



Old Pauline Club

RULES

INTRODUCTION

1. The Club shall be called the 'Old Pauline Club' and consist exclusively of Old Paulines and such Honorary Members as may be elected under Rule 5.

OBJECTS

2. The objects of the Club are to keep up the association of Paulines, to provide amenities and facilities for them and generally to further the interests of St Paul's School and its past and present Members in the United Kingdom and abroad.

MEMBERSHIP AND SUBSCRIPTION

3. All Old Paulines, being past pupils of the School, shall become Members of the Club upon leaving the School and upon payment of such subscription, if any, as may be determined from time to time by the Main Committee and upon being elected to the Club by the Main Committee. The Honorary Secretary shall each year bring to the Main Committee for election to the Club the names of all recent past pupils and the Main Committee may, within their absolute discretion, admit or refuse to admit to membership of the Club any such pupil.
4. A copy of the Rules shall be available on request by every elected Member from the office of the Club.
5. The Main Committee shall have power to elect any person who in the opinion of the Main Committee has rendered good services to the School, St. Paul's Junior School or the Club or its Affiliated Clubs, Branches or Associations or to the Thames Ditton Squash and Sports Club Limited (TDSSC) an Honorary Member of the Club.

The period of Honorary Membership shall be stated by the Main Committee at the time of such election. The Main Committee may extend the period of this membership.

6. Pursuant to a Memorandum of Understanding dated March 2014 (as the same may be amended from time to time) it has been agreed between the Club and the School and St. Paul's Junior School that the School will make an annual donation to the Club which will be adequate to cover the Club's core or recurrent annual expenditure and certain annually agreed project specific expenditure sufficient to enable the Club to meet and fulfil its objectives, recognising that the School will also take over responsibility for providing and paying for staff necessary to enable the Club to function effectively and efficiently. The amount of the annual donation (which will include a prudent contingency) will be reviewed and agreed between the Club and the School each year as part of the School's internal annual budgetary process.
7. If the Main Committee should determine at any time that, in addition to any donation that may be received by the Club under Rule 6, it is necessary that all or any part of the membership should pay a membership subscription, then the amount, and nature, thereof, and the person(s) by whom it should be paid, shall be determined by a resolution of the Main Committee and any such subscription shall be payable as and when determined by that Committee.
8. (a) If any Member shall not have paid his subscription within three months of the day upon which it becomes due the Honorary Treasurer shall send him a formal application for the same, and if it be not thereupon paid shall bring his name before the next Main Committee meeting; and the Main Committee shall (unless they see good reason to the contrary) remove the name of such Member from the list of Club Members and cause a Notice of the reason for that course to be sent to him. It shall, however, be competent to the Main Committee to restore his name upon a satisfactory explanation being given and the arrears of subscription being paid. The names of any Members so removed and not subsequently restored shall be announced at the next meeting of the Main Committee and the next general meeting of the Club.

(b) If the conduct or any action of any Member of the Club is, in the opinion of the Main Committee, injurious to the interests of the Club or such as to make it undesirable that he should continue to be a Member of, or in the case of an Officer to hold office in, the Club, the Main Committee may, after giving to such Member fair notice of the proposal and giving to him an opportunity of explaining or defending his conduct or action or controverting the allegations made against him, either by writing or by appearing before the Main Committee in person at his option, by resolution passed by the votes of not less than two-thirds of those voting at a meeting of the Main Committee with this matter on the agenda, terminate the membership of such Member, or deprive him of the office (if any) held by him, provided that no such resolution shall be deemed to be duly passed unless at least seven votes be cast in favour of it.

9. Any Member paying a subscription may compound for all future subscriptions and become a Life Member for sums determined from time to time by the Main Committee.
10. (a) Subject as provided in paragraph (b) of this Rule, every donation made by the School as contemplated under Rule 6, every payment made by a Member under the provisions of Rule 9 hereof, every subscription paid under Rule 7 and the amount of any voluntary contribution made to the Club by a Member who shall not have given any direction to the contrary, together with the interest and income derived from all investments constituting the Reserve Fund as well as (i) any income of any nature derived by the Club from any real property owned by the Club or from any payments of any nature from any company wholly owned or controlled by the Club and which was formed to hold any real property and (ii) any rent received by the Club from TDSSC shall form part of the income of the Club and if received by the Trust Company shall be paid by it to the Honorary Treasurer immediately to be applied towards the general purposes of the Club including defraying its expenses and generally as is deemed appropriate by the Executive Committee to meet the Objects of the Club.
- (b) Any moneys forming part of the income of the Club which in the opinion of the Executive Committee shall not be required for the immediate purposes of the Club may if the Executive Committee so determines be paid to a current or deposit account with any Bank in the name of the Club or invested in the name of or under the control of the Trust Company. Any moneys so invested in the name of or under the control of the Trust Company shall if the Executive Committee so directs by notice signed by the President or the Honorary Treasurer following a decision to that effect by the Executive Committee be transferred to a reserve or any other fund but all moneys not directed to be so transferred shall continue to form part of the income of the Club and be applied accordingly and the Trust Company shall if the Executive Committee so directs as aforesaid realise any investments thereof and pay the net moneys derived from such realisation to the Honorary Treasurer for credit to an account in the name of the Club.

MANAGEMENT AND COMMITTEE MEETINGS

11. The Club shall have a supervisory and policy-making Committee – referred to as the Main Committee – which shall meet at least three times a year. It shall consist of the President, the Deputy President (when appointed), Past Presidents, Vice Presidents, the Honorary Secretary, the Honorary Treasurer, the Membership Secretary of the Club, the nominated member of the Old Pauline Club to the Association of Representatives of Old Pupils' Societies, the nominated members of the Clubs and Associations affiliated to the Old Pauline Club, an Old Pauline member of each Branch (preferably the Chairman or Secretary), a representative of TDSSC and up to seven other elected members.
- (a) The role of the Main Committee, in addition to all the specific powers and authorities vested in it under these Rules, shall be to oversee the policy pursued by the Executive Committee and the general state of affairs and running of the Club, together with the task of advising the Executive Committee either upon request or at its own initiative.
- (b) A quorum for a meeting of the Main Committee shall be eleven members.
- (c) The Main Committee shall have power to remove a member of the Executive Committee and to fill a casual vacancy at any time.
- (d) The Annual Account of the finances of the Club shall be presented to the Main Committee for its review and consideration at one of its meetings which takes place prior to the Annual General Meeting in each year.
12. (a) The Main Committee shall meet each year as soon as possible after the Annual General Meeting to appoint an Executive Committee which shall consist of the President as Chairman, the Deputy President (where this applies), the immediate Past President for the year after he has ceased to be President (if invited by the incoming President, at his sole discretion, to remain on the Executive Committee), the Honorary Secretary, the Honorary Treasurer, the Social Engagement Officer, the Editor of the Old Pauline News (failing whom the Chairman of the Communications Committee), a member of the Board of TDSSC (nominated by the Board of TDSSC), a representative of the Affiliated Clubs, the Chairman of the Liaison Committee (or such similar committee as may have responsibility from time to time for reporting on issues regarding the Club's site and investments at Thames Ditton) and three other members nominated by the Main Committee.

Members of the Executive Committee may appoint alternates to attend meetings in their stead when they are unavailable. The Honorary Secretary shall be entitled to ask representatives of Old Pauline Branches or Affiliated Clubs or members of the Main Committee to attend all or part of the Executive Committee meetings as may be relevant or expedient. The Main Committee shall have the power to vary or add to the members of the Executive Committee from time to time after discussion with the elected officers of the Club and subject to the agreement of the President.

(b) The Executive Committee shall have power to co-opt up to four members of the Club to the Executive Committee provided that any such co-opted member shall only remain as a member of the Executive Committee until the immediately succeeding Annual General Meeting unless they are re-elected by the Main Committee at the Main Committee meeting which takes place immediately after that Annual General Meeting in accordance with Rule 12 (a). It shall also have power to appoint standing or ad hoc subcommittees for particular requirements and durations of which the President and Honorary Secretary shall be ex-officio members.

(c) The Main Committee shall have power to remove a member of any Sub-Committee and to fill a casual vacancy at any time.

(d) The Executive Committee shall be entrusted with the general management of the Club and such duties as the Main Committee may determine and shall submit full reports to the Main Committee on action they have taken.

(e) The Executive Committee shall meet at least four times a year with additional meetings as the President and Honorary Secretary may deem necessary. Five members present at a meeting of this Committee shall form a quorum. Any member of the Executive Committee may attend a meeting by telephone or other electronic means and vote and be included in the quorum subject to the prior agreement of a majority of the members of the Executive Committee.

(f) Co-opted members of any Sub-Committee shall not exceed one third of the total membership of any Sub-Committee.

(g) The quorum applicable to any other Sub-Committee shall be one third of the members excluding co-opted members.

(h) In addition to any special powers which may be delegated to the Executive Committee by the Main Committee, the Executive Committee shall have power to administer generally, subject only to the powers vested in the Trust Company, the money and investments belonging to or administered by the Club, other than money or investments belonging to the Affiliated Clubs, Branches or Associations hereinafter mentioned (Rule 34), and they shall give all proper directions to the Honorary Treasurer concerning the Club's banking accounts, investments, the drawing of cheques or other means of making payments, the keeping of books of account and the preparation of annual accounts of the finances of the Club or any funds administered by the Club and they shall also consider the proposals and estimates submitted to them for approval and may give or refuse their consent to any proposed expenditure.

(i) The Main or Executive Committee or the President may invite the High Master or other member of the School staff to attend any appropriate or particular meeting and will give due consideration to any request by the High Master to attend a meeting or a part of a meeting.

13. All Main or Executive Committee meetings or Sub-Committee meetings, of which fourteen days' notice shall be given, shall be summoned by the Honorary Secretary at any time if he is requested in writing to do so by the President or any five members of the relevant Committee or Sub-Committee. The matters to be discussed shall be indicated at least seven days in advance.

14. The day to day running of the Club shall be the responsibility of the elected officers of the Club, being the President, the Deputy President (where one has been appointed), the Honorary Secretary and the Honorary Treasurer, supported by staff referred to in Rule 24 and the Chairmen of the various relevant sub-committees. These elected officers shall submit full reports to meetings of the Executive and Main Committees on the actions taken in connection with the day to day running of the Club.

15. Meetings of the Main Committee, the Executive Committee and the Annual General Meeting shall be chaired by the President of the Club or, failing him, the Deputy President (if one has been appointed) or the immediate Past President or failing him the Honorary Secretary, but if none of such persons is available, then the members present at the relevant meeting shall elect the Chairman of that meeting from amongst their own number.

MEETINGS OF MEMBERS AND ELECTION OF OFFICERS AND MEMBERS OF THE MAIN COMMITTEE

16. An Annual General Meeting of the Members of the Club of which fourteen days' notice at least shall have been given shall be held each year not later than the end of the month of July.

At the Annual General Meeting the annual election of Officers and Members of the Main Committee shall take place and the Annual Account of the finances shall be presented and considered.

Any other business mentioned in the notice convening the meeting shall be transacted.

17. The Honorary Secretary shall convene a Special General Meeting of which twenty one days' notice shall be given at any time upon the passing of the appropriate resolution by the Main or Executive Committee or on receiving a requisition to that effect signed by not less than twenty Members of the Club stating therein the object for which the meeting is required, provided that the Honorary Secretary shall not convene such meeting as requisitioned by Members if the President or Main Committee shall consider that such object is irrelevant to the objects of the Club.
18. Casual vacancies in the office of President may be filled by the Main Committee with the understanding that the Deputy President (where applicable) would temporarily hold that office until the Annual General Meeting when the next President shall be elected.

Casual vacancies in other offices of the Club or the Executive Committee or the Auditors may be filled by a resolution of the Main Committee. All Rules relating to nomination and election of Officers shall apply.

19. The President shall hold office for two years. At the Annual General Meeting of the first complete year of a President a Deputy President shall be elected to serve for one year. Vice Presidents shall be elected at Annual General Meetings. A Vice President shall, subject to Rule 8(b), hold office for life, unless he chooses to resign. All other Officers and Members of the Committees shall retire at the conclusion of the Annual General Meeting next following their appointment. Any Officer or Member of the Committees may by notice in writing given to the President or the Honorary Secretary at any time resign his office or membership of the Committees as the case may be.

In his first year of office, a President may propose, if he so desires, a Deputy President for a specified period.

20. The offices of Honorary Secretary and Honorary Treasurer shall not be held by the same person.
21. (a) No Member of the Club shall be eligible for election to the office of President or (save as hereinafter otherwise provided) to the office of Vice President or to the Main Committee unless nominated by at least ten Members or to any other office or Committee unless nominated by at least two Members or upon the recommendation of the Executive Committee.
(b) All nominations shall be in writing, and if made pursuant to sub-Rule (a) of this Rule, signed by the appropriate number of Members, and if made pursuant to Rule 36 hereof signed by the Secretary of the appropriate Affiliated organisation and every nomination shall be delivered to the Honorary Secretary of the Club at least seven days before the date of the Meeting at which the nomination is to be considered.
(c) Nominations made otherwise than in accordance with this Rule shall be invalid and of no effect.
(d) All elections shall be by show of hands unless any Member present calls for a ballot.

DUTIES OF HONORARY OFFICERS

22. Schedules of the Duties, Powers and Responsibilities of the Honorary Treasurer and Honorary Secretary and any other Officers that may be appointed shall be produced, approved by the Executive Committee and signed by the President. Copies of these schedules shall be provided to all Members of the Executive Committee. Copies shall be made available to any Member who makes a written request to the Honorary Secretary.

These schedules shall be reviewed annually by the Executive Committee at their meeting prior to the Annual General Meeting.

23. On line payments can be authorised and paid from the Club's Banking account solely by the Honorary Treasurer up to £5,000. For on line payments over £5,000, the payment has to be authorised by both the Honorary Treasurer and another authorised person as appointed by the Executive Committee. With prior authorisation from the Honorary Treasurer, cheques can be drawn from the Club's Banking account to a maximum of £500 requiring two signatures, with at least one signature from a person authorised by the Executive Committee. These amounts may be varied from time to time by the Main Committee.
24. Under the terms of the Memorandum of Understanding referred to in Rule 6, the School will employ a person or persons to assist the Honorary Secretary, the Honorary Treasurer and other officers of the Club in carrying out their duties and responsibilities and to provide such other assistance as may be required to ensure the smooth running of the Club. In addition to or instead of such person or persons employed by the School, the Club, if so authorised by the Main Committee, shall have power to establish an office and to employ or otherwise engage staff or, if authorised by either the Main Committee or Executive Committee, to engage consultants, and to obtain and pay for such advice as it may think appropriate or relevant to the management and administration of the Club or otherwise to ensure the smooth running of the Club.

ANNUAL ACCOUNTS

25. The Annual Accounts shall be examined or audited at least once in every year or such other period as the Main Committee may determine by Chartered or Certified Accountants not at the time serving as members of the Main Committee or the Executive Committee and who shall be appointed annually for that purpose by the Members at the Annual General Meeting.

TRUST COMPANY

26. The Club has established a company limited by guarantee known as the OPC Trustee Company Limited (the "Trust Company") for the purpose of holding legal title to property and assets of the Club (including land and investments) on trust for the members of the Club. The directors of the Trust Company shall be appointed by the Main Committee, and be subject to removal only by death, resignation, or as agreed in a resolution passed by the votes of not less than two-thirds of those at a Special General Meeting called for the purpose, provided always that at all times not more than one director of the Trust Company (other than a President or Past President) shall be a) an officer or an elected member of the Main Committee, b) an officer of any Affiliated Sports Club or Association or c) a director or Secretary or employee of TDSSC. Legal title to any land or investments of the Club which is held in the name of the previous Trustees of the Club or which is subsequently received by the Trustees of the Club shall, wherever possible, be transferred into the name of the Trust Company. The Trust Company shall prepare Annual Accounts in accordance with company law and which shall be presented to the Main Committee each year.

MANAGEMENT OF FUNDS

27. The Trust Company shall have power at the direction of the Main Committee to lend or grant out of the Reserve or any other Fund for the objects of the Club such an amount on such terms as they may from time to time think proper.

INVESTMENTS

28. Any moneys forming part of the Reserve or any other Fund or otherwise requiring to be invested may be invested in the purchase of or at interest upon the security of such stocks, funds, shares, securities, or other investments of whatsoever nature and wheresoever (other than purchase of land) and whether involving liability or not as the Trust Company shall in its absolute discretion think fit, to the intent that the Trust Company shall have the same full and unrestricted powers of investing and transposing investments in all respects as if they were absolutely entitled thereto beneficially.
29. In addition to the modes of investment authorised under the last preceding Rule, the Trust Company shall on a resolution to that effect being passed by the Main Committee, invest or apply any moneys in its hands constituting or forming part of the Reserve Fund:
 - (a) in the purchase, or contributing to the purchase of land in England of any tenure, or any estate or interest in or option over any such land; or
 - (b) in the discharge, purchase or redemption of any encumbrances or charges affecting any lands of the Club so purchased; or
 - (c) in payment for the erection of any buildings on any land belonging to the Club, or additions to or structural alterations of or improvements to any building erected thereon; or
 - (d) in payment for any drainage, laying out or other improvement of any land belonging to the Club; or
 - (e) in or upon the preferred ordinary or deferred stock or shares or the bonds, mortgages, debentures or debenture stock of any Company incorporated in England and having for its principal objects either (i) the promotion of the interests of Old Paulines within the Objects of the Old Pauline Club or (ii) the carrying out of any activity or holding of any such investments as would otherwise have been capable of being made directly by the Club under sub-paragraphs (a) to (d) above.

ACQUISITION AND DISPOSAL OF LAND

30. Any land purchased under the power contained in the last preceding Rule shall be conveyed so as to vest in the Trust Company on trust for sale, with power to postpone the sale, and with full powers of management conferred by law on trustees for sale to be exercised at the direction of the Main Committee, and the Trust Company shall, if required so to do by the Main Committee execute a Declaration of Trust for declaring the trusts of the net proceeds of any such sales and of the net rents and profits of such lands until sale in such form as the Main Committee may require.
31. The Trust Company may on a resolution to that effect being passed by the Main Committee let any land so purchased as aforesaid or any part thereof for any term and for any rent.
32. For the avoidance of doubt, the Trust Company shall not sell any land belonging to the Club or any part thereof without a resolution of the Main Committee to that effect being passed.

33. The Trust Company:
- (a) may borrow money on mortgage on the security of any land, investments or assets belonging to the Club on a resolution to that effect being passed by the Main Committee; and
 - (b) may on a resolution to that effect being passed by the Main Committee charge or mortgage any land, investments or assets belonging to the Club as collateral security for loans to third parties; and in either event the Trust Company and its directors shall be entitled to be indemnified out of the Reserve Fund and the General Funds of the Club against all principal moneys and interest secured by such charge or mortgage and all actions, proceedings, costs, claims and demands in respect thereof.

OLD PAULINE SPORTS CLUBS AND OTHER ACTIVITIES ASSOCIATED WITH THE PROMOTION OF THE OBJECTS OF THE CLUB

34. Any sports or other associations of Members formed for the purpose of promoting the objects of the Club may, on request, become affiliated to the Club. It shall be a condition of affiliation that only Members of the Club or the School may be Members of the affiliated sports or other associated activity. Provided that upon receipt of a written application by such sports or other association of Members, the Main Committee may vary or waive this condition in such manner and upon such terms as the Main Committee in its absolute discretion may decide and the Main Committee may vary or cancel any such variation or waiver at any time by giving notice in writing of such variation or cancellation to the sports or other association of Members to take effect at the end of the financial year of such association.
35. Any Club or Association applying for affiliation shall submit for the approval of the Executive Committee the rules and regulations relating to the management of its affairs and having obtained such approval shall not alter or add to such rules and regulations without such approval.
36. Any affiliated Club or Association shall have the right to nominate each year one of its Members to serve on the Main Committee. Such nomination shall be in writing and signed by the Secretary of the Club or Association and shall be in the hands of the Honorary Secretary fourteen days before the Annual General Meeting. Failure to comply with this requirement shall make the nomination invalid. A nominated Member may appoint another Member to attend in his place for any particular meeting. Notice of this request is to be in the hands of the Honorary Secretary of the Club seven days before such meeting.
37. Each of the affiliated sports Clubs and other Associations shall prepare annual accounts of its finances and a copy of such accounts shall be sent to the Honorary Treasurer for the information of the Club not later than three months after the period to which the same relates. If any affiliated Club or Association shall contravene the conditions of its affiliation the Main Committee may by resolution disaffiliate such Club or Association.

ANNUAL DINNER

38. At the discretion of the Main Committee an Annual Dinner of which twenty one days' notice shall be given may be held on a date and at a venue to be fixed by the Executive Committee. Additional dinners or other gatherings or events may also be held from time to time as determined by the Officers of the Club or the Executive Committee in order to promote the Objects of the Club in general.

OLD PAULINE CLUB CHARITABLE TRUST

39. The Club has agreed, pursuant to the Memorandum of Understanding referred to in Rule 6, to the establishment of a charitable trust fund by the School which will be administered and managed within the overall management of the SPS Restricted Funds but which will, in its title or style, refer to the name of the Old Pauline Club. Although the trustees of the trust fund will as normal be the Governors of the School, the Club may from time to time be asked to be in attendance at meetings of the trustees and shall be entitled to be consulted on the application of any moneys in such fund and to be informed on the payments into and out of such fund. The promotion and funding of such trust fund will be discussed and agreed from time to time between the Club and the School, with the underlying purpose of its becoming a charitable fund which would attract donations from Old Paulines generally for the benefit of the School.

DISSOLUTION

40. The Club shall not be dissolved or wound up except upon a resolution to that effect passed by three quarters of the Members whose written or electronically delivered votes have been received, at least three months' notice having been given to Members requesting their votes on the resolution specified. No such request shall be made of the Members unless two thirds of the Main Committee whose votes have been received whether by hand in a meeting or electronically or in writing have passed a resolution to that effect. In the event of the dissolution of the Club and the winding up of its affairs, the balance left in the hands of the Treasurer and the Trust Company forming part of the Club funds, after all assets shall have been realised and all debts paid, shall, in the absence of any resolution to the contrary, either be transferred to the School to be used for the benefit of the School in such manner as it may determine or to such fund being used for the benefit of the School as may be nominated in the resolution for the dissolution of the Club.

ALTERATION OF RULES

41. None of these Rules shall be altered, rescinded or added to without the consent of at least two-thirds of those voting at a Special General Meeting called for that purpose.

Any dispute concerning the construction or application of these Rules shall be determined by the Main Committee whose decision shall be final.

NOTICES

42. Every Member shall from time to time communicate to the Honorary Secretary an address or addresses (whether postal or electronic or any other kind of address) to which communications may be sent. Any notice sent to any such address shall be deemed sufficiently served or given, in the case of a notice served by post two working days following the posting thereof, and in the case of other notices 24 hours after being given, whether or not they have been received by that time. The Club may give notices to any Member and may provide notice of any meeting by (a) post, (b) sending an electronic communication to any person who has provided the Club with his electronic or similar address, (c) posting a notice of any meeting on the Old Pauline Club website, (d) including a notice of any meeting in any electronic newsletter sent to Old Paulines generally or (e) including notice of any meeting in the Old Pauline News or any other communication which is circulated to Old Paulines generally. Any meeting publicised in any one of the foregoing ways shall be deemed to have been validly notified to all Members and the failure of any Member to have received notice of any meeting so publicised shall not invalidate the proceedings at such meeting.

INDEMNITY

43. Committee Members, Officers, the Trust Company, directors of the Trust Company and any nominees and agents of the Club shall each and every one be indemnified out of the assets of the Club against liability, loss or claim incurred by him in the actual or purported exercise or discharge of his duties, powers or responsibilities on behalf of the Club or otherwise in relation to or in connection with his duties, powers, responsibilities or office, but this indemnity shall not apply to any liability to the extent that it is recovered from any other person and it is also subject to the individual taking all reasonable steps to effect such recovery and provided that that any such indemnity shall not cover any deliberately wrongful or fraudulent act by an individual.

Adopted at a Special General Meeting held on 20th June 2019