

CONSTITUTION
OF
THE SCHOONIES ALUMNI FUND MALMESBURY NPC
(NON-PROFIT COMPANY)
2025/236213/08



A Flame of Hope for generations of Schoonspruit Learners.
Through generosity of time, care and financial substance –
Schoonies Alumni – *Persevera Et Superare*

1. NAME

The name of the organisation is the Schoonies Alumni Fund Malmesbury NPC (Non-Profit Company).

2. INTERPRETATION

2.1. In this Constitution, unless the context otherwise indicates:

- 1.1.1 "Act" or "Companies Act" – means the Companies Act, 2008 (Act No. 71 of 2008), as amended.
- 1.1.2 "Board" - means the Board of Directors of Schoonies Alumni Fund Malmesbury NPC.
- 1.1.3 "Chairperson" means the Chairperson of the Board.
- 1.1.4 "Company" – means Schoonies Alumni Fund Malmesbury NPC
- 1.1.5 "Director" means any Director for the time being of Schoonies Alumni Fund Malmesbury NPC.
- 1.1.6 "member" - means any member as contemplated in clause 4 of the Memorandum of Incorporation and clause 5 of this Constitution.
- 1.1.7 "school" – means Schoonspruit Senior Secondary School, Malmesbury

3. INCORPORATION AND NATURE OF THE COMPANY

- 3.1. The company is incorporated as a Non-Profit Company with members, in terms of the Companies Act.
- 3.2. The company is incorporated in accordance with, and governed by:
 - 3.2.1. The unalterable provisions of the Act that are applicable to non-profit companies,
 - 3.2.2. The alterable provisions of the Act that are applicable to non-profit companies, subject to any negation, restriction, limitation, qualification, extension, variation or substitution set out in this Memorandum of Incorporation, and
 - 3.2.3. The provisions of this Memorandum of Incorporation and the Constitution of the company.

4. OBJECTS

The principal objects of the Company are:

- 4.1. To create a special fund in the Republic of South Africa to receive donations to be utilised exclusively for the enhancement of education including but not limited to

- acquiring, maintenance, improvement and development of educational facilities at the school.
- 4.2. To establish a bursary fund for learners at the school to be utilised for annual bursaries to deserving, needy and learners/ students at risk.
 - 4.3. To Identify learners and ex-learners of the school, with leadership qualities and other skills and to assist them to develop to their full potential.
 - 4.4. To honour learners and ex-learners of the school and commemorate their legacy.
 - 4.5. To record and safeguard the the history and stories of the school for future generations.
 - 4.6. To function independently of the school but for the benefit of the school.
 - 4.7. Generally, to promote and enhance the image of the school and to render general assistance to the schools' educational needs.

5. MEMBERSHIP

- 5.1. All former learners and former teachers of the school are eligible for membership of the company.
- 5.2. Eligible individuals become members of the company by submitting an application for membership accompanied by full payment of registration fees, as determined, from time to time, by the majority members present at an Annual General Meeting.
- 5.3. The Board may, for sound reasons, grant special membership to any person, proposed and seconded by Directors, provided such person is approved by 75% of the Directors. Such special members shall have the same rights and obligations of all other members.
- 5.4. The company shall keep and maintain a register of all members.
- 5.5. All members (inclusive of members granted special membership) will sustain their registration with continued payment of annual dues, regular attendance of meetings, active participation in the activities of the company, conforming with the policies of the company, failing which such defaulting member shall lose membership status.
- 5.6. Any member (inclusive of members granted special membership) that brings the name and objects of the company in disrepute will lose its membership.
- 5.7. The Board is responsibly to ensure that the membership of the company is managed in accordance with the Act, the Memorandum of Incorporation and this Constitution and may for this purpose adopt a policy arranging such function.

6. STRUCTURE AND GOVERNANCE

- 6.1. The company shall be managed by a Board, subject to the Act, the Memorandum of Incorporation and this Constitution of the company.
- 6.2. The Board shall consist of not less than 7 (seven) and not more than 12 (twelve) Directors.
- 6.3. The Directors, of which one shall be elected as the Chairperson, shall be elected by duly admitted members at the Annual General Meeting of the company.
- 6.4. The Board may at their first meeting after their election, allocated certain portfolios to each Director.
- 6.5. The duties of the Board will include:
 - 6.5.1. To develop and implement actions and adopt policies to ensure that the objects and purpose of the company are met.
 - 6.5.2. To provide a framework of the strategic direction of the company.
 - 6.5.3. To appoint *ad hoc* committees as may be necessary.
 - 6.5.4. To discipline members.
 - 6.5.5. To ensure that proper books of account and records of the affairs of the company are always accurately kept.
 - 6.5.6. To ensure that the Annual General Meeting are held at least once every year.

7. MEETINGS

- 7.1. The Board are obliged to meet at least once during each financial year of the company for the purposes of discussing and, if necessary, passing resolutions concerning the affairs of the company.
- 7.2. In addition, the Board shall be obliged to meet from time to time whenever this may be necessary for the purposes of discussing and, if necessary, passing resolutions concerning the affairs of the company.
- 7.3. Consensus shall be the aim of the Board, but if it becomes necessary to put any question to a vote, the majority of all Directors of the Board shall form a quorum at Board meetings.

- 7.4. Any Director who absents himself or herself for three (3) consecutive meetings of the Board, shall immediately cease to be a Director, unless he/ she shows reasonable cause for such absence to the satisfaction of the Board.
- 7.5. The Chairperson must convene an Annual General Meeting of all duly admitted members, once every financial year.
- 7.6. If needed, other general meetings of duly admitted members may be convened.
- 7.7. A Special General Meeting may be held at any time and may be called by 25% (twenty five percent) of duly admitted members.
- 7.8. All members who have fully paid their annual dues, shall be eligible to vote at any of the structures and meetings of the company.
- 7.9. The majority of all duly admitted members shall form a quorum at any Annual General Meeting, General Meeting and Special General Meeting.
- 7.10. Written notice of 21 days must be given to all duly admitted members at their email address (as reflected in the membership register) for any meeting referred to in this Constitution. Members.
- 7.11. In order to quorate at any meeting of the company, proxies that are declared at the commencement of the meeting shall count. Any duly admitted member shall be entitled to vote at any meeting of the company by way of a written proxy.
- 7.12. If no quorums are present at any meeting of the company, discussions may be held and submitted to the Board for consideration and further action.

8. FINANCIAL AFFAIRS

- 8.1. The financial year of the company shall commence on the first day of January of every year and shall end on the last day of December of the same year.
- 8.2. The Board shall ensure that proper books of account and records of the affairs of the company are always accurately kept.
- 8.3. All books, records and documents - albeit manual or electronic - relating to the affairs of the company shall be kept at such a place as the Board may from time to time by majority resolution determine.
- 8.4. Annual Financial Statements (AFS) drawn up in accordance with generally accepted accounting practice and in compliance with International Financial Reporting

Standards (IFRS) shall be prepared in respect of each financial year and shall be certified as correct by the Board.

- 8.5. Annual Financial Statements (AFS) preparation and auditing must comply with the following requirements:
 - 8.5.1. The Accounting Officer preparing the AFS must be a South African Institute of Chartered Accountants (SAICA) registered member.
 - 8.5.2. The AFS must be audited for Validity, Accuracy and Completeness prior to the AGM.
 - 8.5.3. Auditing of the AFS may only be conducted and signed off by an Audit company that is registered with the Independent Regulatory Board for Auditors (IRBA).
 - 8.5.4. The Audit Officer signing off on the AFS must be duly authorised by the Auditing company to do so.
 - 8.5.5. The Audit officer must be a South African Institute of Chartered Accountants (SAICA) registered member.
 - 8.5.6. A disqualified SAICA member will not be permitted to either prepare a financial statement or conduct an audit of the Schoonies Alumni Fund.
 - 8.5.7. An Audit Firm banned by IRBA will not be permitted to conduct an audit of the Schoonies Alumni Fund.

9. ELECTRONIC COMMUNICATIONS AND DATA PRIVACY

- 9.1. All Schoonies Alumni Fund Communications, record keeping and data privacy management must comply with the Applicable regulatory South African legal frameworks in force during the time.
- 9.2. Provisions of the Protection of Personal Information Act (POPI Act) – POPIA and EU General Data Protection Regulation (GDPR) as adopted for South African context must be adhered to.
- 9.3. The privacy of Schoonies Alumni Fund members is guaranteed and may not be violated in any manner or form during conducting of company business, meetings or Alumni campaigns, whether real or perceived violations.

10. AMENDMENT

- 10.1. The amendment to the Constitution may be initiated by any duly admitted member of the company.
- 10.2. All such amendments shall be forwarded to all duly admitted members of the company together with the notice of the Annual General Meeting.
- 10.3. Amendments to the Constitution shall require 75% of the duly admitted members present at the Annual General Meeting.

11. DISSOLUTION

- 11.1. At least 75% of duly admitted members present at an Annual General Meeting may vote to dissolve the company.
- 11.2. Upon dissolution, the assets of the company remaining after the satisfaction of its liabilities, shall be transferred to any non-profit company or non-profit organisation with similar objectives.

Constitution Attribution:

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- J.Marcus (2018)
- O.Krieling (2025)
- E.Hendriks (2025)