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# THE OLD STITHIAN ASSOCIATION CONSTITUTION

(as amended on 26 November 2015)

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## INDEX

|     |   |    |
|-----|---|----|
| 1.  | NAME OF THE ASSOCIATION                   | 3  |
| 2.  | PREMISES OF THE ASSOCIATION               | 3  |
| 3.  | DEFINITIONS AND INTERPRETATION            | 3  |
| 4.  | AIM AND OBJECTIVES                        | 4  |
| 5.  | STATUS AND POWERS                         | 4  |
| 6.  | ORDINARY MEMBERSHIP AND ANCILLARY MATTERS | 5  |
| 7.  | HONORARY, ASSOCIATE AND FAMILY MEMBERSHIP | 5  |
| 8.  | SUBSCRIPTION PRICE                        | 6  |
| 9.  | COMMITTEE                                 | 7  |
| 10. | ANNUAL GENERAL MEETING                    | 9  |
| 11. | SPECIAL GENERAL MEETINGS                  | 10 |
| 12. | COMMITTEE MEETINGS                        | 11 |
| 13. | QUORUM FOR MEETINGS                       | 11 |
| 14. | ADJOURNMENT OF MEETINGS                   | 11 |
| 15. | FUNDS OF THE ASSOCIATION                  | 11 |
| 16. | THE ASSOCIATION'S COLOURS and BAGDE       | 12 |
| 17. | LIABILITY OF MEMBERS                      | 12 |
| 18. | CHANGES TO THE CONSTITUTION               | 12 |
| 19. | DISSOLUTION                               | 12 |
| 20. | SUB-COMMITTEES AND AFFILIATIONS           | 12 |
| 21. | COPIES OF THIS CONSTITUTION               | 13 |
| 22. | GENERAL                                   | 13 |
| 23. | RESOLUTION BY COUNCIL                     | 13 |



## 1. NAME OF THE ASSOCIATION

The "**Old Stithian Association**".

## 2. PREMISES OF THE ASSOCIATION

The headquarters of the Association are currently the building and surrounding facilities on the grounds of the College known as the "**One and All**".

## 3. DEFINITIONS AND INTERPRETATION

- 3.1. In this Constitution the following words and expressions shall, unless expressly stated to the contrary, have the following meanings:
- 3.1.1. "**Association**" shall mean the Old Stithian Association, a voluntary association of Members (as defined herein) construed and governed by the provisions of this Constitution;
  - 3.1.2. "**College**" shall mean St Stithians College situated at 40 Peter Place, Lyme Park, Randburg;
  - 3.1.3. "**Committee**" shall mean the duly appointed management committee of the Association whose powers and duties are governed by the provisions of this Constitution;
  - 3.1.4. "**Constitution**" shall mean the constitution of the Association as contained in this document, together with any annexures or additions or amendments as may be made to this document in accordance with its provisions from time to time;
  - 3.1.5. "**Council**" shall mean the duly appointed governing council of the Schools as convened from time to time;
  - 3.1.6. "**Member**" shall mean any alumnus who has paid the Subscription Price (unless exempted from payment thereof) and who is accepted by the Association as a member, or other eligible individual who is accepted as a member in accordance with this Constitution;
  - 3.1.7. "**Alumnus**" shall mean any ex-pupil of the College who was a Grade 12 leaver or who attended the College for a minimum of 11 years;
  - 3.1.8. "**Schools**" shall mean the St Stithians Junior Preparatory School, St Stithians Boys Preparatory School, St Stithians Girls Preparatory School, St Stithians College for Boys and the St Stithians College for Girls situated at 40 Peter Place, Lyme Park, Randburg;
  - 3.1.9. "**Subscription Price**" shall mean the subscription price payable by an Old Boy or Old Girl or other eligible individual in order to become a Member, unless otherwise exempt from the payment thereof by virtue of this Constitution;
  - 3.1.10. "**Term**" shall mean the period for which a Committee member (excluding a co-opted Committee member, as defined in this Constitution) holds office;
  - 3.1.11. "**Trust**" shall mean the trustees as appointed from time to time of the endowment fund of St Stithians College.
- 3.2. The headings to the clauses are for convenience only and shall not affect the construction or interpretation of this Constitution.
- 3.3. Words importing the singular include the plural and *vice versa*, words importing a gender include every gender and references to natural persons includes a juristic person and *vice versa*.

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#### 4. THE AIM AND OBJECTIVES OF THE ASSOCIATION

- 4.1. The aim of the Association is to house the College alumni, alumni related activities and the provision of amenities or facilities for this purpose, in the ultimate interest of and for the prosperity and good name of the College.
- 4.2. In furthering the aim the objectives of the Association shall be the following:
- 4.2.1. The promotion and encouragement of friendly interaction and networking between alumni with a view to building and fostering a strong community.
  - 4.2.2. The organisation of social, recreational, sporting, commercial and/or cultural functions and events for the benefit of alumni.
  - 4.2.3. Providing a forum for alumni input regarding the Schools through adequate representation on Council and such other bodies as are convened within the Schools from time to time.
  - 4.2.4. On request of the Rector of the College and as the Committee may in its discretion deem appropriate provide financial or other assistance to the College for the funding of school fees or related costs of underprivileged students.
  - 4.2.5. To create and administer sub-committees and/or trusts or to form associations with other entities in furtherance of the interests and objectives of the Association.
  - 4.2.6. To grow and strengthen its membership and to maintain an active involvement with and physical presence at the Schools and to do all things incidental to the furtherance of the objectives set out herein.

#### 5. STATUS AND POWERS OF THE ASSOCIATION

- 5.1. The Association shall exist apart from and have a legal personality separate from those of its Members or any other entity.
- 5.2. The Association shall have perpetual life and succession irrespective of any change in the number or identity of its Members.
- 5.3. The Association shall not be carried on for the purpose of any gain or profit and any gain or profit derived from the affairs of the Association and all property and assets held by the Association shall only be used to promote the objectives of the Association as set out in clause 4 of this Constitution.
- 5.4. Members and the Committee do not have rights over the income, property and assets of the Association, therefore, the income and property and assets of the Association may not be distributed among its Members, Committee or to any other person or entity by way of profit distribution, dividend, donation or in any other way whatsoever, other than on dissolution and in accordance with the provisions of clause 18.1 of this Constitution.
- 5.5. The Association shall be capable of entering into contracts and to sue or be sued in its own name and generally to do all or any of the things mentioned in or contemplated by the provisions of this Constitution in its own name and for or on its own behalf.
- 5.6. The Association shall be entitled to:
- 5.6.1. purchase, hold, improve, alter, dispose, encumber, lease or rent immovable or movable property;
  - 5.6.2. to raise, grow and invest in funds as it deems fit;
  - 5.6.3. to borrow money, subject to clause 11.5;
  - 5.6.4. to enter into arrangements, ventures and/or affiliations with other entities;

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- 5.6.5. to employ and remunerate staff;
  - 5.6.6. to engage contractors, suppliers, service providers and/or professional advisors, provided that it shall not pay excessive remuneration for the provision of any such services and that such engagement complies with the corporate governance guidelines for the engagement of third party contractors and providers as adopted by the Schools from time to time;
  - 5.6.7. and to do all things incidental to the foregoing for the advancement of the interests and objectives of the Association.
- 5.7. No Member shall be liable for the debts of the Association unless arising out of the dishonest acts of the Member.
- 5.8. No Member shall be required to stand as surety for or to provide guarantees or indemnities for or on behalf of the Association, unless otherwise agreed to in writing by the Member.
- 5.9. To the extent that the Association has been approved by SARS in terms of section 30A of the Income Tax Act (Act 58 of 1962) as amended, the following special conditions apply at all times:
- 5.9.1. The Association will have an Executive consisting of at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of that entity for income tax purposes.
  - 5.9.2. The Association's activities will be carried on in a non-profit manner.
  - 5.9.3. No single person will directly or indirectly control the decision-making powers relating to the Association.
  - 5.9.4. The Association will not directly or indirectly distribute any surplus funds to any person other than in terms of sub paragraph 5.9.6.
  - 5.9.5. The Association will not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule to the Income Tax Act (Act 58 of 1962) as amended, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered, nor may any remuneration be determined as a percentage of any amounts received or accrued to the Association.
  - 5.9.6. The Association will on dissolution transfer its assets to—
    - 5.9.6.1. any other recreational Association which is approved by the Commissioner for SARS in terms of section 30A of the Income Tax Act;
    - 5.9.6.2. A public benefit organisation approved in terms of section 30 of the Income Tax Act (Act 58 of 1962) as amended and which falls within the ambit of paragraph (a)(i) of the definition of "public benefit organisation";
    - 5.9.6.3. An institution, board or body which is exempt from tax under section 10(1)(cA)(i) of the Income Tax Act (Act 58 of 1962) as amended; or
    - 5.9.6.4. The government of the Republic of South Africa in the national, provincial or local sphere.
  - 5.9.7. All members are entitled to annual or seasonal membership.
  - 5.9.8. Members are not allowed to sell their membership rights or any entitlement.
  - 5.9.9. The Association will submit any amendment of the Constitution to the Commissioner or SARS within 30 days of its amendment and will comply with such reporting requirements as may be determined by the Commissioner for SARS from time to time.

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- 5.10. The Association is not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III of the Income Tax Act (Act 58 of 1962) as amended, or a transaction, operation or scheme contemplated in section 103(5) of the Income Tax Act (Act 58 of 1962) as amended.

## 6. ORDINARY MEMBERSHIP AND ANCILLARY MATTERS

- 6.1. Any alumni shall automatically become a Member on 1 January of the year following the completion of their matric year and on receipt of the lifetime membership deducted from their school account.
- 6.2. Any eligible person who wishes to become a member and does not do so in terms of 6.1 may apply to the Secretary in writing stating dates they attended the College. Upon presentation of these names to the committee on a monthly basis and the receipt of the lifetime subscription fee, membership will commence. The Secretary will inform the new member in writing.
- 6.3. No Member is entitled to sell or otherwise transfer their membership, membership rights or any entitlement in terms of such membership. Any such sale or transfer or purported sale or transfer shall be void and unenforceable.

## 7. HONORARY, ASSOCIATE AND FAMILY MEMBERSHIP

- 7.1. Honorary Membership. Any person who:
- 7.1.1. is a member of the College council or the College staff;
  - 7.1.2. has rendered exceptional service to the Association (financially or otherwise); or
  - 7.1.3. has rendered exceptional service to the College (financially or otherwise),
  - 7.1.4. shall be eligible for election as an Honorary Member of the Association.
- 7.2. In order to be elected as an Honorary Member, the individual must be proposed by two (2) Members twenty-one (21) days prior to the Annual General Meeting and lodged with the Secretary. The proposal must be approved by way of an Ordinary Resolution at the Annual General Meeting.
- 7.3. An Honorary Member shall be exempt from payment of the Subscription Price and shall have all the rights (including voting rights) as those which accrue to an ordinary member from time to time who is a Member by virtue of the provisions of clause 6 herein.
- 7.4. Associate Membership. Any person who:
- 7.4.1. does not qualify as an alumnus as envisaged by the provisions of this Constitution;
  - 7.4.2. attended Penryn College or the College's brother schools Kearsney College or Kingswood College or the sister school Epworth Girls High School for a period of not less than two (2) complete academic years or who
  - 7.4.3. qualifies for membership of the Schools' parents' associations shall be eligible for election as an Associate Member of the Association.
  - 7.4.4. Applications for associate membership shall be in writing upon such form or forms as the committee may from time to time decide and shall contain such information as and particulars, together with such information and particulars, together with such verification thereof, as the committee may require.
  - 7.4.5. The committee shall have the right from time to time to vary, amend or alter the form or forms of application for associate membership.

- 7.4.6. Each candidate for election as an associate member shall be proposed by one member and seconded by another, both of whom shall be ordinary members of at least one years standing. The candidate must be personally known to the proposer and seconder and the proposal form shall be signed by the candidate, the proposer and the seconder.
- 7.4.7. Each proposal shall be accompanied by a deposit of the amount of the Subscription Price, which shall be returned to the applicant should he not be permitted as a member.
- 7.4.8. The secretary shall forthwith post a copy of the proposal form on the club notice board on the premises of the club.
- 7.4.9. Once the proposal form containing the name of the proposed member has been posted on the club notice board for a period of 14 days, the committee shall have the power to accept or reject the proposal for membership without assigning any cause.
- 7.4.10. Any rejected applicant shall not be entitled to seek re-election within 6 calendar months of the date of his rejection. If however, at any time after the rejection of an applicant it appears he has been rejected under a misapprehension or a mistake as to identity or owing to incorrect information having been given, the committee shall have the power to reconsider his application forthwith.
- 7.5. Family Members: It is recorded that donors for the construction and/or improvement made certain contributions to the One and All. These donors and their siblings have been designated Family Members and pay no subscription fees.
- 7.6. Parent Membership: Parent Membership of the OSA will be on a yearly, non-voting basis. It is up to the OSA Committee to decide the administering of membership, as well as the fee to be charged.

## 8. SUBSCRIPTION PRICE

- 8.1. It is recorded that an accounting mechanism is currently in place by which the Subscription Price is normally paid for by the alumnus whilst they are completing grade 12 at the College. The Committee shall be entitled to review this mechanism and amend or replace it, as appropriate, from time to time.
- 8.2. Upon acceptance of an alumnus's application to be admitted as a Member, payment of the Subscription Price shall entitle the alumnus to be a Member of the Association.
- 8.3. The Committee shall in its absolute and unfettered discretion decide on the amount of the Subscription Price (and any change thereto) from time to time.
- 8.4. The Association shall not under any circumstances whatsoever be obliged to refund to any Member any portion of the Subscription Price paid by him or her to the Association.

## 9. THE COMMITTEE

- 9.1. The administration, regulation and management of the affairs of the Association shall be vested in the Committee. Each member of the Committee shall be required to undergo and complete an induction training module on matters pertaining to fiduciary responsibilities and the mission, vision, and strategy of the Schools.
- 9.2. Without limiting the powers of the Committee to administer, regulate and manage the affairs of the Association in such manner as it deems fit and appropriate, the Committee shall -
- 9.2.1. admit Members, in accordance with the provisions of this Constitution;
- 9.2.2. hold and convene meetings of the Committee at regular intervals in order to *inter alia* discuss, canvas and agree on issues relevant to the affairs of the Association;

- 9.2.3. appoint representatives to Council, which shall consist of the Chairperson (or his or her nominee) and such other representatives (as determined by the College Constitution) as nominated by the Chairperson in consultation with the Rector of the College and voted on (by way of majority vote) by the members of the Committee from time to time;
  - 9.2.4. appoint representatives to other bodies and committees as are convened within the Schools from time to time;
  - 9.2.5. facilitate effective and meaningful communication between its Members and the Schools and the Trust;
  - 9.2.6. seek input, as it may deem necessary, from its Members on issues pertaining to the Association, the Schools and/or the Trust;
  - 9.2.7. provide and facilitate the use of the One and All and other facilities by its Members;
  - 9.2.8. hold and manage the income and assets and property of the Association;
  - 9.2.9. authorise expenditure;
  - 9.2.10. vote on resolutions;
  - 9.2.11. take any disciplinary action;
  - 9.2.12. and generally, to perform such duties as are incidental and necessary to the above powers and such other duties as are reasonably required for the proper and effective administration of the affairs of the Association as contemplated by the provisions of this Constitution.
- 9.3. Any Member shall be eligible for election to the Committee subject to the following provisions:
- 9.3.1. The majority of the Committee (including the co-opted Committee Members referred to hereunder) shall be Members who have attended the College as a pupil.
  - 9.3.2. Only a member who has attended the College as a pupil shall be eligible to be Chairperson of the Committee.
- 9.4. Subject to the provisions set out below relating to the co-opting of further members of the Committee, the Committee shall from time to time consist of the following: -
- 9.4.1. A Chairperson;
  - 9.4.2. A Vice-Chairperson;
  - 9.4.3. A Secretary;
  - 9.4.4. A Treasurer;
  - 9.4.5. Operations Officer;
  - 9.4.6. Marketing & Membership Liaison Officer;
  - 9.4.7. Up to three general members;
  - 9.4.8. The Rector of the College for the time being or his or her nominee;
  - 9.4.9. Representatives from the Schools (one per school and non-voting);
  - 9.4.10. A pupil representative from the Boys College (non-voting);
  - 9.4.11. A pupil representative from the Girls College (non-voting); and

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- 9.4.12. Such other members as the Committee may in its absolute discretion admit and empower from time to time to administer the affairs of the Association.
- 9.5. Committee members mentioned in 9.4.1 to 9.4.5 (inclusive) shall be voted onto the Committee at the Annual General Meeting and in accordance with the provisions of clause 10.
- 9.6. On the expiration of each Term, all the Committee members shall be obliged to resign from the Committee.
- 9.7. A Committee member shall be eligible for re-election to the Committee, provided that a Committee member shall only be entitled to serve for a maximum of three (3) consecutive two (2) year Terms and in the case of the Chairperson for a maximum of two (2) consecutive three (3) year Terms.
- 9.8. The Committee shall be entitled to co-opt any further Members to the Committee from time to time as it may in its sole discretion deem appropriate.
- 9.9. Any Members so co-opted shall be entitled to vote at a Committee meeting in accordance with the provisions of this Constitution.
- 9.10. The term of a co-opted Committee member shall expire on the date that the Committee decides that his or her services are no longer required, or failing such decision on the date of the next Annual General Meeting following his or her co-option.
- 9.11. The responsibilities of the Chairperson shall be as a minimum the following -
- 9.11.1. manage the affairs of the Association through the Committee;
  - 9.11.2. act as a role model for the current learners of the Schools and Old Boys and Old Girls;
  - 9.11.3. represent the Association on Council and such other bodies and committees as are convened by the Schools from time to time;
  - 9.11.4. manage encourage and strengthen the relationship between the Association, the Schools and the Trust; and
  - 9.11.5. provide reasonable assistance in an advisory capacity as and when required by the chairperson of Council and/or the Rector of the College.
- 9.12. The responsibilities of the Treasurer shall be as a minimum the following -
- 9.12.1. to prepare monthly financial reports and annual financial statements for the Association;
  - 9.12.2. to present the annual financial statements to the Members of the Annual General Meeting;
  - 9.12.3. to receive and account for all receipts and income received by the Association;
  - 9.12.4. to ensure the timeous payment of all expenses and liabilities of the Association.
- 9.13. The responsibilities of the Secretary shall be as a minimum the following -
- 9.13.1. to record the minutes of all meetings of the Association;
  - 9.13.2. to attend to all letters and correspondence addressed to or from the Association and to ensure the timeous compilation and dispatch of all notices and agendas referred to in this Constitution.

## 10. ANNUAL GENERAL MEETINGS OF THE ASSOCIATION

- 10.1. The Association shall hold an Annual General Meeting of the Members on a date to be determined by the Committee, provided that not more than fifteen (15) calendar months shall elapse between the date of one Annual General Meeting and the date of the next.

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- 10.2. The Committee shall on not less than 14 (fourteen) days prior written notice inform the Members of the date and time and venue of the forthcoming Annual General Meeting.
- 10.3. Not less than 10 (ten) days prior to an Annual General Meeting, the Committee shall send to the Members copies of the agenda, financial statements and proposed Ordinary Resolutions and/or Special Resolutions to be tabled at the Annual General Meeting.
- 10.4. The Chairperson of the Committee (or his or her designated appointee, who shall also be a member of the Committee) shall be the chairperson of the Annual General Meeting.
- 10.5. The Annual General Meeting shall be held to enable the Members to meet together for the dispatch of business, to adjourn, to pass Ordinary Resolutions or Special Resolutions, table audited financial statements and to otherwise regulate the business and affairs of the Association as they deem fit.
- 10.6. Ordinary Resolutions tabled and questions arising at an Annual General Meeting shall be decided on by a simple majority of votes by show of hands of the Members present at the commencement of and throughout the Annual General Meeting. While every Member shall be entitled to a single vote, in the event of an equality of votes, the Chairperson of the Committee (or his or her designated appointee, who shall also be a member of the Committee) shall have a casting vote.
- 10.7. The election of the members of the Committee, (with the exception of the Rector of the College for the time being or his or her Nominee who will be a member of the Committee *ex officio*), will be conducted by Ordinary Resolution at the Annual General Meeting. Committee members voted onto the Committee at an Annual General Meeting shall hold office for a Term.
- 10.8. In order to be elected to the Committee a Member must be proposed to the other Committee members thirty (30) days prior to the Annual General meeting and further proposed by 2 (two) Members twenty-one (21) days prior to the Annual General meeting and lodged with the Secretary.
- 10.9. It shall not be necessary for a Member to be present at an Annual General Meeting in order to be elected to the Committee provided that the provisions of clause 10.8 above are fulfilled.
- 10.10. The Annual General Meeting shall elect a President of the OSA. This is an honorary, symbolic position and will be held by a person who, in the opinion of those members present, is able to be the figurehead representative of the Association. As such, the President could be a past chairman, a member of staff, a parent or a past committee member who has given exceptional service to the Association. The President could also be a member of the public who takes an interest in alumni organisations. Nominations for President should be lodged with the Secretary twenty one (21) days before the AGM and be seconded by three (3) members. The proposal must be approved by way of an Ordinary Resolution at the Annual General Meeting.
- 10.11. Special Resolutions tabled and questions arising at an Annual General Meeting shall be decided by a 66% (sixty six percent) majority of votes by show of hands of the Members present at the commencement of and throughout the Annual General Meeting. While every Member shall be entitled to a single vote, in the event of an equality of votes, the Chairperson of the Committee (or his or her designated appointee, who shall also be a member of the Committee) shall have a casting vote.
- 10.12. Any Member who wishes to propose a Special Resolution at an Annual General Meeting shall give full details thereof in writing to the Committee not less than 14 (fourteen) days prior to the date fixed for an Annual General Meeting. The Committee shall thereupon be obliged to give notice of such Special Resolution in terms of the provisions of clause 10.3 above, as if a Special General Meeting had been called for.
- 10.13. Minutes of all General Meetings must be kept safely and always be on hand for Members to consult.

## 11. SPECIAL GENERAL MEETINGS

- 11.1. On either the request of the Chairperson of the Committee or the written application to the Committee of not less than 5 (five) Members, which application shall provide the Committee with

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full details of the business to be discussed and any proposed Special Resolutions to be tabled, the Committee shall call a Special General Meeting of the Members.

- 11.2. Such Special General Meeting shall be held within 21 (twenty-one) days of the request by the Chairperson or on receipt of the application as the case may be.
- 11.3. The Committee shall on not less than 7 (seven) days prior written notice inform the Members of the date and time and venue and agenda of an upcoming Special General Meeting, which notice shall include (if applicable) a copy of the application received pursuant to clause 11.1.
- 11.4. The Chairperson of the Committee shall be the chairperson of the Special General Meeting.
- 11.5. The Special General Meeting shall be held to enable the Members to consider any Special Resolutions tabled by the Chairperson or those Members who have so-called the Special General Meeting. For the avoidance of doubt, and without limitation, the following matters shall only be voted on and passed by way of Special Resolution whether at a Special General Meeting or otherwise :-
  - 11.5.1. the change of name of the Association;
  - 11.5.2. an amendment to this Constitution;
  - 11.5.3. the admission of an applicant whose application has, for whatever reason, been rejected by the Committee;
  - 11.5.4. the expulsion of a Member of the Association for any reason other than the non-payment of the Subscription Price;
  - 11.5.5. any change to the badge or blazer of the Association;
  - 11.5.6. the raising of finance by the Association under clause 5.6 of this Constitution;
  - 11.5.7. relocation of the One And All;
  - 11.5.8. the dissolution of the Association.
- 11.6. Special Resolutions tabled and questions arising at a Special General Meeting shall be decided on by a 66% (sixty-six percent) majority of votes by show of hands of the Members present at the commencement of and throughout the Special General Meeting. While every Member shall be entitled to a single vote, in the event of an equality of votes, the Chairperson of the Committee (or his or her designated appointee, who shall also be a member of the Committee) shall have a casting vote.
- 11.7. Minutes of all Special General Meetings must be kept safely and always be on hand for Members to consult.

## 12. COMMITTEE MEETINGS

- 12.1. The Committee shall meet so often as it may deem necessary and to discuss such matters and make such decisions as the members of the Committee in their sole discretion may deem fit, provided that the Committee may not vote or decide on any matter which should properly be referred to an Annual General Meeting or a Special General Meeting of the Members.
- 12.2. No Member who is not a member of the Committee shall be entitled to receive notice of any Committee Meeting.
- 12.3. Any Member who is not a member of the Committee shall be entitled to attend, but not to vote at, a meeting of the Committee.
- 12.4. Resolutions tabled and questions arising at a Committee Meeting shall be decided by a simple majority of votes, by show of hands. While every Committee member present at Committee

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Meeting shall be entitled to a single vote, in the event of an equality of votes, the Chairperson of the Committee (or his or her designated appointee) shall have a casting vote.

- 12.5. Minutes of all Committee Meetings must be kept safely and always be on hand for Members to consult.

### **13. QUORUM FOR MEETINGS**

- 13.1. No business shall be transacted at an Annual General, Special General Meeting or Committee Meeting unless a quorum is present at the commencement of and throughout that meeting.
- 13.2. The quorum required for the Annual General Meeting shall be not less than 21 (twenty-one) Members, provided that at least (3) Members so present shall be members of the Committee.
- 13.3. The quorum required for a Special General Meeting shall not be less than 11 (eleven) Members, provided that at least 2 (two) Members so present shall be members of the Committee.
- 13.4. The quorum required for a Committee Meeting shall not be less than 3 (three) members of the Committee.
- 13.5. If there is not a quorum at any meeting of the Association, the meeting shall immediately be adjourned to the same place and time exactly 7 (seven) days later, and with the exception of a Committee meeting, the Committee shall on not less than 1 (one) day's written notice, notify all the Members of the adjourned date and time for the meeting. On the date to which the meeting has been adjourned those Members present shall be sufficient to constitute a quorum.

### **14. ADJOURNMENT OF MEETINGS**

Any meeting of the Association may be adjourned from time to time and at any adjourned meeting any resolution of which notice has been given in accordance with the Constitution may be passed and the adjourned meeting shall have the same power as an original meeting.

### **15. FUNDS OF THE ASSOCIATION**

- 15.1. The funds and financial transactions of the Association shall be administered by the Committee by means of a banking account, and shall keep and maintain proper books of account.
- 15.2. The financial year-end of the Association ends on the 31st December each year.
- 15.3. The Committee shall be empowered to utilise the funds of the Association for any of its objectives referred to in this Constitution.
- 15.4. Any member shall be entitled to inspect the books of account of the Association during normal business hours upon forty-eight (48) hours written notice addressed to the Committee or at any meeting of the Association.

### **16. THE ASSOCIATION'S COLOURS and BADGE**

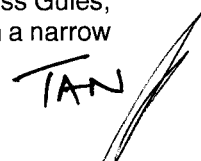
- 16.1. The Association's colours are: -

16.1.1. Tie: dark blue with the school badge on it;

16.1.2. Blazer: plain dark blue with the Association's badge on the pocket.

16.1.3. registered with the South African Bureau of Heraldry (certificate issued on 20 February 1968 ref: H4/3/1/1742) in terms of the Heraldry Act (1962). "Arms: Argent, a cross Gules, within a bordure Or, and an inescutcheon Sable charged with 15 bezants within a narrow bordure Or. Motto: ONE AND ALL"

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## **17. LIABILITY OF MEMBERS**

The employees and Members of the Association and of the Committee are hereby indemnified and held harmless by the Association against any claims, costs, liabilities, actions and/or damages of whatever nature and whosoever arising which they or any one or more of them shall incur by virtue of their relationship with or involvement in the Association, provided that this indemnity shall not extend to any such claims, costs, liabilities, actions and/or damages which arise out of or are related to (whether directly or indirectly) the gross negligent or intentional or wilful act or misconduct or omission of the employee or Member (or more of them) concerned.

## **18. CHANGES TO THE CONSTITUTION**

18.1. A written notice must go out not less than 14 (fourteen) days before the meeting at which the changes to the constitution are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.

18.2. The constitution can only be changed by Special Resolution as indicated in clause 10.11, 11.5 and 11.6.

## **19. DISSOLUTION**

19.1. The Association may only be dissolved by Special Resolution as outlined in clause 10.11 and in which event any assets vested in the Association after payment of all liabilities shall be donated to the College and/or any affiliate organisation with similar objectives to the Association.

19.2. Within 30 (thirty) days after the dissolution of the Association those Members who were Committee Members on the date of dissolution shall furnish in writing a full liquidation and distribution account of the Association to every individual who was a Member at the date of dissolution.

## **20. SUB – COMMITTEES AND AFFILIATIONS**

20.1. The Committee shall in its discretion be entitled and empowered to form sub-committees, trusts and affiliations with other entities in furtherance of the objectives of the Association.

20.2. Notwithstanding any provisions to the contrary in any deed, document, agreement or constitution of such sub-committees, trusts or affiliated entities, the provisions of this Constitution shall in all manner and aspects prevail in relation to the affairs of the Association and shall at all times govern the operation of the Association.

20.3. Should it be deemed necessary for the Chairpersons of sub-sections to be on the OSA committee, it will be tabled at an OSA committee meeting and they will be voted onto the Committee, with full voting rights.

## **21. COPIES OF THIS CONSTITUTION**

Any Member of the Association shall be entitled to obtain a copy of this Constitution upon written application to the Committee and upon payment of a fee of R100,00 (one hundred rand). Alternatively, it is available electronically on [www.oldstithian.com](http://www.oldstithian.com).

## **22. GENERAL**

22.1. This Constitution constitutes the sole record of the voluntary association between the Members with regard to the subject matter hereof. As of the date of execution of this Constitution, which shall be the date on which it is approved by a Special Resolution of the Members, it shall replace in their entirety, any previous versions, whether draft or final, of the Constitution of the Association, which shall no longer be of any force or effect.

TAN 

22.2 No addition to or variation of or agreed cancellation of this Constitution shall be of any force or effect unless passed by a valid Special Resolution of the Members.

### **23. RESOLUTION BY COUNCIL and TRUST**

23.1. It is recorded that the Council and Trust of St Stithians College have resolved that

- 23.1.1. It is in the interest of the Schools to have a strong and vibrant alumni community.
- 23.1.2. It strongly endorses the efforts of the Association to formalise its Constitution and governance structures and especially its efforts to expand its membership.
- 23.1.3. It believes that it is important to have the Association as an integral part of the Schools' community, including its ongoing presence on the Schools' campus.
- 23.1.4. It acknowledges that the Association has a right to representation on Council and a right to be consulted and informed on matters which may impact, whether directly and indirectly, upon the affairs of the Association and the interests of its Members.

**THUS this CONSTITUTION has been**

- **APPROVED AND ADOPTED on behalf of THE OLD STITHIAN ASSOCIATION at THE ONE AND ALL on this the 7<sup>th</sup> day of May 2007 at THE OLD STITHIAN ASSOCIATION's ANNUAL GENERAL MEETING, duly convened,**
- **and amended on behalf of THE OLD STITHIAN ASSOCIATION at THE ONE AND ALL on this the 5<sup>th</sup> day of June 2009 at THE OLD STITHIAN ASSOCIATION's ANNUAL GENERAL MEETING, duly convened,**
- **and amended on behalf of THE OLD STITHIAN ASSOCIATION at THE ONE AND ALL on this the 24<sup>th</sup> day of July 2010 at THE OLD STITHIAN ASSOCIATION's ANNUAL GENERAL MEETING, duly convened,**
- **and amended on behalf of THE OLD STITHIAN ASSOCIATION at THE ONE AND ALL on this the 4<sup>th</sup> day of June 2011 at THE OLD STITHIAN ASSOCIATION's ANNUAL GENERAL MEETING, duly convened,**
- **and amended on behalf of THE OLD STITHIAN ASSOCIATION at THE ONE AND ALL on this the 8<sup>th</sup> day of June 2013 at THE OLD STITHIAN ASSOCIATION's ANNUAL GENERAL MEETING, duly convened,**
- **and amended on behalf of THE OLD STITHIAN ASSOCIATION at THE ONE AND ALL on this the 19<sup>th</sup> day of March 2014 at THE OLD STITHIAN ASSOCIATION's SPECIAL GENERAL MEETING, duly convened,**
- **and amended on behalf of THE OLD STITHIAN ASSOCIATION at THE ONE AND ALL on this the 6<sup>th</sup> day of June 2015 at THE OLD STITHIAN ASSOCIATION's ANNUAL GENERAL MEETING, duly convened,**
- **and amended on behalf of THE OLD STITHIAN ASSOCIATION at THE ONE AND ALL on this the 26<sup>th</sup> day of November 2015 at THE OLD STITHIAN ASSOCIATION's SPECIAL GENERAL MEETING, duly convened, which approval and adoption is evidenced by the signatures below:**

*TAN*

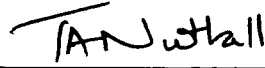


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**Mr Shaun Edmeston**  
**Chairperson**  
**The Old Stithian Association**

Date: 10 December 2015

Place: Johannesburg



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**Dr Tim Nuttall**  
**Rector**  
**St Stithians College**

Date: 10 December 2015

Place: Johannesburg