

**CONSTITUTION OF THE  
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 58 OF 1962 (AS AMENDED) AND OTHER RELATED LEGISLATION

**1. MISSION**

The Mission of the Union is to bring together the Members of the Union, to keep them in touch with Bishops and the present students, to promote the interests and welfare of Bishops and to assist its Members as provided for in this Constitution.

**2. OBJECTS**

In order to fulfil its Mission, the Union shall advance its Objects, which include, but shall not be limited to -

- 2.1 developing, maintaining and supporting a worldwide network of Members, administered from the Mitre, with satellite branches being established wherever the need arises from time to time;
- 2.2 raising, managing and administering funds, and particularly the Bursary Fund to provide bursaries (where approved) to descendants of ODs so that they may attend Bishops, in circumstances where they would otherwise not be able to afford to do so;
- 2.3 conducting its affairs without the objective of personal gain for its Members;
- 2.4 ensuring that administration costs are kept to a minimum and that maximum use is made of volunteer services;
- 2.5 supporting the humanitarian, environmental, educational and youth-related initiatives of its Members;

- 2.6 providing mechanisms to ensure resources reach recipient Members as intended;
- 2.7 acting as the custodian and proprietor of the Union's colours, badge and other insignia as well as representing the collective interests of the Union; and
- 2.8 being transparent and accountable in all that it does.

### 3. **SEPARATE IDENTITY AND POWERS**

- 3.1 The Union shall constitute a separate body corporate and shall exist in its own right, having an identity and existence independent and separate from those of its Members.
- 3.2 The Union shall continue to exist even though its Membership and/or its Officers may change from time to time.
- 3.3 The Union and the Committee shall, subject to this Constitution read with sections 10(1), 18A and 30 and Part 1 the Ninth Schedule of the Income Tax Act 58 of 1962, have all such powers and authorities as may be required in order to undertake and promote the Objects and Mission.

### 4. **CAPITAL AND INCOME**

- 4.1 The Union shall be conducted on a not-for-profit basis, such that its capital and income, howsoever derived, shall be applied solely towards the promotion of the Objects and Mission.
- 4.2 Accordingly, no portion of the capital and income shall be paid or transferred, directly or indirectly (whether by way of salary, dividend, bonus or otherwise howsoever) to any Member unless such payment is made in good faith to a Member, or any other person, as:
  - 4.2.1 reasonable remuneration for services actually rendered to or on behalf of the Union; or
  - 4.2.2 reimbursement of actual costs, expenses and commitments incurred on behalf of the Union.

## 5. MEMBERSHIP

### 5.1 Membership

5.1.1 Membership shall automatically be open to all past students of Bishops Pre-preparatory, Preparatory and College, who attended for more than one year.

5.1.2 A class of Associate Membership may be open to:

5.1.2.1 past students of Bishops Pre-preparatory, Preparatory and College, who attended for less than one year;

5.1.2.2 past and present Members of the staff of Bishops with more than five continuous years' service to Bishops in that capacity; and

5.1.2.3 any parent of a student of Bishops Pre-preparatory, Preparatory and College,

provided that such person, in the sole discretion of the Committee, subscribes to the Objects and Mission of the Union, and fulfils additional criteria determined and published by the Committee from time to time.

5.1.3 The terms and conditions applicable to the classes of Membership contemplated in article 5.1.2 may vary *inter se* and shall differ from the terms and conditions applicable to the Members contemplated in article 5.1.1.

### 5.2 Life Membership

5.2.1 Prospective Members contemplated in article 5.1.1 may apply for Life Membership to the Union on the form prescribed by the Committee from time to time, 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.

5.2.2 A Members' Roll shall be maintained by the Secretary and verified by the Committee prior to each General Meeting.

5.2.3 The Committee may from time to time levy Members to cover increases in the cost of production and distribution to Members of the Union publications, its administration or operating costs, as may be deemed necessary.

### 5.3 **Honorary Life Membership**

The Committee may, in special circumstances, confer Honorary Life Membership to any person who does not qualify for Membership in terms of article 5.1, but who has served Bishops or the Union in an exceptional manner and who is in the sole and absolute discretion of the Committee, deserving of such recognition.

### 5.4 **Termination of Membership**

5.4.1 The Committee may terminate the Membership of any Member who no longer qualifies as such, and the Committee shall give adequate reasons for such termination.

5.4.2 The Committee may, on good cause shown by any other Member and at any time, terminate the Membership of a Member, provided that:

5.4.2.1 fourteen (14) days prior written notice of the intention to terminate the Membership shall be given to such Member; and

5.4.2.2 the Member concerned shall be invited to make any such written representations to the Committee as he may deem appropriate, a copy of which, if any, shall be tabled at the relevant Committee meeting called for that purpose.

5.4.3 Any person whose Membership has been so terminated may, within four (4) weeks of being advised of his name being removed from the Members' Roll, note an appeal to a committee constituted for that purpose, composed of the Patron, the President and the Vice-Presidents, namely the Appeal Committee, and such an Appeal shall be timeously considered by the Appeal Committee.

## 6. **MANAGEMENT**

The powers and functions of the Union shall vest in and be exercised by the Committee which shall exercise all such powers as may be necessary to manage the affairs of the Union in order to achieve its Objects, Mission and to execute its business.

### 6.1 **Composition of the Committee**

- 6.1.1 The Members of the Committee must be Members contemplated in article 5.1.1.
- 6.1.2 The Committee shall consist of no less than nine Officers, each of whom shall be elected at an Annual General Meeting.
- 6.1.3 The Committee may co-opt no more than five Observers who shall have no voting rights at Committee meetings.
- 6.1.4 If, at any time, a vacancy on the Committee should occur due to the resignation, removal, death or incapacity of an Officer, the Committee shall appoint one of the Observers as an Officer, which appointment shall be valid and final, and need not be ratified by the Members in General Meeting.
- 6.1.5 An Officer of the Committee, whether elected (in terms of article 6.1.2) or appointed (in terms of article 6.1.4), shall hold office for terms not exceeding five (5) years, provided that such an Officer may not serve as such for more than ten (10) years in any fifteen (15) year period.
- 6.1.6 The Committee shall, if applicable, at its first meeting following an Annual General Meeting elect from its number a Chairman who shall hold such office until the next Annual General Meeting.
- 6.1.7 Nominations for the election of Committee Members must be in writing and reach the Secretary at least 10 (ten) days before the date fixed for the Annual General Meeting under article 8.3.

## 6.2 **Committee Meetings**

- 6.2.1 A quorum at meetings of the Committee shall be five (5) Officers of the Committee. Such meetings may be convened by the Chairman at any time and must be so convened upon the written request of any Officer of the Committee. If a meeting is inquorate, the meeting shall be adjourned to a day and time as decided upon by the Officers present to be notified to all Officers of the Committee, and the Officers then present at the adjourned meeting shall constitute a quorum irrespective of their number.
- 6.2.2 In the absence of the Chairman at a meeting, the Vice Chairman shall chair the meeting, failing which the Officers then present shall, at the commencement of the meeting, appoint one of them to chair that meeting.
- 6.2.3 The Chairman shall not have a casting vote on any matter before the Committee.
- 6.2.4 The Committee shall meet not less than 4 (four) times each year.
- 6.2.5 Proper minutes of all meetings of the Committee and its sub-committee(s) shall be taken and ratified, adopted and maintained in the customary manner and shall be made available by the Secretary on request to any person who was entitled to be in attendance and vote at such meeting.

## 6.3 **Powers of the Committee**

In addition to the powers referred to in article 3, the Committee shall have the following specific powers –

- 6.3.1 appoint staff and any other paid official to the Union as it may consider necessary in order to carry out and manage the affairs of the Union;
- 6.3.2 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 meetings until such time as its mandate is discharged or withdrawn;

- 6.3.3 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;
- 6.3.4 determine from year to year, the subscription costs and fees applicable to Membership; and
- 6.3.5 establish and administer benevolent funds, including the Bursary Fund to provide financial assistance so that the descendants of ODs may attend Bishops although they would otherwise not be able to afford to do so.

## 7. **THE OFFICERS**

The Officers of the Union must be Members contemplated in article 5.1.1, and shall be:

7.1 The Patron, who:

- 7.1.1 shall be the chief custodian of the reputation and dignity of the Union;
- 7.1.2 shall be entitled to propose the toast at any official gathering of the Union;
- 7.1.3 is nominated by the Committee, and appointed by the Members at the Annual General Meeting;
- 7.1.4 holds office for a period determined by the Committee in its discretion, whereafter he assumes office as a Vice President; and
- 7.1.5 is not an Officer of the Committee;

7.2 The President, who:

7.2.1 has as his role and function to guide the Chairman and offer him wise counsel and to advise the Committee;

7.2.2 is nominated by the Committee from amongst the Vice Presidents, and must be approved by the Patron;

7.2.3 is appointed by the Members at an Annual General Meeting,

7.2.4 holds office for a period determined by the Committee in its discretion, whereafter he assumes office as a Vice President; and

7.2.5 is an Officer of the Committee;

7.3 The Vice Presidents, who:

7.3.1 are Members whose personal and public achievements are such that they are leaders and pioneers in their respective fields of endeavour and who have made a significant contribution to Bishops and the Union;

7.3.2 shall be entitled, but not obliged, to attend meetings of the Committee, with or without notice, and to speak and be heard on any business within the competence of the Committee;

7.3.3 are nominated by Members and must be approved by the Committee;

7.3.4 are appointed by the Members at the Annual General Meeting, and hold office for life;

7.3.5 are not Officers of the Committee;

7.4 The Chairman, who:

7.4.1 is an Officer of the Committee;

7.4.2 whose role and function is as the chief strategic officer of the Union;

7.4.3 is appointed by the Committee; and

7.4.4 holds office as such for a period not exceeding three (3) years;

7.5 The Vice Chairman, who:

7.5.1 is an Officer of the Committee;

7.5.2 whose role and function is to support the Chairman, acting *inter alia* as an alternate to and/or delegate of the Chairman;

7.5.3 is elected by the Committee; and

7.5.4 holds office as such for a period not exceeding three (3) years;

7.6 The Honorary Treasurer, who:

7.6.1 is an Officer of the Committee;

7.6.2 whose role and function it is to exercise financial oversight of the Funds and the finances of the Union;

7.6.3 whose duty it is to report to the Committee and to the Members from time to time;

7.6.4 is appointed by the Committee; and

7.6.5 holds office as such for a period not exceeding three (3) years; and

7.7 The Member of the Committee, who are Officers of the Committee.

## 8. **GENERAL MEETINGS**

### 8.1 **Notice**

8.1.1 Written notice of General Meetings shall be transmitted to the Members and/or published in a manner that may be determined by the Committee from time to time.

8.1.2 Not less than fourteen (14) days prior written notice of all General Meetings shall be given to the Members.

- 8.1.3 The notice convening the General Meeting shall set out the date and time of the General Meeting.
- 8.1.4 Unless specified otherwise, General Meetings shall be held at the Mitre.
- 8.1.5 Any matter in relation to which notice has been given may be discussed at a General Meeting.
- 8.1.6 The Chairman may, in his sole and absolute discretion, permit a matter in relation to which no notice has been given to be discussed at the General Meeting, provided that:
  - 8.1.6.1 no resolution may be put to the Members arising from the discussion so permitted;
  - 8.1.6.2 the Chairman shall not be obliged to give reasons when exercising his discretion.

## 8.2 **Quorum, Business and Voting**

- 8.2.1 A quorum at a General Meeting (other than a Special General Meeting) shall be not less than 15 Members and must include the Chairman or the Vice Chairman, and at least four (4) other Officers of the Committee.
- 8.2.2 If there is no quorum at a duly called General Meeting, such General Meeting shall be adjourned to a day and time as notified by the Committee to the Members which may not be on a date that is more than 30 (thirty) days from the date of the General Meeting in question, and the Members present at such adjourned General Meeting shall then constitute a quorum.
- 8.2.3 All Members shall be entitled to speak and to have their submissions heard at a General Meeting, but only those present shall be entitled to vote.
- 8.2.4 Unless specified otherwise, all motions shall be passed by 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, in which event the Chairman shall have a second or casting vote.

8.2.5 At any General Meeting a resolution put to the vote shall be decided on a show of hands.

8.2.6 The Chairman, failing whom the Vice Chairman, shall preside over any General Meeting, provided that the Chairman may delegate the power to chair the General Meeting or any part thereof to the Vice Chairman, the Honorary Treasure and/or the Secretary.

### 8.3 **Annual General Meetings**

8.3.1 The Annual General Meeting shall deal with and dispose of the following matters:

8.3.1.1 the presentation of the annual financial statements;

8.3.1.2 the presentation of the Secretary's and/or Chairman's annual report(s);

8.3.1.3 the election of Officers of the Committee, if required; and

8.3.1.4 if proposed and seconded at the Meeting, the appointment of an auditor or an accounting officer, and the audit or independent review of the Union's financial statements in accordance with the applicable standards.

8.3.2 The Annual General Meeting may, upon the recommendation of the Committee, approve the appointment of:

8.3.2.1 the President, if that office is vacant;

8.3.2.2 the Patron, if that office is vacant; and

8.3.2.3 Vice Presidents, from time to time.

8.3.3 The Annual General Meetings shall be held at a date and time as may be determined by the Committee.

## 8.4 **Special General Meetings**

8.4.1 Upon 30 (thirty) days' written notice, a Special General Meeting:

8.4.1.1 may be called by the Committee at any time;

8.4.1.2 must be convened by the Secretary if requested in writing by not less than 10 (ten) Members in good standing ("**Requisition**" and "**Requisitionist**") no less than 30 (thirty) days after receipt of the Requisition.

8.4.2 A Special General Meeting:

8.4.2.1 called by Requisition, may only proceed to business if each of the Requisitionists are present in person, as well as 25 (twenty five) other Members;

8.4.2.2 called by the Committee, may only proceed to business if 25 (twenty five) Members, excluding Officers, are present in person; and

8.4.2.3 may consider no other business other than that for which the Special General Meeting was called.

8.4.3 In the case of a Meeting contemplated in article 8.4.1.2, the Requisition shall set out the following information:

8.4.3.1 the name, year and House of each Requisitionist;

8.4.3.2 the business of the Special General Meeting, the Requisitionists' reasons for calling the Meeting, as well as documentation elaborating upon the business; and

8.4.3.3 the text of the resolutions proposed to be adopted by the Special General Meeting.

8.4.4 In relation to a Special General Meeting:

8.4.4.1 if the Meeting should not be quorate within 15 (fifteen) minutes of the time specified therefor, the Meeting shall be abandoned and the Meeting shall not be adjourned to a later date; and

8.4.4.2 if the Meeting should not be quorate, or if the resolutions are not adopted, the business for which the Meeting was called shall lapse and may not form the subject matter of a subsequent Special General Meeting for a period of twelve months.

## 8.5 RECORDS OF MEMBERS RESOLUTIONS

8.5.1 The Secretary shall cause a record to be made of the proceedings at every General Meeting, including all resolutions passed in terms of article 8 to be inserted in a book provided for that purpose.

8.5.2 Any copy of any record or resolution referred to in article 8.5.1, which purports to be signed by the Chairman or the Secretary, shall be *prima facie* evidence of the matters stated therein.

## 9. AMENDMENTS TO CONSTITUTION & INTERPRETATION THEREOF

9.1 This Constitution may only be amended or rescinded by a two-thirds majority of votes of Members present at a duly constituted Special General Meeting or Annual General Meeting.

9.2 In the case of doubt or dispute as to the meaning or interpretation of any provision contained in this Constitution, the Appeal Committee shall be the final arbiter and its decision shall be binding upon the Members.

## 10. NOTICES

10.1 Any notices to Members shall be:

10.1.1 addressed for delivery ordinary post and/or e-mail directed to the last address (whether electronic or otherwise) notified to the Union and captured in the Union's database as administered by the Union from time to time; or

10.1.2 published on the Union's website, social media channels and electronic bulletin boards administered by the Union, from time to time, by providing access to the agenda, statements and/or reports to be presented at the Meeting.

10.2 The inadvertent omission to address Notice/s to any particular Member/s shall not invalidate the proceedings of any Meeting in relation to which that Notice is given.

10.3 Notices shall be deemed to have been received by the Member:

10.3.1 if posted by ordinary mail, five (5) days after the date of posting thereof; and

10.3.2 if published electronically, one (1) day after the date of publication.

## 11. **LIMITATION OF LIABILITY OF OFFICERS**

11.1 Subject to the provisions of any relevant statute and this Constitution, each Officer shall be indemnified by the Union in respect of all acts done by him in good faith, within his fiduciary capacity and 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 Officer may have incurred or become liable for by reason of any contract entered into, or act or deed done by him in his capacity as an Officer in the discharge of his duties on behalf of the Union.

11.2 Subject to the provisions of any relevant statute or relevant law, no Officer shall be liable for:

11.2.1 the acts, receipts, neglects or defaults of any other Member or Officer; or

11.2.2 having joined in any receipt or other act for conformity; or

11.2.3 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

11.2.4 for the insufficiency or deficiency of any security in or upon which any of the monies of the Union shall be invested; or

- 11.2.5 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
- 11.2.6 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 own dishonesty, fraud and/or bad faith.

## 12. **DISSOLUTION**

- 12.1 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.
- 12.2 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 any other association constituted for the purpose of giving effect to the Objects and the Mission, or such other organisation(s) preferably having similar objects and which is/are authorised in terms of Section 30 of the Income Tax Act 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 the South African Revenue Service.
- 12.3 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.

### 13. **DISPUTE RESOLUTION**

- 13.1 Should any dispute arise in respect of or pursuant to this Constitution, then the parties to the dispute shall endeavour to resolve the dispute by negotiation, which entails one of the parties inviting the other in writing to meet and to attempt to resolve the dispute within 10 (ten) business days from date of written invitation.
- 13.2 If the dispute has not been resolved by such negotiation within 10 (ten) business days of the commencement thereof by agreement between the Parties, then the parties shall submit the dispute to mediation to be administered by the Committee.
- 13.3 The decision of the Committee shall become final and binding within 10 (ten) business days of delivery thereof to the parties, unless one or other of the parties disputes the Committee's decision by written notice to the other party within the aforesaid 10 (ten) business days period, in which event the dispute shall be referred to the Appeal Committee for final determination.
- 13.4 Failing agreement as referred to in clause 13.1 or in the event of any of the parties furnishing its notice of dispute within 10 (ten) business days of the Committee's decision as envisaged in terms of clause 13.2, the dispute shall be submitted to the Appeal Committee for final determination.
- 13.5 Any mediation in terms of clause 13.4 and/or determination in terms of clause 13.4 shall be held at the Mitre.
- 13.6 The decision of the Appeal Committee shall be final and binding on the parties to the dispute.
- 13.7 The provisions of this clause constitute the exclusive dispute resolution mechanism available to Members.

Having been duly adopted at the Annual General Meeting held on \_\_\_\_\_ March 2018, this document is accordingly hereby signed for identification and record

purposes by the undersigned Officers of the Union at Cape Town on this the on \_\_\_\_\_<sup>th</sup> day of March 2018.

**PRESIDENT** \_\_\_\_\_

**CHAIRMAN** \_\_\_\_\_

**HONORARY TREASURER** \_\_\_\_\_