

NEW CONSTITUTION OF THE HHOGA

1. The **objects** of the Association are to maintain and promote personal and social contact between Old Girls in accordance with the traditions of Hunmanby Hall School ("the school")

2. **Membership:**

a. All former pupils of the school and all past members of the school staff (collectively called Old Girls) are eligible for membership

b. All Old Girls wishing to be members shall ensure that their address and email address are kept updated on the membership list by notification as and when necessary to the Membership Secretary

3. **President:** The school having closed, there shall be no President

4. **Vice-Presidents** shall be Miss Jean Rutherford, Lady Appleyard, Sylvia White and any other person who is, in the opinion of the Committee, appropriate

5. **Officers:** The Officers of the Association shall be the Chairman, the Hon. Secretary, the Hon. Membership Secretary and the Hon. Treasurer, the two most recent Past Chairman who are still Committee members, and the Chairman Designate

6. The **General Management** of the Association shall be in the hands of the Committee which shall consist of the Officers named in rule 5, the Reunion Secretary, the Website Editor, the Secretaries of the recognised branches, the Ex Officio members and up to 4 Elected Members.

7. The **Elected Members** shall retire every third year after their election but shall be eligible for re-election

8. The **Ex Officio members** shall be any past Chairman of the Association who is not an Officer, Website Editor, Branch Secretary or Reunion Secretary and who wishes to remain on the Committee

9. **Annual General Meeting:** An Annual General Meeting shall be held each year at such time and place as the Committee shall decide. Notice thereof shall be given on the HHOGA Website. The business to be conducted at the Annual General Meeting shall be:

a. To receive the Officers' reports

b. To elect the Officers and Elected Members

c. At the end of her term of office the retiring Chairman shall hand over the insignia of Office to the new Chairman

d. Any other business which, in the opinion of the Chairman and/or the Committee, is considered appropriate to an Annual General Meeting

10. **Quorum at General Meetings:** The quorum at a General Meeting shall be six members, including the Chairman or the Chairman Designate or either of the two Past Chairmen who are Officers

11. **General Meeting Chairman:** The chairman of any General Meeting of which notice has been given in accordance with these Rules shall be the Chairman, failing her, the Chairman Designate, failing her the last to be appointed of the two most recent Past Chairmen who are still Officers and failing her the earlier of the two. Where appropriate in this Constitution the term "the Chairman" shall have this meaning

12. **The Chairman:** The Chairman will normally be in office for two years, that is, her period of office will normally terminate at the second Annual General Meeting after her appointment. However, if the Committee so request and the Chairman agrees, she may, without the need to return to the general membership at the AGM for approval, remain in office for up to four years.

13. **The Chairman Designate:** The Committee may, at any Committee meeting, appoint a Chairman Designate who may or may not then be a member of the Committee. The Chairman Designate will take office as Chairman on the retirement or other cessation of office, normally at an Annual General Meeting, of the Chairman

14. **Co-opted Committee Members:** The Committee shall have power to co-opt other persons to serve on the Committee, and to fill any vacancies in the number of Elected Members or Officers and shall also have power to delegate activities to working parties chaired by an Officer and to co-opt members of such working parties which shall report back to the Committee as appropriate

15. **Committee quorum:** Five members, including the Chairman or her designate, of the Committee shall form a quorum

16. **Finance:** Subject to the general control of the Committee, the funds of the Association shall be managed by the Hon. Treasurer who shall operate one or more bank accounts in the name of the Association at such bank or banks as the Hon. Treasurer shall select. All investments of the funds shall be made in the name of the Association and not in the name of any individual. The bank signatory shall be the Hon. Treasurer, provided always that the Committee shall have power to appoint at least one other person to have authority to sign either separately or jointly and in such circumstances the Committee shall have power to impose restrictions on the power of a single signatory to draw down funds for any purpose

17. **Voting:** Any resolution at any General meeting (including an Extra-Ordinary General Meeting) or Committee meeting shall be proposed and seconded and may be carried by a simple majority. In the event of a tie, the Chairman of the meeting shall have a second or casting vote.

18. **Branches:** Any group of members may, with the consent of the Committee, form and organise a Branch of the Association and each Branch shall submit a report of its activities to the AGM. Subject to such Branch conforming to Rules 1 and 2, it may manage its own affairs in any manner the members of such Branch think fit.

19. Notices: The Membership shall be deemed to be duly served with notices of any Association Meeting, including an Extra-Ordinary General Meeting and the AGM provided:

- a. The date is advertised on the HHOGA Website
- b. Where a tabled Resolution on any matter other than the usual business of an AGM is to be put to the Membership at any Annual General Meeting the Resolution will be included, in full, on the HHOGA Website giving at least twenty one clear days notice before the date of the AGM
- c. Notices for General Meetings other than the Annual General Meeting shall be advertised on the Old Girls website, by email and by any other appropriate website or means to be determined by the Committee and service by all or any of those methods shall be deemed to be proper service. At least fourteen clear days' notice shall be given for any General Meeting at which any Ordinary Resolution is to be voted upon and twenty one clear days' notice for any Special Resolution

20. Closure of the Association: It being inevitable that, with the School having closed so that there are no new potential members, there will eventually be a time when there is no longer a need for the Association, this clause provides for the closure of the Association

- a. The Association in General Meeting may resolve by Ordinary Resolution to close the Association and to appoint one of its number as a receiver and liquidator or as it thinks fit a professional receiver and liquidator
- b. In the event that despite notification having been made as prescribed in rule 19, there shall fail to be a sufficient quorum, the meeting shall be adjourned for 28 days to the same venue and at the same time. If there is still not a sufficient quorum then those present at the adjourned meeting shall constitute a valid quorum for the purpose of determining whether the resolution to close should be passed
- c. The notice for the General Meeting will not only notify the membership of the time and place for the original meeting but also will state what is to happen in the event that there is an insufficient quorum at that meeting so that the membership is fully briefed and notified by one notice
- d. Should the Meeting vote to close the Association then the Association's assets and liabilities shall be dealt with in the following way:
 - i. The cash funds available shall first be used to pay all creditors. To ensure that all creditors have been paid prudent steps are to be taken to bring the notification of closure to their notice such as by advertisement in a national newspaper
 - ii. The non-liquid assets such as the memorabilia, the lamp, the chairman's badge, the vases, are to be dealt with as set out below

21. The non-liquid assets

- a. First by auction by sealed bid from Old Girls save that the liquidator being an Old Girl shall not herself place any sealed bids;

i. Notice of the auction by sealed bid shall be made in the same way as notice of the Annual General Meeting.

ii. At least [three] months' notice of the deadline for the receipt by the liquidator of the sealed bids shall be given and,

iii. The liquidator shall open the sealed bids in the presence of the Committee to determine who is the highest bidder for each item and a list shall be made of each bidder for each item and the price offered

iv. The highest bidder shall be notified that she has won the bid for the item concerned and shall make payment therefore, including any additional sum for postage and insurance, by the 28th day following notification

v. Should any bidder fail to pay, then the liquidator may offer the item to the person offering the next highest bid giving the same time scale for payment, and so on.

b. Second, to the extent there are items which have been unsold by sealed bid or which, having been bid for the bidder has failed to pay within the time frame notified, by public auction to include sale via Internet such E-Bay, at the choice of the liquidator

c. The net proceeds of sale by sealed bid and/or by auction shall be added to the Cash Funds

22. The **Cash Funds** shall be spent in the following order:

a. In paying such creditors as shall not already have been paid

b. in subsidising a final luncheon or dinner for the Old Girls which shall take place on the same day as the final meeting of the Association

c. to the extent there is any residue, such residue shall be paid to any charity or charities identified by the liquidator whose decision shall be final.

23. The liquidator shall draw up closing accounts showing how the monies and assets have been realised and dispersed which Accounts shall be audited and presented to the final meeting of the Association which shall take place within the year of the Meeting at which the Old Girls vote to close the Association.

24. These rules may be altered only in pursuance of a resolution or resolutions passed by a simple majority vote at an Annual General Meeting of the Association.

These rules were adopted at the AGM held on Saturday 6 October 2018