



THE EDINBURGH
ACADEMICAL CLUB



This Constitution, adopted at the Annual General Meeting of the Club on 5 June 2017

1. GENERAL

1.1 The name of the Club shall be "The Edinburgh Academical Club" ("the Club").

1.2 The objectives of the Club are:

- Promote the best interests and on-going success of the Edinburgh Academy (EA) and its objectives
- Maintain and develop bonds and links between former pupils and the EA community
- Promote and celebrate the achievements of members of the Club
- Promote and preserve the heritage of the Club

2. MEMBERS

2.1 The Council may permanently or temporarily refuse or revoke membership if the individual involved has brought the Club or EA into disrepute. The decision to refuse or revoke membership will be notified to the individual involved by the Council.

3. OFFICE-BEARERS AND ORDINARY MEMBERS OF THE COUNCIL

3.1 The Office-Bearers of the Club shall be drawn from Members of the Club and shall consist of:-

- The President*
- The Vice President*
- The Secretary*
- The Rector.

*An Office-Bearer is elected for three years and the term of office shall not exceed three years. By rotation Office-Bearers will not serve for longer than six years i.e. two consecutive terms

3.2 The Council shall be composed of members of the Club

The number of members of the Council shall be limited to 12.

Nominations for new Council members should be notified to the Council prior to the posting of the notice of AGM on the club website. The notice of the AGM

The following will be eligible to be members of the Club:

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Honorary Members	(a) the Court of Directors of the EA (b) The Rector (c) Head Teacher of Junior School (d) Snr. Deputy Rector of the Senior School. (e) any other person who has rendered special service to EA or the Club	a), b) c) d) Elected on appointment Elected by the Club at Annual General Meeting	All privileges Right to attend and vote at AGM during period of office and thereafter
Life Members	(a) Former Academy Pupils over the age of 18 years (b) Ordinary or Life Members of the Club as defined in previous Constitutions (c) All full-time or part-time employees of the EA	Who have attended for at least one academic year After five years' service	All privileges Right to attend and vote at AGM

will contain details of the proposed new Council members and Office-Bearers

- The President, Vice President, Secretary and all ordinary members of the Council shall each be nominated by two members
- one member shall be nominated by the Directors of the EA from their own numbers*
- one member shall be nominated by the Staff of the Academy*

*Serve as ordinary member of the Council

No ordinary member shall serve on the Council for a longer period than 6 years unless they become an Office - Bearer, but shall be eligible for re-election after a lapse of one year.

All of the foregoing members of the Council shall be duly elected at the Annual General Meeting or at an Extraordinary General Meeting of the Club.

The Council shall have the power in its sole discretion to co-opt any additional member to the Council but such appointment or co-option shall be subject to being confirmed at the next Annual General Meeting or Extraordinary General Meeting of the Club following upon

the appointment or co-option.

Three of the foregoing shall be a quorum.

The Council shall hold periodical meetings and shall guide and advise the general business and affairs of the Club in alignment with the objectives set out in 1.2 above.

3.3 The Council shall present to the Annual General Meeting a report on the affairs of the Club.

4. FUNDS AND ACCOUNTS

4.1 The Management of any funds of the Club shall be under the control of the Council.

4.2 Any surplus, unrestricted funds shall be invested as the Council may direct in line with the objectives of the EAC and no liability shall attach to the Council or to the Office-Bearers in respect of such investments.

4.3 Accounts showing any income and expenditure, outstanding liabilities and assets of the Club shall be made up by the Secretary and reviewed by the independent examiner of the Club, and presented to the Council for approval.

4.4 The independent examiner of the Club shall be appointed by the Council. The Council shall have the power to remove the independent examiner of the Club.

5. MEETINGS

The Annual General Meeting of the Club shall be held every calendar year and not more than fifteen months after the last preceding Annual General Meeting.

Notice of the Meeting shall be posted on the Club website not later than 28 days before the date of the Meeting. At this Meeting:

- The Office-Bearers and the Members of Council shall be elected (if an election is required)
- The Annual Report and Accounts (with the independent examiner's report thereon) shall be presented
- Any other necessary business transacted.

5.1 Extraordinary General Meetings of the Club may be held in Edinburgh whenever the Council consider it expedient or on a requisition signed by not less than ten Members. Such requisition must state the object for which the Meeting is to be called and the Meeting must be held within 60 days of receipt of the requisition by the Secretary. Notice of such Meetings shall be posted on the EA website and/or by email to members of the Club not later than 28 days before the date of the Meeting together with a notice of the object for which the Meeting is to be called, and notices of amendment must reach the Secretary 14 days before the date of the Meeting.

5.2 At all Meetings of the Club, Members shall be entitled to vote in person or by proxy on:

- any proposed alteration in or amendment to the Constitution
- or adoption of a new Constitution

5.3 Ten Members shall be a quorum at all Meetings of the Club.

6. AFFILIATED SPORTS CLUBS

6.1 Affiliated Sports Clubs may be formed and designated as such by and with the approval of the Council, to bear

the name of the Club subject to any conditions which the Council may see fit, or require to impose.

At the date of adoption of the Constitution the affiliated Sports Clubs of the Club are:

- The Edinburgh Academical Cricket Club
- The Edinburgh Academical Football Club
- The Edinburgh Academical Curling Club
- The Edinburgh Academical Golf Club.

The Club will bear no liability for the separately affiliated sports clubs.

6.2 Each affiliated Sports Club shall be run in an appropriate manner and in such a way as shall not cause the Club or the EA to be brought into any disrepute. In the event of any affiliated Sports Club being run in an inappropriate manner and/or causing or likely to cause the Club to be brought into disrepute, the Council shall have the power to withdraw its approval to such Affiliated Sports Club to bear the name of the Club.

6.3 In the event of any affiliated Sports Club ceasing to be active for more than two years, the Council shall have power to regard such affiliated Sports Club as being dormant, and to withdraw its approval to such Affiliated Sports Club to bear the name of the Club.

7. BRANCH CLUBS

7.1 Branch clubs of the Club may be formed and designated as such with the approval of the Council in furtherance of the objectives of the Club, subject to any conditions which the Council may see fit, or require to impose. Branch Clubs will be overseen by the appointed area representative. Area representatives may be appointed by the Alumni Relations Officer and approved by the Council.

7.2 In the event of any Branch Club ceasing to be active for more than two years, the Council shall have power to regard such Branch Club as being dormant.

8. BENEFITS OF MEMBERSHIP

8.1 Members shall be entitled to receive at intervals a newsletter or other publication including The Academical compiled jointly by the EA and the Club

giving a summary of the main events at the EA, news of Club Members and Club Activities, past and present.

9. RAEBURN PLACE

9.1 Raeburn Place shall mean the area of land owned by the Club at Raeburn Place, Edinburgh. The Council will be responsible for monitoring the terms of any licences to occupy the ground and the option and the potential future long lease of the ground to The Raeburn Place Foundation.

10. PROPERTY

The Club shall take and hold title to property in the name of the President of the Club, the Rector of the Edinburgh Academy (with the Court Directors' approval) and the Secretary of the Club, in their capacity as Trustees ex officio for the Club.

11. BYE-LAWS

The Council shall have power to frame Bye-Laws which may become operative immediately. Such Bye-Laws and additions or alterations thereto shall fall to be confirmed at the first General Meeting held thereafter. At such General Meeting the same notice and majority as laid down for amendments to the Constitution in Rule 12.1 shall be required.

12. CONSTITUTION

12.1 This Constitution shall not be amended or altered without the approval of at least two-thirds of the Members present and voting at the Annual General Meeting, or at an Extraordinary General Meeting called for the purpose. In the former case, notice of such Annual Meeting together with a notice of the proposed alteration shall be posted on the Club website and/or by email not less than 28 days prior to the date of the Meeting and notices of amendment must reach the Secretary 14 days before the date of the Meeting. In the latter case, the procedure detailed in Rule 5.1 shall be followed.

12.2 The Council shall have full power to determine any question arising on the terms or construction of the Constitution and with any matter not therein provided for.