

## **The Rules of the Society of Old Framlinghamians**

(as approved at its AGM held on 29 March 2014)

### **1. DEFINITIONS AND INTERPRETATION**

(1) In these Rules, the following expressions shall have the following meanings:

- a. "Associate Membership" has the meaning (and carries the rights and obligations) as set out in Rule 3(2) and "Associate Member" shall be interpreted accordingly;
- b. "Charities Act" means the Charities Act 2011;
- c. "Council" means the decision-making body of the Society;
- d. "Electronic" means all methods of electronic communication, including but not limited to email, website, database host, and social media platforms;
- e. "General Fund" means the operating finances of the Society administered by the Honorary Treasurer and the Finance Committee;
- f. "General Meeting" means an Annual General Meeting or an Extraordinary General Meeting of the Society from time to time;
- g. "Governors" means the board of governors of the School from time to time;
- h. "Honorary Membership" has the meaning (and carries the rights and obligations) as set out in Rule 3(3) and the expression "Honorary Member" shall be interpreted accordingly;
- i. "Moreau Scholarship" means the Emile Edouard Moreau annual leaving scholarship, created and funded by the Trustees and the expression "Moreau Scholar" shall mean each current recipient of the Moreau Scholarship from time to time;
- j. "OF" means Old Framlinghamian and includes an alumnus of the School, excluding leavers from the Pre-Prep and the Nursery at Brandeston Hall;
- k. "Ordinary Membership" has the meaning (and carries the rights and obligations) as set out in Rule 3(1) and the expression "Ordinary Member" shall be interpreted accordingly;
- l. "Provisional Membership" has the meaning (and carries the rights and obligations) as set out in Rule 3(4) and the expression "Provisional Member" shall be interpreted accordingly;
- m. "Publications" means the Society's various annual publications, newsletters, yearbooks and equivalent periodicals, whether in hard or Electronic copy at the Society's option (each a "Publication"). See 8(a);
- n. "Qualifying Leaver" means a leaver deemed as such by the School;
- o. "School" means Framlingham College and Brandeston Hall;
- p. "School Common Room" means, solely for the purpose of these Rules, any member or members of the teaching staff and the management staff of the School;
- q. "Senior Management Team" means typically the headmaster or headmistress of Framlingham College and Brandeston Hall, their deputy heads and the other members of the School senior management team;

- r. "Society" means the Society of Old Framlinghamians;
- s. "Staff Member" means any person employed by the School, whether full-time or part-time, including (but not limited to) the School Common Room and the Senior Management Team;
- t. "Trustees" means those individuals acting as trustees of the Society for the time being; and
- u. "In Writing" or "Written" means by hard copy, letter or Electronic means.

(2) In addition to the definitions listed above, any role, meeting, committee or office identified in these Rules and capitalised, shall mean that role, meeting, committee or office of the Society from time to time.

(3) In these Rules, references to the singular include the plural and vice versa and references to male persons shall be deemed to include references to female persons and vice versa.

(4) In these Rules references to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

(5) In these Rules, unless expressly stated otherwise, any reference to a decision or vote taken at any meeting shall be a reference to a decision or vote approved by a simple majority of those present and entitled to vote.

## 2. OBJECTS OF THE SOCIETY

The objects of the Society are:

- a. to promote the interests of the School in every possible way,
- b. to enable past members of the School to keep in touch with one another, and
- c. to promote a bond of union between past and present members of the School to their mutual pleasure and advantage.

## 3. MEMBERSHIP

### (1) ORDINARY MEMBERSHIP

- a. From the date of adoption of these Rules the following shall be deemed Ordinary Members:
  - i. all living OFs, whether or not they were members of the Society, except those who resigned or whose membership had been suspended or cancelled under the Society's previous rules;
  - ii. all future alumni of the School who are Qualifying Leavers.
- b. Subject only to the provisions of Rule 3(5), Ordinary Membership shall entitle each Ordinary Member to membership of the Society for life, and shall include the entitlement to register for full access to those pages restricted to registered members on the Society's website, and to any associated career and social networking features.
- c. An Ordinary Member shall be entitled to be sent (to his latest Electronic or postal contact address, as notified to the Honorary Secretary) one copy of each issued Publication.
- d. An Ordinary Member has a right to vote at any General Meeting.

e. Possession of Ordinary Membership shall not affect a person's eligibility for election to Honorary Membership in accordance with Rule 3(3)a. but in the event of such election no part of any Ordinary Membership subscription paid under previous rules by or on behalf of such person shall be refunded.

f. A departing member of the School Common Room may, at the entire discretion of Council, be made eligible for Ordinary Membership and invited to join the Society.

(2) ASSOCIATE MEMBERSHIP

- a. Any non-OF Governor is eligible to become an Associate Member on appointment, and may take up membership by notifying the Honorary Secretary of his desire to do so.
- b. Any non-OF Staff Member may apply to the Honorary Secretary for Associate Membership. The grant of such membership shall be subject to the approval of the Council.
- c. Associate Membership shall not require the payment of any subscription.
- d. The Society's Publications shall be made available to Associate Members by appropriate means to be determined by the Society.
- e. An Associate Member may attend any General Meeting and may speak on any motion but shall not have a right to vote.
- f. Without prejudice to Rule 3(5), an Associate Membership may be suspended or cancelled at any Council meeting if the Council shall in its sole and unfettered discretion and without any obligation to provide reasons consider that such suspension or cancellation is justified by circumstances, and shall in any case terminate when the Associate Member ceases to be a Governor or Staff Member.
- g. Possession of Associate Membership shall not affect potential eligibility for Ordinary Membership or election to Honorary Membership in accordance with Rules 3(1) and 3(3) respectively.

(3) HONORARY MEMBERSHIP

- a. Any person may be proposed for election by an Annual General Meeting as an Honorary Member in recognition of outstanding service to either the School or the Society. Any nomination submitted to an Annual General Meeting shall have had the prior approval of the Council.
- b. Notwithstanding Rule 3(3)a. any member of the School Common Room or of the Senior Management Team may, after ten years in office, be invited to become an Honorary Member.
- c. An Honorary Member shall enjoy all the benefits of Ordinary Membership except that he shall not have the right to vote at any General Meeting.

(4) PROVISIONAL MEMBERSHIP

- a. A student of the School in academic years 12 or 13 shall be designated a Provisional Member of the Society.
- b. Subject to the provision of a valid Electronic address to the Society, a Provisional Member shall be entitled to register on the Society's Electronic platforms and to obtain the same level of access to their restricted areas as is available to an Ordinary Member.
- c. Entitlement to Provisional Membership shall cease upon leaving the School, when the provisions of Rule 3(1) shall apply.

(5) GENERAL

The following provisions apply to all categories of membership, notwithstanding any other provision of these Rules:

- a. The Council shall have the sole and unfettered discretion to grant or refuse membership without the need to give reasons to any former pupil and on such refusal shall refund to such former pupil (to

the extent reasonably feasible without incurring additional cost other than bank charges) without interest any subscription which has been paid under previous Rules by or on behalf of such former pupil.

b. The Council may in its absolute discretion suspend or cancel the membership of any person in respect of whom it considers such action appropriate and the Society shall then be under no obligation either to refund any part of the person's subscription which has been paid under previous Rules by or on behalf of such former pupil or to give any reason for the suspension or cancellation of membership.

c. A member may resign his membership at any time by giving Written Notice to the Honorary Secretary.

#### 4. MANAGEMENT OF THE SOCIETY

a. The management of the Society shall be vested in the Council consisting of the following officeholders: the President, the President-Designate (if appointed), such Past Presidents and Vice-Presidents as indicate a wish to serve thereon, Honorary Treasurer, Honorary Secretary, Honorary Assistant Secretary (if appointed), the Trustees, the elected members of the Finance Committee, an appointed member of the School Common Room (subject to the qualification that he must already be a member of the Society), the Head or his appointee, the Head or Heads of School, the current Moreau Scholars and their Mentors, and up to nine further members (for these purposes, the "Elected Members"), the required balance of whom shall be elected at the Annual General Meeting each year for a period of three years. Secretaries and organisers of OF activities may be invited to serve on the Council ex officio.

b. Ordinary Members and Honorary Members may be elected to Council.

c. All except the Past Presidents, existing Vice-Presidents, ex-officio appointees, Council members with unexpired terms and the Trustees shall be elected at the Annual General Meeting each year. Any Past President or Vice-President may stand down from Council at any time by Written notice to the Honorary Secretary.

d. The President, at the end of his first year of office, shall be eligible for re-election but may not hold office for more than two years consecutively. In the event of the President's re-election, a President Designate shall be nominated by the President and if approved by Council, shall serve as deputy to the President through the remainder of his term of office, with the intention that he will be put forward for the post of President at the end of the current President's term.

e. Elected Members of the Council shall retire in rotation at the Annual General Meeting each year and, if there are sufficient candidates to fill the vacancies, shall not be eligible for re-election for the following year.

f. If any Elected Member shall die or resign during the period for which he was elected, a replacement for the remainder of that period shall be elected at the ensuing Annual General Meeting. If any Society officeholder other than a Vice-President or a Trustee shall die or resign during a period of office, the vacancy so occasioned shall be filled by a nomination of the Council until the next Annual General Meeting.

#### 5. FINANCE COMMITTEE & OTHER SUB-COMMITTEES

a. At the Annual General Meeting each year a Finance Committee shall be appointed consisting of the President, the President-Designate (if appointed), the Trustees, Honorary Treasurer, Honorary Secretary, and at least three members of the Council. At the President's discretion these three, or others by co-option, shall represent the major cost-bearing activities of the Society, including but not limited to: Publications; the Society's Electronic platforms; suppers & events; and marketing & communications.

- b. The Finance Committee shall have full powers to deal with all matters connected with the finances of the Society not dealt with by the Trustees.
- c. For the purpose of any meeting of the Finance Committee, three members of the Finance Committee shall form a quorum.
- d. The Council shall have power to appoint any other sub-committee of any number of members of the Society in order to deal with any particular matter and to report thereon to the Council, and a majority of the members of such a sub-committee shall decide the conduct of its business.

## 6. MEETINGS

- (1) The following provisions shall apply to General Meetings:

- a. There shall be an Annual General Meeting on or before 30 April each year.
  - b. The President may, and on a requisition signed by twenty Ordinary Members of the Society shall, call an Extraordinary General Meeting to be held within a month of such requisition and at such meeting no business shall be transacted other than that specified in the notice convening the meeting.
  - c. The quorum at any General Meeting shall be ten.

- (2) The following provisions shall apply to Council Meetings:

- a. The Council shall normally meet during the months of January, April, July and September or October and these meetings shall be known as Council Meetings.
  - b. The President may, and on a Written requisition signed by five Council members shall, call an additional Council meeting ("Additional Council Meeting") to be held within a month of such requisition and at such meeting no business shall be transacted other than that specified in the notice convening the meeting.
  - c. At any Council Meeting or Additional Council Meeting, five members of the Council shall form a quorum.
  - d. An Additional Council Meeting shall not act as a substitute for a Council Meeting.

- (3) The following provisions shall apply to all General, Council and committee meetings (as the case may be):

- a. The President shall be the Chairman if he is present and, if he is not present, the Chairman shall be his appointee or, in the case of no such appointment having been made, shall be appointed by a vote taken at that meeting by those present and eligible to do so. The Chairman shall have a casting vote in addition to his vote as a member.
  - b. At least fourteen days' Written notice shall be given of any Council Meeting, Additional Council Meeting or General Meeting and at least seven days' notice of any meeting of the Finance Committee or a sub-committee.

## 7. TRUSTEES AND FINANCE

- a. The Society shall have a minimum of three Trustees and such maximum number as the Trustees may determine from time to time.
  - b. The Society's funds, with the exception of the General Fund, shall be vested in the Trustees.

c. The General Fund shall be administered by the Honorary Treasurer, and its overall management shall be supervised by the Finance Committee, which is responsible for the appointment and approval of the bankers to the Society. The Trustees shall make their own arrangements for the funds that they administer.

d. No person permitted by law to act as a Trustee shall be appointed a Trustee of the Society unless:

i. he is nominated for appointment by a decision of the Trustees; and

ii. he is approved by Council and appointed by General Meeting or Annual General Meeting.

e. Subject to Rules 7(f) and (g) below, the normal term of office for all Trustees shall be four years, save that the Trustees may resolve that any Trustee shall have a longer or shorter first term of office in order to prevent one or more Trustees retiring at the same time.

f. A retiring Trustee who is competent to act may be re-appointed by the remaining Trustees at the end of his term of office for one further term. After a Trustee has served two consecutive terms in office, he shall be eligible for re-appointment only after a year has elapsed since he retired as Trustee, unless the other Trustees unanimously consider it would be in the best interests of the Society for a Trustee to be eligible for re-appointment on his retirement for such number of further terms as the Trustees shall resolve.

g. A Trustee automatically ceases to be a Trustee if: he is disqualified under the Charities Act; is incapable, mentally or physically, of managing his own affairs; is absent from two consecutive meetings of the Trustees without the consent of the Trustees; resigns by Written notice to the Trustees (but only if at least three Trustees remain in office thereafter); becomes bankrupt, has an interim order made against him, makes any arrangement or compounds with his creditors generally or applies to the Court for an interim order in respect of a voluntary arrangement; is convicted of an offence and the Trustees shall resolve that it is undesirable in the interests of the Society that he remains a Trustee; or is otherwise removed by unanimous resolution of the other Trustees.

h. Notwithstanding Rule 7(d), if a Trustee ceases to be a Trustee in accordance with Rule 7(g), the vacancy so occasioned may be filled by a nomination of the Trustees until the next Annual General Meeting.

i. The annual financial statements of the Society shall be examined by a suitably qualified independent examiner. Such person shall be nominated by the Finance Committee and elected each year at the Annual General Meeting. If the appointed independent examiner shall die or resign during a period of office, the vacancy so occasioned shall be filled by a nomination of the Council until the next Annual General Meeting.

j. The financial statements of the Society shall be made up to 31 December. Copies shall be available in hard or Electronic form to all members attending the Annual General Meeting of the Society and to any other member of the Society who applies in Writing to the Honorary Treasurer.

## 8. COMMUNICATIONS

a. Subject to Rules 8(b) and (c), any notice, document, Publication or information may be conveyed to or made accessible by the membership entitled to receive the same by whatever Electronic or other means the Society chooses to employ to achieve effective and economic communication with the membership.

- b. To facilitate such communication, members shall use reasonable endeavours to register, and periodically update, their Electronic and postal contact details on the Society's website (or successor database host), or otherwise notify the Society of these details.
- c. A member may request that he be sent a hard copy of that notice, document, Publication or information by sending his request in Writing and sufficient payment (whether by standing order or otherwise) to cover any print and postage costs incurred, to the Honorary Secretary.
- d. For the purposes of these Rules, the Honorary Secretary shall be deemed to have been notified of a change to a member's Electronic and postal contact details if that member has updated, or caused to be updated, his Electronic and postal contact details on the Society's website (or successor database host).

#### 9. CHANGES TO RULES

- a. The Rules of the Society shall not be added to, altered or rescinded except by the consent of no less than two thirds of those present and voting at a General Meeting.
- b. A hard or Electronic copy of any proposed addition or alteration to the Rules of the Society shall be conveyed to or made accessible by all members of the Society with a notice convening the General Meeting at which it is to be proposed. If not previously approved by the Council a hard or Electronic copy of any proposed addition or alteration must be in the hands of the Honorary Secretary together with the names of the Proposer and Seconder at least six weeks before such meeting.