



CONSTITUTION OF THE UPLANDS PAST PUPILS ASSOCIATION

PREAMBLE

The Uplands Past Pupils Association hereby adopts the following Constitution as the sole constitution of The Uplands Past Pupils Association. No variation hereof shall be of any force or effect, unless adopted by the Association, in a general meeting, by special resolution.

1 DEFINITIONS

Any reference to the male gender shall also include the female where applicable.

- The "Association" means "The Uplands Past Pupils Association" or "UPPA".
- "Uplands Schools" means Uplands Preparatory School and Uplands College.
- "Eligible person" means a person eligible for membership of the Club in terms of Clause 4.1.
- "Member" means any person admitted as a member in terms of Clause 4.2.
- "Past Pupils" means past pupils of Uplands Preparatory School and Uplands College.
- "Past Parents" means any parent of a Past Pupil.
- "Staff" means any current member of staff.
- "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.
- "Friend of Uplands" means a person who is seen to be part of Uplands Preparatory School or Uplands College, but is not a Past Pupil, staff member, pupil or parent.

2 NAME

The name of the Association shall be – "UPPA" or "Uplands Past Pupils Association"

3 AIMS AND OBJECTS

The aims and objectives of the Association shall be –

- 3.1 To foster, encourage and maintain bonds between members themselves and between members, UPPA and Uplands Schools.
- 3.2 To establish and maintain friendly contact with other associations or societies similar in nature to the Association.
- 3.3 To raise funds for the Uplands Schools.
- 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 school affairs where required.

4 POWERS

- 4.1 The Association shall have the power to perform in its own name all such acts as are necessary to attain its aims and objects as are 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 Association 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 Association.
 - 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 accounts and to invest such funds as are the property of the Association.
 - 4.2.6 To distribute the funds raised in 4.2.1 in a manner as may be determined from time to time.

5 MEMBERSHIP

The following persons are eligible for membership of the Association.

- 5.1 PAST PUPILS – qualifies as follows:
 - 5.1.1 Any Past Pupil who attended the Uplands Schools for not less than three (3) years.
 - 5.1.2 Any Past Pupil who completed grade 7 of Uplands Preparatory School or matriculated from the Uplands College .
 - 5.1.3 Any person designated as an honorary member in terms of Clause 9.
- 5.2 FRIENDS OF THE UPLANDS SCHOOLS
 - 5.2.1 Any parent of a past pupil of the Uplands Schools.
 - 5.2.2 Any past member of staff of the Uplands Schools with the approval of the Committee.
 - 5.2.3 Any Friend of the Uplands Schools 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 therefor 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

7.1 PAST PUPILS

- 7.1.1 A Past Pupil shall be admitted as a member on leaving the Uplands Schools 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.

7.2 FRIENDS OF THE UPLANDS SCHOOLS

- 7.2.1 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.
- 7.2.2 All other Friends of the Uplands Schools 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 9 hereof. No life member shall be required to pay any further subscription fee.

9 HONORARY MEMBERSHIP

- 9.1 The Association may by Special Resolution admit any person who has conferred some special benefit upon or rendered exceptional service to the Association or the Uplands Schools 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 Association shall vest in the Chairperson of the Association and the committee.
- 12.2 The committee of the Association shall be elected from the members of the Association at the annual general meeting and shall hold office until the next annual general meeting. In all respects the Chairperson shall function as an ordinary member of the committee. On the death or resignation of the Chairperson the Vice-Chairperson, or failing him, any other committee member appointed by the committee, shall act as Chairperson for the remainder of the term of office. Any vacancy caused by death or resignation of a member may remain unfilled until the next annual general meeting, save that if the number of members, including the Chairperson, falls below five (5) the remaining members shall call a general meeting within two (2) months to fill the vacancies for the remainder of that committee's term of office.
- 12.3 The committee shall consist of a chairman and no less than six (6) members and no more than ten (10) members. However, for the first two years of the clubs existence the committee shall consist of the chairman and up to 14 members
- 12.5 The committee shall, from its members, elect a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer and such further portfolios as it deems fit.
- 12.6 The committee shall be empowered to co-opt at any time any other member of the Association or such other person associated with Uplands Schools 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.
- 12.7 The committee shall be responsible for keeping all the necessary records and books of account.
- 12.8 The committee shall meet at least four (4) times per year. Meetings shall be presided over by the Chairperson or, in his absence, the Vice-Chairperson, or in the absence of both, by a

member of the committee elected for that purpose by the committee. The quorum for any committee meeting shall be at least 50% (fifty percent) of current committee members.

- 12.9 All decisions of the committee shall be by simple majority of those present and the Chairperson of the meeting shall have both a deliberative and a casting vote.
- 12.10 The committee shall, where necessary, act on behalf of the Association and shall have the powers necessary to perform all such acts as the Association may perform, save where such power is expressly reserved to a general meeting. The committee shall further have such powers as are reasonably necessary for the performance of its duties.
- 12.11 The committee shall be responsible for the operation of all and any banking or building society accounts in the name of the Association.
- 12.12 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 Chairperson shall place the review on the agenda for the annual general meeting. The annual general meeting may by Special Resolution reverse or alter the decision of the committee and substitute its own decision. Failing such reversal, alteration or substitution the decision of the committee shall stand.
- 12.13 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 THE 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 no less than 21 days prior to the annual general meeting and on receipt of such written notice the Secretary shall place the said business or resolution on the agenda.
- 13.4 The Chairperson shall act as Chairperson of the meeting. In the absence of the Chairperson, the Vice-Chairperson, or in his absence, such other committee member as the committee may determine shall act as Chairperson of the meeting.
- 13.5 The quorum of the annual general meeting shall be fifteen (15) members.

- 13.6 All decisions taken at the annual general meeting shall be by simple majority of the members present either in person or by proxy, unless otherwise provided and voting shall, at the discretion of the Chairperson of the meeting, be by show of hands or secret ballot.
- 13.7 The Secretary shall keep minutes of the annual general meeting in a minute book.

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 fifteen (15) 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 Association shall raise such funds as are necessary for the attainment of the aims and objects of the Association.
- 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 Association, 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 Association, provided that nothing herein contained shall prevent the payment, in good faith, of reasonable remuneration to any member of the Association, in return for any services, actually rendered to the Association.
- 15.4 In the event of the dissolution of the Association 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 Association.
- 15.4.1 Such remaining funds and assets shall be distributed by the general meeting either to:
- The boards of the Uplands Preparatory School and Uplands College to be utilised by those committees, at their discretion, to promote any facilities at Uplands Schools, providing that no distribution shall be made to members of the Board's in their capacity as such.
- 15.5 Membership of UPPA 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 UPPA.

- 15.6 The liability of members in respect of the obligations of UPPA 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 Society which authorisation shall be by Special Resolution.

16 DISCIPLINE

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

18 HONORARY PRESIDENT AND HONORARY MEMBERS

- 18.1 Honorary President
- 18.1.1 The annual general meeting may appoint an Honorary President of UPPA for the ensuing year. Should no Honorary President be appointed at the meeting, the Honorary President who held the position in the previous year shall retain the position.
- 18.1.2 The annual general meeting may appoint any person or persons to be patrons of UPPA and such appointment shall be for the natural life of such person.
- 18.1.3 The Honorary President does not pay subscription fees.

19 DISSOLUTION

- 19.1 The Association 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 and no such amendment shall come into force until the amendment, duly signed by the Chairperson and Secretary, for the time being has been so annexed, and lodged with the authoritative copies.

21 AUTHORITATIVE COPIES

- 21.1 There shall be Four authoritative copies of this Constitution. One copy shall be lodged with the Headmaster of Uplands Prep, one copy with the headmaster of Uplands College, one copy with the Chairperson of the Association and one copy 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 four authoritative copies, the copy held by the Chairperson of the Association shall be deemed to be the correct copy.