

The Constitution of the Old Cryptians' Club.
(May 2009)

1. Definitions

“the School”	The Crypt School
“the Club”	The Old Cryptians’ Club
“The Cryptian”	The School magazine
“the Officers”	the President, Vice President, Secretary, Membership Secretary and Treasurer of the Club, whose respective appointment and roles are set out in the <u>First Schedule</u>
“the Committee”	the committee members elected by the Members in general meeting for the administration and governance of the Club together with the Officers, the headmaster for the time being of the School, and the immediate past president
“the Independent Examiner”	the person appointed to examine annually the books of account of the Club and to certify their accuracy. (note: this person may be a Member)
“the Bursary Fund”	the “Old Cryptians’ Centenary Bursary Fund 2001” a registered charity

2. Membership

There are four categories of membership of the Club:

- a. Members: Former pupils, present and former members of staff
- b. Associate Members: Spouses and civil partners of Members and widows or widowers of former Members
- c. Honorary Members: Persons who are not otherwise eligible for membership but have supported the Club and who in the opinion of the Members should be accorded that privilege
- d. Life Members: Members who have performed signal service to the Club over many years and whose services the Club wishes to recognise

3. Objects

The objects of the Club are:

- a. the encouragement of social intercourse between former pupils and keeping them in touch with the School
- b. the publication and circulation of all news of interest about present and former pupils through "*The Cryptian*", the Web Site and other means of communication
- c. the promotion of the interests of the School its institutions and any of its members

4. Subscription

Members shall and Associate and Life Members may pay an annual subscription set by the Club in general meeting. The President may at his absolute discretion request the Treasurer to remit all or part of a particular member's subscription as circumstances may warrant, such Member shall be deemed to have paid his subscription in full. Subscriptions shall normally be paid by 31 January.

5. Affiliated Societies

Certain societies, associations and clubs having interests in common with those of the Club may be affiliated to the Club ("affiliated societies") upon invitation by the Club in general meeting. Members of affiliated societies need not be members of the Club.

6. **Governance**

The management of the Club shall be in the hands of the Committee.

The elected members of the Committee of whom there may be up to eight shall be elected by the Club in General Meeting and shall serve for 2 years with half standing for election at each Annual General Meeting. The Committee may co-opt members and their appointment shall be subject to confirmation at the following Annual General Meeting.

The Committee shall meet at least twice a year and the Secretary shall serve notice of such meeting on members of the Committee at least three weeks prior to each meeting. The quorum at such meetings shall be the President or Vice President and four other members.

In the event that either the President or Vice-President resigns or is long-term incapacitated so that he may not perform his functions, the Committee shall appoint a Vice-President from among their number to serve until the next following AGM.

Administration of the funds of the Club is vested in the Committee which may invest or otherwise deal with the funds as the Committee in its absolute discretion sees fit.

7. **Annual General Meeting**

The Club shall hold an Annual General Meeting once a year.

The date of the next Annual General Meeting shall be announced at the previous Annual General Meeting.

The essential business of the meeting shall be to:

- Receive the President's report
- Elect President and Vice-President and other officers of the Club
- Elect 50% of the Committee
- Receive and approve the examined accounts

Members who wish to raise or propose other matters (including nominations for the committee, Honorary Members and Life Members)

at the Annual General Meeting should notify the Secretary at least 5 weeks prior to the meeting. The Secretary shall forward to all Members, Honorary Members and Life Members notice of the meeting at least 28 days prior to the meeting.

The meeting shall be chaired by the President, or in his absence, by the Vice President.

The quorum for the Meeting shall be 12 Members entitled to vote at that meeting and present in person.

8. Extraordinary General Meeting

The Committee may, and upon receipt of a request in writing addressed to the Secretary by not less than 20% of those Members entitled to vote shall, within 14 days, by giving not less than 14 days nor more than 28 days notice, to Members and Life Members, convene an Extraordinary General Meeting of the Club to consider and vote on the motion set out in the notice convening the meeting.

The quorum for such meeting shall be 20 Members entitled to vote present in person. The quorum shall include the President or Vice President who shall be chairman. Where the meeting has been convened at the request of members and neither the President nor the Vice President is present the quorum shall be 22 Members entitled to vote and present in person.

9. Voting at Meetings

Voting at meetings is restricted to those Members who have paid their annual subscription for the current year, and to Life Members, present in person or by proxy.

In the first instance resolutions shall be put to the meeting on a show of hands. Any Member or Life Member present may call for a poll. In the poll, proxy votes may be counted. Forms of proxy in the form set out in the Second Schedule must be produced to the Secretary at least three days prior to the meeting.

10. Amendments to Constitution

The constitution may be amended by the Club in General Meeting where a quorum of (40)% of the Members entitled to vote are present in person or by proxy and two thirds of those so present vote in favour of the amendment

11. Bursary Fund

The Bursary Fund shall be administered by five trustees appointed by the Committee. A Chairman, Secretary and Treasurer of the Bursary fund shall be selected by the Trustees from their number.

The Trustees shall observe the objects of the Bursary Fund set out in its deed of trust and shall ensure the maintenance of its charitable status. The chairman shall report to the Club at the Annual General Meeting.

12. Dissolution

The Club may be dissolved by the members in Extraordinary General Meeting convened to discuss and vote upon a proposal to dissolve the Club where a quorum of 51% of the Members entitled to vote are present in person or by proxy and two thirds of those so present vote in favour of the amendment.

Upon dissolution the assets of the Club shall accrue to the Bursary Fund, or, if that is not possible, shall be realised and distributed *ci-pres*, or, as the Committee see fit.

THE FIRST SCHEDULE - OFFICERS

The President

The President is elected for one year. The President represents the Club in public and chairs General Meetings and meetings of the Committee

Vice-President

The Vice-President is elected for one year. The Vice President represents the Club and chairs meetings in the absence of the President. In the event of the resignation or long term incapacity of the President, the Vice-President shall become President until the following AGM when his Presidency may be confirmed for a further year.

Secretary

The Secretary is responsible for the general administration of the Club and in particular for the recording of minutes of General Meetings and of meetings of the Committee and for the serving of Notice of Meetings on the Members.

Membership Secretary

The Membership Secretary is responsible for the maintenance of records of membership and for the growth of membership of the Club

Treasurer

The Treasurer is responsible for the maintenance of the financial records of the Club, the collection of subscriptions and settlement of bills. At the Annual General Meeting the Treasurer shall present the audited accounts to the Club, and together with the President and the Secretary the Treasurer is a signatory to the Club's bank account.

The Second Schedule

Old Cryptians' Club

PROXY

I _____ (“the Appointer”)

Hereby appoint: _____ (“the Appointee”)

(and if the Appointee is unable or unwilling to act as my Proxy I appoint the Honorary Secretary in his place) my Proxy: To attend and vote on my behalf

I request my Proxy to exercise my vote in either a show of hands or in a poll in favour of* / against* the resolution set out in the Notice convening the said meeting,

Signed

Date

**cancel either “in favour of” or “against” as applicable*

Note:- This Proxy is valid only for the stated meeting or any reconvening of it. The execution of a form of Proxy does not bar the appointer from attending and voting in person.

