

Auburn House School

Consolidated Constitution

1. Preamble

The Auburn House School was established in 1983 to provide for the comprehensive education of pre-primary and primary children based on the techniques developed by Dr Maria Montessori. It is a registered independent primary school with the Western Cape Education Department and will carry out its activities in a non-profit manner and with an altruistic and philanthropic intent.

2. Definitions

- 2.1 "parents" — the mother and father or guardians of each pupil enrolled in the School (maximum of two people per child)
- 2.2 "staff" - all full-time people employed by the School
- 2.3 "professionals" members appointed by the Board because of their professional or occupational standing and experience in fields relevant to the School's affairs
- 2.4 "Board" — the board of governors of the School appointed or elected as per clause 6
- 2.5 "School" — Auburn House School

3. Legal status

- 3.1 The School is a juristic person and shall, as far as legally possible, have all the powers of a persona in-law including the power in its own name to acquire and rent property, both movable and immovable.
- 3.2 All legal proceedings by and against the School may be brought and defended in the name of the School, whose Chairperson of the Board shall have the power to institute or defend any such proceedings on its behalf and in its name when authorised to do so by the Board.
- 3.3 The organisation's financial transactions shall be conducted by means of a banking account.
- 3.4 The organisation shall continue to exist even when its membership changes and there are different office bearers.
- 3.5 This constitution, once approved and adopted, supersedes all previous constitutions of Auburn House School.
- 3.6 This constitution and the Code of Conduct for Board Members must be read together.
- 3.7 The liability of parents of children at the School is limited to the unpaid amount of school fees.
- 3.8 All property shall be registered in the name of Auburn House School.
- 3.9 Members or office bearers of the organisation do not have rights over things that belong to the organisation.

4. Governance

- 4.1 The governance of the School shall be undertaken by a duly elected and appointed Auburn House School Board.
- 4.2 The fundamental purpose of the Board is to help the School provide the best possible education for its pupils.
- 4.3 The Board is responsible for determining the aims and overall conduct of the School.
- 4.5 The functions, committees, meetings and obligations of the Board are contained in the Code of Conduct for Board Members document.

5. Professional management

- 5.1 The day-to-day running of the School shall be the responsibility of the Principal.
- 5.2 The Principal shall be assisted in this task by a Management Team appointed by him/her.
- 5.3 The Principal shall implement the policies and directions of the Board and will be responsible for reporting to the Board as required.

6. Board

6.1 The Board shall consist of nine (9) members:

6.1.1 three members appointed because of their professional or occupational standing and experience in fields relevant to the School's affairs, 'professional members';

6.1.2 the Principal of the School, ex officio;

6.1.3 three parents of children presently attending the school, 'parent members';

6.1.4 two staff members.

6.2 The staff members must be elected every second year by the permanent staff employed by the School.

6.2.1 Permanent staff can only be nominated after being employed for one year at the School.

6.2.2 Staff will serve two terms on the Board.

6.2.3 A staff member who has a child enrolled at the school may not be elected to represent parents on the Board.

6.3 The parent members must be elected every second year by the parent body.

6.3.1 A parent can only be nominated after two years of their child being enrolled at the school.

6.3.2 A parent will serve two terms on the Board.

6.3.3 A parent who is employed at the school may not be elected to represent parents on the Board.

6.4 Professional members are appointed by the Board from time to time when necessary.

6.4.1 Professional members will serve three terms on the Board.

6.4.2 Professional members should be elected as the office bearers of the Board.

6.5 Should a vacancy occur in its membership under 6.1.3 or 6.1.4, the Board shall have the power to fill such a vacancy for the rest of the period remaining before the next annual general meeting.

6.6 The Board may co-opt members from time to time where necessary but the term of office of such members will be a maximum of one year. Co-opted members do not have voting rights on the Board.

6.7 The Board may take on the power and authority that it believes it needs to be able to achieve the objectives of the organisation.

6.8 Meetings of the full Board will take place quarterly. Meetings shall be scheduled annually for the full year, placed on a schedule of dates. Confirmation of meetings shall be circulated to all members, together with an agenda and relevant preparatory documentation as may be required, sufficiently far ahead of the meeting date to allow all members at least a full weekend in which to prepare for the meeting. Minutes will be circulated within ten days of the meeting having taken place. No decision shall be made or business transacted at a meeting at which a quorum is not present. The legal quorum is half of the total membership of the relevant committee.

7. Election of office bearers

7.1 Each year, if necessary, at the first meeting of the Board after the Annual General Meeting, the Board shall elect the following office bearers:

7.1.1 Chairperson

7.1.2 Vice Chairperson

7.1.3 Honorary Secretary

7.1.4 Honorary Treasurer

8. Financial year

The financial year of the School shall terminate on 31 December each year.

9. Annual general meeting

9.1 The annual general meeting of the school shall be held not later than 31 August each year.

9.2 The Board shall decide on the date, time and place of the meeting and all parents, staff and professional members must be given twenty-one days written notice of the meeting. Such notice shall contain:

9.2.1 the agenda for the meeting

9.2.2 the annual financial statements with Accounting Officers Compilation report; and

9.2.3 the Board's annual report.

9.3 The business of the annual general meeting shall be:

9.3.1 adoption with or without modification of the report of the Board and the financial statements with audited accounts;

9.3.2 consideration of notices of motion which were submitted to the Secretary at least thirty days prior to the date of the meeting;

9.3.3 the election of auditors for the ensuing year. Should an alternative auditor be nominated, written notice of the intention to do so shall be submitted to the Secretary thirty days prior to the date of the meeting.

9.3.4 the election or appointment of the following Board members:

9.3.4.1 Parents — a maximum of three to be elected:

9.3.4.1.1 Parents wishing to be elected must complete and sign a nomination form provided on request by the Secretary, have it signed by at least two other parents, and submit it to the Secretary thirty days prior to the date of the meeting.

9.3.4.1.2 Should fewer than three or exactly three nominations be received then those nominations will be declared duly elected.

9.3.4.1.3 Should fewer than three parents be elected, the Board, at their first subsequent meeting shall nominate one or more parents to join the Board.

9.3.4.1.4 Should more than three nominations be received a secret ballot shall be held at the meeting and the counting of votes conducted by the Chairperson and the Secretary. The Chairperson shall announce the names of the three candidates who received the most votes and declare them duly elected.

9.3.4.2 Staff

The Principal will conduct the election of the staff members at least two weeks prior to the date of the meeting, and announce the result at the meeting.

9.3.4.3 Professional members

The Chairperson will inform the meeting of the professional members appointed by the Board.

9.4 The quorum for a meeting shall be twenty (20) parents. If a quorum is not present the meeting shall stand adjourned until such time and place as the Board may determine, when those present shall form a quorum. The majority vote shall count for any resolution to be carried, except for dissolution (see 12 below).

9.5 The Chairperson, whom failing, the Vice Chairperson, of the Board shall preside at a meeting. Failing both these persons, the meeting shall elect one of the Board members to be Chairperson.

9.6 All parents, staff and professional members have voting rights at an annual general meeting.

10. Special general meeting

10.1 The Board may call a special general meeting on twenty-one days written notice at such date, time and place as the Board may determine:

10.1.1 by the Board for such purpose as it may decide;

10.1.2 after receipt of a requisition to the Secretary, signed by at least twenty parents and/or staff, and considered by the Board as appropriate;

10.1.3 if the Board decides that a requisition as in 10.1.2 for a special general meeting is not appropriate, they shall explain their decision to the parents who requisitioned for it.

10.2 The requisition referred to in 10.1.2, and the notice of the meeting, shall state specifically:

10.2.1 the reason for such meeting is desired; and 10.2.2 the motion to be submitted thereat.

10.3 Forty parents, professional members and staff present shall form a quorum at such a meeting, and the business of the meeting shall be confined to the purpose for which it was called.

10.4 If the said quorum is not present at the meeting, the notice thereof and requisition therefor shall lapse, and the motion(s) to be considered shall fall away.

10.5 Amendment of constitution

10.5.1 A special general meeting to amend or add to this constitution shall be called by the Board not less than ninety and not more than one hundred and twenty days after a

requisition for this purpose, on the same basis as set out in 10.1 and 10.2, is received by the Secretary and no resolution on the motion shall be valid unless passed by two thirds majority of the professional members, parents and staff present at the meeting.

10.5.2 Forty parents, professional members and staff present shall form a quorum at such a meeting.

10.5.3 The provision in 10.5.1 and 10.5.2 shall not apply to any amendments necessitated from time to time by the requirements of any statutory or similar authority. Such amendments can be effected by a resolution of the Board.

10.5.4 A copy of all amendments to the constitution shall be submitted to the Commissioner for the South African Revenue Service.

10.6 Special general meetings shall be presided over in the same way as annual general meetings and, save for the resolution referred to in 10.5, the majority vote will count thereat for any resolution to be carried.

11. General

11.1 No activity will directly or indirectly promote the economic self-interest of any fiduciary or employee of the school otherwise than by way of reasonable remuneration.

11.2 No funds will be distributed to any person (other than in the course of undertaking any public benefit activity).

11.3 The funds of the school will be used solely for the objects for which it was established.

11.4 No donation will be accepted which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A of the Income Tax Act. A donor (other than a donor which is an approved public benefit organization, board or body which is exempt from tax in terms of section 10(1)(CA)(i) of the Income Tax Act, which as its sole or principal object the carrying on of any public benefit activity) may not impose any conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.

11.5 No remuneration will be paid to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector in which the school operates and in relation to the service rendered and has not and will not economically benefit any person in any manner which is not consistent with its objectives.

12. Dissolution

12.1 The Board may close the school after they have:

12.1.1 informed all the parents and the staff of their intention to close the school and their reasons therefor;

12.1.2 granted the parents and the staff a reasonable opportunity to make representations in relation to such action;

12.1.3 conducted a referendum on reasonable notice, to enable all the parents and the staff to indicate their joint feeling in relation to closure; and

12.1.4 achieved at least 75% agreement from the referendum on closure;

12.1.5 given due consideration to any such representations received.

12.2 On dissolution of the school, the remaining assets must be transferred to:

12.2.1 a public benefit organization, which has been approved in terms of section 30 of the Income Tax Act; or

12.2.2 an institution, board or body which is exempt from the payment of income tax in terms of section 10(1)(CA)(i) of the Income Tax Act, which has as its sole or principal object the carrying on of any public benefit activity; or

12.2.3 a department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) or (b) of the Income Tax Act.

13. Interpretation

13.1 Headnotes are inserted for ease of reference only, and shall not be taken into account when interpreting this constitution.

13.2 In this constitution reference to the masculine gender includes reference to the feminine gender, and references to the singular include references to the plural, and vice

versa.

13.3 Differing views on interpretation of this constitution may be settled by the Board.