

WHITGIFTIAN ASSOCIATION

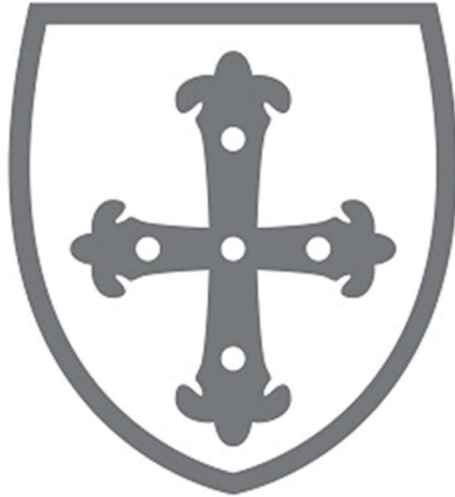


CONSTITUTION

[CONSOLIDATED TEXT]

NOTE

This consolidated version of the WA Constitution incorporates all amendments made to it since its approval at the WA's 2012 AGM, up to and including those agreed at the WA's 2019 AGM.



WHITGIFTIAN ASSOCIATION

CONSTITUTION

1. Name and Colours

The Association shall be called "Whitgiftian Association". Its colours shall be the heraldic colours 'azure', 'argent', 'sable', and 'or' in stripes of such arrangement and proportion to each other as are shown in a pattern registered by the Association.

2. Objects

The objects of the Association shall be: -

1. To encourage communication between former and current Whitgiftians and to maintain their interest in the School and the work of the [John] Whitgift Foundation;
2. To organise functions for, and gatherings of, Old Whitgiftians;
3. To aid and encourage the activities of Old Whitgiftian clubs and societies;
4. To maintain a register of former pupils of Whitgift School;
5. To promote the interests of former and current Whitgiftians and of the School;
6. To support fundraising efforts to build bursaries and other provision to current and future Whitgift schoolboys through [the Association], [Whitgiftian Association Trust], the School or other route as decided by the Committee. Support shall not mean the use of subscriptions paid by members of the [Association] or assets to directly fund bursaries.
7. Subject to [the] Association gaining ownership and control of Whitgift Sports Club Limited, to support the said club in any way that the Committee shall in its absolute discretion resolve.

3. Membership

(a) Eligibility

Membership of the Association shall be open to former pupils and pupils of Whitgift School, members and former members of the teaching staff at the School and to members and former members of the Court of Governors of the [John] Whitgift Foundation.

(b) Categories

The Association shall comprise the following categories of membership:

- | | |
|-------------------------|--|
| 1. Full | Residing within 20 miles of Haling Park |
| 2. Country and Overseas | Residing more than 20 miles from Haling Park |
| 3. Under 28 | Under the age of 28 on Sept 1 st of the current year |
| 4. Life | Paying a lump sum in advance for life membership |
| 5. Sports | Full playing members of the Whitgift Sports Club, who satisfy 3(a) above |
| 6. Patrons | Those wishing to support the Association and maintain communications |

(c) Rights

Subject to the provisions of section 4(c) and (d) below and to the provisions of any scheme having effect under section 4(e) below, members have the following rights:

- (i) All Members (Except Patrons):
- a. to wear the colours and ties of the Association, to receive the Annual Report and Accounts and to receive notice of and to attend and vote at general meetings
 - b. to a Whitgiftian Association Membership Card which provides access to events arranged by the Association and to the Whitgift Sports Club and allows a discount on bar purchases and reduced letting fees at the Whitgift Sports Club premises at Croham Road
 - c. to membership of the Affiliated Societies of the Association on payment of an appropriate subscription
 - d. to receive the Association's newsletters, publications and regular communications by e-mail
 - e. to invitations to reunions, regional and other events arranged by the Association for which members receive discounted ticket prices
 - f. to invitations to events and activities at the School and the Whitgift Sports Club
 - g. to participation in careers and mentoring programmes.

(ii) Life Members:

All rights as above but without the payment of an annual subscriptions.

(iii) Patrons:

- a. to wear the colours and ties of the Association
- b. to receive Association newsletters
- c. to receive invitations to reunions

(d) Election

- (i) Election to any class of membership shall be by majority vote of the Committee.
- (ii) The Committee may confer Honorary Membership, such membership shall entitle the holder to the rights of All Members set out in Para 3c(i) above but without payment of any fee, lump sum or an annual subscription.

(e) Expulsion and Suspension

- (i) The members shall have power, but only by a resolution at a General Meeting, to expel a member subject to there being a majority for expulsion of at least three quarters of those present and voting.
- (ii) The Chairman may suspend any member from the enjoyment of some or all of his rights of membership for such a period as the Chairman thinks appropriate if the member in the opinion of the Chairman has behaved himself in a manner detrimental to the interests or reputation of the Association. Any such suspension shall be reported to the next meeting of the Committee who may endorse, vary or revoke the Chairman's decision.

4. Subscriptions

(a) Scale

Members shall pay such sums by way of registration fee and annual subscription as the Committee shall from time to time determine. Members joining on or after 1st March in any year shall be liable only for one half of their subscription for that financial year ending 31st August.

(b) Payment

All subscriptions shall become due and payable on such date or dates and in such manner as the Committee shall from time to time decide. It is the responsibility of members to advise the committee of any change of postal or e-mail address, or telephone number.

(c) Late Payment

Any member who has not paid a subscription due from him within two months of the due date shall cease to enjoy any of the rights of membership deriving from that subscription. The Committee shall have power to reinstate such rights upon payment of the subscription.

(d) Direct Debiting Scheme

The Association operates a direct debit scheme for the purpose of collecting subscriptions for any category of membership and/or any other amounts due to the Association. The Association may enter into any indemnity required for the operating of such a scheme, to be executed on behalf of the Association by the Hon Treasurer and/or any other Officer authorised so to do by the Committee. Annual Subscriptions may be paid under the authority of a direct debit mandate lodged with a member's bank in favour of Whitgiftian Association.

(e) Advance Payments

The Committee may operate, amend or revoke a scheme whereunder subscriptions are paid on behalf of current Whitgiftians in advance of their election to membership.

5. Management

(a) Officers and Committee

- (i) The Officers of the Association shall be the President, the Immediate Past-President, the Senior Vice-President, the Chairman, the Deputy Chairman, the Hon Secretary, the Hon Treasurer and a nominee of Old Whitgiftian Trustees Limited
- (ii) The Committee shall comprise the Officers, the Chairman of the Whitgift Sports Club Ltd (ex-officio), up to four other members who may be co-opted and up to four members elected at the Annual General Meeting of the Association.

(b) Election of Officers and Vice-Presidents

- (i) The Committee shall nominate candidates for election as Officers, Vice-Presidents and members of the Committee and the names of the candidates shall be given to the members of the Association in the notice convening the Annual General Meeting. Members may by notice in writing to the Secretary before 1st October (or such later date as the Secretary shall allow) propose for consideration by the Committee the names of candidates for nomination as Vice-Presidents but shall not themselves nominate candidates for election. Members may nominate candidates for election as Officers and members of the Committee by giving notice in writing to the Secretary not less than seven clear days before the date of the Annual General Meeting and place them before the Annual General Meeting for a proposer and a seconder.
- (ii) The President shall be elected annually. He shall not serve for more than one term unless the Association resolves in general meeting that there are exceptional circumstances which make it desirable for him to be re-elected for a second or subsequent term. The Committee shall also have the power to extend the term of a President for up to twelve months. The President shall take the Chair at any meeting of the Association and at the Association's Annual Dinner.
- (iii) The Chairman shall be elected annually. He shall not serve for more than three consecutive terms unless nominated for re-election for a further term or terms by more than a two-thirds majority of those present and voting at the meeting of the Committee which considers his nomination. The Chairman shall take the chair at any meeting of the Committee and shall be ex-officio a member of any sub-committee. He shall, subject to the Committee, be responsible for the day to day management of the Association.
- (iv) The Hon Secretary and Hon Treasurer shall be elected annually.

- (v) Subject to the approval of the Committee, any Officer may appoint a deputy to undertake such functions as the Officer may delegate to him, including attendance at meetings.

(c) Casual Vacancies

In the event of a vacancy in any office arising during the year, the Committee may appoint a person to hold that office until the next Annual General Meeting. Casual vacancies amongst elected members of the Committee may similarly be so filled by the Committee.

(d) Committee and Sub-Committees

- (i) The Committee may appoint one or more sub-committees and may arrange for the discharge of any of its functions by a sub-committee so appointed. A sub-committee may include persons who are not members of the Committee or of the Association.
- (ii) The Committee and any appointed sub-committee may co-opt any person to its membership.
- (iii) The Committee may establish procedures for the calling and conduct of its meetings and of any appointed sub-committees. The Committee shall meet not less than four times in each calendar year and the quorum for a meeting shall be five members including at least one Officer.
- (iv) In the event of the Chairman and Deputy Chairman not being present, the Committee shall elect one of its members present to chair the meeting

(e) Committee and Officers' Powers

- (i) The Committee shall have specific powers to raise funds, to buy or lease property or to sell or otherwise dispose of property, to borrow money, to collaborate with third parties, to establish charitable trusts, to lend money to associated companies or bodies on such terms as the Committee may determine in their discretion and to obtain and provide such services as are necessary to carrying out the work of the Association and to operate bank accounts and to do all such lawful things as are necessary for the achievement of the Association's objects.
- (ii) The Committee shall have the sole right to appoint and remove the directors of Old Whitgiftian Trustees Limited

8. Meetings

(a) General Meetings

- (i) There shall be an Annual General meeting of the Association which shall be held after the end of August but before the end of December in each year.
- (ii) An extraordinary general meeting of the Association may be called by the Committee or at the request of not less than thirty members who shall have signed a request stating the object of such a meeting, which request shall be sent to the Hon Secretary. The notice of the meeting shall be given within twenty-eight days from the receipt by the Hon Secretary of a request.
- (iii) At least fourteen days' clear notice of a general meeting shall be given to each member, stating the date, time and place of the meeting and the business to be placed before it.

- (iv) The Committee shall each year send to members Notice of the Annual General Meeting and copies of the Annual Report & Accounts for the last financial year for approval or otherwise at the Annual General Meeting. Such Notice and Annual Report & Accounts may be given either by way of an e-mail to the member's last known e-mail address or by placing a copy of the same on the Association's website. A member may request that a copy of any such Notice or Report be sent to him by post, but delivery in this way shall not affect the validity of any notice given by email or by posting on the website.
- (v) A matter coming before a general meeting shall, save in the case of a proposed amendment to the Constitution, be decided by a majority of the members present and voting thereon and in the case of an equality of votes the Chairman shall have a casting vote.
- (vi) The quorum for a general meeting shall be twelve members.

7. Auditors and Accounts

At the Annual General Meeting an independent examiner shall be appointed to examine the accounts of the Association, and a statement of the accounts for the year ending 31st August certified by the independent examiner shall be included in the Annual Report and Accounts.

8. Affiliated Societies

The Committee may approve a society as being an affiliated society and may withdraw such approval. The following societies are deemed to have been so approved:

- Old Whitgiftian Fencing Club
- Old Whitgiftian Golfing Society
- Old Whitgiftian Rugby Fives Club
- Old Whitgiftian Squash Club
- Old Whitgiftian Tennis Club
- Old Whitgiftian Veteran Rifles Club
- Old Whitgiftian Biologist Association
- Old Whitgiftian Linnaean Society
- Old Whitgiftian Musical Society
- Old Whitgiftian Prayer Fellowship
- Old Whitgiftian Chess Club
- OWA Corps of Drums Society
- Whitgiftian Benevolent Society
- Old Whitgiftian Sailing Club

9. Constitution

(a) Notification

A copy of the Constitution of the Association shall be posted on the Association's notice board and on the website and shall be sent to any member on his written request.

(b) Alteration

The constitution shall not be altered except by resolution passed by a majority of at least 75% of those present and entitled to vote at a general. Notice of a proposal to alter the Constitution must have appeared in the notice convening the general meeting.

(c) Interpretation

- (i) Any dispute concerning the construction or application of the Constitution shall be determined by the Committee whose decision shall be final.
- (ii) In this Constitution, unless the contrary intention appears, words importing the masculine gender include the feminine and words in the singular include the plural and words in the plural include the singular.

10. Immunity and Indemnity

Officers and members of the Committee shall be indemnified by an indemnity insurance policy arranged by the Association in respect of any costs incurred by them and any damages awarded against them (including any sums paid under a reasonable settlement) being costs or damages incurred or awarded in respect of anything done or omitted to be done by them in the exercise or purported exercise of their function under this Constitution provided that they shall have acted reasonably and in good faith.

11. Property

The land and investments of the Association are to be held by Old Whitgiftian Trustees Limited on behalf of the Association.

12. Winding Up

The property and income of the Association does not belong to its members and, in the event of the winding up of the Association, any surplus funds will be transferred either to Whitgiftian Association Trust, Whitgift Sports Club Limited, Whitgift School, or to the [John] Whitgift Foundation as the Committee shall determine.