

# **CYRENE OLD BOYS ASSOCIATION (COBA)**

## **CONSTITUTION**



[www.cyreneoldboys.com](http://www.cyreneoldboys.com)

## Constitution of the Cyrene Old Boys Association

### INTRODUCTION

The Cyrene Old Boys 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 or by a Special Resolution.

#### 1. NAME

The name of the Association shall be: Cyrene Old Boys Association

#### 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 "Association" or "COBA" shall mean "Cyrene Old Boys Association".

2.2 "CHS" means Cyrene High School.

2.3 "Board of Executive Directors" or "BoED" of the Association shall mean a duly appointed management board whose powers and duties are governed by the provisions of this Constitution.

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

2.5 "Board of Governors" or "BoG" shall mean the duly appointed/seating governing council of CHS as convened from time to time.

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

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

2.8 "Alumnus" or "alumni" shall mean any past-student/s of CHS.

2.9 "Past Student" shall mean past student of CHS.

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

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

2.12 "Previous member of Staff" shall mean any staff member previously employed or involved at CHS.

2.13 "Special Resolution" shall mean a resolution adopted by a General Meeting by a 2/3 majority of the members present and eligible to vote, either in person or by proxy.

2.14 "Rules" shall mean standing orders and regulations made by the BoED from time to time.

2.15 "Friend of COBA" or "Friend of CHS" shall mean a person who is seen to be part of the CHS or COBA but is not a PAST student, staff member 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 CHS.

3.2 To support the goals of CHS, the goals of the CHS Parents' Association and CHS's BoG.

3.3 To raise funds for CHS.

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 CHS school affairs where required.

3.6 To create and administer 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 CHS 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 BoED 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, BoED, 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 this Constitution set out in clause 15.

4.5 The Association shall have the powers to:

4.5.1 Raise funds by subscription fees, levies, 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.

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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 COBA 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

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

5.2 After being accepted a member of the association membership fees are payable as stipulated in clause 7 of this constitution.

5.3 The BoED 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.

5.4 The following persons are eligible for membership of the Association.

5.4.1 PAST STUDENTS – Any Past Student who attended Cyrene High School.

5.4.2 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 BoED.

5.4.3 PAST MEMBERS OF STAFF – Any past member of Staff by application and with the approval of the BoED.

5.5 HONORARY MEMBERS – Any person designated as an honorary member.

5.5.1 The BoED 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.

## 5.6 FRIENDS OF COBA

5.6.1 Any person who applies in writing to be a Friend of the Alumni and is approved by the BoED and pays an entry fee as determined by the BoED 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.

6.2 Any member of the association wishing to resign from the association or from an assigned position shall be required to give written notice to that effect to the BoED on the official COBA email address or via COBA's physical address.

6.3 Upon resignation No funds paid to the association whether as subscriptions, donations or any other financial or material benefit given to the association shall be refundable.



## 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.

7.2 Annual membership fees are payable in advance by 31<sup>st</sup> March but may be broken down into two instalments first payment being due on or before 31<sup>st</sup> March and second payment being due on or before 30<sup>th</sup> June.

7.3 Membership shall lapse if NO membership fees are received by 30<sup>th</sup> June.

7.4 Membership shall lapse if 25% of annual membership fees have NOT been received by 31<sup>st</sup> March.

7.5 A penalty of 30% on all outstanding membership fees plus all outstanding membership fees shall be paid before any re-admission.

7.6 The secretary shall maintain an updated register of paid/unpaid membership and this updated list shall be published end of each quarter indicated in clause 11 of this constitution.

## 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 Board of Executive Directors.

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

8.3 The BoED 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 BoED. On the death or resignation of the Chairperson the Vice-Chairperson, or failing him, any other BoED member appointed by the BoED, 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 BoED's term of office.

8.4 The BoED shall consist of a chairperson and no less than five (5) members and no more than ten (10) members.

8.5 The Headmaster/Principal of CHS, or a duly appointed representative of CHS, will serve on the BoED.

8.6 The BoED shall, from its members elect:

8.6.1 a Chairperson

8.6.2 a Deputy Chairperson

8.6.3 a Treasurer

8.6.4 a Secretary

8.6.5 a Public Relations and Sponsorship Director

8.6.6 a Legal, Compliance and Governance Director



8.6.7 a Projects Director

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

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

8.8 The BoED shall admit members, in accordance with the provisions of this Constitution.

8.9 The BoED shall be responsible for keeping all the necessary records and accounting records.

8.10 The BoED 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 BoED elected for that purpose by the BoED. The quorum for any BoED meeting shall be at least 50% (fifty percent) of current BoED members. Such meetings shall include meetings held via electronic means such as Skype, Facebook or Whatsapp etc.

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

8.12 The BoED 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 BoED shall further have such powers as are reasonably necessary for the performance of its duties.

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

8.14 The BoED shall authorise expenditure.

8.15 The BoED shall take any disciplinary action.

8.16 Any member aggrieved by any decision of the BoED shall be entitled by written notice to the Chairperson to bring the decision on review before the annual general meeting. Such written notice shall be delivered to the BoED 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 BoED and substitute its own decision. Failing such reversal, alteration or substitution the decision of the BoED shall stand.

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

9. THE ANNUAL GENERAL MEETING (AGM)

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

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

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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.

9.4.1 ONLY a member who is up to date with their subscriptions is eligible to vote in person or by proxy.

9.5 Persons or eligible persons attending an AGM 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 BoED 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 14 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 BoED member as the BoED 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 BoED 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 ten (10) 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 BoED by means of a banking account, and shall keep and maintain proper books of account.

11.2 The financial year shall start 1 March and end 28/29 February each year.

11.2.1	1 <sup>st</sup> quarter:	1 March to 31 May
11.2.2	2 <sup>nd</sup> quarter:	1 June to 31 August
11.2.3	3 <sup>rd</sup> quarter:	1 September to 30 November
11.2.4	4 <sup>th</sup> quarter:	1 December to 28/29 February



## 12. DISCIPLINE

12.1 Should any member, in the opinion of the BoED, commit any breach of the Constitution or Rules, standing orders or regulations, the BoED 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 BoED proposes to consider taking such action and he has been given an opportunity to place any material facts before the BoED, 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 thereof 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 BoED. Pending the decision of the annual general meeting, the operation of the decision of the BoED to expel the member shall be suspended.

## 13. RULES, STANDING ORDERS AND REGULATIONS

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

## 14. HONORARY MEMBERS

14.1 The annual general meeting may appoint an Honorary Member/s.

14.2 The Honorary Member/s do not pay membership fees.

## 15. DISSOLUTION

15.1 The Association may only be dissolved by a Special Resolution and in which event any assets vested in the Association after payment of all liabilities shall be donated to CHS.

15.2 Within 30 (thirty) days after the dissolution of the Association those members who were BoED 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 Three (3) authoritative copies of this constitution and lodged as follows:

16.1 One copy lodged with the Headmaster/Principal of the CHS or CHS representative or a duly appointed representative of CHS.

16.2 One copy lodged with the Chairperson of this Association.

16.3 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.

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18. ANNEXURES

A: Financial Management Policy.

B: Procurement Policy.

C: Resolution by CHS's BoG.

D: Duties of BoED Members.

E: BoED members' list

*Approved by:*

*(COBA Chairperson) Signature:*

*Date:* 19 October 2018

LR Tapela

A handwritten signature in black ink, appearing to be 'LR Tapela', written in a cursive style.

ANNEXURE A: FINANCIAL MANAGEMENT POLICY

***Attached***

***Approved by:***

***(COBA Chairperson) Signature:***

***Date:     /     /***

ANNEXURE B: PROCUREMENT POLICY

***Attached***

***Approved by:***

***(COBA Chairperson) Signature:***

***Date:     /     /***

ANNEXURE C: Resolution by CHS's BoG.

***Attached***

## ANNEXURE D: Roles and responsibilities of BoED members

1. The Headmaster/Principal of Cyrene High School (CHS), or a duly appointed representative of CHS. Responsible for Promoting communication, cooperation and a close working relationship between COBA and [CHS & CHS's BoG & Parents' association].
2. Chairperson: Presiding at all meetings of the association and BoED and representing the association in its dealings with other organizations or people outside the association. Ensuring the smooth running of the organisation by providing leadership and direction to the association.
3. Secretary: Responsible for all correspondence and recording of minutes of meetings, communicating them to each BoED member. Preparing agendas for meetings in consultation with the Chairperson and ensuring that notices of meetings are sent to association members as required. Maintaining records of association members.
4. Treasurer: Responsible for the finances of the association, for maintaining accurate records and for preparing financial statements of the association's accounts. Setting up systems to deal with the association's finances. Overseeing annual membership subscriptions if applicable in conjunction with the Membership Secretary.
5. Public Relations and Sponsorship Director: Marketing and planning fund raising strategies and campaigns. Suggesting possible activities and events to the BoED. Responsible for event planning and coordination. Devising and implementing strategies for increasing membership and participation. Dealing with enquiries from the public, the press, and related organisations. Writing and editing the association's letters, newsletter and/or other means of communications. Placing the association's press releases in media and use of the COBA website.
6. Legal, Compliance and Governance Director: Providing the Association with effective legal advice on Association's issues and strategies. Selecting and overseeing the drafting and editing of the association's agreements. Advising the association on agreements, contracts and providing litigation support. Also provide advice, guidance and evaluate levels of compliance regarding requirements which affect the association's operations. Enforcing accepted operating principles, applicable rules and regulations. Effecting internal changes through laws and policies.
7. Deputy Chairperson: Assist the Chairperson and fill in if Chairperson is unavailable.
8. Projects Director: Responsible for identifying and prioritising projects. Setting up Project Management Teams (PMT) for specific projects. Initiate, identify, plan, monitor, control and execute projects on time and within budgets.

**Approved by:**

**(COBA Chairperson) Signature:**

**Date:** 19 October 2018

LR Tapela



ANNEXURE E: BoED members' list

COBA's Board of Executive Directors, "COBA's BoED" or "BoED"

1 October 2018 – 31 December 2019 Member list

1. The Headmaster/Principal of Cyrene High School (CHS), or a duly appointed representative of CHS: Mr Mthulisi Mvubu
2. Chairperson: Mr Zibusiso Ndlovu
3. Deputy Chairperson: Mr Roy Tapela
4. Secretary: Mr Thomas Mamhene
5. Treasurer: Dr Simbarashe Takuva
6. Public Relations and Sponsorship Director: Mr Sydney Tayiya
7. Legal, Compliance and Governance Director: Adv Nsikelelo Mafa
8. Projects Director: Eng Andreas Mafu

*Approved by:*

*Date:* 19 Oct 2018

*(COBA Chairperson) Signature:*

LR Tapela

