

CONSTITUTION

ST JOHN'S OLD GIRLS' ASSOCIATION

PREAMBLE:

The Old Girls of St John's D.S.G. ("the School") have established a voluntary association to promote friendly relations among old girls of the School, ("the Old Girls") and to provide any assistance deemed necessary in order to further the interests and prosperity of the School. This constitution replaces all previous constitutions. The name of the voluntary association shall be THE ST JOHN'S OLD GIRLS' ASSOCIATION ("the OGA").

1. INCORPORATION:

The OGA is part of the St John's High School Trust, the legal entity of the School.

2. OBJECTIVES:

The objectives of the OGA are as follows:

- 2.1. The promotion of friendly relations amongst the Old Girls;
- 2.2. The promotion of strong ties between current pupils and staff with Old Girls;
- 2.3. To raise and / or collect monies for bursaries for selected and qualifying daughters of Old Girls;
- 2.4. To arrange and organize from time to time such functions or meetings for its members as may be deemed fit and appropriate;
- 2.5. To maintain and grow the database of Old Girls' contact details and to regularly share news of the School and other Old Girls with the alumni and School community;
- 2.6. The promotion of such benevolent or charitable objects in the interests of the Old Girls as the OGA may think proper;
- 2.7. To maintain and promote the digital archives of the School;
- 2.8. To continue promoting the principles of Christianity within the School;
- 2.9. The furtherance of the interests and prosperity of the School and its past and present girls, subject to the wishes of the School's Board of Governors.

3. THE OGA COMMITTEE

- 3.1. The OGA Committee ("the Committee") shall be responsible for directing the affairs of the OGA in accordance with the constitution and shall administer the business of the OGA, with the power to delegate to such persons, committees and sub-committees as may be appropriate.
- 3.2. The Committee shall comprise the following, chosen from the Members:
 - 3.2.1. A Chairlady, a Vice-Chairlady, a Treasurer and a Secretary;
 - 3.2.2. No less than 8 and no more than 12 persons, including those mentioned in 3.2.1, duly nominated and elected by the Members; and
 - 3.2.3. Any person co-opted by a two thirds vote of the Committee to fill vacancies until after the next Annual General Meeting ("AGM").
- 3.3. The Committee shall also comprise the following School staff:
 - 3.3.1. The Principal;
 - 3.3.2. The Marketing Manager;
 - 3.3.3. The Old Girls' Liaison, who must be an Old Girl of the School.
- 3.4. Committee Members shall hold office until the conclusion of the next AGM, at which the existing Committee shall be confirmed or, if necessary, new Committee Members shall be elected.
- 3.5. At least 90 days before the AGM the Secretary shall call on the Members to nominate Committee Members. A valid nomination may be submitted electronically and should include a Curriculum Vitae and or letter of motivation and should reach the Secretary 60 days before the AGM. The nominee shall be elected provided that the Committee has approved her by a two thirds majority. If the nominee is not elected by the Committee and her proposer is dissatisfied her nomination shall be put to the Members and she shall be elected provided that two thirds of the Members have voted for her.
- 3.6. A Committee Member may be removed as such at any time by a two thirds vote of the Committee.
- 3.7. Retiring Committee Members shall be eligible for re-election.
- 3.8. No Committee Member may have a direct or indirect interest in any business contract entered into by the OGA with any company or person.
- 3.9. Decisions of any sub-committee must be submitted for approval to the Committee at the next Committee meeting.

3.10. With the agreement of two thirds of the Committee, the Chairlady will remain on the Committee for a period of no less than one year, once her term of office as Chairman expires.

3.11. In the event of a Committee Member missing three consecutive Committee meetings without tendering an apology or an explanation of her absence that member will have deemed to have resigned.

4. **MEETINGS OF MEMBERS:**

4.1. The Committee may convene special general meetings at its discretion and shall convene an AGM of the Members to be held at the School on Old Girls' Day, notice of which shall be published at least 30 days prior to Old Girls' Day, on the school website, social media pages and circulated electronically by email to all members of the OGA.

4.2. At every AGM the Committee shall:

4.2.1. Confirm the minutes of the last AGM;

4.2.2. Receive the report of the Chairlady of the past year;

4.2.3. Receive the report from the Principal;

4.2.4. Consider the annual accounts of the OGA;

4.2.5. Confirm all applications for membership;

4.2.6. Confirm nominations of Committee members;

4.2.7. Consider any other business relating to the pursuance of the OGA's objectives proposed by a Member, notice of which has been given to the Committee at least thirty days (30) before the meeting; and

4.2.8. Confirm the election of Committee Members for the ensuing year.

The agenda and the above documents other than the Chairlady's report shall be appended to the electronic notice of the meeting and/or posted on the website.

5. **VOTING, QUORUM AND PROCEDURE AT AGMS AND SPECIAL GENERAL MEETINGS**

5.1. Members shall have one vote and may vote either in person at the meeting or electronically provided such electronic vote is received by the Chairlady prior to the meeting.

5.2. Unless provided otherwise decisions shall be made by the agreement of the majority of the Members.

5.3. In case of an equality of votes, the Chairlady shall have the casting vote.

5.4. The Committee shall determine the procedure and manner of holding meetings.

5.5. A quorum shall be at least ten (10) Members.

5.6. The Committee shall keep proper records and minutes of meetings.

6. **MEMBERSHIP OF THE OGA:**

6.1. Conditions of life membership with voting rights at meetings of the OGA shall be two (2) full years of attendance at the School;

6.2. Conditions of honorary membership of the OGA, which do not have voting rights, shall be:

6.2.1. Current staff members at the School of at least ten (10) years standing whose names have been recommended to the Committee by the Principal of the School or by the Committee itself and accepted by the Committee; and

6.2.2. Any person elected at an Annual General Meeting.

6.3. Membership shall terminate:

6.3.1. Upon notice of resignation in writing delivered to the Committee; or

6.3.2. When the Committee has resolved to terminate membership for any reason including an opinion that the conduct of the Member contradicts the objectives or the ethos of the OGA or undermines the progress or activities of the OGA; or

6.3.3. When a special meeting of the Members has reasonably and properly resolved, by way of a majority vote, to revoke an existing membership.

7. **POWERS:**

7.1. The OGA shall establish a Finance Committee consisting of a minimum of three (3) members consisting of the following:

7.1.1. The Treasurer,

7.1.2. The Business Manager of the School,

7.1.3. A suitably qualified and experienced accountant, investment and/or financial advisor who does not need to be a member of the OGA.

7.2. In the event that a member of the Finance Committee fills two of the above

criteria, then the third member of the Finance Committee will be another member of the OGA.

7.3. The OGA shall have all the powers needed to fulfil its objectives and, without reducing the generality of its powers, shall be specially empowered to:

7.3.1. Conduct any trade or business for the purpose of realizing a profit which shall be applied in pursuance of the OGA's objectives as stated herein;

7.3.2. Retain any portion of the OGA Funds and the income therefrom, from time to time and invest or re-invest the same in any of the following securities:

7.3.2.1. Any Government, Local Government or Municipal Stocks or Securities in the Republic of South Africa;

7.3.2.2. The shares of or on deposit with any registered Commercial Bank or registered Merchant Bank or any other deposit- receiving institution in the Republic of South Africa;

7.3.2.3. The Ordinary Shares or Preference Shares or Debentures of any Company or Corporation approved of by the Committee in the Republic of South Africa, whether public or private, whether listed or unlisted;

7.3.2.4. Such other investments as may be proper for the investment of the OGA's Funds in the Republic of South Africa;

8. **LIMITATION OF POWERS:**

8.1. The OGA shall direct its activities wholly or mainly to the furtherance of its principal objectives. The income and property of the OGA shall be applied solely in accordance with the main object for which it was established.

8.2. The OGA shall establish a special fund in the Republic of South Africa for the purpose of receiving donations to be used exclusively for:

8.2.1. Bursaries to daughters of Old Girls who are scholars or prospective scholars at the School;

8.2.2. The defrayment of expenses directly incurred in the provision of such bursaries.

8.3. All donations to the OGA must be irrevocable and subject to the terms and

conditions of the constitution.

- 8.4. The OGA is to be administered in such a manner as to preclude any donor from deriving any monetary advantage from monies paid into or out of the special fund.
- 8.5. The OGA shall not be permitted to accept any donation which is revocable and/or conditional.
- 8.6. No donated funds will be distributed to any person other than in the course of the objectives of the OGA.
- 8.7. No donation will be accepted which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes for such donation.
- 8.8. No part of the capital or income of the fund may be paid or otherwise made available for the personal benefit of any Member or Committee Member.

9. **ACCOUNTS:**

- 9.1. The OGA Committee shall cause proper books of accounts to be kept of its affairs. An annual statement of the income and expenditure shall be prepared by the OGA within six months of the end of each financial year, being the last day of December of each year.

10. **SIGNATORIES:**

Not less than two persons duly authorized by the Committee shall be required to:

- 10.1. Sign accounts approved by the Committee;
- 10.2. Execute all documents as may be necessary for the conduct of the affairs of the OGA.

11. **AMENDMENT OF CONSTITUTION:**

- 11.1. The constitution may only be amended with the unanimous consent of the Committee and accepted by a two thirds majority of the Members voting, either present at, or by way of proxy, in respect of an AGM or at a special general meeting called for this purpose and also provided that notice of the proposed amendment is circulated to Members electronically at least 90 days before the AGM or special general meeting. The amendment shall become effective from the date of its passing and be published on the website of the OGA.

11.2. Amendments to the constitution may not alter the objectives of the OGA.

12. **DISSOLUTION:**

12.1. The OGA may be dissolved if at least two thirds of the Members present and voting at a general meeting of the members convened for the purpose of considering such matters are in favour of the dissolution.

12.2. Not less than twenty one (21) days' notice shall be given of such meeting and the notice convening the meeting shall clearly state that the question of dissolution of the OGA and disposal of its assets will be considered. If there is no quorum at such meeting, the meeting shall stand adjourned for not less than one (1) week and the members attending such adjourned meeting shall constitute a quorum.

12.3. If upon dissolution of the OGA, there remain any assets after the satisfaction of all its debts and liabilities, such assets shall be paid over to the School.

CONSTITUTION ADOPTED BY THE COMMITTEE ON THIS _____ DAY OF
_____ 20____.

CHAIRLADY

VICE-CHAIRLADY