



THE OLD PAULINE CLUB

RULES

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INTRODUCTION

1. The Club shall be called the 'Old Pauline Club' and consist exclusively of Old Paulines and Honorary Members.

DEFINITIONS

2. The following capitalised terms used in these Rules shall have the meanings set out below:

“Executive Committee” means the committee established pursuant to Rule 9;

“Honorary Member” means a member of the Club elected pursuant to Rule 5;

“Member” means the members of the Club elected pursuant to Rule 4 and any Honorary Member;

“Officers” means the President, the Deputy President (where one has been appointed), the Secretary and the Treasurer;

“School” and **“SPS”** mean St. Paul’s School;

“SGM” means a special general meeting convened in accordance with Rule 29;

“TDSSC” means the Thames Ditton Squash & Sports Club Limited;

“Trustee Company” means the OPC Trustee Company Limited;

OBJECTS

3. 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 the School and the Club’s Members in the United Kingdom and abroad.

MEMBERSHIP

4. All Old Paulines, being past pupils of the School, shall become Members of the Club upon leaving the School and upon being elected to the Club by the Executive Committee. The Secretary shall each year bring to the Executive Committee for election to the Club the names of all recent past pupils and the Executive Committee may, within their absolute discretion, admit or refuse to admit to membership of the Club any such pupil.
5. The Executive Committee shall have power to elect any person who in the opinion of the Executive Committee has rendered good services to the School, St. Paul's Junior School or the Club or any affiliated clubs, branches or associations or to TDSSC as an Honorary Member of the Club. The period of Honorary Membership shall be stated by the Executive Committee at the time of such election. The Executive Committee may extend the period of this membership.
6. If the conduct or any action of any Member or Vice President is, in the opinion of the Executive Committee (having consulted with the Advisory Council), injurious to the interests of the Club or such as to make it undesirable that he should continue to be a Member or Vice President of, or in the case of an Officer to hold office in, the Club, the Executive Committee may, after giving to such Member, Vice President or Officer 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 Executive 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 Executive Committee with this matter on the agenda, terminate the membership of such Member or Vice President, 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.

7. A copy of the Rules shall be posted on the Club's website (opclub.stpaulsschool.org.uk); it shall also be available on request by every Member from the Secretary.

MANAGEMENT OF THE CLUB

Management Structure

8. The day to day running of the Club shall be the responsibility of the Officers, supported by staff referred to in Rule 44 and the chairmen of any sub-committees. These Officers shall submit full reports to meetings of the Executive Committee on the actions taken in connection with the day to day running of the Club

Executive Committee Members

9. The Executive Committee shall be entrusted with the general management and policy making of the Club. It shall consist of:
 - the President;
 - the Deputy President (when appointed, or the immediate Past President if no Deputy President is currently in post);
 - the Secretary;
 - the Treasurer;
 - the Director of Sports;
 - the Communications and Events Director;
 - the Thames Ditton Representative;
 - a Decade Representative from each decade of pupils' leaving SPS (20s through 50s);
 - the SPS Director of Development and Engagement (appointed by the School);
 - the High Master's Nominations (the High Master shall be invited to nominate a staff member and a parent representative); and
 - a School Governor (appointed by the Governors).
10. Schedules of the duties, powers and responsibilities of the Officers and other Executive Committee members 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 and made available to any Member who makes a written request to the Secretary. These schedules shall be reviewed annually by the Executive Committee at their meeting prior to the Annual General Meeting.

11. Terms of service for the members of the Executive Committee shall be as follows:
 - the President shall hold office for two years, and at the Annual General Meeting of the first complete year of a President a Deputy President shall be elected to serve for one year;
 - the Treasurer and Secretary shall retire at the conclusion of the Annual General Meeting next following their appointment unless re-elected, but on the understanding that the Treasurer and Secretary (subject to re-election) should be encouraged to serve for as long as they want;
 - the posts of Communication and Events Director and Director of Sports should be held for a minimum of two years;
 - the Thames Ditton Representative should have no minimum term of service and nor should the Decade Representatives, who should instead be allowed to serve as long as they remain in the correct decade (or move to the next decade up if there is a vacancy at the relevant time);
 - the duration of the other posts would be determined by the School, the High Master and the Governors (as relevant);
 - any Officer or member of the Executive Committee may by notice in writing given to the President or the Secretary at any time resign his office or membership of the Committee as the case may be.
12. No Member of the Club shall be eligible for election to President or Vice President unless nominated by at least ten Members or any nominations committee established for that purpose, or to any other post or Committee unless nominated by the Executive Committee. All nominations shall be in writing, signed by the appropriate number of Members and shall be delivered to the Secretary of the Club at least seven days before the date of the Meeting at which the nomination is to be considered. All elections shall be by show of hands unless any Member present calls for a ballot. Nominations made otherwise than in accordance with this Rule shall be invalid and of no effect.
13. The offices of Secretary and Treasurer shall not be held by the same person.
14. The Executive Committee shall have power to co-opt up to four members of the Club to the Executive Committee (for example, overseas branch representatives) and it shall also have power to appoint standing or ad hoc subcommittees for particular requirements and durations.
15. Casual vacancies in the office of President may be filled by the Executive 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 may be filled by a resolution of the Executive Committee. All Rules relating to nomination and election of Officers shall apply.
16. Members of the Executive Committee will not serve beyond the AGM after which they reach the age of 75 unless otherwise agreed by the Executive Committee.

Executive Committee Meetings

17. The Executive Committee shall meet at least four times a year with additional meetings as the President and Secretary may deem necessary. Seven members present at a meeting of this Committee shall form a quorum. Decisions shall be made by the Executive Committee on a majority basis of those attending, unless specified to the contrary elsewhere in these Rules.
18. Any member of the Executive Committee may attend a meeting by telephone or other electronic means and vote and be included in the quorum. Members of the Executive Committee may appoint alternates to attend meetings in their stead when they are unavailable. The Secretary shall be entitled to ask representatives of Old Pauline branches or affiliated clubs to attend all or part of the Executive Committee meetings as may be relevant or expedient.
19. All Executive Committee meetings or sub-committee meetings, of which fourteen days' notice shall be given, shall be summoned by the Secretary at any time if he is requested in writing to do so by the President or any five members of the Executive Committee. The matters to be discussed shall be indicated at least seven days in advance.
20. Meetings of 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 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.

Sub-committees

21. Sub-committees covering specific areas or specialisations may be established by the Executive Committee. The appointment of members to such committees is by majority decision of the Executive Committee and all such sub-committees would report to the Executive Committee (either via the President or the relevant Executive Committee member – e.g. a sports sub-committee would report to the Executive Committee via the Director of Sports). Sub-committees will include the following:
 - A Nominations Committee, with responsibility for seeking suggestions for potential candidates from all sources for the nomination of VPs, Presidents and Deputy Presidents. Its members would be the current President and the immediate Past President or current Deputy President (as relevant), and at the discretion of the Executive Committee a Past President from the Advisory Council.
 - A Sports Committee, with responsibility for developing Club sport, including non-field sports such as tennis, rowing, golf, cycling and fives, and for overseeing the organisation and management of alumni sports social events (festivals, dinners etc.). Its members would be the Director of Sports, the SPS Director of Sports and a representative from each of the OPC rugby, football and cricket clubs (plus others at the discretion of the Executive Committee).

ADVISORY COUNCIL AND VICE PRESIDENTS

22. The Advisory Council will consist of those Vice Presidents that have chosen to serve on the Advisory Council, as well as any former members of the Executive Committee who served for 4 or more years. Up to five members of the Advisory Council can be

nominated by the Executive Committee. Vice Presidents shall, subject to Rule 6, hold office for life, unless he chooses to resign.

23. The Advisory Council does not have executive powers, but all members will be provided with copies of Executive Committee meeting agendas and subsequent minutes, with a standing invitation for them to feed in their thoughts into the running of the Club to the President. Advisory Council members would be available for consultation on an ad-hoc basis, and the Executive Committee will ask Advisory Council members (either individually or collectively) for advice and views on major decisions to be taken by the Executive Committee.
24. There will be two regularly scheduled meetings for the Advisory Council, one to be held in person or by video conference in March each year and one to be held in the form of a social event in September. The Executive Committee is responsible for deciding if and when any additional Advisory Council meetings would be necessary.

TRUSTEE COMPANY

25. The Club has established the Trustee 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.
26. The directors of the Trustee Company shall be appointed by the Executive Committee (subject to ratification at the Annual General Meeting), and be subject to removal only by death, resignation, or as agreed in a resolution passed at an SGM called for the purpose, provided always that at all times not more than one director of the Trustee Company (other than a President or Past President) shall be (a) an officer or an elected member of the Executive Committee, (b) an officer of any affiliated sports club or association or (c) a director, secretary or employee of TDSSC.

MEETINGS OF MEMBERS

27. Every Member shall from time to time communicate to the 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 Atrium 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.
28. 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 shall take place and the annual accounts of the Club shall be presented and approved. Any proposed changes to the board of the Trustee Company must also be ratified at an Annual General Meeting. Vice Presidents shall also be elected at Annual General Meetings. Any other business mentioned in the notice convening the meeting shall be transacted.

29. The Secretary shall convene an SGM of which twenty one days' notice shall be given at any time upon the passing of the appropriate resolution by the Executive Committee or on receiving a requisition to that effect signed by not less than twenty Members stating therein the object for which the meeting is required, provided that the Secretary shall not convene such meeting as requisitioned by Members if the President shall consider that such object is irrelevant to the objects of the Club.
30. Seven or more Members attending (whether in person or remotely) constitute a quorum for SGMs. No business other than the appointment of the chairman of the meeting is to be transacted at an SGM if the persons attending it do not constitute a quorum.
31. Resolutions to be voted on at an SGM shall be decided by a two-thirds majority of Members attending the meeting.

FINANCES, INVESTMENTS AND MANAGEMENT OF FUNDS

32. The Executive Committee shall have power to administer generally, subject only to the powers vested in the Trustee 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 47), and they shall give all proper directions to the Treasurer concerning the Club's bank 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.
33. The annual accounts of the Club shall be presented to the Executive Committee for its review and consideration at one of its meetings which takes place prior to the Annual General Meeting in each year.
34. Subject as provided in Rule 35, every donation made by the School as contemplated under Rule 44 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 as well as:
 - 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
 - any rent received by the Club from TDSSC,

shall form part of the income of the Club and, if received by the Trustee Company, shall be paid by it to the 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.

35. 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 Trustee Company. Any moneys so invested in the name of or under the control of the Trustee Company shall if the Executive Committee so directs by notice signed by the President or the 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 Trustee 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 Treasurer for credit to an account in the name of the Club.

36. On-line payments can be authorised and paid from the Club's bank account solely by the Treasurer up to £5,000. For on-line payments over £5,000, the payment has to be authorised by both the Treasurer and another authorised person as appointed by the Executive Committee. With prior authorisation from the Treasurer, cheques can be drawn from the Club's bank account to a maximum of £500 requiring two signatures, with at least one signature from a person authorised by the Executive Committee.
37. The Trustee Company shall have power at the direction of the Executive Committee to lend or grant out of any funds available for the objects of the Club such an amount on such terms as they may from time to time think proper.
38. The Trustee Company shall also, on a resolution to that effect being passed by the Executive Committee, invest or apply any moneys in its hands:
 - (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 (a) the promotion of the interests of Old Paulines within the objects of the Club or (b) 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.
39. Any land purchased under the power contained in the previous Rule shall be conveyed so as to vest in the Trustee 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 Executive Committee, and the Trustee Company shall, if required so to do by the Executive 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 Executive Committee may require.
40. The Trustee Company may on a resolution to that effect being passed by the Executive Committee let any land so purchased as aforesaid or any part thereof for any term and for any rent.
41. For the avoidance of doubt, the Trustee Company shall not sell, gift or otherwise transfer any land belonging to the Club or any part thereof without a resolution of the Executive Committee to that effect being passed.

42. The Trustee Company may:
- (a) 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 Executive Committee; and
 - (b) on a resolution to that effect being passed by the Executive 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 Trustee Company and its directors shall be entitled to be indemnified out of any available 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.
43. Any disposal of assets or incurring of indebtedness by the Executive Committee in excess of £100,000 shall require the prior approval of an SGM.

MEMORANDUM OF UNDERSTANDING WITH THE SCHOOL

44. 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.
45. Under the terms of the Memorandum of Understanding, the School will employ a person or persons to assist the Officers 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 Executive Committee shall have power to establish an office and to employ or otherwise engage staff or 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.
46. The Club has agreed pursuant to the Memorandum of Understanding 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.

SPORTS CLUBS AND OTHER ASSOCIATIONS

47. 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. Provided that upon

receipt of a written application by such sports or other association of Members, the Executive Committee may vary or waive this condition in such manner and upon such terms as the Executive Committee in its absolute discretion may decide and the Executive 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.

48. 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.
49. If any affiliated club or association shall contravene the conditions of its affiliation the Executive Committee may by resolution disaffiliate such club or association.

DISSOLUTION

50. 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 Executive 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 Trustee 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

51. None of these Rules shall be altered, rescinded or added to without the consent of an SGM called for that purpose. Any dispute concerning the construction or application of these Rules shall be determined by the Executive Committee whose decision shall be final.

INDEMNITY

52. Committee Members, Officers, the Trustee Company, directors of the Trustee 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 or her in the actual or purported exercise or discharge of his or her duties, powers or responsibilities on behalf of the Club or otherwise in relation to or in connection with his or her 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 14 December 2021