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## CONSTITUTION

### ST ANNE'S OLD GIRLS' GUILD

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#### PREAMBLE:


The Old Girls of St Anne's Diocesan College ("the College") have established a voluntary association to promote friendly relations amongst old girls of the College, ("the Old Girls") and to provide any assistance deemed necessary in order to further the interests and prosperity of the College. This constitution replaces all previous constitutions. The name of the voluntary association shall be THE ST ANNE'S OLD GIRLS' GUILD ("the Guild").

#### 1. INCORPORATION:

The Guild has perpetual succession and legal existence independent of its members ("the Members") who shall not be responsible for any liabilities of the Guild and who shall have no right to any of the assets of the Guild. The Guild may sue and be sued in any court of law in its own name, and may be represented in any legal proceedings by the Members or by any other person or persons nominated or delegated for such purpose by the Guild.



#### 2. OBJECTIVES:

The objectives of the Guild are as follows:

- 2.1 To continue promoting the principles of Christianity within the College;
  - 2.2 The promotion of friendly relations amongst the Old Girls;
  - 2.3 The provision of bursaries to selected and qualifying daughters of Old Girls;
  - 2.4 The promotion of such benevolent or charitable objects in the interests of the Old Girls as the Guild may think proper;
  - 2.5 The furtherance of the interests and prosperity of the College and its past and present girls, subject to the wishes of the College's Board of Governors.
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### 3. THE GUILD COMMITTEE

- 3.1 The Guild Committee ("the Committee") shall be responsible for directing the affairs of the Guild in accordance with the constitution and shall administer the property and business of the Guild, 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 Chairman, a Vice-Chairman, 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 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.
- 3.4 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.
- 3.5 A Committee Member may be removed as such at any time by a two thirds vote of the Committee.
- 3.6 Retiring Committee Members shall be eligible for re-election.
- 3.7 No Committee Member may have a direct or indirect interest in any business contract entered into by the Guild with any company or person.
- 3.8 Decisions of any sub-committee must be submitted for approval to the Committee at the next Committee meeting.
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- 3.9 The College shop manager may be called upon to report to the Committee from time to time but may not be a member of the Committee.
- 3.10 With the agreement of two thirds of the Committee, the Chairman 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 College on Old Girls' Day, notice of which shall be published at least 30 days prior to Old Girls' Day, on the school website and/or circulated electronically.
- 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 Chairman of the past year;
  - 4.2.3 Consider the annual accounts of the Guild;
  - 4.2.4 Confirm all applications for Life and ordinary membership;
  - 4.2.5 Consider any other business relating to the pursuance of the Guild's objectives proposed by a Member, notice of which has been given to the Committee at least thirty days (30) before the meeting; and
  - 4.2.6 Confirm the election of Committee Members for the ensuing year.

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

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**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 Chairman 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 Chairman 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 twenty (20) Members.
- 5.6 The Committee shall keep proper records and minutes of meetings.

**6. MEMBERSHIP OF THE GUILD:**

- 6.1 Conditions of life membership with voting rights at meetings of the Guild shall be two (2) full years of attendance at the College;
- 6.2 Conditions of honorary membership of the Guild, which do not have voting rights, shall be:
  - 6.2.1 Current staff members at the College of at least ten (10) years standing whose names have been recommended to the Committee by the Principal of the College 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 Guild or undermines the progress or activities of the Guild; or

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- 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.

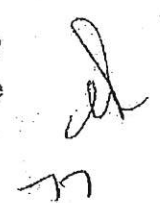
**7. LIFE SUBSCRIPTION:**

- 7.1 Those persons elected as life members shall be levied a once-off life subscription in an amount to be determined by the Committee from time to time.
- 7.2 Each application for life membership shall be delivered to the College or the Guild together with payment of the life subscription failing which payment the application shall not be processed.
- 7.3 Where the applicant is a girl about to leave the College, the application and life subscription shall be submitted through the Principal of the College.
- 7.4 The Secretary shall provisionally enroll the applicant as a life member where the Secretary is satisfied that the applicant is eligible for life membership.
- 7.5 Confirmation of the applicant's life membership shall be made at the next AGM of the Guild or special meeting of the members.
- 7.6 In the event of the members at such general or special meeting refusing to confirm the membership of the applicant, the Secretary shall notify the applicant to that effect and shall refund the applicant the life subscription paid.

**8. POWERS:**

- 8.1 The Guild shall establish a Finance Committee consisting of a minimum of three (3) members, two (2) of whom shall be Committee members, one being the Treasurer, and the outside member being a suitably qualified and experienced investment and financial advisor.
- 8.2 The Guild shall have all the powers needed to fulfil its objectives and, without reducing the generality of its powers, shall be specially empowered to:
- 8.2.1 Acquire, by purchase or otherwise, or to take on lease, any moveable or immovable property which shall be registered in the name of the Guild;



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- 8.2.2 Erect or cause to be erected any buildings or other improvements upon any property of the Guild, and to furnish, maintain, alter, add to and reconstruct any property of the Guild;
- 8.2.3 Grant leases over, let out on hire or allow the use of any property of the Guild, moveable or immovable and for such consideration or for no consideration, as the Guild shall decide;
- 8.2.4 Dispose of any property, whether movable or immovable, not required by the Guild, whether by Public Auction or by Private Treaty, and to apply the proceeds from such disposal to any of the objects of the Guild;
- 8.2.5 Open a current banking account with a registered commercial bank into which all monies belonging to the Guild shall be paid and from which all payments shall be made;
- 8.2.6 With the unanimous agreement of the Committee, the written approval of the St Anne's Board Finance committee and the acceptance by a two thirds majority of the members at an AGM or a special General Meeting, borrow money and, as security for repayment thereof, with interest, to hypothecate all or any of the assets of the Guild, lend money, at interest or without interest, and with or without security for repayment.
- 8.2.7 Invest money in participation mortgage bonds;
- 8.2.8 Conduct any trade or business for the purpose of realizing a profit which shall be applied in pursuance of the Guild's objectives as stated herein;
- 8.2.9 Retain any portion of the Guild Funds and the income therefrom, from time to time and invest or re-invest the same in any of the following securities:
- 8.2.9.1 Any Government, Local Government or Municipal Stocks or Securities in the Republic of South Africa;
- 8.2.9.2 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;
- 8.2.9.3 The Ordinary Shares or Preference Shares or Debentures of any Company or Corporation approved of by the Committee in the
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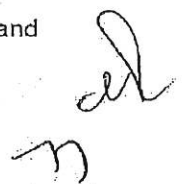
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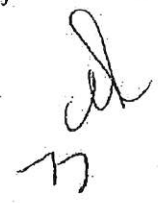
Republic of South Africa, whether public or private, whether listed or unlisted;

- 8.2.9.4 Such other investments as may be proper for the investment of the Guild's Funds in the Republic of South Africa;
- 8.2.10 To call in, recover, collect and, if necessary, to sue for all loans or other monies, including rent and the like belonging to the Guild at any time and to foreclose bonds and, if necessary, to buy in the securities under any such bond and to realize the same at their pleasure.
- 8.2.11 Sign and execute all documents of any nature or kind whatsoever requisite and necessary from time to time in connection with the realization of the Guild's assets or the investment or re-investment of the Guild's Funds or otherwise howsoever and/or for carrying out the intent and purposes of the Guild and, in doing so, the Committee shall be entitled to make any investments, re-investments or the like and to register any shares or securities in the name of the nominees or a nominee company or nominee companies; provided that deposits, investments, withdrawals and generally all dealings relating to any of the aforesaid investments, shall be made on the signature of at least two (2) of the Committee Members and unanimous approval of the Committee.

**9. LIMITATION OF POWERS:**

- 9.1 The Guild shall direct its activities wholly or mainly to the furtherance of its principal objectives. The income and property of the Guild shall be applied solely in accordance with the main object for which it was established.
- 9.2 The Guild shall establish a special fund in the Republic of South Africa for the purpose of receiving donations to be used exclusively for:
- 9.2.1 Bursaries to daughters of Old Girls who are scholars or prospective scholars at the College;
- 9.2.2 The defrayment of expenses directly incurred in the provision of such bursaries.
- 9.3 All donations to the Guild must be irrevocable and subject to the terms and conditions of the constitution.



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- 9.4 The Guild 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.
- 9.5 Donated funds shall be invested solely on one or more of the following bases:
- 9.5.1 With a financial institution as defined in section 1 of the Financial Institutions (Investment of Funds) Act, 1985 (Act No. 1 of 1985); or
- 9.5.2 In securities listed on a Stock Exchange as defined in section 1 of the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985); or
- 9.5.3 In such other prudent investments in financial instruments and assets as the Committee may determine after consultation with the Executive Officer of the Financial Services Board and the Director of Non-Profit organizations.
- 9.6 The Guild shall not be permitted to accept any donation which is revocable and/or conditional.
- 9.7 The Committee shall ensure that the required income tax returns together with the relevant supporting documents are submitted to the Commissioner for the South African Revenue Service timeously.
- 9.8 The Committee shall register in terms of section 15(5) of the Non-Profit Organizations Act 1997 (Act 71 of 1997), and comply with any other requirements imposed in terms of that Act.
- 9.9 No donated funds will be distributed to any person other than in the course of the objectives of the Guild.
- 9.10 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.
- 9.11 No part of the capital or income of the fund may be paid or otherwise made available (other than bona fide remuneration which is paid for and is commensurate with services rendered) for the personal benefit of any Member or Committee Member.
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**10. ACCOUNTS:**

- 10.1 The Guild Committee shall cause proper books of accounts to be kept of its affairs. An annual audited statement of the assets, income and expenditure shall be prepared by the Guild within six months of the end of each financial year, being the last day of December of each year.
- 10.2 A registered accountant and auditor, who is not a member of the Committee, shall audit the accounts. The annual audited accounts shall be submitted to the members at the AGM and appended to the electronic notice of the AGM.
- 10.3 The accounts and funds shall be administered in such a manner so as to preclude any donor from deriving monies paid into or out of the fund.

**11. SIGNATORIES:**

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

- 11.1 Sign accounts approved by the Committee;
- 11.2 Sign cheques;
- 11.3 Execute all deeds and documents as may be necessary for the conduct of the affairs of the Guild.

**12. AMENDMENT OF CONSTITUTION:**

- 12.1 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 Guild.
- 12.2 Amendments to the constitution may not alter the objectives of the Guild.


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13. DISSOLUTION:

- 13.1 The Guild 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.
- 13.2 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 Guild 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.
- 13.3 If upon dissolution of the Guild, there remain any assets after the satisfaction of all its debts and liabilities, such assets shall be paid over to the College.

CONSTITUTION ADOPTED BY THE COMMITTEE ON THIS  
..... 7<sup>th</sup>..... DAY OF  JUNE  20 14

  
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CHAIRMAN

  
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VICE-CHAIRMAN