

OLD COLLEGIATE GIRLS' GUILD

CONSTITUTION

2014

1. PREAMBLE

- 1.1 The Old Collegiate Girls' Guild has, since inception, functioned in accordance with an agreed Constitution accepted as binding by its members;
- 1.2 The Guild has been established as an Association under Section 30B of the Income Tax Act, as amended;
- 1.3 The Members of the Guild, having resolved to update and amend the Constitution, hereby subscribe to this amended Constitution.

2. NAME, STATUS AND HEAD OFFICE

- 2.1 The name of the Guild shall be the Old Collegiate Girls' Guild.
- 2.2 The Guild shall be an independent legal entity;
- 2.3 The office or headquarters of the Guild shall be at the Collegiate Girls' High School, Port Elizabeth, or at such other place as the members in a General Meeting may determine from time to time.

3. DEFINITIONS

In this Constitution, unless the context clearly indicates otherwise:

- 3.1 *Constitution* mean the Constitution derived from the original Rules and Regulations of the Old Collegiate Girls' Guild, as amended from time to time by Special Resolution;
- 3.2 *Guild* means the Old Collegiate Girls' Guild;

- 3.3 *OCGG* is the abbreviation for the Old Collegiate Girls' Guild;
- 3.4 *Members* are past pupils and past teachers who have been admitted to the Guild in terms of the provisions of Clauses 7 and 8 hereunder;
- 3.5 *Committee* means the Committee of the Guild;
- 3.6 *General Meeting* is the Annual General Meeting or a Special General Meeting as referred to in the Constitution;
- 3.7 *Month* means a calendar month;
- 3.8 *The Schools* refers to the Collegiate Girls' High School and the Collegiate Junior School for Girls, based in Port Elizabeth;

4. **INTERPRETATION**

Words importing the singular shall include the plural, words importing the masculine, feminine or neuter shall include the other such gender and words importing persons shall include bodies corporate, and vice versa in each case.

5. **OBJECTS**

The aims and objects of the Guild shall be:

- 5.1 To keep members informed about and in touch with the Schools and with each other;
- 5.2 To promote the interests of the Schools and members;
- 5.3 To cultivate mutual interest, friendship and unity amongst past pupils of the Schools;
- 5.4 To uphold and perpetuate the good name and reputation of the Schools;

- 5.5 To raise funds for and on behalf of the Schools and/or the Guild or otherwise for the purpose of implementing the objects of this Constitution;
- 5.6 To further the interests and prosperity of the Schools and the Old Girls' Community.


6. POWERS

Subject to this Constitution, the Guild shall have all such powers as may be necessary, incidental or conducive to the implementation of the abovementioned objects and, in particular, but without limiting the generality thereof:

- 6.1 To acquire assets for the purposes of carrying out the aims and objects set out herein;
- 6.2 To raise funds for, borrow money and secure repayment of such money under security of any part of the property and assets of the Guild;
- 6.3 To invest and deal with any monies of the Guild not immediately required in such manner as may from time to time be determined, including, among others, the lending of money as contemplated in this Constitution;
- 6.4 To open banking or savings accounts in the name of the Guild and to operate thereon;
- 6.5 To employ and remunerate a non-Committee Member with the necessary skills for the administration of the funds and business with the Guild; and to establish branches and sub-committees of the Guild anywhere in the world.
- 6.6 To reward a Guild member for exceptional service to the Guild, or to the Schools.

7. ENTRANCE AND MEMBERSHIP FEES

- 7.1. The Guild shall have the power to levy a once off membership entrance fee from its members, including Branch members, and to canvas for and receive donations, bequests, and any other benefits either for itself or for the Schools. The funds of the Guild not required for its own purposes may be used for the benefit of any Branch or

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directly or indirectly for the benefit of the Schools or for any purpose connected with the Schools, whether by way of loan, donation or otherwise.

- 7.2 In addition to the membership entrance fee referred to in Clause 7.1 above, the Committee shall have the power to levy an additional fee upon Guild members, should the financial position of the Guild so require.
- 7.3 The membership entrance fee and levy will be determined by the Committee of the Guild from time to time.
- 7.4 No profits or gains will be distributed to any persons and the funds of the Guild will be utilised solely for investment or the objects for which it was established.

8. MEMBERSHIP OF THE GUILD

Membership of the Guild shall be limited to the following categories:

8.1 Guild Member – is a member who meets the following criteria:

8.1.1 Is a past scholar of the schools, provided that she attended either school for not less than two years in total;

8.1.2 Is a past scholar who was admitted to the High School at the commencement of the final year of schooling, and completed such final year at the High School;

8.1.3 Is a past teacher and/or member of the Administrative Staff at the Schools and who had been employed at the Schools for not less than ten years, and who is not a past pupil;

8.1.4 A past pupil, teacher or administrative staff member of the Schools, who does not meet the requirements set out above, but who the Committee, at its discretion, and arising from the specially motivated circumstances, admits as a member.

8.2 Honorary Member – is a person who is not necessarily a past-pupil but who is elected by the Committee, either temporarily, or for life, at its discretion, which member:

8.2.1 Has, in the opinion of the Committee, rendered valuable or outstanding service to the Guild or the Schools or;

8.2.2 Is a member of the teaching or administrative staff of the Schools and only for the period during which they remain on the staff of the Schools;

8.2.3 Is a member who shall not have voting or nomination privileges.

9. **ASSOCIATED NON MEMBERS OF THE GUILD**

Are eligible past pupils of the Schools who have not applied to join the Guild and who have not paid a membership entrance fee.

10. **COMMITTEE**

The affairs of the Guild shall be managed by a Committee, elected at the Annual General Meeting of the Guild, the office bearers of which, save for the ex officio and staff members, shall consist of paid up members of the Guild, and shall be constituted as follows:

10.1 President (who should preferably already have served on the Guild Committee for a period of two years);

10.2 Vice President;


10.3 Executive Secretary;

10.4 Treasurer;

10.5 Bursary Secretary / Treasurer;

10.6 Immediate Past President – ex officio;

All of whom should preferably already have served 1 year on the Guild Committee

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- 10.7 Honorary President – the Principal of the High School
– ex officio;
- 10.8 Honorary Vice President – the Principal of the Junior School
– ex officio;
- 10.9 Two staff members (one each to represent the High School
and Junior School, preferably a past pupil, appointed by the
respective Principals, and who will be honorary members,
unless they are or become a Guild Member);
- 10.10 At least ten Portfolio and Additional Members.


11. OBLIGATIONS OF THE GUILD COMMITTEE

The obligations of the Guild Committee shall be:

- 11.1 To further the objectives as set out in Clause 5 of this Constitution;
- 11.2 To meet at least once every quarter;
- 11.3 To provide a synopsis of the Guild’s Activities for publication in the School Magazine;
- 11.4 To publish an annual and/or quarterly newsletter, duly edited for members.

12. ELECTION OF COMMITTEE MEMBERS

- 12.1 All office bearers, with the exception of the Honorary President, Honorary Vice-President and immediate past President, shall be elected annually at the Annual General Meeting of the Guild;
- 12.2 Any vacancies occurring during any particular year may be filled by the committee by the co-option of another member;

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- 12.3 Any member who has held the office of President for 5 consecutive years, shall not be eligible for re-election as President until a further 2 years have expired following the 5 year term;
- 12.4 A nominee to a position on the Committee shall be (or become) a paid up member of the Guild to be eligible to be voted onto the Committee;
- 12.5 Subject to the aforesaid, the procedures for the election of office bearer shall be as follows:
- 12.5.1 Election of Committee members shall take place at the Annual General Meeting of the Guild in terms of the provisions of this Constitution;
- 12.5.2 At least seven days prior to the Annual General Meeting, nominations for prospective Committee Members shall be given in writing to the Secretary of the outgoing Committee, stating the position to which the nominee has been nominated and is willing to accept, signed by the proposer, seconder and the nominee;
- 12.5.3 Nominations for Committee Members will be accepted from the floor at the Annual General Meeting in respect of those positions for which no nominations were received in terms of sub-clause 12.5.2 above.
- 12.5.4 Where more than one nomination has been received in respect of a particular position, or where nominations received exceed the number of vacancies, committee members shall be elected by way of a ballot of members present at the Annual General Meeting.
- 12.5.5 A member nominated to an Executive position, but not elected as such, shall automatically become eligible for election as a portfolio or additional member.

13. MEETINGS OF THE COMMITTEE

- 13.1 The Committee shall meet at least once a quarter;
- 13.2 Five clear days notice of the meeting, specifying the business proposed to be transacted thereat, shall be sent to every committee member. Failure to receive such a notice shall not affect the validity of the meeting. In cases of emergency, meetings may be called on shorter notice;
- 13.3 The Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they seem fit;
- 13.4 The President may summon a meeting of Committee members at any time, and the Executive Secretary, at the request of any two Committee members, may summon a meeting;
- 13.5 Fifty per cent plus one, of the elected Committee, shall form the quorum at all Committee Meetings.
- 13.6 In the absence of the President, the Vice President or Executive Secretary shall chair the meeting;
- 13.7 Any decision at a Committee meeting shall be made by the vote of a majority of the voting Committee members present at the meeting;
- 13.8 The President (or in her absence, the presiding Chairman) shall have a second or casting vote as well as a deliberative vote;
- 13.9 Each Committee member shall have one vote and, in the event of a Resolution being proposed and seconded at any meeting of the Committee, but not carried by majority vote in favour thereof, the proposer and seconder of such Resolution shall have the right to refer such resolution to a General Meeting of the Guild for a decision.

13.10 Minutes shall be kept of all Committee meetings and shall be circulated to all Committee members as soon as is conveniently possible thereafter.

13.11 A copy of the Minutes shall be kept in hardcopy form.

14. POWERS OF COMMITTEE MEMBERS

The Committee may raise funds to secure the payment of any monies by the Guild in such manner and upon such terms and conditions in all respects as they deem fit. The President, Treasurer, Executive Secretary and one other member of the Committee shall have signing powers, which will require any two of them to sign in connection with approved banking and investment institutions.

15. DUTIES OF COMMITTEE MEMBERS

15.1 The Committee shall keep proper records of its members;

15.2 The Committee shall cause Minutes to be kept by a Minuting Secretary in hardcopy form:

15.2.1 All appointments of office made by the Committee;

15.2.2 The names of the Committee members present at each meeting;

15.2.3 All Resolutions and proceedings at all meetings of the Committee and all recommendations of Sub-Committees appointed by the Committee;

15.2.4 Such Minutes shall be signed by the Chairman of the Meeting, or by the Chairman of the next succeeding meeting;

15.2.5 Every Committee member present at any Committee meeting, shall sign her name, and a record kept of attendance.

15.3 In the event of any Committee member failing to attend three consecutive meetings without a valid excuse, the President shall approach the member with a view to reconsidering her position on the Committee of the Guild.

16. DELEGATION TO SUB-COMMITTEES

16.1 The Committee may delegate any of its powers to a Sub-Committee consisting of one or more members, to be chaired by the relevant Portfolio Committee member;

16.2 Any such Sub-Committee shall, in the exercise of its delegated powers, conform to any regulation that may be imposed upon it by the Committee and shall remain accountable to the Committee;

16.3 The Committee may through ordinary Resolution establish such Sub-Committee but shall retain the final decision making powers on all matters delegated to the Sub-Committee. All decisions and Resolutions taken by any such Sub-Committee shall, prior to implementation thereof, be approved by the Committee;

16.4 The Portfolio member of the Committee shall chair the meeting of the Sub-Committee or, if at any meeting, the Chairperson is not present within 15 minutes after the scheduled time for the meeting, the members present may choose from their ranks a member to chair the meeting;

16.5 A Sub-Committee may meet and adjourn as it deems fit. Matters arising at any meeting shall be determined by majority of votes of members present and, in the case of equality of votes, the Chairperson shall have a second or casting vote, as well as a deliberative vote.

17. DEFECTS IN APPOINTMENT OF COMMITTEE MEMBERS

All decisions taken at any Committee meeting, or any Sub-Committee appointed by it, or by any person acting as a Committee member shall, notwithstanding that some defect in the appointment of any person acting as aforesaid, is discovered, or that any member was

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disqualified, be valid, as if every person had been duly appointed and qualified to be a member of the Committee.

18. EXECUTIVE SECRETARY

18.1 Shall ensure that all Committee instructions are executed and transmitted;

18.2 Shall, on the instructions of the Committee, report any important matter to members.

19. RIGHTS AND OBLIGATIONS OF MEMBERS

The members of the Guild shall have the following rights:

19.1. The right to receive, upon request to the Secretary, the annual financial statements of the Guild;

19.2 The right to attend, speak and vote at a General Meeting of the Guild;

19.3 The right to attend the annual Reunion Dinner;

19.4 No member shall be obliged to contribute towards the Guild in the event of it being wound up save and except in the following circumstances:

19.4.1 Any indebtedness owed to the Guild by the member;

19.4.2 Any amount in which the Committee may have assessed as being damage due by the particular member to the Guild.

19.5 Members shall be obligated to:

19.5.1 Provide the Committee with their current contact details, preferably electronic;

19.5.2 Abide by the provisions of the Constitution and all rules and by-rules passed by the Committee in terms of the Constitution;

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19.5.3 Promote, to the best of their ability, the objectives and interests of the Guild.

20. REGISTER OF MEMBERS

The Guild shall establish and maintain a data base of current members.

21. TERMINATION OF MEMBERSHIP

A member's membership of the Guild shall terminate under the following circumstances:

21.1 Upon the death of the member;

21.2 On written notice to the Secretary;

21.3 If, after investigation, and a formal enquiry, the Committee should find:

21.3.1 That the conduct of any member has been such to jeopardise the good name and reputation of the Guild or the Schools;

21.3.2 That a member has breached any rule, by-law or code of conduct of the Guild and/or that a member's action (or inaction) is manifest or inconsistent with the Guild's objects and purposes,

the Committee shall have the power, by majority vote, to either reprimand or expel such member from the Guild;

21.4 The Rules of natural justice and fairness shall be applied by the Committee in implementing the provisions of this sub-clause.

21.5 The decision of the Committee shall be final and binding.

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22. ANNUAL GENERAL MEETING

22.1 An Annual General Meeting of the Guild shall be convened at least once every calendar year within 6 months of the Guild's financial year end, on a date, at an hour and at a place as may be determined by the Committee.

22.2 The following business shall be conducted at each Annual General Meeting:

22.2.1 Presentation of President's Report for the past year;

22.2.2 The consideration of the annual financial statements of the Guild and of the Bursary Fund, for the immediately preceding financial year;

22.2.3 The election of office bearers to the Committee;

22.2.4 Any further business which has been given by due notice;

22.2.5 To ratify any Minutes taken at a Special General Meeting during the course of the preceding year.

23. SPECIAL GENERAL MEETING

23.1 A Special General Meeting is an extraordinary meeting called for a specific purpose in relation to a specific matter or matters not normally dealt with at the Annual General Meeting and may be convened by:

23.1.1 The Committee of the Guild;

23.1.2 By the Committee on receipt by the Executive Secretary of a written requisition signed by at least 20 paid up members stating the proposed motion.

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24. MINUTES OF MEETINGS

The President shall cause Minutes to be kept of the names of the members of the Guild present at any Annual General Meeting or Special General Meeting, together with the Minutes of all Resolutions and all proceedings taken at such meeting by the Minuting Secretary. All Minutes shall be kept in hardcopy form. Any such Minutes or an Extract therefrom, signed by the Chairman, shall be *prima facie* evidence of the matters therein contained.

25. NOTICE OF GENERAL MEETINGS

25.1 An Annual General Meeting and any Special General Meeting, at which it is proposed to pass a Special Resolution, shall be called on notice in writing as envisaged in Clause 32 hereunder, of that meeting to all the members of the Guild at least fourteen business days prior to the meeting;

25.2 The accidental omission to give notice to, or the non-receipt of notice by, any member entitled to receive such notice, shall not invalidate the proceedings at any General Meeting.

25.3 Every notice calling a General Meeting shall specify the date, time and place for the meeting, the general purpose of the meeting and, in the case of an Annual General Meeting, shall also specify the meeting as such. If other than general business is to be transacted, the notice shall specify the general nature of such business; and, if any Resolution is to be proposed as an extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect accompanied by sufficient information or explanatory material.

26. PROCEEDINGS AT GENERAL MEETINGS

26.1 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business;

- 26.2 Fifteen members, present in person, shall constitute a quorum for purposes of all General Meetings;
- 26.3 If, at the expiry of fifteen minutes after the hour at which the meeting is appointed to be held, a quorum shall not have assembled, the meeting may be adjourned by the Chairman to a date to be determined at the meeting;
- 26.4 A minimum of twenty-full hour's notice shall be given in respect of any adjourned meeting;
- 26.5 In the event of no quorum being assembled at the adjourned meeting, all members present entitled to vote, shall constitute a quorum for such meeting;
- 26.6 Votes shall be on the basis of a simple majority, save and except in the case of any Resolution to amend the Constitution, or dissolve the Guild. A Resolution to amend the Constitution shall be valid only if supported by 75% of the voting rights exercised on a Resolution by members present at the General Meeting in person. A Resolution to dissolve the Guild shall be valid only if passed in terms of the provisions of Clause 34.1 hereunder;
- 26.7 In the event of an equality of votes the President at such meeting shall have a second or casting vote, as well as a deliberative (initial) vote;
- 26.8 The President shall chair all General Meetings, failing which the Vice President, failing which, any other member of the Committee approved by the meeting.

27. BRANCHES

- 27.1 The Committee may on application from any region, area, city or town, recognise and agree to establish a Branch of the OCGG at such place;
- 27.2 The object of a Branch shall be as defined in Clause 5 of this Constitution;
- 27.3 Each Branch shall elect its own Committee to manage its affairs;

27.4 The Branch Committee shall consist of at least a Chairperson, Secretary and two other members;

27.5 A Branch shall have the right to levy a memberships fee upon its own members;

27.6 Branch members shall be obliged to become Guild members.

28. FUNDS

28.1 The Committee may, subject to this Constitution, establish any reserve fund or funds in order to meet any contingencies, or to further any of the objects of the Guild and may invest such fund or funds in the best interests of the Guild;

28.2 The Bursary Fund is governed by its own Constitution. Its funds shall be held and invested separately from any other funds of the Guild. Any monies or donations destined for the Bursary Fund shall be deposited into banking and investment accounts in respect of bursaries to be managed and administered by the Bursary Committee;


28.3 Unaudited accounts shall be presented at each quarterly meeting of the Committee and at the Annual General Meeting.

28.4 The Bursary's Secretary/Treasurer shall be responsible to keep accounting records which shall always be available for inspection by the Committee at any stage.

29. ACCOUNTS

29.1 All monies paid to the Guild, shall be controlled and administered by the Treasurer who shall pay all such monies into the account of the Guild in a registered financial institution, subject always to the provisions of Clause 14 of this Constitution;

29.2 Unaudited accounts shall be presented at each quarterly meeting of the Committee and independently reviewed accounts shall be required for presentation at the Annual General Meeting;

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29.3 All accounting records shall be kept by the Treasurer and shall be available for inspection by committee members.

30. RULES AND BY-LAWS

30.1 Subject to the provisions of this Constitution, and subject to approval at an Annual or Special General Meeting, the Guild shall have the power to make, amend or alter rules and by-laws from time to time;

30.2 Any member shall be entitled to a copy of this Constitution and any rules or by-laws passed thereunder, on request. The fact that such member may not have received a copy requested, shall not invalidate any decision of a General Meeting, or a Committee meeting;

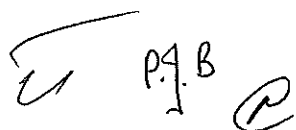
30.3 In the event of any dispute regarding the interpretation on any provision of this Constitution, the rules, by-laws and/or codes of conduct, the decision of the Committee shall be final and binding upon all members of the Guild, and shall be recorded in the Minutes of the Annual General Meeting following upon such decision.

31. INDEMNITIES AND LIABILITIES

Every Committee member and other officer or the Guild shall be indemnified by the Guild against all costs, charges, losses, expenses and liabilities incurred by her in the proper execution and discharge of her duties or in relation thereto.

32. AMENDMENTS TO THE CONSTITUTION

This Constitution, as well as any rules, by-laws or codes of conduct may not be rescinded in whole or in part, or amended, other than by Resolution of the Guild Members at the Annual General Meeting after notice has been given specifying the exact nature and extent of such rescission or amendment and the reason for same and the effect thereof.

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33. NOTICES AND ELECTRONIC COMMUNICATION

The Guild shall, subject to this Constitution and applicable legislation in force, from time to time, be permitted to conduct business and deliver and receive information and notices relating to the affairs of the Guild, including, without limitation, Guild Members' information, via electronic medium such as facsimiles, e-mail, bulletin boards, internet websites, and computer networks.

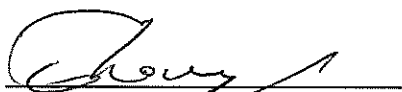
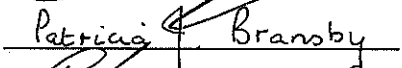
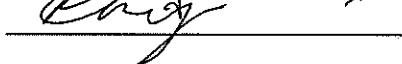
34. DISSOLUTION OF GUILD

34.1 The Guild may be dissolved if a Resolution to such effect is passed by 90% of all those members present and entitled to vote at a General Meeting;

34.2 Upon dissolution of the Guild the assets remaining after payment of all debts, shall be distributed to the Schools;

34.3 The Trustees responsible for the winding up of the Guild's affairs will be the current President and Treasurer, as well as one other member chosen by the Committee.

This Constitution was accepted by all those present at the 2014 Annual General Meeting, held on 29th July 2014 in the Ivy Leaf of the Collegiate Girls' High School.

President:		Mrs Cheryl Thompson
Vice President:		Mrs Patricia Bransby
Secretary:		Mrs Arwen Oberholzer