



# Old Stoic Society

## Constitution

### **1.0 Name of the Society**

- 1.1 The name of the society shall be the Old Stoic Society, hereinafter referred to as 'the Society'. All references to the masculine gender include the female gender.
- 1.2 The Society has its office address at The Old Stoic Office, Stowe School, Buckingham, Buckinghamshire MK18 5EH

### **2.0 Aims of the Society**

- 2.1 **To Support the members of the Society ("Members")** by providing opportunities for social, sporting and business networking;
- 2.2 **To support Stowe School and Stoics** by working in close and proactive partnership with the School.
- 2.3 **The Society is a non-profit making organisation** and all profits and surpluses shall be used to maintain or improve its services to Members. No profit or surplus will be distributed other than to another non-profit making body on winding up or dissolution of the Society.
- 2.4 **The Society is an unincorporated association.**

### **3.0 Membership**

#### **3.1 Classes of Member**

- 3.1.1 Member
- 3.1.2 Honorary member of the Society ('Honorary Member')
- 3.1.3 OS Ambassador

#### **3.2 Qualifications for Membership**

- 3.2.1 Any former pupil of Stowe School who has paid the life subscription ("Life Subscription") in full, and has attained the age of 16 shall be a Member.
- 3.2.2 The Committee shall have the power to elect Honorary Members. Candidates must be nominated by at least two members of the Committee and have given outstanding service and/or made some financial or other valuable contribution to Stowe School in some way.
- 3.2.3 The Committee shall have the power to elect OS Ambassadors. Candidates must be nominated by at least two members of the Committee and have given outstanding service to the OS Committee in some way. Ambassadors are expected to promote the Old Stoic Society and attend events.

#### **3.3 Subscriptions**

- 3.3.1 There shall be no annual subscription payable to the Society. Honorary Members shall not pay a subscription.

- 3.3.2 The Life Subscription shall be of such amount as is determined by the Committee and charged by Stowe School on behalf of the Society to new or former pupils.
- 3.3.3 The method of payment shall be at the discretion of the Committee.
- 3.3.4 There shall be no refunds of Life Subscriptions.

### **3.4 Resignation of Membership**

- 3.4.1 Any Member may resign at any time by notice in writing to the director of the Society ("the Director") at The Old Stoic Office at Stowe School.

### **3.5 Expulsion and Suspension**

- 3.5.1 If the conduct of or action of any Member or Honorary Member is, in the opinion of the Committee, injurious to the interests of Stowe School or the Society, the Committee may by resolution passed by two thirds of the Committee members present and voting either:
  - 3.5.1.1 suspend the membership of that Member or Honorary Member indefinitely, or for such period, and on such terms as to reinstatement or otherwise, as the Committee shall in its discretion decide; or
  - 3.5.1.2 expel that Member or Honorary Member from the Society.

## **4.0 Committee**

### **4.1 The Committee**

- 4.1.1 The management of the Society shall be entrusted to a committee consisting of the officers and other members elected to the committee at an Annual General Meeting of the Members ("AGM").
- 4.1.2 The officers and other Members of the committee ("the Committee") shall be elected in the manner prescribed by these rules.
- 4.1.3 The membership of the Committee excluding ex officio members is limited to nine members.
- 4.1.4 An Old Stoic Governor nominated by the Board of Governors and a member of staff at Stowe School nominated by the Headmaster may be appointed as representative members of the Committee subject to the Committee's approval and will serve in an ex officio capacity.
- 4.1.5 The Committee may appoint up to three past officers of the Committee to serve in an ex officio capacity.
- 4.1.6 Ex officio members are excluded from voting at meetings of the Committee or any of its sub-committees.
- 4.1.7 Subject to the provisions of these rules, the procedure of the Committee shall be such as the Committee may itself from time to time determine.

### **4.2 Sub-committees**

- 4.2.1 The Committee may from time to time appoint such sub-committees as it may consider necessary or expedient, whose members need not be Members or members of the Committee.

### **4.3 President and Vice President**

- 4.3.1 The Committee shall select and nominate the President who shall, following confirmation in office by Members at the next AGM, serve for a period ending on the date of the second AGM following.

- 4.3.2 The President shall be an ex officio member of the Committee.
- 4.3.3 The Headmaster of Stowe School for the time being shall be the Vice-President of the Society and an ex officio member of the Committee during his term as Headmaster.

#### **4.4 Chairman and Vice Chairman**

- 4.4.1 The Committee shall elect a Chairman and a Vice-Chairman from its members who shall, following confirmation in office by Members at the next AGM, serve for a period ending on the date of the third AGM following.
- 4.4.2 The Chairman may nominate his successor for confirmation by the Members at the AGM upon expiry of his term of office
- 4.4.3 The Vice Chairman may nominate his successor for confirmation by the Members at the AGM upon expiry of his term of office.
- 4.4.4 Any member of the Committee may nominate any current or former member of the Committee for the office of Chairman and Vice Chairman for confirmation by Members at the next AGM, having received the assent of such member, providing that 28 days' notice has been given to the Director in advance of the AGM and such notice has the support of at least three members of the Committee.

#### **4.5 Officers**

- 4.5.1 The officers ("Officers") shall comprise of the Chairman and Vice Chairman, the Honorary Treasurer and the Director.
- 4.5.2 The Honorary Treasurer may be appointed by the Committee with immediate effect subject to ratification by Members at the subsequent AGM and shall serve for a period ending on the date of the third AGM following.
- 4.5.3 Any member of the Committee may be appointed to one or more of the above offices.
- 4.5.4 The Director shall be appointed by the Committee upon such terms and for such period as it thinks fit.
- 4.5.5 The Committee shall appoint the Officers as an executive sub-committee ("the Executive") which will meet as often as necessary but not less than 4 times a year.
- 4.5.6 The Executive may co-opt any member of the Committee serving in an ex officio capacity to the Executive.
- 4.5.7 All decisions taken by the Executive will be subject to ratification by the Committee. Minutes of meetings of the Executive are to be circulated to the next meeting of the Committee.

#### **4.6 Election**

- 4.6.1 Subject as otherwise provided in these rules, all members of the Committee, with the exception of the Director, shall retire after three years and may stand for re-election.
- 4.6.2 Nominations to fill vacancies must reach the Director not less than 28 days before the AGM. Such nominations, having received the assent of such Member, must be proposed and seconded by 2 members of the Committee or have the support of 10 Members.
- 4.6.3 A member who retires from office shall be eligible for re-election for one further period of three years only. No member of the Committee shall remain a member of the Committee having previously served for 6 years on the Committee unless the member is standing for Chairman or Vice

Chairman and is subsequently elected, whereby they become eligible for a further three year period.

#### **4.7 Vacancies**

4.7.1 A vacancy occurring for an Officer or in the membership of the Committee may be filled by the Committee but be subject to ratification by Members at the next AGM.

#### **4.8 Resignation from the Committee**

4.8.1 Any member of the Committee may resign at any time by notice in writing to the Chairman or the Director.

### **5.0 Meetings**

#### **5.1 Committee Meetings**

5.1.1 Committee meetings shall be held at least twice a year.

5.1.2 The quorum for a meeting of the Committee shall be five members of the Committee including at least two Officers .

5.1.3 Meetings of the Committee shall be convened by the Chairman or Director. At least 21 days' notice of a Committee meeting shall be given by the Chairman or the Director to the members of the Committee.

#### **5.2 Annual General Meetings**

5.2.1 The AGM shall be held in each calendar year on such date and at such place as the Committee shall decide.

#### **5.3 Extraordinary General Meetings**

5.3.1 The Committee may at any time, if it thinks fit, call an extraordinary general meeting of the Members ("EGM") for the transaction of any special business ("Special Business").

5.3.2 Members wishing to call such a meeting are required to do so by giving 28 days' notice in writing to that effect signed by not less than 50 Members and specifying the Special Business to be transacted at the meeting. Such notice shall be addressed to the Director at the Old Stoic Office.

5.3.3 Any Special Business resolution will require a majority vote of two thirds of those members present and voting at any EGM.

#### **5.4 Notice of General Meetings**

5.4.1 Not less than 21 days before the day of any general meeting notice of the meeting shall be given to every Member of the Society. Omission to give notice of a meeting to any Member shall not invalidate the proceedings at the meeting.

5.4.2 Notice shall be given on the Society's website, by email or by any other means of communication that the Committee shall deem appropriate.

5.4.3 The notice shall in the case of Special Business state its general nature. All business at the AGM which does not concern the Annual Accounts, the election of Officers or of members of the Committee shall be deemed to be Special Business.

## **5.5 Resolutions**

- 5.5.1 A resolution put to the vote at any AGM shall be decided on a show of hands (except as specified in 7.2).
- 5.5.2 No Member shall be entitled to demand a poll.
- 5.5.3 In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.

## **6.0 Accounts**

- 6.1 Audited Accounts of the Society shall be presented and submitted to the AGM for approval by Members each year.

## **7.0 Amendments**

### **7.1 Binding Effect of the Rules**

- 7.1.1 The payment by a Member of his Life Subscription or his election to membership shall be deemed to be a declaration of acquiescence in and consent to be bound by these rules, as amended from time to time in accordance with 7.2 ("the Rules").

### **7.2 Power to Alter the Rules**

- 7.2.1 Alterations to the Rules may be proposed at an AGM (or EGM) only as Special Business.
- 7.2.2 No alteration or addition to the Rules shall be made except by the majority vote of two thirds of those Members present and voting at the relevant general meeting.