



THE OLD HILTONIAN CLUB

THE CONSTITUTION

incorporating the amendments as approved at the Annual General Meeting held at
Hilton College, Hilton, KwaZulu-Natal on 1 June 2019

1. Preamble

It is hereby recorded that:

- 1.1 The Old Hiltonian Club (“the Club”) has, since its inception in 1892, functioned in accordance with an agreed Constitution accepted as binding by its members.
- 1.2 The Club has been established as an association under Section 30A of the Income Tax Act, as amended.
- 1.3 The members of the Club, having resolved to update and amend the Constitution hereby subscribe to this amended Constitution.

2. Name and Office

- 2.1 The name of the Club shall be “The Old Hiltonian Club”.
- 2.2 The office or headquarters of the Club shall be at Hilton College, Hilton, KwaZulu-Natal or at such other place as the members in general meeting may determine from time to time.

3. Objects

The aims and objects of the Club shall be to:-

- 3.1 promote, co-ordinate and engender the collegiality of Old Hiltonians and other persons (including parents of boys at Hilton College) interested in Hilton College;
- 3.2 uphold and perpetuate the good name and reputation of Hilton College, thereby contributing to its long-term sustainability;
- 3.3 as and when appropriate raise funds for and on behalf of Hilton College and/or the Club or otherwise for the purpose of implementing the objects contained herein;
- 3.4 create and foster mutual interests among its members and other stakeholders of Hilton College in all forms of social activities, including without limitation athletic and other games, sports and recreations;
- 3.5 liaise closely with the office of the Director of Development at Hilton College, its successors in title and assigns, in respect of all matters pertaining to Old Hiltonians and Hilton College in general; and
- 3.6 generally further the interests and prosperity of Hilton College and the Old Hiltonian community.

4. Powers

- 4.1 The Club shall have all such powers as may be necessary, incidental or conducive to the carrying out of the above objects and in particular but without limiting the generality hereof:-
 - 4.1.1 to acquire movable or immovable property for the purposes of carrying out the aims and objects set out herein;
 - 4.1.2 to raise funds, to borrow money (either on mortgage or pledge of any of its assets or otherwise and by the issue of debentures secured on the whole or any portion of its assets) and to secure the repayment of such money

- under security of any part of the property and assets of the Club;
- 4.1.3 to invest and deal with the money of the Club not immediately required in such manner as may from time to time be determined, including, among others, lending the money as contemplated in 5.1 or otherwise;
- 4.1.4 to open banking or savings accounts in the name of the Club and to operate thereon;
- 4.1.5 to employ and remunerate persons with the necessary skills for the administration of the funds and business of the Club; and
- 4.1.6 to establish sub-committees and branches of the Club anywhere in the world.
- 4.2 The control of all the assets of the Club shall be vested in the National Committee provided that the National Committee shall have the power to appoint a Trustee or Trustees to hold in the name of the Club any immovable property or any investment or other asset. Such Trustee or Trustees may be members of The Hiltonian Society or any other person or persons or corporation and need not be a member or members of the Club.
- 4.3 The Club will conduct its activities in a non-profit manner and will not have the power to carry on any business, including, inter alia, ordinary trading operations in the commercial sense, speculative transactions, dividend stripping activities as well as the letting of property on a systematic or regular basis.
- 4.4 The funds of the Club referred to in 4.1.3 may only be invested with registered financial institutions as defined in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984, as amended, and in securities listed on a licensed stock exchange as defined in the Securities Services Act of 2004, as amended. Until the National Committee otherwise directs all cheques and other documents signed on behalf of the Club or the National Committee shall be signed by two members of the National Committee.

5. Subscriptions

- 5.1 The Club shall have the power to levy annual subscriptions from its members in respect of the branch to which they belong and to canvass for and receive donations, bequests and other benefits either for itself or for Hilton College. The funds of the Club not required for its own purposes may be used for the benefit of any branch or directly or indirectly for the benefit of Hilton College or for any purpose connected with Hilton College, whether by way of loan, donation or otherwise.
- 5.2 In addition to annual subscriptions, the Club shall, from time to time, have the power to levy special subscriptions from its members.
- 5.3 No profits or gains will be distributed to any person and the funds of the Club will be utilised solely for investment or the objects for which it was established.
- 5.4 The subscriptions referred to in 5.1 and 5.2 will be determined by the National Committee of the Club.
- 5.5 There shall be a life subscription of an amount determined from time to time by resolution of the members in general meeting.

6. Membership of the Club

- 6.1 The National Committee of the Club shall determine the terms and conditions upon which members shall from time to time be admitted.
- 6.2 Membership of the Club shall, subject to the provisions of 7 hereof, be open to:-
- 6.2.1 every person who has spent two complete years at Hilton College as a pupil and who is entitled to be enrolled as a member of the Club after leaving Hilton College;
- 6.2.2 any person who has left Hilton College after spending less than two years at the School as a pupil, subject to the approval of the National Committee;
- 6.2.3 any person who has been expelled from Hilton College or whose right to

return as a pupil after absence on holiday or otherwise has been refused by Hilton College on grounds other than non-payment of fees, provided, however, that the National Committee shall have the discretion to admit such person as a member of the Club provided that not less than five 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 National Committee;

6.2.4 any person who, after leaving Hilton College and on the recommendation of the Headmaster of Hilton College, continues to study for school examinations without attending a recognised school;

6.2.5 any person who has spent five complete years on the teaching or administrative staff of Hilton College, who may be entitled to be enrolled as an honorary member of the Club; and

6.2.6 any person who has been appointed a Nominated Governor of The Hiltonian Society, who may be entitled to be enrolled as an honorary member of the Club.

6.3 Except for those persons referred to in 6.2.1 who matriculated at Hilton College, any application for membership of the Club must be in writing in such form as may be required from time to time by the National Committee. The decision of the National Committee shall be final and it need not give any reasons for its rejection of any membership application.

6.4 No applicant shall be accepted into membership of the Club until the prescribed fee or subscription has been paid.

6.5 Members of the Club shall subscribe to and be bound by this Constitution and will not be entitled to sell their membership rights or any entitlements in terms thereof.

7. Expulsion, Cessation and Ineligibility of Members

7.1. If after investigation and a formal enquiry, the National Committee should find:

- 7.1.1 the conduct of any member to have been such as to jeopardise the good name and reputation of Hilton College or the Club;
- 7.1.2 that a member has breached any rule, bye-law or code of conduct of the Club and/or;
- 7.1.3 that a member's actions (or inaction) are manifestly inconsistent with the Club's objects and purposes,

the National Committee shall have the power, by a majority vote, to either reprimand or expel such member from the Club.

- 7.2 The procedures to be adopted at any such enquiry referred to in 7.1, shall be laid down by the Chairman of the National 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.
- 7.3 Any member dissatisfied with the finding of or sanction imposed by the National Committee at such enquiry shall have a right of appeal to the Appeal Committee appointed by the National Committee. This Appeal Committee shall consist of a chairman and two other members appointed by the National Committee who should as far as is reasonably possible be independent of the parties. The rules of procedure at any such appeal shall be as laid down by the Chairman of the National Committee, from time to time (or as specified in the Club's code of conduct).
- 7.4 Any member may resign from membership of the Club upon giving one month's notice in writing to the Secretary of the Club.
- 7.5 No person shall be eligible to be admitted as a member of the Club whilst attending another school or having been expelled or refused entry to Hilton College, has not satisfied the admission criteria contemplated in 6.2.3.

8. Management and Control

- 8.1 The day to day management and control of the business and affairs of the Club shall be vested in the National Committee which may exercise all the powers, authorities and discretions of the Club unless the same are expressly directed to be exercised by the Club in general meeting under the relevant statutes, this Constitution or otherwise.
- 8.2 Without derogating from the generality of the foregoing, the National Committee shall accept the fiduciary responsibility of the Club and no single member, nominee or invitee will, directly or indirectly, control the decision-making powers relating to the Club.

9. National Committee

- 9.1 The National Committee of the Club shall consist of:-
- 9.1.1 no less than 5 (five) and no more than 10 (ten) members (who are not connected persons in relation to each other) who shall be elected/re-elected at each annual general meeting of the Club. The National Committee shall have the power of co-option, to fill any casual vacancy occurring among its elected members;
- 9.1.2 nominees, appointed in accordance with 10, who shall attend meetings of the National Committee in that capacity; and
- 9.1.3 the Chairman of The Hiltonian Society, the Headmaster of Hilton College, the Director of Development and the Director of Marketing at Hilton College, each of whom will attend meetings of the National Committee in an ex officio capacity.
- 9.2 Each member of the National Committee will be elected to hold office for a period of 2 (two) years, i.e. until the second anniversary of appointment as member of the National Committee. Members of the National Committee will be ineligible for nomination and re-election to the National Committee upon the completion of three successive terms of service of 2 (two) years, until a further 1 (one) year has passed following the six year term, in which the member has remained in good

standing.

- 9.3 At least sixty days prior to the date of each annual general meeting of the Club, the Secretary shall call for nominations from members of the Club, nominating a/several member/s who are willing to stand for election/re-election as members on the National Committee. Each nomination shall be in writing, signed by the nominee, as well as two members of the Club (one of whom shall be the proposer and the other the seconder) and must reach the Secretary of the Club by not later than thirty days before the date set for the annual general meeting.
- 9.4 The notice convening the annual general meeting shall disclose the names of any member/s of the Club who has/have received nominations to be elected/re-elected at the annual general meeting as a member/s of the National Committee.
- 9.5 The National Committee shall, following each annual general meeting of the Club, elect its own Chairman, Vice Chairman, Treasurer and Secretary from among its own members. The Secretary shall, with the prior written consent of the National Committee, be authorised to engage such outside assistance as may be reasonable and necessary under the circumstances for the carrying out of his duties and to charge the cost thereof to the Club.
- 9.6 Any member of the National Committee who is finally sequestered or who fails to attend two consecutive meetings of the National Committee, without leave of absence from the Chairman, may have his membership terminated by the National Committee.
- 9.7 The National Committee shall be entitled, in its discretion, to co-opt the Directors of Advancement and Marketing of Hilton College (or such equivalent designations as may exist from time to time) as ad hoc members of the National Committee.

10. Appointment of Branch Chairmen

- 10.1 At least annually and preferably at the beginning of each calendar year, each branch of the Club will be required to hold a meeting for the purposes of appointing a committee to run that branch for the following 12 month period. At this meeting, each branch should appoint a committee, consisting of that number

of persons necessary in order to run the branch effectively, who reside within that region and who will be responsible for the affairs of that branch, as well as organising functions for the Old Hiltonians in that region;

- 10.2 The committee members of each branch shall hold office for a period of 12 months and will be eligible for re-appointment by the branch committee for no more than four successive periods of one year each;
- 10.3 At the same meeting referred to in 10.1 above, the appointed branch committee members shall identify among their numbers, one person who they believe/agree should be nominated for the role and position of chairman of that branch for the ensuing 12 month period;
- 10.4 Immediately following the aforementioned meeting, each branch committee should recommend to the members of the National Committee its nominee to act as the chairman of their branch for the ensuing 12-month period. This nomination should include a brief CV of the nominee, as well as a high level plan of the proposed activities of that branch for the following year which will be undertaken by the branch committee and overseen by the nominee;
- 10.5 Within two weeks of receipt of each of the aforesaid nominations, the National Committee must revert to each branch committee either confirming the appointment of their nominee as chairman of that branch for the ensuing 12 month period alternatively engage with that committee regarding any concerns which the National Committee may have vis-a-vis that nominee from a time commitment, willingness or other perspective; and
- 10.6 Following confirmation by the National Committee as per above and after the appointment by each branch committee of a branch chairman, the newly appointed branch chairman shall be obliged to attend meetings of the National Committee as a nominee for the following 12 month period, whereafter the provisions set out in this 10 shall be re-initiated.

11. Meetings of the National Committee

- 11.1 The National Committee will meet as frequently as is necessary to conduct the affairs of the Club and may determine the quorum necessary for the transaction

of business.

- 11.2 Unless otherwise determined, three members of the National Committee shall form a quorum.
- 11.3 A resolution signed by a majority of the members of the National Committee shall be as valid and effectual as a resolution passed at a duly constituted meeting of the National Committee.
- 11.4 In the case of matters requiring urgent resolution, or, if for any reason, it is impractical to meet or pass a resolution as contemplated in 11.4, proceedings may be conducted by utilising video conference or conference telephone facilities; provided that the required quorum is met. A resolution agreed to by a majority of the members participating during the course of such proceedings, without interruption, shall be as valid and effectual as if it had been passed at a meeting of the National Committee members, duly called and constituted.
- 11.5 Each member of the National Committee shall be entitled to one vote and the decision of a majority of the National Committee members shall bind the minority. In the event of an equality of votes, the Chairman shall have a second or casting vote.

12. Sub-Committees and Branches

- 12.1 The National Committee shall be entitled from time to time to establish such sub-committees as it may deem necessary. The terms of reference, powers, and duties of every such sub-committee shall be determined by the National Committee.
- 12.2 The National Committee may delegate any of its powers to any branch to be exercised in connection with the affairs of such branch only. Any such powers delegated to a branch may include further power of delegation to sub-branches of such branch.

13. General Meetings

- 13.1 An annual general meeting of the Club shall be convened at least once every

calendar year (within a period of not more than 15 months following the holding of the preceding annual general meeting) on a date, at an hour and at a place as may be determined by the National Committee.

13.2 The annual general meeting shall be held preferably at Hilton College, KwaZulu-Natal, but may be held anywhere else in the Republic of South Africa in order to accommodate and meet the general convenience of members of the Club.

13.3 An extraordinary general meeting of the Club shall be convened by:-

13.3.1 any member of the National Committee; or

13.3.2 any ten members of the Club,

provided the notice convening the extraordinary general meeting shall state the business for which the meeting is called. Subject to 22, the extraordinary general meeting shall be convened in the same manner as is provided for an annual general meeting.

13.4 The Chairman shall cause minutes to be kept of the names of the members of the Club present at any annual general meeting or extraordinary general meeting together with minutes of all resolutions and all proceedings taken at such meetings. All such minutes shall be duly entered into books properly kept and provided for that purpose. Any such minutes or an extract therefrom, signed by the Chairman, shall be prima facie evidence of the matters therein stated.

14. Notice of General Meetings

14.1 Subject to the provisions of 22.1, an annual general meeting and any extraordinary general meeting (hereinafter collectively and individually referred to as a "general meeting") at which it is proposed to pass a special resolution shall be called by delivering a notice in writing of that meeting to all the members of the Club at least fifteen (15) business days before the meeting is to begin.

14.2 The accidental omission to give notice to, or the non-receipt of notice by, any member entitled to receive notice shall not invalidate the proceedings at any general meeting.

- 14.3 Every notice calling a general meeting shall specify the date, time and place for the meeting, the general purpose of the meeting and in the case of an annual general meeting shall also specify the meeting as such. If other than general business is to be transacted, the notice shall specify the general nature of such business; and, if any resolution is to be proposed as an extraordinary resolution or as a special resolution, the notice shall contain a statement to that effect accompanied by sufficient information or explanatory material.

15. Voting at General Meetings

- 15.1 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.
- 15.2 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.
- 15.3 All members may vote by proxy (on a form authorised by the National 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.
- 15.4 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.
- 15.5 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.

15.6 General business shall mean and include only business transacted at an annual general meeting of the following classes, that is to say:-

15.6.1 approving the minutes of the previous annual general meeting and considering matters arising out of these minutes;

15.6.2 receiving and considering the report of the National Committee Chairman and reviewing and approving the annual financial statements for the period under review, which will have been presented;

15.6.3 appointing the external auditor, if necessary;

15.6.4 subject to 9.2 electing/re-electing members onto the National Committee. In the event that no nominations are received, the members present at the annual general meeting shall be entitled to elect those members of the Club present at the meeting, to serve as members of the National Committee for the following 12 month period; and

15.6.5 considering any other business of a general nature concerning the Club.

15.7 Special business shall mean business not generally transacted at an annual general meeting and may include, without limitation, the following:-

15.7.1 electing, as a mark of honour, a President, and Vice-Presidents, who shall be officials of the Club without office on the National Committee;

15.7.2 electing, as a mark of honour, any person as an honorary member of the Club; and

15.7.3 considering any amendments or additions to this Constitution of which due notice has been given in terms of 14.1.

16. Proceedings at General Meetings

16.1 No business shall be transacted at any general meeting unless a quorum is

present when the meeting proceeds to business. Subject to the provisions of 22.1, seven members present at the general meeting shall form a quorum for all purposes.

- 16.2 If, within thirty minutes from the time appointed for the general meeting, a quorum is not present, the meeting shall stand adjourned to another day and at such other time and place as the general meeting may determine, and if at the appointed meeting a quorum is not present within thirty minutes from the time appointed for the meeting, those present shall form a quorum.
- 16.3 The Chairman of the National Committee shall preside at every general meeting of the Club, but if at any meeting he is not present within five minutes after the time appointed for holding the meeting, the Vice Chairman or any other member of the National Committee may preside.
- 16.4 The Chairman may with the consent of any general meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except where the meeting has been adjourned for thirty days or more when notice of the adjourned meeting shall be given as in the case of an original meeting.

17. Accounts and Financial Year

- 17.1 Accounting records sufficient to show and explain the transactions of the Club and otherwise complying with the relevant statutes shall be kept at the office of the Club, or at such other place within the Republic of South Africa as the National Committee thinks fit and shall at all times be open to inspection by the officers of the Club. Subject as aforesaid no member of the Club or other person shall have any right of inspecting any account or book or document of the Club except as conferred by statute or ordered by a court of competent jurisdiction or as authorised by the National Committee.
- 17.2 The financial year of the Club shall begin on the first day of January and end on

the last day of December in every year.

18. Auditor

An external auditor shall be appointed and their duties regulated in accordance with the provisions of the relevant statutes.

19. Rules, Bye-Laws and Codes of Conduct

19.1 The Club shall have the power from time to time to make, amend and annul rules, bye-laws and/or codes of conduct to, among others, regulate its business affairs and the behaviour and conduct of its members.

19.2 The Club may in appropriate circumstances impose penalties on any member who breaches any rule, bye-law or code of conduct, which may include, without limitation, suspending or dismissing that member from the Club.

20. Indemnity

Subject to the provisions of the relevant statutes every member of the National Committee, the Auditor, Secretary or other officer of the Club shall be indemnified by the Club against all costs, charges, losses, expenses and liabilities incurred by him/her in the proper execution and discharge of his/her duties or in relation thereto.

21. Non-Profit Distribution, Expenses and Remuneration

21.1 Although the Club may reimburse members for reasonable expenses incurred in carrying out the business of the Club, there shall be no distribution of any profits to the members, other than as contemplated in 22 hereunder.

21.2 The Club may not pay any remuneration to any person which is excessive, having regard to what is generally considered reasonable in relation to the service/s rendered, nor may any remuneration be determined as a percentage of any amounts received or accrued to the Club.

22. Dissolution

- 22.1 The Club may be dissolved and wound up by a resolution of not less than seventy five percent (75%) of members present in person or by proxy at an extraordinary general meeting convened on not less than thirty (30) days' notice in writing, stating the purpose of such meeting and setting out the terms of the resolution to be proposed. The quorum for such a meeting shall be thirty (30) ordinary members.
- 22.2 If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities, and after giving effect to any conditions or stipulations attaching to specific assets which may have been donated to the Club conditionally, any property whatsoever, the same shall not be paid to or distributed among the members of the Club but shall subject to 22.3 vest in and be handed to The Hiltonian Society NPC.
- 22.3 In the event that The Hiltonian Society, for whatsoever reason, no longer exists on the date of the winding up or dissolution of the Club, any remaining property as per 22.2 will be distributed to another recreational club approved by the Commissioner of the South African Revenue Services ("SARS") or another public benefit organisation, as agreed to by the extraordinary general meeting winding up or dissolving the Club.

23. Amendments

This Constitution, as well as any rules, bye-laws or codes of conduct may not be rescinded in whole or in part, or amended, except by resolution of the members at a general meeting after notice in terms of this Constitution has been given specifying the exact nature and extent of such rescission or amendment and the reason for the same and effect thereof. Any amendments to this Constitution and/or the rules should, following determination by the National Committee, be submitted to SARS by the Secretary of the Club.

24. Notices and Electronic Communication

The National Committee and the Club shall subject to this Constitution and applicable legislation in force from time to time, be permitted to conduct business and deliver and

receive information and notices relating to the affairs of the Club, including, without limitation, Club members information, via electronic medium such as facsimiles, e-mail, bulletin boards, internet websites and computer networks.

25. Evidence of Minutes

A certificate in writing by the Secretary and a member of the National Committee as to the proceedings at any meeting shall be sufficient proof to the Registrar of Deeds, the manager of a bank or any other person or body, of the truth and accuracy of the matters contained in such certificate.

26. Club Colours

The Club colours are those decided on by the members from time to time in general meeting presently being the following:-

Tie : dark/navy blue with white Fleur de Lys spaced intermittently and diagonally across the tie

Blazer : dark/navy blue with Old Hiltonian Club badge on the pocket depicting the words "Orando Et Laborando" and silver buttons

27. Interpretation

In the event of any dispute regarding the interpretation of any provision of this Constitution, the rules, bye-laws and/or codes of conduct, the decision of the National Committee will be final and binding upon all members of the Club.