



OLD CATERHAMIAN'S
ASSOCIATION

OLD CATERHAMIAN'S' ASSOCIATION CONSTITUTION

Proposed at the Annual General Meeting 5 May 2022

1 Title

The name of the Association is: The Old Caterhamians' Association

Where the word 'School' is used below it means both the Senior and Prep Schools of Caterham School unless otherwise stated. The 'Association' means The Old Caterhamians' Association (OCA).

The Association comes under the umbrella of the School, which is a registered charity and company limited by guarantee. The funds of the Association will be held as restricted funds (a reserve account that can only be used to fulfil the purpose of the Association as directed by the Association) within the accounts of the School.

The Association is not a legal entity in its own right and so the terms used in this document such as 'member', 'membership', 'AGM' and 'EGM' are done so for the sake of familiarity and have no status in either company or charity law.

2 Purpose

The purpose of the Association is to promote education including in particular supporting the Caterham School Alumni network working directly with the School and, the Alumni and Development Office. In furtherance of this purpose the Association may:

- a) promote the growth and development of the Alumni network for the benefit of the School;
- b) encourage and enable all former pupils of Caterham School or Eothen School (the **Alumni**) and eligible former teachers to remain in touch with their school colleagues and the School;
- c) support the School's fundraising efforts;
- d) communicate regularly with Alumni and to inform them of news of the School, Alumni and of Association activities;
- e) maintain and develop the School archive in conjunction with the School.

3 Membership

The Association shall be open to former pupils of Caterham School and Eothen School. Present or former employees of either School who have served either School for seven or more years consecutively may apply to become Associate Members with no voting rights. The OCA Committee may at its discretion withdraw or withhold from any individual the right to participate in activities of the Association.

The Association may also extend Honorary Membership to any former School employee who has served consecutively 20 years or more or anyone whom the OCA Committee recommend for their services to the OCA. Head Teachers of both the Senior and Prep Schools will be extended Honorary Membership automatically, regardless of length of service.

4 Subscriptions

The Association is funded by subscriptions.

Subscriptions are charged termly and shown as an extra on the school fee bills. 100% of these funds received by the School will be credited into the restricted fund and used solely to fulfil the Purpose of the Association.

The subscription amount charged may be changed by the Committee with the agreement of the Head Teacher.

Subscriptions are payable on a termly basis throughout a pupil's time in the Senior School.

Pupils who left the School prior to 1989 are automatically Life Members of the Association but may choose to pay £12 per annum on a voluntary basis.

There will be no fee for Associate Membership.

5 Officers and Committee Members

- a) The Officers of the Association shall be the President, the Vice President and the Treasurer, all of whom shall be former pupils of Caterham School or Eothen School.
- b) The Committee shall consist of:

Elected Members:

- i) The Officers listed in 5(a) above;
- ii) A minimum of THREE, but no more than SEVEN additional Members as Ordinary Committee Members of whom ONE may be an Honorary Member.

Appointed Member(s)

The Elected Members shall be responsible for appointing the Archivist to the Committee. For the avoidance of doubt, the Archivist shall have voting rights.

Ex Officio Member:

The Head Teacher of Caterham Senior School or his or her representative. For the avoidance of doubt, the Head Teacher shall have voting rights.

Invited Members:

The Elected Committee may invite the following representatives to attend Committee Meetings (for the avoidance of doubt, Invited Members shall not be entitled to vote):

- ONE representative of the Eothen Old Girls' Association (who may also be an Elected Member of the Committee);
 - the representative of the Old Caterhamians' Sports Club (who may also be an Elected Member of the Committee);
 - ONE Honorary Member;
 - the Director of Development;
 - the Director of External Relations;
 - the OCA Sports Development Officer;
 - a member of the Shadow Board;
 - pupil Heads of School.
- c) Officers and Ordinary Committee Members may hold office for TWO years and may stand for re-election.
- d) At any meeting of the Committee, only Elected, Appointed and Ex Officio Committee Members may vote and any FIVE of these, including an Officer of the Association, will constitute a quorum. Resolutions shall be carried by simple majority of those members present and voting. The officer in charge of the meeting shall have a casting vote.
- e) The Alumni Officer or their representative will be present at all Committee Meetings, Annual General Meetings and Extraordinary General Meetings but will not have voting rights.

6 Appointment of Officers and Committee Members

- a) The Alumni Officer shall notify the Alumni of any vacancies amongst the Officers or Ordinary Committee members at least 28 days prior to the Annual General Meeting (AGM) and invite nominations to be put forward.
- b) Any eligible Member may apply directly to the Alumni Officer to stand for election to the Committee.
- c) Nominations received at least 1 week prior to the AGM shall be considered by the annual meeting of the Association.
- d) The Trustees will approve the appointment of the President. Responsibility for approvals for elected Committee Members shall be vested in the OCA President by the Trustees.
- e) If any casual vacancies arise between AGMs, the Committee may co-opt Members (without voting rights) to hold office until the next annual meeting.
- f) The Committee shall be entitled, at its own discretion and in addition to the Members listed above, to co-opt Members (without voting rights) who in the opinion of the Committee possess skills or knowledge that will facilitate the execution or delivery of the purpose of the Association.
- g) If, in the opinion of the Committee, a Committee Member has brought the Association into disrepute or is no longer fit to continue as a Committee Member, the officer in charge of the meeting may call for a vote of no confidence, with the officer in charge having a casting vote. The result of the vote may lead to exclusion from the Committee or exclusion from standing for the Committee in future.

7 Administration

The School, in conjunction with the Association, will appoint an officer who will be the Alumni

Officer of the Association. The Alumni Officer will be based at the School and will carry out administrative and organisational duties, maintain records and liaise between the Association Committee, Alumni, Caterham Connected and the School.

8 Powers

The Committee shall have the following powers, which may be exercised only in promoting the Purpose of the Association:

- to organise events and promote networking opportunities;
- to promote the Alumni community;
- to communicate, publish and distribute information;
- to co-operate with other bodies;
- to obtain and pay for goods and services as necessary for carrying out the work of the Association;
- to prepare and manage the budget of the Association;
- to undertake any other activity the committee deems necessary to achieve the Purpose of the Association.

The Committee shall have authority to promote the Purpose of the Association and to control the funds of the Association subject only to compliance with this Constitution.

9 Sub-Committees

In order to facilitate the running of the Association, the Committee may delegate any functions of the Committee to Sub-Committees. Delegated powers will be clearly stated in the Terms of Reference of the Sub-Committee and will terminate when the task delegated to the Sub-Committee has been completed, the Sub Committee ceases to meet or the Committee rescinds them.

A sub-Committee will consist of two or more members of the Association appointed by the Committee, one of whom will chair the sub-committee. All sub-committee proceedings must be minuted and reported to the main Committee.

10 Annual General Meeting

The Association shall hold an AGM once a year. The meeting shall be chaired by the President and held on a date decided by the Committee which will normally be in March. The AGM shall have the following purposes:

- to receive the President's report;
- to receive the accounts for the previous year;
- to deal with the ordinary business of the Association;
- to consider any nominations for the appointment of and to elect, Officers and ordinary Committee Members;
 - Ordinary Committee Members shall be elected by transferrable vote;
 - Officers shall be elected by transferrable vote for each post;
- to deal with any other business for which at least twenty-eight days' notice shall have been given by any Member in writing to the Alumni Officer and which is appropriate to the Purpose of the Association.

At least twenty-eight days before the date of the AGM, the Alumni Officer shall send to each member a notice giving the time, date and place of the Meeting and voting methods.

11 Meetings

Apart from the AGM, the Association shall meet at such times as the Committee shall deem necessary but at least once a term. Not less than fourteen days' notice of all Meetings shall be given to Members.

The Committee may call an Extraordinary General Meeting (EGM) in order to discuss and vote on pressing matters which, in the view of the Committee, must be determined before the next AGM. The rules governing the conduct of an EGM will be the same as those governing the conduct of an AGM.

At an AGM or EGM, SEVEN Members of the Association, including an Officer of the Association, shall constitute a quorum. Resolutions shall be carried by simple majority of those members present and voting. The officer in charge of the meeting shall have the casting vote.

12 Policies

The Association shall comply with all relevant policies and procedures of the School.

13 Accounts and finance

Financial records for the Association shall be kept by the School's finance department and management accounts shall be provided to the Treasurer on a termly basis or at such other time as is requested by the Treasurer.

An annual statement of income and expenditure and of the assets and liabilities of the Association shall be provided by the School's finance department to the Treasurer for review and presentation to the Committee in draft (unaudited) form no later than one month after year end. A final statement will be provided after the audit of the School's financial statements is complete.

The Committee shall present to the AGM of the Association the report and accounts of the Association for the previous year.

All funds shall be held within the School's bank accounts and shall be subject to the mandates as approved by the Trustees of the School from time to time. Payments will be made on behalf of the Association in accordance with the School's financial control procedures and the under the direction of the Association.

14 Dissolution

If at any time the Committee shall decide that the purposes of the Association cannot in the circumstances continue to be carried out, they shall call an EGM of all members of the Association and put forward a resolution which shall be set out in the notice of the meeting stating that the Association is to be dissolved.

The resolution to this purpose shall be effected only if confirmed by the EGM and is carried by three-quarters of the majority of those voting.

If, upon the winding up or dissolution of the Association there remain, after satisfying any outstanding debts and liabilities, any funds or other assets, these shall not be paid to or distributed among the members of the Association, but shall be used by the School for the purposes for which they were given.

15 Constitution

No alteration or amendment of this Constitution shall be made except at the AGM or at an EGM of the Association.

Notice of any proposals to alter or amend the Constitution must be contained in the notice convening the meeting, together with details of the resolution to be put.

A resolution to alter or amend the Constitution shall not be effective unless it is approved by the School's Board of Trustees and passed by a majority of the total of three-quarters of those voting. Any member who wishes to propose any alteration in the Constitution is required to give notice of such proposals at least 2 days prior to the 28-day period before the date of the meeting.

16 Other matters

Any point or matter that will arise in addition to the foregoing, including any question or dispute arising upon those rules or between the Association and any of its Members shall be dealt with and determined by the Committee or the Trustees of the School as appropriate and shall be subsequently reported to the AGM of the Association.

ENDS