



# CLAN PRINGLE ASSOCIATION

## CONSTITUTION

### ARTICLE 1 ASSOCIATION NAME, HEADQUARTERS AND AREA OF ACTIVITY

a) Name

The name of the Association shall be the "Clan Pringle Association".

b) Headquarters

The headquarters of the Association shall be based in Scotland.

c) Area of Activity

The area of activity shall be worldwide.

### ARTICLE 2 PURPOSE OF THE ASSOCIATION

To preserve the Pringle family's traditions, sites, artifacts and records and to study its history, culture and relationships with other Scottish families and similar organisations by scientific, genealogical, archeological and other research and make the results available to interested parties. The work to advance the knowledge of Scotland's culture and heritage will be disseminated as widely as possible.

### ARTICLE 3 FINANCES OF THE ASSOCIATION

a) Revenues

The revenues of the Association shall be derived from membership subscriptions, funds raised from social activities, donations and any other source of income accepted by the Board of Trustees.

b) Expenditures

Funds of the Association shall be expended to realise the purpose of the Association, as stated above.

c) Investments

The funds of the Association shall be deposited in its name in any bank approved by the Board of Trustees. The Board is empowered to invest surplus funds in secure investments.

d) Assets

None of the Association's assets may be distributed or otherwise applied (on being wound up or at any other time) except to further its charitable purposes.

#### **ARTICLE 4 MEMBERSHIP CONDITIONS**

A member must fulfill the following conditions, being:

- a) A Pringle, a variant name or anyone interested in the Association's Purpose.
- b) At least 18 years of age.
- c) One who has applied for membership of the Association on the prescribed form.
- d) One who has accepted the Constitution of the Association.

#### **ARTICLE 5 MEMBERSHIP APPLICATIONS**

Applicants fulfilling the membership conditions may apply for membership.

The application form must be completed in full and presented to the Secretary of the Association together with any payment due. The Secretary may submit the application to the Board of Trustees which has the right to reject an application without stating any reason.

An application is rejected if vetoed by two Trustees, or by one member if three or fewer trustees are present. No application once rejected may be reconsidered until one year has elapsed.

#### **ARTICLE 6 MEMBERSHIP FEES**

Association membership fees will consist of a fee for annual membership which shall be used to finance the Association's activities.

At all times, the Board of Trustees shall be empowered to decide the level of membership fees and any other charges. Membership fees must be paid in full for the year and are not refundable.

Only current fully paid up members may enjoy the privileges of membership.

#### **ARTICLE 7 MEMBERSHIP TERMINATION**

The Board of Trustees reserves the right to terminate membership in cases of:

- a) An invalid application, if a member does not fulfill one of the conditions of membership.
- b) Persistent failure to observe the rules for members following two prior written warnings.
- c) Gross misconduct, without prior warning.

## **ARTICLE 8 ANNUAL GENERAL MEETING (AGM)**

The Board of Trustees shall convene an Annual General Meeting during the nine months following the end of the Association's financial year in order to present the annual accounts, Board of Trustees' reports and External Examiner's report; to appoint and elect members of the Board in place of those who have resigned or whose period of office has expired; to appoint the External Examiner; and any other business which the Board has listed on the agenda.

## **ARTICLE 9 EXTRAORDINARY GENERAL MEETING (EGM)**

An Extraordinary General Meeting may be convened as follows:

- a) By the Board of Trustees.
- b) Upon written application to the Board of Trustees, specifying the reason, by 25% of the members who have the right to attend a General Meeting or by 20 such members, whichever is the lesser number.
- c) By the Patron (Clan Chief or Clan Chief Apparent), if the Board of Trustees fails to respond to the application under item b).

An EGM shall be convened to amend the Constitution of the Association, to wind-up the Association, to merge the Association with another, to dismiss members of the Board of Trustees, or for any other reason.

## **ARTICLE 10 GENERAL MEETINGS: ATTENDANCE AND VOTING RIGHTS**

- a) Right to attend and vote  
Any member who fulfills the conditions of membership, and has paid their membership fee, has the right to attend and vote at AGMs and EGMs.
- b) Email Voting  
A member who is unable to attend may vote by email using the member's own nominated email address.

- c) Conflict of Interest  
No member may vote on any agreement or legal action to which he/she is a party, nor any matter in which he/she may have a personal interest or benefit, except for the election of the Association's Board of Trustees.
- d) Virtual Meetings  
The Board may hold virtual meetings for all those entitled to attend and vote by suitable electronic or other means so that the physical presence of some or all members is not necessary provided that adequate means exist to properly conduct the entire meeting.

#### **ARTICLE 11 GENERAL MEETINGS: NOTICE AND AGENDA**

Notice of a General Meeting shall be given at least thirty days in advance, stating the date, time and location of the meeting, together with the agenda. A copy of the notice should be displayed on the Clan Association website and communicated to the members by the most effective means available.

Any matter not notified on the agenda shall not be discussed at the General Meeting without the unanimous agreement of members present.

#### **ARTICLE 12 GENERAL MEETINGS: QUORUM**

A General Meeting shall not be considered legal unless more than 50% of the members are present in person or by proxy. If there is no quorum, the meeting should be postponed for a minimum period of one hour and the members present shall form a quorum.

#### **ARTICLE 13 GENERAL MEETINGS: RESOLUTIONS**

Resolutions of the General Meeting shall be decided by a simple majority vote of the members present and those voting by proxy or by email.

A vote of 75% of the members present is required to amend the Constitution of the Association, to wind-up the Association, to merge the Association with another, or to dismiss members of the Board of Trustees.

Decisions of the General Meeting shall be recorded in the minutes by the Secretary and signed by the Chairman. Minutes of the meeting will include the names of members present. Minutes will be displayed on the Clan Pringle Association website.

#### **ARTICLE 14 BOARD OF TRUSTEES: COMPOSITION**

- a) Number

The Association shall be governed by a Board of Trustees comprising not less than four and not more than twelve members of the Association.

b) Qualities

Members of the Board of Trustees shall be persons of good standing, integrity and competence, who will uphold the Constitution of the Association and fulfill an active role in the management of the Association.

c) Positions

The Board of Trustees shall be composed of the Patron (Clan Chief or Clan Chief Apparent) ex officio, Chairman, Secretary and Treasurer of the Board and others up to twelve Trustees in total including the Chairpersons of Standing Committees established. No member of the Board of Trustees shall hold a position in the Association for which he receives remuneration.

## **ARTICLE 15 BOARD OF TRUSTEES: APPOINTMENT**

a) Election

Apart from the Patron, the founders shall elect from among themselves the first Board of Trustees who will serve for the first three years. Thereafter, Trustees shall be elected to their term of office at the Annual General Meeting by the eligible members of the Association.

b) Co-option

If a vacancy arises during the year, the Board of Trustees may co-opt a member of the Association by a simple majority vote of the Board. Co-opted members will serve until the next AGM when they may be proposed for election.

c) Term

The term of office for Board Trustees subsequent to the first term shall also be three years. Apart from the Patron, no Board member may serve more than three consecutive terms. No Board member whose term of office has thus expired shall be re-elected until one year has elapsed, unless there are no other candidates for the position.

d) Resignation or Termination

On resignation, or termination for whatever reason, of a Trustee, the vacant position may be filled by the co-option of a replacement.

## **ARTICLE 16 BOARD OF TRUSTEES: MEETINGS**

a) Trustees meetings

The Board of Trustees shall meet at least once a year at the AGM. Regular Trustee business shall be conducted by email and

telephonic discussions. In addition, a special Board meeting may be convened if necessary.

- b) Board Resolutions  
Resolutions shall be decided by a simple majority vote of circular resolutions except for AGMs and EGMs. If the votes are tied, the Chairman shall have the casting vote.
- c) Conflict of interest  
No Trustee may vote on any matter in which he/she may have a direct or indirect financial interest.

## **ARTICLE 17 DUTIES OF THE BOARD OF TRUSTEES**

The Board of Trustees is empowered to make all final decisions except those which under the Constitution require the approval of the General Meeting. Duties of the Board shall be:

- a) Management  
To manage the administrative and financial affairs of the Association and to prepare the internal regulations.
- b) General Meetings  
To convene AGMs and EGMs, to prepare the necessary reports, and to execute the resolutions of General Meetings.
- c) Documentation  
To ensure that administrative and financial documents regarding the affairs of the Association are properly maintained and kept in the Association's headquarters or other secure place; and to allow Association members to inspect such documents, either in person or electronically, within thirty days of receipt of a written application.
- d) Standing Committees  
To form Standing Committees in the USA, Canada, Southern Africa, Australia/New Zealand and other countries or regions as deemed necessary, each of which shall appoint a chairman who will be ex officio a Trustee. Standing Committees will come under the overall governance of the Board of Trustees. Standing Committee Chairmen will present their reports to the Board of Trustees for approval at the AGM.
- e) Executive Committee  
The Board of Trustees may delegate any or all of its powers and duties to an Executive Committee formed of the Chairman, Secretary and Treasurer of the Board of Trustees. The Executive Committee may make a Board decision in the event of an urgent matter which cannot be postponed until the next full Board meeting, which will be presented for ratification at the next meeting of the Board of Trustees.

## **ARTICLE 18 DUTIES OF THE PATRON**

The Patron shall represent the Clan at official functions, promote the Association locally and internationally and generally speak on behalf of the worldwide Clan. He may attend Board of Trustees and general meetings in an ex officio capacity. He may not vote but the Board of Trustees is obliged to take into account his views.

## **ARTICLE 19 DUTIES OF THE CHAIRMAN**

The specific duties of the Chairman shall be:

- a) To represent the Association.
- b) To convene and preside at Board meetings and General meetings; to approve the agendas and to sign the minutes.
- c) To act as a signatory on contracts and agreements approved by the Board.
- d) To act as a signatory on cheques and financial documents.

In the Chairman's absence, the Board members present will elect a deputy from among themselves.

## **ARTICLE 20 DUTIES OF THE SECRETARY**

The specific duties of the Secretary shall be:

- a) To send out notices for Board meetings and General meetings, to prepare the agendas and to take the minutes.
- b) To maintain the Association's membership list.
- c) To receive and process applications for membership.
- d) To present noteworthy correspondence to the Board and to prepare replies.

## **ARTICLE 21 DUTIES OF THE TREASURER**

The specific duties of the Treasurer shall be:

- a) To be responsible for the Association's financial affairs and to exercise general supervision over the accounts and stocks.
- b) To be responsible for bank transactions.
- c) To act as a signatory on cheques and financial documents.

- d) To prepare the annual budget for Board approval.
- e) To prepare the revenue and expenditure accounts and balance sheet for the External Examiner.
- f) To propose the External Examiner for approval at the AGM.

## **ARTICLE 22 EXTERNAL EXAMINER**

The External Examiner shall be approved by the first Board of Trustees and thereafter at the AGM for the following years. The External Examiner shall not be a member of the Board of Trustees. If at any time the Association has no External Examiner, the Board of Trustees may appoint one for approval at the next AGM.

The External Examiner will conduct an examination of the accounts and present an annual report to the Board of Trustees before the AGM together with his comments in accordance with the Charities legislation.

## **ARTICLE 23 WINDING-UP OF THE ASSOCIATION**

A vote of 75% of the members present is required to wind-up the Association.

If on winding-up of the Association, any assets remain after the satisfaction of all debts and liabilities, such property shall not be distributed amongst the members of the Association but shall instead be transferred to some other charity or charities with a similar purpose or purposes.

## **ARTICLE 24 LEGAL REQUIREMENTS**

At all times the Association should comply with the requirements imposed under the law of the land in which it has its headquarters.

## **ARTICLE 25 SUBSCRIBERS TO THE CONSTITUTION**

The following Pringles hereby subscribe to this Constitution:

NB: The personal details of the subscribers have been deleted for privacy under EU GDPR from this online version. A signed copy of this Constitution can be obtained from the Secretary.

**CERTIFIED AS A TRUE COPY OF THE CONSTITUTION**  
adopted by the Trustees of the Clan Pringle Association on 31<sup>st</sup> July 2019:

Signed by the Chairman and Secretary.