

Old Davideans' Association

St David's College, Llandudno, Gwynedd LL30 1RD

CONSTITUTION AND RULES

The Constitution and Rules of the Association are hereby rescinded and the following Constitution and Rules are substituted therefore, and shall come into effect from [November] 2010.

1. Name

The name of the Association shall be Old Davideans' Association (hereby referred to as the "Association").

2. Objects

The objects of the Association shall be:

- a) To promote friendship and brotherly feeling among those who have been pupils at St David's College (hereinafter referred to as the "College").
- b) To foster the interests and social activities of the past, present and future pupils of the College.
- c) To promote and arrange competitive sporting activities between pupils and Members of the Association.
- d) To undertake such fundraising and to provide such financial or other assistance as the Association may in its discretion consider necessary or desirable for the benefit of the College, or of any pupil or former pupil of the College in cases of need or to further any educational pursuit, career or apprenticeship.
- e) To purchase, lease or otherwise occupy any lands, buildings, tenements, hereditaments, furniture or equipments which may be deemed by the Association likely to advance or benefit either directly or indirectly the interests of the Association, and to lease, assign, sell, exchange, mortgage or otherwise dispose of all, or any part of, the said lands, buildings, tenements, hereditaments, furniture or equipments as the Association shall think fit.
- f) To do such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
- g) To raise and provide funds in such a manner as the Association shall think fit for the purpose of any of the objects herein stated.

3. Ordinary Membership and Subscription

- a) All former pupils of the College over the age of 16 years shall be eligible for membership of the Association for life on payment of a subscription of £150.00
- b) The method of collection of the life subscription from pupils leaving the College shall be arranged between the Treasurer and the Bursar of the College.

4. Honorary Membership

The Members present at the Annual General Meeting may elect to membership of the Association such persons, whether a Member of the Association or otherwise, as they wish to honour as Honorary Life Member or Associate Life Member, provided that such person shall first be nominated by resolution of the Committee duly held.

5. Associate Members

Any Member of the teaching staff of the College who has completed four years at the College for such time as he or she remains at the College and any parent, grandparent, sibling or child of an ordinary member shall be eligible for election without cost as an Associate Member of the Association. For the avoidance of doubt, Associate Membership shall not carry voting rights.

6. The Committee

- a) The Committee shall consist of the President, the Director and such other Members of the Association, not exceeding ten in total, as shall be elected by the Members present at the Annual General Meeting, provided that not less than three-quarters of the Members of the Committee (including the Officers) shall have been pupils at the College.
- b) Subject to clause c) below, Committee Members shall serve for a term of three years and shall be eligible for re-election on a yearly basis thereafter.
- c)
 - (i) At the annual general meeting expected to take place in November 2010 all the Committee Members shall retire from office, and an election of Committee Members shall take place. At every subsequent annual general meeting one-third of the Committee Members who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one Committee Member who is subject to retirement by rotation, he shall retire.
 - (ii) Subject to the provisions of the Act, the Committee Members to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Committee Members on the same day

those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- (iii) If the Association, at the meeting at which a Committee Member retires by rotation, does not fill the vacancy the retiring Committee Member shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Committee Member is put to the meeting and lost.
 - (iv) No person other than a Committee Member retiring by rotation shall be appointed or reappointed a Committee Member at any general meeting unless –
 - i. he is recommended by the Committee Members; and
 - ii. not less than fourteen nor more than twenty-eight days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Association of the intention to propose that person for appointment or reappointment together with notice executed by that person of his willingness to be appointed or reappointed.
 - (vi) Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Committee Member retiring by rotation at the meeting) who is recommended by the Committee Member for appointment or reappointment as a Committee Member at the meeting or in respect of whom notice has been duly given to the Association of the intention to propose him at the meeting for appointment or reappointment as a Committee Member.
- c) The Committee shall elect Officers from among their own number.
 - d) If any Officer resigns before his term of office has expired, the Committee shall elect, from their number, a Committee Member to take over that office for the remainder of the term.
 - e) Nominations for election of the Committee Members must be sent to the Honorary Secretary not less than fourteen days before the Annual General meeting.
 - f) The Committee shall have the power to co-opt Members of the Association to serve on the Committee. In particular, the Committee shall have the power to appoint and co-opt onto the Committee Regional Representatives for such regions of the country as the Committee shall designate from time to time.

- g) Any Member of the Association elected to serve on the Board of Governors shall be a co-opted Member of the Committee.

7. Officers

- a) The Officers of the Association shall consist of a President, Chairman, Director, Vice-Chairman, Treasurer, Secretary, Sports Secretary and Honorary Auditor, (who shall be the Bursar of the College from time to time) and subject to clause 6(c) above, shall hold office for a period of three years, and thereafter be eligible for re-election to the Committee.
- b) The Officers' year of office shall commence on the 1st January in each year.

8. Control

- a) The Control and management of the business of the Association shall be vested in the Committee which shall meet as necessary at the College, or at such other place as it shall determine, and may adjourn and regulate its meetings as it thinks fit. Four Members present at a meeting shall constitute a quorum, provided that a quorum shall not be constituted unless at least three of the four Members shall have been pupils at the College.
- b) Any four Members of the Committee together may, by written request to the Secretary, convene a special meeting of the Committee and such meeting shall be convened by the Secretary within fourteen days of receipt of the said request.
- c) Notices of meetings of the Committee shall be despatched, by the Secretary by post to the last known address of the Members of the Committee in the United Kingdom.
- d) Questions arising at any meeting of the Committee shall be determined by a majority of votes of the Members present, provided always that, in the case of the equality of votes, the resolution or proposal the subject of equality of voting shall be decided by the casting vote of the Chairman of the meeting.
- e) The Committee shall cause proper Minutes to be kept of the proceedings at its meetings, which Minutes shall be signed by the Chairman of the Meeting to which they refer, or of the next succeeding Meeting, and any such Minutes purporting to be so signed as aforesaid shall be accepted as evidence of the matters stated therein.
- f) The Committee may, at its discretion, appoint a Sub-Committee or Sub-Committees from among its Members, constituted in such manner, for such purposes and with such powers and limitations as the Committee may deem fit. The provisions of this clause relating to the conduct of meetings and the

voting thereat, and the keeping of the Minutes shall, so far as applicable, and unless otherwise decided by the Committee, apply to any such Sub-Committee.

- g) The Committee may, whenever it thinks it desirable or necessary for the proper execution of its duties, employ or consult accountants, lawyers, bankers, brokers and others, and any fees paid under this sub-clause shall be chargeable to the Association.

9. Annual General Meeting

- a) An Annual General Meeting shall be held at the College on a date to be fixed by the Committee.
- b) Not less than 21 days notice in writing of the Annual General Meeting shall be given to each Member.

10. Power to Purchase Property

The Committee may, with the approval of the Association in a General Meeting, purchase property and give directions for sale or mortgage of any property for the time being of the Association (whether real or personal).

11. Trustees

The Association, at any General or Annual Meeting, shall have the power to appoint Trustees (being not less than three in number), who shall not be Officers of the Association, to hold any buildings, premises or other property or investments, real or personal, of which the Association may become possessed upon trust for the purpose of the Association, and the Trustees shall be responsible for the safe custody and preservation of all deeds, documents of title and securities for money, and shall produce them for inspection when required by the Honorary Auditors, or by resolution of a general meeting, or of the Committee.

12. Financial Year and Accounts

- a) The financial Year of the Association shall end on the 31st August in each year.
- b) The Honorary Auditor shall audit the Accounts once in a financial year.
- c) The Honorary Treasurer shall present the Audited Accounts and Balance Sheet to the Members at the Annual General Meeting, together with the report of the Honorary Auditor, and copies shall be available to the Members attending.

13. Finance

All the uninvested funds of the Association shall be paid into a Bank or Banks nominated by the Committee in the name of the Association, and all cheques and other orders shall be signed by the two persons duly authorised so to do by the resolution of the Committee.

14. Payments

No payments shall be made or liabilities incurred on behalf of the Association unless ordered by the Committee, or by a majority of the Members present at a General or Annual General Meeting, except that the Chairman or, if he is not available, the Vice-Chairman or, if neither of those officers is available, such persons appointed by the Committee or the Association for the purpose, may, in his discretion and upon receiving the concurrence of any other two Members of the Committee, order immediate payments to be made, in any case where this appears to be requisite, in order to alleviate cases of urgent necessity.

15. Removal of Officers Etc.

Any Officer, Member of Committee or Trustee may be removed by resolution of the Annual General Meeting of the Association, passed by a majority of two-thirds of the Members present and voting thereat.

16. Casual Vacancies to be appointed by the Committee

In the case that any Officer shall die, resign or be removed, or become incapable or unfit to act, the Committee may, at any time, appoint a person to fill the vacancy until the next Annual General Meeting, unless the vacancy is previously filled at a General or Special Meeting.

17 Casual Vacancies to be appointed by the Association

In the event of any Trustee dying, resigning or being removed from office, another shall be elected by a resolution of a majority of the Members present and voting at the Annual General Meeting to fill the vacancy.

18. Disqualification and Resignation

An Officer, Member of the Committee or Trustee shall vacate his office, membership of the Committee or trusteeship, as the case may be, if he:-

- a) Ceases to be a Member of the Association.
- b) Becomes of unsound mind.
- c) Resigns his office by notice, in writing, to the Association.

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19. Resignation of Membership of the Association

Any Member wishing to resign his membership of the Association shall give notice thereof in writing addressed to the Secretary.

20. Amendment of the Constitution

The Constitution of the Association shall not be altered, amplified, amended or otherwise varied unless with the consent of two-thirds of the Members present and being subscribers voting at an Annual General Meeting, not less than 21 days notice of the proposed alteration, amplification, amendment or variation being sent to each subscribing Member of the Association.

21. Notwithstanding anything herein contained any acts or things done by the Association through its Officers or Members shall not be prejudiced by the Rules hereby made.

The foregoing Constitution and Rules were adopted at the Annual General Meeting of the Association held at the college on the