



OLD TAUNTONIAN ASSOCIATION

CONSTITUTION

(Revised and adopted at the AGM – June 2011)

1. Name

The name of the Association shall be the:

OLD TAUNTONIAN ASSOCIATION

2. Definitions

- 2.1 "the Association" means the Old Tauntonian Association;
- "the Association Secretary" means the person elected from time to time to be the Secretary of the Association in accordance with Paragraph 9;
- "the Committee" means the Committee elected from time to time in accordance with Paragraph 9 to run the Association;
- "the Members" mean the Members of the Association admitted from time to time to membership of the Association in accordance with Paragraph 5;
- "the Officers" mean those members of the Committee identified in Paragraph 9.1 at 9.1.1 -9.1.4 inclusive, 9.1.6 and 9.1.7
- "the President" means the person elected from time to time to be the President of the Association in accordance with Paragraph 9;

"the President Elect"	means the person elected from time to time to be the next President of the Association in accordance with Paragraph 14;
"the PSC"	means the Presidential Sub Committee appointed by the Committee in accordance with Paragraph 14.2;
"the School"	means Taunton School and its subsidiary schools save for from Taunton School International;
"TPS"	means Taunton Preparatory School;
"the Treasurer"	means the person elected from time to time to be the Treasurer of the Association in accordance with Paragraph 9;
"the Trustees"	mean the persons appointed from time to time to be the Trustees of the Association in accordance with Paragraph 20.2;
"WS"	means the School formerly known as Weirfield School.

2.2 Words denoting the singular number include the plural number and vice versa; words denoting the masculine gender include the feminine gender.

3. Objects

The objects of the Association are:

3.1 The maintenance and renewal of school friendships;

3.2 The welfare of the School; and

3.3 The maintenance and furtherance of a strong relationship between the Membership and the School.

4. Application of Surplus Funds

4.1 The Association is a non-profit distributing organisation. All surpluses will be used in furtherance of the Association's objects. No surplus will be distributed other than in accordance with Paragraph 22.3 below on winding-up or dissolution of the Association.

5. Membership

5.1 Eligibility for membership

5.1.1 All persons who have attended the School (including TPS and WS) as a student for a minimum of one year shall be eligible for membership and shall become members automatically on leaving the School.

5.1.2 All persons who have been a member of the teaching staff of the School for a minimum of ten years shall be considered for Honorary Membership.

5.1.3 Any person who has rendered outstanding service to the School or the Association may be elected an Honorary Member. Notice of such a proposal shall be given in writing to the Association Secretary. The nomination shall be considered at the next committee meeting. If approved by the Committee the nomination shall be put to the Annual General Meeting and the person may be elected by a simple majority.

5.1.4 A guest of the Association or of a Member at an Association event shall be deemed to be a Member of the Association for the duration of that event where upon their membership shall automatically cease.

5.2 *Admission of Members*

5.2.1 Each and every person qualifying as a member by virtue of Paragraphs 5.1.1 and 5.1.2 shall be admitted to membership of the Association.

5.2.2 No person shall be denied membership of the Association on the grounds of race, ethnic origin, creed, colour, age, disability, sex, occupation, sexual orientation, religion, political or other beliefs.

5.2.3 A person shall be refused membership if his membership shall be considered to be likely to bring the Association into disrepute or is otherwise likely to prejudice the interests of the Association and its objectives. The Committee shall have the right to refuse membership in such circumstances by way of a two-thirds majority of those present and entitled to vote at the meeting.

5.2.4 A person so excluded under Paragraph 5.2.3 shall have the right to appeal at the next Annual General Meeting. Notice of any such appeal must be given in writing to the Association Secretary within 28 days of the person being notified in writing that the Committee has refused membership. At the Annual General Meeting the person refused membership and one person nominated by the Committee shall address the meeting. The person shall be refused membership if there is a two-thirds majority in favour of such a decision of those present and entitled to vote.

5.3 *Vice Presidents*

5.3.1 The Association shall be entitled to elect a member to the position of Vice President. The honour is normally reserved for those who have given outstanding service to the Association. Notice of such a proposal shall be given in writing to the Association Secretary who will first pass it to the PSC which will, in its sole discretion either accept or reject the proposal and inform the Committee of its decision. On the

Committee approving the nomination at its next meeting, the nomination shall be put before the next Annual General Meeting and an election by simple majority shall take place.

- 5.3.2 The Headmaster for the time being at the School shall be a Vice President (ex-officio) of the Association.

All Members shall be subject to these Rules and the regulations of the Association as set from time to time by the Association.

5.4 *Subscriptions*

- 5.4.1 There shall be no subscription due from any person on joining or during his membership.

- 5.4.2 By agreement with the School, a sum paid annually and expressed as a percentage of total current gross fees of the School will be accepted by the Association as the equivalent of the lifetime subscription for all persons eligible to become members under Paragraphs 5.1.1 and 5.1.2.

5.5 *Clubs*

- 5.5.1 A Member on joining the Association shall automatically be assigned to one of its regional Clubs by reference to the Member's home address. However, a Member shall have the right to become a member of a different regional Club should he so wish.

- 5.5.2 The Association shall encourage and, where possible, support the Members or groups of them in establishing such other clubs or associations, whether formal or informal, within the Association as the members concerned wish to set up provide that all such clubs or associations within the Association shall conform with the furtherance of the Association's Objects.

6. Resignation

A Member may withdraw from membership of the Association on giving 28 days clear notice in writing to the Association. Membership shall not be transferable in any event and shall cease immediately on death or dissolution or on the failure of the Member to comply or to continue to comply with any condition of membership set out in this Constitution.

7. Expulsion

7.1 The Committee shall have power to expel a Member when, in its opinion, it is likely to bring the Association into disrepute or otherwise prejudice the interests of the Association and its objectives if he were to remain a Member.

7.2 A Member shall not be expelled unless he is given 28 days' written notice of the meeting of the Committee at which his expulsion shall be considered and written details of the complaint made against him.

7.3 The Member shall be given an opportunity to make written representations and/or to appear before the Committee and at any such meeting to be accompanied by a representative or friend, who may answer complaints made against the Member and to cross-examine any witnesses on behalf of the Member. The Member will be expelled on two-thirds of the Committee then present and eligible to vote are in favour of his expulsion.

8. Effect of Resignation or Expulsion

Any person ceasing to be a Member forfeits all rights in relation to and claims upon the Association, its property and its funds and he has no right to the return of any payment or part thereof in lieu of his subscription.

9. The Committee

9.1 The Association shall be managed by a Committee consisting of:

9.1.1 the President;

9.1.2 Vice Presidents including the Headmaster (*ex officio*);

9.1.3 the President Elect;

9.1.4 the Immediate Past President;

9.1.5 the Association Secretary;

9.1.6 the Treasurer;

9.1.7 the Registrar;

9.1.8 the Publications Secretary;

9.1.9 a representative of each Club of the Association referred to in Paragraph 5.5.1;

9.1.10 such other person who is a member as may be co-opted by the Committee and or elected at an Annual or Extraordinary General Meeting.

9.2 The Association and the Committee shall use its best endeavours to ensure the Committee shall consist of Members representative of the Associations' membership as a whole.

9.3 If there is only one candidate nominated to fill any particular vacancy, that candidate shall be declared elected unopposed for that particular vacancy at the next Annual General Meeting. If there is more than one candidate for any particular vacancy there shall be an election at the Annual General Meeting. In the event that the votes cast result in a tie, the Chairman of the meeting shall have a casting vote.

- 9.4 The Committee shall be elected at the Annual General Meeting in each year, and subject to termination of office by resignation, removal or otherwise, the Members remain in office until they or their successors are re-elected or elected (as the case may be) at the Annual General Meeting following their re-election or election (as the case may be).
- 9.5 In addition to the members elected in accordance with this Rule 9, the Committee may co-opt further Members who shall serve until the next Annual General Meeting. Co-opted members shall be entitled to vote at the meetings of the Committee.
- 9.6 The Committee may appoint any Member to fill any casual vacancy on the Committee until the next Annual General Meeting when that person shall retire but shall be eligible for re-election.
- 9.7 Retiring members of the Committee may be re-elected.
- 9.8 A member of the Committee shall be deemed to have vacated office if:
- (a) he is, or may be, suffering from mental disorder; or
 - (b) he resigns his office by notice to the Club; or
 - (c) he is suspended from holding office or from taking part in any activity relating to the administration or management of the Association by a decision of the Committee; or
 - (d) he is requested to resign by not less than two-thirds of the other Committee members acting together.
- 9.9 Any member who ceases to be a member of the Committee shall automatically cease to be a member of any sub-committee to which he was appointed.

10. Proceedings of the Committee

- 10.1 The Committee shall have the power to conduct the business of the Association in accordance with the Constitution and shall in all matters act in the name and best interest of the Association.
- 10.2 Committee meetings shall be held as often as the Committee thinks fit provided that there shall not be less than one meeting each year.
- 10.3 The quorum for such meetings shall be six. The President, the Association Secretary or at least five members of the Committee shall have discretion to call emergency meetings of the Committee if they consider it to be in the interests of the Club. The Association Secretary shall give all the members of the Committee not less than 14 days' notice in writing of any meeting whatsoever and by whoever called.
- 10.4 The President shall be the chairman of the Committee. Unless he is unwilling to do so, the President shall preside at every meeting of the Committee at which he is present. If the President is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the immediate Past President shall preside. If the immediate Past President is not present within five minutes after the time appointed for the meeting or if he is unwilling to preside, the members of the Committee present may appoint one of their number to be chairman of the meeting.
- 10.5 Save and unless otherwise provided in this Constitution, decisions of the Committee shall be made by a simple majority and in the event of an equality of votes the chairman of that meeting shall have a casting or additional vote.
- 10.6 The Committee may from time to time appoint from among its number such sub-committees as it considers necessary and may delegate to them such of the powers and duties of the Committee as the Committee may determine. All sub-committees shall periodically report their proceedings to the Committee and shall conduct their business in accordance with the directions of the Committee.

- 10.7 The Committee shall be authorised to agree to the formation of Clubs within the Association upon such terms and in such manner as the Committee consider fit having regard to the Objects set out this Constitution. The Committee, subject to a motion at an annual or extraordinary general meeting, shall have the right to suspend or dissolve a Club or amalgamate one Club with another or cease to recognise a club or association referred to in Paragraph 5.5.2 if it considers it is reasonable to do so having regard to the interests of the Association.
- 10.8 The Committee shall be responsible for the management of the Association. The Committee shall have power to enter into contracts for the purposes of the Association on behalf of all the Members.
- 10.9 The Committee shall be entitled to deal with any matter that shall arise that is not provided for the Constitution.

11. Annual General Meeting

- 11.1 The Annual General Meeting of the Association shall be held at the School on the Saturday of the Annual Reunion in June of each year or on such date being no later than 31 July in any year, and at such place as the Committee shall decide each year to transact the following business:
- 11.1.1 to receive and consider the accounts of the Association for the previous year, the examiner's report on the accounts and the Treasurer's report as to the financial position of the Association;
- 11.1.2 to elect the Accounts Examiner and confirm that he remain in office;
- 11.1.3 to elect the Officers and other members of the Committee as set out in Paragraph 9.1;
- 11.1.4 to decide on any resolution which may be duly submitted in accordance with

Paragraph 11.2 below; and

- 11.1.5 to deal with any special matters which the Committee desires to bring before the membership.
- 11.2 Nominations for the election of Officers and other members of the Committee made by a Member other than by the Committee shall be made in writing to the Association Secretary no later than 28 days before the date of the Annual General Meeting and shall be supported by at least one other Member.
- 11.3 Any Member wishing to propose a motion at an annual general meeting (other than notified to the membership by the Association Secretary in the ordinary course of business) shall give notice in writing to the Association Secretary no later than 28 days before the date of the Annual General Meeting and shall be supported by at least one other member. The notice should contain sufficient details of the motion in order that Members are able to understand the motion.
- 11.4 In the absolute discretion of the chairman of the Annual General Meeting, any motion of which notice has not been given in accordance with Paragraph 11.2 or 11.3, other than a motion affecting the objectives of the Association or its expenditure, shall be accepted to be considered at the Annual General Meeting or returned to the Committee.
- 11.5 No period greater than fifteen months shall elapse between one annual general meeting and the next.

12. Extraordinary general meetings

An extraordinary general meeting may be called at any time by the Committee and shall be called within 21 days of receipt by the Association Secretary of a requisition in writing signed by not less than ten Members stating the purposes for which the meeting is required and the resolutions proposed.

13. Procedures at the annual and extraordinary general meetings

- 13.1 The Association Secretary shall send to each Member at his last known email address or, in the absence of an email address, his last known postal address, written notice (which, at the Committee's discretion, may be limited to providing an electronic link to the Association's website where the information is to be found) of the date of the general meeting together with the resolutions to be proposed at least 42 days before the meeting. Such notices shall in any event be posted on the Association's website and short notice given in the Association's Review, such as may be published from time to time in advance of the meeting.
- 13.2 The quorum for the annual and extraordinary general meetings shall be twenty Members.
- 13.3 The President shall preside at all meetings of the Association but if he is not present within 15 minutes after the time appointed for the meeting or has signified his inability to be present at the meeting, the Members present and entitled to vote may choose one of the other members of the Committee present to preside and if no other member of the Committee is present or willing to preside the Members present and entitled to vote may choose one of their number to be chairman of the meeting.
- 13.4 Each Member present shall have one vote and resolutions shall be passed by a simple majority of those Members present and voting save and unless provided in this Constitution. In the event of an equality of votes the chairman of the meeting shall have a casting or additional vote.
- 13.5 The Association Secretary, or in his absence a member of the Committee, shall take minutes at annual and extraordinary general meetings.
- 13.6 There shall be no right for a Member to vote by proxy. No person may represent more than one Member.

14. Appointment of the President

- 14.1 The Association shall elect for a period of one year a Member as its President.
- 14.2 The Committee shall appoint a sub-committee, the PSC, to consider the candidates for the presidency. Any Member shall be entitled to propose to the PSC a Member (whether himself or another) to be considered as a candidate.
- 14.3 The PSC shall consist of the following members:
- 14.3.1 the President;
 - 14.3.2 the immediate Past President;
 - 14.3.3 the President Elect;
 - 14.3.4 elected Vice Presidents;
 - 14.3.5 the Association Secretary.
- 14.4 The President shall chair the meeting but in his absence the Committee shall elect one of their numbers to chair the meeting.
- 14.5 Each member of the PSC present (save as below) shall have one vote and resolutions shall be passed by simple majority of those members present and voting. In the event of an equality of votes, the chairman of the meeting shall have a casting or additional vote. The Association Secretary will not have a vote, his role being advisory.
- 14.6 At a Committee meeting, preferably at a Committee meeting in September each year, the PSC shall recommend a Member to undertake the duties of President for the year after that to be served by the President Elect, the presidential year commencing with the Annual Reunion in June each year. A member of the PSC shall be charged with the responsibility for obtaining the agreement of the Member selected by the PSC.

14.7 The nomination shall be ratified at the next annual general meeting of the Association.

14.8 In the event that an incumbent President should die or become incapacitated while in office, his duties shall be assumed by one or more of the Vice Presidents until such time as a successor is elected and installed at the next annual general meeting.

15. Colours and Insignia

15.1 The Association's emblem shall be the Griffin.

15.2 The Association's colour shall be those of Black, Blue and Gold.

15.3 The Committee shall at its sole discretion commission such items of clothing and insignia as it thinks appropriate from time to time.

16. Insurance

The Committee shall ensure that adequate insurance cover is in place at all times to protect the assets of the Association and the liability of its Trustees, Officers and members for all acts properly undertaken on behalf of the Association. Trustees, officers and Members shall comply with such requirements stipulated by the insurer as may be required by from time to time.

17. Alteration of the rules

17.1 This Constitution may be altered by resolution at an annual or extraordinary general meeting provided that the resolution shall not be passed unless carried by a majority of at least two-thirds of the Members present and voting at the general meeting, the notice of which contains particulars of the proposed alteration or addition.

18. Regulations and Standing Orders

The Committee shall have power to make, repeal and amend such regulations and standing orders as it may from time to time consider necessary for the wellbeing of the Association. Such regulations and standing orders and any repeals or amendments to them shall have effect until set aside by the Committee. Copies of all such documents shall be available on the Association's website and or from the Association Secretary.

19. Finance

- 19.1 All moneys payable to the Association shall be received by the person authorised by the Committee to receive such moneys and shall be deposited in the Association's bank account. No sum shall be drawn from that account except by cheque signed by the Treasurer or such other person or persons so authorised from time to time. Any moneys not required for immediate use may be invested as the Committee in its discretion thinks fit.
- 19.2 Subject to Paragraph 22.3, the income (including but not limited to all sums received by way of subscriptions or in lieu thereof, income from investment gains and bequests) and property of the Association shall be considered to be held in trust and only applied in furtherance of the Objects and no part thereof shall be paid directly or indirectly, overtly or covertly by way of bonus, dividend or profit to any Member or be used for any other purpose.
- 19.3 The financial transactions of the Association shall be recorded by the Treasurer in such manner as the Committee thinks fit.
- 19.4 The Association's annual accounting reference date shall be 31 December. Full accounts of the financial affairs of the Association shall be prepared each year. These accounts shall have been duly examined by the Examiner. The accounts must be made available to every Member when notice concerning the annual general meeting is given by posting them on the Association's website.

20. Property and Investments

- 20.1 Any funds of the Association may be invested in such securities or property as the Committee shall see fit. Such securities, property or other funds that may accrue to the Association shall be held in the names of at least three Trustees to be appointed by the Committee who shall also be Trustees of the Old Tauntonian Trust which has as its subsidiary Trusts the Old Tauntonian Scholarship Fund, and the Old Tauntonian Benevolent Fund or in such other manner as the Committee shall consider appropriate.
- 20.2 The Committee shall appoint a member to be a Trustee in the event that one or more of the Trustees shall for whatever reason ceases to be a Trustee. Such an appointment shall be ratified at the next annual general meeting.
- 20.3 The Trustees shall ensure that they comply with this Constitution and such legislation, regulation and rules required of them.

21. Property

- 21.1 The property of the Club, other than cash at the bank and securities, shall be vested in the Trustees. They shall deal with the property as directed by resolution of the Committee and entry in the minute book shall be conclusive evidence of such a resolution.
- 21.2 The Trustees shall be indemnified by the Association and the Committee shall authorise the Treasurer to pay all costs, losses and expenses which any such Trustee may incur or for which he may become liable by reason of any contract entered into or act or thing done by him in good faith as such Trustee in accordance with the instructions of the Committee or of a general meeting of the Association or otherwise in the discharge of his or their duties. The Committee may give to any Trustee, who has incurred or who may be about to incur any liability, at the request of or for the benefit of the Association, such security by way of indemnity as may be appropriate.

22. Dissolution

- 22.1 A resolution to dissolve the Association shall be proposed only at an extraordinary general meeting and shall be passed only if carried by a majority of at least three-quarters of the Members present and voting.
- 22.2 The dissolution shall take effect from the date of the resolution and the members of the Committee shall be responsible for the winding-up of the assets and liabilities of the Association.
- 22.3 Any property remaining after the discharge of the debts and liabilities of the Association shall be paid to the Taunton School Scholarship Fund or in the event it no longer exists distributed to such other educational organisation as the Committee shall decide, subject always to the Association first complying with any relevant requirements required of the Association by any organisation authorised to regulate the affairs of the Association and the Committee retaining the right to decide how the property is to be used by Taunton School or such other educational organisation.

Adopted the Eighteenth day of June 2011 at the Annual General Meeting of the Association.

Jonathan Stocker

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President & Chairman

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