

**Constitution
of
THE OLD HARRISONIAN SOCIETY**

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INTERPRETATION

1. (1) In these rules, unless the context otherwise requires:-

Act 1979—2 “Act” means the Charities Act, 1979 or any Act amending or replacing the same;

“auditor” means the auditor or auditors of the Society appointed under rule 17;

“Council” means the Council of the Society constituted in accordance with these rules;

“general meeting” means a general meeting of the Society provided for by these rules;

“officers” means the officers of the Society elected or appointed under rule 11;

“President”, “Senior Vice President” or “Junior Vice President” means respectively the President, Senior Vice President or Junior Vice President of the Society elected or appointed under rule 11;

“register” means the register of members of the Society kept pursuant to rule 14(7);

“School” means Harrison College and includes the pupils, staff and Board

of Management;
"Secretary" means the Secretary of the Society elected or appointed under rule 11;
"Society" means the Old Harrisonian Society established by these rules;
"Treasurer" means the Treasurer of the Society elected or appointed under rule 11.

(2) For the purposes of these rules, words importing the singular include the plural and vice versa, words importing the masculine only include the feminine and words importing persons include corporations.

ESTABLISHMENT AND NAME OF SOCIETY

2. There is hereby established a Society to be known as The Old Harrisonian Society.

OBJECTS

3. The Society is established for charitable purposes only and subject thereto the objects of the Society shall be:—

- (a) to provide for the advancement of education at the School;
- (b) to promote the welfare of the School in whatever manner the Society thinks fit;

- (c) to foster friendly relationships and social intercourse between members of the Society and to provide a meeting place for past pupils of the School and for the members of the Society;
- (d) to assist the School by the provision or improvement of facilities at the School;
- (e) to assist the School by the provision of scholarships, bursaries, prizes and other awards;
- (f) to obtain, collect and receive money and funds by way of contributions, donations, affiliation fees, subscriptions, legacies, grants and any other lawful method, and to accept and receive gifts of property of any description (whether subject to any special trusts or not);
- (g) to procure and provide such information as may be beneficial to the interests of the School;
- (h) to procure to be written and to print, publish, issue and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets or other documents;

(i) to arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures and classes;

(j) to invest the monies of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) as may for the time being be imposed or required by the Trustee Act, 1979;

Act 1979—3

(k) to employ all such officers and servants as may be required for the purposes of the Society;

(l) to do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

MEMBERSHIP

4. (1) There shall be four classes of membership namely:-

(a) ordinary members, being individuals who are past pupils of the School or past or present members of the teaching staff of the School;

- (b) life members, being ordinary members who have paid the subscription prescribed for life membership by rule 6(3);
- (c) honorary life members, being ordinary members who have been elected to honorary life membership by the Society in recognition of their work for the School or the Society;
- (d) honorary members, being those individuals who accept election by the Society to such membership, upon the invitation of the Council, in recognition of their work for the School or the Society.

(2) Application for ordinary membership shall be made to the Secretary upon such form as the Council prescribes and shall be supported by such evidence as may be required by the Council. Such application shall also be accompanied by:-

- (a) the amount determined for entrance fee under rule 5; and
- (b) the first annual subscription determined for that class of membership under rule 6(1).

(3) An applicant becomes an ordinary member on being notified by the Secretary that the

entrance fee and first annual subscription referred to in paragraph (2) of this rule have been received by the Society.

(4) An ordinary member becomes a life member upon payment of the subscription prescribed by rule 6(3).

(5) Every member shall, immediately upon acquiring membership:-

- (a) subject to rule 10(2), be entitled to all the benefits and privileges of membership; and
- (b) be furnished with a copy of these rules which shall be binding on him.

(6) A member shall not be entitled to any of the rights and privileges of membership whilst his subscription is in arrear.

(7) Notwithstanding paragraphs (1) to (3) of this rule, a pupil in his final term at the School, upon application made upon a form prescribed by Council and without payment of an entrance fee or subscription, is eligible to become a member of the Society for one year from the date on which he leaves the School. An applicant becomes a member on being so notified by the Secretary. Such member hereinafter referred to as a school-leaving member shall be entitled to attend and speak but not vote at any general meeting of the Society.

(8) On the expiration of the said period of one year, a school-leaving member, upon payment of the first annual subscription shall be entitled to become an ordinary member.

ENTRANCE FEE

5. The entrance fee shall be such sum as the Council may from time to time determine.

SUBSCRIPTIONS

6. (1) The annual subscription payable by an ordinary member shall be determined from time to time by the Council.

(2) All annual subscriptions (except the first subscription of a new member) shall be payable on the first day of June in each year.

(3) The subscription payable for life membership shall be a single sum equal to twenty times the annual subscription for the time being payable by an ordinary member under paragraph (1) of this rule.

(4) An honorary life member and an honorary member shall be under no obligation to pay any subscription or to make any donation to the funds of the Society.

CESSATION OF MEMBERSHIP

7. (1) Any member may withdraw from membership by giving fourteen days notice to the Council in writing to that effect and thereupon he shall cease to be a member, and provided such notice is given before the 15th day of July in any year he shall not be liable to pay his subscription for that year.

(2) If any member (who is liable to pay an annual subscription) fails to pay the same within six months after the same becomes due, the Council may order his name to be struck off the register whereupon he shall cease to be a member of the Society.

(3) If any member refuses or neglects to comply with the provisions of these rules or conducts himself in a way which in the opinion of the Council is or may be injurious to the Society or the School, the Council may by notice in writing call upon him to resign. If such member when called upon to resign does not do so within twenty-eight days of the receipt of such notice then (provided he is first given an opportunity of being heard by Council) he may forthwith be expelled by the Council after a resolution for this purpose has been passed by a majority of not less than two-thirds of the members present and voting at a

specially convened meeting of the Council.

(4) An individual to whom paragraph (3) of this rule has been applied shall not thereafter be entitled to membership of the Society unless he is reinstated by the Society by a resolution for this purpose passed at a general meeting by a majority of not less than two-thirds of the members present and voting at that meeting.

(5) Subject to paragraph (1) of this rule, a member resigning under that paragraph or whose name is struck off the register pursuant to paragraph (2) or who is expelled under paragraph (3) of this rule shall nevertheless remain liable for all monies then due from him to the Society.

GENERAL MEETINGS

8. (1) The Society shall hold a general meeting during the month of October in each calendar year as its annual general meeting at such time and at such place in Barbados as the Council may determine and shall specify the meeting as such in notices calling it provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting and that so long as the Society holds its first annual general meeting within eighteen months it need not hold it in the year of

its formation.

(2) Notice of any resolution to be proposed at the annual general meeting shall be deposited with the Secretary on or before the 15th day of September preceding the meeting and the Council shall give notice to the members of any such resolution.

(3) All general meetings other than annual general meetings shall be called extraordinary general meetings.

(4) The Council may call extraordinary general meetings whenever it considers such a course necessary, and upon the requisition in writing of at least ten members entitled to attend and vote at a general meeting, it shall call an extraordinary general meeting to consider such matters as shall be stated in the requisition. An extraordinary general meeting shall be convened on such requisition or in default may be convened by such requisitionists.

(5) Fourteen days notice at least of any general meeting specifying the place, the day and hour of the meeting and, in the case of special business, the general nature of the business to be transacted, shall be given in the manner hereinafter mentioned to such persons (including the auditor) as are under these rules entitled to receive such notices from the Society.

(6) The accidental omission to give notice of a meeting or to send any other document to or the non-receipt of such notice or other document by any person entitled to receive such notice or document shall not invalidate any resolutions passed or proceedings had at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. (1) All business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at an annual general meeting shall be deemed special with the exception of the following:—

- (a) the consideration of the accounts, balance sheet and report of the auditor;
- (b) the President's Report;
- (c) the election of officers;
- (d) the election of the members of the Council; and
- (e) the appointment of and fixing of the remuneration of the auditor.

(2) At a general meeting the chair shall be taken by the President or in his absence the Senior Vice-President; in the absence of both the President and the Senior Vice-President the chair shall be taken by the Junior Vice-President. If

the President, the Senior Vice-President and the Junior Vice-President are not present within fifteen minutes after the time appointed for holding the meeting, or if present, are unwilling to preside at the meeting, the members present shall choose one of their number to take the chair.

(3) No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, and for all purposes a quorum shall be fifteen members personally present and entitled to vote. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of or by members, shall be dissolved. In any other case, it shall stand adjourned to such day and to such place as may be appointed by the chairman. At any such adjourned meeting, the members present and entitled to vote, whatever their number, shall have power to decide upon all matters which could properly have been disposed of at a meeting from which the adjournment took place.

(4) The chairman may, with the consent of the meeting, adjourn any general meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(5) At any general meeting a resolution put

to the vote of the meeting shall be decided by a show of hands. A declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority shall be conclusive and an entry to that effect in the minute book shall be conclusive evidence thereof.

(6) In the case of an equality of votes, the chairman of the meeting shall have and exercise a second or casting vote.

(7) Meetings of this Society shall be governed by ROBERT'S RULE OF ORDER.

VOTES OF MEMBERS

10. (1) Subject to rule 4(6) and (7) paragraph (2) of this rule, at a general meeting, each member shall be entitled to one vote.

(2) An honorary member referred to in sub-paragraph (d) of rule 4(1) shall not be entitled to speak or vote at any general meeting.

(3) A member entitled to vote at a general meeting shall not be entitled to appoint a representative to attend and exercise on his behalf his voting rights.

OFFICERS

11. (1) The officers of the Society shall consist of a President, a Senior Vice-President who shall be the Headmaster of the School *ex-officio*, a Junior Vice-President, a Treasurer and a Secre-

tary who shall be ordinary members of the Society.

(2) The officers of the Society, other than the Senior Vice-President, shall be elected at the annual general meeting in each year and shall retire annually but shall be eligible for re-election.

(3) In the case of a casual vacancy in any of the offices, the Council shall appoint a member of the Council to fill such casual vacancy until the next annual general meeting.

COUNCIL

12. (1) The Council of the Society shall consist of:-

- (a) the officers, *ex-officio*;
- (b) four other ordinary members of the Society elected at the annual general meeting in each year who shall retire annually and shall be eligible for re-election; and
- (c) supernumerary members appointed by the Council pursuant to paragraph (5) of this rule.

(2) Candidates for election to the Council shall be proposed and seconded by members entitled to vote at general meetings.

(3) If any member of the Council fails to attend four consecutive meetings of the Council he shall, unless the Council otherwise determines,

be deemed to have retired as such member of the Council.

(4) If a casual vacancy occurs, other than in any of the offices, the Council may appoint an ordinary member of the Society to fill the vacancy.

(5) The Council, in its absolute discretion, may appoint any member of the Society to be a supernumerary member of the Council for any period, not exceeding its term of office. Such member shall not be entitled to vote at meetings of the Council.

(6) The office of a member of the Council shall become vacant:—

- (a) if a receiving order is made against him or he makes any arrangement or composition with his creditors;
- (b) if he becomes of unsound mind;
- (c) if he ceases to be a member of the Society;
- (d) if by notice in writing to the Society he resigns his office;
- (e) if he is removed from office by a resolution duly passed by the Society.

POWERS OF THE COUNCIL

13. (1) The management of the affairs of the

Society shall be vested in the Council, who, in addition to the powers and authorities by these rules or otherwise expressly conferred upon them may in respect of the affairs of the Society exercise all such powers and do all such things as may conduce to the furtherance of the objects of the Society including all such powers and things as may be exercised or done by the Society and are not by these rules expressly directed or required to be exercised or done by the Society in general meeting.

(2) The continuing members of the Council may act notwithstanding any vacancies in their body but in case the number of the members thereof shall at any time be reduced below five the Council shall be at liberty to act only for the purpose of filling up vacancies among the members or convening a general meeting.

(3) The Council may make such by-laws and regulations as it thinks fit regulating the affairs of the Society. Such by-laws and regulations shall be binding on all members of the Society provided that they are not inconsistent with these rules.

(4) The Council may from time to time appoint such committees and sub-committees as it deems necessary and may delegate to such committees such of the powers and duties of the Council (including the power to appoint committees and sub-committees, the power to appoint addition-

al members thereof, the power to regulate their procedure and the power to delegate powers and duties) as it thinks fit. Such committees and sub-committees shall consist of such member or members of the Council or of the Society as the Council thinks fit. The officers may be *ex-officio* members of such committees and sub-committees.

PROCEEDINGS OF THE COUNCIL

14. (1) The Council may meet for the dispatch of business and adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the notice (if any) which is to be given of any such meeting. Four members of the Council shall form a quorum, provided that at least one of the members present is an officer of the Society.

(2) Questions arising at any meeting of the Council shall be decided by a majority of votes and in case of an equality of votes the chairman of the meeting shall have and exercise a second or casting vote.

(3) Any three members of the Council, by notice in writing addressed to the Secretary stating as far as practicable the business to be transacted, may require the Secretary to convene a meeting of the Council.

(4) The meetings and proceedings of any committee or sub-committee shall be governed by the provisions contained in this rule for regulating the meetings and proceedings of the Council so far as the same are applicable thereto and are not superseded by any regulation, by-law or resolution made by the Council.

(5) All acts done by any meeting of the Council or any committee or sub-committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of all or any of the members of the Council or of such committee or sub-committee, be as valid as if every member had been duly appointed.

(6) The Council shall cause minute books to be kept of the proceedings at general meetings, at meetings of the Council and of any committee or sub-committee, and shall cause entries to be made therein of all resolutions put to the vote and the result of the voting. Any such minutes signed by the person presiding as chairman at the meeting shall be conclusive evidence of the due passing of any resolution and an entry that a resolution was carried unanimously or by a particular majority shall be sufficient evidence of that fact.

(7) The Council shall cause a register of the members of the Society to be kept and the following particulars to be entered therein:-

(a) the names, addresses and occupa-

tions, if any, of the members;

- (b) the date on which each person was entered in the register as a member; and
- (c) the date on which any person ceased to be a member.

The register of members shall be *prima facie* evidence of any matter required to be entered therein.

ACCOUNTS

15. (1) The Council shall cause true accounts to be kept of the receipts and expenditure of the Society and the matters in respect of which such receipts and expenditure take place and of the assets and liabilities of the Society.

(2) At the annual general meeting in every year the Council shall lay before the meeting an Income and Expenditure Account and Balance Sheet made up to the preceding 31st May and audited as required by the Act.

(3) The President shall present at every annual general meeting a report on the state and condition of the Society and the progress of its work.

(4) It shall be the duty of every officer and servant of the Society to give to the auditor or auditors of the Society such information and

explanation as may be required by him or them.

(5) The Society shall not be entitled to make any gift or other payment for the personal benefit of any member of the Society; provided that nothing herein shall prevent the payment of remuneration to any member or employee of the Society in return for services actually rendered to the Society.

TRUSTEES

16. (1) There shall not be less than two or more than four trustees of the Society. The first trustees shall be appointed by the Council and are authorised to apply to the Registrar of the Supreme Court for their incorporation as a Board under the Act.

(2) The property of the Society (other than cash which shall be under the control of the Treasurer) shall be vested in them to be dealt with by them as the Council from time to time directs by resolution (of which an entry in the minute book shall be conclusive evidence).

(3) The trustees shall be indemnified against risk and expense out of the property of the Society. The trustees shall hold office until death or resignation or until removed from office by a resolution of the Council who may, for any reason which may seem sufficient to a majority

of them present and voting at the meeting, remove any trustee or trustees from the office of trustee.

(4) Where, by reason of any death, resignation or removal, it appears necessary to the Council that a new trustee or trustees should be appointed, or, if the Council deems it expedient to appoint an additional trustee or additional trustees, the Council shall by resolution nominate the person or persons to be appointed the new trustee or trustees. For the purposes of giving effect to such nomination, the President is hereby nominated as the person to appoint new trustees of the Society within the meaning of section 38 of the Trustee Act 1979 and he shall by deed duly appoint the person or persons so nominated by the Council as the new trustee or trustees of the Society and the provisions of that Act shall apply to any such appointment.

(5) Any statement of fact in any such deed of appointment in favour of a person dealing *bona fide* and for value with the Society or the Council shall be conclusive evidence of the fact so stated.

APPOINTMENT OF AUDITOR

17. (1) The Society at each annual general meeting shall appoint an auditor or auditors of the Society to hold office until the next annual general meeting. A member of the Council shall

not be eligible to be appointed an auditor.

(2) A person other than a retiring auditor shall not be eligible to be appointed auditor at an annual general meeting unless notice of an intention to nominate that person to the office of auditor has been given to the Secretary on or before the 15th day of September preceding that meeting.

(3) The first auditor shall be appointed by the Council who shall also fill any casual vacancy in the office of auditor.

(4) The remuneration of the auditor shall be fixed by the Society in general meeting, except that the remuneration of the first auditor and any auditor appointed to fill a casual vacancy shall be fixed by the Council.

NOTICES

18. (1) Any notice sent by post to a member of the Society shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed to him at his registered address and stamped and put into a post office or pillar box.

(2) Notices of meetings other than for the Annual General Meeting of the Society may be served by electronic mail where convenient to do so.

(3) Every member shall from time to time notify the Secretary of an address either postal or electronic which shall be his registered address and unless and until he has so notified his registered address he shall not be entitled to receive notice of meetings of the Society.

INDEMNITY

19. Every officer of the Society and every other member of the Council including co-opted members of sub-committees of the Council shall be indemnified by the Society against all costs, expenses and losses for which he may become liable by reason of any act or thing done by him in the proper discharge of his office or duty.

DISSOLUTION

20. If upon the dissolution of the Society there remains after the discharge of all liabilities any income or property whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be given and transferred to some organisation or association, being a charity registered under the Act, having aims and objects similar to those of the Society and which shall prohibit the distribution of its income or property among its members to an extent at least as great as is imposed on the Society by these rules. Such organisation or association shall be determined by

the members of the Society at or before the time of dissolution.

ALTERATION OF RULES

21. These rules or any of them (other than rules 3, 15(5) and 20) may from time to time (subject to the provisions of the Act) be altered, added to or revoked by a resolution passed by a majority of not less than two-thirds of the members present and entitled to vote at a general meeting duly convened for that purpose.