shall be responsible for the safe keeping of any title deeds to property which shall normally be lodged with the Association's Solicitor.
- (B) The funds of the Association shall be lodged in a Scottish Bank and all withdrawals shall require two signatories, one of whom shall be the Treasurer. The Treasurer shall be responsible for keeping proper books of account, settling all necessary expenses and outlays due by the Association.
- (C) The funds of the Association shall be used only for the "Objects" as detailed in this constitution. Annual accounts shall be submitted at the Annual General Meeting of the Association. A financial report will be given by the Treasurer at each meeting of the Executive Committee.
- (D) The financial and administrative year shall be 1st April to 31st March

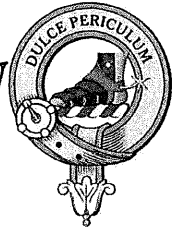
(12) Annual General Meeting

- (A) The Association shall hold Annual General Meetings (AGM). For the years in which a Clan Gathering is being held, the AGM shall take place during the Clan Gathering. At each Annual General Meeting the office bearers shall submit their reports for the preceding financial and administrative year. At least four weeks notice of the date, time and venue of the Annual General Meeting shall be given in writing to all members of the Association. The detailed agenda for the Annual General Meeting shall be sent to all members of the Association at least fourteen days before the date of the Annual General meeting.
- (B) The circulated agenda for the Annual General Meeting shall contain a list of all nominations for office bearers and resolutions on Association affairs and policy matters for consideration at the Annual General Meeting, which have been notified in writing to the Association Secretary. In the event of written nominations not being made for office, oral nomination, duly seconded, shall, with the consent of the nominee, be accepted.
- (C) Where practical, a Parliamentarian shall be appointed for the Annual General Meeting from those members present. This person shall assist in drafting and interpreting this Constitution and Rules of Order in the planning and conducting of meetings.

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(13) Purpose of Annual General Meeting

The purpose of the Annual General Meeting shall be:

- (A) To receive reports of office-bearers.
- (B) To consider Special Business and resolutions proposed by members and submitted in accordance with the Association procedures (section 10(G)).
- (C) To elect office bearers and executive committee members as provided in this constitution.
- (D) To agree an annual members subscription.
- (E) To produce a financial statement.

(14) Purpose of Clan Gatherings

The purpose of Clan Gatherings shall be:

- (A) To meet with the Chief, to promote harmony and socialise with kinsfolk.
- (B) To hear an overview of association affairs from the Chief
- (C) To advance the objectives of the association.

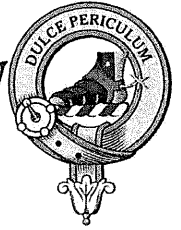
(15) Conduct of Meetings

- (A) The Chief shall act as chair of Executive Committee Meetings and the chair shall be the deciding authority on points of order.
- (B) The Chief may appoint any member of the Executive Committee to chair Executive Committee meetings if they so wish, subject to acceptance by that member. Should the Chief not be available and has not appointed an Executive Committee member to chair the meeting in their absence, then the meeting shall be chaired by the highest-ranking member present as noted in Section 8.
- (C) Except where otherwise specified, all issues involving voting at an Executive Committee Meeting or Annual General Meeting will become effective by a simple majority and unless otherwise agreed at the meeting, voting will be carried out by a show of hands.
- (D) Each member will be entitled to one vote at the Annual General Meeting, and in the event of an equality of votes, the chair of the meeting shall have the deciding vote.
- (E) Members whose subscriptions are in arrears shall not be entitled to vote or have any voice in the affairs of the Association.

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(16) Attending Meetings

Any executive member who does not attend any of the Executive Committee Meetings held throughout the year and who does not respond to notification of meetings by way of giving apologies for absence shall be deemed to be a lapsed member of the Executive Committee. It shall therefore be the responsibility of the Secretary or the Chief to start due process to establish the future position of the lapsed member.

(17) Branches

- (A) The Executive Committee of the Association has the power to set up overseas branches.
- (B) All branches and / or local Associations must accept the constitution and act in accordance with it.
- (C) Only paid members of the Association shall be given authority to run branches / local Associations.
- (D) The Association shall have jurisdiction over all its branches / local Associations.

(18) Clan Property

- (A) All relics, historical documents, books, work of art or other property relevant to the Association which may from time to time come into the possession of the Association, shall be kept under the care of the Chief or other place as decided by the Chief and the Executive Committee.
- (B) An inventory of all such property should be maintained and this inventory should be shared annually with each Executive Committee member.
- (C) All books or works published by the Association shall be the responsibility of the Executive Committee. Copyrights to be retained by the Association.

(19) Press and Public Communication

Only members of the Association authorised in writing to do so by the Executive Committee may make statements on behalf of the Association in public or to the press

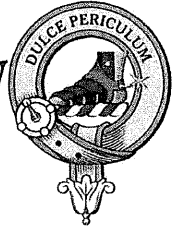
(20) Dissolution

In the event of dissolution, the Executive Committee shall be responsible for concluding the Association' affairs and to distribute all available assets to the Clans Association or other such bodies who are furthering the aims of Scottish Clans.

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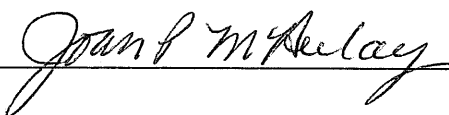


ADOPTED BY THE CLAN MACAULAY ASSOCIATION

Date of meeting August 12, 2017

Place of meeting Carrickfergus, County Antrim, Northern Ireland

Signed  Chief Hector MacAulay

Signed  Secretary Joan McAulay