



OLD STOIC SOCIETY CONSTITUTION

1.0 Name of the Society

- 1.1 The name of the society shall be the Old Stoic Society, hereinafter referred to as 'the Society'. All references to the masculine gender include all genders.
- 1.2 The Society has its office address at the Old Stoic Office, Stowe School, Buckingham, Buckinghamshire, MK18 5EH.

2.0 Aims of the Society

- 2.1 **To support the members of the Society (“Members”)** by providing opportunities for social, sporting and business networking.
- 2.2 **To support Stowe School and Stoics** by working in close and proactive partnership with the School.
- 2.3 **The Society is a non-profit making organisation** and all profits and surpluses shall be used to maintain or improve its services to Members. No profit or surplus will be distributed other than to another non-profit making body on winding up or dissolution of the Society.
- 2.4 **The Society is an Unincorporated Association.** An Unincorporated Association is an organisation set up through an agreement between a group of people who come together for a reason other than to make a profit. Individual members are personally responsible for any debts and contractual obligations.

3.0 Membership

- 3.1 Classes of Member.
 - 3.1.1 Member
 - 3.1.2 Honorary Member of the Society (“Honorary Member”)
 - 3.1.3 Old Stoic Ambassador (“Ambassador”)
- 3.2 Qualification for Membership.
 - 3.2.1 Any former pupil of Stowe School who has paid the life subscription (“Life Subscription”) in full and has attained the age of eighteen (18) shall be a Member.

- 3.2.2 Any Old Stoic who has not fully paid the life subscription is not a Member of the Society.
- 3.2.3 The Old Stoic Society Committee (“the Committee”) shall have the power to elect Honorary Members. Candidates must be nominated by at least two members of the Committee and have given outstanding service and/or made some financial or other valuable contribution to Stowe School or the Society in some way.
- 3.2.4 The Committee shall have the power to elect Ambassadors. Candidates must be nominated by at least two members of the Committee and have given outstanding service to the Old Stoic Committee or the Society in some way. Ambassadors are expected to positively promote and represent the Old Stoic Society and attend events.

3.3 Subscriptions

- 3.3.1 Having paid their full life-time membership, there shall be no annual subscription payable to the Society.
- 3.3.2 Honorary Members shall not pay a subscription.
- 3.3.3 The Life Subscription shall be of such an amount as is determined by the Committee and charged by Stowe School on behalf of the Society to new or former pupils.
- 3.3.4 The method of payment shall be at the discretion of the Committee.
- 3.3.5 There shall be no refunds of Life Subscriptions.
- 3.3.6 Only fully paid-up members are permitted to attend Old Stoic Society events, sports, reunions, activities and business networking.
- 3.3.7 Stoics who opted out of the life-time subscription and membership of the Old Stoic Society, can apply to join at any time. They will pay the subscription fee which applied during their time at Stowe. Applications to join should be made to the Director.

3.4 Resignation of Membership

- 3.4.1 Any Member may resign at any time by notice in writing to the Director of the Society (“the Director”) at the Old Stoic Office, Stowe School.

3.5 Expulsion and Suspension

- 3.5.1 If the conduct of or action of any Member, Honorary Member or Ambassador is, in the opinion of the Committee, injurious to the interests or reputation of the Society or Stowe School, the Committee may by resolution passed by two thirds of the Committee members present and voting either to:
 - 3.5.1.2 Suspend the membership of that Member, Honorary Member or Ambassador indefinitely, or for such a

period, and on such terms as to reinstatement or otherwise, as the Committee shall in its discretion decide; or

3.5.1.3 Expel that Member, Honorary Member or Ambassador from the Society.

3.5.2 If the Committee votes to suspend or expel a Member, the Director will write to the Member concerned informing that person of the decision and any terms involved.

4.0 Committees

4.1 The OSS Committee

4.1.1 The management of the Society shall be entrusted to a committee consisting of the officers and other members elected to the Committee at an Annual General Meeting of the Members (“AGM”).

4.1.2 The officers and other Members of the Committee, shall be elected in the manner prescribed by these rules.

4.1.3 The membership of the Committee excluding ex-officio members is limited to nine members.

4.1.4 An Old Stoic Governor nominated by the Board of Governors and a member of staff at Stowe School nominated by the Head may be appointed as representative members of the Committee subject to the Committee’s approval and will serve in an ex-officio capacity.

4.1.5 The Committee may appoint up to three past officers of the Committee to serve in an ex-officio capacity.

4.1.6 Ex-officio members are excluded from voting at meetings of the Committee or any of its sub-committees.

4.1.7 Subject to the provisions of these rules, the procedures of the Committee shall be such as the Committee may itself from time to time determine.

4.1.8 All members of the Committee must be fully paid-up members of the Society.

4.1.9 The OSS Committee must have an up-to-date Terms of Reference, which sets out the committee purpose, objectives, membership, governance and reporting.

4.2 Sub-Committees

4.2.1 The Committee may from time to time appoint such sub-committees as it may consider necessary or expedient.

4.2.2 All members of sub-committees must be fully paid-up members of the Society.

4.2.3 All sub-committees must have up-to-date Terms of Reference, which sets out the purpose, objectives, membership, governance and reporting.

4.3 Old Stoic Society President and Vice-President

- 4.3.1 The Committee shall select and nominate the President who shall, following confirmation in office by Members at the next AGM, serve for a period ending on the date of the second AGM following. The President must be a member of the Society.
- 4.3.2 The President shall be an ex-officio member of the Committee.
- 4.3.3 The Head of Stowe School shall be the Vice-President of the Society and an ex-officio member of the Committee during his/her term as Head.

4.4 Chair and Vice-Chair

- 4.4.1 The Committee shall elect a Chair and a Vice-Chair from its members who shall, following confirmation in office by Members at the next AGM, serve for a period ending on the date of the third AGM following.
- 4.4.2 The Chair may nominate his successor for confirmation by the Members at the AGM upon expiry of his term of office.
- 4.4.3 The Vice-Chair may nominate his successor for confirmation by the Members at the AGM upon expiry of his term of office.
- 4.4.4 Any member of the Committee may nominate any current or former member of the Committee for the office of Chair and Vice-Chair for confirmation by Members at the next AGM, having received the assent of such member, providing that 28 days' notice has been given to the Director in advance for the AGM and such notice has the support of at least three members of the Committee.

4.5 Officers

- 4.5.1 The Officers ("Officers") shall comprise of the Chair and Vice-Chair, the Treasurer and the Director.
- 4.5.2 The Treasurer may be appointed by the Committee with immediate effect subject to ratification by Members at the subsequent AGM and shall serve for a period ending on the date of the third AGM following.
- 4.5.3 Any member of the Committee may be appointed to one or more of the above offices.
- 4.5.4 The Director shall be appointed by the Committee upon such terms and for such period as it thinks fit.
- 4.5.5 The Committee may appoint the Officers as an executive sub-committee ("the Executive") which will meet as often as necessary.
- 4.5.6 The Executive may co-opt any member of the Committee serving in in an ex-officio capacity to the Executive.
- 4.5.7 All decisions taken by the Executive will be subject to ratification by the Committee.

4.6 Election

- 4.6.1 Subject as otherwise provided in these rules, all members of the Committee, with the exception of the Director, shall retire after three years and may stand for re-election for one more term.
- 4.6.2 Nominations to fill vacancies must reach the Director not less than 28 days before the AGM. Such nominations, having received the assent of such members of the Committee or have the support of 10 Members.
- 4.6.3 A member who retires from office shall be eligible for re-election for one further period of three years only. No member of the Committee or sub-committee shall remain a member of the Committee having previously served for six years on the Committee unless the member is standing for Chair or Vice-Chair and is subsequently elected, whereby they become eligible for a further three-year period.

4.7 Vacancies

- 4.7.1 A vacancy occurring for an Officer or in the membership of a committee may be filled by the Committee, but is subject to ratification by Members at the next AGM.

4.8 Resignation from the Committee

- 4.8.1 Any member of the Committee may resign at any time by notice in writing to the Chair or the Director.

5.0 Meetings

5.1 Committee Meetings

- 5.1.1 Committee meetings shall be held at least twice a year.
- 5.1.2 The quorum for a meeting of the Committee shall be five members of the Committee including at least two Officers.
- 5.1.3 Meetings of the Committee shall be convened by the Chair or the Director. At least 21 days' notice of a Committee meeting shall be given by the Chair or the Director to the members of the Committee.

5.2 Extraordinary General Meetings

- 5.2.1 The Committee can at any time, if it thinks fit, call an extraordinary general meeting of the Members ("EGM") for the transaction of special business ("Special Business").
- 5.3.2 Members wishing to call such a meeting are required to do so by giving 28 days' notice in writing to that effect signed by not less than 50 Members and specifying the Special Business to be transacted at the meeting. Such notice shall be addressed to the Director.

- 5.3.3 Any Special Business resolution will require a majority vote of two thirds of those members present and voting at any EGM.

5.4 Notice of General Meetings

- 5.4.1 Not less than 21 days before the day of the any general meeting notice of the meeting shall be given to every Member of the Society. Omission to give notice of a meeting to any Members shall not invalidate the proceedings of the meeting.
- 5.4.2 Notice shall be given on the Society's website, by email or by any other means of communication that the Committee shall deem appropriate.
- 5.4.3 The notice shall in the case of Special Business state its general nature. All business at the AGM which does not concern the Annual Accounts, the election of Officers or of members of the Committee shall be deemed to be Special Business.

5.5 Resolutions

- 5.5.1 A resolution put to the vote at any AGM shall be decided on a show of hands in person or electronically (except as specified in 7.2).
- 5.5.2 No Member shall be entitled to demand a poll.
- 5.5.3 In the case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.

6.0 Accounts

- 6.1.1 Audited Accounts of the Society shall be presented and submitted to the AGM for approval by Members each year.

7.0 Amendments

7.1 Binding Effect of the Rules

- 7.1.1 The payment by a Member of his Life Subscription or his election to membership shall be deemed to be a declaration of acquiescence in and consent to be bound by these rules, as amended from time to time in accordance with 7.2 ("the rules").

7.2 Power to Alter the Rules

- 7.2.1 Alteration to the Rules may be proposed at an AGM (or EGM) only as Special Business.
- 7.2.2 No alteration or addition to the Rules shall be made except by the majority vote of two thirds of those Members present and voting at the relevant general meeting.