# CHRIST’S HIGH SCHOOL

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**ALUMNI**

# ASSOCIATION

**(Established 1990)**

Memorandum of Association

FOR

Christ High School Old Student Association (America)

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### Memorandum of Association of

**Christ High School Old Student Association (America)**

1. **NAME**

The Company’s name is: **Christ High School Old Student Association (America)**

1. **The registered office**

The registered office of the charity is to be situated in New York, New York United States (**Give specific Address).**

1. **OBJECTS**

The Charity’s objects (“the Objects”) are to promote such objects as are now or may hereafter be deemed by law to be charitable and in particular the advancement and promotion of education systems for the security of children, the furtherance of education, health and the relief of poverty and distress.

**Mission**

Recognizing and **promoting** the value of education, **community development, and citizenship** in individual and group developments.

1. **POWERS**

Christ High School Old Student Association (America) has the following powers, which may be exercised only in promoting the objects:

* 1. To promote and carry out research
  2. Nurture lifelong relationships among current and future alumni
  3. **Promote individual intellectual and community developments**
  4. To foster post-graduate school pride and build upon the relationships started while at Christ High School
  5. To advance the growth and development of Christ High School by establishing, encouraging and maintaining mutually beneficial relationships with the school and its graduates
  6. **Promote education excellence and provide scholarships to at risk children in the community**
  7. To provide advice
  8. **To publish and distribute intellectual information for community empowerment**
  9. **To co-operate with all governments, organizations, group and individual for the general promotion of education**
  10. To support, administer and set up other charities;
  11. To receive **and accept charitable** donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the objects aforesaid or any of them and to hold funds in trust for the same;
  12. To borrow money and give security for loans (but only in accordance with the restrictions imposed by the relevant Charities **laws, regulations** or legislation);
  13. To acquire, **construct, maintain,** alter, improve (subject to such consents as may be required by law) or hire property of any kind;
  14. To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the relevant Charities **laws, regulations and** or legislation);
  15. To make grants **and or loans with repayment** guarantees;
  16. To set aside funds for special purposes or as reserves against future expenditure;
  17. To deposit or invest funds in any lawful manner (but to invest only after obtaining advice from a **financial expert** and having regard to the suitability of investments and the need for diversification); **in accordance to the law and directive of the board**
  18. To delegate the management of investments to a financial expert, but only on terms that:
      1. The investment policy is recorded in writing for the financial expert, **by the board or the Association financial** **Committee;**
      2. The performance of the investments is reviewed regularly with the **Association financial** Committee
      3. The **Association financial Committee with the approval of the board** are entitled to cancel the delegation arrangement at any time
      4. The investment policy and the delegation arrangement **shall be** reviewed at least once a **year**
      5. All payments due to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the Committee on receipt
  19. To insure Christ High School Old Student Association (America) property against any foreseeable risk and take out other insurance policies to protect Christ High School Old Student Association (America) **where required and as necessary**
  20. To insure members of the **Association financial** Committee against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty)
  21. Subject to clause 5 below, to employ staff, or unpaid agents, staff or advisers
  22. To enter into contracts to provide services to or on behalf of other bodies
  23. To establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
  24. To do anything else within the law **which promotes or helps to promote the Objects?**

1. **PROPERTY & FUNDS**
   1. The property and funds of Christ High School Old Student Association (America) must be used only for promoting the Objects and do not belong to the members of Christ High School Old Student Association (America) or the Committee;
   2. No Committee member may receive any payment of money or other material benefit (**whether direct or indirect**) from Christ High School Old Student Association (America) except:

* + 1. Reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of Christ High School Old Student Association (America);
    2. Interest at a reasonable rate on money lent to Christ High School Old Student Association (America)

* + 1. A reasonable rent or hiring fee for property let or hired to Christ High School Old Student Association (America);
    2. An indemnity in respect of any liabilities properly incurred in running Christ High School Old Student Association (America) (including the costs of a successful defense to criminal proceedings);
    3. Any Committee member who possesses specialist skills or knowledge, and any firm or association of which such a person is a member or employee, may charge and be paid reasonable fees for work carried out for Christ High School Old Student Association (America) on the instructions of the other Committee members but (i) only if the procedure prescribed by clause 6.3 (in the articles) is followed in selecting the member, firm or association concerned and setting the fees and (ii) provided that this provision may not apply to more than one half of the Committee members in any financial year
    4. In the case of an individual member, charitable benefits in his or her capacity as a beneficiary
    5. In exceptional cases, other payments or material benefits (but only with the prior written approval of the **Association financial** **Committee)**
    6. Under Clause 4.15 (Indemnity of Insurance).
  1. Whenever a Committee member has a personal interest in a matter to be discussed at a Committee meeting, the Committee member must

5.3.1 Declare an interest before discussion begins on the matter

5.3.2 Withdraw from that part of the meeting unless expressly invited to remain in order to provide information

* + 1. Not to be counted in the quorum for that part of the meeting
    2. Withdraw during the vote and have no vote on the matter
  1. Any **trust corporation** which is appointed as a **holding trustee** or any nominee for Christ High School Old Student Association (America) may be paid reasonable fees

5.5 Funds which are not required for immediate use or which will be required for use at a future date must be placed on deposit or invested in accordance with clause 4.12 until needed.

* 1. All assets are to be held in the name of Christ High School Old Student Association (America) (e.g. the bank account should be in the name of Christ High School Old Student Association (America) with 3 signatories for cheque;

6. **Liability of Members**

The liability of members is limited to the sum of $1.00 only.

7. **Dissolution**

7.1 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding $1.00) to the Charity’s assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity’s debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves;

* 1. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object;
  2. A final report and statement of account relating to Christ High School Old Student Association (America) must be sent to the Commission.

Articles of Association

FOR

Christ High School Old Student Association (America)

The Companies Acts 1985 and 1989

Association Limited by Guarantee and not having a Share Capital

###### **Articles of Association of**

Christ High School Old Student Association U.S.A

1. **Interpretation**

In these articles:

“the Charity” means the association intended to be regulated by these articles

“the Articles” means these Articles of Association of the Charity

“clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

“executed” includes any mode of execution

“the memorandum” means the memorandum of association of the Charity

“office” means the registered office of the Charity

“the seal” means the common seal of the Charity if it has one

“Secretary” means the secretary of the Charity or any other person appointed to perform the duties of the Secretary of the Charity, including a joint, assistant or deputy secretary

“the trustees” mean the directors of the Charity (and “trustee” has a corresponding meaning)

“the United States” means United State of America; and words importing the masculine gender only shall include the feminine gender

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

1. **MEMBERSHIP**
   1. **Membership** of Christ High School Old Student Association (America) is open to any old student or other individual [or organization] interested in promoting the Objects
   2. The Committee may establish different classes of membership and set appropriate rates of subscription
   3. The Committee must keep a register of **members**
   4. A member whose subscription is six months in arrears ceases to be a member but may only be readmitted on payment of the amount owing;
   5. A member may resign by **written** notice to Christ High School Old Student Association (America)
   6. The Committee may terminate the membership of any individual or organization whose continued membership would in the reasonable view of the Committee, be harmful to Christ High School Old Student Association (America) (but only after notifying the member concerned in writing and considering the matter in the light of any written representations which the member puts forward within 14 **clear days** after receiving notice)
   7. Membership of Christ High School Old Student Association (America) is not transferable
   8. The management committee may withdraw the membership of an individual serving on the management committee; if it is believe that the Individual’s behavior is contrary to the charity objective. This can only be done if the member is informed in writing and given 10 days to make a respond to the accusation. A committee meeting is arranged and after the matter is discussed a simple majority vote will decide the issue
2. **GENERAL MEETINGS**
   1. All members are entitled to attend general meetings of Christ High School Old Student Association (America) in person [or (in the case of a member organization) through an **authorized representative**]
   2. General meetings are called by 21 clear days’ written notice to the members specifying the business to be transacted
   3. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorized representative of a member organization, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum
   4. The **Chair** or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting
   5. Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the members present in person [or (in the case of a member organization) through an authorized representative]
   6. Except for the chair of the meeting, who has a second or casting vote, every member present in person [or (in the case of a member organization) through an authorized representative] is entitled to one vote on every issue
   7. An **Annual General Meeting** must be held in every year (except that the first AGM may be held at any time within 18 **months** after the formation of Christ High School Old Student Association (America)
   8. At an AGM the members:
   9. Receive the accounts of Christ High School Old Student Association (America) for the previous financial year;
      1. Receive the report of the Committee on Christ High School Old Student Association (America) activities since the previous AGM
      2. Elect **elected Committee members** to replace those retiring from office;
      3. Elect from among the members of Christ High School Old Student Association (America) the **Chair** for the following year
      4. Appoint an auditor or **independent examiner** for Christ High School Old Student Association (America) where required
      5. May confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of Christ High School Old Student Association (America)

* + 1. Discuss and determine any issues of policy or deal with any other business put before them
  1. An **AGM** may be called at any time by the Committee and must be held in no less than 14 days after a written request from the Committee to at least **55%** of members

1. **THE COMMITTEE**
   1. The Committee as **charity trustees** have control of Christ High School Old Student Association (America) and its property and funds
      1. The Committee consists of a minimum of Six [6] individuals and a maximum of Eighteen [18], all of whom are members of Christ High School Old Student Association (America), i.e.
      2. The Chair
      3. Vice Chair
      4. The Secretary
      5. Co-coordinator
      6. **Two** [13] appointed Committee members
      7. **ONE** [1] member, appointed Treasurer
   2. One third (or the number nearest one third) of the elected Committee members must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots;
   3. Every Committee member must sign a declaration of willingness to act as a charity trustee of Christ High School Old Student Association (America) before he or she is eligible to vote at any meeting of the Committee;
   4. A Committee member automatically ceases to be a member of the

Committee if he or she:

* + 1. Is disqualified under the Charities Act 1993 from acting as a charity trustee
    2. Is incapable, whether mentally or physically, of managing his or her own affairs
    3. Is absent from **FIVE** [**5**] consecutive meetings of the Committee
    4. Ceases to be a member of Christ High School Old Student Association (America) [but such a person may be reinstated by resolution of all the other members of the Committee on resuming membership of Christ High School Old Student Association (America)
    5. Designs by written notice to the Committee (but only if at least two Committee members will remain in office)
    6. Is removed by a resolution passed by all the other members of the Committee after inviting the views of the Committee member concerned and considering the matter in the light of any such views
    7. The management committee may withdraw the membership of an individual/s if it is believe that an individual’s behavior is contrary to the charity objectives. This can only be done if a meeting is called with seven days notice and it is an agenda item and the individual is given the opportunity to answer all charges. A simple majority of the votes of a quorum meeting is all that is required to resolve this matter

1. **COMMITTEE MEETINGS**
   1. The Committee must hold at least EIGHT [8] meetings each year
   2. A quorum at a Committee meeting is SIX [6] members
   3. A Committee meeting may be held either in person or through electronic means agreed by the Committee in which each participant may communicate with all other participants
   4. The Chair or (if the Chair is unable or unwilling to do so) the Vice Chair or some other member of the Committee chosen by the members present presides at each Committee meeting
   5. Every issue may be determined by a simple majority of the votes cast at a Committee meeting but a resolution which is in writing and signed by all members of the Committee is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature
   6. Except for the chair of the meeting, who has a second or casting vote, every Committee member has one vote on each issue.
2. **POWERS OF THE EXECUTIVE COMMITTEE**

The Committee has the following powers in the administration of Christ High School Old Student Association (America):

* 1. To appoint a Treasurer and other honorary officers
  2. To delegate any of their functions to sub-committees consisting of two or more persons appointed by them (but at least [one] member of every sub-committee must be a Committee member and all proceedings of sub-committees must be reported promptly to the Committee)
  3. To make Standing Orders consistent with this Constitution to govern proceedings at general meetings
  4. To make Rules consistent with this Constitution about the Committee and sub-committees
  5. To make Regulations consistent with this Constitution about the running of Christ High School Old Student Association (America) (including the operation of bank accounts and the commitment of funds)
  6. To resolve or establish procedures to assist the resolution of disputes within Christ High School Old Student Association
  7. To exercise any powers of Christ High School Old Student Association which are not reserved to a general meeting

1. **RECORDS & ACCOUNTS**
   1. The Committee must comply with the requirements of the Charities Act Laws of America as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Commission of:
      1. Annual reports
      2. Annual returns
      3. Annual statements of account
   2. The Committee must keep proper records of:
      1. All proceedings at general meetings
      2. All proceedings at Committee meetings
      3. All reports of sub-committee
      4. All professional advice obtained
      5. All minutes in books kept for the purpose:
         1. of all appointment of officers made by the trustees; and
         2. of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.
   3. Annual reports and statements of account relating to Christ High School Old Student Association must be made available for inspection by any member of Christ High School Old Student Association (America)
   4. 7.4 A copy of the latest available statement of account must be supplied to any person who makes a written request and pays Christ High School Old Student Association (America) reasonable costs (as required by the Charities Act 1993)
2. **NOTICES**
   1. Notices under this Committee may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or (national) newspaper (circulating in the area of benefit) or in any newsletter distributed by Christ High School Old Student Association (America)
   2. The address at which a member is entitled to receive notices is the address noted in the register of members (or, if none, the last known address)
   3. Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:
      1. 24 hours after being sent by electronic means or delivered by hand to the relevant address
      2. Two clear days after being sent by first class post to that address
      3. Three clear days after being sent by second class post or overseas post to that address
      4. On the date of publication of a journal or newspaper containing the notice
      5. On being handed to the member [or its authorized representative] personally or, if earlier
      6. As soon as the member acknowledges actual receipt
   4. A technical defect in the giving of notice of which the members or the Committee members are unaware at the time does not invalidate decisions taken at a meeting
   5. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all it’s debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members of the Association, but shall be transferred either to some other institution (whether or not a member of the Association)
   6. Having objects similar to the objects to the Association, or to some institution (whether or not a member of the Association) the objects of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Association at of before the time of dissolution.
3. **AMENDMENTS**

This Constitution may be amended at a general meeting by a [two-thirds] majority of the votes cast, but

* 1. The members must be given [21] clear days’ notice of the proposed amendments
  2. No amendment is valid if it would make a **fundamental change** to the Objects or to this clause or destroy the charitable status of Christ High School Old Student Association (America)
  3. Clauses 6.2 and 6.3 may not be amended without the prior written consent of the Commission
  4. The trustees must promptly send to the Commissioners a copy of any amendment made; and keep a copy of any such amendment with this constitution

10. Indemnity

Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity

**Dissolution**

7.1 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding $1) to the Charity’s assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity’s debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves;

* 1. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object;
  2. A final report and statement of account relating to Christ High School Old Student Association (America) must be sent to the Commission.

**We, the persons whose names and addresses are written below, wish to be formed into an association under this memorandum of association.**

Signatures, Names and Addresses of Subscribers

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Witness to the above Signatures:

Name:

Address:

Occupation: