



Watershed College

CONSTITUTION OF WATERSHED COLLEGE

ESTABLISHMENT AND NAME OF INSTITUTION

1. There is hereby established an Institution, to be known as WATERSHED COLLEGE, which shall be a corporate body, with perpetual succession, having an existence separate from its members and be capable of suing and being sued and holding property apart from its members.

OBJECTS OF INSTITUTION

2.
 - (1) The objects of the Institution shall be to provide a school for the education of the children of the community of Marondera and surrounding areas, and for the purpose, to provide such tuition and facilities in academic, agricultural, sporting and general education pursuits as is considered best suited for the needs of the children, having regard to the national education policies in Zimbabwe.

- (2) The identity of the College shall be maintained during the existence of the College and the following are fundamental to the ethos of the school, and may not subsequently be changed.

- a) The Name : Watershed College
- b) The Motto : Ex Ardois Florio
- c) The Logo : Owl, with heraldic motifs
- d) The Colours : Beige and sky blue

TRUSTEES

3.
 - (1) There shall be three Trustees in whom shall vest the property, movable and immovable, of the Institution.
 - (2) The Trustees shall be elected at a general meeting.
 - (3) The office of a Trustee shall become vacant if
 - a) he dies or resigns from office; or
 - b) he ceases to be ordinarily resident within Zimbabwe; or

- c) he is removed from office by a resolution passed by the affirmative votes of not less than two-thirds of the voting powers of members of the Institution present at a general meeting convened for the purpose of considering his fitness to remain a Trustee; or
- d) he becomes insolvent or makes an arrangement or composition with his creditors generally; or
- e) he has for more than six months been absent from meetings of the Trustees without the leave of the other two Trustees.

** (4) Whenever there is a vacancy in the office of Trustee, the remaining Trustee shall, within sixty (60) days of the vacancy arising by unanimous decision appoint a Trustee to hold office for a period not to exceed the date of the next Annual General Meeting, at which meeting a Trustee shall be elected in accordance with Clause 3 (2)

POWERS OF TRUSTEES

4. The Trustees shall have power to do all or any of the following on behalf of the Institution:
- - (a) to acquire, establish and construct buildings and other premises necessary or convenient for the carrying out of the objects of the Institution and, for that purpose, to buy, take on lease or in exchange, hire or otherwise acquire immovable property and interests therein and rights over the same and concessions, grants, rights, powers and privileges in respect thereof;
 - (b) to provide accommodation for pupils and teachers at the College;
 - (c) to construct or to buy, take in exchange, hire or otherwise acquire movable property necessary or convenient for the carrying out of the objects of the Institution or the exercise of the powers of the Trustees or of the Board;
 - (d) to maintain, alter or improve the property of the Institution;
 - (e) to sell, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with any property of the Institution;
 - (f) to invest moneys of the Institution and to vary or realise any such investment;
 - (g) to borrow or raise money on loan, with or without security;
 - (h) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, securities and other negotiable and transferable instruments;
 - (i) to ensure against losses, damages, risks and liabilities which the Institution may incur;

- (j) to make contracts and to enter into suretyships or give guarantees and to modify or rescind such contracts, suretyships or guarantees;
- (k) to grant such scholarships or bursaries as they consider to be in the interest of the pupils attending the College;
- (l) to make subscriptions or donations to charitable, or benevolent funds or organisations;
- (m) to fix the fees that shall be payable for tuition, boarding or any other facilities provided at the College and to remit all or part of such fees in deserving cases;
- (n) generally, to do all such things as are incidental or conducive to the carrying out of the objects of the Institution, whether similar to any power specified in paragraphs (a) to (m) or not, or are incidental to the powers specified in this section or which are calculated, directly or indirectly, to protect or enhance the value of or to develop the College or the property of the Institution.

MEETINGS OF TRUSTEES

5.

- (1) Meetings of the Trustees shall be held whenever the Trustees so decide and the procedure at any such meeting shall be as determined by them.
- (2) A quorum at any meeting of the Trustees shall be two.
- (3) All matters considered at a meeting of the Trustees shall be decided by a majority of votes of the Trustees.
- (4) Minutes of the proceedings of every meeting of the Trustees shall be kept by a person appointed by the Trustees for that purpose, and a fair copy of the minutes shall be retained in a book or books provided for that purpose and signed by one of the Trustees at a subsequent meeting.

BOARD OF GOVERNORS

6.

- (1) The general administration of the Institution shall vest in a Board of Governors which shall consist of: -

*** (a) EXECUTIVE GOVERNORS

Eight Executive Governors who shall be members of the Institution and who shall be elected by the members of the Institution, not all of whom must necessarily have a son or daughter at the school; and

(b) HONORARY GOVERNORS

Not more than four Honorary Governors. The Headmaster of the College shall, ex officio, be an Honorary Governor, and whose term of office will expire only on the expiry of his term of office as Headmaster.

The remaining Honorary Governors shall be nominated and elected by the Executive Governors referred to in Clause 6 (1) (a). Honorary Governors so nominated and elected need not necessarily be members of the Institution.

(2) **

(a) Provided that no person shall be elected as Chairman or Vice Chairman unless they will have, at the time of election, served on the Board for a continuous period of 12 calendar months.

** (b) Provided further that the Chairman shall, notwithstanding the provisions of clause 7 (1) (a), but otherwise subject to the provisions of this Constitution, hold office for a period of six years unless his tenure is terminated in terms of clause 7 (3).

*** (c) Provided still further that no Honorary Governor may be elected to the post of Chairman or Vice- Chairman of the Board of Governors.

(3) Any casual vacancy occurring in the office of Chairman or Vice-Chairman of the Board, shall be filled by the Governors at the first meeting of the Board held after such vacancy occurs, and if at any time a Chairman or Vice-Chairman is unable to carry out the duties of his office the Board may elect one of the Governors referred to in sub-clause 1 (a) of this clause to act as Chairman or Vice-Chairman.

(4) Any person whose lawful spouse is a paid employee of the College may not stand for election as an Executive Governor of the Board of Governors.

TENURE OF OFFICE OF GOVERNORS

7. (1)

(a) An Executive Governor shall, subject to the provisions of this Constitution, hold office for a period of three years. Provided that, of the governors elected in 1986, four shall hold office for a period of one year and four for a period of two years and the determination of the persons concerned shall, unless they otherwise agree amongst themselves, be by the drawing of lots.

** (b) No person shall be elected as an executive Governor unless he will have, at the time of election, been a member of the Institution for a minimum period of one (1) year.

*** (c) An Honorary Governor shall hold office for one year, but be eligible for re- election.

(2) A retiring Governor shall be eligible for re-election.

(3) The office of an Executive Governor shall become vacant if: -

(a) he dies or resigns from office; or

- (b) he ceases to be a member of the Institution; or
 - (c) he ceases to be ordinarily resident in Zimbabwe; or
 - (d) he is removed from office by resolution passed by the affirmative votes of not less than two-thirds of the members of the Institution present at a general meeting convened for the purpose of considering his fitness to remain a governor; or
 - (e) he becomes insolvent or makes an arrangement or composition with his creditors generally; or
 - (f) he has for more than six months been absent from meetings of the Board without the leave of the Board.
- (4) The office of an Honorary Governor shall become vacant on the happening of any of the events set out in sub-clause (3) hereof save that the provisions of sub-clause (3) (b) shall not apply.
 - (5) Whenever there is a vacancy in the office of Executive Governor, the Board shall co-opt a person to fill such vacancy, and the person so co-opted shall be subject to retirement at the same time as if he had become a governor on the day on which the governor in whose place he is co-opted was last elected as a governor.

POWERS AND DUTIES OF THE BOARD

8. ***

- (1) The Board of Governors shall be responsible for overseeing the operations of the College and, subject to any general directions as may be given by the Trustees, the Board shall have the following powers:
 - (a) To determine the policies of the College
 - (b) To employ the Headmaster and Administrative Officer on such terms and conditions as it may determine and to suspend or terminate the services of any such person so employed.
 - (c) To establish one or more committees on which it may confer such powers and responsibilities as it deems fit, and to withdraw such powers and responsibilities. The Chairman of any committee so established shall be a Governor.
 - (d) To ensure that the Headmaster and Administrative Officer comply with the terms of this Constitution as read with their contracts of employment.
 - (e) To provide the environment which will ensure that conditions prevail which allow the Headmaster to carry out his responsibilities with minimum interference from the Board or any other party.

- (f) Generally, to do all such things as it considers to be necessary, incidental, or conducive to the sound administration of the College, and the preservation and maintenance of the property of the Institution and facilities provided at the College.

MEETINGS OF THE BOARD

- 9 (1) A quorum at any meeting of the Board shall be six Executive Governors.
- (2) At any meeting of the Board the Chairman shall preside or, in his absence, the Vice-Chairman. In the absence of both the Chairman and the Vice-Chairman the Board shall elect one of its number to preside.
- (3) Meetings of the Board shall be held whenever desirable and, so far as possible, at least once in every three months, after not less than seven days' notice thereof has been given to all the governors by the Secretary, at such time and place as may be determined by the Chairman, or, in his absence, by the Vice-Chairman.
- (4) Any six governors may request the Chairman to convene a special meeting of the Board, by notice in writing delivered to the Secretary stating the business to be considered at such meeting and on the
- (5) receipt of such request such meeting shall be called forthwith by giving at least three days' notice, in writing, of such meeting specifying the business to be there considered.
- (6) If, in the opinion of the Chairman, or in his absence, the Vice-Chairman, the urgency of any matter makes it desirable that it be considered on shorter notice than seven days, or three days, as the case may be, a meeting of the Board may be called in such manner as may be practicable and on such notice as the Chairman or the Vice-Chairman, as the case may be, may determine.
- (7) A resolution, in writing, signed by all the governors for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- (8) Any matter considered at a meeting of the Board shall be decided by a majority of votes of the governors present at the meeting and voting and, in the event of an equality of votes, the Chairman of the meeting shall have a casting vote in addition to his deliberative vote.
- (9) Whenever the Board establishes a committee in accordance with the power so to do, provided in Section 8 hereof, it may fix the quorum of such committee, prescribe the duties to be performed by such committee and issue instructions concerning the meetings and proceedings of such committee.
- (10) Minutes of the proceedings of every meeting of the Board, or of any committee established by the Board, shall be kept by the Secretary or other person nominated by the Board, or by such committee, to keep the same, a fair copy of which minutes shall be

retained in a book, or books, provided for that purpose and signed by the Chairman of the next succeeding meeting of the Board or the Committee, as the case may be.

THE SECRETARY AND TREASURER

10. The Board shall appoint from among its members or otherwise, as it thinks fit, a Secretary and a Treasurer on such terms and conditions as it considers fit and shall fill any vacancy in such appointment. The duties of the Secretary and Treasurer shall be as fixed by the Board from time to time.

VALIDITY OF DECISIONS AND ACTS OF TRUSTEES AND BOARD

11. No decision or act of the Trustees or of the Board or of a Committee established by the Board, or act done under the authority thereof, shall be invalid by reason only of the fact that: -
- (a) the Trustees, Board or committee, as the case may be, did not consist of the number of persons for which provision is made in this Constitution; or
 - (b) a person disqualified in terms of this Constitution sat or acted as a Trustee or member of the Board or committee, as the case may be, at the time the decision was taken or the act was done or authorised.

HEADMASTER

- 12
- (1) The Headmaster shall carry out his duties and responsibilities with minimum intervention from the Board, and in doing so will
 - (a) ensure that the College admission criteria are observed, viz. no child shall be refused admission on the basis of race, colour or religious affiliation. Admission shall not be restricted to members of the Institution. Membership of the Institution shall not confer any right that a child of a member shall be entitled to be so admitted. Provided that it be an accepted principle in relation to admission to the College that preference be given to the child of the member
 - (b) Headmaster shall draw up a disciplinary code for pupils of the College, and the Board shall ensure that such a code is in place.
 - (c) The Headmaster shall be responsible for the employment of all staff with the exception of the Administrative Officer, and be responsible for operating of the College in an effective and proper manner.

MEMBERS OF THE INSTITUTION

13. Application for Membership *
- (1)

- (a) An application for membership of the Institution shall be in writing upon the form prescribed and shall be made by the natural guardian of a named child, or in the absence of the natural guardian, the custodian of such child, together with payment of the prescribed fee as may be laid down from time to time by the Board of Governors.
 - (b) Upon receipt of the prescribed application and prescribed payment the Board of Governors shall cause the name of the Applicant together with the name of the child identified in the Application Form to be entered into a book kept for such purpose, whereupon such Applicant shall be considered to be a member of the Institution.
 - (c) Where the Applicant is a body corporate and not an individual, the Application shall clearly specify the object of such Application and where possible the name or names of the children with whom the Applicant is associated.
 - (d) Any contribution received in terms of this clause shall be considered an out and out and unsolicited gift, and shall not be refundable to any contributor, except an exceptional cause shown and approved and agreed by the trustees who shall be guided by the advice of the Board of Governors.
 - (e) All the rights and privileges of Membership of the Institution may be exercised by the lawful spouse of the Member save that only one vote may be exercised at any one time and only a Member, or his or her lawful spouse, (not both) may stand for election to the Board of Governors.
 - (f) Notwithstanding anything stated to the contrary herein, nothing shall prevent both spouses to a marriage being Members provided application forms and the prescribed fee has been received from each spouse.
 - (g) A member shall not cede or transfer his rights as a member without the consent and approval of the Board of Governors being first had and obtained. In the event of the Board consenting to the cession or transfer of membership, it shall be upon such terms and conditions as may be imposed by the Board which terms and conditions shall not confer any greater rights upon the Transferee than those held by the Transferor.
- (2) Termination of Membership *
- (a) The Board, with the approval of the Trustees, may expel or require any Member to resign from the Institution on the grounds that such Member has, in its opinion, acted in such a manner as to bring the Institution into disrepute or has acted contrary to the interests of the Institution.
 - (b) A member shall cease to be a Member of the Institution on the happening of one or more of the following events: -
 - i) the expiry of a period of twenty years from the date upon which such Member's membership commenced;

- ii) the death of a member, in which event such membership may be transferred to the spouse of the deceased member or failing such surviving spouse, the lawful guardian of the child in respect of whom the Application for Membership was made out;
- iii) the resignation or expulsion of the Member in terms of this Constitution;
- iv) on the happening of any other event set out in this Constitution, requiring such person to cease being a member.

FINANCE

14. (1) The funds of the Institution shall, immediately upon receipt, be banked in the name of the Institution.
- (2) All cheques on or withdrawals or transfers from an account of the Institution shall be signed by at least two persons authorised by the Trustees or Board, as the case may be.
- (3) The Board shall cause true accounts to be kept of all moneys received, invested and expended by the Institution and the matters in respect of which such receipts, investments and expenditure take place and of the assets, credits and liabilities of the Institution.
- (4) The financial year of the Institution shall terminate on the 31st December.
- (5) A balance sheet and income and expenditure account in respect of each financial year of the Institution shall be prepared by the Treasurer and audited by the auditors of the Institution.

ANNUAL GENERAL MEETING

15. (1) ***Once in each calendar year, before 30th June thereof, there shall be held a general meeting of members of the Institution.
- (2) The place, date and time of the annual general meeting shall be fixed by the Board.
- (3) The business to be conducted at an annual general meeting shall consist of: -
- (a) the confirmation of the minutes of the previous general meeting;
 - (b) the Chairman's annual report;
 - (c) the financial report and presentation of accounts;
 - (d) the election of four governors
 - (e) the appointment of auditors

- (f) any other business of which due notice has been given.
 - (g) with the consent of the meeting, any other business.
- (4) Notice of the place, date and time of the annual general meeting shall be sent to the last known address of each member at least twenty-one days prior to the meeting and such notice shall include an agenda for the meeting. The omission to send such notice to a member shall not, per se, affect validity of the meeting.
- (5) Notice of any resolution to be proposed by a member or of any special business to be discussed at the annual general meeting shall be lodged with the Secretary at least twenty-one days before the date fixed for such meeting.

SPECIAL GENERAL MEETINGS

16. (1) A special general meeting of members shall be held when convened or requisitioned, as the case may be, by: -
- a) the Chairman; or
 - (b) a majority of the governors; or
 - (c) the Secretary in response to a requisition for such meeting signed by not less than fifty members.
- (2) Every requisition for a special general meeting shall specify the objects of the meeting and shall be deposited with the Secretary. Should the Secretary fail or neglect, for seven days after such deposit to convene a special general meeting to be held within twenty-one days of such deposit, the members who made such requisition may, at any time within two months after such deposit, themselves convene a special general meeting for the purpose of considering the business specified in such requisition.
- (3) Notice of every special general meeting shall be sent to every member by the Secretary or other convenors of such meeting at least twenty-one days prior to the day fixed for the holding of the meeting and shall state the place, date and time of the meeting and the business for which it is called. The Board may, however, in the case of urgency, or special emergency, as to which it shall be the sole judge, convene a special general meeting at shorter notice than that specified above.
- (4) No business shall be transacted at a special general meeting other than the business for which such meeting has been specially called.

PROVISIONS COMMON TO ALL GENERAL MEETINGS

- 17 (1) The quorum for all general meetings shall be fifty members present at the meeting.
- (2) If, on any day appointed for the holding of any general meeting, there is no quorum within fifteen minutes of the time appointed for the meeting, no business shall be dealt

with or transacted and the meeting shall stand adjourned, and shall be held seven days later at the same place and time of day. At such adjourned meeting those members present shall form a quorum and the meeting shall proceed to business:

Provided, however, that: -

- (a) if such meeting is a special general meeting convened by requisitionists and there is no quorum present at the adjourned meeting, no business shall be dealt with or transacted thereat and the meeting shall be considered dissolved; and
 - (b) if any day to which general meeting is adjourned is a public holiday, the meeting shall be held on the first succeeding day thereafter not being a public holiday, Saturday or Sunday.
- (3) Any general meeting at which such a quorum is present may be adjourned to such time and place as may be decided at the meeting.
 - (4) No business shall be transacted at an adjourned general meeting other than the business which was competent to be considered and was not considered, or was uncompleted, at the meeting which was adjourned.
 - (5) At any such meeting a member shall have one vote for each one thousand dollars he has donated or contributed, subject to a maximum of four votes for any one member. All questions discussed at general meetings shall be decided by a majority of votes cast by members present in person. In the event of an equality of votes, the Chairman shall have a second or casting vote in addition to his deliberate vote.
 - (6) At all general meetings, the Chairman of the Board, or if he is not present, the Vice-Chairman of the Board shall preside and in the absence of both the Chairman and Vice-Chairman, then one of the governors, or, if there is no governor, a member, chosen at the meeting, shall preside as Chairman.

INDEMNITY

- 18. The Trustees and the Governors shall be and they are hereby indemnified from and against all losses, charges, costs, damages, and all and every other expense and liability which they may incur in the exercise or performance, or purported exercise or performance, or the omission to exercise or perform, any power or duty conferred or imposed on them or on the Board, or a committee, by or in terms of this Constitution unless the act or omission to act in question was in bad faith or grossly negligent. In addition, none of the Trustees or Governors shall be held answerable or deemed to be in any way responsible for any act or default of the one or the other of them, or for any deficiency of title or security whatsoever taken from the Board.

LEGAL PROCEEDINGS

- 19. In any legal Proceedings, the Institution shall be represented by the trustees for the time being who shall have power to institute and defend any legal proceedings on behalf of the Institution. The trustees may abandon, compromise or settle any action by or against the Institution.

DISSOLUTION OF THE INSTITUTION

- 20.
- (1) If at any special general meeting at which there is present in person not less than one-quarter of the members of the Institution, a resolution for the dissolution of the Institution has been passed by the affirmative votes of not less than two-thirds of the voting power of the members present thereat, the Board shall send a notice to every member advising him of such resolution.
 - (2) Each member shall be entitled to vote in favour of or against the resolution and shall have such number of votes as he would be entitled to at a general meeting.
 - (3) The notice in terms of subsection (1) hereof, shall inform the member of the number of votes he is entitled to cast and shall specify a date, being not less than fourteen days from the date on which the notice is sent, within which his votes must be returned to the Board.
 - (4) If, after the date specified in the notice in terms of subsection (3), more than fifty per centum of the votes received by the Board are in favour of the resolution, the Trustees shall proceed to wind up the Institution.

AMENDMENT OF THIS CONSTITUTION

21. Any of the provisions of this Constitution, may be added to, replaced and substituted, or amended by resolution at any general meeting, if such resolution or a substantially similar resolution appeared on the agenda relating to the meeting, and the resolution has been passed by the affirmative votes of not less than two-thirds of the voting power of members present at such meetings.

INTERPRETATION

22. (1) In this Constitution, unless inconsistent with the context: -
- “annual general meeting” means the annual general meeting of members held in terms of section 15 of this Constitution;
- “general meeting” means an annual meeting or special general meeting of members of this Institution;
- “College” means the College established and operated by the Institution;
- “Secretary” means the person appointed in terms of Section 10 of this Constitution;
- “Special general meeting” means a special general meeting of members held in terms of section 16 of this Constitution.
- (2) In this Constitution: -

- (a) words importing the masculine gender include females;
 - (b) words singular includes the plural and words in the plural include the singular;
 - (c) where a period of time is expressed: -
 - i) to begin on or to be reckoned from a particular day, that day shall not be included in the period.
 - ii) to end on or to be reckoned to a particular day that day shall be included in the period
- (3) The persons who immediately before this Constitution was adopted were: -
- (a) Trustees; shall continue in office as though they had been elected as Trustees under this Constitution;
 - (b) Members of the Committee of Management of Watershed College shall continue in office as though they had been elected as Governors under this Constitution.

Anything done by the Trustees or Committee of Management before this Constitution was adopted shall continue in force until otherwise decided as though it had been done by the Trustees or Board of Governors.

- * Amendments approved at the AGM of 23rd June 1989
- ** Amendments approved at the AGM of 25th June 1998
- *** Amendments approved at the AGM of 20th June 2002