



THE CONSTITUTION of the OLD BORDENIAN ASSOCIATION

(For Ratification by Member Vote at AGM 12 September 2024)

- 1 The name shall be the **OLD BORDENIAN ASSOCIATION** (“the OBA”).
- 2 The OBA shall immutably be a Charitable Unconsolidated Association of equal Members, that has no powers to borrow, lend, contract, employ, nor incur debt or credit, and immutably has no legal identity or function in law except as permitted as a Charitable Unconsolidated Association.
- 3 The charitable objects of the OBA shall be as follows:

The public benefit of the advancement of education of pupils and former pupils of Borden Grammar School, Sittingbourne by:

- (i) providing, and assisting in the provision of, facilities [not required to be provided by the local education authority] for education at the School, financially and practically.
- (ii) promoting education (including social and physical training) in such ways as the Management Committee consider fitting.
- (iii) awarding grants to school organisations to facilitate disadvantaged groups and individuals.
- (iv) furtherance of education, or to prepare for entry to any occupation, trade or profession on leaving any educational establishment.
- (v) assisting in such ways as the Management Committee consider fitting to develop such persons’ physical, mental, emotional and inspirational well-being, and moral and social development, through extra-curricula and leisure-time enrichment.
- (vi) encouraging connections between school Alumni and the School, including gatherings, assemblies, activities and fundraising events.

- 4 The following shall be eligible for Membership of the OBA (“eligible Old Bordenians”):
 - All Alumni and those whose names have appeared on the Roll of Borden Grammar School (“the School”)
 - Past and present Members of the Staff of the School
 - Past and present Members of the School’s Governing Body
 - Honorary Life Membership of the OBA may be conferred if it is considered that exceptional services have been rendered to the OBA or to the School which merit the award of this distinction. The conferral of an Honorary Life Membership shall be by the unanimous vote of The Committee.
- 5 Membership of the OBA shall be free to eligible Old Bordenians.



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- 6 The affairs of the OBA shall be controlled by an elected Management Committee of Members (“The Committee”). Each Member of The Committee shall have one vote.

The Offices of the OBA shall be:

- The Honorary President (normally the Headmaster of the School, ex-officio)
- The Honorary Chair
- The Honorary Secretary
- The Honorary Treasurer
- The Honorary Membership Secretary

No Member shall hold more than one Office concurrently.

Up to 12 ‘Other Members’ of The Committee:

- Ordinary Members, elected at the Annual General Meeting (“AGM”).
- The Committee shall, in agreement, have the power of co-option of a Member of the OBA until the next AGM or Extraordinary General Meeting (“EGM”). Co-opted Members shall have the same voting rights as elected Committee Members except to co-opt further Members onto The Committee.
- Committee Members may be assigned specific Roles within the organisation, which may be shared between Members.

- 6.1 The Trustees of the Charity shall be:

- i) The four duly elected Officers of the OBA
- ii) Any nominated Ordinary Member of The Committee, by simple majority vote at an AGM, or by co-option by agreement of The Committee.
- iii) Any previously elected or co-opted Trustee, serving within their cyclical term.
- iv) The ex-officio Office of Hon. President is a titular, non-voting, non-executive Office, the holder of which shall be offered an *option* also to become a Trustee.

- 6.2 Any Member of The Committee may separately request to become a Trustee. The application shall go forward by agreement of The Committee. The applicant may not vote.

- 6.3 Each Trustee must be a legally fit and proper person, a Member of the OBA, aged 18 or over, and comply with the Trustee Act 1925 and Charities Act 2011, as amended.

6.3.1 Trustees shall be summarily removed as a consequence of proven malfeasance, including wilful contravention of the Constitution. Trustees so removed shall be reported to the Charity Commission.

- 6.4 Each Trustee shall be duly registered as a Trustee with the Charity Commission (notwithstanding the Hon. President option viz §6.1.iv).

- 6.5 Serving Trustees shall present themselves to the Membership for re-election at the AGM following the fourth annual anniversary of their appointment.



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- 6.5.1 The Membership may vote by simple majority as to whether to re-elect or to remove a Trustee to be removed. Trustee removals shall be duly notified to the Charity Commission.
- 6.5.2 No Trustee may serve a contiguous term in excess of eight years.
- 6.6 A Trustee may resign at any time. Trustee resignations shall be duly notified to the Charity Commission.
- 6.7 The minimum number of Trustees shall be three. In the event of the number of Trustees falling below four, the Membership shall be polled within three calendar months to join The Committee and to become a Trustee.
- 6.8 The Trustees and Committee shall be responsible to the Membership at each Annual General Meeting (AGM) and at any properly convened Extraordinary General Meeting (EGM).
- 6.9 Any Trustee failing to attend five consecutive meetings of The Committee shall automatically be removed as a Trustee. Trustee removals shall be duly notified to the Charity Commission.
- 7 The AGM shall normally be held at the School, online, or such other location agreed by The Committee.
- 7.1 Notice of the AGM shall be published at least one month in advance on the Old Bordenian Website and by email to Members where their email addresses are known.
- 7.2 If there are any special items that Members may wish to include in the AGM agenda, including changes to this Constitution (which may only be changed by a vote of Members at an AGM or EGM and subject to final approval by the Charity Commission), these must be submitted in writing to the Honorary Secretary at least two weeks in advance.
- 7.2.1 Any proposed constitutional amendments shall be submitted to the Charity Commission for compliance (and holding on file), and the Charity Commission shall hold an unfettered, final and overriding power to accept or veto such amendments. In particular, the Charitable Objectives may not be changed without the written consent of the Charity Commission.
- 7.3 The Agenda for the AGM shall be published at least one week in advance on the Old Bordenian Website and by email to Members where their email addresses are known.
- 7.4 The Honorary Treasurer shall prepare the OBA's Annual Accounts made up to 31st July each year and have them certified by an Honorary Independent Examiner appointed by The Committee, and shall present them to the AGM for approval.
- 7.5 The Officers and Role holders shall each prepare a report for the year and shall present them to the AGM.



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- 8 The Officers of the OBA, Role holders, and Ordinary Members of The Committee, all of whom shall be Honorary and must be Members of the OBA, shall be elected annually at the AGM.
- 9 A minimum of four Members of The Committee, a minimum of two of whom must be Officers, shall constitute a quorum for The Committee meetings, AGM and EGM.
- 10 "Agreement by The Committee" shall be defined as a vote upon a resolution in the ratio of at least 3:1 by a quorum of the duly elected Committee at a duly convened Committee Meeting, AGM, or EGM, which is duly recorded in minutes and the minutes published to Members.
- 11 The Committee shall have the power to set up various sub-committees and co-opt to them additional Members from within the OBA.
- 12 All minutes, reports and proceedings of sub-committees, duly signed manually or electronically by the Chair of such subcommittee, shall be presented to The Committee at its next meeting.
- 13 The Management Committee may call an EGM by agreement of The Committee. The Membership may call an EGM on the written application of ten or more registered Members of the OBA. Notice of an EGM, including resolutions, shall be published at least two weeks in advance on the Old Bordenian Website and by email to Members where their email addresses are known. Members unable to attend an EGM may appoint, online or in writing by email, the Honorary Chair to register their vote for them by proxy; in the event of duplicate votes by a Member, the latest vote shall count as the only valid vote.
- 14 Funding of the OBA shall be by recognised donations and charitable fundraising. All donations shall be listed proforma and declared at the next AGM by the Honorary Treasurer.
- 15 The funds of the OBA shall be administered by the Honorary Treasurer, and all payments shall be authorised by the Honorary Treasurer and either the Honorary Chair or the Honorary Secretary, or such other authorised signatories agreed by The Committee.
- 16 All Members shall donate such time, services and expertise as they may, on a pro-bono basis. No Member, family of a Member, connected person or commercial associate of a Member may receive any remuneration, benefit or honorarium.



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- 17 No expenditure, payment or withdrawal may be made from Association funds without agreement in advance by The Committee.
- 18 No advance, in cash, or any other form, may be made to any Member or other person or organisation.
- 19 No expense or payment may be commissioned or made to any Member, except for the specific reimbursement of sums expended in advance by a Member acting on behalf of the Association, for the normal activities of the Association, and with advance agreement by The Committee. The original receipts and invoices shall be retained by the Association and recorded in the Accounts of the Association. Members may freely choose to waive all or part of such reimbursement, whereupon such sum shall be treated and recorded as a donation and income of the Association.

20 Dissolution

- 20.1 The Association may be voluntarily dissolved by extraordinary resolution at a duly convened AGM or EGM, with the assenting vote of the whole Membership and any eligible Old Bordenians. Should a quorum of Members plus Old Bordenians eligible to be Members under the Constitution so vote not to dissolve, then the Association shall not be dissolved.
- 20.2 Should an AGM fail to be convened within any contiguous period of seven calendar years, this allowing for any Current Bordenian at the time of the preceding AGM to become an eligible Old Bordenian and exercise their right, within a quorum, the Association shall be permanently wound up and dissolved.
- 20.3 In the event that the Association shall be wound up and dissolved:
- All historical artefacts shall be donated to an historical archive or museum, local to Sittingbourne, in Kent, that shall be a registered charity nominated by the Mayor of Swale (Kent) or such officer that shall deputise or supersede that Office.
 - All funds and financial assets shall be donated to one or more educational registered charity(ies), local to Sittingbourne in Kent, nominated by the Mayor of Swale (Kent) or such officer that shall deputise or supersede that Office.



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- No distribution of funds or artefacts may be made to any Member(s), individual(s) or organisation(s), other than the above nominated registered charities.
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