

Waterkloof House Preparatory School Old Boys' Association

CONSTITUTION

1. OBJECTS:

The objects for which the Association is established are:

- 1.1 To establish an Old Boys' Association from old boys of Waterkloof House Preparatory School, Pretoria, (hereinafter referred to as "The School").
- 1.2 To maintain the tradition, foster the spirit and promote the wellbeing of the school;
- 1.3 To advise and help past pupils of the School in their careers.
- 1.4 To raise funds for the Association and to make grants for purposes which the Committee regards as beneficial to the School and to provide bursaries for pupils at the school.
- 1.5 To form a club for the Association and to promote social activities amongst the members of the club.
- 1.6 To design and register a distinctive badge, colours and tie for the Association as from time to time may be determined, and to control the sale thereof.
- 1.7 To administer funds, property and assets of the Association in such manner as may be in the best interests of the members, and for that purpose to open and operate banking, savings and other accounts with commercial banks, or similar institutions.
- 1.8 To hold property, to purchase, hire, exchange, accept donations of or otherwise acquire, sell, let, exchange, mortgage, pledge, donate, or otherwise dispose of, improve, maintain, develop, turn to account or otherwise deal with movable and immovable property of all kinds or any other assets of any kind, corporeal or incorporeal.
- 1.9 To borrow and if deemed desirable, secure the repayment of money in such manner as the Committee may think fit and to guarantee or secure the acts of such payments due by others; to invest moneys of the Association on such terms and conditions as from time to time be determined.
- 1.10 To lend money against such security, if any, as the Association may deem fit.
- 1.11 To nominate three members to the Council of the Waterkloof House Preparatory School whenever elections for the Council fall due.
- 1.12 To do all such other acts and things as the Committee for the time being may deem to be in accordance with the interests of the Association and its members.

2. MEMBERSHIP:

Provided that they shall join the Association, be admitted by the Committee and remain in good standing, the following shall be eligible for membership of the Association:

- 2.1 Former pupils of the School.
- 2.2 Such persons as may be invited by the Committee to become members of the Association and shall have accepted such invitation and comply with the remaining conditions of membership.
- 2.3 Such members of similar School Associations who may be granted rights of reciprocal membership either temporarily or permanently at the discretion of the Committee.

3.

4. SUBSCRIPTIONS:

The annual subscription shall be determined from time to time by the Committee.

5. HONORARY OFFICERS:

5.1 There shall be a President of the Association who shall be elected by a majority of votes at a General Meeting of the Association and shall hold office for a period of twelve months or until the next Annual General Meeting of the Association, whichever shall be the longer.

5.2 Committee:

There shall be a Committee elected by the members of the Association in General Meeting, consisting of the following:

5.2.1 Not less than four committee members of whom not less than one shall be a member of the staff of the School and the Committee shall elect from its members a Chairman and a Vice-Chairman and either an Honorary Secretary/Treasurer or an Honorary Secretary and an Honorary Treasurer.

5.2.2 The Committee shall have the power to co-opt additional members from time to time, which co-opted members shall hold office until the next Annual General Meeting of the Association whereupon they shall retire from office.

5.2.3 The Headmaster for the time being of the School shall act *ex officio*.

5.2.4 No member of the Association may be elected as a Committee member who is under eighteen years of age.

6. PROCEEDINGS OF THE COMMITTEE:

6.1 The Committee shall meet at such times and at such places as it may decide.

6.2 Four Committee members shall form a quorum.

6.3 Immediately prior to the Annual General Meeting of the Association, Committee members will retire from office, but will be eligible for re-election for a period of twelve months.

6.4 The Committee may appoint such sub-committees or auxiliary committees as it may from time to time deem fit and may assign to such sub-committees or auxiliary committees such duties not inconsistent to this Constitution as the Committee may deem fit.

7. ANNUAL GENERAL MEETING:

There shall be held in each year, an Annual General Meeting, of which meeting not less than 21 days notice shall be given to all members electronically, by post, by publication, or in such manner as may be calculated best, to bring the same to the notice of members. The business of the Annual General Meeting shall be to elect office bearers and Committee members; to consider and approve the accounts of the Association and to transact such other business as is specified in the notice of the meeting.

The President of the Association shall be the Chairman of the meeting, and if he shall be absent, then the Chairman or Vice-Chairman as the case may be of the Association's Committee shall be Chairman of the meeting. If neither the President, the Chairman or Vice-Chairman of the Association's Committee are present, then those present shall from among their number elect a person to be Chairman of the meeting.

A quorum necessary for an Annual General Meeting shall be 15 (fifteen) members all of whom shall be of good standing; provided that if no quorum shall be present at the time and place specified for the Annual General Meeting, such meeting shall stand adjourned until the same day, at the same time the following week, whereupon such members who may be present shall constitute a quorum.

8. GENERAL MEETINGS:

In addition to the Annual General Meeting, General Meetings of the Association may be called by the Committee for such purposes as it may deem fit and shall be called by the Committee upon the lodging with the Secretary of a requisition in writing signed by not less than 10 (ten) members of the Association,

provided that not less than seven days notice shall be given of all such special General Meetings specifying the business to be transacted and provided further that any requisition lodged in terms of this clause shall similarly specify the nature of the business for which the meeting is required. The quorum necessary for the transaction of business at a special General Meeting shall be not less than 15 (fifteen) members in good standing.

9. VOTES OF MEMBERS:

- 9.1 Voting at General Meetings shall be by show of hands unless the Chairman shall rule that voting be by secret ballot.
- 9.2 No resolution for the amendment of the Constitution or for the winding up of the Association shall be valid unless it is passed by a three-quarter majority of the members present at a meeting called specially for that purpose.
- 9.3 All other resolutions shall be passed by a majority of members present and a declaration by the Chairman that a resolution has been passed or alternatively lost, shall be binding on the members.
- 9.4 At all meetings the Chairman shall have a casting vote in addition to his deliberative vote.

10. FINANCE:

All monies, property and assets of the Association shall vest in the Association and be under the control of the Committee which shall be responsible to the Association in general meeting for its administration thereof, subject to the following conditions:

- 10.1 The Committee may invest the funds of the Association in such a manner as it may deem fit, at such rate of interest and on such conditions as it may deem fit.
- 10.2 The Committee may use the funds and assets of the Association in such manner as it may deem to be in the interests of the Association.
- 10.3 The Committee may open and operate such banking or other accounts as it may deem necessary or desirable and shall decide in what manner such accounts shall be conducted.
- 10.4 The income accruing to the Association from the investments made by the Committee shall constitute general revenue and shall be used and administered by the Committee as it may deem fit.
- 10.5 The Committee shall prepare and submit to the members of the Association on the occasion of each Annual General Meeting, a Balance Sheet and Profit and Loss Account, giving a true and fair statement of the financial affairs of the Association and unless otherwise determined by the Association in General Meeting, such Balance Sheet and Profit and Loss Account shall be prepared as at the 28th day of February in each year.
- 10.6 The Balance Sheet and income and Expenditure Account of the Association shall be certified by a duly qualified Chartered Accountant, whose certificate and report, if any, shall be tabled and read at such Annual General Meeting.

11. POWERS OF COMMITTEE:

- 11.1 The Committee shall have power to administer the funds and assets of the Association in terms of this Constitution; to consider and decide all applications for membership; to make recommendations to the Association in general meeting and to take all such action and do all such things as may be deemed necessary or desirable for the due and proper administration of the affairs of the Association and no member of the Committee bona fide acting as such shall be liable in damages to the Association or to any member thereof, in respect of his administration, save and except in case of gross carelessness or dishonesty.
- 11.2 The Committee may in its sole and absolute discretion suspend any member of the Association from membership subject to the right of such member to appeal at the next General Meeting of the Association.
- 11.3 The Committee shall have power to suspend the membership of a Committee member during this term of office only by the unanimous vote of the remaining members of the Committee, whereupon such Committee member shall not be entitled to attend further meetings of the Committee.

11.4 In as much as the Association is entitled under the Constitution of the Waterkloof House Preparatory School and the Deed of Trust of the Waterkloof House School Trust to nominate three members to the School Council, and not less than two and not more than three to the Board of Trustees, the Committee is hereby empowered to nominate the members to the School Council and the Board of Trustees whenever such nominations fall due. A member of the Association shall be entitled to stand for election as a member of the School Council or the Board of Trustees, provided he is not less than 25 (twenty-five) years old, and it shall not be necessary for the nominee of this Association to the Council or the Board of Trustees to be an ex-pupil or a member of this Association. No member of the Committee who is a Master on the Staff of the School shall be entitled to stand for nomination under this Clause.

11.5 The Committee shall, at their discretion, award bursaries to pupils of Waterkloof House Preparatory School. The Committee is not obliged to utilise any or all funds in any given financial year, and are entitled to accumulate income for the purpose aforesaid.

12. CLUB COLOURS AND BADGES:

The Association may adopt such colours and/or distinctive badges as it may in General Meeting decide, and may apply for registration of any such colours and/or distinctive badges and shall arrange through the Committee for the manufacture, control and issue of such colours and/or distinctive badges upon such terms and conditions as may be decided by the Committee subject to the approval of members in General Meeting.

13. AMENDMENTS TO THE CONSTITUTION:

All amendments to this constitution shall be passed by a three-quarter majority of the members present at a General Meeting called especially for that purpose, or at the Annual General Meeting, by notice as hereinbefore provided, in which notice full particulars of any proposed amendments to this Constitution shall be fully set out; provided that if the proposed amendments to this Constitution shall in the opinion of the Committee be too lengthy for inclusion in such notice, such notice shall specify where and what times details of the proposed amendments may be inspected by members, and in such latter event the notice required for such special meeting shall be increased to twenty-one days.

14. WINDING UP:

In the event of the Association being wound up or its activities being discontinued for any reason whatsoever, the Committee holding office immediately prior to such winding up or discontinuance, shall unless otherwise directed by the Association in General Meeting:

14.1 Liquidate the assets of the Association and dispose of the funds in any manner not inconsistent with this Constitution, including donations to other organisations having similar objects.

14.2 Invest such funds upon trust for such purposes and upon such conditions not inconsistent with the objects of the Association as the Committee may deem fit.

14.3 Create such Trust Fund or Funds upon such terms and conditions as the Committee may deem desirable and appoint such person or persons as the Committee deems fit to be Trustees of the said Trust Fund with such powers and responsibilities as the Committee may decide.

CERTIFIED A TRUE COPY

CHAIRMAN