



**Old Victorians' Association**

**Memorandum**

**And**

**Articles of association**

Proposed to be amended and incorporated at the AGM on 22nd March 2003

MEMORANDUM OF ASSOCIATION  
Of  
QUEEN VICTORIA SCHOOL  
OLD VICTORIANS' ASSOCIATION.

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The name of the organisation, hereinafter called "The Association" is

"QUEEN VICTORIA SCHOOL OLD VICTORIANS' ASSOCIATION"

The office for correspondence is: -

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

1) The Object and Values for which The Association is established are:-

a) Objects:-

- i) To act as a central source of information, contact and interface between former pupils, and former pupils and the authorities of Queen Victoria School.
- ii) To enhance and develop the principles of comradeship, integrity, honesty and discipline
- iii) To uphold the reputation and good name of the School
- iv) To respects the personal values of former pupils
- v) To facilitate communication and contact between former pupils
- vi) To work with the School Authorities to promote the values of the School
- vii) To support, where ever possible, initiatives that prepare QVS pupils to face the world outside the School.
- viii) To support, where ever possible, projects that aim to enrich the culture of the School.

b) As Former Pupils, our values are:

- i) Integrity
- ii) Politeness
- iii) Honesty
- iv) Probity
- v) Impartiality
- vi) Fairness
- vii) Supportive
- viii) Commitment
- ix) Availability
- x) Patience
- xi) Compassion
- xii) Enthusiasm

2) In furtherance of the objects, but not further or otherwise, The Association shall have power:-

- a) To elect a Management Committee to run the affairs of The Association.
- b) To raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions, donations and otherwise provided that The Association shall not undertake any permanent trading activities in raising funds for the objects.
- c) To take any gift of property, whether subject to any special trust or not, for any one or more objects of The Association
- d) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of The Association as may be thought expedient with a view to promotion of the objects, subject to such consent as may be required by law
- e) To undertake and execute any charitable trusts that may lawfully be undertaken by The Association and may be conducive to the objects.
- f) To invest the moneys of The Association, 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.
- g) 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.

- 3) The income and property of The Association, whencesoever derived, shall be applied solely towards the promotion of the objects of The Association as set forth in this Memorandum of Association. No portion, therefore, shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of The Association.
- 4) No remuneration, or other benefit in money or money's worth, shall be given by The Association to any member of The Management Committee except repayment of agreed reasonable expenses incurred by individuals of The Management Committee in carrying out their duties.
- 5) If upon the winding up or dissolution of The Association 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 The Association. Rather they shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of The Association, 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 The Association.

**ARTICLES OF ASSOCIATION**  
**OF**  
**QUEEN VICTORIA SCHOOL**  
**OLD VICTORIANS' ASSOCIATION.**

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The Association is established for the purpose expressed in the Memorandum of Association. The term "Old Victorian" is applied to those former pupils who have attended Queen Victoria School.

**1 MEMBERSHIP.** There shall be two classes of members known as:-

- a) **Life Members.** All "Old Victorians" are eligible to become Life Members of the Association.
- b) **Honorary Members.** Honorary membership shall be awarded by The Management Committee of The Association to such persons who have, in the Management Committee" view, served or contributed to the objects of either Queen Victoria School, or The Association. In any case, Honorary Membership of The Association shall be awarded to:-
  - i) Commandants, Headmasters and Bursars past and present.
  - ii) All School Staff, while at the School, will be awarded Honorary Membership. They will have the right to express their views on any matter raised at the Annual General Meeting, but will not have the right to vote on any matter raised.

**2 SUBSCRIPTIONS.**

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

**3 BRANCHES.**

- a) The Association recognises the need to extend the membership of The Association and its activities through the creation of properly constituted Branches of The Association throughout the geographical areas of the world.
- b) Geographical areas wishing to create a Branch of The Association must apply to the Management Committee of The Association for permission to do so. Such an application will not normally be refused providing that the Branch in question complies at all times, with the Memorandum and the Articles of Association herein defined.

- c) A Branch of The Association will formally establish a Branch Management Committee in pursuance of the objects of The Association.

#### **4 TERMINATION OF MEMBERSHIP.**

- a) The Management Committee of The Association may, by resolution in that behalf, and passed by a two-thirds majority of members of the Management Committee, expel any member of The Association who knowingly brings the good name, or otherwise, of The Association into disrepute.

#### **5 THE MANAGEMENT COMMITTEE.OF THE ASSOCIATION**

- a) The general control and direction of the policy and affairs of The Association shall be invested in a body of representatives called "The Management Committee".
- b) Election of members to The Management Committee will be conducted at the Annual General Meeting of The Association.
- c) Members of The Management Committee shall serve for a period of not less than three (3) years. Should they wish to seek re-election they will be eligible to do so.
- d) Nominations for the Management Committee must be proposed and seconded by members, in writing and must be received by the Secretary of The Association at least four weeks, prior to the Annual General Meeting. Only Life Members may be nominated.
- e) The Management Committee of The Association shall comprise:-
  - i) The President. To be appointed by the members of The Management Committee.
  - ii) The Secretary. To be appointed by the members of The Management Committee.
  - iii) The Treasurer. To be appointed by the members of The Management Committee.
  - iv) Up to two (2) life members of The Association.
  - v) The Headmaster/Chief Executive, Queen Victoria School, as an Ex-Officio.

#### **6 PROCEEDINGS, POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE.**

- a) The President of The Association shall act as Chairman of The Management Committee. If the President is unable to attend for any reason, then the members of The Management Committee present, if sufficient to form a quorum, shall choose a member of The Management Committee to act as Chairman.
- b) The Management Committee shall meet together for the despatch of business at least four (4) times in each year.
- c) 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.

- d) The quorum necessary for the transaction of the business of The Management Committee shall be three (3).
- e) Seven (7) days clear notice shall be given to The Management Committee members of meetings specifying the time, date, place and agenda.
- f) A meeting of The Management Committee may be called at the request of The President, or of two (2) members of The Management Committee.
- g) The Management Committee will meet with the School Representatives at least once in each school term.
- h) The Management Committee will have the power to fill any Committee vacancy Pro Temporal.
- i) The Management Committee, from time to time, may establish a sub-committee of The Management Committee to act on its behalf on such matters, as it may deem necessary. All acts and proceedings of any such sub-committee shall be reported to The Management Committee. Sub-committee members may be invited to attend Management Committee meetings to discuss and/or present issues called for by The Management Committee. Sub-committee members will not be allowed a vote at Management Committee meetings.
- j) The Management Committee shall cause proper Minutes to be made of the proceedings of all meetings of The Association and The Management 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 Management Committee. Minutes of meetings of The Association shall be made available at the next succeeding meeting of The Association.
- k) No member of The Management 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 Management Committee.
- l) The Management Committee shall arrange proper bank accounts to be registered in the name of The Association and for the benefit of The Association.
- m) All cheques thereon will be signed by Two (2) members of The Management Committee, one (1) including the Treasurer.
- n) The Management Committee shall cause proper records of accounts to be kept with respect to:-
  - i) All sums of money received and expended by The Association and matters in respect of which receipt and expenditure takes place.
  - ii) All sales and purchases of goods by The Association
  - iii) The assets and liabilities of The Association.
- o) Proper records shall not be deemed to be kept if such records fail to give a true and fair view of the state of The Association's financial affairs and to explain its transactions.

- p) The records of accounts shall be kept by The Treasurer of The Association and shall always be open to the inspection of the members of The Management Committee.
- q) The Management Committee shall from time to time cause to be prepared and to be laid before The Association in general meeting, such profit and loss accounts, balance sheets and reports as are referred to in those sections.

## 7 AUDITORS

- a) Two (2) auditors will be appointed by The Management Committee.
  - i) They will check the funds of The Association when called upon by The Management Committee.
  - ii) They will audit the Accounts of The Association for submission at the Annual General Meeting.

## 8 SPECIAL POWERS.

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

## 9 WINDING UP.

- a) The Association shall be dissolved providing that:-
  - i) A resolution to the effect is passed by a majority of three quarters of those present and voting at a general meeting, provided that a resolution is then passed at the same general meeting appointing a qualified Accountant to act as Liquidator.
  - ii) Clause 5 of the Memorandum of Association relating to the winding up and dissolution of The Association shall have effect as if the provision thereof were repeated in these Articles.

## 10 GENERAL MEETING.

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

- a) To receive a report from the President on the activities of The Association over the past twelve months.
- b) To elect members of The Management Committee as required.
- c) To report on the election of Honorary Members to The Association.
- d) To consider, and if necessary, give effect to any recommendations made by The Management Committee.
- e) To consider any Notice of Motion relating in any way to the alteration of the Memorandum and Articles of Association 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.

- f) To transact any other business.

## **11 EXTRAORDINARY GENERAL MEETING**

- a) An extraordinary General Meeting may be called by The Management Committee or by the written request of not less than 12 (twelve) Life Members of The Association. The written request must detail the nature of the subject to be discussed and be sent to the President and Secretary. The Management 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.
- b) All resolutions, except those covered by Articles of Association 10(f), will be carried by a simple majority.

## **12 INTERPRETATION OF RULES.**

- a) The Management 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.

## **13 CONDUCT OF THE ANNUAL GENERAL MEETING.**

- a) The order of business will be established by The Management Committee and controlled by the President.
- b) The President will give an account of the affairs of The Association as at the date of the meeting and an account of the progress and activities of The Association as a whole.
- c) The minutes of the previous Annual General Meeting will be read and when approved, signed by the President.
- d) The accounts of the funds of The Association, duly audited, shall be presented and if approved, signed by the President.
- e) Only items on the agenda of the meeting for discussion, or proposals will be debated.
- f) Only Life Members of The Association and Members of The Management Committee may propose or vote on motions.
- g) A motion must be in the affirmative.
- h) An amendment must not directly negate the terms of the original motion.
- i) Only one amendment to a motion will be considered at a time.
- j) If an amendment is carried it will become, or form part of, the substantive motion.
- k) A motion or an amendment may be withdrawn only with the consent of the meeting.
- l) A motion once lost may not be moved again at the same meeting.
- m) 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.

- n) A speaker must confine his remarks to the proposition under debate.
- o) No speaker will speak more than once on any motion or amendment except in the following circumstance:-
  - i) The mover of the motion will have the right to reply before the vote is taken
  - ii) The seconder of the motion or amendment will have the right to speak later in the discussion providing the seconding was purely formal.
  - iii) A speaker who considers he/she has been misunderstood will be allowed, at the discretion of the President, to make further explanation.
- p) A member who has already spoken may rise to a point of order.
- q) A speaker who is moving a motion will be allowed three minutes to do so.
- r) Only at the discretion of the President may a speaker be allowed to exceed the limits laid down.
- s) The following motions of order will have priority and be taken without discussion:-
  - i) That the debate be adjourned
  - ii) That the question be now put
  - iii) That the meeting proceed to the next business
  - iv) That the meeting do now adjourns.
- t) The President may refuse to accept any of the motions specified in "s" above.
- u) Where it is proposed that the motion be remitted to The Management Committee, the President will ask the mover of the motion if he 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.
- v) Any of these stipulations may be suspended with the consent of two thirds of those present and entitled to vote.