



## MARITZBURG COLLEGE OLD BOYS' ASSOCIATION

# CONSTITUTION

*April 2023*

### 1 INTRODUCTION

- 1.1. The name of the association is the Maritzburg College Old Boys' Association ("**the Association**").
- 1.2. The Association is intimately linked to Maritzburg College ("**College**" or "**the School**"), the past scholars of which form the overwhelming majority of its members.

### 2 FORMATION IS NOT FOR GAIN

The Association is not formed for the purpose of carrying on any business that has for any of its objects the acquisition of gain by the members of the Association.

### 3 ASSOCIATION LIABLE ONLY FOR ITS OWN DEBTS

The Association is liable for its own debts only, and any assistance, of whatever nature, granted to any association, club, society, branch of the Association or other body, whether formed within this Association or not, shall not render it liable for the debts of such bodies.

### 4 LEGAL PROCEEDINGS

The Association may sue and be sued in the name of its President in any court of law in the Republic of South Africa, and all processes of law, notices and the like shall be regarded as sufficiently served on the Association if served upon the President personally. The President shall not be personally liable for any loss suffered or costs incurred in respect thereof, unless such loss or costs are the result of negligence or reckless behaviour, as determined by the full executive committee of the Association ("**the Executive Committee**"). Similarly, any member of the Executive Committee, or employee of the Association, may be held personally liable if it be found that they acted against the interests of the Association, or through their negligent or reckless action caused financial loss or incurred debt for the Association.

### 5 OBJECTS OF THE ASSOCIATION

The objects for which the Association is established are:

- 5.1 to promote good fellowship between past scholars of College and generally to promote and maintain close relations between the members of the Association, College teachers past and present, the Governing Body of College, the Maritzburg College Board, and the current scholars of College themselves;
- 5.2 to provide financial assistance for any purpose related to the education of young persons who have been or are being educated at College, and to invest and manage such funds;
- 5.3 to acquire by lease, donation, bequest, exchange, purchase or any other mode of acquisition, movable and immovable property, and to exercise all the rights of ownership or possession there over, but the acquisition or leasing of immovable property shall be subject to the provisions of clause 13;

- 5.4 to sell, donate, exchange, partition or dispose of by any mode of alienation the movable and immovable property of the Association, but the alienation of the movable and immovable property shall be subject to clause 10.10;
- 5.5 to invest in the interests of the Association assets and funds of the Association in any movable or immovable property as may be deemed expedient or necessary but subject to clause 13;
- 5.6 to encourage the formation in any town or place in the world of properly constituted branches of the Association, and to grant and or receive loans, donations or financial assistance to such branches;
- 5.7 to erect and create memorials of any nature or kind whatsoever and to contribute to the costs incurred in respect thereof;
- 5.8 to establish and contribute to a fund or funds for the purpose of erecting or creating memorials of any nature or kind whatsoever, and to invest and manage such funds;
- 5.9 to collect, canvass for and to accept donations, bequests, endowments and benefits of any nature for the Association from any person, firm or corporation, or from any source whatsoever;
- 5.10 to co-operate with any association or body, having objects similar to this Association, in order to carry out any object that shall appear to be of mutual advantage;
- 5.11 generally to do all such other acts as may be expedient or necessary to further the interests of the Association and the objects for which it was formed;
- 5.12 to recognise that in some foreign countries a branch may, in order to comply with local legislation, be required to adopt its own constitution, which must first be approved by the Executive Committee, and which must as far as legally permissible follow the terms and conditions of this constitution; and
- 5.13 to encourage, establish and contribute to a fund or funds for the purpose of providing financial assistance for past scholars of College in times of financial or personal crises which fund will be administered by the President of the Association, the Treasurer of the Association and the Headmaster, or any other person as designated by the Headmaster and/or President.

## **6 MEMBERSHIP AND SUBSCRIPTIONS**

- 6.1 All past scholars of College are eligible as Ordinary Members of the Association and their membership shall be subject to the approval of the Executive Committee.
- 6.2 Membership shall consist of the following:
  - (a) *Ordinary Members*, who have paid their subscriptions for any given year.
  - (b) *Honorary Life Members*, are a special category of members who have been appointed at an Annual General Meeting ("**AGM**"), and who have been through the following process before being so appointed:
    1. A written motivation for the appointment of a candidate must be submitted to the President from a member of the Association in good standing who has paid all his subscriptions,
    2. The motivation is then submitted for approval by a committee consisting of:
      - a. The President, Vice President, and Immediate Past President of the Association and
      - b. Three existing Honorary Life Members chosen by the Honorary Life Members from amongst their ranks,
      - c. If approved, the written recommendation and confirmation that has been approved by the committee referred to above, must be tabled with the Agenda and notice convening the AGM.
    3. Only candidates who satisfy the following criteria shall be eligible to be considered as Honorary Life Members:

- a. The candidate is a former Patron of the Association who has rendered exceptional service to the Association not by virtue of his position as Patron, but by service actually rendered to the Association as a committee member;
  - b. The candidate is a past scholar of College who has rendered devoted support and distinguished service to the Association over a period of at least 10 years. Such candidates must –
    - i. have served the Association, as a President, branch chairman, or member of the Executive Committee or its affiliated bodies (including branches, sub-committees and organising committees) in a manner that is deemed meritorious by the committee and way above and beyond what is expected of one holding office ; and
    - ii. not have been in receipt of any stipend for having performed such service
    - iii. be a member in good standing of the Association and have paid all his subscriptions
    - iv. not simply be nominated for having held office, including as President. His service must have been lengthy, meritorious, and way above what is expected of him as an office bearer.
  - 4. in making a determination of the worthiness of him being made an Honorary Life member, a candidate may be interviewed by the approval panel referred to above
  - 5. the Association reserves the right to provide guidelines to issue to the committee considering the nomination
  - 6. Honorary Life Members shall be entitled to all the privileges of Ordinary Members contained in this constitution for the remainder of their lives; subject to clause 8 below.
- (c) *Life Members*, who are past scholars of College and who have paid an amount to be determined by the Executive of the MCOBA in a lump sum upon which they shall be entitled to all the privileges of Ordinary Membership contained in this constitution for the remainder of their lives; subject to clause 8 below.
- (d) *Special Members*, who have been approved by a majority of two thirds of the members of the Executive Committee following receipt by the Executive Committee of a written motivation detailing the candidate's service to the Association or College.

Candidates who satisfy the following criteria shall be eligible to be considered as Special Members and their membership shall be subject to the following conditions:

- (i) The candidates will include those members of the College community who are not past scholars of College but who have served the Association or College, including as a long-serving and distinguished member of the College staff who has over the course of his or her career of not less than 10 years supported the interests of the Association.
- (ii) Special Members are not entitled to be part of the Executive other than in a paid capacity, or to vote, but are entitled to receive publications or newsletters prepared by the Association, receive invitations to functions organised by the Association, and wear the Association's regalia.

### 6.3 Subscriptions payable:

- (a) Subscriptions payable by Ordinary and Life Members for the year ended 31 December of each year shall be determined in advance by the Executive Committee.
- (b) Any Ordinary Member who fails to pay his subscriptions before 30 August of each year shall, at the instance of the Executive Committee, forfeit such membership, but may re-apply for Ordinary Membership, which may be considered and approved by the Executive Committee.

- (c) Honorary Life Members, once appointed at an AGM, and Special Members, once appointed by the Executive Committee, shall be excused any obligation to pay subscriptions for the remainder of their natural lives.
- (d) In genuine cases of indigence, the Executive Committee may waive the payment of subscriptions by any Ordinary Member who is over the age of 65, provided that written application is made to the Executive Committee.
- (e) Pensioners, being Ordinary Members over the age of 65, shall be entitled to a reduced subscription fee to be decided at the discretion of the Executive Committee annually.
- (f) Members of College Staff who are Ordinary Members may qualify for a reduced subscription fee to be decided at the discretion of the Executive Committee annually.

6.5 Former scholars of College who do not pay their annual subscriptions, and consequently do not fall into one of the membership categories covered in clause 6.1, shall not be regarded as members of the Association for the purposes of this constitution.

## **7 DATABASE OF MEMBERS**

It shall be the duty of the Executive Committee to maintain or lend support to a centralised database containing the names and contact details of all past scholars of College. The database shall be compliant with any regulatory requirements regarding protection of information and security. It shall be the duty of all past scholars to notify the Administrator (as defined in clause 11) of their postal and/or electronic address, or any subsequent change thereof.

## **8 SUSPENSION AND EXPULSION OF MEMBERS**

If the conduct of any past scholar or member, in the opinion of the Executive Committee, is injurious to the character and interests of the Association, the Executive Committee shall have the power to suspend or expel such person, and/or he/she may be debarred from all privileges of membership. However, any such person so suspended, expelled, or debarred may appeal, within 30 days from the date of such suspension, expulsion or debarring, to a Special General Meeting (“SGM”), called to decide by ballot the question of his/her expulsion, reinstatement or debarring. The decision shall be determined by a majority of not less than two thirds of the members present. Any such decision may be reviewed by the Executive Committee after a minimum period of five years. In this clause, and elsewhere in the constitution, reference to “days” shall refer to calendar days.

## **9 OFFICE BEARERS**

- 9.1 The office bearers of the Association shall consist of a Patron, President, Immediate Past President, Vice-President, Honorary Secretary, Honorary Treasurer and at least four other members as may be elected to the Executive Committee.
- 9.2 The Headmaster for the time being of College shall be the Patron of the Association.
- 9.3 The posts of the Honorary Secretary and Honorary Treasurer may be held by one person, but such person shall be entitled to *only* one vote at all Executive Committee meetings.

## **10 MANAGEMENT - EXECUTIVE COMMITTEE**

- 10.1 All the business and affairs of the Association shall be managed and controlled by the Executive Committee, which shall have full power and authority to carry out all the objects of the Association, except where such powers are expressly reserved to an AGM or SGM.
- 10.2 The term of office of the President shall be one year, and he shall be elected at each AGM. However, a President shall, upon such initial election, be encouraged to remain in office for two consecutive years. A President shall not be allowed to remain in office for more than four consecutive years.
- 10.3 The term of office for the other members of the Executive Committee shall be three years. Retiring committee members are eligible for re-election.

- 10.4 The Executive Committee shall have the power to fill any vacancy that may occur during the three-year period, other than that of President, who shall be elected at an AGM or at an SGM convened for that purpose.
- 10.5 The Executive Committee may co-opt any member it deems fit for the period of its office, or for any shorter period or for any particular purpose.
- 10.6 The Executive Committee shall meet at least once every three months and properly archived and backed up minutes shall be kept of all committee meetings. In addition, an electronic copy of such minutes and other important Association documents shall be kept in a digitally secure environment. Copies of the minutes of meetings should be timeously sent to all members of the Executive Committee.
- 10.7 A representative from each properly constituted branch is welcome to “attend” meetings of the Executive Committee, whether physically in person or via electronic platform (or similar technology), but he shall not form part of the quorum. Where he attends such a meeting, he shall enjoy the right to vote on the matters arising.
- 10.8 Six members present shall form a quorum at meetings of the Executive Committee.
- 10.9 Unless otherwise provided for in this constitution, all decisions of the Executive Committee shall be by majority vote.
- 10.10 The acts under clauses 5.3 and 5.4 shall be sanctioned in writing by a minimum of two thirds of the members of the Executive Committee.
- 10.11 The President of the Association shall be the chairman of the Executive Committee meetings, and if he is not available, the Vice-President. In the event of both these officers not being available, then the Immediate Past President shall be the chairman.
- 10.12 At all meetings, the chairman shall have a casting vote as well as a deliberative vote.
- 10.13 Any member of the Executive Committee, other than the President, who absents himself from three consecutive meetings without prior leave of absence shall *ipso facto* cease to hold office.

## **11 ASSOCIATION ADMINISTRATION**

- 11.1 The day-to-day administration of the Association, including daily correspondence and liaising with former scholars, branch chairmen, service providers and other suppliers, shall vest in the hands of the Administrator (irrespective of the job title of the role), an employee of the Association (“**the Administrator**”).
- 11.2 A detailed job description and service level agreement defining the roles and responsibilities of the Administrator shall be determined by the President and approved by at least two other members of the Executive Committee. The job description and service level agreement shall be reviewed on an annual basis.
- 11.3 In the carrying out of his/her tasks, the Administrator shall liaise regularly with both the President and the Director of College Business, employed by College, or any other person as designated by the Headmaster and/or President.

## **12 BRANCHES**

- 12.1 A branch of the Association shall consist of not less than 10 members of the Association.
- 12.2 All the business and affairs of a branch shall be managed and controlled by a committee (“**the Branch Committee**”), which shall consist of a chairman and not less than three members.
- 12.3 Every branch shall elect its office bearers at its AGM. Office bearers shall continue in office until their successors are elected at the next AGM.
- 12.4 Every Branch Committee may elect a representative from its branch to attend meetings of the Executive Committee and shall have the power to elect an alternate representative, who need not be a member of the branch.

- 12.5 Every branch shall submit an annual report incorporating annual financial statements to the Executive Committee if they have a bank account or branch funds.
- 12.6 Copies of the minutes of all meetings of the branches shall be sent promptly to the President of the Association.
- 12.7 Every branch shall aim to hold an annual dinner (or other function of a suitable nature) each year, with the object of promoting good fellowship between past scholars of the School who reside in the branch area, and to give representatives of both the Association and the School an opportunity to convey relevant information to local Members.
- 12.8 The President of the Association, or his nominee, shall be an *ex officio* member of each Branch Committee.
- 12.9 The constitution of each branch shall be approved by the Executive Committee before recognition is given to that branch, for those branches that have a separate Constitution.
- 12.10 Branches that elect to have their own websites or social media shall ensure that there are links and references to the Association website on their respective websites and that the President has the right to withdraw any content in terms of the Constitution of the Association.

### **13 VESTING OF PROPERTY**

The property of the Association, both movable and immovable, including title deeds, leases, investments and securities, shall vest in the Association, which shall be represented by the Executive Committee.

### **14 FUNDS, ASSETS, INVESTMENTS AND ADMINISTRATIVE EXPENSES**

- 14.1 Funds and assets of the Association shall be invested in securities nominated by the Executive Committee.
- 14.2 The Executive Committee shall have power to decide what amount of the funds or assets should be invested and what amount should be retained for administrative and other expenses or for the purpose of carrying into effect any of the objects of the Association.

### **15 REGALIA**

- 15.1 The regalia of the Association includes the Association badge, pocket badge, tie and blazer, and may include other emblems and apparel, as decided from time to time by the Executive Committee.
- 15.2 Only the members of the Association shall be entitled to wear its regalia.
- 15.3 Where the use of its regalia is desired by any person or organisation, permission for such use shall be applied for in writing to the Executive Committee.
- 15.4 The Executive Committee shall, where necessary, take the steps required to protect its regalia and its rights thereto.

### **16 BANKING ACCOUNT**

- 16.1 All moneys received by the Association shall be deposited:
  - (a) with a registered commercial bank to be decided upon from time to time by the Executive Committee;
  - (b) in an account opened in the name of the Association; or
  - (c) under the scrutiny of the Commercial Director of College, or other designate performing that function as appointed by the Headmaster, in an account opened in the name of the Association, and all payments shall be made via the internet on either of these accounts.
- 16.2 Prior authorisation for all internet and electronic payments, from the registered commercial bank account, shall be obtained and evidenced.

## **17 ANNUAL GENERAL MEETING**

- 17.1 An AGM of the Association shall be held in Pietermaritzburg on a day appointed by the Executive Committee, not being later than 30 June in each year, and by notice to members, members will be entitled to participate in such meeting by electronic communication, provided that the electronic communication allows all meeting participants to participate reasonably effectively in the meeting and to communicate concurrently with each other without an intermediary. Proper archived and backed up minutes shall be kept of the proceedings. In addition, an electronic copy of such minutes and other important Association documents shall be kept in a digitally secure environment.
- 17.2 At least 14 days' notice of the intention to hold such an AGM, dated from the date of e-mailing of such notices, shall be given by the Administrator to each ordinary member and Honorary Life Member whose e-mail details are known to the Association. Such notice shall include the agenda for the meeting.
- 17.3 At all AGMs, 25 members shall form a quorum, provided that should no quorum be present within 30 minutes of the time of the commencement of the meeting, the meeting shall be adjourned on seven days' notice to a date not more than 14 days after the date of the AGM. Should a quorum not be present at the time of the commencement of such adjourned meeting, all those paid-up members present and entitled to vote and participate shall proceed to transact the business of the meeting, and any decisions made at such adjourned meeting shall be as valid as though a quorum had been present.
- 17.4 The President of the Association shall be the chairman of the AGM, and if he is not available, the Vice-President. In the event of both these officers not being available, then the Immediate Past President shall be the chairman.
- 17.5 The chairman of the meeting shall remain in the chair at each AGM until the conclusion of such meeting.
- 17.6 The AGM shall be held for the following purposes:
- (a) To receive the respective reports of the President and the members of the Executive Committee.
  - (b) To receive and adopt the audited annual financial statements of the Association for the past financial year.
  - (c) To appoint an Auditor.
  - (d) To elect the President of the Association for the ensuing year and any new proposed Executive Committee members, provided that nominations therefore are signed by the proposer and nominee, both of whom shall be paid-up members of good standing, and thereafter lodged with the Administrator no later than 24 hours prior to the commencement of the meeting.
  - (e) To approve of the awarding of Honorary Life Membership in terms of the motivation provided with the Agenda.
  - (f) To transact any special business on the agenda.

## **18 SPECIAL GENERAL MEETINGS**

- 18.1 The Executive Committee may call an SGM at any time, if it deems it necessary or expedient.
- 18.2 The Honorary Secretary shall within seven days call an SGM upon receiving a written requisition signed by not less than 15 members, at least one of whom is to be a member of the Executive Committee, specifying the business they seek to have brought before such meeting. The notice of the meeting shall include the motivation and details of the motion/s to be discussed.
- 18.3 An SGM shall be convened and conducted in the manner provided in clause 17.
- 18.4 At all SGMs 25 members shall form a quorum, failing which clause 17.3 shall be applied.

## **19 VOTING**

- 19.1 Except Special Members, every member shall be entitled to a vote at any AGM or SGM.
- 19.2 A majority of the votes of members present shall decide any question, except that of the reinstatement or expulsion of any member and that of an amendment to the constitution of the Association, in which case clauses 8 and 24 shall respectively apply.
- 19.3 At all such meetings, the chairman shall have a casting as well as a deliberative vote.
- 19.4 At AGMs and SGMs, and at meetings of the Executive Committee, no proxy votes shall be admitted.

## **20 BOOKS OF ACCOUNT**

The Honorary Treasurer shall ensure that proper books of accounts are maintained monthly and that annual financial statements are prepared as at 31 December of each year. These shall be submitted for approval by the Executive Committee. Once approved, they shall be submitted to the appointed auditors for an independent audit opinion. They will then be submitted to the members at the AGM for adoption.

## **21 AUDITOR**

At each AGM an auditor, not being a member of the Executive Committee, shall be appointed for the ensuing year to examine and report upon the annual financial statements of the Association. The retiring auditor shall be eligible for re-appointment.

## **22 INDEMNIFICATION**

- 22.1 The members of the Executive Committee (including co-opted members), their heirs, executors and administrators, shall be indemnified and held harmless out of the funds and property of the Association and from and against all actions, costs, charges losses, damages and expenses which they, or any of their heirs, executors or administrators shall, or may incur or sustain by or by reason of, any act done, concurred in or admitted in or about the execution of their duties or supposed duties in their respective offices, except such, if any, as they shall incur or sustain by or through their own wilful neglect, default or misconduct respectively and none of them shall be answerable for the acts or defaults or debts of the others of them or for any bankers or other persons with whom any monies or effects belonging to the club may be lodged or deposited for safe custody or for the insufficiency or deficiency of any security upon which any money of or belonging to the Association shall be placed out or invested or for any loss, or losses, misfortune or damage, which may happen in the execution of their respective offices or in relation thereto, except the same shall happen by or through their own wilful neglect or default respectively.
- 22.2 Except for the personal debt or wrongful act of the member concerned, the liability of any member of the Association for any matter arising out of his or her membership, shall be limited to the amount of his or her unpaid current annual subscription to the Association.

## **23 WINDING UP**

- 23.1 The Association may be dissolved and wound up by a resolution of not less than 75% of members present in person at an SGM convened on not less than 30 days' notice via e-mail, stating the purpose of such meeting and setting out the terms of the resolution to be proposed. The quorum for such meeting shall be 40 members and the provision in clauses 17.3 and 18.4 for adjourned meetings shall not apply.
- 23.2 If upon the winding up or dissolution of the Association there remains any property whatsoever, after satisfaction of all its debts and liabilities and after giving effect to any conditions or stipulations attaching to specific assets which may have been donated to the Association conditionally, the same shall not be paid to or distributed amongst the members of the Association, but shall vest in and be transferred to a company, society, trust or association at the discretion of the members present at such SGM, which company, society, trust or association should itself be exempt from income tax in terms of section 10(1)(cN) of the Income Tax Act or any subsequent amendments thereto.



## 24 AMENDMENT OF CONSTITUTION

This constitution shall not in any way be rescinded, amended, altered or added to except by special resolution, which shall be passed at an AGM or at an SGM convened for that purpose. A special resolution shall be a resolution of which 14 days' notice is given by e-mail dated from the date of sending the e-mail and which shall be passed with or without amendment by no less than two thirds of the members present at such General Meeting. Any amendments to this constitution shall be submitted for its approval to the South African Revenue Services within 30 days after the special resolution has been passed.

Adopted and ratified at an AGM of the Association held at Maritzburg College on this the 25<sup>th</sup> day of April 2023.

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**A CLAYTON**  
*President*

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**J HOATSON**  
*Vice-President*

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**W SMITH**  
*Honorary Secretary*