



## OLD WHITGIFTIAN ASSOCIATION

# An Extraordinary General Meeting of the Association will be held in THE BRODIE MEMORIAL PAVILION (The Clubhouse) on MONDAY 31 OCTOBER 2011 at 8pm

The President, Pip Burley, will take the Chair

## AGENDA

1. Welcome
2. Apologies for Absence
3. To consider the Explanatory 'White Paper' (below)
4. To consider and vote on the Resolutions set out below
5. To report results of the postal and e-mail ballot
6. To consider any other business. Any matters of substance should be submitted in writing to the Secretary two weeks before the EGM
7. Date of AGM, 2012

### BACKGROUND

At a Meeting held on 9 May, 2011, the OWA Main Committee unanimously endorsed a set of recommendations for change and approved their implementation subject to (a) the approval of the School (b) the approval of the Foundation and (c) ratification at an EGM of the OWA in October 2011. Furthermore, to enable the largest possible number of registered OWs to participate in a vote at the EGM, it was agreed that an e-mail and postal ballot should take place. The necessary resolutions for this were passed at a well-attended AGM held at the Clubhouse on 9 July. At that meeting, members were given a copy of a detailed discussion paper ("Green Paper") outlining the proposed changes and the reasoning behind them. Copies of this paper were also sent to all OWs for whom e-mail addresses were available inviting their comments and suggestions. Responses (including many from OWs overseas) have been overwhelmingly in favour of the proposals and include many useful observations for consideration as the process of implementation proceeds. Prior to the AGM, meetings were held with the School and the Foundation who both gave their total support to the proposals.

### SUMMARY OF THE PROPOSALS

(a) That a new tripartite structure replace the current Unincorporated Members' Club known as the Old Whitgiftian Association. This structure will comprise a "holding company", limited by guarantee and registered as a charity – The OWA Trust Limited [or similar name] – and two subsidiary bodies, the Whitgiftian Association [or similar name] and the Whitgift Sports Club [or similar name]. The Whitgiftian Association will have Unincorporated Members' Club status (similar to the current OWA). The Whitgift Sports Club will be a Company limited by guarantee. These subsidiaries will act as the operating arms of The OWA Trust Limited in organizing the activities of (i) the Alumni Association of Whitgift School and (ii) the use of the Clubhouse and grounds at Croham Road for sporting and social activities.

(b) That Old Whitgiftian Trustees Limited, owner of the Croham Road site, will remain unaltered bar the necessary amendments to its Articles to recognize the dissolution of the OWA and the establishment of the tripartite structure.

(c) That the formulation of all necessary legal documentation and detailed arrangements for the new structure will (i) benefit from further consultation with the School and the Whitgift Foundation as to their vision regarding the scale of future charitable activity by The OWA Trust Limited and its operating arms and (ii) will take into account the likely availability to the Trust of potential new sources of money and manpower.

### THE NEW STRUCTURE IS ENVISAGED IN THIS FORM

(a) The OWA Trust Limited will be a limited company and have as its objects:

– to support, assist and promote educational and training objectives, in particular through the Whitgift Sports Club and in concert with the Whitgift Foundation and Whitgift School.

– to support, assist and encourage the charitable aims and objectives of the Whitgift Foundation and Whitgift School in offering a wide range of sporting, educational and social activities for the community at large including Old Whitgiftians.

The Trust will be managed by a Board of Trustees who will initially comprise:

- The current President of the OWA (as Chairman)
- The three immediate Past Presidents of the OWA
- The two immediate Past Chairmen of the OWA
- The Treasurer of the OWA Trust
- The Secretary
- The Chairman of the Whitgiftian Association (ex officio)
- The Chairman of the Whitgift Sports Club (ex officio)
- A representative of Whitgift School (Headmaster's nominee)
- A representative of the Whitgift Foundation
- Two invited members (non-OWs)

Thereafter, the Trustees will manage their own succession. The OWA Trustees will meet quarterly and hold an Annual General Meeting at which Trustees retiring may be re-elected, new appointees voted in and any resolutions discussed and voted upon.

(b) The Whitgiftian Association will be a membership by subscription organisation open to present and former pupils of Whitgift School and to existing and former Staff and will be located at Haling Park. Its purpose will be:

- to foster and maintain amongst Alumni an on-going interest in, and contribution to, the life of the School, its current and former pupils.
- to encourage communication between former pupils of Whitgift School and
- to maintain their life-long interest in, and support of, the School and its pupils
- to manage and increase the member database
- to increase subscription revenue

- to expand social activities and services for the benefit of all OWs
- to manage member communications
- to arrange a wide range of events
- to collect all Whitgiftian Association subscriptions
- to co-operate with other bodies and institutions of similar purpose

The Whitgiftian Association will be managed by a Committee comprising the Chairman and other Officers who will be elected annually at an AGM. The Chairman of the Whitgift Sports Club would be an ex officio member of the Committee, as would a Representative of the School (Headmaster's nominee)

The School has agreed to provide office space at Haling Park in order that our own staff (professional and voluntary) can work in parallel with the Alumni Development Officer utilising the up-dated 'Raiser's Edge' database. To be successful this will require a paid professional Administrator working closely with the Development Officer and the archivist.

(c) The Whitgift Sports Club will be an 'open' members' club, with both playing and non-playing subscribers, operating from Croham Road under an Agreement with OW Trustees Limited. Its purpose will be:

- to act in the interests of The OWA Trust Limited in providing sporting facilities and services for any sports activities that may be deemed appropriate by the Committee
- to promote, facilitate and carry on private and social events including the provision of bar and catering facilities
- to devise a 3-year business plan for the successful running of the Club
- to increase revenue by developing an enlarged membership base, bar and catering revenue, rentals, events and generally encouraging maximum usage of facilities
- to provide a plan and feasibility study for the maintenance, improvement and possible re-development of the site
- to explore other potential future opportunities, e.g. mergers with other clubs, shared use of facilities, new sports programmes, etc, as may be in the interests of the Club

The Whitgift Sports Club will be run by a Management Board comprising:

- Chairman & Chief Executive
- Treasurer
- Secretary
- Club Manager
- Chairman of the Whitgiftian Association – ex officio

The Chairman may, at his discretion, set up Sub-Committees for the efficient running of the Club, reporting to the Management Board. The Chairman may invite non-voting co-opted members onto these committee up to a maximum of three per committee.

Members of the Whitgift Sports Club will meet annually for a General Meeting at which retiring Board members may be re-elected, new appointees voted in and any resolutions discussed and voted upon.

### 3. THE FINANCIAL OUTLOOK

The structure proposed provides an efficient and effective means of delivering the remit of The OWA Trust Limited in its support of better education, sports training, healthy living and social cohesion for both the Whitgift family and the Croydon community in which it exists. However, to take up this challenge and, moreover, to succeed, we shall need additional income, extended use of the latest information and communication technology, a more varied fare of activities, and, above all, in return, a widening number of individual OWs willing to give time to this enterprise, *pro bono publico*.

It is intended to raise significant additional income, equivalent, roughly, to the amount currently received from the Advance Membership Scheme (approx £45,000 per annum) from our 'dormant' membership.

Given the size of our potential market – namely, the 6,000 (approx) OWs known to us, and whose details are registered (of whom less than 800 are paying any money at all to the Association), we believe this target can be met, at least to an amount that will enable the new structure to be introduced in July 2012, with confidence in it being operationally sound.

The following illustration serves to show what might be achieved with only a relatively modest success rate:

|                                                   |                 |
|---------------------------------------------------|-----------------|
| <b>10 Life Members (one-off)</b>                  | <b>£10,000</b>  |
| <b>650 Full Members @ £60 (less 10% discount)</b> | <b>£39,000</b>  |
| <b>2,500 OW Patrons @ £25 (new)</b>               | <b>£62,500</b>  |
| <b>TOTAL</b>                                      | <b>£111,500</b> |

This money will be collected by the OWA initially, and after the AGM, by the Whitgiftian Association and used as a base for funding The OWA Trust Limited, which, if successfully established as a charitable entity, could benefit from a further 25% through claiming Gift Aid on this funding and other donations.

Some of this money will also be used to enable the Whitgift Sports Club to achieve the charitable objectives of the OWA Trust Ltd, at least until it achieves break-even in its own right. It is intended that, at this level of income generation, The OWA Trust Limited will, over time, be able to build up reserves enabling the expansion of its objects.

### SUMMARY

There is much ongoing detail to be decided, including agreeing relationships with the School, the Foundation and affiliated Clubs/Societies of the OWA. It is imperative that we are able to press forward with all possible speed. The purpose of this EGM is to enable this process to continue with the full support of the membership. The three Resolutions tabled below will enable this to happen.

The OWA Main Committee recommends that you vote in favour of the following resolutions.

### RESOLUTIONS

**1. To resolve that, on the recommendation of the Main Committee, the governance of the existing Old Whitgiftian Association be re-established on a tripartite basis of (i) a Holding Company, "The OWA Trust Limited", established as a Company limited by guarantee and registered as a charity (ii) an Alumni Association, "The Whitgiftian Association", an Unincorporated Members' Club and (iii) "The Whitgift Sports Club", a Company limited by guarantee, in either case answerable ultimately to "The OWA Trust Limited".**

**2. To resolve that the OWA Main Committee be charged, also, with bringing forward all necessary Memoranda, Articles of Association, Constitutions, Regulations/Rules for the bodies listed in Resolution 1, in the light of due diligence.**

**3. To resolve that the OWA Main Committee be further charged with identifying all necessary transfers of assets and such formal Memoranda of Agreement as are deemed desirable and, after due diligence, bringing forward recommendations for satisfactory and efficient solutions to the implementation of a new structure.**



OLD WHITGIFTIAN ASSOCIATION

An Extraordinary General Meeting

31 October 2011

VOTING SLIP & PROXY NOTIFICATION

**A** Members wishing to vote by post or electronically should complete the following section (Please tick box):

| Resolution   | For                      | Against                  | Abstention               |
|--------------|--------------------------|--------------------------|--------------------------|
| RESOLUTION 1 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| RESOLUTION 2 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| RESOLUTION 3 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**B** Should you wish to appoint another OW as a Proxy to cast your vote at the EGM on 31 October 2011, please complete this section:

I, ....., hereby appoint ..... as my proxy to attend and speak at the EGM on 31 October 2011, and to cast my vote, as they see fit at the time, at the said EGM.

**C** If you are attending the EGM in person, you will be invited to vote by show of hands and need not bring this Voting Slip with you. Please arrive in good time and make known your attendance to the Secretary. If you have previously voted by post or electronically, or appointed a proxy, these actions will be automatically nullified by your presence.

SIGNED ..... DATE .....

NAME & ADDRESS .....

.....  
POST CODE .....

E-MAIL ADDRESS .....

Please provide us with an e-mail address as this will help with future communication.

To record your vote please take one of the following actions to arrive no later than Friday 28 October 2011:

- (a) Complete this form and fax it to: **0208 686 2157** or
- (b) Scan the completed form and e-mail it back to **clubhouse@owa.org**, or
- (c) Detach this form (or print if received by email), complete and post to:

**The OWA (EGM), The Clubhouse, Croham Manor Road, Croydon CR2 7BG**

By Order of the Honorary Secretary, OWA  
1 October 2011

Please complete and detach this form  
and return to the address overleaf  
via fax, email or post.