

OLD WELLINGTONIANS ASSOCIATION

CONSTITUTION

1. NAME

The name of the Association shall be the "Old Wellingtonians Association" (The Association) and whose address shall be the Development Office, Wellington School, Wellington, TA21 8NT. The colours of the Association shall be Black, Oxford Blue, Cambridge Blue and Scarlet and the Association's Badge shall be such device as is delineated and described in a Deed of Grant dated 2nd December 1926 made by the College of Arms to Wellington School.

2. OBJECTS

These shall be:-

2a to promote and preserve friendship amongst all former pupils of the School

2b to promote and preserve friendship between the Association and Wellington School [1837] Limited (The School), the Wellington School Foundation (The Foundation) and the Friends of Wellington School.

3. MEMBERSHIP

The Association shall be composed of:-

3a Former pupils of The School

3b Teaching and non-teaching staff having served The School for a continuous period of not less than ten years may be elected to membership at an Annual General Meeting on the proposal of The Committee.

3c Those persons who have made a valuable contribution to the Association, the School or the Foundation shall upon being proposed by the Committee be elected Honorary Members of the Association at an Annual General Meeting.

3d All Members of the Association shall be empowered to attend General Meetings of the Association and vote thereat and participate in all activities of the Association.

4. SUSPENSION AND TERMINATION OF MEMBERSHIP

The Association Committee shall have the power to suspend a member for a period not

exceeding twelve months and to terminate membership subject to confirmation at a subsequent General Meeting. At least twenty-eight days written notice of the General Meeting shall be given to the member concerned stating the reasons for such termination. An opportunity shall be afforded to the member to show cause at the meeting as to why such action should not be confirmed

5. OFFICERS

The Officers of the Association shall be:

5a The President, who shall be elected at the Annual General Meeting and who shall hold office for a maximum period of two years and will, if available, represent the Association at all appropriate functions.

5b The Chairman, Vice-Chairman, Honorary Secretary and Honorary Treasurer shall be elected by the Annual General Meeting. All Officers will be appointed for a period of two years although the Chairman only can serve for two consecutive terms.

5c Nominations for the Officers and Committee members shall be submitted in writing or by Email to the Honorary Secretary and the Development Office at least twenty eight days prior to the Annual General Meeting.

6. THE ASSOCIATION COMMITTEE ("the Committee")

6a The Committee will administer its own affairs.

6b The Committee shall comprise of the Chairman, Vice Chairman, Honorary Secretary and Honorary Treasurer and not more than three other members elected by an Annual General Meeting for a term not exceeding two years.

6c The President, Headmaster, The School Board of Directors appointee together with co-opted members from Friends of Wellington School and Staff including others deemed necessary by the Committee will be invited to attend and empowered to vote upon any issue.

6d The Committee shall meet at least three times each year and a quorum shall comprise of not less than four members.

6e The Committee shall be empowered to appoint a member of the Association to the Board of Directors of the School and a Trustee to the Foundation in accordance with the Constitution of those

two bodies.

7 APPOINTMENT OF TRUSTEES

7a There shall be not less than two nor more than four Trustees of the Association who shall be appointed from time to time as necessary by the Committee from among ordinary members of the Association who are willing to be so appointed.

7b A Trustee shall hold office during his or her life, or until he or she shall resign by notice in writing given to the Committee, or until the passing of a resolution by the Committee requiring they retire from office.

7c All property of the Association, including land and investments, shall be held by the Trustees for the time being, in their own names so far as necessary and practicable, for the use and benefit of the Association. On the death, resignation or removal from office of a Trustee, the Committee shall take steps to procure the appointment of a new Trustee in his or her place and shall as soon as possible thereafter take all lawful and practicable steps to procure the vesting of all Association property into names of the Trustees as constituted after the said appointment.

7d The Trustees shall in all respects act, in regard to any property of the Association held by them, in accordance with the directions of the Committee; and shall have power to sell, lease, mortgage or pledge any Association property for the purpose of raising or borrowing money for the benefit of the Association in compliance with the Committee's directions but no purchaser, lessee or mortgagee shall be concerned to enquire whether any such direction has been given.

8 CHAPEL SUB COMMITTEE

8a The Committee shall appoint, such appointment being for a period not exceeding six years, but with discretion to extend, three members of the Association to the Chapel Sub Committee to have full powers of management on all issues relating to the School Chapel subject to the approval of the Committee.

9. MEETINGS

9a The Annual General Meeting shall be held annually on a date, place and time as agreed by the Committee and at least twenty eight days Notice thereof shall be given by entry into the

Association's Website.

9b Any other General Meeting shall be called an Extraordinary General Meetings and may be convened by either resolution of the Committee or Notice in writing signed by a minimum of twelve Members.

9c. All Extraordinary General Meetings shall be called by the Chairman who shall give twentyeight days written notice indicating the date, place and time and the business to be conducted. Due notice may be given in the Association's Newsletter and upon the Association's Website.

10. PROCEEDINGS AT GENERAL MEETINGS

10a In the case of an Extraordinary General Meeting only that business specified in the Notice shall be transacted.

11 ANNUAL GENERAL MEETINGS

11a The President and Chairman shall submit their respective Reports and the Honorary Treasurer a Financial Report and the audited Statement of Account.

11b Officers and candidates for Committee shall be elected by those members present and in the event of the number of vacancies for the Committee exceeding the nominations received the Chairman, subject to the consent of the proposed candidate being present at the Meeting, shall invite nominations in respect of the remaining vacancies.

11c The Chairman of the Committee shall preside at every General Meeting. In the Chairman's absence the Vice-Chair or other member elected by the Meeting shall preside.

11d In the case of equality of votes on a resolution or election the Chairman shall have the casting vote.

11e At any General Meeting convened a quorum shall consist of at least 10 members who must remain present throughout the meeting.

12. FINANCE

12a The Treasurer shall keep accounts of all receipts and payments and shall submit a statement of accounts for inspection by a suitably qualified independent person not later than 28 days prior to the Annual General Meeting.

12b The Honorary Treasurer shall have authority to operate the Associations Bank and other Accounts and all these Accounts will be subject to an annual Audit or other examination.

12c The financial year of the Association shall be from the first of September to the thirty-first of August.

13. REGIONAL AND OVERSEAS BRANCHES

Regional and overseas OWA Meetings and the creation of OWA Branches are permitted as and when required by OWA Members. The OWA Constitution shall apply to such Meetings and Branches with such variations thereof as necessary being approved by the Committee.

14. ALTERATION OF RULES

14a No new rule or alteration of any existing rule shall be made except by vote of not less than two-thirds majority of members present and voting at the Annual General Meeting. Notice of such proposed variation, duly seconded, shall be lodged with the Secretary not less than twenty-eight days before the Annual General Meeting, or EGM, as appropriate.

14b The Chairman shall have the power to interpret these Rules should there be any ambiguity about purport or intention.

14c Any matter not provided for in these Rules shall be determined by the Chairman or properly convened General Meeting.

As adopted at AGM, 7 November 2015