



OLD BEDFORDIANS CLUB

Rules of the Old Bedfordians Club

Name

The Club is called the Old Bedfordians Club (the “Club”)

1. Objectives

The Club objectives are:

- 1.1 to foster and maintain the relationship between alumni of Bedford School (the “School”) and to assist and support members in their careers and lives; and
- 1.2 to maintain the bond between the School and its alumni to assist in the achievement of the School’s stated aims and objectives.

2. The Director

- 2.1. The Director of the Bedford School Association (the “BSA”) will undertake the responsibilities and assume the complementary title of Director Old Bedfordians Club (the “Director”). An assistant to the Director (the “Assistant Director”) will be such person as may be appointed by the School, in consultation with the Club, from time to time, to work with the Club.
- 2.2. The Director shall be responsible for, and in charge of, every aspect of the day to day conduct of the affairs of the Club and will act in its best interests, in each case, subject to any direction from the Executive Committee under paragraph 10.3.4. The Assistant Director shall work under the direction of the Director.
- 2.3. In performing that duty the Director shall liaise with and follow the instructions of, where applicable, the Executive Committee and the appropriate officers of the Club, while also liaising with the School.
- 2.4. The Director, wherever possible, shall attend and may participate in all formal meetings of the Club, the Council and the Executive Committee; and all formal meetings of the Club’s elected and/or nominated representatives, including a meeting of any sub-committee.
- 2.5. Neither the Director nor the Assistant Director shall have any vote on any issue in respect of which a vote is taken at any formal meeting of the Club, the Council or the Executive Committee.
- 2.6. The Director or Assistant Director shall take the minutes at any formal meeting which he or she attends. In the absence of the Director and Assistant Director, the person presiding at such a meeting will nominate one of those attending to take the minutes.

3. Membership of the Club and Titles

- 3.1. Members of the Club shall be alumni of the School (Upper School and Preparatory School), who have been at the School for one year (three terms) or more, and have been approved by the Head Master and the Council.
- 3.2. Honorary Members of the Club shall, during the tenure of their appointment, be all School Core Management Team members and Masters and Mistresses appointed to the permanent staff of the School and the Preparatory School, and such other persons as shall be elected by the Council from time to time. For these purposes the “School Core Management Team” comprises the Head Master, the Vice Master, the Head Master of the Preparatory School, the Bursar, the Deputy Heads of Academic and External Affairs, the Teaching Director and the Director.
- 3.3. Honorary Life Members of the Club shall be Masters and Mistresses who have completed 15 years’ service on the staff of the School and such other persons whom the Council may elect.
- 3.4. Vice-Presidents of the Club shall be past Presidents of the Club and those persons as are proposed by the Council and elected at an AGM.
- 3.5. Honorary Vice-Presidents of the Club shall be the Head Master and past Head Masters.
- 3.6. All the persons listed in the Rules 3.1 to 3.5 shall be entitled to wear the Club tie and colours, to be selected to play for Club teams, to receive the Club newsletter, to gain access to the Club’s website database, to attend Club functions and to attend and vote at Club General Meetings (as referred to in paragraph 11), except that Honorary Members under paragraph 3.2 shall not be entitled to vote at meetings of the Club.
- 3.7. Members of the Club shall be known as “Subscribing Members” if they pay an annual subscription to the Club of such an amount as the Council shall from time to time decide. In addition to the other privileges of membership, Subscribing Members shall be entitled to receive the Ousel magazine and the Register and such other benefits as the Council or Executive Committee may decide.

4. Council

- 4.1. The Council is responsible to the members of the Club for establishing policy, approval of the Strategic Plan, as presented to it by the Executive Committee, and monitoring and reviewing the management of the Club by the Executive Committee.
- 4.2. The President shall be chairman of the Council.

5. President

- 5.1. The President shall be elected at an AGM and shall hold office for a term of two years and may be re-elected for such further period or periods as the AGM may approve.
- 5.2. The President of the Club presides at all General Meetings of the Club, but if he is not present for a meeting or has signified his inability to be present at the meeting, the senior Vice-President, by length of appointment, or such other person nominated by the President, in attendance shall be chairman of the meeting.
- 5.3. The role of the President shall be non-executive.

6. Membership of the Council

- 6.1. The Council shall consist of the President, the Vice-Presidents under paragraph 3.4, a member of staff of the School nominated from time to time by the Head Master, and at any time no more than 12 members of the Club elected at an AGM or an EGM (“Elected Members”).
- 6.2. All members of the Council will be eligible to vote apart from the person nominated by the Head Master. Neither the Director nor the Assistant Director may vote at meetings of the Council.

7. Election of members of the Council

- 7.1. Each Elected Member shall be elected for a period of four years.
- 7.2. Elected Members are eligible for re-election at the end of the period for which they were elected.
- 7.3. Members of the Club standing for election to the Council shall be proposed and seconded by a member of the Club and the proposal notified to the Director not less than 21 days prior to the AGM or EGM at which the proposal is to be considered.

8. Vacancies on the Council

- 8.1. The Council may appoint a member to fill any casual vacancy among the Elected Members on the Council until the next AGM.
- 8.2. Any member so appointed must retire at the AGM after which they are appointed, but may be elected as an Elected Member at that AGM.

9. Powers of the Council

9.1. Powers

The Council shall:

- 9.1.1. review the Strategic Plan presented to it by the Executive Committee and, once approved, present it to the AGM;
- 9.1.2. delegate the power to implement the Strategic Plan so approved to the Executive Committee;
- 9.1.3. appoint members of the Executive Committee, the Chairman and the Treasurer;
- 9.1.4. appoint Trustees of the Bishop Memorial Fund;
- 9.1.5. monitor the implementation of the Strategic Plan and approve the budget, investment policy and action plan submitted by the Executive Committee on an annual basis;
- 9.1.6. appoint a person or firm to act as Investment Manager from time to time, to work with the Executive Committee in relation to the investments of the Club in accordance with that investment policy as approved; and
- 9.1.7. propose changes to the Rules to a General Meeting.

9.2. Meetings of the Council

- 9.2.1. The Council shall meet at least twice during the year.
- 9.2.2. A quorum at a meeting of the Council shall be five.
- 9.2.3. Every issue may be determined by a simple majority of the votes cast at a meeting. Every member has one vote on each issue, subject to paragraph 6.2 above.

10. The Executive Committee

The Executive Committee is responsible to the Council for the day to day management of the Club and the implementation of the Strategic Plan as approved by the Council.

10.1. Membership of the Executive Committee

- 10.1.1. There shall be 12 members of the Executive Committee appointed by the Council, including a Chairman and Treasurer. Any member of the Executive Committee may also be a member of the Council provided that the member to be appointed to the Executive Committee is an Elected Member.
- 10.1.2. The Committee may, in addition, from time to time co-opt up to three members of the Club, including any member of the Council, whether or not an Elected Member.
- 10.1.3. The Chairman shall be appointed by the Council annually but shall not serve as Chairman for a period in excess of six years. Members may serve a term of three years on the Executive Committee as a member and not normally more than two consecutive terms.

10.2. Meetings of the Executive Committee

- 10.2.1. The Executive Committee shall meet between three and six times annually or as otherwise required to carry out its business.
- 10.2.2. A quorum of the Executive Committee shall be five.
- 10.2.3. Every issue may be determined by a simple majority of votes cast at a meeting. Each member of the Executive Committee attending has one vote.

10.3. Powers of the Executive Committee

The Executive Committee is responsible for the management of the Club and has specific authority to:

- 10.3.1. prepare the Strategic Plan for approval by the Council;
- 10.3.2. prepare the budget, investment policy and action plan, for presentation and approval by the Council on an annual basis;
- 10.3.3. delegate specific projects or tasks to sub-committees as required, including (without limitation) a sub-committee to carry out the investment policy as approved from time to time;
- 10.3.4. direct the work of the Director, the Assistant Director and his or her staff;
- 10.3.5. appoint and direct DVPs and support their activities;
- 10.3.6. execute all tasks delegated to it by the Council; and
- 10.3.7. receive, invest and disburse monies received by the Club and also reposition investments with the approval of the Council in accordance with the investment policy approved by the Council.

11. Meetings

11.1. Annual General Meeting

- 11.1.1. An annual general meeting of the Club (each an “AGM”) must be held in June or July of each year at a time and place decided by the Council.
- 11.1.2. The audited accounts for the financial year ended 31st December in each year must be presented at the AGM in the next calendar year and, if accepted, adopted.
- 11.1.3. At each AGM there shall be elections (as required) for:
 - the President;
 - Council Members;
 - Vice Presidents; and
 - Auditors.
- 11.1.4. Any other business may be conducted at an AGM that has been communicated to the Director and included in the notice of that AGM posted by the Director on the Club’s website.
- 11.1.5. At each AGM:
 - (a) the annual report of the Council shall be considered;
 - (b) any amendment to these Rules shall be proposed and, if approved, adopted; and
 - (c) the Strategic Plan of the Club shall be presented as and when it is updated by the Executive Committee and approved by the Council.

11.2. Extraordinary General Meetings

- 11.2.1. An Extraordinary General Meeting of the Club (each an “EGM”) may be convened at any time and must be convened within 21 days on the requisition of one-fifth of the members of the Club for the time being or 30 members, whichever is the less.
- 11.2.2. A requisition must state the purpose for which a meeting is required and must be remitted to the Director.

11.3. Notice Periods and voting arrangements for General Meetings (AGM and EGM)

- 11.3.1. At least 21 days before any General Meeting the Director must post on the Club's website a notice of the meeting stating the time when and the place where it will be held and the business to be conducted.
- 11.3.2. Business at any General Meeting must be limited to that provided for by these Rules and any further matters set out in the notice convening that meeting.
- 11.3.3. The quorum at any General Meeting is seven.
- 11.3.4. Subject to paragraph 3.6, each member attending a General Meeting has one vote.

12. Old Bedfordians Club Events

- 12.1. Members of the Club should always be encouraged to help organise events, but no person (whether elected or otherwise), is authorised in respect of any event or proposed event to represent (whether by published announcement, advertisement or otherwise) that the event is an official event of the Club unless that event has been approved by the Club, acting through the Director or the Assistant Director in advance.
- 12.2. Any member proposing to arrange such an event should notify the Club in advance and, so far as practical, work with the Director, the Assistant Director and their staff in arranging it.
- 12.3. An event will qualify as a Club event only if each of the following two conditions is satisfied, namely:
 - (a) it is an event (whether social, sporting or otherwise) which is either organised and/or funded (in each case whether in whole or in part) by the Club; and
 - (b) the organising and/or funding (in each case whether in whole or in part) of the event by the Club was approved in advance by the Club, acting through the Director or the Assistant Director, prior to the holding of the event.
- 12.4. A social event limited to a maximum of 50 persons which is organised for Old Bedfordians by a DVP acting in that capacity does not require the prior approval of the Club. However, no funding for any such event will be provided by the Club unless authorised in advance as referred to in paragraph 12.3 (b) above.
- 12.5. Widows or widowers of Members of the Club may be invited at their own cost to Club events.

13. Resignation of members

Any member of the Club wishing to resign shall give notice in writing to the Director. No member so resigning is entitled to the return in whole or in part of any subscription paid to the Club.

14. Expulsion from the Club

- 14.1. The Executive Committee may expel any member of the Club who offends the Rules of the Club or whose conduct, in the opinion of the Executive Committee, renders him or her unfit for membership of the Club.
- 14.2. Before any member is so expelled the Director must give him or her 28 days' written notice to attend a meeting of the Executive Committee, informing him or her of the complaints made against him or her.
- 14.3. No member may be expelled unless he or she has first had an opportunity to appear before the Executive Committee and answer complaints made and at least two thirds of the Executive Committee then present vote in favour of his or her expulsion.

15. Liabilities of the Club

- 15.1. No persons other than the Treasurer, the Director, the Assistant Director or other person so

authorised by the Executive Committee shall have the power to incur expenditure on behalf of, spend the cash resources of, or impose liability on, the Club. However, the incurrence of any expenditure, the spending of any cash, or the incurrence of any other liability other than to meet, or for, operational costs must have the prior authorisation of the Executive Committee.

- 15.2.** The Club shall in no way be liable for any unauthorised expenditure which shall be the sole responsibility of the person authorising it.

Old Bedfordians Club
[July] 2017