



OLD BOYS ASSOCIATION CONSTITUTION

MISSION STATEMENT

To foster good fellowship among the Mizeki Community and to develop Bernard Mizeki College into a world class institution of learning.

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1 NAME

The name of the Association shall be the “Bernard Mizeki College Old Boys or Former Students Association.” Herein after called the Association

2 HEADQUARTERS

The headquarters and the principle office of the Association shall be at Bernard Mizeki College, Marondera, Zimbabwe or any other place as the Association may decide.

3 INTERPRETATION OF WORDS

3.1.1 “Association” means the Bernard Mizeki College Old Boys Association.

3.1.2 “College” means Bernard Mizeki College.

3.1.3 “Student” means a current and former student of the College.

3.1.4 “Old Boy” means a former student of the College.

3.1.5 “Mizeki Community” includes but is not limited to, past and current parents of Bernard Mizeki College students; teachers and staff of the College; the Board of Governors of the College; all persons who show sufficient interest in the welfare of the School to warrant inclusion as members and who are enrolled as members by resolution of the Council.

3.1.6 “Council” means the Council of elected members of the Association.

3.1.7 “Council Member” means a member of the Council.

3.1.8 “Committee” means any committee established by the Council.

3.1.9 “Constitution” means the guiding operating procedures of the Association and the Council as described herein

4 MISSION STATEMENT

To foster good fellowship among the Mizeki Community and to develop Bernard Mizeki College into a top class institution of learning.

5 PURPOSE

The Association exists to maintain ties between Old Boys and the College through:

5.1.1 Events, such as golf tournament a family day, a speakers series, Luncheons, dinners, dinner dance, reunion day and a sports day.

5.1.2 Communications, including making Old Boys and other community members aware of Association events, news and other information;

5.1.3 Advocacy, including reaching out to prospective Council Members, developing sponsor relationships and otherwise promoting active

membership in the Association.

5.1.4 Establishment and running of an Old Boys Trust Fund to benefit the poor and disadvantaged.

5.1.5 Carrying out various infrastructural projects in and around the school for the benefit of the College, its students and community.

6 MEMBERSHIP

6.1 Composition

6.1.1 Each former student shall be a voting member of the Association and shall be eligible for election to the Council provided that he is paid up in his subscriptions at the time of the event.

6.1.2 A member of the Bernard Mizeki Community shall be a voting member of the Association: provided that he is paid up in his subscriptions at the time of the event.

6.2 Rights and Privileges

Subject to status of subscriptions each voting member of the Association shall be entitled to all rights and privileges of the Association, which include:

6.2.1 attendance at annual general meetings;

6.2.2 voting privileges at annual and general meetings;

6.2.3 voting privileges in a committee of which one is a member

6.2.4 the right to hold office in the Association;

6.2.5 receipt of Association-related print and electronic publications; and

6.2.6 invitations to Association events.

6.3 Removal

The Council may, by resolution, remove a member or members from the membership roll of the Association. Removal must be by a majority vote of the voting Council Members present at a sanctioned meeting.

6.4 Membership Dues

6.4.1 There shall not be membership dues.

6.4.2 There shall be an annual subscription fee to be decided by the council.

7. COUNCIL OF ELECTED MEMBERS

7.1 Council Composition

The affairs of the Association shall be managed and exercised by a Council composed of

not less than eleven (11) but no more than twenty-one (21) members.

7.2 Qualification

7.2.1 Each member of the Council must be a member of the Association and a former student, as set out herein, at the time of their election to the Council.

7.2.2 A member who has been convicted of a crime of which dishonesty is an element, by any court of law, shall not be eligible for council.

7.3 Observer

7.3 .1 An observer (“Observer”) is any member of the Bernard Mizeki Community who seeks involvement to further the mission.

7.3.A number of no greater than ten (10) Observers may be co-opted by the Executive Committee at the Annual General Meeting each year.

7.3 .3 Observer terms are limited to one (1) year in length with no limit to the number of consecutive terms that an Observer may serve.

7.3.4 Observers are privy to all meetings, can serve on Committees, are able to comment on all matters discussed by the Council, but shall not have Council voting rights.

7.3.5 An observer who is appointed to any sub committee shall have voting rights in that sub committee.

7.4 Term of Office

Subject to section 7.11 the term of office of a Council Member shall be three (3) years. Terms of office will commence at the conclusion of the Annual General Meeting.

7.5 Re-Election

A Council Member, if otherwise qualified, is eligible for election for two (2) consecutive full three (3) year terms, and thereafter is not eligible for re-election, unless a term has elapsed from the date of retirement of such Council Member.

7.6 Elections

At each Annual General Meeting a number of Council Members equal to the number of Council Members retiring, and where appropriate additional or fewer members so long as the number of members in accordance with Paragraph 7.1, shall be elected for a term on the Council.

7.7 Nominations

Candidates for the Council shall include:

7.7.1 each nomination must be accompanied by the written consent of the nominee.

7.8 Election Method:

7.7.1 Where the number of candidates nominated equals the number of positions to be filled, the secretary of the meeting shall declare those candidates to be duly elected to the Council; and

7.7.2 Where the number of candidates nominated is greater than the number of positions to be filled; the election shall be by ballot.

7.9 Resignation

A Council Member shall cease to hold office forthwith upon the delivery, either personally, by mail or electronic transmission, of their resignation to the Chairperson or the Secretary of the Association.

7.10 Vacancies

If a vacancy occurs during the term of office of a Council Member, the Council may appoint another member of the Association as a Council Member, to serve the balance of the term.

7.11 Election in Rotation

At the Inaugural General Meeting called for the election of Council Members following the passage of this Constitution by the members of the Association, the Council shall be elected in the following manner:

7.11.1 at least five (5) Council Members shall be elected for three (3) years;

7.11.2 at least five (5) Council Members shall be elected for two (2) years; and

7.11.3 At least five (5) Council Members shall be elected for one (1) year.

These persons shall be determined in alphabetical order after elections and shall not include those in the executive council

Thereafter terms of office shall be three (3) years consistent with paragraph 7.4 above.

7.12 Ex-officio Council Members

7.12.1 The following shall be Ex-officio Council Members:

7.12.1.1 The Headmaster of the College

7.12.1.2 The Chairman of the Board of Governors of the College

7.12.1.3 The Chairman of the Board of Trustees of the College Foundation,

7.12.1.4 The Chairperson of the College Parents Association.

7.13 Chapters

7.13.1 In order to efficiently manage the affairs of the Association there shall be chapters in each town in Zimbabwe and in each foreign country or town in a foreign country where there is a sufficient number of people to hold office.

7.13.2 Any Association members who intend to form a chapter shall inform the National Association and in turn the National Association shall supervise the election of the members of council of the chapter if such supervision is practicable.

7.13.3 A chapter council shall not be less than five (5) and not more than nine (9) elected members.

7.13.4 There shall be a Chairperson, secretary, treasurer and at least two (2) committee members in each chapter.

7.13.5 Nomination for election shall be as per this constitution

7.13.6 Half the councilors shall vacate office after 3 years from the inaugural election and the balance after four (4) years.

7.13.7 Each member of Council shall be eligible for election for two consecutive terms after which the member will only be eligible after one term has elapsed.

8 MEETINGS

8.1 Annual General Meeting

The Annual General Meeting shall be held for the purpose of:

8.1.1 Hearing and receiving the reports from Committees and financial statements as described herein;

8.1.2 Electing such Council Members as are to be elected at such Annual General Meeting; and

8.1.3 The transaction of any other business properly brought before the meeting. Wherever possible the Annual General Meeting of the Association shall be held at the College any weekend before the 28th of February of each year.

8.2 Special General Meeting

A special General Meeting may be called at such time and place as the Council may direct, subject to such notices as may be deemed reasonable having regard to the urgency and importance of the matter to be dealt with at such meeting.

8.3 Council and Committee Meetings

8.3.1 The Council shall meet at least once every quarter. The Annual General Meeting shall be considered a quarterly Council meeting.

8.3.2. Committee meetings shall be held on an as needed basis according to their mandate and the objectives that they strive to achieve.

8.3.3 Each Committee shall meet on an as needed basis according to their mandate and objectives that they strive to achieve and in any case shall hold at least one meeting each half year.

8.4 Notice of Meetings

8.4.1 The secretary shall give notice of the time, date, place and agenda of meetings of the Association at least twenty (20) days before the date of the meeting.

8.4.2 Wherever possible, formal meetings of the Council should be set out for the next year at the Annual General Meeting. 10 days before the date of such meeting the secretary shall give notice of the time, date, place and agenda of the meeting.

8.5 Attendance at Meetings

Council Members must attend at least 75% of all Council meetings during the year to retain their status as a Council Member. Council Member's who do not attend a sufficient number of meetings during the year should be notified by the Secretary of this violation at least one month before the Annual General Meeting. All Council Members not in compliance should stand for a vote of confidence at the Annual General Meeting where the voting members will cast a ballot to determine if the Council Member should continue their term. If the vote is for the Council Member to discontinue their term, the Council Member shall forthwith cease to be a member of the Council. Wherever geographically possible, physical attendance is expected.

8.6 Quorum

8.6.1 A quorum for the transaction of business at any meeting of the Council shall consist of five (5) members of the Council entitled to vote, and present in person or phone conference. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business. Provided however that where:

8.6.1.1 less than five (5), but two (2) or more, persons are present after one half hour after the commencement time specified in the notice calling the meeting; and

8.6.1.2 the business is limited to the selection of a chair and a secretary for the meeting, the recording of the names present, and the passing of a motion to adjourn the meeting with or without specifying a date, time, and place for the resumption for the meeting then two (2) persons present in person constitute a quorum.

8.6.2 A quorum for the Annual General Meeting of the Association shall be twenty five (25) paid up members and entitled to vote, if there is no quorum the meeting shall be adjourned to a date not less than 14 days and not more than 30 days hence.

8.6.3 A quorum for a special General Meeting shall be 50 members paid up and entitled to vote. If there is no quorum the meeting shall be called off.

9 OFFICERS

9.1 Executive Council

There shall be an Executive Council comprising of:

9.1.1 a Chairperson, elected by and from among the members of the Council for an initial period of three (3) years;

9.1.2 a Vice-Chairperson, elected by and from among the members of the Council for a period of four (4) years;

9.1.3 a Secretary, elected by and from among the members of the Council for a period of three (3) years;

9.1.4 a Vice Secretary, elected by and from among the members of the Council for a period of four (4) years;

9.1.5 a Treasurer, elected by and from among the members of the Council for a period of three (3) years;

9.1.5 a Vice Treasurer, elected by and from among the members of the Council for a period of four (4) years;

9.2 Election/ Appointment of Executive Council Members

9.2.1 Executive Council Members shall be elected or appointed by resolution of the Council at the first meeting of the Council following the Inaugural General Meeting at which the Council Members are elected. The first meeting of the Council after the Inaugural General Meeting should take place directly after the adjournment of the Inaugural General Meeting.

9.2.2 Executive Council Members election or appointment at the Inaugural meeting should be staggered by at least one year to best protect the knowledge continuity of the Executive Committee. Thereafter the term shall be three years each.

9.3 Removal of Executive Council Members

Should the Council determine that an Executive Council Member is not fit to fulfill his responsibilities during their term, at a sanctioned Council Meeting, as outlined in Paragraph 8.6 above, it may elect by a two-thirds majority vote, at a meeting where at least 50% of the voting members of the Council are present, to remove the said individual.

9.4 Vacancies

If a vacancy occurs during the term of office of an Executive Council Member, the Council may appoint another member of the Association as an Executive Council Member, to serve the balance of the term.

9.5 Chairperson

The Chairperson shall supervise the affairs and operations of the Association. The Chairperson shall, when present, preside over all meetings of the Council and of the Members. The Chairperson shall sign all documents requiring signature of the Chairperson, and have other powers and duties from time to time as prescribed by the Council. In the event that a vote by the Council is tied, the Chairperson shall be granted a determining vote.

9.6 Vice-Chairperson

During the absence or inability of the Chairperson, the duties and powers of the office may be exercised by the Vice-Chairperson. The Vice-Chairperson shall also perform other duties from time to time as prescribed by the Council.

9.7 Secretary

The Secretary shall:

- 9.7.1 act as secretary of each meeting of the Association and the Council;
- 9.7.2 attend all meetings of the Association and the Council;
- 9.7.3 record all facts and minutes of meetings of the Association and the Council in books or any computer or digital format kept for that purpose;
- 9.7.4 give all notices required to be provided to members of the Association and the Council;
- 9.7.5 be the custodian of all paper, records, correspondence and documents belonging to the Association;
- 9.7.6 provide relevant Council and Committee documentation to membership as so required;

9.8 Treasurer

The Treasurer shall:

- 9.8.1 work with the Finance Committee to keep full and accurate account of all receipts and disbursements of the Association in proper books of account;
- 9.8.2 Disburse funds of the Association under the direction of the Council; and
- 9.8.3 Perform other duties from time to time as prescribed by the Council.

9.9 Council Appointment of Other Executive Council Members

The Council may from time to time appoint such other Executive Council Members as it

considers expedient, to hold office at the pleasure of the Council, the duties of which shall be such as the terms of their engagement call for or the Council prescribes.

10 COMMITTEES

10.1 Named Committees

There shall be the following Committees:

10.1.1 Executive Committee

10.1.2 Finance Committee

10.1.3 Communications Committee

10.1.4 Development Committee

10.1.5 Activities Committee

10.1.6 Infrastructure Committee

10.1.2 The Council may from time to time create other such Committees as it considers expedient, to benefit the Association and the Council. The duties of the Committees shall be such as the terms of their engagement call for or the Council prescribes.

10.2 Rules Governing Committees

Except as otherwise provided in the Constitution of the Association, all Committees, other than the Executive and Governance Committee, are subject to the following:

10.2.1 the chair and members shall be appointed by the Council;

10.2.2 The Council may appoint to a sub-committee a person who is not a member of the Association who are qualified to hold office; provided that the total number of such persons shall at all times remain less than one-third of the total number of persons who are members of such sub-committee. The remainder of the subcommittee should be made up of members of the Association;

10.2.3 a member of a Committee shall serve for a term ending at the commencement of the Annual General Meeting following appointment, and is eligible for reappointment for one or more additional terms;

10.2.4 The Council shall provide each committee with a document which outlines the terms of reference of the Committee which should include but not be limited to a description, mandate, and objectives of the Committee;

10.2.5 Committees terms of reference documents should be reviewed at least once every two years by the Committee in advance of the Annual General Meeting to determine the appropriateness of the Committee and determine if the terms of reference should be revised and re-submitted;

10.2.6 each Committee shall meet at least annually, and more frequently at the will of its chair or as required by its terms of reference;

10.2.7 each Committee shall be responsible to, and report after each meeting to, the Chairperson, Vice-Chairperson, or to the Council; and

10.2.8 Subject to any rules established by the Executive Committee, each Committee may establish its own rules of procedure.

10.3 The Executive Committee

The Executive Committee shall:

10.3.1 be made up of the four (4) Named Executive Council Members, and one other Committee member as determined by the Council;

10.3.2 oversee the good governance of the Association, ensuring that the Council acts in an appropriate manner following processes, rules and structure as set out in the Constitution;

10.3.3 make decisions on behalf of the Council should it not be able to meet to decide on matters of urgency;

10.3.4 Subject to clause 8.6 not transact business except at a meeting of its members at which three (3) of the Executive Committee members are present; and

10.3.5 Perform other duties from time to time as prescribed by the Council.

10.4 Finance Committee

The Finance Committee shall:

10.4.1 Submit its annual budget to the Advancement Office by the 1st day of June of each year.

10.4.2 work with the Treasurer to keep full and accurate account of all receipts and disbursements of the Association in proper books of account;

10.4.3 provide support for the Council in making decisions to disburse funds of the Association;

10.4.4 ensure that a float of \$2,500, or a balance as deemed necessary by the Finance Committee is kept in the Associations accounts; if the float is ever below this amount, determine action plan to raise the float back to acceptable level and notify Executive Committee of this plan;

10.4.5 Cooperate with the Auditor of the College who audits the accounts of the College, including those of the Association, on an annual basis;

10.4.6 hold discussions with the Auditor of the College after audit completion to discuss issues or concerns, if any;

10.4.7 present the findings of the annual audit of accounts of the Association to the members at the Annual General Meeting; and

10.4.8 Perform other duties from time to time as prescribed by the Council.

10.5 Communications Committee

The Communications Committee shall provide guidance and initiatives including but not limited to the following areas: marketing, advertising, information technology and communication.

10.6 Development Committee

The Development Committee shall provide guidance and initiatives including but not limited to the following areas: new membership, improving relations with current Old Boys, mentorship, as well as continuing to develop international ties to Old Boys. The Development Committee shall include the following sub-committees: Year Representatives Committee and Chapter Chairpersons Committee.

10.7 Activities Committee

The Activities Committee shall provide guidance, initiatives and organize events to improve the goodwill and continue to assist in building strong relations between members. The Activities Committee should include the following sub-committees: Homecoming and Outreach Committee, Family Day Committee, Golf Tournament Committee, and Speaker Series Committee.

10.8 Infrastructure Committee

The Infrastructure Committee shall identify academic and sports facilities projects that the Association may embark on for the development of the college to benefit the current and future students of the college. And it shall present its proposals at every annual general meeting.

11 FISCAL YEAR

The fiscal year of the Association shall end on the last day of December each year.

12 SIGNING OF DOCUMENTS

The Constitution along with all agreements, powers of attorney, assignments and other documents requiring the authorization of the Council shall be signed by the Chairperson, or any two (2) Executive Committee members, and the Secretary, or otherwise as the Council may direct.

13 FOR THE PROTECTION OF COUNCIL AND COMMITTEE MEMBERS

13.1 Liability

The Chairperson, every Council member and officer of the Association and their heirs, executors, administrators, and estate and effects, respectively, shall at all times be indemnified and saved harmless out of the funds of the Association and the College from

and against all damages, loss, costs, charges and expenses whatsoever which they sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about execution of their duties, all except in respect of any act, deed, matter or thing with respect to which they are held to be guilty of willful neglect, default or a crime.

13.2 Conflict of Interest

No member of the Council or member of a Committee shall participate in any discussion or vote on any matter in which they or a member of their immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the member must announce their potential conflict and be excused from the meeting until discussion is over on the matter involved. The chair of the meeting is expected to make inquiry if such conflict appears to exist and the Council Member has not made it known.

13.3 Confidentiality

Certain matters discussed by the Council may be deemed confidential by the chair of the meeting. In these instances, Council or Committee members must not disclose, directly or indirectly, any information with respect to such confidential business conducted by the Council. Items not to be disclosed include but are not limited to individual Council members' opinions; personal or financial information regarding the Associations stakeholders; strategic plans for development or growth; or any other proprietary information not known generally to the public. Additionally, Council or Committee members will not copy or reproduce, in any form, confidential information provided by the Council for the purpose of distribution or publicity, and all documentation provided to Council or Committee members will be returned to the Secretary for appropriate disposal.

14 REPEAL OF PRIOR BY-LAWS AND CONSTITUTION

All prior By -Laws, Constitutions, resolutions and other enactments of the Association inconsistent in either form or content with the provisions of this Constitution heretofore enacted or made are repealed.

15 AMENDMENTS

This Constitution and related operating procedures may be amended from time to time by a vote of three-quarters (3/4) majority of the Council

Enacted as the Constitution of The Bernard Mizeki College Old Boys/Formers Students Association on the ____/____/20____.

CHAIRPERSON

SECRETARY

Approved by the members of the Association on the ____/____/20____

CHAIRPERSON

SECRETARY

For the
Greater
Glory of
The Almighty
God
Creator of the Heavens and
Earth

