

## **KEARSNEY COLLEGE OLD BOYS CLUB**

### **THE CONSTITUTION**

This Constitution was adopted in accordance with a proposal by the Executive Committee issued on 24 May 2017 and adopted by a resolution taken by the voting Members at the Annual General Meeting of the Club held on 17 June 2017.

Signed and initialed

**KCOB President**

## THE KEARSNEY COLLEGE OLD BOYS CLUB

### THE CONSTITUTION

#### 1. Preamble

It is hereby recorded that:

- 1.1. The Kearsney College Old Boys Club ("the Club") has, since its inception in 1928, functioned in accordance with an agreed Constitution accepted as binding by its Members. The Club is established as a voluntary body of members, not for profit or gain.
- 1.2. The Club is an unincorporated association of persons having a legal personality independent of its Members but the ultimate authority for the management and control of its affairs shall vest in general meeting.
- 1.3. The Members of the Club, having resolved to update and amend the Constitution, hereby subscribe to this amended Constitution.

#### 2. Name and Office

- 2.1. The name of the Club shall be "Kearsney College Old Boys Club".
- 2.2. The office or headquarters of the Club shall be at Kearsney College, Botha's Hill, KwaZulu-Natal or at such other place as the Members in general meeting may determine from time to time.

#### 3. Aim and Objects

The aim and objects of the Club shall be to –

- 3.1. Uphold and perpetuate the honour, reputation and tradition of Kearsney College, thereby contributing to its long-term sustainability.
- 3.2. Maintain, strengthen and promote the bonds of good fellowship and communication among Kearsney College Old Boys.
- 3.3. Foster the interests of Kearsney College by all means possible.
- 3.4. Promote and administer financial or other schemes for the benefit of Kearsney College, of present or prospective pupils of Kearsney College, or of Kearsney College Old Boys' sons or their dependents by way of Endowments, Scholarships, Bursaries or in any other manner deemed fit.

#### 4. Powers of the Club

- 4.1. The Club shall have all such powers as may be necessary, incidental or conducive to the carrying out of the above aim and objects and in particular but without limiting the generality hereof:-
  - 4.1.1. To acquire and dispose of movable or immovable property for the purposes of carrying out the aims and objects set out herein;
  - 4.1.2. To raise funds, to borrow money (either on mortgage or pledge of any of its assets or otherwise and by the issue of debentures secured on the whole or any portion of its assets) and to secure the repayment of such money under security of any part of the property and assets of the Club;
  - 4.1.3. To invest and deal with the money of the Club not immediately required in such manner as may from time to time be determined, including, among others, lending the money as contemplated in 8.1 or otherwise;
  - 4.1.4. The funds of the Club referred to in 4.1.3 may only be invested in fixed property or with registered financial institutions as defined in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984, as amended. Until the Executive Committee otherwise directs, all payments and other documents signed on behalf of the Club or the Executive Committee shall be signed by two members of the Executive Committee;
  - 4.1.5. To open banking and savings accounts in the name of the Club and to operate thereon;
  - 4.1.6. To employ and remunerate persons with the necessary skills for the administration of the funds and the business of the Club;
  - 4.1.7. To make donations to organisations having the same or similar objects to that of the Club;
  - 4.1.8. To sue and be sued in its own name;
  - 4.1.9. To establish sub-committees and branches of the Club anywhere in the world.
- 4.2. The control of all the assets of the Club shall be vested in the Executive Committee in their capacity as Trustees in terms of clause 15.
- 4.3. The Club shall not be entitled to distribute any of its assets among its Members.
- 4.4. The Club will conduct its activities in a non-profit manner and will not have the power to carry on any business, including, inter alia, ordinary trading operations in the commercial sense, speculative transactions and dividend stripping activities.
- 4.5. The Club shall be entitled to enforce compliance with its Constitution and any other provisions in such manner as it may deem fit by imposing punitive action in the form of expulsion and/or suspension from end of Membership.
- 4.6. The name of the Club may be changed to any other name as may be passed by special resolution at a General Meeting of the Club.

**5. Conditions**

- 5.1. Substantially the whole of the Club's activities must be directed to the furtherance of its principle Objects and not for specific benefit of an individual member or a member of a minority group.
- 5.2. The Club is prohibited from having a share or other interest in any business, profession or occupation which is carried on by any Members.
- 5.3. The Club must not directly or indirectly, pay any portion of its income or transfer any of its assets, regardless of how the income or asset was derived, to any person who is a Member of the Executive Committee of the Club, except as:
  - 5.1.1. Reasonable remuneration for good delivered or services rendered to, or at the direction of the Club: or
  - 5.1.2. Payment of, or reimbursement for expenses incurred to advance a stated Object of the Club; or
  - 5.1.3. As a payment of an amount due and payable by the Club in terms of a valid agreement between the Club and that person and another.
- 5.4. The Club may not, directly or indirectly, distribute any of its funds or assets to any person other than in the furtherance of its Objects.

**6. Policies and Rules**

- 6.1. The Executive Committee may make, amend or repeal any necessary or incidental Policies or Rules relating to the governance of the Club in respect of matters that are not addressed in this Constitution, by publishing a copy of those Policies and Rules and distributing same to the Members of the Club and filing a copy of those Policies and Rules.
- 6.2. A policy or rule contemplated:
  - 6.2.1. Must be consistent with this Constitution, and any such policy or rule that is inconsistent with this Constitution is to be regarded as void;
  - 6.2.2. Takes effect on the date specified in the policy or rule, and if not so specified, then it will take effect 20 (twenty) business days after the policy or rule is published;
  - 6.2.3. Will be binding on an interim basis from the time it takes effect until it is put to a vote at the next general meeting of the Club; and on a permanent basis thereafter only if it has been ratified by an ordinary resolution at such general meeting.
- 6.3. If the Executive Committee institutes any policies or rules, it must file a copy of those policies or rules in the manner prescribed in the Rules and Policies Manual and must publish them by sending a copy of those policies or rules electronically to each member and/or publishing them on the website of the Club.



- 6.4 The Executive Committee, or any individual authorised by the Executive Committee may alter this Constitution or any policy or rule instituted by it in any manner necessary to correct a patent error in spelling, punctuation, reference, grammar or similar defect on the face of the document. If it does so, it must publish a notice of such alteration by sending a copy of the altered policy or rule or Constitution, as the case may be, electronically to each Member and/or publishing them on the Club's website.
- 6.5 Save for correcting errors substantiated as such from objective evidence or which self-evident errors in the Constitution (including spelling, punctuation, reference, grammar or similar defects), which the Executive Committee is empowered to do, all other amendments of the Constitution shall only be effected in accordance with this Constitution.

## **7. Emblem and Club Colours**

- 7.1 The Emblem of the Club shall be the Kearsney College Coat of Arms.
- 7.2 The use by the Club of the Club Emblem and its adaption shall be controlled by the Executive Committee.
- 7.3 Club Colours shall consist of any items of clothing bearing the Club Emblem.
- 7.4 The production and sale of Club Colours shall be controlled solely by the Executive Committee.
- 7.5 Club Colours may be worn only by Members of the Club.

## **8. Subscriptions**

- 8.1 The Club shall have the power to levy a Life Subscription from its Members and to canvas for and receive donations, bequests and other benefits either for itself or for Kearsney College. The funds of the Club not required for its own purposes may be used for the benefit of any branch or directly or indirectly for the benefit of Kearsney College, whether by way of loan, donation or otherwise.
- 8.2 In addition to Life Subscriptions, the Club shall, from time to time, have the power to levy special subscriptions, including associate membership fees, from its Members.
- 8.3 The subscriptions referred to in 8.1 and 8.2 will be determined by the Executive Committee of the Club.

## **9. Membership of the Club**

The Executive Committee of the Club shall determine the terms and conditions upon which members shall from time to time be admitted.

### **9.1 Ordinary Membership**

The following shall be eligible for Ordinary Membership -

- 9.1.1 Past pupils of Kearsney College;
- 9.1.2 Past and present members of the permanent staff of Kearsney College;
- 9.1.3 Past and present members of the Kearsney College Trustees and Board of Governors;

9.14 Pastparents;

9.15 Any person who has been expelled from Kearsney College or whose right to return as a pupil after absence on holiday or otherwise has been refused by Kearsney College on grounds other than non- payment of fees, provided however, that the Executive Committee shall have the discretion to admit such person as a member of the Club provided that not less than five years has elapsed or refused person has been approved by the unanimous resolution or written consent of the Executive Committee.

**9.2 Application for Ordinary Membership**

Persons eligible for Ordinary Membership of the Club shall apply for Membership in the prescribed manner and shall pay the subscription as prescribed in the Rules. Past pupils who have completed Grade 12 at Kearsney College shall automatically become Ordinary Members of the Club without applying for membership in the prescribed manner.

**9.3 Honorary, Temporary and Associate Members:**

9.3.1 Honorary Membership may be offered to any person whom the Club wishes to honour;

9.3.2 Temporary Membership may be granted in the discretion of the Executive Committee as prescribed in the Rules of the Club;

9.3.3 Associate Membership may be granted in the discretion of the Executive Committee as prescribed in the Rules of the Club.

**9.4 Honorary Life Vice-President**

Any person, whether already a member of the Club or not, who has rendered outstanding service or who has given exceptional assistance of any kind either to the Club or to Kearsney College, may be invited to accept the position of Honorary Life Vice-President, as a mark of special honour and esteem.

9.5 Members of the Club shall subscribe to and be bound by the Constitution and will not be entitled to sell their Membership rights or entitlements in terms thereof.

**10. Termination, Suspension, Expulsion, Cessation and Ineligibility of Members**

10.1 Any Member of the Club shall have the right to terminate his Membership by submitting his resignation in writing to the Executive Committee.

10.2 No person shall be eligible to be admitted as a Member of the Club whilst attending another school or having been expelled or refused entry to Kearsney College, and has not satisfied the admission criteria.

10.3 If after investigation and a formal enquiry, the Executive Committee should find:

10.3.1 The conduct of any member to have been such as to jeopardise the good name and reputation of Kearsney College or the Club;

10.3.2 That a member has breached any Rule, Bylaw or Code of conduct of the Club and/or;

- 10.3.3 That a member's actions (or inaction) are manifestly inconsistent with the Club's objects and purposes,
- the Executive Committee shall have the power, by a majority vote, to either reprimand, suspend or expel such Member from the Club.
- 10.4 The procedures to be adopted at any such enquiry referred to in 10.3 shall be laid down by the Executive Committee, from time to time (or as specified in the Club's Code of Conduct) and such Member shall be notified of the charge/s against him and shall be entitled to be present or represented at such enquiry, and shall be entitled to challenge his accuser and cross examine all evidence.
- 10.5 Any member dissatisfied with the finding of or sanction imposed by the Executive Committee at such enquiry shall have a right of appeal to the Appeal Committee appointed by the Executive Committee. This Appeal Committee shall consist of a chairman and two other Members appointed by the Executive Committee who should as far as is reasonably possible be independent of the parties. The rules of procedure at any such appeal shall be laid down by the Chairman of the Executive Committee, from time to time (or as specified in the Club's Code of Conduct).

## **EXECUTIVE COMMITTEE**

### **11. Management of the Club**

- 11.1. The affairs of the Club shall be managed by an Executive Committee. The composition of this Committee shall be as follows -
- 11.2. **Elected Members:**  
Nine (9) Ordinary Members of the Club shall be elected to serve on the Executive Committee in the following capacities:
- 11.2.1 President
  - 11.2.2 Vice-President
  - 11.2.3 Treasurer
  - 11.2.4 Six (6) Ordinary Members
- 11.3. **Ex Officio Members**
- 11.3.1 The Headmaster of Kearsney College
  - 11.3.2 The Club's Representatives on the Board of Governors of Kearsney College (if he is not already an elected member),
  - 11.3.3 The Chairman of the Kearsney Parents Society or its representative
  - 11.3.4 The Foundation Director
  - 11.3.5 The Foundation Secretary
- 11.4. **Co-opted Members**  
Such persons at the Executive Committee may be nominated to assist in the carrying out of its functions.

- 11.5. **Casual Vacancy**  
Should a casual vacancy occur in the elected Members of the Executive Committee, the Executive Committee may appoint an Ordinary Member of the Club to fill the vacancy until the next Annual General Meeting.
- 11.6. **Election**  
The election of the Elected Members shall take place at the Annual General Meeting in accordance with the Rules of the Club.
- 11.7. **Office Bearers**  
The Executive Committee shall, following each Annual General Meeting of the Club, elect its own Chairman, Vice Chairman, Treasurer and Secretary from among its own Members.
- 11.8. **Period of Office**
- 11.8.1 Each member of the Executive Committee will be elected to hold office for a period of twelve months until the following Annual General Meeting of the Club. Members of the Executive Committee will be ineligible for nomination and re-election to the Executive Committee upon the completion of twelve successive terms of service of one year each, until a further one year period has passed following the twelve year term, in which the member has remained in good standing.
- 11.8.2 The Club's representative on the Board of Governors of Kearsney College shall hold office for the period of their appointment as such Representative;
- 11.8.3 Co-opted Members shall hold office until the next Annual General Meeting following the date of their appointment or for such shorter period as the Executive Committee determines.

**12. Meetings of the Executive Committee**

- 12.1 The Executive Committee shall meet not less than three (3) times during its year of office.
- 12.2 Not less than seven (7) days written notice of any Executive Committee meeting shall be given provided that in cases of urgency, this minimum period of notice may be waived at any such meeting with the consent of not less than five (5) Elected Members of the Executive Committee.
- 12.3 Five (5) Members of the Executive Committee shall form a quorum.
- 12.4 Co-opted Members shall not have the right to vote at meetings of the Executive Committee.
- 12.5 Members appointed to fill casual vacancies shall have the right to vote at meetings of the Executive Committee.
- 12.6 In the case of matters requiring urgent resolution, or if for any reason, it is impractical to meet or pass a resolution at a duly constituted meeting, proceedings may be conducted by utilising video conference or conference telephone facilities; provided that the required quorum is met. A resolution agreed to by a majority of Members participating during the course of such proceedings, without interruption, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee Members, duly called and constituted.



- 12.7 Each member of the Executive Committee shall be entitled to one vote and the decision of the majority of the Executive Committee Members shall bind the minority. In the event of an equality of votes, the President shall have a second or casting vote.

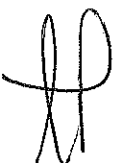
### **13 Powers of the Executive Committee**

- 13.1 The day to day management and control of the business and affairs of the Club shall be vested with the Executive Committee which may exercise all the powers, authorities and discretions of the Club unless the same are expressly directed to be exercised by the Club in general meeting under the relevant statutes, this Constitution or otherwise.
- 13.2 Without derogating from the generality of the afore going, the Executive Committee shall accept the fiduciary responsibility of the Club and no single member, nominee or invitee will, directly or indirectly, control the decision making powers relating to the Club.
- 13.3 In addition to the general powers and authority hereby conferred, the Executive Committee shall also have the following special powers –
- 13.3.1 To consider, and deal with applications for Membership of the Club and to grant or refuse such applications on the grounds and in the manner laid down by the Constitution and Rules;
  - 13.3.2 To expel or suspend from the Club any Member on the grounds of misconduct subject to the right of such Member to appeal against his expulsion or suspension to a General Meeting of the Club;
  - 13.3.3 To frame for approval by a General Meeting of the Club, rules for the procedure to be followed in carrying out of the functions and duties of the Club and for the regulation of the affairs of the Club, its Officers, Servants and Members, and to recommend the variation or repeal of such rules;
  - 13.3.4 To hold competitions, tournaments, social functions and dances and to make any special arrangements therefor;
  - 13.3.5 To delegate to any sub-committee or sub committees any of the powers hereby conferred on it;
  - 13.3.6 To do anything necessary for or incidental to its duties and obligations in terms of this Constitution.

### **14. Duties of the Executive Committee**

The duties of the Executive Committee shall be:

- 14.1 To promote and foster the Objects of the Club;
- 14.2 To convene the General Meetings of the Club;
- 14.3 To give effect, where necessary, to resolutions passed at General Meetings of the Club;



- 14.4 To manage and control the funds and movable assets of the Club and to keep proper books of account thereof;
- 14.5 To deal with applications for Ordinary Membership of the Club and to admit approved applicants to Membership;
- 14.6 To collect Membership subscriptions;
- 14.7 To keep a register of all Members;
- 14.8 To collect and collate information on the activities of Kearsney College Old Boys for inclusion in the Kearsney College Magazine;
- 14.9 To control the manufacture, sale and use of all items bearing the Club Emblem;
- 14.10 To encourage and foster the establishment and maintenance of Branches of the Club;
- 14.11 To submit nominations to the Club in General Meeting of persons to represent the Club in other organisations.

## **15. Immovable Property**

The immovable property of the Club shall be held on behalf of the Club in the names of three (3) Trustees who shall be the President, Vice-President and Treasurer of the Club for the time being.

## **MEETINGS OF MEMBERS**

### **16. General Meetings**

#### **16.1 General**

The Members of the Club in General Meeting shall exercise total jurisdiction over all the affairs of the Club and shall be entitled to do all such things as may be necessary to carry out the Objects and functions of the Club. Without limiting the generality of foregoing, the Members of the Club in General Meeting may:

- 16.1.1 Delegate any of its power to the Club Executive Committee;
- 16.1.2 Decide upon the acquisition or disposal of any of its movable or immovable property;
- 16.1.3 Consider and, where appropriate, confirm, amend or rescind any action or decision taken by the Executive Committee on behalf of the Club.

#### **16.2 Annual General Meeting**

An Annual General Meeting of the Club shall be convened at least once every calendar year and held as close as possible to the day on which Kearsney College celebrates Founders Day. The business of the meeting shall be:

- 16.2.1 To receive and confirm the minutes of the previous Annual General Meeting and any Special General Meeting held since the previous Annual General Meeting;
- 16.2.2 To receive and consider for adoption the Club's Annual Financial Statements;
- 16.2.3 To receive and consider for adoption a report from the retiring Executive Committee on the affairs of the Club;
- 16.2.4 To elect Office Bearers and Committee Members to serve on the Executive Committee for the ensuing year;
- 16.2.5 To confirm the appointments of Representatives of the Club to other organisations as and when required;
- 16.2.6 To have the right to appoint a registered Auditor to review or audit the Club's Annual Financial Statements;
- 16.2.7 To deal with any other relevant matters.

**16.3 Special General Meetings**

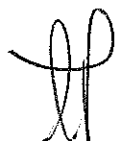
- 16.3.1 The Executive Committee may convene a Special General Meeting at any time deemed necessary, or, upon receipt of a written requisition signed by not fewer than ten (10) Ordinary Members, it must convene such a Special General Meeting.
- 16.3.2 The business transacted at the Special General Meeting shall be limited to that stated in the Notice convening the meeting.

**16.4 Notice of General Meeting**

- 16.4.1 The Executive Committee shall issue Notice to all Members whose contact addresses are known, stating the place, date and time of the meeting and specifying the business to be transacted thereat.
- 16.4.2 Such notice shall be sent out at least twenty-one (21) days before the date of the meeting.
- 16.4.3 The non-receipt of such Notice by any member(s) shall not invalidate the proceedings of the meeting.

**16.5 Proceedings at General Meetings**

- 16.5.1 The Annual General Meeting shall deal with and dispose of all matters prescribed by the Constitution, including the approval of the Annual Financial Statements, and the appointment of a registered auditor, if required, and may deal with any other business laid before it.
- 16.5.2 No official business shall be transacted at any general meeting not stated on the agenda as disseminated to the voting members of Club.
- 16.5.3 No business shall be transacted at any general meeting unless a



quorum of Members is present at the time when the meeting proceeds to business and throughout the meeting.

16.5.4 The President shall preside as chairman at every general meeting of the Club.

16.5.5 If at any meeting the President is not present within 15 (fifteen) minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the President-elect or one of the appointed Executive Committee Members present shall be chairman of the meeting.

16.5.6 The Chairman of the meeting may, with the consent of the majority of Members present at any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

**16.6 Quorum at General Meeting**

16.6.1 The Quorum at a General Meeting shall consist of twenty (20) Ordinary Members entitled to vote and who are present in person at the commencement and throughout the meeting.

**16.6.2** If, within half an hour from the time appointed for the holding of any General Meeting, a Quorum of Members shall not be present, the Meeting, if convened upon the requisition of Members, shall be dissolved. In any other case, the Meeting will stand adjourned until the same day and hour of the following week, and the Members then present shall constitute a Quorum.

**16.7 Voting at General Meeting**

16.7.1 Ordinary Members shall each have one vote. Except where otherwise expressly required, a majority vote on any resolution put to the Members shall prevail. Voting shall be by show of hands, unless a secret ballot is requested by the Chairman or by a majority of the Ordinary Members present at the meeting.

16.7.2 At all General Meetings, in the event of an equality of votes, the Chairman shall have a second or casting vote.

16.7.3 Any Ordinary Member unable to attend a General Meeting in person may appoint, in writing, another Ordinary Member as proxy to vote for him at that Meeting. All proxies shall be lodged with the Secretary not less than twenty-four (24) hours before the Meeting at which they are to be used. Such proxies shall be valid only at the General Meeting for which they are intended and at any resumption of that Meeting if adjourned.

**17. Branches**

17.1 Branches of the Club may be formed in any area where no Branch of the Club exists provided that there at least ten (10) Ordinary Members residing in that area desirous of forming a Branch. No Branch of the Club shall be formed without the approval of the Executive Committee.



- 17.2 Any proposed Branch of the Club shall fall under and be managed by the Club's Constitution.
- 17.3 Each Branch shall submit to the Club an Annual Report on the operational and financial affairs of the Branch.

**18. Representation in Other Organisations**

When invited to do so the Club may appoint representatives to serve on the committee of other organisations or otherwise represent the Club in other organisations. Such appointments shall be made in terms of the Rules of the Club formulated in accordance with the requirements of each organisation concerned.

**19. Indemnity**

Subject to the provisions of the relevant statutes, every member of the Executive Committee, the Auditors and all Office Bearers of the Club shall be indemnified by the Club against all costs charges, losses, expenses and liabilities incurred by him/her in the proper execution and discharge of his/her duties or in relation thereto.

**20. Amendments**

20.1 This Constitution, as well as any Rules, Bylaws or Codes of Conduct may not be rescinded in whole or in part, or amended, except by resolution of the Members at a general meeting after notice in terms of these rules has been given specifying the exact nature and extent of such rescission or amendment and the reason for the same and effect thereof. Such Resolution shall be deemed to be passed only if assented to by not less than two-thirds (2/3<sup>rd</sup>s) of the Members voting in person or by proxy. Any amendments to this Constitution and/or the Rules should, following determination by the Executive Committee, be submitted to SARS by the Secretary of the Club.

20.2 All amendments, rescissions, alterations or additions to the Rules shall, unless therein otherwise provided become effective from the date of the passing thereof.

**21. Waiving of the Constitution**

To enable business of any urgent nature to be transacted, any clause of this Constitution or Rule framed in terms of this Constitution may be waived with the consent of not less than four-fifths (4/5<sup>th</sup>s) of the Members present at a General Meeting of the Club.

**22. Postal Address**

The postal address of the Club shall be: c/o

Kearsney College  
P O Box 1001  
Botha's Hill  
3660  
KwaZulu-Natal



**23. Dissolution**

- 23.1 The Club may be dissolved and wound up by a resolution of not less than seventy five percent (75%) of the voting rights exercised on the resolution by Members present in person or by proxy at a Special General Meeting convened on not less than thirty (30) days' notice in writing, stating the purpose of such meeting and setting out the terms of the resolution to be proposed. The quorum for such a meeting shall be thirty (30) ordinary Members.
- 23.2 If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities, an after giving effect to any conditions or stipulations attaching to specific assets which may have been donated to the Club conditionally, any property whatsoever, the same shall not be paid to or distributed among the Members of the Club but shall subject to 23.3 vest in and be handed to the Kearsney College Trust.
- 23.3 In the event that the Kearsney College Trust, for whatsoever reason, no longer exists on the date of the winding up or dissolution of the Club, any remaining property as per 23.2 will be distributed to another recreational club approved by the Commissioner of the South African Revenue Services (SARS) or another public benefit organisation, as agreed to by the extraordinary general meeting winding up or dissolving the Club.