



St Teresa's School

- *Founded by the Sisters of Mercy in 1930* -

Constitution of the Board



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CONSTITUTION

1. LEGAL STATUS AND NAME

- 1.1 The school is constituted as an Association not for gain under the name of St Teresa's School with:
- 1.2 perpetual succession.
- 1.3 the capacity to acquire, lease, sell, let or hire, mortgage or in any other manner deal with any fixed or movable property which may be necessary or acquired from time to time for the purposes of the school.
- 1.4 the capacity to sue and be sued in its own name.
- 1.5 its overall administration management and control is vested in the Board.

2. DEFINITIONS

- 2.1 'the Bishop' means the Bishop for the time being of the Catholic Diocese of Johannesburg;
- 2.2 'Board' means the St Teresa's board of governors, appointed in terms of this Constitution;
- 2.3 'Congregation' means the Congregation of the Sisters of Mercy of Johannesburg (South Africa Province), who established the School are the registered owners of the Premises;
- 2.4 'Director' means a Sister of Mercy appointed as such by the Congregation in a school where is a Lay Principal;
- 2.5 'Parents' means the parents or legal guardians of the children who are for the time being and from time to time enrolled as learners at the School;
- 2.6 'Premises' means the School properties situated in Rosebank and in Craighall Park, Johannesburg and any other premises at which the School is situated from time to time, but excludes those portions of the properties which are used by the Congregation for purposes other than the School;
- 2.7 'Principals' means the Principals of the various sections of the School from time to time, and 'Principal' means any one of them, as the context requires;
- 2.8 'School' means the St Teresa's School constituted as an association not for gain;
- 2.9 'School Management Team' means the Principals and the Director, who shall jointly undertake the day-to-day management of the School, and who shall be entitled to appoint others to assist them in this regard;

3. INTRODUCTION

The School was established by the Congregation and the Premises are owned by Congregation.

4. PREMISES

- 4.1 The School is located in Rosebank and in Craighall Park, Johannesburg, at addresses more specifically set out in the written Use Agreement concluded between the School and the Congregation.
- 4.2 The Registered owner of the Premises is the Provincial Superior of the Sisters of Mercy, Johannesburg.

5. BOARD OF GOVERNORS

5.1 OBJECTIVES OF THE BOARD

- 5.1.1 to ensure the continued functioning and administration of the School in accordance with the principles of the Education Policy of the Sisters of Mercy;
- 5.1.2 to provide a Catholic education in Pre-primary, Junior Primary, Senior Primary and High School;
- 5.1.3 to be involved in the administration of the School as a Catholic school in accordance with the principles of Education Policy of the Sisters of Mercy and in keeping with the relevant national legislation and the various directives issued by the Department of Education; and
- 5.1.4 to promote, maintain and support unity between the parents; learners and staff of the School.

5.2 POWERS OF THE BOARD:

The Board shall have the power to do whatever is required to secure the financial viability and continued existence of the School, which authority includes inter alia the following:

- 5.2.1 formulation of the financial policy and the levying of fees. In cases where there is genuine hardship on the part of a child or parents, fees may be waived for reduced at the discretion of the Board, on the recommendation of a Principal.
- 5.2.2 regulating the administration of the School according to acceptable business practices and the requirements of the law.

- 5.2.3 formulation of the employment policy, ratification of the appointment and this dismissal of staff. The appointment and termination of employment of the Religious Education Co-Ordinator requires the consent of the Congregation. It is the function of The Mercy Schools Council to approve the appointment of the Principal / Vice Principal. The Mercy Schools Council is also empowered to terminate appointments to these positions for just reasons and serious misdemeanours according to applicable legal principles.
- 5.2.4 the approval of the School's code of conduct.
- 5.2.5 The approval of the School's admission policy.
- 5.2.6 The delegation of such powers as it deems fit to an executive of Board or other committee; however, the Board may not delegate the followings to the executive or any other committee:
 - 5.2.6.1 the capacity to acquire, lease, sell, let or hire, mortgage or in any other manner deal with any fixed property which may be necessary or acquired from time to time for the purposes of the School;
 - 5.2.6.2 the appointment and termination of employment of the Principals;
 - 5.2.6.3 the approval of the School's admission policy and the code of conduct; and
 - 5.2.6.4 the formulation of the policy for the levying of fees.
 - 5.2.6.5 the making of donations from time to time to the Congregation in recognition of the support given by the Congregation of the School, and of the fact that the School premises are made available to the School by the Congregation.
- 5.3 the Board shall not carry on any business undertaking to trading activity other than to the extent that it conforms to Section 30(3)(b)(iv) of the Income Tax Act No. 58 of 1962 ('The Act').
- 5.4 the Board may not distribute any of its funds to any person (other than in the course of undertaking any public benefit activity) and it shall use its funds solely for the object for which it has been established to invest such funds in terms of Section 30(3)(b)(ii) of the Act.
- 5.5 The members of the School have no right to the profits of the School which are to be used solely for the object for which it has been established or to invest such funds in terms of Section 30(3)(b)(ii) of the Act.
- 5.6 The Board shall not accept any donation that is prohibited in terms of Section 30(3)(b)(v) of the Act.

- 5.7 In the case that the Board provides funds to any public benefit activity, reasonable steps will be taken to ensure that the funds are utilised for the purpose for which it has been provided.
- 5.8 No remuneration will be paid to any employee, member or any person which is excessive having regard to what is generally considered reasonable in the sector and in relation to the service rendered.
- 5.9 Members of the Board do not receive remuneration for their services.
- 5.10 The Board shall have the power to ratify, adopt and approve, to the extent that this is necessary, all acts performed by members of the Board in connection with the School before this Constitution was signed.
- 5.11 MEMBERSHIP OF THE BOARD:
- 5.11.1 The Board of Governors shall comprise:
- 5.11.1.1 at least three persons, who will accept fiduciary responsibility for the School and who are not connected persons, and who shall be:
- 5.11.1.1.1 the representative of the Congregation, appointed from time to time by the Provincial Council of the Congregation; and
- 5.11.1.1.2 the Chairman of the Board, appointed from time to time by the Provincial Council of the Congregation; and
- 5.11.1.1.3 the Treasurer, appointed from time to time by the Provincial Council of the Congregation; and
- 5.11.1.2 such additional persons as the Provincial Council of the Congregation deems necessary and appoints in consultation with the 3 members of the Board referred to in clause 5.11.1.1 above, from the wider community and /or parents of learners at the School, and / or employees of the School and / or past learners of the School; provided that at least 50% of the members are Catholic and total number of persons on the Board shall not exceed 12.
- 5.11.1.3 A person shall not serve as a member of the Board if an order of the Court is in force in terms of which he/she:
- a) Is declared to mentally incapable of conducting his/her own affairs or the affairs of others;
- b) Has had his /her estate sequestered and is not rehabilitated;
- c) Has been convicted of an offence of which there is an element of violence but excluding common assault;
- d) Has been convicted of fraud or theft.

- 5.11.2 The members of the Board shall hold office for a period of three years and shall be eligible for reappointment;
- 5.11.3 The patron of the School shall be the Bishop who is invited to attend meetings of the Board but has not vote;
- 5.11.4 Should the Provincial Council of the Congregation believe that the decisions of the Board do not promote the ethos of the Congregation, the Congregation shall be entitled to dissolve the Board and to appoint a new Board in terms of clause 5.11.1 above.
- 5.11.5 The School is required to be a member of co-operative structures within the Catholic Education network.

6. MEETINGS OF THE BOARD OF GOVERNORS

The Board shall conduct its meetings and regulate its proceedings as it may find convenient, provided that:

- 6.1 the Provincial Council of the Congregation, in consultation with the members of the Board shall appoint from their number the following officer bearers; a Vice-chairperson and a Secretary;
- 6.2 office bearers are elected for a period of 3 years and may be re-elected;
- 6.3 a meeting of the Board shall be held at least three times a year;
- 6.4 an extra-ordinary meeting of the Board may be called by the Secretary at any time on instruction from the Chairperson, or by fifty percent of the members of the Board.
- 6.5 proper minutes shall be kept of the proceedings of the Board, and a record of the persons present at the meetings. The minutes shall be circulated to members at least two weeks before the following meeting;
- 6.6 the quorum for meetings of the Board shall be four persons, provided that the Chairperson or a person delegated by him and the representative of the Congregation are present;
- 6.7 if the Board becomes aware at any time that a member:
 - 6.7.1 is guilty of misconduct prejudicial to the School;
 - 6.7.2 fails to attend three consecutive meetings of the Board without an apology; or
 - 6.7.3 is not able to subscribe to the spirit of the mission statement of the School and the values expressed in the teachings of the Catholic Church;

The Chairperson shall call a meeting including the offending member. At this meeting the matter shall be discussed. If the Board finds, at its entire discretion, that the explanation is unacceptable and the member's behaviour is not in the best interest of the School, the Chairperson shall recommend to the Provincial Council of the Congregation that it ask the member to resign;

6.8 If a member has a direct or indirect financial interest in any matter linked to the affairs of the School, he / she shall immediately bring such an interest to the attention of the Chairperson. The member shall excuse him/herself from any discussion and decision related to this matter.

6.9 DECISIONS AND VOTING

6.9.1 Decisions shall be by a majority of not less than fifty (50%) percent of the members present and entitled to vote;

6.9.2 Decisions for votes of no confidence and censure shall require a two-thirds (2/3) majority of members present and entitled to vote.

6.9.3 It is the intention that no one member may directly or indirectly control the decision making powers of the School.

7. CESSATION OF MEMBERSHIP

A member of the Board shall cease to be a member if that person is asked to resign in terms of clause 6.7 above.

8. VACANCIES

Vacancies on the Board may be filled by decision of the Board for the unexpired period of the vacating member.

9. EXECUTIVE COMMITTEE OF THE BOARD

9.1 The Board may delegate to an Executive Committee such power as it requires to support the School Management Team

9.2 The members of the Executive Committee shall be the Chairperson of the Board, the Treasurer, the representative of the Congregation and one other person appointed by the Board.

9.3 The Principals attend the meetings and report to the Executive Committee which in turn reports to the Board.

9.4 The Executive Committee shall meet as often as it may deem necessary – at least six times a year.

9.5 Should any of the Principals so request it, the Chairperson shall convene a meeting of the Executive Committee.

9.6 The Principals shall have the right to have any matter placed on the agenda of the Executive Committee of the Board.

9.7 A quorum of the Executive Committee shall be 3 (three) members and one of whom shall be the representative of the Congregation.

10. SUB-COMMITTEES OF THE BOARD

The Board may appoint sub-committees from time to time to undertake specific tasks and may set the terms of reference and authority of such sub-committees.

11. ANNUAL GENERAL MEETING

11.1 An Annual General Meeting of the Board shall be held once a year within 3 (three) months after the end of the financial year.

11.2 The Business of the annual general meeting shall include inter alia:

- 11.2.1 the presentation and adoption of the Chairperson's report;
- 11.2.2 the adoption of the Annual Financial Statements;
- 11.2.3 the appointment of auditors;
- 11.2.4 the approval of a budget of income and expenditure for the ensuing year
- 11.2.5 the election of members to the Board should the need arise; and
- 11.2.6 other matters which are considered appropriate

11.3 The quorum for annual for annual general meetings shall be four members of the Board provided that the representative of the Congregation is present.

12. NOTICE OF MEETINGS

Effective and timeous notice of meetings must be given by the Secretary.

13. FINANCIAL MATTERS

13.1 The School shall be conducted on a non-profit basis, with the intent and purpose that its capital and income, wherever derived, shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred directly or indirectly (whether by way of dividend bonus or otherwise or howsoever) by profit or distribution to any of the members of the School; provided that nothing herein contained shall preclude the payment in good faith to a member or any other person for services rendered or out of pocket expenses approved by the Board.

13.2 The financial year end of the School will be the last day of December each year.

13.3 The business of the School shall be conducted through a bank account. Two signatures, one being that of a Principal or Director, shall be required to operate the account.

13.4 The Treasurer shall ensure that the audited financial statement of the School is prepared annually and that the School submits the annual income returns to a Commissioner of the South African Revenue Service and to the Director of Public Benefit Organisations.

- 13.5 Any extraordinary expenditure which does not fall within the ambit of the financial policy set by the Board from time to time, or any within budget approved in terms of such policy, shall be approved by the Board before it is incurred.

14. AMENDMENTS TO THE CONSTITUTION

Amendments to the Constitution of the Board may only be made upon the following conditions:

- 14.1 All proposed amendments shall be circulated to members of the Board not less than 14 (fourteen) days prior to the meeting at which it is proposed that the amendments should be considered.
- 14.2 An amendment shall be valid only if passed by a two thirds (2/3) majority of members present and voting and must be approved in writing by the Congregation.

15. DISSOLUTION

- 1.1 a RESOLUTION TO DISSOLVE the School shall only be valid if it is passed by a majority of 75% of members present and voting at a meeting of the Board at which no less than two thirds (2/3) of the members of the Board are present in person, and is thereafter approved in writing by the Provincial Council of the congregation.
- 1.2 In the event of the School being dissolved and ceasing to exist, all the assets of the School, shall be sold to the extent necessary to meet the School's liabilities and any remaining assets shall be handed over to the Congregation and shall become the property of the Congregation and the Board hereby constituted shall be dissolved.