

To be approved at AGM on 29th June 2022

RULES OF THE OLD CHOLMELEIAN SOCIETY

(the "Rules")

1. NAME

The Old Cholmeleian Society is an unincorporated association and is separate from the School (as defined below) and shall be called the "**Society**".

2. INTERPRETATION

Words or expressions used in these Rules shall have the following meanings:

"Additional Members" shall have the meaning given to it in Rule 5(c);

"Co-opted Members" shall have the meaning given to it in Rule 5(d);

"Ex-Officio Members" means the Immediate Past President, the School Representative, the editor of the "**Cholmeleian**" magazine, the Chair of the Old Cholmeleian Sports Club, and the Chair of the Business Section;

"General Committee" means the Officers, The Ex-Officio Members, the Additional Members and the Co-opted Members;

"Member" means an elected member of the Society (such members being commonly known as "OCs ");

"Officers" means the President, the Deputy President, the Honorary Secretary and the Honorary Treasurer;

"Proxy Notice" shall have the meaning given to it in Rule 7(o);

"Relevant Member" shall have the meaning given to it in Rule 4(i); and

"School" means the Senior School, the Junior School and the Pre-Prep School of Highgate School;

In these Rules unless the context otherwise requires, the masculine includes the feminine and the singular includes the plural and vice versa.

3. OBJECTIVES

The objectives of the Society shall be:

- (a) to encourage all generations of Members to keep in touch with one another and the School in a society which seeks to reflect the breadth of the community of former pupils;
- (b) to support the formation and activities of such sporting and non-sporting sections for Members as may from time to time be approved by the General Committee;
- (c) to arrange and hold an annual Society dinner or lunch and additional events for Members to attend;
- (d) to contribute to the publishing of the magazine "**The Cholmeleian Magazine**" and procure its circulation as well as ensure other platforms such as an OC website and social media are maintained and available to Members of the Society;
- (e) to maintain appropriate records of School and Members' activities and from time to time to publish records in accordance with the Society's Data Sharing Agreement
- (f) to do all such acts and matters as the General Committee shall from time to time think necessary or desirable to advance the interests and welfare of the School, its pupils and Members generally; and
- (g) to work together with the School Development Office to achieve the objectives set out in paragraphs (a) to (f) above.

4. MEMBERSHIP

- (a) All past pupils of the School in good standing shall be eligible for election as Members provided that they:
 - (i) have attended the School for a minimum of 3 consecutive academic terms; and
 - (ii) are 18 years old or older.
- (b) Notwithstanding the provisions of Rule 4(a), the admission of a past pupil to membership of the Society shall be by election by the General Committee in its absolute discretion.
- (c) The General Committee may, in its absolute discretion, elect as an honorary member of the Society, any person who in its opinion shall have rendered valuable service to the School or the Society ("**Honorary Member**") and the guidelines for the election of Honorary Members are set out in the Appendix to these Rules.

- (d) Honorary Members shall not be entitled to attend or vote at any Annual General Meeting or General Meeting of the Society and shall only be invited to attend events organised by the Society at the absolute discretion of the General Committee.
- (e) Members shall pay to the Society subscriptions of such amount (if any) at such time or times as the General Committee shall, in its absolute discretion, determine from time to time.
- (f) A person shall not be entitled to participate in any of the advantages or privileges of the Society until elected a Member and any due subscription has been paid.
- (g) (The General Committee shall make arrangements to keep an up to date list of Members' names and addresses (including any Honorary Members) and every Member shall communicate any change of address to the Honorary Secretary or to any other person appointed for the purpose by the General Committee.
- (h) The General Committee may, terminate or suspend any membership if it decides that the conduct of a member (the "**Relevant Member**") is injurious or prejudicial to the interests of the Society. It will have regard to the Expectations of Members appended hereto and any other standards agreed by the Committee from time to time in doing so. It shall first write to the Relevant Member setting out the conduct in question and stating that it will consider any written objection to the proposed termination or suspension made within 28 days. The Relevant Member shall give full details in any such objection. Membership will be terminated or suspended as proposed either (a) automatically, in the event that no objection is received from the Relevant Member in time; or (b) the General Committee having considered any objections made, it finds it right to terminate or suspend membership.

Any request made by the Relevant Member to make an oral presentation of their case or to adduce evidence other than that in their written objection will be considered by the General Committee but will not normally be permitted unless the general Committee should decide that it would be impossible to decide any relevant issue without acceding to the request.

Where the General Committee decides to facilitate an oral presentation of their case by the Relevant Member, it shall adopt such procedure as it thinks fit to ensure that the Relevant Member knows the case against them and has an opportunity to respond.

5. THE GENERAL COMMITTEE

- (a) The Society, its membership and business shall be under the management and direction of the General Committee.

- (b) Officers and Ex-Officio Members may appoint alternates to attend meetings of the General Committee and vote in their place. An alternate must be a Member.
- (c) The Members (by a majority of those present or represented by written vote or proxy) may appoint a further nine Members to sit on the General Committee with the intention that the General Committee shall represent so far as possible the spread of age, gender and interests of the Members as a whole (the "**Additional Members**").
- (d) The General Committee may appoint two further Members to sit on the General Committee and who shall hold office until the next Annual General Meeting (the "**Co-opted Members**").
- (e) Any casual vacancy amongst the Officers or the Additional Members referred to in this Rule 5 shall be filled by the General Committee and any person so appointed shall retire at the next Annual General Meeting but shall be eligible for re-election.
- (f) At each Annual General Meeting, one third of the Additional Members shall retire but shall be eligible for re-election unless they shall have served for six consecutive years. The Additional Members eligible for retirement shall be those who have been in office for the longest continuous period since election (the "**Eligible Members**"). If there is more than one Eligible Member of equal seniority, in the absence of agreement of those Eligible Members, the General Committee shall decide which Eligible Member shall retire. The relevant Eligible Members shall be allowed to vote in respect of such decision.
- (g) The General Committee shall meet a minimum of 4 times per year. Notice of a General Committee meeting shall be given in writing and may be delivered in accordance with the provisions of Rule 10.
- (h) The quorum for a meeting of the General Committee shall be five Members, which shall consist of a minimum of two Officers. Every person present at the meeting shall be entitled to one vote and in the event of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.
- (i) At all General Committee meetings, the chair shall be taken by the President or in his/her absence the Deputy President.
- (j) Any General Committee member may participate in a General Committee meeting by means of conference, telephone or other communications equipment which permits each participant to hear each of the other participants addressing the meeting and, if he or she wishes to do so, to address all the other participants simultaneously. Participation in the meeting in this manner constitutes presence of the person at the meeting and entitles any General Committee member so present to vote and count in the quorum.

- (k) A resolution in writing or in electronic form agreed by a simple majority of all the General Committee members entitled to receive notice of a General Committee meeting and to vote upon the resolution shall be as valid and effectual as if it had been passed at the relevant General Committee meeting (as the case may be) provided that:
- (i) a copy of the resolution is sent or submitted to all of the General Committee members eligible to vote; and
 - (ii) no sooner than the seventh day after the date was sent to all members (or sooner only if the Chair should so determine and notify the General Committee in the event of urgency) a simple majority of General Committee members has signified its agreement to the resolution in an authenticated document or documents which are received at the Development Office or such other address (whether in electronic form or not) as shall be determined by the General Committee members.
- (l) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more General Committee Members has signified their agreement.
- (m) Subject to Rule 5(k), all decisions taken by the General Committee must be approved by a simple majority vote of those present at that meeting.
- (n) In furtherance of the objectives of the Society, the General Committee may exercise all the powers of the Society to borrow money and to mortgage or charge its assets or any part thereof and to lend or donate money not exceeding twenty-five percent of the Society's Net Assets. Loans or donations must not exceed cumulative net surplus over a period of 5 years. In addition, sufficient Net Assets must be maintained, taking into account inflation and expenditure, to generate sufficient monies to protect the sustainability of the Society over the longer term.

Net Assets are defined as "Stock Exchange Investments at valuation less potential capital gains tax together with current assets less current liabilities as described in the last audited balance sheet."

6. SUB-COMMITTEE

The General Committee may delegate any of its functions, either generally or in respect of specific issues, to an executive committee/s (the "**Sub Committee/s**") from time to time. Unless otherwise provided, the term of a Sub-Committee's appointment shall commence on the date of the meeting on which it is appointed and continue until the Sub – Committee is dissolved by the General Committee

The Sub-Committee may only make decisions in relation to matters falling within terms of reference determined by the General Committee.

The forgoing is without prejudice to the power of the General Committee to appoint any committee or working group for such period as it thinks fit to consider and report back upon anything for which such a committee or working group is thought desirable. The membership of any such committee or working group shall extend to any person the General Committee shall think fit.

7. GENERAL MEETINGS

- (a) A general meeting of the Society shall be held annually within seven months of the end of the preceding financial year (the "**Annual General Meeting**") upon a date to be fixed by the General Committee for the following purposes:
- (i) to receive from the General Committee a report and statement of account for the preceding financial year;
 - (ii) to elect Officers;
 - (iii) to fill the vacancies amongst the Additional Members; and
 - (iv) any other business of which not less than seven days' notice has been given to the Honorary Secretary.
- (b) Unless otherwise agreed by the Members, the Deputy President will assume the Presidency upon the incumbent's term coming to an end, unless there shall be expressly stated as business to be conducted at the Annual General Meeting a motion that the meeting move to elect the President, which motion must be carried by a majority of those present and entitled to vote before any such election. Nominations for Officers and other members of the General Committee under Rule 7(a) must be received in writing not less than seven days before the Annual General Meeting.
- (c) In the event of more than one candidate standing for any position on the General Committee, there shall be an election by secret exhaustive ballot of the Members. The candidate with the fewest votes shall be eliminated at the end of each round of voting and, should there be a tie in the final round, the Chair of the day will use his/her casting vote.
- (d) The General Committee may at any time call a general meeting ("**General Meeting**").
- (e) The Members may at any time require that the General Committee calls a General Meeting within twenty days of the receipt by the General Committee of the written consent of not less than twenty Members, such request to contain the

purpose and motions to be voted on in respect of the General Meeting sought.

- (f) Not less than fourteen days' notice shall be given of the Annual General Meeting and not less than twenty-eight days' notice for a General Meeting.
- (g) At all General Meetings, every Member shall be entitled to one vote and in the event of an equality of votes the Chair of the meeting shall be entitled to a second or casting vote. A quorum for any General Meeting shall be twelve Members being present in person.
- (h) Members are entitled to attend General Meetings in person, by proxy or to submit a written vote in accordance with the Rules. Attending in person shall include attending by suitable electronic means, such as conference telephone, video conferencing facility or similar communications equipment, which allow all persons participating in the meeting to hear each other.
- (i) Notice of any General Meeting shall specify the business to be transacted thereat in accordance with the provisions below.
- (j) The chair of the General Meeting may adjourn a general meeting at which a quorum is present if:
 - (i) the General Meeting consents to an adjournment, or
 - (ii) it appears to the chair of the General Meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (k) The chair of the meeting must adjourn a General Meeting if directed to do so by vote of a simple majority of the Members present.
- (l) When adjourning a General Meeting, the chair of the meeting must:
 - (i) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the General Committee, and
 - (ii) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (m) At all General Meetings, the chair shall be taken by the President or in his/her absence by the Deputy President or a chair appointed for the occasion by a majority of those Members present at the General Meeting or Annual General Meeting.
- (n) Any Member that receives notices of a General Meeting shall be entitled to

submit a vote in written and/or electronic form in respect of the items set out in the notice of that General Meeting (the "**Written Vote**"). Any Written Vote should be submitted to:

- (i) the Development Office; or
 - (ii) another address that the General Committee may specify in the notice. The Written Vote must be submitted to and received by the General Committee not less than 2 business days prior to the date of the relevant General Meeting for it to be counted in the votes of Members at that General Meeting.
- (o) A proxy, who must also be a Member, may be appointed by a notice in writing (**a "Proxy Notice"**) which:
- (i) states the name and address of the Member appointing the proxy;
 - (ii) identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;
 - (iii) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the General Committee may determine; and
 - (iv) is delivered to the General Committee in accordance with the Rules and any instructions contained in the notice of the general meeting to which they relate no later than 2 business days prior to the meeting or adjourned meeting to which it relates;
- (p) A Proxy Notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (q) Unless a Proxy Notice indicates otherwise, it must be treated as:
- (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the General Meeting; and
 - (ii) appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
- (r) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (s) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the

General Committee by or on behalf of that person.

- (t) An appointment under a Proxy Notice may be revoked by delivering to the General Committee a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.
- (u) A notice revoking a proxy appointment only takes effect if it is delivered not less than 2 business days prior to the date of the meeting or adjourned meeting to which it relates.
- (v) If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

8. ACCOUNTS

- (a) The financial year of the Society shall end on the 31 December each year or upon such other date as the General Committee shall from time to time determine.
- (b) A balance sheet and income and expenditure account as at the end of the financial year shall be prepared by external accountants who shall be appointed at each Annual General Meeting. A vacancy occurring in the office of the external accountant during the year shall be filled by appointment by the General Committee.

9. AMENDMENT TO RULES

- (a) These rules may be amended or added to by resolution at any Annual General Meeting or General Meeting. PROVIDED THAT no such resolution shall be deemed to have been duly passed unless it is carried by at least two-thirds majority of the Members present or represented by proxy (such number to include all Written Votes submitted in accordance with Rule 7(n)). Notification of changes to the Rules shall be given in the first issue of "**The Cholmeleian Magazine**" following such Annual General Meeting or General Meeting acceptance and on the OC website
- (b) Any Member wishing to propose any addition or amendment to these rules shall give not less than thirty days' notice in writing to the Honorary Secretary who shall convene a General Meeting.

10. MINUTES AND CIRCULATION OF DOCUMENTS

- (a) Minutes shall be taken of all General Meetings and of all meetings of the General Committee.
- (b) Any notice or document to be given or served to or by any person under these Rules shall be in writing or shall be in electronic form.

- (c) Any notice or document may be given or served by the General Committee on every Member except those who have supplied to the Society an address or number for the purpose of giving notice in electronic form either personally or by sending it through the post by pre-paid first class mail addressed to such Member at his/her last known address or by leaving it at that address or by giving it in electronic form to an address for the time being notified to the Society by the Member.
- (d) Any notice or other document if given or served by post shall be deemed to have been served at the expiry of seventy two hours from the time of posting in the United Kingdom or fourteen days if outside the United Kingdom or if in electronic form at the expiry of twenty four hours after the time it was sent.
- (e) The proceedings at General Meetings shall not be invalidated because a Member who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the General Committee.

11. MISCELLANEOUS

- (a) The decision of the General Committee as to the construction or meaning of any of the Rules of the Society shall be final and binding.
- (b) The President or Deputy President may be authorised sign any form of legal document, agreement or arrangement on behalf of the Society.
- (c) A copy of the Rules shall be available to any Member on request to the Honorary Secretary.
- (d) In the event of the winding up of the Society, its assets shall be distributed equally to all Members after the payment of all of the Society's liabilities.
- (e) The President and Deputy President shall be entitled to be indemnified out of the assets of the Society against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his, her or its office or otherwise in relation to his, her or its office, including without limitation, any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his, her or its favour or in which he is acquitted in which relief is granted to him by the court, and neither the President or the Deputy President or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Society in the execution of the duties of his, her or its office or otherwise in relation to his, her or its office.

APPENDIX A

GUIDELINES FOR THE ELECTION OF HONORARY MEMBERS

The Headmaster, the Deputy Headmaster and the Master of the Junior School are automatically elected Honorary Members at the first General Committee Meeting immediately following the date on which they take up their appointments.

The majority of other Honorary Members come from amongst the school Governors, the Bursar, the teaching staff and the Clerk to the Governors although Associate Members may so be elected. The Bursar is eligible for election as an Honorary Member after two years in the post. Permanent teaching staff are eligible for election as an Honorary Member after five years of continuous employment at the school.

APPENDIX B

EXPECTATIONS OF MEMBERSHIP'S CONDUCT

Members are expected to conduct themselves at all times in relation to the activities of the Society in a way which reflects the objects of the Society, namely encouraging the widest possible participation of past pupils of the School.

Members should expect their conduct in relation to the Society to reflect upon both it and the School. Conduct which is likely to do so detrimentally to the reputation of either, or to the enjoyable participation of other members or prospective members, will not be accepted.