



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 any member 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 30;

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

“**Trustee Company**” means the OPC Trustee Company Limited;

Words importing the singular shall include the plural and vice versa and words denoting gender include every gender.

OBJECTS

3. The objects of the Club are to keep up the association of Old 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, Vice President or Officer 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 shall:

- give to such Member, Vice President or Officer fair notice of their proposal to terminate the membership of such Member or Vice President, or deprive him of the office held by him;
 - give such Member, Vice President or Officer an opportunity of explaining or defending his conduct or action or controverting the allegations made against him (either in writing to or by appearing before the Executive Committee in person at his option); and
 - thereafter 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 any staff provided by the School 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;
 - an Overseas Branches Representative;

- a Representative from pupils leaving SPS from each of the following age groups: 20s, 30s, 40s and 50s and over;
 - 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 (AGM) 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 shall be held for a minimum of two years;
 - the Thames Ditton Representative shall have no minimum term of service and nor shall the Decade Representatives, who shall 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 shall 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 Executive Committee as the case may be.
12. In addition to any nomination made by the nominations committee (see Rule 21), ten or more Members may nominate in writing any person for the role of President, Deputy President or Vice President to the Executive Committee. The Executive Committee shall ensure that such nominations are put forward to the AGM, which shall make the final decision on a simple majority basis. Nominations made otherwise than in accordance with this Rule shall be invalid and of no effect. Nominations for any other post or Committee may be made by any Member to the Executive Committee, which shall have the final decision on any such appointment.
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 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 a resolution of 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. Ten 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 (subject to approval by the President) 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 will 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 Vice Presidents, 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 any other Member.

- 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 and one to be held in the form of a social event. The Executive Committee is responsible for deciding if and when any additional Advisory Council meetings would be necessary. However, the Chairman of the Advisory Council can call and hold a meeting, after conferring with the Executive Committee, should ten or more members of the Advisory Council make such a request.

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.
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, under operation of law 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, electronic or any other kind of address) to which communications may be sent. Notices 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.

28. The Club may validly give notices to any Member 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. The failure of any Member to have received notice of any meeting so publicised shall not invalidate the proceedings at such meeting.
29. 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 (following which the Executive Committee shall meet to implement such appointments), together with the presentation of the annual accounts of the Club, which shall also be made available on the Club website. 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.
30. 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.
31. Seven or more Members attending (whether in person or remotely) constitute a quorum for AGMs and 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.
32. Resolutions to be voted on at (a) an AGM shall be decided by a simple majority of Members attending the meeting, and (b) an SGM shall be decided by a two-thirds majority of Members attending the meeting.

FINANCES, INVESTMENTS AND MANAGEMENT OF FUNDS

33. 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 41), 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.
34. The quarterly and annual accounts of the Club shall be presented by the Treasurer to the Executive Committee for its review and approval. Annual accounts shall be prepared on the basis of appropriate and generally accepted accounting principles.

35. A firm of accountants approved by the Executive Committee shall be employed to assist the Treasurer in maintaining the accounting records 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 borrow, 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 as it sees fit.
39. The Trustee Company shall have the power, at the direction of the Executive Committee, to deal in land or to dispose of assets (including gifting). Any transaction for the disposal of assets or incurring of indebtedness by the Executive Committee or the Trustee Company in excess of £100,000 shall require the prior approval of an SGM.

ST PAUL'S SCHOOL

40. There is a Memorandum of Understanding dated March 2014 amongst the Club, the School and St. Paul's Junior School (the "MoU") and the Club will continue to operate under the terms of the MoU as the same may be in force from time to time.

SPORTS CLUBS AND OTHER ASSOCIATIONS

41. The Executive Committee may approve the establishment of sports clubs or other associations of Members as affiliated to the Club (whether on its own recommendation or at the request of other Members of the Club) for the purpose of promoting the objects of the Club. The rules and regulations relating to the management of any such club or association, and the club's or association's name, must be approved by the Executive Committee, which may impose any conditions to affiliation as it sees fit.
42. If any affiliated club or association shall contravene the conditions of its affiliation, or in the opinion of the Executive Committee cease to promote the objects of the Club, the Executive Committee may disaffiliate such club or association.

INCORPORATION & DISSOLUTION

43. The Club shall not be dissolved or wound up except upon a resolution to that effect passed at an SGM of the Members, provided that at least three months' notice of the SGM has been given to Members. 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.

44. Any decision to incorporate the Club as a limited liability company shall be subject to approval at an SGM.

ALTERATION OF RULES

45. 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

46. Directors' and Officers' liability insurance shall be maintained such that Executive Committee members, Officers and directors of the Trustee Company shall 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. 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 any such indemnity shall not cover any deliberately wrongful or fraudulent act by an individual.

Adopted at a Special General Meeting held on 13 October 2022