

CONSTITUTION OF
“OLD DIOCESANS UNION”

THIS VOLUNTARY ASSOCIATION IS TO BE REGULATED IN ACCORDANCE WITH THE FOLLOWING CONSTITUTION WHICH HAS BEEN PREPARED TO COMPLY WITH THE PROVISIONS OF SECTIONS 10(1), 18A AND 30 OF THE “INCOME TAX ACT”, ACT 58 OF 1962 (AS AMENDED) AND OTHER RELATED LEGISLATION

1. NAME:

The name of this Association shall be “Old Diocesans Union” hereinafter referred to as “the Union”.

2. OBJECTS/MISSION:

2.1. The mission of the Union is to bring together past students of the Diocesan College and the Diocesan College Preparatory and pre-Preparatory Schools (hereinafter referred to jointly as “Bishops”), to keep them in touch with Bishops and the present students, to promote the interests and welfare of Bishops and to establish and administer a fund to provide financial assistance for the descendants of present and past members of the Union (hereinafter referred to as “OD’s”) to be educated at Bishops.

2.2. Objects:

2.2.1. To develop, maintain and support a worldwide network of past students of Bishops, administered through a central office based in the Bishops precinct with satellite branches being established wherever the need arises from time to time;

2.2.2. To raise, manage and administer a Bursary Fund to provide bursaries (where approved) to descendants of OD’s so that they may attend Bishops although they would otherwise not be able to afford to do so;

2.2.3. To apply its funds and services to other South African charitable and welfare initiatives where deemed appropriate and which may render an ancillary benefit to Bishops or its students;

2.2.4. To conduct its affairs without the objective of personal gain for its members;

2.2.5. To ensure administration costs are kept to a minimum and that maximum usage is made of volunteer services;

2.2.6. To support humanitarian, environmental, educational and

youth-related initiatives;

2.2.7. To provide mechanisms to ensure resources reach recipients as intended;

2.2.8. To be transparent and accountable in all that it does.

3. PURPOSE:

In order to achieve its Objects, the purpose of the Union shall be:-

3.1. To raise, hold and administer funds.

3.2. To identify worthy projects/beneficiaries for assistance.

3.3. To act as the custodian and proprietor of the Union's colours, badge and other insignia as well as representing all the collective interests of the Union.

3.4. To inform contributors, the various organs of administration within Bishops and other interested persons in relation to the identified projects/beneficiaries and other activities of the Union and to stimulate interaction and debate between itself and these various parties.

4. SEPARATE IDENTITY AND POWERS:

4.1. The Union shall constitute a separate body corporate and shall exist in its own right, having an independent and separate existence from that of its members.

4.2. The Union shall continue to exist even when its membership and/or its office bearers may change from time to time.

4.3. Members and/or Office Bearers of the Union do not have any rights over or in relation to any assets or other belongings or things of the Union.

4.4. The Union shall have all such powers and authorities as may be required in order to undertake and promote its Objects as stated herein.

4.5. Without derogating from the generality of the above powers, the Union shall have the following specific powers:

4.5.1. To engage staff, enrol members and/or donors, acquire assets, incur obligations and generally enter into commitments for the promotion of its Objects and Purpose.

4.5.2. To raise funds by providing services which also incidentally

produce income and may invite and receive contributions from any person or persons or organisations by way of subscription, donations or other legal manner. Such subscriptions, donations and other contributions shall be irrevocable.

- 4.5.3. To deposit or invest the monies and/or assets of the Union, not immediately required, with such institutions and in such securities as may from time to time be determined by the Committee.
 - 4.5.4. To operate such banking accounts and in the manner as may be determined by the Committee from time to time.
 - 4.5.5. To own or acquire rights in any property and other possessions in its own name.
 - 4.5.6. To sue or be sued and to defend any legal process in its own name.
 - 4.5.7. To engage in and undertake the following public benefit, philanthropic and/or benevolent activities:
 - 4.5.7.1. Provision of Education by a School as defined in the South African Schools Act, No. 84 of 1996 to Students and Career Guidance and Counselling Services to such Students;
 - 4.5.7.2. Provision of School Buildings or Equipment on land owned by either the State, a School or an organisation approved in terms of Section 30 of the Income Tax Act, 1962;
 - 4.5.7.3. Provision of Funds to any organisation approved in terms of Section 30 of the Income Tax Act, 1962;
 - 4.5.7.4. Provision of Funds to any organisation approved in terms of Section 18A of the Income Tax Act, 1962;
 - 4.5.7.5. Provision of Youth Development Programs to organisations providing access to the Indigent; and,
 - 4.5.7.6. Such other activities as may be ancillary and/or complimentary to any of the above.
- 4.6. The exercise of the abovementioned powers shall be subject to the following specific limitations:
- 4.6.1. No loans shall be made to members, office bearers, donors or their relatives.
 - 4.6.2. No members, office bearers, donors or their relatives shall receive personal gain from the property, funds or income of the Union save for when the Union pays any of the abovementioned parties such amount as is considered reasonable for such work or services as may have been carried out by that person for and on behalf of the Union and upon the Union's request.
 - 4.6.3. No immovable property shall be acquired for the purpose of letting it and no transactions of a trading or speculative nature shall be entered into.
 - 4.6.4. All expenditure of the Union shall be subject to the approval of the Committee.

5. CAPITAL AND INCOME:

The Union shall be conducted on a non-profit basis, with the intent and purpose that its capital and income, wheresoever derived, shall be applied solely towards the promotion of its Objects; and no portion thereof shall be paid or transferred, directly or indirectly (whether by way of salary, dividend, bonus or otherwise howsoever) to any members of the Union; provided that nothing contained herein shall preclude the payment in good faith to a member or any other person, of:

- 5.1. reasonable remuneration for services actually rendered to or on behalf of the Union;
- 5.2. reimbursement of actual costs, expenses and commitments incurred on behalf of the Union;

6. AREA OF OPERATION:

The area in which services will be rendered shall be at and through the various offices of the Union worldwide although contributions may only be distributed within the Republic of South Africa.

7. MEMBERSHIP:

- 7.1. Membership shall be open to all Past Students of Bishops, and present or past members of the teaching staff of Bishops with not less than one year's service who subscribe to the Objects and Mission of the Union and who are admitted to Membership by the Committee from time to time.
- 7.2. Prospective members shall apply for Life Membership to the Committee and, upon payment of the requisite subscription (as determined by the Committee from time to time), shall be admitted and their particulars entered into the Members' Roll.
- 7.3. A Members Roll is to be maintained on an annual basis by the Union's Secretary from time to time and verified by the Committee prior to each Annual General Meeting or any other General Meeting of which Notice is required to be given to the Members.
- 7.4. The Committee may from time to time levy Members to cover increases in the cost of production and distribution to Members of the OD publications, its administration and operating costs as may be deemed necessary.
- 7.5. The following shall apply to Members who were Annual Members before 30 June 1994 (Residual Annual Members) and have not

exercised their right to convert to Life Membership:

- 7.5.1. the annual subscription due by Residual Annual members shall be determined by the Committee from year to year and shall be due without written demand on the 1st of January each year.
- 7.5.2. Any Residual Annual Member may assume Life Membership upon the single payment of an amount to be determined by the Committee from year to year.
- 7.6. The Committee may offer Honorary Life Membership of the Union to present and past members of the teaching staff of Bishops with not less than ten years' service.
- 7.7. The Committee may, at its absolute discretion, terminate the membership of any Member. A Member may resign by giving notice in writing to the Committee.

8. MANAGEMENT:

- 8.1. The powers and functions of the Union shall vest in and be exercised by its Committee which shall exercise all such powers as may be necessary to manage the affairs of the Union in order to achieve its Objects and to execute its business.
- 8.2. Only those members of the OD Union who are past students of Bishops shall be eligible to hold office in the Union.
- 8.3. Nominations for the election of Committee Members must be in writing and reach the OD Secretary at least ten days before the date fixed for the Annual General Meeting under Rule 7.
- 8.4. The affairs of the Union shall be managed by a Committee consisting of an Honorary Treasurer and nine other Members, all of whom shall be elected annually at an Annual General Meeting, provided that:
 - 8.4.1. of the said nine other Members the two holding seniority on the Committee, with the exception of the Member who was Chairman of the Committee in the previous year, shall for one year not be eligible for re-election, and
 - 8.4.2. in the event of equality of seniority, lots shall be drawn between those of equivalent seniority to decide who shall stand down.
- 8.5. The Committee shall at its first meeting after an Annual General Meeting elect from its members a Chairman who shall hold such office until the next Annual General meeting. The Chairman and Honorary Treasurer may not serve in those offices for more than seven consecutive years.

- 8.6. A quorum at meetings of the Committee shall be five (5) of the Committee members. Such meetings may be convened by the Chairperson at any time and must be so convened upon the written request of any member(s) of the Committee. If there is no quorum at a designated meeting, the meeting shall be adjourned to a day and time as decided upon by the members present to be notified to all Committee members, and the members present at such adjourned meeting shall then constitute a quorum. In the event of the Chairman not being in attendance at any duly convened and quorate meeting, then the members of the Committee that are present shall, at the commencement of the meeting, appoint one of them to chair that meeting.
- 8.7. The Committee shall meet once a month, or as necessary, but not less than 4 times each year.
- 8.8. In the event of an equal number of votes being cast on any matter arising at any meeting of the Committee, the Chairman of the meeting shall, in addition to his deliberative vote, have a casting vote.
- 8.9. Proper minutes of all meetings of the Committee, its sub-Committee(s) and the Union itself shall be taken and ratified, adopted and maintained in the customary manner and shall be made available by the office of the Union on request to any person who was entitled to be in attendance at such meeting.
- 8.10. All financial transactions of the Union shall be conducted through and by means of a banking account with a financial institution.

9. POWERS OF THE COMMITTEE:

The Committee, in addition to those powers of the Union enumerated above at **Clause 4.5**, shall *inter alia* have power to:

- 9.1. fill any casual vacancies on the Committee which may occur during a particular year;
- 9.2. co-opt up to two additional Committee Members;
- 9.3. appoint a paid Secretary to the Union and any other paid official as it may consider necessary in order to carry out the affairs of the Union and manage its office;
- 9.4. establish and mandate such sub-Committee(s) from time to time as it may consider necessary or appropriate in order to investigate, research, manage or conduct such of the Committee's business or aspects thereof expeditiously and efficiently. The composition and terms of reference of such sub-Committee(s) shall be established by the Committee at the time the sub-Committee is appointed and the sub-Committee shall report on its activities and findings at each of the

Committee's subsequent Committee meetings until such time as its mandate is completed or withdrawn;

- 9.5. authorise, regulate and oversee the use of the Union's Colours, Badge (the Mitre Azure) and related Intellectual Property Rights within the Republic of South Africa and worldwide;
- 9.6. determine from year to year, the subscription costs of Life Membership, Residual Annual Membership and conversion from Residual Annual Membership to Life Membership;
- 9.7. establish and administer the Bursary Fund to provide financial assistance so that the descendants of OD's may attend Bishops although they would otherwise not be able to afford to do so.

10. GENERAL MEETINGS:

- 10.1. Annual General Meetings shall be held as soon as possible, but in any event within three (3) months, after the end of each successive financial year. The Union's Financial Year ends on 31 December each year. Such AGM's shall be held at a date, time and place that may be decided by the Committee, (usually on the day preceding Founder's Day) and the President of the Union shall, if present, preside over any General Meeting. In the absence of the President at any duly constituted General Meeting, the Committee shall there and then appoint another Chairman to preside over the Meeting. Other General Meetings may be held as necessary and as decided by the Committee.
- 10.2. Not less than fourteen (14) days prior written notice of all General Meetings (whether General, Special or Annual) shall be given to all Members entitled to attend same. Notice of General Meetings shall be sent to all members in the manner that may be decided by the Committee from time to time.
- 10.3. The Committee may at any time call a Special General Meeting and must do so within 30 (thirty) days if requested in writing by not less than 100 (one hundred) Members of the Union. The written request for a Special General Meeting shall set out the purpose for which such meeting is requested and no other business other than that for which the meeting was called shall be dealt with at such meeting. The quorum for such a Special General Meeting shall be not less than 25 (twenty five) Members.
- 10.4. At a General Meeting any matter properly before the meeting may be discussed, but at the Annual General Meeting the following matters must be discussed:
 - 10.4.1. Approval of Financial Statements and Annual Report as at the end of December each year;
 - 10.4.2. Election of Committee. (Annually or according to length of

service of members as may be decided.)

- 10.4.3. A Patron and a President shall be elected annually at the Annual General Meeting. In addition, consideration shall be given to the appointment of any Vice-Presidents that may be proposed by the Committee who shall be elected for life in recognition of outstanding service to the Union or to Bishops. Incoming Vice-Presidents shall be elected at an Annual General Meeting. A Patron or President retiring from office shall automatically become a Vice-President. No person shall be nominated as Patron, President or Vice-President except with the prior recommendation of the Committee.
- 10.5. A quorum at a General Meeting (other than a Special General Meeting) shall be not less than 15 Members of the Union and must include the then elected Chairperson of the Committee as well as not less than 4 other Committee Members. All Members shall be entitled to speak or to have their submissions heard at a General Meeting, but only those present shall be entitled to vote. All motions shall be passed on a simple majority of votes of those Members present and all Members shall have one (1) vote of equal strength except where there is an equality of votes for and against a particular motion in which event, the Chairperson shall have a second or casting vote. If there is no quorum at any General Meeting that has been duly called, such Meeting shall be adjourned to a day and time as decided upon by the Members present to be notified to all Members, and the Members present at such adjourned meeting shall then constitute a quorum.

11. INDEMNITIES:

- 11.1. Subject to the provisions of any relevant statute, every Member, Committee Member, and all office bearers of the Union shall be indemnified by the Union in respect of all acts done by her/him in good faith on its behalf, and it shall be the duty of the Committee, out of the funds of the Union, to pay all costs and expenses which any such person may have incurred or become liable for by reason of any contract entered into, or act or deed done by him/her in his/her capacity as an officer in the discharge of her/his duties on behalf of the Union.
- 11.2. Subject to the provisions of any relevant statute, no Member, Committee Member, or any office bearer of the Union shall be liable for the acts, receipts, neglects or defaults of any other Member or office bearer, or for having joined in any receipt or other act for conformity, or for any loss or expense suffered by the Union through the insufficiency or deficiency of title to any property acquired by order of the Committee for or on behalf of the Union; or for the insufficiency or deficiency of any security in or upon which any of the monies of the Union shall be invested; or for any loss or damage arising from the bankruptcy, insolvency or delictual or negligent act of any person with whom any monies, securities or effects shall be deposited or for any

loss or damage occasioned by any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto, unless it arises in consequence of his/her own dishonesty.

12. PERFORMANCE OF DUTIES:

- 12.1. At all times whilst engaged in Union Service, the Members shall adhere in all respects to the contents of this Constitution and the lawful and reasonable instructions of any official of the Union.
- 12.2. At all times whilst engaged in Union Service, the Members shall have due regard for the rights and dignity of the beneficiary projects and/or individuals. They shall not do anything which either directly or indirectly brings the Union into disrepute.

13. TERMINATION OF MEMBERSHIP:

- 13.1. The Committee may terminate the membership of any person who is no longer qualified to be a Member, and the Committee shall be under no obligation to assign a reason for its decision in this regard.
- 13.2. The Committee may, on good cause shown and at any time, terminate the membership of any person on condition that:
 - 13.2.1. Fourteen (14) days prior written notice of the intention to terminate the membership shall be given to such Member; and,
 - 13.2.2. the person concerned shall be invited to make any such written representations to the Committee as he/she may deem appropriate, a copy of which, if any, shall be tabled at the relevant Committee meeting.
- 13.3. Any person whose membership has been so terminated may, within four (4) weeks of being advised of his/her name being so removed, note an Appeal to the Union sitting in General Meeting and such an Appeal shall be considered at the next General Meeting of Members.

14. AMENDMENTS TO CONSTITUTION & INTERPRETATION THEREOF:

- 14.1. This constitution may only be amended or rescinded by a two-thirds majority of votes of those Members present at a duly constituted Special or Annual General Meeting.
- 14.2. In the case of doubt or dispute as to the meaning or interpretation of

any provision contained in this Constitution, the Committee shall be the final arbiter and its decision shall be binding upon the Members.

15. NOTICES:

- 15.1. Notices of all General Meetings and Committee meetings shall be addressed to all persons entitled thereto for delivery either by hand or by normal post or by e-mail, and directed to the last address notified to the Union or in such other manner as the Committee may deem expedient.
- 15.2. The inadvertent omission to address notice/s to any individual Member/s shall not invalidate the proceedings of any such meeting.
- 15.3. If posted, notices shall be deemed to have been received by the addressee five (5) days after the date of posting thereof.

16. DISSOLUTION:

- 16.1. The Union may be dissolved if at least two thirds of the members present and voting at a duly constituted Special General Meeting convened for the purpose of considering such matter are in favour of dissolution. The notice of the Special General Meeting shall clearly state that the question of dissolution of the Union and the disposal of its assets will be considered.
- 16.2. If upon dissolution of the Union there remain any assets whatsoever after the satisfaction of all its debts and liabilities, such assets shall not be paid to or distributed among its Members, but shall be given to such other organisation(s) preferably having similar objects and which is/are authorised in terms of Section 30 of the Income Tax Act, Act No. 58 of 1962 (as amended), to collect contributions as may be decided either by the Members at the Special General Meeting at which it was decided to dissolve the Union or, in default of such decision, as may be decided by the Commissioner of SA Revenue Service.
- 16.3. The organisation(s) which will benefit from such dissolution must be within the Republic of South Africa and must themselves be exempt from income tax, tax on gifts and estate duty and must be of a charitable or educational nature.

Having been duly adopted at the Annual General Meeting held on March 2010,
this document is accordingly hereby signed for identification and record purposes by

the undersigned officers of the Union at Cape Town on this the day of
2010.

PRESIDENT OF THE UNION

CHAIRMAN OF THE COMMITTEE

HONORARY TREASURER