



CONSTITUTION OF THE OLD ALBANIAN CLUB

PREAMBLE

The Old Albanian Club hereby adopts the following Constitution as the sole Constitution of The Old Albanian Club. This Constitution succeeds and replaces all previous Constitutions of the Club. No variation hereof shall be of any force or effect, unless adopted by the Club, in a general meeting, by special resolution. All acts performed under previous Constitutions or purporting to be so performed, in the name of the Club are hereby adopted and ratified.

1. DEFINITIONS

- 1.1. Any reference to the male gender shall also include the female where applicable.
- 1.2. "The Club" means The Old Albanian Club.
- 1.3. "The College" means St Alban's College.
- 1.4. "Eligible person" means a person eligible for membership of the Club in terms of Clause 5.
- 1.5. "Member" means any person admitted as a member in terms of Clause 6.
- 1.6. "Old Boys" means past pupils of St Alban's College.
- 1.7. "Past Parents" means any parent of an Old Boy.
- 1.8. "Staff" means any current member of staff of the College.
- 1.9. "Special Resolution" means a resolution adopted by a general meeting by a 2/3 majority of the members present and voting, either in person or by proxy.
- 1.10. "Friend of the College" means a person who is seen to be part of the College, but is not an Old Boy, staff member, pupil or parent.

2. NAME AND OFFICE

- 2.1. The name of the Club shall be – "The Old Albanian Club."
- 2.2. The office of the Club shall be at St Alban's College, Pretoria, or at such other place as members in a general meeting shall determine from time to time.

3. AIMS AND OBJECTIVES

The aims and objectives of the Club shall be:

- 3.1. To foster, encourage and maintain bonds between members themselves and between members, the Club, the College, and friends of the College;



- 3.2. To build, foster and maintain a global network of Old Boys, for the benefit and enhancement of Old Boys' professional careers as well as sporting, social, and other interests;
- 3.3. To establish Club facilities, both sporting and social, for the use and benefit of the members;
- 3.4. To co-operate, reciprocate and maintain bonds with other associations having aims and objects similar in nature to those of the Club;
- 3.5. Uphold and perpetuate the good name and reputation of the College, thereby contributing to its long-term sustainability;
- 3.6. As and when appropriate, raise funds for and on behalf of the College and/or the Club or otherwise for the purpose of implementing the objectives contained herein;
- 3.7. Liaise closely with the office of the Director of Development at the College, its successors in title and assigns, in respect of all matters pertaining to Old Albanians and the College in general;
- 3.8. Champion a culture of diversity and inclusion within the Club and the College, in order to ensure that all individuals in the community are fully embraced, accepted, and not unfairly discriminated against irrespective of their demographic background or creed; and
- 3.9. Generally, further the interests and prosperity of the College and the Club.

4. POWERS

- 4.1. The Club shall have the power to perform in its own name all such acts as are necessary to attain its aims and objectives as set out in Clause 3 hereof, or which are ancillary thereto.
- 4.2. In particular, and without derogating from the power conferred in Clause 4.1 hereof, the Club shall have the following powers:-
 - 4.2.1. To raise funds by subscription fee, levy or other means and to utilize such funds in accordance with this Constitution and in achieving the aims and objects of the Club;
 - 4.2.2. To acquire, use, mortgage, dispose of or alienate property, both movable and immovable, in its own name;
 - 4.2.3. To sue, be sued and be a party to any legal proceedings in its own name;
 - 4.2.4. To enter into contracts and agreements;
 - 4.2.5. To operate banking and building society accounts and to invest such funds as are the property of the Club; and
 - 4.2.6. To establish sub-committees and branches of the Club anywhere in the world in order to pursue the aims and objectives of the Club as stipulated in Clause 3 hereof.

5. MEMBERSHIP

The following persons, including persons under the age of twenty-one years, are eligible for membership of the Club.

- 5.1. OLD BOYS
 - 5.1.1. Old Boys who attended the College for not less than three (3) years;
 - 5.1.2. Old Boys who matriculated from the College;
 - 5.1.3. Any student who has completed a post Matric year at the College;
 - 5.1.4. Any person designated as an honorary member in terms of Clause 9.
 - 5.1.5. Any person who has left the College after spending less than three (3) years at the College as a pupil, subject to the approval of the Committee; and



- 5.1.6. Any person who has been expelled from the College or whose right to return as a pupil after absence on holiday or otherwise has been refused by the College on grounds other than non-payment of fees, provided, however, that the Committee shall have the discretion to admit such person as a member of the Club provided that not less than four years have elapsed since such expulsion or refusal and the admittance of such expelled or refused person has been approved by the unanimous resolution or written consent of the Committee.

5.2. PARENTS

- 5.2.1. Any parents of a student currently at the College.

5.3. STAFF

- 5.3.1. Any current member of staff.

5.4. FRIENDS OF THE COLLEGE

- 5.4.1. Any past parent of a student of the College with the approval of the Committee.
- 5.4.2. Any past member of staff of the College with the approval of the Committee.
- 5.4.3. Any member of a sub-section of the Club duly elected by the sub-section in accordance with the rules set by the Committee.
- 5.4.4. Any Friend of the College who applies in writing to the Club and is duly elected by the Committee.

6. ADMISSION TO MEMBERSHIP

- 6.1. A member shall be admitted to membership on payment of the subscription fee prescribed therefore in the Rules and shall continue as a member, unless his membership is terminated in terms of Clause 10 hereof.
- 6.2. 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.
- 6.3. Any eligible person or member aggrieved by a decision of the Committee in terms of Clause 6.2 hereof shall have the right to have the decision reviewed by the annual general meeting. A request for such review shall be in writing to the Secretary and on receipt of such written request the Secretary shall place the matter for review on the agenda for the next annual general meeting. The person bringing the review and the Committee shall have the right to place any relevant facts before the annual general meeting either orally or in a written memorandum. The annual general meeting may, by Special Resolution, reverse the decision of the Committee and admit the eligible person. Failing such a reversal, the decision of the Committee shall stand.

7. CLASSES OF MEMBERSHIP

OLD BOYS

- 7.1. An Old Boy shall be admitted as a member on leaving the College and on receipt of the subscription fee as prescribed in the Rules. Such membership shall continue for the natural life of the member unless terminated in terms of Clause 16 or by the member himself. This member will not be required to pay further subscriptions.

PARENTS

- 7.2. Current parents will be admitted as members on receipt of their annual subscription fee as prescribed



in the Rules. Such membership shall be for one calendar year unless terminated in terms of Clause 16 or by the member himself. Any parent failing to pay the said fee shall not automatically terminate his/her membership, but the Committee may deal with him/her in terms of Clause 16 hereof.

STAFF

- 7.3. A current member of staff will be admitted as a member on joining the staff and on receipt of the subscription fee as prescribed in the Rules.
- 7.4. His/Her membership will terminate on leaving the College or on his/her request.

FRIENDS OF THE COLLEGE

- 7.5. Past members of staff and past parents will be admitted on receipt of their annual subscription as prescribed in the Rules. Such membership shall be for one calendar year unless terminated in terms of Clause 16 or by the member himself. Any past member of staff or past parent failing to pay the said fee shall automatically terminate his/her membership.
- 7.6. All other Friends of the College must apply in writing to the Committee for membership. They will be admitted on receipt of their approved written application and annual subscription fee as prescribed in the Rules. Such membership shall be for one calendar year unless terminated in terms of the Clause 16 or by the member himself. Any member failing to pay the said fee shall automatically terminate his/her membership.

8. LIFE MEMBERSHIP

- 8.1. Any member may be admitted to such membership on payment of the subscription fee prescribed therefore in the Rules. Such membership shall continue for the natural life of the said member unless terminated in terms of Clause 16 hereof. No life member shall be required to pay any further subscription fee.

9. HONORARY MEMBERSHIP

- 9.1. The Club may by Special Resolution admit any person who has conferred some special benefit upon or rendered exceptional service to the Club or the College as an honorary member. Such honorary membership shall be for life and shall otherwise be subject to all rights, obligations, rules and regulations, governing members, save that no honorary member shall be liable for any fees or levies.

10. TERMINATION

- 10.1. Membership shall cease upon the death or resignation of a member or if the membership is terminated in terms of Clause 16 hereof.

11. MEMBERSHIP FEES

- 11.1. 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.

12. MANAGEMENT

- 12.1. The management, control and direction of the Club shall vest in the Chairman of the Club and the Committee.



- 12.2. The Chairman of the Club shall be elected from among the members of the Club by the annual general meeting and shall hold office until the next annual general meeting. In all respects the Chairman shall function as an ordinary member of the Committee. On the death or resignation of the Chairman, the Vice-Chairman, or failing him, any other Committee member appointed by the Committee, shall act as Chairman for the remainder of the term of office.
- 12.3. The Committee shall consist of the Chairman of the Club, no less than three (3) and no more than nine (9) members representing the Old Boys, and one (1) member representing parents who must be a Parent Association Committee member.
- 12.4. The Headmaster of the College, Director of Advancement and Director of Marketing at the College as well as the Alumni Manager/Liaison Officer shall attend Committee meetings in ex officio capacity.
- 12.5. The Chairman and the members of the Committee shall be elected from among the members of the Club by the annual general meeting and shall hold office until the next annual general meeting, provided that any member thereof may resign at any time. 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 Committee members, including the Chairman, falls below four (4) 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.
- 12.6. The Committee shall, from its members, designate a Vice-Chairman, a Secretary and a Treasurer and such further portfolios as it deems fit.
- 12.7. The Committee shall be empowered to co-opt at any time any other member of the Club or such other person associated with the College 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.
- 12.8. The Committee shall be responsible for keeping all necessary records and books of account.
- 12.9. The Committee shall meet as often as is necessary to conduct the affairs of the Club in pursuit of the aims and objectives stipulated in Clause 3 hereof.
- 12.10. Meetings shall be presided over by the Chairman or, in his absence, the Vice-Chairman, 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 two thirds of the current Committee members.
- 12.11. All decisions of the Committee shall be by simple majority of those present and the Chairman of the meeting shall have both a deliberative and a casting vote.
- 12.12. The Committee shall, where necessary, act on behalf of the Club and shall have the powers necessary to perform all such acts as the Club 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.
- 12.13. The Committee shall be responsible for the operation of all and any banking or building society accounts in the name of the Club.
- 12.14. 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 by prepaid registered post 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 Chairman 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.

12.15. The Secretary shall keep minutes of all Committee meetings in a committee minutes book and such book will be available for inspection by any member on reasonable request therefore.

13. ANNUAL GENERAL MEETING

13.1. The annual general meeting shall be held once in each calendar year at such time and place as the Committee shall determine, but not more than fifteen (15) months after the previous annual general meeting.

13.2. Written notice of the annual general meeting shall be sent to all members not later than twenty-one (21) days before the date of such annual general meeting, provided that failure on the part of any member or members to receive such notice shall not invalidate the meeting.

13.3. 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 less than forty-eight (48) hours 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.

13.4. The Chairman shall act as Chairman of the meeting. In the absence of the Chairman, the Vice-Chairman, or in his absence, such other Committee member as the Committee may determine shall act as Chairman of the meeting.

13.5. The quorum of the annual general meeting shall be twenty-five (25) members.

13.6. The Secretary shall keep minutes of the annual general meeting in a minute book.

13.7. Voting at general meetings;

13.7.1. With the exception of honorary members of the Club who will not have or be entitled to vote at general meetings of the Club, all members of the Club and each member representative shall be entitled to one vote in respect of each resolution put to the general meeting.

13.7.2. At any general meeting a resolution put to the vote of the meeting shall be decided by way of a show of hands unless before such resolution is put to the vote a poll is demanded by the Chairman. In the case of an equality of votes, the Chairman of the general meeting shall be entitled to a second or casting vote. If a poll is demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the general meeting in respect of which the poll is demanded.

13.7.3. All members may vote by proxy (on a form authorised by the Committee) provided that the appointment of a proxy is received by the Secretary of the Club at least one business day prior to the date of the general meeting. Only a member of the Club may be appointed a proxy.

13.7.4. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same general meeting, or at an adjournment thereof, and not in that case unless it shall, in the opinion of the Chairman, be of sufficient magnitude to vitiate the resolution.

13.7.5. Votes shall be on the basis of a simple majority, provided that any resolution to amend this Constitution or dissolve the Club, shall only be valid if supported by 75% of the voting rights exercised



on the resolution by members present at the general meeting in person or by proxy.

14. SPECIAL GENERAL MEETING

- 14.1. 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 twenty-five (25) members and specifying the business of such meeting.
- 14.2. 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.
- 14.3. 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.

15. FINANCE AND PROPERTY

- 15.1. The Club shall raise such funds as are necessary for the attainment of the aims and objects of the Club.
- 15.2. Records and books of account shall be kept by the Treasurer, or any member of the Committee designated for such purpose, and an annual balance sheet for the preceding year shall be presented to the annual general meeting.
- 15.3. The income and property of the Club, howsoever derived, shall be applied solely towards the promotion of its aims and objects, and no portion thereof shall be paid or transferred directly or indirectly to the members of the Club, provided that nothing herein contained shall prevent the payment, in good faith, of reasonable remuneration to any member of the Club, in return for any services, actually rendered to the Club.
- 15.4. In the event of the dissolution of the Club and after providing for any liabilities and the costs of such dissolution, the general meeting at which the Special Resolution for the dissolution has been adopted shall by further Special Resolution provide for the distribution of the whole of the funds and assets of the Club.
 - 15.4.1. Such remaining funds and assets shall be distributed by the general meeting either to:
 - 15.4.1.1. such associations and institutions with objectives similar to those of the Club, or to such charitable or educational institutions, as the general meeting deems fit, or
 - 15.4.1.2. the Executive Committee of the St Alban's College to be utilised by that Committee, at its sole discretion, to promote any facilities at the College, provided that no distribution shall be made to members of the Club in their capacity as such.
- 15.5. Membership of the Club is not, and shall not, give any member any proprietary right, title or claim to, or any interest in any of the property or assets of the Club.
- 15.6. The liability of members in respect of the obligations of the Club shall be limited to the amount of their subscriptions which remain unpaid.
- 15.7. No levy shall be imposed on members save where such levy is authorised by Special Resolution of a general meeting.
- 15.8. No immovable property shall be acquired, mortgaged, leased, disposed of, alienated or dealt with in any way whatsoever save on the authorisation of a general meeting of the Club which authorisation shall be by Special Resolution.



16. DISCIPLINE

- 16.1. If after investigation and a formal enquiry, the Committee should find:
 - 16.1.1. The conduct of any member to have been such as to jeopardise the good name and reputation of the College or the Club and/or;
 - 16.1.2. that a member has breached any rule, by-law or code of conduct of the Club and/or;
 - 16.1.3. that a member's actions (or inaction) are manifestly inconsistent with the Club's objects and purposes, the Committee shall have the power, by a majority vote, to either reprimand, suspend, or expel such member from the Club.
- 16.2. The procedures to be adopted at any such enquiry referred to in Clause 16.1, shall be laid down by the Chairman of the Committee, from time to time (or as specified in the Club's code of conduct) and such member shall be notified of the charge/s against him and shall be entitled to be present or represented at such enquiry and shall be entitled to challenge his accuser and cross examine all evidence.
- 16.3. Any member expelled in terms of Clause 16.1 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.

17. RULES, STANDING ORDERS AND REGULATIONS

- 17.1. A general meeting may from time to time make such rules, standing orders and regulations as it deems fit.

18. HONORARY PRESIDENT AND HONORARY MEMBERS

- 18.1. The annual general meeting may appoint an Honorary President of the Society for the ensuing year, after such annual general meeting. Should no Honorary President be appointed at the meeting, the Honorary President who held the position in the previous year shall retain the position.
- 18.2. The annual general meeting may appoint any person or persons to be patrons of the Club and such appointment shall be for the natural life of such person.
- 18.3. The Honorary President and Honorary Members do not pay subscription fees.

19. DISSOLUTION

- 19.1. The Club shall not be dissolved, wound up or placed in voluntary liquidation except by Special Resolution.

20. AMENDMENT

- 20.1. No amendment of this Constitution shall be valid, unless adopted by special Resolution. Notice in writing of any proposed amendment shall be given to all members not less than twenty-one (21) days before the general meeting at which it is to be considered. Any amendment in terms hereof shall be annexed to the authoritative versions of this Constitution as provided in Clause 14 hereof and no such amendment shall come into force until the amendment, duly signed by the Chairman and Secretary, for the time being has been so annexed, and lodged with the authoritative copies.



21. AUTHORITATIVE COPIES

- 21.1. There shall be three authoritative copies of this Constitution. One copy shall be lodged with the Headmaster of the College, one with the Chairman of the Club and one shall be retained by the Secretary, together with the minute book of the annual general meeting.
- 21.2. In the event of any conflict between these three authoritative copies, the copy held by the Headmaster of the College shall be deemed to be the correct copy.