

## **St. Catharine's College Society Chair's Update**

At Society AGM 2019 'the Committee were authorised to explore the possibility of the eventual [legal] integration into the College and report back to the 2020 AGM'. As reported at AGM 2020 we had not then been able to conclude discussions with College due to COVID.

In the last year we have held very constructive and substantial discussions with the Bursar, taken independent specialist legal advice and analysed the risks and opportunities of legal integration of the Society into the College. The Society Committee has considered the matter on several occasions in this last year and was supported by a sub-committee in doing so.

The Committee's view, by a very substantial majority, is that legal integration is not appropriate for the Society at this stage.

In brief, this is because it would fundamentally and irreversibly change the nature of the Society from a member-led organisation to one which is controlled by the College. It was also not required, or would not be effective, in achieving the benefits that have been proposed for the change including simplifying data protection issues; providing financial benefit associated with the College's charitable status; securing the future of the Magazine; and allowing the collection of a subscription from students. We estimate that there would be a modest financial benefit of reduced insurance and investment manager fees (due to economies of scale), but this would be offset to some degree by the costs of (paid) college staff providing support currently carried out by volunteer members.

However, during the constructive discussions we identified several changes that would allow the Society and College to work more closely together through increased efficiency or by reducing the governance risks of the Society, and by association the College's reputational risk. Some of these changes require AGM approval, as described below.

### **Charitable Status**

As we indicated at previous AGMs the Society is an unincorporated association. Legal counsel confirmed that this was a less than ideal structure but thought the Society could achieve charitable status as a member-led organisation, independent of the College. This could have several benefits: it would clarify the Society's legal structure; it would provide a level of regulatory oversight on Society activities; the revised objects of the Society would emphasise support of the charitable work of the College as a primary purpose; it would probably facilitate closer integration of the College and Society if this was wished at some later date; and it would also provide some modest tax advantages to the Society, though in isolation they are unlikely to justify the change of status.

A more detailed paper on the evaluation of legal integration and the likely process for achieving charitable status is available from the Secretary on request. (Michael Roberts at [michael@mrallp.com](mailto:michael@mrallp.com) ).

**Resolution 1: The AGM support the Committee’s proposal to further investigate charitable status and, if justified, the development of a detailed proposal for decision by a future AGM or EGM to effect the change of status.**

## **Grants**

For some time the Committee has noted that the administration of Society grants is burdensome to both student and Society whilst also creating complexity for the College, which has a much larger student awards programme. Applications for grants have been below our budgeted amounts for several years. We therefore propose a much-simplified arrangement to replace the current Society awards as follows: College will identify the type of award currently most needed by students; based on this the Committee agree the parameters for Society funded award scheme with College; the Society makes a single annual payment to College and the administration of the awards is carried out by College using their existing processes. The arrangements and funding priorities would be reviewed at least every 5 years. This arrangement is supported by the Governing Body.

As the first step in this process College has requested we provide funds to students on Cambridge Bursaries to carry out vacation research work in Cambridge as part of building a stronger CV. Such funding is currently problematic because most funding sources do not allow support of such activity. College currently views vacation bursary support as higher priority than areas that we have traditionally funded, including sport which is currently in a healthy position<sup>1</sup>.

The Society has one fund, the Old Members’ Sports Fund (OMSF), that was set up in 1981 to provide awards to students. The Committee propose that we should broaden the restrictions of the fund to allow the Society to respond to changes in student need, both over the last 40 years and in the future, whilst retaining the focus on providing funds to individual students.

Attachment 1 shows the proposed revised rules and Attachment 2 shows the original rules of the OMSF.

**Resolution 2: To approve the revised rules for the OMSF set out in Attachment 1.**

## **College Support**

Over the last 20 years there have been several changes to the financial arrangements between the Society and College. For many years the College paid half the cost of the Magazine before covering the entire cost of ~£20,000 pa in recent years. For a period the Society made a payment of £8,500 pa towards college administrative costs, an arrangement that ceased in 2015. The result is that College net costs have increased whilst the Society’s assets have grown.

As a result of our recent discussions with College, taking into account the financial pressures on it as a result of COVID, the Committee has agreed to make an annual payment to the College, unrestricted as to purpose, of £5,000 pa. The payments are financed by the income on the unrestricted funds of the Society. The scale of donation will be reviewed at least every 5 years.

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<sup>1</sup> The annual funding from the Society’s OMSF represents only 1.3% of College’s total sport funding.

### **Name Change**

Frequent feedback indicates that the name of the Society is confusing and does not make the purpose of the Society clear. We propose a minor revision to the name for clarity. The College Governing Body support this change.

**Resolution 3: To revise the name of the Society to 'St. Catharine's College Alumni Society' (Rule 1).**

### **Magazine Editor**

The College and Society conducted a joint review of alumni publications in 2020. One issue it addressed was the editorial arrangements required as Roger Stratford, who has been the Magazine Editor since 2003, reduces his work commitment. As a result, with the full support of the Governing Body, we have formed a joint Editorial Board with membership of both college staff and alumni. The Chair of the Editorial Board has been appointed by the Society Committee and the Rule change below reflects the new arrangement.

**Resolution 4: To appoint the Chair of the Editorial Board, rather than the Editor, to the Society Committee (Rule 6.4.3).**

### **Administrative Rule Changes**

We propose the following changes:

- The COVID crisis has necessitated the widespread use of video-conferencing to allow organisations such as the Society to continue to operate. The Committee has determined that our current Rules permit video-conferencing for Committee and General Meetings, even though they did not explicitly anticipate the use of such technology. However, we now propose changes to the Rules to make it explicit that AGM, EGM and Committee meetings may be held by video conferencing as well as physically. The new provisions follow Charity Commission guidance on the conduct of meetings (CC48) which has been revised during 2020/21. Additionally, telephone conferences are also permitted for Committee meetings, but with the restriction (recommended by the Charity Commission) that at least one physical meeting should take place each year (Rule 8).
- We propose an amendment to permit future amendment of the Society Rules at an EGM as well as an AGM (Rule 11.3) and that an EGM may be held on the same day as an AGM (Rule 8.3).
- We propose an amendment to clarify how notices are properly to be served on Members (Rule 5.8).

Attachment 3 shows the text of the proposed changes to the Society's Rules described above.

**Resolution 5: To approve the revised Society Rules set out in Attachment 3.**

John Wells  
August 2021

**Proposed Amended Rules for the OMSF**

**St. Catharine's College Alumni Society  
Student Award Fund**

(Formerly known as the Old Members' Sports Fund)  
Rules as agreed at Society AGM 1980 and modified at Society AGM 2021

WHEREAS it is the desire of the Society to enable members to make financial contributions for the encouragement of sporting activities at the College, NOW THEREFORE the Annual General Meeting of the Society assembled this 26th day of September 1980 makes the following additional Rules, amended by the Annual General Meeting of the Society on 18<sup>th</sup> September 2021:

**Name**

1. The fund shall be named the "Student Award Fund" hereinafter called the Fund.

**Object**

2. The object of the Fund shall be to support St Catharine's College by providing assistance to student members of the College.

**Management**

3. The Fund shall be managed by the General Committee of the Society or by a sub-committee established by the General Committee for that purpose.
4. If a sub-committee is established the Honorary Treasurer of the Society shall be a member of the sub-committee.

**Fund**

5. The Society will invest the assets of the Fund and may receive subscriptions or donations towards the Fund.
6. The Society may use both the income and capital of the Fund to provide student awards.
7. The Society may make outright awards or loans from the Fund.
8. The Society will, from time to time, determine the criteria and budget for awards, preferably with the input of the College and student body. These criteria will include those of the Old Members' Sports Fund as defined in the rules dated 26<sup>th</sup> September 1980, recorded below, but also include areas of high priority student support that are otherwise inadequately funded.

**Disbursements**

9. Individual student members of the college, both undergraduate and graduate, are eligible to apply for awards.
10. The Society will establish mechanisms for the application, evaluation and payment of awards to students. In addition to the provisions of paragraph 3 it may also invite the College to administer the awards within the criteria anticipated in paragraph 8.

## Accounts

11. The accounts of the Fund shall be made up to the 30th June each year.
12. The Honorary Treasurer of the Society shall provide a statement of account of the Fund to the Annual General Meeting of the Society

## Amendment

13. These Rules may be amended or the Fund dissolved at an Annual General Meeting of the Society. In the event of such dissolution the disposal or any balance then remaining in the Fund shall be in the absolute discretion of the said Dissolution Annual General Meeting.

Revised rules approved by the Society AGM held 18<sup>th</sup> September 2021

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*For the record, the Rules of the Old Members' Sports Fund approved 26<sup>th</sup> September 1980 included the following provisions:*

*The object of the Fund shall be to support the St Catharine's College Amalgamated Clubs by providing assistance to members of the College chosen to represent St Catharine's College or Cambridge University at any competitive sport or recreation.*

*Such application shall be considered on its merits having regard to the balance remaining in the Fund and to the following objectives:*

- (a) The carrying into effect of any specific direction given at an Annual General Meeting of the Society.*
- (b) Assistance towards the transport costs of those representing the College, or of a member of the College representing the University, at a contest held at a distance from Cambridge.*
- (c) Assistance towards the expenses of representatives of the College in their capacity as hosts to teams visiting Cambridge from a distance.*
- (d) Assistance towards essential expenditure to ensure that a member of a College or University team, as the case may be, is identifiable as such at a contest.*
- (e) Such other objective consistent with the Object of the Fund as the sub-committee may in its discretion approve.*

**Original Rules of OMSF**

**Old Members' Sports Fund**

Rules as agreed at Society AGM 1980

Published in St. Catharine's College Society Magazine 1981, Page 6

WHEREAS it is the desire of the Society to enable members to make financial contributions for the encouragement of sporting activities at the College, NOW THEREFORE the Annual General Meeting of the Society assembled this 26th day of September 1980 makes the following additional Rules:

**Name**

1. A fund shall be established named the "Old Members' Sports Fund" hereinafter called the Fund.

**Object**

2. The object of the Fund shall be to support the St Catharine's College Amalgamated Clubs by providing assistance to members of the College chosen to represent St Catharine's College or Cambridge University at any competitive sport or recreation.

**Management**

3. The Fund shall be managed by a sub-committee of the General Committee of the Society.
4. The membership of the sub-committee shall be The Honorary Treasurer of the Society, The Honorary Secretary of the Society, The Senior Treasurer of the Amalgamated Clubs.

The sub-committee may co-opt one or more members of the General Committee.

5. The sub-committee may elect from among its members a person to be chairman, provided that should the President of the Society be present at a meeting he shall be the chairman.

**Fund**

6. The sub-committee may receive subscriptions or donations towards the Fund.
7. The control of the Fund shall be vested in the sub-committee, subject to any directions given at a General Meeting of the Society.
8. Subject to the approval of the Master routine work involving the Fund shall be handled by the College Office.

**Disbursements**

Any application for assistance from the Fund shall be put before the sub-committee by the Senior Treasurer of the Amalgamated Clubs.

9. Such application shall be considered on its merits having regard to the balance remaining in the Fund and to the following objectives:
  - (a) The carrying into effect of any specific direction given at an Annual General Meeting of the Society.
  - (b) Assistance towards the transport costs of those representing the College, or of a member of the College representing the University, at a contest held at a distance from Cambridge.
  - (c) Assistance towards the expenses of representatives of the College in their capacity as hosts to teams visiting Cambridge from a distance.

- (d) Assistance towards essential expenditure to ensure that a member of a College or University team, as the case may be, is identifiable as such at a contest.
  - (e) Such other objective consistent with the Object of the Fund as the sub-committee may in its discretion approve.
10. After considering any such application the, sub-committee may make a grant or loan from the Fund to a College Club or to an individual.

#### Accounts

- 11. The accounts of the Fund shall be made up to the 30th April each year.
- 12. The Honorary Treasurer of the Society shall provide a statement of account of the Fund to the Annual General Meeting of the Society

#### Amendment

- 13. These Rules may be amended or the Fund dissolved at an Annual General Meeting of the Society. In the event of such dissolution the disposal or any balance then remaining in the Fund shall be in the absolute discretion of the said Dissolution Annual General Meeting.

(Signed) J. F: Ablett, President

Rules of The St Catharine's College Alumni Society

1. The name of the Society is The St Catharine's College Alumni Society.
2. The objects for which the Society is formed are:
  - 2.1. to encourage a continuing interest in St Catharine's College, Cambridge by members of the Society.
  - 2.2. to maintain contact between such members of the Society and between them and the College.
  - 2.3. to encourage the formation of Branches of the Society, both in the United Kingdom and overseas.
  - 2.4. to arrange and to hold meetings of such members of the Society both at the College and elsewhere, and to encourage such meetings.
  - 2.5. to facilitate co-ordinated action by such members in matters concerning the welfare of the College.
  - 2.6. to render financial assistance to necessitous members.
  - 2.7. to provide grants, when considered appropriate, towards essential expenses incurred by Student members in sporting, cultural, travel or other such activities as the Committee may agree, or by College Clubs and Societies in performing such activities. The Committee may seek the advice of appropriate College authorities when deciding on recipients of such grants.
  - 2.8. to assist the College to maintain a register of College alumni and Society members with their present or last known addresses, both postal and email.
  - 2.9. to publish annually a journal concerning the activities of the College and of the Society and to utilise all other available forms of communication to inform and encourage contact between members.
  - 2.10. to do such other things as may be conducive to the attainment of any of the above objects.
3. The Society is a non-charitable unincorporated association. It follows (inter alia) that:
  - 3.1. it is subject as the law stands to corporation tax on relevant income and profits;
  - 3.2. the management of the Society, its assets, and its affairs lies with the Committee, the members of which may incur personal liability in so acting. Appropriate insurance cover will therefore be maintained at the expense of the Society, details of which will be provided to Members on request. This is without prejudice to the indemnity set out in Rule 6.7.
  - 3.3. All assets of the Society, including future accruals of any kind, are and will be held subject to the respective contractual rights and liabilities of Members as herein set forth, save so far as expressly otherwise agreed at the time of receipt and acceptance by the Society.

4. The Society is legally separate from the College. It follows (inter alia) that:
  - 4.1. The Society will not commingle its assets with those of the College.
  - 4.2. The Society and the College have recognised the desirability of entering into agreements and other forms of understanding to enhance and regulate the relationship between them, including (but not limited to) matters such as possible conflicts of interest and data protection.
  
5. Membership
  - 5.1. The Society shall consist of Full members, Student members, Fellow members and Associate members. Some individuals may be eligible for membership in more than one category.
  - 5.2. Full Membership of the Society shall be open to graduates of the College who are not pursuing a further course of study in the College. Full members are eligible for election to the Society's Committee and may vote at the Society's annual general meeting.
  - 5.3. Fellow Membership of the Society shall be open to persons holding College Fellowships {e.g. Official, Professorial, and Research Fellowships} or titles of Fellowship {e.g. Honorary Fellow, Emeritus Fellow, Fellow Commoner}. Fellow Members are not eligible for election and have no voting rights, other than as described in the nomination process in Rule 6.4.5.
  - 5.4. Student Membership of the Society shall be open to persons admitted to the College to pursue a course of undergraduate or postgraduate study. Student Members are not eligible for election and have no voting rights, other than as described in the nomination process in Rule 6.4.6.
  - 5.5. Associate Membership of the Society shall be open to widows/widowers or partners of deceased Members on application. Alternatively, and at the discretion of the Secretary, another family member or friend of the deceased member may be invited to become the Associate Member. Associate Members are not eligible for election and have no voting rights.
  - 5.6. On making such payment to the Society as may be prescribed any person eligible for membership under Rules 5.2, 5.3 and 5.4 will be confirmed as a member of the Society.
  - 5.7. Every member of the Society shall be entered in the Register of Members which shall be kept at the College. A member may request information from the Register, which shall be provided subject to any legal restrictions applicable at the time.
  - 5.8. Every member is requested to communicate from time to time to the Society his/her address, both postal and email, and any change thereof; and all notices required by these Rules to be sent or given to members shall be deemed ~~to have been duly sent or given if sent to such address-~~received two days after posting to the last known postal address or on the same day as sending to the last known email address.
  
6. Officers and Committee
  - 6.1. At any time during the tenure of a Master, the Committee may invite the Master of St. Catharine's College Cambridge to be the Patron of the Society ex officio and, if he/she is so willing, the Committee may confirm his/her appointment on behalf of the Society. The Patron is a non-executive position but with the right to be informed, to be consulted, and to advise the Society.
  - 6.2. A President is elected annually at the AGM with a primarily ambassadorial role.

- 6.3. The Officers of the Society are the President, a President-Elect, an Immediate Past President, a Chair, a Secretary and a Treasurer. The Officers shall be elected at each annual general meeting and shall hold office from the day following their election until the day following the next succeeding annual general meeting. The Committee shall nominate its Chair for each ensuing year for confirmation by the Annual General Meeting. The Chair shall be eligible for re-election annually for a period not exceeding eight years. The Secretary and Treasurer shall be eligible for re-election annually.
- 6.4. The **Committee** shall consist of:
- 6.4.1. The Officers,
  - 6.4.2. The Chairs of Branches of the Society ex officio,
  - 6.4.3. The ~~Editor~~Chair of the Editorial Board of the journal ex officio,
  - 6.4.4. The Society Webmaster ex officio,
  - 6.4.5. A fellow to represent the College, nominated by the Master and approved by the Committee on behalf of the Society. The appointment will be subject to confirmation at the next AGM,
  - 6.4.6. Up to two Student Members to represent the student body of the College, nominated by the Senior Tutor and approved by the Committee on behalf of the Society. The appointment(s) will be subject to confirmation at the next AGM,
  - 6.4.7. Not more than five full members, whose functions will be, where possible, to undertake sub-committee, working group and other ad hoc services.
- 6.5. Full members elected to the Committee shall hold office for four years and may be re-elected once for a further four years. The nominated fellow and student representatives shall be elected at each annual general meeting. New members of the Committee shall be elected at the annual general meeting in each year. The Committee shall have power to co-opt new members to the Committee to fill any vacancies that may occur for and during the currency of any year.
- 6.6. The Committee shall manage the affairs of the Society in accordance with the Rules and shall define the duties of the several Officers who shall be subject to the control of the Committee. The Committee shall have power to set up and to delegate to a Sub-Committee of members such of its duties as it may deem desirable so to do and may direct the manner in which meetings shall be called and held and the quorum for such Sub-Committee meetings. Society members of any category may be invited to participate in such sub-committees, but the chair of the sub-committee shall be a member of the Society Committee.
- 6.7. The individual members of the Committee shall be entitled to be indemnified out of the assets of the Society against all liabilities arising or threatened whilst acting in good faith, and all related costs and expenses reasonably incurred.

## 7. Society Funds

- 7.1. The Funds of the Society shall be derived from subscriptions, donations, legacies, income from investments made under Rule 7.3 below, and any surplus from functions arranged by, or on behalf of the Society.
- 7.2. The sum payable for each category of membership or by way of subscription shall be settled and may from time to time be varied by the Society at an annual general meeting.
- 7.3. In the event of the Society accumulating funds beyond those required for the immediate

purposes of the Society they may be invested in such investments as the Committee shall direct.

- 7.4. The Treasurer shall ensure that proper accounting records be kept of all sums donated to or otherwise acquired by the Society for benevolent, sporting or any other specified purposes;
- 7.5. Funds of the Society not so invested shall be kept by the Treasurer in a bank account or accounts in the name of the Society and under the supervision of and in such a bank or building society as shall be determined by the Committee. All payments or transfers therefrom shall be made with the approval of the Treasurer and Secretary or other Officers authorised to deputise for them.
- 7.6. The Committee shall have power to expend the Society's funds in such manner as they think fit in accordance with these Rules and the Objects of the Society
- 7.7. The Committee shall review the management and performance of Society funds at each Committee meeting and shall make such recommendations as it thinks fit.
- 7.8. The Treasurer shall arrange for the Accounts to be independently examined each year and so certified.
- 7.9. The accounts shall be made up to an agreed date in each year. The Committee shall cause to be prepared and published each year a statement of all receipts and expenditure and a balance sheet made up to the day aforesaid which shall be submitted to the Society at the next annual general meeting and a copy of the said accounts and balance sheet shall be made available to every member on request.
- 7.10. Approved accounts shall be published in the journal or on the Society website.

## 8. Meetings

8.1. In these Rules the expression 'meeting' includes, except where inconsistent with any legal obligations, a physical meeting and a video-conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation.

8.1-8.2. An annual general meeting of the Society shall be held at the College or by other means described in 8.1 ~~such other place as shall be~~ determined by the Committee, and on such date preferably in the month of September in each year, or so soon thereafter as may be practicable and as the Committee shall decide.

8.2-8.3. An extraordinary general meeting may be convened at any time by the Committee and shall be convened within sixty days on the requisition of twenty Full members in writing to the Secretary stating the purpose for which such meeting is required. Not less than thirty days' notice of any extraordinary general meeting shall be given to members. An extraordinary general meeting may take place on the same day as an annual general meeting.

8.3-8.4. The Committee shall decide on the frequency of its Committee meetings. Not less than twenty one days' notice shall be given of each Committee meeting. The Committee may meet using any means described in 8.1 and may additionally meet by telephone conference, provided at least one meeting each year is conducted by means described in 8.1.

8.5. An extraordinary meeting of the Committee or sub-committee may be convened by an Officer or by any three Committee members not being Officers, held at the College or by other means described in 8.1 determined by the Committee.

## 9. Conduct of Meetings

- 9.1. The business of the Annual General Meeting shall be the election of Officers and of the Committee, the approval of accounts, and any other business as may be determined by the Committee or of which notice shall have been given to the Secretary by any Full Member not less than twenty-one days prior to the date of the meeting. A copy of the Agenda will be posted on the Society Website.
- 9.2. At all general and extraordinary general meetings the chair shall be taken by the President or, if the President be absent, by some Full Member chosen by the meeting. Every question shall be decided by a majority of votes unless otherwise stipulated in these rules, each Full Member having one vote, and in case of equality of votes the chair of the meeting shall have a second or casting vote. The quorum at a general meeting shall be twenty Full Members ~~present in person~~, unless otherwise stipulated in these rules. Proxies shall not be allowed.
- 9.3. At all Committee meetings the Chair shall preside or, if he/she be absent, some member chosen by the meeting. Seven Committee members shall constitute a quorum. Decisions shall be taken by simple majority vote, the Chair having a second or casting vote in the event of equal voting.

## 10. Dissolution

- 10.1. The Society may be dissolved by resolution passed by a two thirds majority of those present and voting at a General Meeting convened for the purpose and of which sixty days' notice shall have been given to all Members with a quorum of forty five Full members.
- 10.2. Such resolution may give instructions for the disposal of any assets of the Society at that time: provided that any surplus assets after paying or providing for all relevant debts and liabilities shall not accrue to the Members but shall instead be used exclusively for charitable purposes to be determined by the meeting.

## 11. General

- 11.1. The Secretary shall keep the Minutes of proceedings of the Committee and of general meetings, and other records of the Society. The Treasurer shall keep such books of account as the Committee may from time to time direct.
- 11.2. Exceptionally, where urgent decisions are required, the Officers of the Society may take such decisions without seeking prior approval of the Committee. The Officers will ensure that the Committee is fully informed of each decision, and should the Committee subsequently wish to rescind the decision or stipulate that it shall not form a precedent, it may do so.
- 11.3. A copy of the Rules shall be posted on the Society website. These Rules may be altered or repealed, or new Rules made on the recommendation of the Committee and subject to approval by members at ~~an the Annual~~ or an Extraordinary General Meeting.

Revised 2004 to incorporate amendments approved at the Annual General Meeting in September 2003.

Revised 2010 to incorporate amendments approved at the Annual General Meeting in September 2010

Revised 2012 to incorporate update approved at the Annual General Meeting in September 2012.

Revised 2019 to incorporate amendments approved at the Annual General Meeting in September 2019.

Revised 2021 to incorporate amendments approved at the Annual General Meeting in September 2021.