

OLD STAMFORDIAN CLUB

RULES

1. Name

1.1 The Club is called the 'Old Stamfordian Club' (OSC).

2. Objectives

2.1 The objectives of the Club are to be a fellowship and friendship organisation, providing networking and support for all its members. In addition, the Club recognises its position as a member of the Endowed Schools Community and the key supportive role it can play through engaging with others in that Community.

2.2 The Club will operate on a 'not for profit basis'.

3. Membership

3.1 All former students of Stamford School are automatically eligible for ordinary membership of the OSC, once they have attained the age of 18 years. Membership of the OSC is voluntary and students about to leave the School will be invited to complete a form to indicate their wish to take up membership. Former students may also opt in to membership at any time after leaving by completing a membership form, and those who may be uncertain of their membership status can have it confirmed by completing the form. All such forms need to be submitted to the SES Development Office where members' data will be held and processed securely in line with all current data protection laws. (The right to membership may not be granted automatically to those who have been expelled from the School. In such cases, the former student concerned should, if interested in becoming a member, submit an application to the OSC Secretary, who in turn will consult the Principal.)

3.2 Teaching staff at the School will automatically be associate members of the Club for life, but have no voting rights.

3.3 Former staff can apply to the OSC Secretary for ordinary membership of the Club. Any such application will be considered by the Committee before membership is granted.

3.4 The Principal and the Head of Stamford School will be ex-officio, Honorary Life Members.

3.5 Honorary Life Membership (HLM) can be awarded in recognition of special service to the OS Club and/or the School. The grant of HLM bestows full membership rights upon the recipient, if they are not already an ordinary member.

3.6 The Committee may by unanimous vote refuse, suspend or terminate membership on the grounds that the member's conduct, in the opinion of the Committee, was injurious to the good name of the OSC or otherwise renders them unfit for membership. When the Committee is voting on such matters, the Chairman will give particular attention to potential conflicts of interest. Any proceedings taken under this Rule will be determined by the Committee and are to be conducted in line with the principles of fairness and natural justice with the member concerned given time and opportunity to understand the case brought against them and to defend themselves against any accusations made.

3.7 Only members of the Club are entitled to wear Club colours.

4. Officers of the Club

4.1 The following will be Officers of the Club ex-officio:

- The Principal will be the Honorary President of the Club
- The Head of Stamford School will be the President of the Club
- Any Honorary President or President retiring from the Endowed Schools will be Vice-President for life
- Members of the Club who are deemed to have given especially meritorious service may be elected to the office of Vice-President
- The immediate past Chairman will be an Officer of the Club for as long as his successor is Chairman

4.2 The following are the Elected Officers of the Club:

- Chairman
- Vice Chairman
- Secretary
- Treasurer
- Chairman of the Reunion Organising Sub-Committee
- Communications Officer
- Events (Sports) Officer

5. The Committee and its Responsibilities

5.1 The Club will be managed by a committee and it will transact all the necessary business of the Club.

5.2 The Committee will meet at least once a year for this purpose but otherwise, in its management of the Club, it will decide on the frequency and agenda of its meetings, ensuring at all times that the operation of the Committee is consistent with the overall objectives of the Club and these Rules.

5.3 The Committee will exercise oversight of the operations undertaken on its behalf by the Stamford Endowed Schools' (SES) Development Office. The agreed terms are set out in a Service Level Agreement ("The Collaboration Agreement"), which is subject to an annual review. The Director of Development and External Relations, and the Community Engagement Manager will normally attend Committee Meetings to assist in this process.

5.4 The Committee is empowered to manage and spend Club funds in line with the OSC's objectives and these Rules and to make investments that are considered low risk. The Committee will receive regular reports from the OSC Treasurer at its meetings. (see also Section 7 Finances below)

5.5 An emergency meeting of the Committee can be convened at the discretion of the Secretary or by him at the request of any 2 members of the Committee.

5.6 The lower of eight voting members or one third of the number of voting Committee Members in post rounded up to the nearest full number will constitute a quorum and can include any members that the Chairman has agreed can contribute by electronic means.

5.7 The Committee will comprise the elected and ex-officio officers, 2 members nominated by the London Old Stamfordians, together with 8 other elected members and any other members, who have been co-opted onto the Committee. Co-opted members have no voting rights.

5.8 The Committee will consider nominations for Honorary Life Membership and those nominations that are considered deserving by the Committee will be put before the AGM for ratification. Ratification of HLM status at the AGM requires support from at least 2/3 of those voting.

5.9 Those proposed for Honorary Life Membership will be expected:

- In the case of teaching staff – to have been employed at the School for at least 15 years and to have worked outstandingly in the service/interests of the OSC and/or the School
- In all other cases - to have given outstanding service to the OSC and/or to have promoted the standing, reputation and prosperity of the School

5.10 The Committee may arrange to indemnify committee members by taking out Trustee Indemnity Insurance at the Club's expense, against their personal liability incurred through a breach of trust, breach of duty or negligence (or other provisions set out in the Policy), when acting in their capacity as committee members. Such indemnity would be rendered void if prohibited by other legislation or as a result of fraud, dishonesty or deliberate wrongdoing on the part of the committee member(s) concerned.

6. General Meetings

6.1 Annual General Meetings (AGM)

- The AGM of the Club will take place on the Saturday of the annual Reunion Weekend. A quorum at the AGM will be fifteen members. If, due to circumstances beyond the control of the Committee, no AGM has been held 18 months since the last AGM, the Committee may authorise the holding of an AGM, irrespective of date, without delay.
- Voting on the business before all General Meetings will take place by those present through a show of hands (unless stipulated differently elsewhere in these Rules). Those entitled to vote at a General Meeting are: Ordinary Members, the Hon. President, the President, Vice Presidents, Hon. Life Members who are not Ordinary Members and any Elected Officer or Elected Committee Member not otherwise eligible to vote (during their period of office).
- The Elected Chairman (or an agreed deputy) will take the chair at this meeting and at all other types of meeting of the Club. He may exercise his personal vote at his discretion, whilst being aware of the need to convey impartiality. In the event of a tied vote, the Chairman can exercise a casting vote to resolve the matter.
- The Chairman will make a report at the AGM, detailing the work of the Committee and the main activities of the Club, during the previous year.
- An Auditor [Independent Examiner] will be appointed at the AGM. The Club Treasurer will present to the AGM an annual account that has been subjected to an independent examination, together with his report.
- The AGM will also consider a proposal from a member not relevant to 8 below, that has been submitted to the Secretary in writing, at least 2 months prior to the date of the meeting.
- The Elected Officers of the Club (in 4.2 above) and the 8 members of the Committee will be elected at the AGM. They will automatically resign at the end of each Club year and will be eligible for re-election, subject to the provisions of the Rule below. Should the Secretary receive more nominations than there are positions, then the procedure in the Appendix to these Rules will be followed.
- Should an Officer post become vacant between AGMs, due to resignation or otherwise, then the Committee may appoint another person with full voting rights as if they had been elected. This appointment will last until the following AGM when the appointee will stand down with other elected members.

- Any member of the Committee who has sat continuously for 7 years, without holding an Officer position, will not be eligible for re-election for a period of one year. (Those not eligible for re-election will not exceed two in any one year)

6.2 Extraordinary General Meetings (EGM)

- The Committee have the power to call an EGM of the Club. If the EGM is called by the Committee to deal with unresolved business from the previous AGM, then a quorum will be the same as that for an AGM.
- For all other matters and in all other respects, the Committee will comply with the conditions set out below.
- The Secretary will also call an EGM upon receipt of a requisition to do so, that identifies the single issue to be debated and is signed by at least 100 members. The meeting must take place within 60 days of the requisition being received, with not less than 21 days' notice being given to all members of the date, time and venue. This notice can be given by email or post. A quorum at an EGM will be 30 members.

7. Finances

7.1 The OSC is mainly funded by an agreed budget provided by SES through the Development Office. This budget covers most of the OSC's mainstream activities and is subject to an annual review by the Community Engagement Manager and the OSC Treasurer. Expenditure from the budget will be identified in the Treasurer's Annual Report. SES also funds the staffing arrangements of the Development Office that provides wide ranging support to the OSC.

7.2 The OSC remains financially responsible for a small range of mainly one-off activities or additional expenditure on budgeted items. For these purposes the OSC holds monies in a bank account, controlled by the OSC Treasurer and are subjected to an annual external inspection that forms part of the Treasurer's Report to the AGM.

7.3 These financial arrangements are contained in a signed document ("the Collaboration Agreement") and is subject to an annual review by both the Community Engagement Manager and the OSC Committee.

8. Amendments to these Rules

8.1 Any member wishing to amend the Club Rules must submit a motion in writing to the Secretary at least 3 months in advance of the AGM. Any such motion must contain the full text of the proposed amendment and be supported by at least 2 other members in addition to the proposer. The proposed amendment will be implemented if supported by at least 2/3 of those voting at the AGM.

8.2. Should the Committee wish to amend the Rules then it will pass a motion at one of its meetings by a simple majority, to put before the AGM, where the 2/3 majority vote will also apply. Members will be informed by email or post as to the wording of the proposed amendment and be given at least 2 months' notice prior to the AGM.

9. Dissolution

9.1 If it becomes appropriate at any time to consider winding up the affairs of the Club, then this will be done at an EGM, specifically called for this purpose. The Secretary will ensure that all members are given at least 3 months' notice of the date, time and venue for such a meeting. Notice may be given by email or post. The Committee will also put in place a system of voting, for this particular occasion only, that ensures every member known to the Club at the time is able to cast a vote. The meeting will also consider the disposal of the Club's money and any other assets by deciding to pass them either to:

- a) a successor organisation with similar aims that operates on a not for profit basis, or
- b) the Stamford Endowed Schools Charity (527618)

9.2 Any proposal at this EGM to be implemented requires the support of a simple majority of the total votes cast, for or against the motion.

10. Miscellaneous

10.1 Each member is entitled to receive a copy of these Rules on joining and at any other time on request.

[January 2022]