

CONSTITUTION OF THE ST DAVID'S MARIST OLD BOYS' ASSOCIATION

(as amended at the Annual General Meeting of the Association on 25th February 2015)

1. NAME OF THE ASSOCIATION

The name of the Association shall be the "St David's Marist Old Boys Association".

2. DEFINITIONS

Unless expressly otherwise stated, the terms listed in this Constitution shall bear the following meanings:

"Administrator"	means a person who is in the employment of the Association and whose role, responsibilities and terms of employment will be more fully described in his/her contract of employment with the Association;
"Associate Member"	means any person who has a current relationship with St David's Marist Inanda who has paid the Subscription Price (unless exempted from payment thereof) and is accepted by the Association as a member.
"Association"	means the Marist Brothers Old Boys' Association, a voluntary association of individuals governed in terms of the Constitution;
"Bursary Fund"	means the Marist Brothers Old Boys' Bursary Fund, a fund established to raise and allocate funds to financially constrained Old Boys whose son(s) is/are pupils at St David's, and which reports to the Association but is governed in terms of its own constitution;
"College"	means St David's Marist Inanda, situated at 36 Rivonia Road, Inanda, Gauteng, Republic of South Africa;
"Constitution"	means the Constitution of the Association, as contained in this document, together with any annexures, additions or amendments as may be made to this document from time to time;
"Days"	means business days (Monday to Friday), excluding public holidays in the Republic of South Africa;
"Marist Brothers College(s)"	means any Marist Brothers College throughout the world;

“Member”	means any Old Boy or other eligible individual who has paid the Subscription Price, (unless exempted from payment thereof), and is accepted by the Association as a member;
“Old Boy(s)”	means any and all ex-pupils of any Marist Brothers College, who were pupils at any such Marist Brothers College for a minimum of 3 (three) consecutive years, or who finished their primary education, to the level of matric / grade 12 (twelve), at such a college;
“Subscription Price”	means the annual subscription price as determined from time to time by the Committee and payable by an Old Boy or other eligible individual (unless otherwise exempted from the payment thereof), in order to become or remain a Member;
“Term”	means the period for which a Committee member, (excluding a co-opted Committee member, as defined in this Constitution), holds office, which shall be from the date on which he is voted onto the Committee at an Annual General Meeting, until the date of the following Annual General Meeting.

3. OBJECTIVES OF THE ASSOCIATION

The Association shall have the following objectives:

- 3.1. To promote the fraternity of the Old Boys of Marists Brothers Colleges, with specific focus on the College, by holding Annual General Meetings and further, regular reunions of Old Boys, and by organising functions of a social and/or cultural nature for Old Boys;
- 3.2. To grant financial aid, whether by way of loan or donation to needy Members whose son or sons are pupils at the College as at the time of such grant, or to any other recipient that may, at the discretion of the Old Boys, the Bursary Fund or any committee organised to represent the interests of the Old Boys, be a worthy and desirable recipient of such financial aid;
- 3.3. To foster the interests of the College by granting support and assistance (whether financial or otherwise) to it;
- 3.4. To invest any funds or property of which it is in possession and to utilise such Funds or property for any purpose which may further the interests of the Association;
- 3.5. To raise finance for any purpose which may further the interests of the Association, and to bind the property of the Association as such security for the purpose of acquiring such finance;
- 3.6. To establish and administer the Bursary Fund for the benefit of the pupils of the College and of the Marist Brothers Colleges; and
- 3.7. To propagate the Maristonian Movement in the Republic of South Africa by *inter-alia* affiliation and granting support to the Federation of Marist Old Boys Associations.

4. ASSOCIATION TO BE NON-PROFIT MAKING

- 4.1. The income and property of the Association howsoever derived shall be applied solely towards the promotion of its main objectives as contained in clause 3 above, and no portion thereof shall be paid or transferred, directly or indirectly, by way of any dividend, bonus, or otherwise howsoever, to the Members.
- 4.2. Any income or property accruing to the Association shall be utilised in the following order:
 - 4.2.1. first, to pay the costs of the Association; and
 - 4.2.2. second, to promote the objectives of the Association in whatever fashion the Committee and/or Members may deem appropriate.

5. HEADQUARTERS AND VENUE FOR MEETINGS

- 5.1. The headquarters of the Association shall be at the College.
- 5.2. All Annual General and Special General Meetings of the Members will be held at the College, or such other place as the Committee may from time to time, in its discretion, deem fit.
- 5.3. Meetings of the Committee, the Trustees for the time being of the Bursary Fund, or any other sub-committee of the Association as may be formed from time to time, may be held either at the College or at such other place as the members of such meeting may agree.

6. MEMBERSHIP

- 6.1. Any Old Boy shall be entitled to be a Member of the Association on written application to the Committee and on payment of the Subscription Price.
- 6.2. The Brother Provincial and all the Brothers of the order of Marist Brothers in the world shall be members of the Association *ex officio* and without payment of the Subscription Price.
- 6.3. Any members of the St David's Marist Senior Management team (Executive Head, College or Prep. Headmaster) will hold an *ex-officio* position on the committee and all members of the senior management team will be entitled to membership of the Association.
- 6.4. Any lay-teacher (a teacher who is neither a brother or an old boy of a Marist school) at a Marist Brothers College, who has been employed at such Marist Brothers College for at least 1 (one) year and remains so employed at the time of application, shall be entitled to be a Member on written application to the Committee and on payment of the Subscription Price.
- 6.5. Any parent of a current learner at St David's and who is not themselves an Old Boy, shall be entitled to be an Associate Member on written application to the Committee and on payment of the Associate Member Subscription Price as determined from time to time.
- 6.6. Any member of the Marist Old Boys Water Polo Club or any other Marist Old Boys sports club or association affiliated to the St David's Marist Old Boys Association and who is not themselves an Old Boy, shall be entitled to be an Associate Member on written application to the

Committee and on payment of the Associate Member Subscription Price as determined from time to time.

- 6.7. Any Member or Associate Member who fails to pay the Subscription Price on due date thereof may at the discretion of the Committee either be suspended from membership until payment has been made or alternatively be expelled from the Association. An Associate Member shall be entitled to the full benefits of membership, but will not be entitled to be elected as Chairman, Vice Chairman or Treasurer of the Association and will not be entitled to vote on changes to the Constitution of the Association

7. APPLICATION AND PAYMENT OF SUBSCRIPTION PRICE

- 7.1. Upon application to the Committee to be admitted as a Member, the Old Boy so applying shall pay the Subscription Price to the Treasurer of the Committee.
- 7.2. Upon acceptance of an Old Boy's application to be admitted as a Member and payment of the Subscription Price shall entitle the Old Boy to be a Member of the Association for 1 (one) year.
- 7.3. In order to preserve ones' membership of the Association, a Member will be required to pay to the Treasurer of the Committee an annual membership fee of an amount equal to the Subscription Price.
- 7.4. Payment of the Subscription Price shall be made in a manner agreed to between the Old Boy applying to be admitted as a Member, and the Treasurer of the Association.
- 7.5. The Subscription Price shall be reviewed by the Committee on an annual basis and during such review the Committee shall, at its own discretion and with cognisance of the best interests of the Association determine the Subscription Price which will become effective upon the giving of notice to the Association.
- 7.6. The Subscription Price shall be payable in one lump sum within 14 (fourteen) days of the date of admission as a Member and thereafter on or before each anniversary of a Member's membership.
- 7.7. The Association shall not under any circumstances whatsoever be obliged to refund to any Member any portion of the Subscription Price paid by him to the Association.

7.8.

8. THE COMMITTEE

Qualifications

- 8.1. Any Member shall be eligible for election to the Committee but subject to the following provisions:
- 8.1.1. 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; and
- 8.1.2. only a member who has attended the College as a pupil shall be eligible to be Chairman of the Committee.

Structure

- 8.2. Subject to the provisions set out below relating to the co-opting of further members to the Committee, the Committee shall consist of 9 (nine) members and shall consist of, as a minimum, the following:
 - 8.2.1. A Chairman;
 - 8.2.2. A Vice-Chairman;
 - 8.2.3. A Secretary;
 - 8.2.4. A Treasurer;
 - 8.2.5. Six other members to administer the social and/or cultural functions of the Association, who may receive specific mandates from time to time; and
 - 8.2.6. The Executive Head or Headmaster of the College for the time being or his Nominee.
- 8.3. All Committee members shall be voted onto the Committee at the Annual General Meeting and in accordance with the provisions of clause 10 below.
- 8.4. On the expiration of each Term, all of the Committee members shall be obliged to resign from the Committee.
- 8.5. A Committee member shall be eligible for re-election to the Committee.
- 8.6. The Committee shall be entitled to co-opt any further members to the Committee from time to time, and as it may in its sole discretion deem Appropriate.
- 8.7. Any members so co-opted shall be entitled to vote at a Committee meeting.
- 8.8. The term of a co-opted Committee member shall expire on the date that the Committee decides that his services are no longer required, or failing such decision, on the date of the Annual General Meeting next following his cooption.

Responsibilities of the Treasurer

- 8.9. to prepare monthly financial reports [when necessary] and annual financial statements for the Association;
- 8.10. to present the annual financial statements to the Members at the Annual General Meeting;
- 8.11. to receive and account for all receipts and income received by the Association; and
- 8.12. to ensure the timeous payment of all expenses and liabilities of the Association.

Responsibilities of the Secretary

- 8.13. to record the Minutes of all meetings of the Association; and
- 8.14. 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;

Responsibilities of Social Members

- 8.15. to ensure the planning and carrying out of all sports functions and all social functions in which the Association is participating or organising; and

- 8.16. to liaise with the College in respect of participation in or assistance required from the Association at any function organised by the College.

9. ADMINISTRATOR

- 9.1. The Committee shall have the authority to bind the Association into an employment contract with an Administrator. This authority will, at all times, be exercised in the best interests of the Association.
- 9.2. The terms of employment of the Administrator will be more fully described in his/her contract of employment with the Association

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 but not more than 15 (fifteen) months shall elapse between the date of one Annual General Meeting and that of the next.
- 10.1 The inaugural meeting of the Association was held on Friday 23 October 1964.
- 10.2 The last Annual General Meeting held prior to the execution of this Constitution was held on 1 September 2005 and was in 2013 aligned to the St David's bursary office date for all such final financial reports at the 31 December of each year to be completed and distributed by the end of the following year of February.
- 10.3 The Committee shall, on not less than 14 (fourteen) days prior, written notice, inform the Members of the date and time of an upcoming Annual General Meeting.
- 10.4 Not less than 10 (ten) days prior to an Annual General Meeting, the Committee shall send to the Members, in a suitable, written form, copies of the agenda, financial statements and proposed Ordinary Resolutions to be tabled at the Annual General Meeting.
- 10.5 The Chairman of the Committee (or his designated appointee, who shall also be a member of the Committee) shall be the chairman of the Annual General Meeting.
- 10.6 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 and to otherwise regulate the business of the Association as they deem fit.
- 10.7 Ordinary Resolutions tabled and questions arising at an Annual General Meeting shall be decided by a simple majority of votes of the Members present at the commencement of and throughout the Annual General Meeting, by show of hands.
- 10.8 While every Member shall be entitled to a single vote, in the event of an equality of votes, the Chairman of the Committee (or his designated appointee, who shall also be a member of the Committee) shall have a casting vote.
- 10.9 The election of members of the Committee (with the exception of the Executive Head of the College for the time being or his 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.

- 10.10 In order to be elected to the Committee a Member must be proposed by 2 (two) Members present at the Annual General Meeting and must indicate his acceptance of such proposal to the Committee.
- 10.11 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 the provisions of clause 9.11 above are fulfilled.
- 10.12 Special Resolutions tabled and questions arising at an Annual General Meeting shall be decided by a 66% (sixty six percent) majority of votes of the Members present at the commencement of and throughout the Annual General Meeting, by show of hands. While every Member shall be entitled to a single vote, in the event of an equality of votes, the Chairman of the Committee (or his designated appointee, who shall also be a member of the Committee) shall have a casting vote.
- 10.13 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 11.3 hereof, as if a Special General Meeting had been called for.

11 SPECIAL GENERAL MEETINGS

- 11.1 On either the request of the Chairman of the Committee, or the written application to the Committee of not less than 5 (five) Members, which application shall provide the Committee with 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.
- 11.1 Such Special General Meeting will be held within 21 (twenty one) days of the receipt of the application.
- 11.2 The Committee shall, on not less than 7 (seven) days prior, written notice, the delivery of which notice it shall not be necessary to prove, inform the Members of the date and time of an upcoming Special General Meeting, which notice shall include a copy of the application received pursuant to clause 10.1.
- 11.3 The Chairman of the Committee shall be the chairman of the Special General Meeting.
- 11.4 The Special General Meeting shall be held to enable the Members to consider any Special Resolutions tabled by those Members who have so called the Special General Meeting, and for no other purpose. For the sake of clarity, and without limitation, the following matters shall only be voted on and passed by way of Special Resolution:
 - 11.4.1 any matter tabled for resolution at a Special General Meeting;
 - 11.4.2 an amendment to this Constitution;
 - 11.4.3 an amendment to the Subscription Price payable by Members;
 - 11.4.4 the raising of finance by the Association under clause 3.5 of this Constitution;
 - 11.4.5 the expulsion of a Member of the Association for any reason other than the non-payment of the Subscription Price;
 - 11.4.6 any changes to the badge or blazer of the Association; or
 - 11.4.7 the expenditure of funds for any purpose not referred to in paragraphs 1, 2 and 6 of the Objects of the Association.

- 11.5 Special Resolutions tabled and questions arising at a Special General Meeting shall be decided by a 66% (sixty six percent) majority of votes
- 11.6 of the Members present at the commencement of and throughout the Special General Meeting, by show of hands. While every Member shall be entitled to a single vote, in the event of an equality of votes, the Chairman of the Committee (or his designated appointee, who shall also be a member of the Committee) shall have a casting vote.

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.
- 12.1 No Member who is not a member of the Committee shall be entitled to receive notice of any Committee Meeting.
- 12.2 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.
- 12.3 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 Meeting shall be entitled to a single vote, in the event of an equality of votes, the Chairman of the Committee (or his designated appointee) shall have a casting vote.

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) three 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 of the Association shall be administered by the Committee which shall keep proper books of account, (and for the sake of clarity, this obligation does not release the Treasurer of his responsibility to produce annual financial statements).
- 15.2 The Committee shall be empowered to utilise the funds of the Association for any of its objectives referred to in clause 3.
- 15.3 Any Member shall be entitled to inspect the books of account of the Association during normal business hours upon 48 (forty-eight) hours written notice addressed to the Committee or at any meeting of the Association.

16. RECALCITRANT MEMBERS

- 16.1 This clause 16 will apply despite any provision to the contrary contained in the Constitution.

- 16.2 If, after a formal enquiry ("**Enquiry**"), the Committee finds that a Member ("**Recalcitrant Member**") has conducted themselves in a manner that:

- 16.2.1 is inconsistent with the Marist ethos;
- 16.2.2 contravenes a provision of the Constitution; or
- 16.2.3 brings the good name of the College or the Association into disrepute,
(collectively, "**Charges**")

the Committee may, by majority vote and in addition to any other rights available to it in law:

- 16.2.4 reprimand the Recalcitrant Member;
- 16.2.5 ban the Recalcitrant Member from Association events;
- 16.2.6 temporarily suspend the Recalcitrant Member from the Association; or
- 16.2.7 expel the Recalcitrant Member from the Association,
(collectively, "**Sanctions**").
- 16.3 The substantive and procedural requirements applicable to the Enquiry will be determined by the Chairman of the Committee.
- 16.4 Despite clause 16.3, the Recalcitrant Member must be notified in writing of any Charges and/or Sanctions proposed by the Committee ("**Notice**") and

given at least 10 days after the date of the Notice to provide written submissions to the Committee ("**Submissions**"). The Submissions must be presented to the Commission at the Enquiry.

- 16.5 Any decision made by the Committee under this clause 16 will be final and binding on the Recalcitrant Member.

17. BADGE AND BLAZER OF THE ASSOCIATION

The badge and blazer of the Association shall be approved by Special Resolution and by the Federation of Marist Old Boys Associations.

18. FUNCTIONS OF THE ASSOCIATION

- 18.1 The Committee shall from time to time organise functions of a social and/or cultural nature and shall determine the fees which shall be payable by the Members and their guests who attend such functions.
- 18.2 The Committee shall give not less than 14 (fourteen) days' notice in writing of any function to all Members of the Association.

19. DISSOLUTION

- 19.1 The Association may only be dissolved by Special Resolution and in which event any assets vested in the Association after payment of all liabilities shall be donated to the College.
- 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. ASSOCIATION TO BE SEPARATE CORPORATE BODY

- 20.1 The Association shall be a separate corporate body which shall exist apart from its Members. The Association shall be empowered to acquire rights and incur obligations, to sue or be sued in its own name.
- 20.2 No Member of the Association shall be liable to third parties for the debts of the Association, except arising out of the negligence or dishonest activities of the Member.

21. DUAL MEMBERSHIP

Nothing in this Constitution shall preclude a Member of the Association from membership of any other Old Maristonian Association or Club.

22. 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 R10,00 (ten rand).

23. GENERAL

- 23.1 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.
- 23.2 No addition to, 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.