



UNITED HERZLIA SCHOOLS

בתייה"ס המאוחדים הרצליה

UHS CONSTITUTION

RECORDAL

It is recorded that the United Herzlia Schools (UHS) is approved as a Public Benefit Organisation (PBO) in terms of section 30 of the Income Tax Act, No 58 of 1962, as amended, (the Act) and is also approved in terms of Section 18A of the Act, that it accordingly enjoys the benefits of such approvals and will ensure that nothing is done to negatively affect these and that it, and its office bearers, will ensure strict compliance with the provisions of Section 18A and Section 30 of the Act.

The sole object of the public benefit organisation is to carry on one or more public benefit activities as defined in section 30(1) of the Income Tax Act (the Act), in a non-profit manner and with an altruistic or philanthropic intent.

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

The public benefit organisation will not carry on any business undertaking or trading activity unless specifically permitted in terms of section 10(1)(cN) of the Income Tax Act.

The public benefit organisation will not be a party to, or does not knowingly permit, or has not knowingly permitted, itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under this Act or any other Act administered by the Commissioner.

1. OBJECTS

The objects of **UHS** shall be:

- 1.1 To establish and conduct day schools and educational institutions of all kinds (from pre-school to Grade 12) and to encourage and assist in the advancement of education and learning in the Republic of South Africa and more particularly to promote Jewish learning and education based on Jewish national traditional lines, ensuring that no student shall be barred from such education by reason of religion, race or gender.

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- 1.2 To construct, acquire, provide, equip, maintain and manage schools, hostels, halls, libraries, crèches and other facilities as may be necessary for the educational system referred to in 1.1 above.
- 1.3 To acquire by donation, purchase, lease or otherwise movable and immovable property, freehold and leasehold, and to use, hire out, sell and dispose of the same and to exercise all rights of ownership and possession in relation thereto.
- 1.4 To improve any freehold or leasehold property of the **UHS** by the erection or removal of buildings and to utilise the property of the **UHS** for the purpose of advancing the objects thereof.
- 1.5 To seek, obtain and receive grants in aid and other assistance for the purpose of the **UHS** from any person, body, local authority, municipality, provincial or government authority.
- 1.6 To collect, and to canvass for, and to accept donations, bequests, endowments and other benefits for the **UHS** from any person, firm or corporation or from any source whatsoever, and to take all such steps as may be prescribed in all applicable statutes, or any other law in order to obtain authority to achieve these objects.
- 1.7 To invest in the interests of the **UHS** any available funds of the **UHS** in any movable or immovable property or securities whatsoever as may be deemed expedient.
- 1.8 To borrow money for any purpose of the **UHS** with or without security upon debentures or otherwise and to hypothecate, mortgage and charge any or all of the assets of the **UHS** for such purpose.
- 1.9 To make loans and to guarantee the performance of contracts and obligations for the above objects and generally for any purpose that may be deemed expedient.
- 1.10 To establish, contribute to and encourage the creation of a fund or funds for the purpose of providing bursaries, scholarships and other financial assistance for education and rewards for diligence and to contribute thereto and to invest, manage or to assist in managing same.
- 1.11 To establish control, manage and administer a fund for the purpose of considering and where necessary, granting students entitled thereto, a remission either in whole or in part from the payment of school fees.
- 1.12 To promote and encourage the formation of a fund or funds for the purpose of providing pensions for members or past members of the teaching staff or other servants of the **UHS** and to contribute thereto and to invest, manage, or assist in managing the same.
- 1.13 To undertake to pay pensions and/or other benefits to present and past members of the teaching staff or other servants of the **UHS** in consideration for their services, and to continue to make contributions to any pension fund of which teachers or past teachers are or may have been members.

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- 1.14 To provide at any college, school or educational institution controlled by the **UHS** free or partially free tuition, with or without free or partially free board and lodging, to any pupils or ex-pupils of any school, college or educational institution controlled by the **UHS**.
- 1.15 To provide at any college, school or educational institution controlled by the **UHS** shops commonly called “tuck-shops” for the sale or supply to pupils or teachers of goods, wares, provisions, refreshments, clothing, uniforms, or other articles or things which may be required by such pupils or teachers of such schools, college or educational institution.
- 1.16 To determine and levy fees, dues and contributions on the guardians or parents of children attending the schools and other institutions under the control of the **UHS**.
- 1.17 To co-operate with any association or body having objects similar to the **UHS** in order to carry out any object which shall appear to be to the mutual advancement of both.
- 1.18 To promote and encourage the formation of cultural, scientific, social and sports clubs and societies.
- 1.19 To establish and maintain libraries and to further the preparation and publication of textbooks and other publications.
- 1.20 To appoint and nominate Trustees, life members, honorary Presidents or vice-presidents.
- 1.21 Generally to do all such acts as may be expedient to further the interests of the **UHS** and the purposes for which it has been formed.

2. BOARD OF TRUSTEES

- 2.1 The members of the **UHS** shall elect a Board of Trustees consisting of not more than ten (10) persons and not less than three (3) persons, who shall be elected at the annual general meeting.
- 2.2 All assets of **UHS** shall vest in the trustees. All immovable property acquired by **UHS** shall be registered in the name of “the Trustees for the time being of United Herzlia Schools”.
- 2.3 The Trustees of **UHS** existing at the time this constitution is adopted shall continue to hold office until their death or until disqualification for one of the reasons set out hereinafter. The constitution of the Board of Trustees shall be reaffirmed at each Annual General Meeting.
- 2.4 A Trustee shall be disqualified from holding office in the event of:
 - 2.4.1 his/her being absent from the Western Cape area for a continuous period of six months;
 - 2.4.2 he/she resigning his/her membership of the **UHS**;
 - 2.4.3 he/she becoming insolvent or compromising with his/her creditors;
 - 2.4.4 he/she being of unsound mind;

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2.4.5 upon a resolution passed by two-thirds majority of those present and entitled to vote at a general meeting called for this purpose.

2.5 Immediately upon death, resignation or disqualification, a Trustee (or his/her executor as the case may be) shall divest himself/herself of all documentation relating to the assets of the UHS in favour of the other Trustees.

2.6 The Trustees shall not have the power to sell, purchase, exchange, donate, mortgage or otherwise deal with the assets of UHS except upon direction of the **BOARD OF GOVERNORS**, or upon approval of two-thirds of the members present obtained at a general meeting convened for that purpose. The **BOARD OF GOVERNORS** shall determine the number of Trustees required to sign all necessary documentation to give effect to such resolution, which number shall not be less than two (2).

2.7 The Trustees shall function as an advisory body to the **UHS** and shall have no decision-making powers. They shall elect from amongst themselves a Chairperson who shall be responsible for conducting the meetings of the Board of Trustees whenever these meetings are called.

3. THE COMMITTEE OF THE UHS AND ITS POWERS

3.1 All the business and affairs of the **UHS** shall be managed and controlled by the Committee of the **UHS** constituted in terms of Clause 5 hereof (hereinafter referred to as the "**BOARD OF GOVERNORS**") which shall have full power to carry out all the objects of the UHS and generally to exercise all the powers of the **UHS** but subject always to the wishes of the members as expressed by the terms of any resolution passed at any general meeting of members. No such resolution shall, however, invalidate any prior act of the **BOARD OF GOVERNORS** which would otherwise have been valid.

3.2 The **BOARD OF GOVERNORS** shall have custody and control of all the assets of the **UHS** but all immovable property shall be registered or held as set forth in 2.2 above. The **BOARD OF GOVERNORS** shall be the supreme governing body of the **UHS**.

3.3 Without prejudice to the general powers conferred by the last two preceding clauses, it is hereby expressly declared that the **BOARD OF GOVERNORS** shall have the following powers [such declaration is not, however, exhaustive or complete:]

3.3.1 To make, amend and repeal byelaws for the regulation of the affairs of the **UHS** and for the control and remuneration by salary or pension or otherwise of the officers and servants thereof and for the direction and control of the proceedings of the members thereof.

3.3.2 To manage and control any institution established by the **UHS** and to appoint, and at its discretion remove or suspend, such principals or other masters, teachers, managers, secretaries, clerks, agents and servants, to or from permanent, temporary or special services, as the **BOARD OF GOVERNORS** from time to time thinks fit and to invest them with such powers (including power to delegate) as the **BOARD OF GOVERNORS** may think expedient and to determine their duties, and fix their salaries or emoluments and pensions (if any) and to require security in such instances and in such amount as the **BOARD OF GOVERNORS** may think fit.

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- 3.3.3 To collect revenues and control expenditure.
- 3.3.4 To determine and levy fees, dues and contributions on the parents or guardians of children attending the schools and other institutions under the control of the **UHS**.
- 3.3.5 To open and close bank accounts in the name of the **UHS** and to operate thereon in such manner as may be authorised from time to time by the **BOARD OF GOVERNORS**.
- 3.3.6 To borrow money with or without security for the purpose of the **UHS** on such terms as the **BOARD OF GOVERNORS** may deem fit and to pledge, mortgage and charge immovable and movable assets of the **UHS** as security therefor.
- 3.3.7 To invest or lend out the surplus monies of the **UHS** in such manner and on such securities as the **BOARD OF GOVERNORS** may think fit and to vary and deal with such investments and loans by ceding and canceling same.
- 3.3.8 To institute and defend legal proceedings in the name of the **UHS** and to exercise all the **UHS's** rights as a shareholder in or a member of any company, association or society.
- 3.3.9 To purchase, sell, exchange, take on lease, hire out or dispose of movable property or any right therein and to improve and develop any property or asset of the **UHS** in such manner as the **BOARD OF GOVERNORS** may deem fit.
- 3.3.10 To determine how and by whom any documents shall from time to time be signed by the **UHS**.
- 3.3.11 To accept gifts, donations and other benefits on behalf of the **UHS** from any person, firm, company or other source whatsoever subject thereto, however, that if the **UHS** cannot for any reason whatsoever honour or comply with any conditions attached to such gift, donation or other benefit, the **BOARD OF GOVERNORS** shall have the power and right to use such gift, donation or other benefit for such other purpose as it deems fit.
- 3.3.12 To enter into, rescind and vary contracts, sign documents and do all such acts, matters and things on behalf of the **UHS** as the **BOARD OF GOVERNORS** may consider necessary or expedient for carrying out the objects thereof.
- 3.3.13 To establish such sub-committees as may be deemed by the **BOARD OF GOVERNORS** to be necessary for the purpose of performing its functions and fulfilling its objects.
- 3.3.14 To delegate powers, duties, rights and obligations to sub-committees established for the purpose of performing such tasks that may be delegated to them by the **BOARD OF GOVERNORS**.
- 3.3.15 To do all such things and to take all such steps as may be necessary for the due and proper administration of the **UHS CAPITAL FUND** (as defined in Schedule "A" to this Constitution) incorporating the Myer Katz Bursary Fund and other

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similar funds. It is hereby recorded that any decision made by the **BOARD OF GOVERNORS** or sub-committee entrusted with the administration of the **UHS CAPITAL FUND** in regard to any application for remission shall be final and binding.

- 3.3.16 To do all such things and to take all such steps as may be necessary to carry out any one of the other objects stipulated under the objects clause (Clause 1) hereof.
- 3.3.17 To ensure that the **UHS** complies with all applicable statutes and other relevant laws.
- 3.3.18 To appoint a Director of Finance and Administration whose duties shall be defined by the **BOARD OF GOVERNORS** from time to time.
- 3.3.19 To appoint a Director of Education, who shall also officiate as Chairman of the Principals' Management Committee, and whose duties shall be defined by the **BOARD OF GOVERNORS** from time to time.

4. THE CONSTITUTION OF THE BOARD OF GOVERNORS

- 4.1 The **BOARD OF GOVERNORS** of the **UHS** shall be constituted as follows:
 - 4.1.1 Fourteen (14) elected members who shall be elected to serve a period of two years from members of the **UHS** as hereinafter provided, seven (7) of whom shall be elected each year.
 - 4.1.2 The following shall be ex-officio members of the **BOARD OF GOVERNORS**:
 - The Outgoing Chairperson (for a period of two (2) years);
 - The Principals of the following 5 constituent schools, namely High School, Middle School, Highlands Primary, Weizmann Primary and Constantia Primary;
 - The Director of Early Childhood Learning;
 - The Director of Finance and Administration
 - The Director of Education
- 4.2 Elected members shall hold office for two years and shall be eligible for re-election at the end of each two year period. In order to achieve the desired rotational system envisaged in clause 4.1 above, for the year immediately following the adoption of this amendment, seven (7) members shall be elected. In the next election a year later, seven (7) members shall be elected. Thereafter, seven (7) members shall be elected annually.
- 4.3 A member of the **BOARD OF GOVERNORS** shall serve as Chairperson of the Co-ordinating Council (as defined in clause 10.5 below, which shall co-ordinate the activities of all the **PARENTS-TEACHERS-ASSOCIATIONS** (hereinafter referred to as the **PTA's**) as provided for hereunder.
- 4.4 A member may resign by giving seven (7) clear days' notice in writing to the Director of Finance and Administration of his intention to do so and his resignation will take effect upon expiry of that period.

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- 4.5 The Chairperson may fill any vacancy in the **BOARD OF GOVERNORS** caused through the resignation, or other act of removal, of an elected member but only to serve out the balance of the period for which the member who created the vacancy had left to serve.
- 4.6 The Board of Governors shall have the right to co-opt one additional member to the **BOARD OF GOVERNORS** for up to a maximum of two (2) years, who shall serve as if elected. Such member shall hold office until the next AGM, when he/she will be eligible for election in the normal way.
- 4.7 A member shall be removed from office:
- 4.7.1. If he/she is declared by a court to be incapable of managing his own affairs;
- 4.7.2 If he/she be absent from three successive meetings of the **BOARD OF GOVERNORS** without reasonable explanation therefor or without leave of absence from the Chairperson;
- 4.7.3 If a resolution passed by not less than 75% of the members of the **BOARD OF GOVERNORS** request him/her to resign.
- 4.8 Any member who shall be called upon to perform extra service or to make special exertions for the purpose of the **UHS** may be remunerated by the **BOARD OF GOVERNORS** in such manner as it shall determine, providing that such remuneration shall only apply to written and proven disbursements.
- 4.9 Any member appointed to fill a vacancy in the number of elected members shall be subject to retirement at the same time as if he/she had become a member on the day on which a member in whose place he/she is appointed was elected.
- 4.10 The Outgoing Chairperson shall fix the time, place and date for a meeting of the newly elected **BOARD OF GOVERNORS**, which meeting shall take place not more than ten (10) days after the Annual General Meeting of the **UHS** and at such meeting the **BOARD OF GOVERNORS** shall choose from its members a Chairperson. The process of choosing a Chairperson shall be by consensus. In the event of a deadlock, the Outgoing Chairperson shall have a casting vote.
- 4.11 The newly appointed Chairperson shall have the right to appoint members of the **BOARD OF GOVERNORS** to form a **MANAGEMENT COMMITTEE** (hereinafter referred to as "**MANCOM**") comprising:
- The Chairperson;
 - The Senior Vice Chairperson;
 - The Junior Vice Chairperson;
 - The Treasurer;
 - The Director of Finance and Administration;
 - The Director of Education.
- 4.12 The Chairperson shall have the right, in his/her sole discretion and on an *ad hoc* basis, to invite the Outgoing Chairperson to attend **MANCOM** meetings when the Chairperson is of the view that the Outgoing Chairperson's input is required. Other than this, the

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Outgoing Chairperson shall have no role on **MANCOM**. The Chairperson shall also have the right in his/her sole discretion to invite, on an *ad hoc* basis, any other member of the **BOARD OF GOVERNORS** or any other person whose contribution towards the deliberations of **MANCOM** is required, to attend a specified **MANCOM** meeting.

- 4.13 It is desirable for the sake of good governance and continuity, that when making themselves available for selection to the position of Vice Chairperson, the member concerned commits to a six (6) year period, firstly as Junior Vice Chairperson (for 2 years), then as Senior Vice Chairperson (for 2 years) and then as Chairperson (for 2 years), unless personal circumstances militate against this occurring. It is also desirable, unless personal circumstances militate against it, for the person chosen as Treasurer to commit for a period of at least two years.
- 4.14 The Director of Finance and Administration shall serve as Secretary of **MANCOM**.
- 4.15 In the absence of the Chairperson, the Senior Vice Chairperson shall preside over **MANCOM** meetings.
- 4.16 **MANCOM** shall take such steps and do all such things as may be necessary for the day-to-day management and control of the **UHS** and shall at all times be answerable to the **BOARD OF GOVERNORS** for their actions. For this purpose, action minutes shall be kept of all **MANCOM** meetings and these minutes shall be made available to the **BOARD OF GOVERNORS** at the latter's request.

5. PROCEEDINGS OF THE BOARD OF GOVERNORS

- 5.1 The **BOARD OF GOVERNORS** shall meet at least twice (2) per term, i.e. at least eight (8) times per year. The Chairperson shall have the right to call further meetings of the **BOARD OF GOVERNORS** in his/her sole discretion as exigencies and good governance shall warrant.
- 5.2 In addition to the **BOARD OF GOVERNORS** meetings specified in clause 5.1, at least twice (2) per school year the **BOARD OF GOVERNORS** may convene a meeting for which purpose the **BOARD OF GOVERNORS** shall invite the following persons to attend:
- 5.2.1 The Chairperson of each **PTA** of all pre-schools and schools in the **UHS** system having a **PTA**;
 - 5.2.2 One teacher representative nominated for this purpose by the Teachers Representative Council for each of the **UHS** regions (Atlantic, Central and Southern Suburbs);
 - 5.2.3 The Chairperson of the **Jewish Life Committee**;
 - 5.2.4 The Chairperson of the **UHS CAPITAL FUND ADVISORY COMMITTEE**;
 - 5.2.5 The Head Boy and Head Girl of the High School;
 - 5.2.6 The Chairperson of the Herzlia Alumni Association; and
 - 5.2.7 Any other person or entity which the Board of Governors believes may contribute to the plenary session.

- 5.3 This meeting shall be called a **CONSULTATIVE FORUM**.

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- 5.4 Although not prescriptive, the **CONSULTATIVE FORUM** should be called to meet at the start of the second and fourth school terms. It shall not be competent for the **CONSULTATIVE FORUM** to vote on any issue brought before it. It shall only have the right to advise the **BOARD OF GOVERNORS** on any particular issue debated before it, and it will then devolve upon the **BOARD OF GOVERNORS** to decide, and if need be, vote on the issue concerned.
- 5.5 **MANCOM** shall meet at least every two (2) weeks but can be called upon to meet more frequently in the sole discretion of the Chairperson as exigencies and good governance shall warrant.
- 5.6 The Chairperson (and in his/her absence for whatever reason, the Senior Vice Chairperson) may, and the Director of Finance and Administration shall, at the request of not less than five (5) members of the **BOARD OF GOVERNORS**, convene a meeting of that body.
- 5.7 Disputes and/or issues raised at any meeting of the **BOARD OF GOVERNORS** shall be decided by a simple majority and in the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote in addition to his/her deliberative vote.
- 5.8 The **BOARD OF GOVERNORS** may from time to time appoint sub-committees, consisting of one or more members of its body and/or any other person or persons as it may think fit, and may delegate any of its powers to such sub-committees and from time to time revoke the same, and discharge any such sub-committees wholly or in part. Any sub-committee so formed shall, in the exercise of such powers so delegated, conform to any regulations and instructions which may from time to time be imposed upon or given to it by the **BOARD OF GOVERNORS**. Any such sub-committee shall be allocated to one of the **PORTFOLIOS** set out in Schedule "B" to this Constitution. A member of the **BOARD OF GOVERNORS** shall be assigned responsibility for a **PORTFOLIO**.
- 5.9 The **BOARD OF GOVERNORS** may from time to time make and prescribe rules, regulations and bye-laws relating to and for the carrying into effect of any and all objects of the **UHS**, and the decisions made by it, for its practical administration.
- 5.10 The meetings and proceedings of any sub-committees appointed by the **BOARD OF GOVERNORS**, and consisting of two or more members, shall be governed by the provisions of this constitution, *mutatis mutandis*, for the regulation of the meetings and proceedings of the **BOARD OF GOVERNORS**.
- 5.11 Proper minutes of the proceedings at all meetings of the **BOARD OF GOVERNORS** and its sub-committees shall be kept and maintained.
- 5.12 All acts done by any meeting of the **BOARD OF GOVERNORS** or by any sub-committee thereof, or by any person acting as Chairperson or member of the **BOARD OF GOVERNORS** shall, notwithstanding that some defects may afterwards be discovered in the appointment and qualification of any one or more of them, be as valid as if every such person had been duly appointed or qualified to be a member of the **BOARD OF GOVERNORS** or sub-committee concerned or Chairperson.

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5.13 The Chairperson shall have the right to invite the Chairperson/Governor of any sub-committee to attend a Board of Governors meeting for any purpose deemed appropriate by the Chairperson. Such invitee may, in the discretion of the chairperson participate in the full deliberations of the particular meeting, or his/her participation may be limited to the activity of the particular subcommittee.

6. MEMBERSHIP OF THE UHS

All parents or guardians of learners attending schools under the control of the UHS and all current contributors of the United Jewish Campaign, or its successor, shall be members of the **UHS**.

7. ANNUAL GENERAL MEETING AND ELECTION OF THE COMMITTEE

7.1 A General Meeting shall be held once a year at such time and place as may be prescribed by the **BOARD OF GOVERNORS**.

7.2 The abovementioned General Meeting shall be called the Annual General Meeting; all other meetings shall be called Special General Meetings.

7.3 The business of an Annual General Meeting shall include:

7.3.1 Notice of meeting;

7.3.2 Confirmation of the Minutes of the previous Annual General Meeting;

7.3.3 Reports by the Chairperson and Treasurer;

7.3.4 Adoption of the Audited Financial Statements of the **UHS**;

7.3.5 The reaffirmation of the Board of Trustees, and, if necessary, the election of new trustees;

7.3.6 The election of Honorary and Life Members;

7.3.7 The election of the **BOARD OF GOVERNORS**;

7.3.8 The appointment of Auditors;

7.3.9 Motions of which notice has been given;

7.3.10 General matters.

7.4 Notice of the Annual General Meeting shall be given to all members of the **UHS** by way of an advertisement not later than twenty-one (21) days before the meeting in one newspaper circulating in Cape Town before the holding of any Annual General Meeting calling for nominations of the office-bearers of the **UHS** and for any motions which any member shall desire to submit to the meeting. Such motions duly proposed and seconded shall be advised to the **UHS** in writing within seven (7) days of such notice.

7.5 The **BOARD OF GOVERNORS** may at any time in its discretion and shall without delay upon the written requisition of at least seventy two (72) members of the **UHS** convene a Special General Meeting. The requisition shall specify the business for which the meeting is requisitioned and no business shall be transacted at such meeting except that for which

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the meeting is specially called, or any amendment which, in the opinion of the Chairperson of the meeting, shall bear directly thereon.

- 7.6 Not less than twenty-one (21) days' notice specifying the place, day and hour and business of the meeting shall be given of all general meetings. Such notice may be given by an advertisement in one or more newspapers published in Cape Town and/or by prepaid letter post and the date of posting the letter or publication of the advertisement shall be deemed to be the date of the notice. Accidental or inadvertent omission to give notice to, or the non-receipt of the notice by any member of the **UHS** shall not invalidate any General Meeting (whether annual or special) nor any resolution passed at such meeting in respect of which the notice was given.
- 7.7 At each Annual General Meeting there shall be an election to fill the vacancies in the **BOARD OF GOVERNORS** necessitated by the retirement of the elected members. A candidate for the office of member of the **BOARD OF GOVERNORS** shall be nominated in writing by two (2) members of the **UHS** and such nomination shall be lodged with the Director of Finance and Administration by 4 p.m. seven (7) working days before the date fixed by the **BOARD OF GOVERNORS** for the next Annual General Meeting of the **UHS**. If the number of persons duly nominated shall not exceed the number of positions to be filled, the persons so nominated shall be declared by the Chairperson to be duly elected.
- 7.8 If the number of persons so nominated exceeds the number of vacancies, an election by ballot shall be held at the Annual General Meeting and the declaration of the Chairperson as to the result of such election shall be final and binding upon all members.
- 7.9 For the purpose of such ballot, three (3) scrutineers shall be appointed by the Chairperson, who shall examine the voting papers and shall sign a declaration of the result of the scrutiny. The scrutineers shall have the right, but shall not be obliged, before a vote is taken, to call upon the Director of Finance and Administration for information as to whether any one or more of the persons who shall have voted is eligible or not. The decision of the scrutineers shall be final and binding.

8. PROCEEDINGS AT GENERAL MEETINGS

- 8.1 The business of the Annual General Meeting shall be to receive and if so decided, to adopt the report of the Chairperson; to consider the Annual Financial Statements and the Treasurer's Report and Report of the Auditors; to elect members to the **BOARD OF GOVERNORS** and/or other offices and to transact any other competent business.
- 8.2 If within half an hour of the time appointed for the meeting, whether general or special, no quorum as stipulated herein is present, the meeting shall stand adjourned to such a date at an interval of not less than seven (7) days, at the same time and place as those present may decide and if at such an adjournment meeting a quorum is not present within half an hour from the time appointed for the meeting, the members then present shall constitute a quorum.
- 8.3 The Chairperson shall preside at every General Meeting and if within fifteen (15) minutes from the time appointed for the meeting he/she is not present or declines to preside, the members present shall choose one of their number to be Chairperson of the meeting.

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- 8.4 The Chairperson may, if so directed by the meeting, adjourn the meeting from time to time and 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.
- 8.5 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a ballot is demanded by not less than ten (10) members, and unless a ballot is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried, or carried unanimously or by a particular majority or lost, and an entry to that effect in the book of the proceedings of the **UHS** shall be conclusive evidence of the fact.

9. QUORUM AND VOTES OF MEMBERS

- 9.1 A quorum for the Annual General Meeting or for any Special General Meeting shall be not less than thirty (30) members.
- 9.2 A quorum for a meeting of the **BOARD OF GOVERNORS** shall not be less than ten (10) members, of whom at least seven (7) shall be elected members.
- 9.3 Each member shall be entitled to one vote, but only those members personally present and entitled to vote at any meeting may vote.
- 9.4 Save as in herein specifically provided, the vote of the majority shall bind the minority and the decisions made by the general meeting shall be given effect to by the **BOARD OF GOVERNORS**.
- 9.5 In the case of an equality of votes whether on a show of hands or on a ballot, the Chairman of the meeting of whatsoever nature shall be entitled to a casting vote in addition to his/her deliberative vote.

10 PARENTS-TEACHERS ASSOCIATIONS

- 10.1 Each constituent pre-school (or groups thereof) and school in the **UHS** system shall have the right to form a **PARENTS-TEACHERS ASSOCIATION** (hereinafter referred to as the **PTA's**). In such event, each **PTA** so formed will be obliged to adopt a constitution as near as may be in accordance with the model constitution set out in Schedule "C" to this Constitution.
- 10.2 The duly constituted **PTA's** shall play no role in the governance of the **UHS**, which role shall remain the domain of the **BOARD OF GOVERNORS** constituted in terms of this Constitution.
- 10.3 The role of the **PTA's** shall be as follows:
- 10.3.1 To raise funds for the needs of the pre-school or school concerned according to the wish list of that pre-school's or school's staff;
 - 10.3.2 To run tuck shops on the campus of the pre-school or school concerned;
 - 10.3.3 To organize security rosters in conjunction with the security system in place in the **UHS**;

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- 10.3.4 To act as the official liaison between the professional staff and the parent body;
- 10.3.5 To act as the liaison between the **BOARD OF GOVERNORS** and the parent body, where this function may be needed; and
- 10.3.6 To generally see to it that the policy decisions of the **BOARD OF GOVERNORS** are conveyed to the parents and student bodies and are carried out by them.

10.4 The **PTA's** in existence at the time of the adoption of this Constitution shall continue to exist and function but shall be obliged to adopt a constitution as provided for in clause 10.1 above within six (6) months after the adoption of this Constitution.

10.5 The Chairpersons, Vice Chairpersons and Treasurers of each **PTA** shall together form a Co-ordinating Council, whose chairperson shall be a member of the **BOARD OF GOVERNORS**. The role of this council shall be to co-ordinate the activities of the **PTA's** for the benefit of the **UHS** as a whole.

11. STATUS, LEGAL PROCEEDINGS AND POWER TO ACT

11.1 The **UHS** shall be a corporate body having a separate legal persona with perpetual succession.

11.2 All legal proceedings may be instituted by or against the **UHS** in its corporate name.

11.3 The Chairperson or a member of the **BOARD OF GOVERNORS** authorised thereto by the **BOARD OF GOVERNORS** in writing shall have the power to sign the power of attorney and to do all such things and to take all such steps as may be necessary for the purpose of instituting or defending an action brought by or against the **UHS**, provided that, for the purposes of the Deeds Registries Act, the necessary documents shall be signed by any two (2) Trustees of the **UHS**.

12. INDEMNITY AND VALIDATION OF ACTIONS

12.1 Every member of the **BOARD OF GOVERNORS**, the Director of Finance and Administration and other officer, servant or volunteer of the **UHS** shall be and is hereby indemnified against loss, expenses or damage incurred in the discharge or arising out of his/her duties. No member of the **BOARD OF GOVERNORS** or other officer of the **UHS** shall be liable for the acts, neglects or defaults of any other member or officer or any loss or expense happening to the **UHS** through the insufficiency or deficiency of title to any property acquired by the **BOARD OF GOVERNORS** for and on behalf of the **UHS** or for the insufficiency or deficiency of any security in or upon which the monies of the **UHS** shall be invested or for any loss or damage arising from the insolvency, tortuous act of any person with whom monies, securities or effects shall be deposited or for any loss or damage or misfortune whatsoever which shall occur in the execution of the duties of his/her office or in relation thereto unless the same occurs through his/her own dishonesty.

12.2 All acts performed and all steps taken by the **BOARD OF GOVERNORS** or any of its duly constituted sub-committees, by or on behalf of, or in the name of the **UHS** in terms of any previous Constitution, are hereby ratified and confirmed and shall be deemed to have been validly performed or taken in terms of the provisions of this Constitution.

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13. AMENDMENT OF CONSTITUTION

This Constitution shall not in any manner be rescinded, altered, varied or added to save and except by a special resolution passed at a general meeting of members convened for that purpose, by a 75% majority of members present and voting at such meeting. At least twenty-one (21) days' notice shall be specially given which shall state the intentions to deal with and specify the nature of the rescission, alteration or amendment to the Constitution.

A copy of any such amendment shall be submitted to the Commissioner for the South African Revenue Service (the Commissioner).

14. AUDIT OF BOOKS OF ACCOUNTS

Proper books and accounts shall be kept on behalf of the **UHS**, which accounts shall be subject to an annual audit by persons who are Registered Auditors. The financial year end of the **UHS** shall be 31 December of each year.

15. REQUIREMENTS IN TERMS OF SECTION 30 OF THE ACT

Notwithstanding anything to the contrary contained in this Constitution, the following provisions shall apply, UHS:

- 15.1 shall not use, or distribute any of its income and/or capital to any person, other than in or towards the fulfilment of the objects of UHS;
- 15.2 shall not accept any donation 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 Act, provided, however, that a donor (other than a donor which is an approved PBO or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i) of the Act and which has as its sole or principal object the carrying on of any approved Public Benefit Activity) may not impose conditions which could enable such donor or any connected person (as defined in Section 1 of the Act) in relation to such donor to derive some direct or indirect benefit from the application of such donation;
- 15.3 shall not use any of its income and/or capital directly or indirectly to support, advance or oppose any political party;
- 15.4 shall comply with all such reporting requirements as are determined by the Commissioner;
- 15.5 shall take reasonable steps to ensure that any funds paid to or for any beneficiary which is an association of persons, are utilised for the purpose for which such funds are provided;
- 15.6 shall not pay any remuneration (as defined in the Fourth Schedule to the Act) to any employee, office bearer, member or any other person(s) which is excessive, having regard to what is generally considered reasonable within the relevant sector and in

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relation to the service rendered and provided further that no such remuneration shall economically benefit any person in a manner which is not consistent with the objects of UHS; and

- 15.7 shall ensure that at all times there are at least **THREE** (3) persons (who are not connected persons in relation to each other (as defined in Section 1 of the Act)) to accept the fiduciary responsibility of UHS and no single person shall directly or indirectly control the decision-making powers of UHS.

A copy of any such amendment shall be submitted to the Commissioner for the South African Revenue Service (the Commissioner).

16. CONDITIONS REGARDING THE PROVISION OF SCHOLARSHIPS AND BURSARIES

- 16.1 All scholarships and bursaries granted by **UHS** shall be *bona fide* and shall be granted to an individual on grounds of objective merit or need.
- 16.2 No scholarship or bursary granted by **UHS** may:
- 16.2.1 be revocable, otherwise than for reasons of a material failure to conform to the designated purposes and conditions of that scholarship or bursary;
 - 16.2.2 be subject to conditions which would enable the donor of the funds of that scholarship or bursary or any connected person in relation to that donor, to derive some direct benefit from the application of the scholarship or bursary; or
 - 16.2.3 be granted to any person who is or will become an employee of the donor of the funds of that scholarship or bursary or **UHS** (or any associated institution in relation to that donor or **UHS**) or any relative of that person, unless the circumstances indicate that the scholarship or bursary would have been granted to that person or his or her relative, even if that person had not been an employee of the donor, **UHS** or the associated institution.
- 16.3 All decisions regarding the granting of scholarships and bursaries must be made by a duly constituted committee of at least **3** (THREE) persons who are not connected persons in relation to the donor or the person to whom the scholarship or bursary is granted.
- 16.4 All scholarships or bursaries granted by **UHS** in respect of overseas study, research or teaching will be subject to an undertaking by the person to whom the scholarship or bursary is granted:
- 16.4.1 to apply the knowledge obtained from the scholarship or bursary immediately after completion thereof, in the Republic of South Africa for a period of at least the period that the scholarship or bursary was funded by **UHS**; or
 - 16.4.2 to refund the full amount of the scholarship or bursary should he or she decide not to apply the knowledge as contemplated above.

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17. DISSOLUTION OR WINDING UP

If upon the dissolution or winding-up of the **UHS**, there remains after the payment of all its liabilities, any property or assets whatsoever, the same shall not be paid or distributed among the members of the **UHS** but shall be given or transferred to some other organisation which is the successor to the **UHS** or to some other organisation or organisations having objects similar to the **UHS**, or in default thereof, to some other Jewish educational or charitable organisation to be determined by a 75% majority of the members of the **UHS** present and voting at a Special General Meeting summoned at or before the time of dissolution or winding-up: provided that such successor or other organisation shall, like the **UHS**, enjoy PBO status under the Act.

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SCHEDULE "A"

THE UHS CAPITAL FUND

PREAMBLE

At the time of the adoption of the Constitution of which this Schedule forms part, there existed an arm of governance which administered capital funds on behalf of the **UHS** and was known as **The Herzlia Foundation**. This body was formed out of previous fund raising bodies, including the **MYER KATZ BURSARY FUND** and other similar capital funds. The aim of these funds was to raise capital funds to secure the financial independence of **UHS**.

These various bodies over time merged their activities and for a number of years prior to the adoption of this Constitution operated under the name of **The Herzlia Foundation**.

DEFINITION

As from the time of the amendment of this Constitution in May 2016 the capital fund previously known as The Herzlia Foundation shall be known as **THE UHS CAPITAL FUND**, and shall be a duly constituted sub-committee of the **UHS**, shall be administered by **THE UHS CAPITAL FUND ADVISORY COMMITTEE** and shall be allocated to a **PORTFOLIO** set out in Schedule "B" to this Constitution.

AIMS AND OBJECTS OF THE UHS CAPITAL FUND

THE UHS CAPITAL FUND shall have as its main aim and object the raising of capital funds to secure the financial independence of the **UHS**, provide school buildings or equipment for UHS, and all schools under its control, provide funds, assets, services or other resources by way of donation and / or loans to any public benefit organisation nominated by **UHS** which has been approved in terms of section 30 of the Act; such further objects as may benefit the **UHS** as the **BOARD OF GOVERNORS** may decide from time to time, specifically, such additional activities as are listed in Part I and / or Part II of the Ninth Schedule to the Act; and to do all such things as are incidental or conducive to the attainment of these aims and objects.

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SCHEDULE "B"

RECOMMENDED PORTFOLIOS AND SUB-COMMITTEES

The following list of recommended sub-committees and portfolios is not exhaustive and may be added to from time to time according to the needs of the UHS.

SUB-COMMITTEES	PORTFOLIO
FINANCE COMMITTEE INVESTMENT COMMITTEE PENSIONS COMMITTEE BURSARIES COMMITTEE DEBTORS COMMITTEE INSURANCE COMMITTEE AUDIT COMMITTEE THE UHS CAPITAL FUND ADVISORY COMMITTEE MARKETING/PR COMMITTEE	FINANCE PORTFOLIO (responsibility : Treasurer)
JEWISH LIFE COMMITTEE HEBREW ZIONISM/ISRAEL	JUDAICA PORTFOLIO
WORKS COMMITTEE SECURITY COMMITTEE	WORKS PORTFOLIO
SPORTS COMMITTEE MUSIC COMMITTEE COMPUTERS/INFORMATION TECHNOLOGY CO-ORDINATING COUNCIL EDUCATION SUPPORT EARLY CHILDHOOD EDUCATIONAL COMMITTEE	SYSTEMIC PORTFOLIO
DISCIPLINARY COMMITTEE LEGAL COMMITTEE STRATEGIC PLANNING	CHAIRPERSON'S PORTFOLIO

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SCHEDULE "C"

MODEL CONSTITUTION FOR PARENTS-TEACHERS ASSOCIATIONS

1. NAME

The name of this body shall be the **PARENTS-TEACHERS ASSOCIATION OF**
.....**SCHOOL** (hereinafter referred to as the **PTA** of
.....**SCHOOL**).

2. OBJECTS

The objects of this **PTA** shall be:-

- 2.1 To raise funds for the needs of the school according to the wish list of that pre-school's staff;
- 2.2 To run tuck shops on the campus of the school;
- 2.3 To organise security rosters in conjunction with the security system in place in the **UHS**;
- 2.4 To act as the official liaison between the professional staff and the parent body;
- 2.5 To act as the liaison between the **BOARD OF GOVERNORS of UNITED HERZLIA SCHOOLS** (hereinafter referred to as "**UHS**") and the parent body, where this function may be needed; and
- 2.6 To generally see to it that the policy decisions of the **BOARD OF GOVERNORS** are conveyed to the parents and student bodies and are carried out by them.

3. THE COMMITTEE OF THE PTA AND ITS POWERS

- 3.1 At the start of the academic year, the Outgoing Chairperson of the school's **PTA** shall call a meeting of the parent and teacher body of the school on a date, time and place specified in the notice calling such meeting. Such notice shall be sent to the parent and teacher body by whatever means the school usually communicates with its parent and teacher body (including e-mail communications) at least two (2) weeks before the scheduled meeting.
- 3.2 At the meeting the Outgoing Chairperson shall call for nominations from the parent and teacher body to serve on the **PTA** of the school. Each **PTA** shall determine the number of persons it wishes to have serve on its **PTA** and the minimum requirements shall be as follows:
 - 3.2.1 A Chairperson;
 - 3.2.2 A Vice Chairperson;
 - 3.2.3 A Treasurer;
 - 3.2.4 An Assistant Treasurer;

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3.2.5 A Secretary

3.2.6 An Assistant Secretary; and

3.2.7 Five (5) committee members.

3.3 The **PTA's** term of office shall be for one calendar year although for the sake of continuity, members are encouraged to commit for longer.

3.4 The **PTA** shall meet at least once a month but can meet more frequently should their activities so warrant.

3.5 Minutes shall be kept of all **PTA** meetings and shall be available to the **BOARD OF GOVERNORS** of the **UHS** on request.

3.6 The **PTA** shall have the following powers:

3.6.1 To conduct their affairs so as to give full effect to the objects set out in clause 2 above;

3.6.2 To open and close bank accounts in the name of the **PTA** and to operate such bank accounts in furtherance of the **PTA's** activities;

3.6.3 To collect funds for projects identified by the **PTA** as being in the interests of the school and its learners;

3.6.4 To purchase equipment for the school from funds collected by the **PTA**, but at no time to make such purchases unless same are fully pre-funded;

3.6.5 To accept gifts and donations on behalf of the school it serves from any person, firm, company or other source whatsoever;

3.7 The **PTA** shall keep proper accounting records of all its activities.

3.8 The **PTA** shall be responsible for all its actions to the **BOARD OF GOVERNORS** of **UHS**, which **BOARD OF GOVERNORS** shall have the right to delegate one or more of its members to attend meetings of the **PTA** for the purpose of maintaining proper liaison between it and the **PTA** concerned.

4. APPLICATION OF CERTAIN CLAUSES OF THE UHS CONSTITUTION

The provisions of clauses 11.1, 11.2, and 12.1 of the **UHS** Constitution shall apply *mutatis mutandis* to the **PTA** created by this constitution, save that the terms "**UHS**" and "**BOARD OF GOVERNORS**" shall be substituted by the terms "**PTA**" and "**PTA COMMITTEE**" respectively.

5. AMENDMENT OF CONSTITUTION

The **PTA** shall have the right to alter, vary or add to this Constitution provided:

5.1 that a majority of 75% of the parent and teacher body of the school vote in favour of such amendment at a special meeting convened for that purpose on not less than twenty one (21) days' notice; and

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5.2 that the **BOARD OF GOVERNORS** of the **UHS** has endorsed the proposed amendment.

6. DISSOLUTION OR WINDING UP

In the event of the **PTA** resolving to wind itself up (for which a majority of 75% of the parent and teacher body shall be required) or in the event of the school which the **PTA** serves closing, all assets of the **PTA** shall devolve upon the **UHS** which shall have the right to allocate such assets to another school or schools in its system in its sole and absolute discretion.

Signed by UHS Chairperson

Date