

# **CONSTITUTION**

## 1. **NAME**

- 1.1 This Association shall be called the “South African College Schools Old Boys’ Union” (hereinafter referred to as “the Union”).
- 1.2 The name of the Union may be abbreviated to any of the following:
  - 1.2.1 “S.A. College Schools Old Boys’ Union”; or
  - 1.2.2 “SACS Old Boys’ Union”; or
  - 1.2.3 “SACS OBU”.

## 2. **OBJECTS**

The objects of the Union are:-

- 2.1 to form a bond among past students of the SA College Junior and/or High Schools (hereinafter referred to as “the Schools”) by organising social gatherings and other activities; and
- 2.2 to promote the welfare of the Schools, through the co-operation of past students, by providing scholarships, bursaries, prizes, contributions and donations; and
- 2.3 to provide assistance, where necessary and at the discretion of the Committee, to deserving past or present students and/or staff of the Schools;
- 2.4 to provide scholarships, bursaries, awards and assistance to previously disadvantaged individuals who are past, present or future students and/or staff of the Schools;
- 2.5 to provide the Schools with funding to establish scholarships, bursaries, awards to previously disadvantaged individuals at the discretion of the Schools; and
- 2.6 to do all such things as may from time to time be deemed appropriate to promote the interests of the Schools and/or the Union.

### 3. LEGAL PROCEEDINGS

- 3.1 The Union may sue or be sued in its own name. All process of law, notices and the like shall be regarded as sufficiently served on the Union if served on the Union at its offices.
- 3.2 Any documents required for the purposes of litigation and contracts shall be signed by two members of the Committee, of which one shall be the Chairman, the Acting Chairman or the Treasurer.
- 3.3 The Union shall exist in its own right, separately from its Members, and shall be able to own property (both movable and immovable) in its own name.
- 3.4 The Union shall continue to exist notwithstanding changes to either its membership or office bearers.

### 4. VESTING OF PROPERTY

- 4.1 All property of the Union, both movable and immovable, shall vest and be registered in the name of the Union and no Member shall have any rights, title or interest in the property of the Union.
- 4.2 The Union may not give, distribute or pay any of its income or property (both movable and immovable) to its Members or office bearers.
- 4.3 Notwithstanding clause 4.2 above, the Union may remunerate a Member or office bearer for services rendered to the Union provided that:
- 4.3.1 The services rendered were reasonably required by the Union;
- 4.3.2 The remuneration for the services rendered is reasonable; and
- 4.3.3 The Committee authorized the procurement of the services rendered and payment of remuneration in respect of such services.

### 5. MEMBERSHIP

- 5.1 There shall be four classes of membership:
- 5.1.1 Life Members

All former students of the schools may become Life Members of the Union, upon application to and at the discretion of the Committee, and upon payment of the prescribed subscription.

#### 5.1.2 Associate Members

Parents of students (or former students) and former members of staff of the Schools may, upon application to and at the discretion of the Committee, and upon payment of the prescribed subscription, be admitted as Associate Members of the Union.

#### 5.1.3 Honorary Life Members

The Committee may at its discretion recommend to the annual general or any other general meeting, for its consideration and adoption or rejection, the admission as Honorary Life Members of the Union of any persons considered by the Committee to have given distinguished service to the Schools or the Union.

#### 5.1.4 Ex Officio Members

All current headmasters and teachers at the Schools and all current members of the School Governing Body shall, ex officio, be Members of the Union.

### 5.2 Colours

All Members of the Union shall be entitled to wear the colours of the Union during the period of their membership.

### 5.3 Suspension or Termination of Membership

5.3.1 Should the Committee be of the opinion that a Member's conduct has directly or indirectly brought the Union or the Schools into disrepute, then that Member's membership may be suspended or, if warranted, terminated in accordance with the procedure set forth in clause 5.3.2.

5.3.2 Should the Committee decide that prima facie good cause exists for the suspension or termination of a Member's membership:

5.3.2.1 the Committee must give the Member written notice that the Committee is considering the suspension or termination of the Member's membership.

- 5.3.2.2 the Committee must set out all relevant facts, which gives rise to prima facie good cause for suspension or termination of membership, in its written notice to the Member.
- 5.3.2.3 the written notice must afford the Member 7 business days, which commence running on the day following receipt of the written notice, to furnish the Committee with reasons – in writing – as to why the Member’s membership should not be suspended or terminated.
- 5.3.2.4 the Committee must convene a Committee meeting to consider any reasons, which may be provided by the Member as to why his membership should not be suspended or terminated.
- 5.3.2.5 the Committee may, in the exercise of its sole discretion and, following the Committee meeting required in terms of clause 5.3.2.4 above (or where no response to the written notice has been received timeously or at all) resolve to terminate the membership of the Member provided that the suspension or termination of the Member is approved by not less than 75% of the Committee members present when such matter is deliberated by the Committee.
- 5.3.2.6 the decision of the Committee will be final and binding and written notice thereof will be directed to the Member concerned within 2 business days of the Committee’s decision.

## 6. RECORDS

- 6.1 The Committee shall keep a record of the names, addresses, telephone numbers and electronic mail addresses of all Members of the Union, which shall be maintained as up-to-date as reasonably possible. The onus shall be on Members to keep the Union informed of any change in their contact details.
- 6.2 The electronic database containing *inter alia* the names, addresses, telephone numbers and electronic mail addresses of all Members of the Union is private and confidential.

- 6.3 The electronic database referred to in clause 6.2 above is to be used by the Committee or persons authorised by the Committee and for the limited purpose of furthering the objects of the Union.

7. NEWSLETTERS AND COMMUNICATIONS

All Members shall be entitled to receive newsletters and all communications issued from time to time by the Union.

8. SUBSCRIPTIONS

- 8.1 Subscriptions from Life Members and Associate Members shall be payable to the Union at such rate as the Union may from time to time prescribe.

- 8.2 Honorary Life Members and Ex Officio Members shall not be required to pay a subscription to the Union.

8.3 Differing Subscription Rates

The Union shall be entitled to prescribe different subscription rates in respect of Members.

8.4 Special Contributions

Special contributions for the purposes of the Union may be invited from time to time; however the Union shall not accept any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, or where the donor has imposed conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.

9. COMMITTEE

- 9.1 The Union and all its business and affairs shall be managed, controlled and administered by the Committee, who shall have the power and authority to do all such acts as it may deem expedient or necessary for attaining the objects and furthering the interests and welfare of the Union, subject to the limitations contained in clause 13 hereof.

- 9.2 The Committee shall consist of elected members, co-opted members and ex officio members.

9.3 Elected Members

The elected members of the Committee shall be: a Chairman, a Minute Secretary, a Treasurer, and a maximum of eight additional members. The elected members of the Committee shall be elected at the Annual General Meeting and shall hold office until the next Annual General Meeting when they shall retire but shall be eligible for re-election.

9.4 Eligibility

Only Members who are former students of either School (Junior or Senior or both) shall be eligible for election to the Committee.

9.5 Ex Officio Members

The Headmasters for the time being of the Schools shall be ex officio members of the Committee but shall not have the right to vote in Committee meetings.

9.6 Co-opted Members

The Committee shall have the power to co-opt not more than five additional members in any year. Co-opted members shall serve on the Committee until the next Annual General Meeting, and shall be eligible for co-option again thereafter. Co-opted members shall have the right to vote in Committee meetings.

9.7 Vacancies

Any vacancies on the Committee occurring between Annual General Meetings may be filled by the Committee.

9.8 Quorum

A majority of the members of the Committee who are entitled to vote shall form a quorum.

9.9 Committee Meetings

The Committee shall meet as often as the Chairman, or, in his absence, the Acting Chairman, deems necessary but at least seven times in any year of office.

9.10 Failure to attend Committee meetings

Any member of the Committee who absents himself from three or more Committee meetings during a single term of office shall, in the absence of good reason given and accepted as such by the Committee, be liable to forfeit his seat by majority vote of the Committee.

9.11 Record of Attendance

The Committee shall keep a record of the attendance of Committee members at meetings, details of which will be available at the following Annual General Meeting.

10. PROVISIONS GOVERNING ELECTIONS

The following provisions shall govern the election of members of the Committee at Annual and other General Meetings:

- 10.1 No nomination of a Member who is not present at the meeting shall be accepted unless his written consent to nomination is lodged with the presiding officer before or at the time of the election;
- 10.2 In the event that there are more nominations than positions to be filled, the elections shall be by a show of hands, or at the direction of the Chairman by a secret ballot of Members present at the meeting;
- 10.3 Members shall vote for no more candidates than the number of positions to be filled. Members shall however have the right to vote for fewer candidates than the number of positions to be filled. Only Members who are past students of the Schools shall have the right to vote;
- 10.4 The candidates receiving the largest number of votes shall be declared elected. If, however, there is a tie between two or more candidates, for the last position to be filled, there shall be a re-ballot of Members present at such meeting in respect of such candidates.

11. POWERS, FUNCTIONS AND DUTIES OF THE COMMITTEE

- 11.1 Subject to the provisions of clause 13 below, the Committee shall have the following powers:
  - 11.1.1 to engage suitably qualified officials;
  - 11.1.2 to invest the funds and assets of the Union in such manner as the Committee may determine:
    - 11.1.2.1 with a financial institution as defined in section 1 of the Financial Institutions (Investment of Funds)

Act, 1984 (Act No. 39 of 1984), as amended or replaced from time to time;

11.1.2.2 in securities listed on a stock exchange as defined in section 1 of the Stock Exchange Control Act, 1985 (Act No. 1 of 1985), as amended or replaced from time to time;

11.1.2.3 in such other prudent investments in financial instruments and assets as the Commissioner for the South African Revenue Service may determine;

11.1.3 to acquire by purchase, lease, donation, bequest or any other mode of acquisition, both movable and immovable property;

11.1.4 to sell, donate, exchange or dispose of by any mode of alienation, movable and immovable property;

11.1.5 to lease or hire the whole or any part of the immovable property of the Union on such terms as Committee shall determine;

11.1.6 to borrow or raise money for the purposes of the Union with or without security upon such terms as the Committee shall determine;

11.1.7 to open and operate banking accounts in the name of the Union;

11.1.8 to mortgage, hypothecate, burden or encumber the movable and/or immovable property of the Union;

11.1.9 to make any payment on behalf of the Union;

11.1.10 subject to the provisions of clause 5.3 above, to suspend or terminate the membership of any Member;

11.1.11 to do all other acts as may be expedient or necessary to serve the interests of the Union and the objects for which it was established; provided that the Union shall not distribute any of its funds to any person (otherwise than in the course of undertaking any public benefit activity) and shall utilise its funds solely for the attainment of the Union's objects.

11.2 The Committee shall –

11.2.1 supervise the implementation of decisions and resolutions of the Annual General Meeting and other General Meetings;



- 11.2.2 supervise the day-to-day administration of the affairs of the Union;
  - 11.2.3 determine the staff requirements of the Union from time to time, and employ or dismiss any staff member (in accordance with the laws of the country as they may be from time to time);
  - 11.2.4 delegate any task, duty or obligation to any member of staff of the Union, Member of the Union or other suitably qualified person;
  - 11.2.5 frame bye-laws to carry out the objects of the Union, provided that such bye-laws are not contrary to the provisions of the Constitution;
  - 11.2.6 give effect to directives of the Annual General Meeting or other General Meetings.
- 11.3 The Chairman may in matters of urgency, call for a Special Committee Meeting, and may exercise such powers as the Committee may delegate to him.

## 12. DUTIES OF THE TREASURER

The Treasurer shall:

- 12.1 control the receipts and disbursements of the Union and pay accounts in accordance with directives given to him by the Committee from time to time;
- 12.2 cause all monies received by the Union to be deposited without delay in the Union's bank account;
- 12.3 make such investments from time to time as shall be in accordance with the instructions of the Committee;
- 12.4 from time to time present a statement of income and expenditure at Committee meetings;
- 12.5 cause the books and accounts of the Union to be reviewed by a suitably accredited compiler annually, and a report on the findings of this review to be presented at the following Committee Meeting;

- 12.6 at each Annual General Meeting, a financial report signed by a suitably accredited compiler be presented for the last financial year preceding the meeting.

13. LIMITATIONS ON THE POWERS OF THE COMMITTEE

- 13.1 Notwithstanding the provisions of clause 11.1 above, the Committee shall not be entitled to perform any of the following acts unless authorised to do so by resolution of a General Meeting of Members:

13.1.1 to purchase or otherwise acquire (other than by donation or bequest) immovable property, or shares in a property holding company;

13.1.2 to sell or otherwise alienate, other than as a result of expropriation, immovable property or shares in a property-holding company;

13.1.3 to mortgage, hypothecate or otherwise burden or encumber immovable property, including immovable property of any company owned or controlled by the Union;

13.1.4 to create or issue debentures;

13.1.5 to borrow or raise money with or without security;

13.1.6 to bind the Union to amalgamate with any other Union.

- 13.2 Nothing contained in this clause shall in any way preclude the Committee from investigating and/or discussing with other parties and/or debating any of the foregoing or from passing any resolution in respect thereof to serve as recommendations at a subsequent General Meeting of the Union.

14. SUB-COMMITTEES

- 14.1 The Committee may appoint as many standing Sub-Committees as it thinks fit to assist it in the exercise of its functions and shall nominate a member or members of the Committee to serve on the Sub-Committee. He/they shall act as a liaison between the Sub-Committee and the Committee.

- 14.2 The Committee may from time to time appoint ad hoc Sub-Committees, consisting of Members and/or non-members of the Union to assist it in regard to specific matters.

- 14.3 The Committee may delegate any of its powers to a standing Sub-Committee subject to ratification by the Committee.
- 14.4 The Committee shall not delegate any of its powers to an ad hoc Sub-Committee.
- 14.5 The Chairman and Treasurer shall be ex officio members of all Sub-Committees and ad hoc Sub-Committees.
- 14.6 A standing Sub-Committee may, subject to ratification by the Committee, co-opt Members of the Union to serve on such Sub-Committee.
- 14.7 Three members of a standing Sub-Committee shall constitute a quorum.

## 15. SUB-UNIONS

It shall be competent for any Member to form, subject to the approval and confirmation of the Committee, a Sub-Union/Branch in any centre or area outside of Cape Town. The Committee shall have the power, from time to time to appoint a Member, residing in the centre or area of any Sub-Union, to act as the local Branch Chairman or Co-ordinator. Though all subscriptions are to be paid directly to the Union, a Sub-Union may from time to time collect levies from its local Members in order to defray costs applicable to the running of the Sub-Union.

## 16. GENERAL MEETINGS

- 16.1 General meetings of Members of the Union shall be either Annual General Meetings or other General Meetings. Only Members who are past students of the Schools shall have the right to vote at General Meetings.
- 16.2 A quorum at any General Meeting shall be 20 (twenty) Members who are eligible to vote. Should there not be a quorum present within 30 (thirty) minutes of the time fixed for the commencement of the meeting, the meeting shall stand adjourned and shall be re-advertised.
- 16.3 Annual General Meetings shall be held annually on a date to be fixed by the Committee, between 1 January and 30 June each year.
- 16.4 Written notice of any General Meeting shall be dispatched by ordinary mail to the last known address of all Members entitled to vote at such meeting or should a Member agree, to his chosen e-mail address, not less than 21 (twenty one) days prior to the date of the

meeting. The notice shall contain the provisional agenda of the meeting.

- 16.5 Non-receipt of notice of a General Meeting by any Member shall not invalidate the meeting.
- 16.6 The Chairman shall convene a General Meeting of Members other than the Annual General Meeting on the request of the Committee, to consider any matter.
- 16.7 Any Member of the Union may submit notice to the Committee of a matter which he wishes to be considered at a General Meeting of Members. The Committee shall convene a General Meeting of Members to consider the issue upon receipt of such request signed by the proposer, a seconder, and not less than thirteen other Members of the Union.
- 16.8 A General Meeting called in terms of 16.6 or 16.7 shall be convened not later than 28 (twenty eight) days after receipt of the request from the Committee or the Member, as the case may be.
- 16.9 The Chairman, or in his absence, the Acting Chairman, or in the absence of both, the Treasurer, shall preside at General Meetings.
- 16.10 Except as otherwise provided herein, voting at General Meetings shall be by show of hands of Members present and eligible to vote; however, if so demanded by not less than 50% (fifty percent) of Members eligible to vote, voting shall be by secret ballot of Members who are present and eligible to vote.
- 16.11 No motion shall be put nor any nomination for election to any office accepted at any General Meeting unless it is supported by a seconder.
- 16.12 The presiding officer at any meeting shall have both a deliberative and casting vote.

## 17. LIFE PRESIDENT AND LIFE VICE-PRESIDENTS

- 17.1 The Members may at any Annual General Meeting of the Union elect a Life President and/or Life Vice-Presidents of the Union.
- 17.2 No person shall be eligible for election as Life President or as a Life Vice-President unless:-
- 17.2.1 He is a Member of the Union;

17.2.2 His nomination has been seconded, and has been submitted by a Member to the Committee at its meeting held immediately prior to the Annual General Meeting;

17.2.3 In the case of a nomination for Life President, the nominee is currently a Life Vice-President.

17.3 When a vacancy has arisen for the position of Life President, in the event that only one qualifying nomination is received by the Committee, the nominee shall be deemed to have been unanimously elected.

18. REVIEW AND RESCISSION

18.1 A member of the Committee may give the Chairman written notice of his intention to bring a decision of the Committee under review at its next meeting, for the purpose of variation or rescission. Such notice shall reach the Chairman not less than 14 (fourteen) days before such meeting, and the Chairman shall, as soon as possible after receipt of the notice, inform the other members of the Committee thereof.

18.2 At such meeting, the decision shall be brought under review if a majority of the members of the Committee present grant their consent thereto.

18.3 If the motion to review be passed, the previous resolution shall be deemed to be under review and may be varied or rescinded if not less than two-thirds of members present vote in favour of such variation or rescission.

18.4 No resolution of a General Meeting may be brought under review except at a subsequent General Meeting.

19. BYE-LAWS

The Committee may, from time to time, make, amend or repeal bye-laws as to the conduct of officials or employees of the Union, and as to the conduct and administration of the Union's affairs, provided that such bye-laws are not in conflict with this Constitution.

20. AMENDMENT OF CONSTITUTION

The Constitution may be amended at a General Meeting, provided that due notice of the meeting and of the motion to amend shall have been given, and provided further that the motion is passed by a majority of not less than two-thirds of the Members present at the meeting and eligible to vote.

21. ASSETS OF THE UNION

21.1 Members of the Union shall acquire no right, title or interest to or in any of the monies, property or assets of the Union.

21.2 Subject to clauses 21.3 and 27 below, immovable property registered in the name of the Union may not be sold, transferred or alienated unless such sale, transfer or alienation is necessary to serve the interests of the Union and the objects for which it was established.

21.3 Any sale, transfer or alienation of immovable property registered in the name of the Union must be approved by a majority of not less than two-thirds of the Members present and eligible to vote at a General Meeting convened in terms of clause 16.6 above.

21.4 The proceeds of any sale, transfer or alienation of immovable property contemplated in clause 21.3 above, are to be invested at the discretion of the Committee and such capital is not to be utilized, distributed or diminished in any way. Notwithstanding this, the Committee shall be permitted to utilize the interest earned on such capital in the furtherance of the objects of the Union.

22. FINANCIAL YEAR

The financial year of the Union shall be from the first day of January to the 31st day of December of each year.

23. ACCOUNTING COMPILER

An accredited compiler shall be elected at each Annual General Meeting and its remuneration shall be determined by the Committee. The accredited compiler shall review the books and financial records of the Union annually, and shall furnish a written report to Members on the annual financial statements presented by the Treasurer.

24. LIMITATION OF ACTIVITIES

The Union shall not carry on any business undertaking or trading activity that is not integral and directly related to the objects of the Union; and carried out or conducted on a basis substantially the whole of which is directed towards the recovery of costs. Any undertaking or activity, if not integral and directly related to the objects of the Union, shall be of an occasional nature and undertaken substantially with assistance on a voluntary basis and without compensation.

25. RESIGNATION

When a Member gives written notice of resignation as a Member of the Union, he shall be deemed to have resigned all offices held by him in the Union.

26. LANGUAGE

The ~~official~~primary language of the Union shall be English, and all official communications between the Union and its Members shall be in English. Notwithstanding this, the Union recognizes all official languages of the Republic of South Africa and a Member may communicate with the Union in any of these official languages.

27. DISSOLUTION

27.1 The Union may be dissolved if at least two-thirds of the Members present and eligible to vote at a General Meeting - convened for the purpose of considering such dissolution - vote in favour of the Union being dissolved.

27.2 If the Union is dissolved, all its assets remaining after the satisfaction of its liabilities shall be transferred to any similar public benefit organisation which has been approved in terms of Section 30 of the Income Tax Act.

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ADOPTED in terms of a RESOLUTION passed at the GENERAL MEETING of MEMBERS held at 1800 HOURS on 27 MAY 2015.

THIS COPY signed for IDENTIFICATION by:

The CHAIRMAN

DATE: