

## **OLD VICTORIANS ASSOCIATION**

### **Constitution of Queen Victoria School Old Victorians Association**

**Below are proposed amendments to be voted on at the March AGM 2011**

**The name of the organisation, hereinafter called "OVA" is  
"OLD VICTORIANS' ASSOCIATION"**

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**The office for correspondence is: -**

Queen Victoria School Old Victorians' Association  
Queen Victoria School  
Dunblane  
Perthshire FK15 0JY

**The Object and Values for which OVA is established are**

1. To act as a central source of information, contact and interface between former pupils and the senior management of Queen Victoria School.
2. To enhance and develop the principles of comradeship, integrity, honesty and discipline.
3. To uphold the reputation and good name of the School.
4. To respect the personal values of former and current pupils.
5. To facilitate communication and contact between former pupils.
6. To work with the School Authorities to promote the values of the School.
7. To support, wherever possible, initiatives that prepare QVS pupils to face the world outside the School.
8. To support, wherever possible, projects that aim to enrich the culture of the School.
9. To facilitate projects and fundraising for both the school and OVA.

**As Former Pupils, our values are:**

Integrity, Politeness, Honesty, Probity, Impartiality, Fairness, Supportive, Commitment, Availability, Patience, Compassion, Enthusiasm

**To further the objects and values of OVA, OVA shall have power to:**

1. Elect a Committee to run the affairs of OVA.

2. Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions, donations and otherwise, provided that OVA shall not undertake any permanent trading activities in raising funds for the objects.
3. Take any gift of property, whether subject to any special trust or not, for any one or more objects of OVA
4. Sell, let, mortgage, dispose of or turn to account all or any of the property or assets of OVA as may be thought expedient with a view to promotion of the objects, subject to such consent as may be required by law
5. Undertake and execute any charitable trusts that may lawfully be undertaken by OVA and may be conducive to the objects.
6. To invest the moneys of OVA, not immediately required for its purposes, in such investments and securities as may be thought fit, subject to such conditions and such consents as may be imposed by law and subject also as hereinafter provided.
7. To co-operate with or to establish and support or aid in the establishment and support of any charitable association or institution and to subscribe money for charitable purposes in a way connected with the objects, or calculated to further the same.

#### **Property of OVA**

The income and property of OVA, whenever it was derived, shall be applied solely towards the promotion of the objects of OVA as set forth in this constitution of Association. No portion, therefore, shall be paid or transferred directly or indirectly by way of profit to the members of OVA.

#### **Remuneration of the Committee**

No remuneration, or other benefit in money or money's worth, shall be given by OVA to any member of the committee except repayment of agreed reasonable expenses incurred by individuals of the committee in carrying out their duties, and if so agreed in advance of the duty being carried out.

#### **Winding up and Dissolution of OVA**

If upon the winding up or dissolution of OVA there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of OVA. Rather they shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of OVA, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on OVA.

#### **Membership of OVA**

**Comment [A1]:** I have taken out the terms "bonus and dividend" as we may as an association wish to contribute to the production of a newsletter and a website. This may then allow us to facilitate an honorarium for the upkeep of essential OVA services.

There shall be three types of membership:

- **Full Membership** - All former pupils and staff of Queen Victoria School are eligible to become Full Members of OVA.
- **Honorary Membership** – All individuals who share the values of the Old Victorians Association can apply to become a member of OVA.
- **Valued Membership** – those who have done outstanding work for OVA may be nominated for recognition as a special member and be logged in the archives as such by the OVA committee or at the bequest of any AGM or EGM of the OVA.

All members are entitled to one vote. Ordinarily the President should abstain from any voting that occurs but in deadlock situations he or she will have the casting vote.

### Subscriptions

- Subscriptions shall be payable on occasion of such amounts as shall be determined by the committee of OVA.
- The committee may, from time to time, by resolution in that behalf, and passed by a two-thirds majority of members of the Committee, increase or reduce any subscription by any such sums, provided that they are reasonable and fair and are in accordance with achieving OVA's objects.
- Every person accepted as a Member shall pay the required subscription as agreed by the committee.

### Social Networks

OVA recognises the need to extend the membership of OVA and its activities through the creation of social networks of OVs throughout the geographical areas of the world. The committee of OVA and the membership will be offered support in advertising and promoting social groups both nationally and internationally.

### Termination of membership

The committee of OVA may, by resolution in that behalf, and passed by a one-half majority of members of the Committee, expel any member of OVA who knowingly brings the good name, or otherwise, of OVA into disrepute.

### The Committee of OVA

The general control and direction of the policy and affairs of OVA shall be invested in a body of representatives called "The Committee".

Election of members to the committee will be conducted at the Annual General Meeting of OVA.

Nominations for the committee must be proposed and seconded by members of OVA.

**Comment [A2]:** This is where I have made a major change. My parents are supporters of myself and the school and therefore this will allow those who share our values and objectives can apply for membership. Similarly the "valued membership" is aimed at recognising good work undertaken on behalf of OVA.

**Comment [A3]:** The concept of "branches" has rapidly changed with the advent of facebook and therefore I have accepted that we need to support social networks. It is a simple change of terminology but it support the use of social media etc to further the cause of OVA.

Only Full Members of OVA may be appointed to the post of President

**Comment [A4]:** I have removed the suggested 3 year tenure applied to the committees posts as this is unrealistic in this fast paced world. I have also removed the 4 week period which needs to be given.

The committee of OVA shall comprise:

1. The President - to be appointed by the AGM.
2. The Secretary - To be appointed by the AGM.
3. The Treasurer - To be appointed by the AGM
4. Four other committee members can be elected at the AGM or can be filled at any point if unfilled. Portfolios that should be considered are –
  - a. Communications officer
  - b. Fundraising officer
  - c. Internet and electronic communications officer
  - d. Publicity officer
5. The Headmaster/Chief Executive, Queen Victoria School, non-voting.
6. Any Trustee of OVA will be invited to the committee – non-voting

#### **Proceedings, Powers and Duties of the Committee Members**

1. The President of OVA shall act as Chairman of The Committee. If the President is unable to attend for any reason, then the members of the committee present, if sufficient to form a quorum, shall choose a member of the committee to act as Chairman.
2. The committee should attempt to meet at the AGM and on one other occasion each year.
3. The committee should be in regular communication via email and telephone
4. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
5. The quorum necessary for the transaction of the business of The Committee shall be three.
6. Clear notice shall be given to the committee members of meetings specifying the time, date, place and agenda.
7. A meeting of the committee may be called at the request of The President, or of two members of the committee.
8. The committee will meet with the School Representatives on regular occasions
9. The committee will have the power to fill any Committee vacancy Pro Temporal.
10. The committee shall cause proper Minutes to be made of the proceedings of all meetings of OVA and The Committee, and of all business transacted at such meetings. Such Minutes shall be signed by The Chairman of the next succeeding meeting, which shall be sufficient evidence without further proof of the facts therein stated. Copies of such Minutes will be forwarded to all members of The Committee and placed on the OVA website.

11. No member of the committee is permitted to vote on any matter in which he has a direct personal interest. Neither will the member be present when such a matter is being debated, except at the express invitation of the committee.

**Comment [A5]:** I have removed the sub-committee section but this lies within the powers of OVA and committee should it be required.

### **Bank Accounts of the OVA**

The committee shall arrange proper bank accounts to be registered in the name of OVA and for the benefit of OVA.

1. All cheques thereon will be signed by Two (2) members of The Committee, one (1) including the Treasurer.
2. The committee shall cause proper records of accounts to be kept with respect to:-
3. All sums of money received and expended by OVA and matters in respect of which receipt and expenditure takes place.
4. All sales and purchases of goods by OVA
5. The assets and liabilities of OVA.
6. Proper records shall not be deemed to be kept if such records fail to give a true and fair view of the state of OVA's financial affairs and to explain its transactions.
7. The records of accounts shall be kept by The Treasurer of OVA and shall always be open to the inspection of the members of the members. Application should be made in writing by members to have a copy of the accounts.
8. The committee shall from report accounts to the OVA AGM.

### **Auditors**

Two (2) auditors will be appointed by the committee:

1. They will check the funds of OVA when called upon by The Committee.
2. They will audit the Accounts of OVA for submission at the Annual General Meeting.

### **Special Powers**

In the event that no members of OVA stand for election, or can be appointed to the committee, The President of OVA shall have the authority to continue to conduct the policy and affairs of OVA until such times as a Committee is formed or the affairs of OVA are wound up.

### **Winding Up**

OVA shall be dissolved providing that: A resolution to the effect is passed by a majority of three quarters of those present and voting at an AGM, provided that a resolution is then passed at the same AGM appointing a qualified Accountant to act as Liquidator.

### **Annual General Meeting**

The Annual General Meeting will determine the date of the next Annual General Meeting, which will be held for the following purposes: -

1. To receive a report from the President on the activities of OVA over the past twelve months.
2. To elect members of the committee as required.
3. To consider, and if necessary, give effect to any recommendations made by the committee.
4. To consider any Notice of Motion relating in any way to the alteration of the constitution of OVA submitted by any two or more members, which Notice of Motion must be in writing and be received by the President and Secretary at least 28 (twenty-eight) days prior to the date of the Annual General Meeting. Any such Notice of Motion will only be approved by a majority of at least two thirds of the members present and voting. The total votes cast must not be less than 21.
5. To transact any other business.

### **Extraordinary General Meeting**

1. An extraordinary General Meeting may be called by The Committee or by the written request of not less than 12 (twelve) Members of OVA. The written request must detail the nature of the subject to be discussed and be sent to the President and Secretary. The Committee will call such a meeting within 28 (twenty-eight) days of such a communication at a time and place to be decided by them.
2. All resolutions, except those covered by Articles of Association 10(f), will be carried by a simple majority.

### **Conduct of the Annual General Meeting**

1. The order of business will be established by the committee and controlled by the President.
2. The President will give an account of the affairs of OVA as at the date of the meeting and an account of the progress and activities of OVA as a whole.
3. The minutes of the previous Annual General Meeting will be read and when approved, signed by the President.
4. The accounts of the funds of OVA shall be presented and if approved, signed by the President.
5. Only items on the agenda of the meeting for discussion, or proposals will be debated.
  - a. Members of OVA and Members of The Committee may propose or vote on motions.
  - b. An amendment must not directly negate the terms of the original motion.

- c. Only one amendment to a motion will be considered at a time.
  - d. If an amendment is carried it will become, or form part of, the substantive motion.
  - e. A motion or an amendment may be withdrawn only with the consent of the meeting.
  - f. A motion once lost may not be moved again at the same meeting.
  - g. If any motion or amendment is not moved or seconded when called by the President, it will be considered lost and will not be carried forward.
6. A speaker must confine his remarks to the proposition under debate.
- a. No speaker will speak more than once on any motion or amendment except in the following circumstance: The mover of the motion will have the right to reply before the vote is taken. The seconder of the motion or amendment will have the right to speak later in the discussion providing the seconding was purely formal.
  - b. A speaker who considers he/she has been misunderstood will be allowed, at the discretion of the President, to make further explanation.
  - c. A member who has already spoken may rise to a point of order.
  - d. A speaker who is moving a motion will be allowed three minutes to do so.
  - e. Only at the discretion of the President may a speaker be allowed to exceed the limits laid down.
7. The following motions of order will have priority and be taken without discussion:-
- a. That the debate be adjourned
  - b. That the question be now put
  - c. That the meeting proceed to the next business
  - d. That the meeting do now adjourns.
8. Where it is proposed that the motion be remitted to The Committee, the President will ask the mover of the motion if he or she agrees. If the mover agrees, the proposal for the remission will be put to the meeting. If the mover does not agree, the debate will continue.
9. Any of these stipulations may be suspended with the consent of two thirds of those present and entitled to vote.

#### **Interpretation of the Rules of The AGM**

The committee will be the Authority for the interpretation of the rules herein defined and will have the power to decide on any matter not covered by them.

#### **End of constitution – recommended review in 3 years or when constitutionally required**

Leigh Bissett – Acting President