

# CONSTITUTION OF THE SOUTHERN CROSS SCHOOLS ALUMNI ASSOCIATION

## INTRODUCTION

The Southern Cross Schools Past Students Association hereby adopts the following constitution as the sole constitution of the Association. No amendment or variation hereof shall be of any force or effect, unless adopted by the Association, in a general meeting, by special resolution.

## 1. NAME

The name of the Association shall be: Southern Cross Schools Alumni

## 2. DEFINITIONS AND INTERPRETATION

Any reference to the male gender shall also include the female where applicable. Words importing the singular include the plural and *vice versa*.

2.1.1. "Association" shall mean "The Southern Cross Schools Alumni Association".

2.1.2. "Southern Cross Schools" or "SCS" means Southern Cross Preparatory School and Southern Cross College.

2.1.3. "Committee" shall mean duly appointed management committee of the Association whose powers and duties are governed by the provisions of this Constitution.

2.1.4. "Constitution" shall mean the constitution of the Association as contained in this document, together with any annexure or additions or amendments as may be made to this document in accordance with its provisions from time to time.

2.1.5. "Board of Governors" or "Board" shall mean the duly appointed governing council of the Schools as convened from time to time.

2.1.6. "Eligible person" shall mean a person eligible for membership of the Association.

2.1.7. "Member" shall mean any person admitted as a member in terms of Clause 5.

2.1.8. "Alumnus" shall mean any past-student of SCS.

2.1.9. "Past Student" shall mean past student of Southern Cross Preparatory School and Southern Cross College.

2.1.10. "Past Parents" shall mean any parent or legal guardian of a Past Student.

2.1.11. "Staff" shall mean any current member of staff.

2.1.12. "Previous member of Staff" shall mean any staff member previously employed or involved at SCS

2.1.13. "Special Resolution" shall mean a resolution adopted by a general meeting by a 2/3 majority of the members present and voting, either in person or by proxy.

2.1.14 "Rules" shall mean standing orders and regulations made by the Committee from time to time.

2.1.15. "Friend of SCS Alumni" shall mean a person who is seen to be part of the SCS, but is not a Past Student, staff member, pupil or parent.

### **3. AIMS AND OBJECTIVES**

The aims and objectives of the Association shall be –

3.1 To establish, maintain and promote bonds, interaction and networking between members themselves, and between members and SCS.

3.2 To support the goals of SCS and the goals of the SCS Parents Association.

3.3 To raise funds for SCS.

3.4 To administer the funds raised in such a manner as may be determined from time to time.

3.5 To provide strategic input into SCS school affairs where required.

3.6 To create and administer sub-committees and/or trusts or to form associations with other entities in furtherance of the interests and objectives of the Association

3.7 To grow and strengthen its membership and to maintain an active involvement with and physical presence at SCS and to do all things incidental to the furtherance of the objectives set out herein.

### **4. POWERS OF THE ASSOCIATION**

4.1 The Association shall exist apart from and have a legal personality separate from those of its Members or any other entity.

4.2 The Association shall have the power to perform in its own name all such acts as are necessary to attain its aims and objectives as are set out in Clause 3 hereof, or which are ancillary thereto.

4.3 The Association shall not be carried on for the purpose of any gain or profit and any gain or profit derived from the efforts of the Association and all property and assets held by the Association shall only be used to promote the objectives of the Association as set out in Clause 3 of this Constitution.

4.4 Members and the Committee do not have rights over the income, property and assets of the Association, therefore, the income, property and assets of the Association may not be distributed among its Members, Committee or to any other person or entity by way of profit distribution, dividend, donation or in any way whatsoever, other than on dissolution and in accordance with the provisions of clause 19 of this Constitution.

4.5 The Association shall have the powers to:

4.5.1 Raise funds by subscription fee, levy, events or any other means and to utilize such funds in accordance with this Constitution and in achieving the aims and objects of the Association.

4.5.2 Acquire, use, mortgage, dispose of or alienate property, both movable and immovable in its own name.

4.5.3 Sue, be sued and be a party to any legal proceedings in its own name.

4.5.4 Enter into contracts and agreements.

4.5.5 Operate banking accounts and to invest such funds, as are the property of the Association.

4.5.6 Distribute the funds raised in 4.5.1 in a manner as may be determined from time to time.

4.5.7 Employ and remunerate staff.

4.5.8 Engage contractors, suppliers, service providers and/or professional advisors, provided that such engagement complies with the corporate governance guidelines for the engagement of third party contractors and providers as adopted by SCS from time to time.

4.6 No Member shall be liable for the debts of the Association unless arising out of the dishonest acts of the member.

## **5. MEMBERSHIP**

Any person who qualifies for membership according to this Constitution shall be admitted to membership on payment of the subscription fee prescribed in the Rules and shall continue as a member, unless his membership is terminated in terms of Clause 6 hereof.

The committee shall have the right, in its discretion, to refuse to admit, as a member, any eligible person who is not, in its opinion, a fit and proper person.

The following persons are eligible for membership of the Association.

5.1 PAST STUDENTS – Any Past Student who attended Southern Cross Schools.

5.2 PAST PARENTS – Any parent of a Past Student while such student is under the age of 18 years old by application and with the approval of the Committee.

5.3 PAST MEMBERS OF STAFF - Any past member of Staff by application and with the approval of the Committee.

5.4 HONORARY MEMBERS - Any person designated as an honorary member.

5.4.1 The Committee may by Special Resolution admit any person who has provided outstanding service to the Association. Honorary membership shall be for life and shall otherwise be subject to all rights, obligations, rules and regulations governing members. Honorary members will not be liable for any fees or levies.

5.5 FRIENDS OF SCS ALUMNI

5.5.1 Any person who applies in writing to be a Friend of the Alumni and is approved by the committee and pays an entry fee as determined by the Committee from time to time.

## **6. TERMINATION**

6.1 Membership shall cease upon the death or resignation of a member or if the membership is terminated in terms of Clause 12 hereof.

## **7. MEMBERSHIP FEES**

7.1 Members shall pay all such fees as are set out in the Rules and the said fees shall be determined from time to time by the annual general meeting. Fees are payable in advance.

## **8. MANAGEMENT**

8.1 The administration, management, regulation, control and direction of the affairs of the Association shall vest in the Chairperson of the Association and the Committee.

Each member of the Committee shall be required to undergo and complete an induction on matters pertaining to fiduciary responsibilities and the mission, vision, and strategy of SCS.

8.2 The committee of the Association shall be elected from the members of the Association at the annual general meeting and shall hold office until the next annual general meeting. In all respects the Chairperson shall function as an ordinary member of the committee. On the death or resignation of the Chairperson the Vice-Chairperson, or failing him, any other committee member appointed by the committee, shall act as Chairperson for the remainder of the term of office. Any vacancy caused by death or resignation of a member may remain unfilled until the next annual general meeting, save that if the number of members, including the Chairperson, falls below five (5) the remaining members shall call a general meeting within two (2) months to fill the vacancies for the remainder of that committee's term of office.

8.3 The committee shall consist of a chairman and no less than six (6) members and no more than ten (10) members.

8.3.1 The Headmaster of the College, or a duly appointed representative, will serve on the committee.

8.3.2 The Headmaster of the Preparatory school, or duly appointed representative, will serve on the committee.

8.4 The committee shall, from its members elect:

8.4.1 a Chairperson

8.4.2 a Vice-Chairperson

8.4.3 a Treasurer

8.4.4 a Secretary

8.4.5 a Marketing & Membership Liaison Officer

8.4.6 Such other members as the Committee may in its absolute discretion admit and empower from time to time to administer the affairs of the Association.

8.5 The committee shall be empowered to co-opt at any time any other member of the Association or such other person associated with SCS as the committee may deem fit. Such co-option shall be for such a period as the committee specifies at the time of co-option and shall not exceed the period of office of the committee, and during the period of co-option such person shall be deemed to be a full member of the committee.

8.6 The committee shall admit members, in accordance with the provisions of this Constitution.

8.7 The committee shall be responsible for keeping all the necessary records and accounting records.

8.8 The committee shall meet at least four (4) times per year. Meetings shall be presided over by the Chairperson or, in his absence, the Vice-Chairperson, or in the absence of both, by a member of the committee elected for that purpose by the committee. The quorum for any committee meeting shall be at least 50% (fifty percent) of current committee members.

8.9 All decisions of the committee shall be by simple majority vote of those present and the Chairperson of the meeting shall have both a deliberative and a casting vote.

8.10 The committee shall, where necessary, act on behalf of the Association and shall have the powers necessary to perform all such acts as the Association may perform, save where such power is expressly reserved to a general meeting. The committee shall further have such powers as are reasonably necessary for the performance of its duties.

8.11 The committee shall be responsible for the operation of all and any banking or building society accounts in the name of the Association.

8.12 The committee shall authorise expenditure.

8.13 The committee shall take any disciplinary action.

8.14 Any member aggrieved by any decision of the committee shall be entitled by written notice to the Chairman to bring the decision on review before the annual general meeting. Such written notice shall be delivered to the committee not more than one month after the decision has been taken and not less than twenty-one days before the annual general meeting. On receipt of such notice the Chairperson shall place the review on the agenda for the annual general meeting. The annual general meeting may by Special Resolution reverse or alter the decision of the committee and substitute its own decision. Failing such reversal, alteration or substitution the decision of the committee shall stand.

8.15 The Secretary shall keep minutes of all committee meetings and such minutes will be placed on record and will be available for inspection by any member on reasonable request therefore.

## **9. THE ANNUAL GENERAL MEETING (AGM)**

9.1 An AGM shall be held once each year at a place determined by the Committee.

9.2 Notice of the AGM shall formally be given by electronic means to Members at least 30 days in advance.

9.3 A quorum of two-thirds (2/3) or more by Members present or by proxy shall be needed to conduct the AGM.

9.4 A decision at the AGM shall be carried by a simple majority of voting by members present either in person or by proxy.

9.5 Persons attending who are not Members shall not have voting privileges.

9.6 The annual general meeting shall transact such business as is required by this constitution or as the committee shall in its discretion place before it. Any member desiring any business to be transacted by the annual general meeting or to place any resolution before it,

shall give notice in writing thereof to the Secretary no less than 21 days prior to the annual general meeting and on receipt of such written notice the Secretary shall place the said business or resolution on the agenda.

9.7 The Chairperson shall act as Chairperson of the meeting. In the absence of the Chairperson, the Vice-Chairperson, or in his absence, such other committee member as the committee may determine shall act as Chairperson of the meeting.

9.8 The Secretary shall keep minutes of the annual general meeting to be placed on record.

## **10 EXCEPTIONAL OR SPECIAL GENERAL MEETING**

10.1 The committee may at any time convene a special general meeting of members to transact any business, either at its own instance or on receipt in writing of a requisition to that effect, signed by not less than fifteen (15) members and specifying the business of such meeting.

10.2 The provisions regarding notice, quorum and procedure at a special general meeting shall be the same as at the annual general meeting, provided only that the notice thereof shall specify the business to be transacted thereat.

10.3 A special general meeting shall have all the powers and rights to transact business as the annual general meeting provided only that no business shall be transacted at a special general meeting, save that which is specified in the notice thereof.

## **11 FUNDS OF THE ASSOCIATION**

11.1 The funds and financial transactions of the association shall be administered by the Committee by means of a banking account, and shall keep and maintain proper books of account.

11.2 The financial year-end of the Association end on 31 December each year.

## **12 DISCIPLINE**

12.1 Should any member, in the opinion of the committee, commit any breach of the Constitution or Rules, standing orders or regulations, the committee may expel such member, provided that no such action shall be taken against any member, unless and until, he has been given seven (7) days notice, in writing, that the committee proposes to consider taking such action and he has been given an opportunity to place any material facts before the committee, either orally or in writing.

12.2 Any member expelled in terms of Clause 12.1 hereof shall have the right of review by the annual general meeting and shall give notice in writing to the Secretary of his request therefore within twenty-one (21) days of the decision to expel him. On receipt of such written request the secretary shall place the matter for review on the agenda for the next annual general meeting. The annual general meeting may reverse the decision of the committee. Pending the decision of the annual general meeting, the operation of the decision of the committee to expel the member shall be suspended.

### **13 RULES, STANDING ORDERS AND REGULATIONS**

13.1 The committee may from time to time make such rules, standing orders and regulations as it deems fit.

### **14 HONORARY PRESIDENT**

14.1 Honorary President

14.1.1 The annual general meeting may appoint an Honorary President of the SCS Alumni Association for the ensuing year. Should no Honorary President be appointed at the meeting, the Honorary President who held the position in the previous year shall retain the position.

14.1.2 The Honorary President does not pay membership fees.

### **15. DISSOLUTION**

15.1 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 SCS.

15.2 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.

### **16. AUTHORITATIVE COPIES OF THIS CONSTITUTION**

There shall be Four authoritative copies of this constitution and lodged as follows:

16.1 One copy lodged with the Headmaster of the College

16.2 One copy lodged with the Headmaster of the Prep school

16.3 One copy lodged with the Chairperson of this Association.

16.4 One copy shall be retained by the Secretary, together with the minutes of all General Meetings.

### **17. GENERAL**

17.1 This Constitution constitutes the sole record of this voluntary Association between the Members with regards to the subject matter hereof. As of the date of the approval of this constitution by its 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.

17.2 No addition to or 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.

### **18. RESOLUTION BY BOARD OF GOVERNORS**

18.1 It is recorded that the Board of Governors has resolved that

18.1.1 It is in the interest of SCS to have a strong and vibrant alumni community.

18.1.2 It endorses the efforts of the Association to formalise its Constitution and governance structures and especially its efforts to expand its membership.

18.1.3 It believes that it is important to have the Association as an integral part of the SCS community and supports its presence on the SCS grounds.

18.1.4 It acknowledges that the Association has a right to representation on the Governing Board and a right to be consulted and informed on matters which may impact, whether directly or indirectly, upon the affairs of the Association and the interest of its Members.

**THUS THIS CONSTITUTION HAS BEEN APPROVED AND ADOPTED on behalf of THE SOUTHERN CROSS SCHOOLS ALUMNI ASSOCIATION at \_\_\_\_\_ on \_\_\_\_\_ at THE SCS ALUMNI ASSOCIATION'S GENERAL MEETING, duly convened.**

**Signed by:**

**Chairperson of the Board of Governors** \_\_\_\_\_

**Chairperson of the SCS Alumni Association** \_\_\_\_\_

**Headmaster of Southern Cross College** \_\_\_\_\_

**Headmaster of Southern Cross Prep School** \_\_\_\_\_

**Witness 1:** \_\_\_\_\_

**Witness 2:** \_\_\_\_\_