

# CONSTITUTION

## **Constitution**

Adopted on the 23<sup>rd</sup> June 2001 and subsequently amended. This amendments adopted 24<sup>th</sup> March 2018.

### **A. Name.**

The name of the Association is "ST PATRICK'S COLLEGE JAFFNA ALUMNI ASSOCIATION UK", hereunder referred to as "the Charity".

### **B. Administration.**

Subject to the matters set out below the Charity shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution ("the Executive Committee").

### **C. Objects**

The Charity's objects are

1. to advance the education of students attending St Patrick's College (SPC) Jaffna, Sri Lanka ("the College") by assisting in the provision of facilities, equipment, premises and other items at the College which would not otherwise be provided out of statutory funds.
2. to relieve orphaned, physically handicapped and other students in need at the College by the provision of material and financial assistance.
3. To assist in the provision of facilities at the College for the education, recreation and other leisure-time occupation of the inhabitants of the Peninsular in which the College is located in the interests of social welfare and so that their conditions of life may be improved.

### **D. Powers.**

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

1. power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities or investments of speculative nature and shall conform to any relevant requirements of the law;
2. power to co-operate with other charities and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
3. power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
4. power to appoint and constitute such advisory Sub-committees as the Executive Committee may think fit;
5. power to do all such other lawful things as is necessary for the achievement of the objects.

6. provide a congenial environment by developing the library, sports, leisure, religious and other extracurricular facilities at St Patrick's College Jaffna Sri Lanka, so that this institution can provide all round education and growth of the pupils, teachers and the local community.
7. Contribute towards maintenance, repair & replacement of buildings, plant, equipment and services on a continual basis at St Patrick's College Jaffna Sri Lanka.
8. In furtherance of the objectives of the Association, the Executive Committee shall not co-operate, support or associate itself for political purposes with any political parties.
9. Part II of the Trustee Act 2000 (the statutory power of investment) shall apply but so that:
  1. Investments of a speculative nature are expressly prohibited;
  2. The same shall be subject to such further restrictions as the charity in general meeting may from time to time impose.
10. Subject to the provisions of subclause 9 of this clause and clause M below, power to maintain bank accounts in the UK (the domicile of the charity) or Sri Lanka (the location of the College) for the day to day running of the charity or, to earn interest on the capital deposited therein.

#### **E. Membership.**

1. The membership of the charity shall be open to past students and staff of St. Patrick's College Jaffna Sri Lanka, over the age of 18 years, interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Executive Committee.
2. Past Rectors of St. Patrick's College, Jaffna shall be deemed to be Honorary Life members of the Association. Those who are entitled to become ordinary members may be entitled to Life membership on payment of the appropriate Life membership fee in full or in ten monthly instalments with a loading of 6% on the published Life Membership Fee by standing order. Members who elect to pay their Life Membership fees by instalments will not be included in the register of Life Members till all the outstanding amounts have been received by the Charity.
3. The close family members i.e., Father, Mother, Spouse, Brothers, Sisters, Daughters, Sons, Grandchildren and Grandparents of a Past Student and Staff are eligible to apply for Associate Membership of the Association. The membership fee for Associate Members shall be the same as for Ordinary Members.
4. All past students and Staff of St. Patrick's College Jaffna, on reaching the age of 67, shall be entitled to at least 50% reduction in the Ordinary Membership fee or Life Membership fee on application.
5. Ordinary members and associate members who are 18 years of age and above shall have one vote.
6. The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual, provided that the individual concerned shall have the right to be heard, (accompanied by a member mutually agreeable to both parties) by the Board of Appeals, nominated by the Executive Committee before a final decision is made. The Board of Appeal shall consist of three members with voting rights, two nominated by the Executive Committee and the other nominated by the appellant; 'good reason' includes (but shall not be limited to) a member acting in a manner deliberately bringing the charity into disrepute, spreading malicious rumours about the charity or its Executive Committee, or any other reason(s) which is, or may be, reasonably construed as detrimental to the charity's operations or reputation.

7. Application for all classes of membership shall be made in writing in the prescribed form proposed and seconded by existing members to the Honorary Secretary of the Association and should be accompanied by the appropriate membership fee.
8. The Executive Committee may, at their discretion, vary the subscription for all classes of membership, provided notice to that effect have been presented to and approved at the A G M.
9. Non-resident Patricians may apply to become a member of the Association if there is no association in the country of his /her domicile. They will not be eligible to join as a member of the Association where there is already an existing St. Patrick's College Jaffna Alumni Association in that country. Non-resident membership will cease to exist in the event of a St. Patrick's College Alumni Association being formed in that country.

#### **F. Patron and the Vice Patrons**

His Lordship the Bishop of Jaffna shall be the Patron of the Association. The Rev. Fr. Rector of St. Patrick's College, Jaffna shall be the ex-officio vice patron of the association.

#### **G. Executive Committee.**

1. The Executive Committee members elected will be honorary office bearers. This committee shall consist of a minimum of 17 and a maximum of 21 members, including the President, 2 Vice Presidents, Secretary, and Assistant Secretary, Treasurer and Assistant Treasurer and ten or more ordinary members. The Executive Committee shall appoint a social secretary, a sports secretary and their assistants from the elected office bearers. All office bearers of the Executive Committee shall be elected at every Annual General Meeting from amongst the paid up members of the association. The officials and the members so elected shall hold office and the membership of the Executive Committee until the following Annual General Meeting. Immediate past president and treasurer shall remain in the Executive Committee for at least one year after vacating their post. Associate members may apply to be nominated to the Executive Committee but membership to the Executive Committee from associate members shall be restricted to a maximum of 3 at any given time.
2. No person shall be eligible to be nominated to stand for or be elected to the Executive Committee unless that person is a Fit and Proper Person; the following are not Fit and Proper Persons that is to say any person who is:
  - (1) disqualified from being a charity trustee or trustee for a charity by section 178 Charities Act 2011;
  - (2) Subject of an order made under section 429 (2) of the Insolvency Act.
  - (3) Is disqualified from being a trustee by an order of the Charity Commission under section 181A of the Charities Act 2011.
  - (4) Is not able honestly to sign the model declaration published from time to time by the HMRC relating inter alia to tax fraud, tax avoidance or tax evasions schemes counteracted by HMRC as per HMRC guidelines on fit and proper persons as charity trustees.
  - (5) Reference to a statute includes any statutory modification or replacement of the same.
3. All nominees to the Executive Committee shall sign a copy of the model declaration referred to in clause 2(4) hereof and such declaration shall be handed over to the Secretary for safekeeping.
4. Any member who has not settled his accounts with the association will not be eligible for nomination to serve as a member of the Executive Committee or vote at meetings.
5. Any member who has served continuously or intermittently for less than five years as an Executive Committee Member will not be eligible for nomination under Clause Q (4) as the President or Vice President and three years continuously or intermittently for the post of Secretary, Assistant Secretary or Treasurer of the Charity. In the event of requiring officials with specialist professional skills this rule may be varied by the Executive Committee but any variation shall be declared at the next Annual General Meeting.

6. Any Member of the Executive Committee who is absent for more than 35% of the Executive Committee Meetings in a year will not be eligible for re nomination under Clause Q (4) as the President, Vice President, Secretary, Assistant Secretary or Treasurer of the Charity.
7. The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
8. No one shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed would be disqualified under the provisions of the following clause 9.
9. No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity

#### **H. Duties of the Officials of the Association**

1. The President is the head and spokesman of the Association. He shall preside at all meetings if available. In his absence one of the vice presidents shall preside. He shall have a casting vote.
2. The Secretary shall be the Chief Executive of the Association. On behalf of the Executive Committee, he will be responsible for recording as fully as possible the proceedings of the Committee and the General Meetings in the proper minute book or books, which shall be in his custody. He shall be in overall charge of all the activities of the Association. All books and files other than those in the custody of and maintained by the Honorary Treasurer, be in his custody. He shall, at each annual general meeting, submit a detailed report of the activities of the Association for the past year approved by the Executive Committee.
3. The Assistant Secretary and Social Secretaries shall assist the Secretary in all work, as and when required. The Asst. Secretary shall, in the absence of the Secretary, perform the functions of the Secretary.
4. The Treasurer and his/her assistant shall be the custodian of all financial records of the Association. They shall maintain an up-to-date register of members of the association. They shall be responsible for the collection of membership fees and other monies and due to the Association. The secretary of the association shall monitor performance, legal, UK Charity commission and constitutional requirements all investments of the association. They shall not spend any sum exceeding two hundred pounds in between two executive meetings without prior approval of the Executive Committee. Any such expenditure of two hundred pounds and under incurred by them shall be submitted at the very next committee meeting for approval. He shall maintain correct inventory of all the movable and immovable articles of the Association. They shall submit an auditor's or independent examiner's statement of accounts for the past year at every Annual General Meeting.
5. Every official of the Association who resigns, relinquishes post, suspended or expelled from office shall within seven days of so giving up office, hand over to the President or in his absence to the Secretary or the Treasurer all books, files, cash and other physical, digital, intellectual and other property of the Association in his custody.
6. All members from the Executive Committee will resign from office together at the annual general meeting next after the date on which they came into office but they may be re-appointed or re-elected.

#### **I. Determination of the Membership of Executive Committee**

A member of the Executive Committee shall cease to hold office if he or she:

1. Is not, or ceases to be, a fit and proper person as defined in clause G 2 above;
2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
3. is absent without the permission of the Executive Committee for three consecutive meetings held and the Executive Committee resolve that his or her office be vacated; or
4. Notifies to the Executive Committee a wish to resign (but only if at least nine members of the Executive Committee will remain in office when the notice of resignation is to take effect)

#### **J. Executive Committee Members not to be personally interested.**

No member of the Executive Committee (in this clause such term to include any close relative or business associate of such member) shall acquire any interest in property belonging to the charity (otherwise than as a trustee of the charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee But so that this provision shall not prevent a member of the Executive Committee providing goods or services to the charity provided:

- (1) Such goods or services are provided in the ordinary course of his business and on the usual terms for the provision of such goods or services save for any discount or other concession the member may give to the charity;
- (2) Each such transaction is authorised in advance by the Executive Committee at a meeting from which the member is excluded when the transaction is discussed and does not vote in respect of the transaction;
- (3) The transaction is adjudged by the Executive Committee at such meeting to be in the best interest of the charity and the same is recorded in the minutes of the meeting.

#### **K. Voting rights**

Life Members, Ordinary Members and Associate Members who are not in arrears of their annual membership fee four weeks prior to the AGM or Special General Meeting called are entitled to vote.

#### **L. Meetings and proceedings of the Executive Committee.**

The Executive Committee shall hold at least four ordinary meetings each year. A special meeting may be called at any time by the President or by any Two members of the Executive Committee upon not less than 7 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.

1. The President shall act as chairman at meetings of the Executive Committee. If the President is absent from any meeting, one of the Vice Presidents present shall be chairman of the meeting before any other business is transacted.
2. The quorum for an Executive Committee meeting shall be greater than 50%
3. Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
4. The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee as detailed in clause H (2). Minutes of each Executive Committee meeting must be circulated electronically to all Executive Committee members within 14-21 days of each meeting.

5. The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution
6. For the purpose of making any inquiry or supervising or performing any function or duty the Executive Committee may appoint one or more sub-committees consisting of three or more members from the general membership of which at least one member should be from the Executive Committee. These sub-committees can be appointed if the Executive Committee decides that the above said functions would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.
7. The Secretary shall cause notice in writing to be served on each member of the committee at least five days prior to such meeting.
8. The President may, whenever he thinks fit, direct the Secretary to summon a Committee Meeting to discuss any special item or items.
9. The Treasurer or his assistant shall present a report on the financial affairs of the Charity from the date of the previous meeting to the date as close as to the next meeting date. All available originals of the bank statements shall be circulated at every meeting. A copy of each circulated bank statement shall be signed by two of the Executive Committee Members and filed along with the minutes of the meeting by the secretary.

#### **M. Bank Accounts**

1. The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank, as the Executive Committee shall from time to time decide. All cheques, electronic transfers drawn on the account must be signed/ authenticated by at least two members of the Executive Committee one of whom should be by the President and one of the Executive Committee members, excluding Treasurer or the Assistant Treasurer.
2. The funds belonging to the Charity shall be applied only in furthering the objects.
3. All withdrawals over Two Hundred pounds shall have the prior approval of the Executive Committee.
4. Until such time the funds are applied, funds may be placed in premium interest bearing schemes. Such arrangements should be approved by the Executive committee after considering details of duration of deposit, interest, the sum to be lodged etc.
5. In respect of any bank account held in the domicile of the College:
  - (1) Any Bank account holding the funds of the charity shall be in the name of the charity;
  - (2) The Executive Committee may appoint a local signatory together with two signatories from the Executive Committee to operate such bank account; such local signatory shall if possible be closely associated with the management of the College. A local signatory must be a fit and proper person as defined in clause G above;
  - (3) All deposits and withdrawals to or from such Bank account must have the prior authority of the Executive Committee Meeting and such authority must have been entered into the Minute Book.
  - (4) A written authorisation will be sent to the appointed local signatory by the President or Secretary authorising approval of his/her signature for each transaction. A copy of such instruction must be sent to all the members of the Executive Committee.

- (5) Each transaction must be signed by both of the signatories from the Executive Committee and the local signatory.
- (6) No such Bank account, or the funds held therein, shall be used to secure any loan, overdraft or borrowing.
- (7) No withdrawal or distribution from such account shall be made for any purpose other than furthering the objectives stated in clause (C) of this constitution.

#### **N. Accounts.**

The Executive Committee shall comply with their obligations under Part 8 of the Charities Act 2011 and any regulations made thereunder with regard to:

1. the keeping of accounting records for the Charity;
2. the preparation of annual statements of account for the charity;
3. the auditing or independent examination of the statements of account of the Charity; and
4. the transmission of the statements of account of the Charity to the commission.
5. The Financial year of the Association shall be from the 1<sup>ST</sup> January to the 31<sup>ST</sup> December the same year

#### **O. Auditor or Independent Examiner**

An Auditor or Independent Examiner (as defined in section 145(1) (a) of the Charities Act) shall be appointed at every Annual General Meeting. The auditor/ independent examiner shall audit the accounts of the Association annually and certify on the correctness or otherwise of the annual statement of accounts submitted by the Treasurer. The Auditor or Independent Examiner may however, be called upon at any time, during the tenure of his office to audit the accounts of the Association and submit his report to the Executive Committee.

#### **P. Annual Report and Returns**

The Executive Committee shall comply with their obligations under the Charities Act with regard to the preparation of an annual report / annual returns and its transmission to the Commission.

#### **Q. Annual General Meeting.**

1. There shall be an annual general meeting of the Charity, which shall be held in the month of March in each year or as soon as practicable thereafter.
2. The Executive Committee shall call every annual general meeting. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity who are eligible to vote (Clause K) shall be entitled to attend and vote at the meeting.
3. The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
4. Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the AGM. Should nominations

exceed vacancies, election should be by ballot.

#### **R. Special General Meetings.**

The Executive Committee may call a special general meeting of the Charity at any time if at least 10% or 20 (whichever is greater) members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

#### **S. Procedure at General Meetings.**

1. The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
2. The quorum for the Annual General Meeting shall be 15% or 25 (whichever is greater) of the members eligible to vote at such meetings

#### **T. Notices.**

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally or electronically to the last known address of the member or by sending it through the post in a prepaid letter addressed to such member at his or her last known postal address in the United Kingdom, and any letter or electronic mail so sent shall be deemed to have been received within 10 days of posting. Posting a notice on the website or on social media shall not be considered as service.

#### **U. Alterations to the Constitution.**

1. Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
2. No amendment may be made to clause A (the name of charity clause), clause C (**the objects clause**), and clause J (**Executive Committee Members not to be personally interested**), clause U (**Alteration to the constitution**), and clause W (**the dissolution clause**), without the prior consent in writing of the Commissioners.
3. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
4. The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

#### **V. Inspection of Books**

The membership register and the account books of the Association shall be available for inspection by any member, provided that ten days' notice of such inspection has been given to the Treasurer.

#### **W. Dissolution.**



If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realize any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to the Rector, St. Patrick's College Jaffna Sri Lanka and to be used exclusively as per the objects set out in this constitution. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Charity Commission in the UK, His Lordship the Bishop of Jaffna Sri Lanka and Rector St. Patrick's College Jaffna Sri Lanka.

**Approved at the AGM 2018/19**

M Pathmarajah

**President**

**St. Patrick's College Jaffna Alumni Association UK**