

# CONSTITUTION

## SOUTH AFRICAN BOARD OF JEWISH EDUCATION

(AS ADOPTED ON 13<sup>TH</sup> AUGUST 1984 AT ITS 20<sup>TH</sup> NATIONAL CONFERENCE  
AND AS AMENDED AT SUBSEQUENT CONFERENCES)

### 1. **NAME**

The name of the organisation shall be the "South African Board of Jewish Education" (hereinafter referred to as "the Board").

### 2. **VALIDITY OF ACTS**

- 2.1. This Constitution supersedes the Constitution of the Board as amended after its conference held during October 1975 ("the existing Constitution").
- 2.2. Notwithstanding the adoption of this Constitution all acts performed by the Board under and in terms of the existing Constitution shall be fully valid and effective.
- 2.3. As from the time of the adoption of this Constitution, the affairs of the Board shall be governed by the terms hereof.

### 3. **LEGAL CAPACITY**

- 3.1. The Board shall be a separate legal persona with perpetual succession.
- 3.2. The Board shall be capable of –
  - 3.2.1. suing or being sued in its own name;
  - 3.2.2. contracting in its own name;



- 3.2.3. owning movable, immovable, corporeal or incorporeal property in its own name;
- 3.2.4. charging and collecting fees, levies or subscriptions from parents whose children are scholars at such controlled institution or from any person who attends a controlled institution and to increase or decrease such fees, levies or subscriptions from time to time and at any time.

(AS AMENDED AT CONFERENCE 8/9 APRIL 2000)

- 3.3. The area of operation and fund raising shall be the Republic of South Africa, provided that the Board shall be entitled to accept donations from corporations, foundations, trusts and natural persons domiciled or resident outside the Republic of South Africa.

#### 4. **DEFINITIONS**

- 4.1. Wherever in this Constitution the term "Jewish Education" or words of similar effect are used, it shall mean the continuation of Jewish and Zionist Education based on traditional and customary Orthodox lines and the recognition of the centrality of the State of Israel to the Jewish People.

(AS AMENDED AT CONFERENCE ON 30 MARCH 2003)

- 4.2. The term "controlled institution" shall mean any school or other educational institution whose finances and education policy are directly or indirectly controlled by the Board acting through its Executive Committee.

- 4.3. The term "affiliated institution" shall mean any school or other educational institution which -

- 4.3.1. upon paying the fees subscribed from time to time; and

- 4.3.2. by subscribing in writing both to this Constitution and to the aims and objectives of the Board; and



4.3.3. whose application for affiliation is granted and approved by the Executive Committee in terms of clause 15; shall be entitled to be represented at a conference of the Board.

4.4. "Income Tax Act" means the Income Tax Act, Act No 58 of 1962, as amended from time to time.  
(AS ADDED AT CONFERENCE HELD ON 30 MARCH 2003)

4.5. "Public Benefit Activity" shall bear the meaning attributed to that term in section 30(1) of the Income Tax Act.  
(AS ADDED AT CONFERENCE HELD ON 30 MARCH 2003)

4.6. "Public Benefit Organisation" shall bear the meaning attributed to that term in section 30(1) of the Income Tax Act".  
(AS ADDED AT CONFERENCE HELD ON 30 MARCH 2003)

## 5. **MEMBERSHIP**

5.1. The Board shall consist of representatives of controlled and affiliated institutions.

### 5.2. **Powers and privileges of members**

5.2.1. Members shall be entitled to nominate representatives to the Executive.

5.2.2. Members shall be entitled to stand for nomination.

5.2.3. Members shall be entitled to attend conferences.

5.2.4. Members shall be entitled to vote on any issue at conferences of the Board.



## **6. OBJECTS**

The objects of the Board are the following –

- 6.1. to promote, co-ordinate and advance Jewish education in South Africa, it being specifically recorded that the main and fundamental object of the Board is to endeavour to ensure that as many Jewish children as possible receive Jewish education;
- 6.2. to represent Jewish educational institutions both within and outside South Africa and to represent Jewish educational institutions in South Africa in their dealings with similar institutions from overseas;
- 6.3. to establish schools and other institutions which promote Jewish education;
- 6.4. to provide inspection and educational control of such schools and institutions;
- 6.5. to offer advice and general assistance to any institution which provides Jewish education;
- 6.6. to undertake the training of Hebrew and Jewish studies teachers and to establish and maintain institutions for that purpose;
- 6.7. to arrange educational courses, lectures, seminars and examinations;
- 6.8. to publish books and general literature dealing with Jewish education;
- 6.9. to establish hostels or any other institution which may be deemed necessary for the attainment of the objects of the Board.

## **7. POWERS**

To enable the Board to achieve its objects, it shall have the following powers -



- 7.1. to purchase and acquire, sell or otherwise dispose of, give transfer of, and lease, hire or exchange movable, immovable, incorporeal or corporeal property;  
(AS AMENDED AT CONFERENCE 17/18 MARCH 1990)
- 7.2. to mortgage or otherwise encumber any property owned by it;
- 7.3. to lend or borrow money on such terms as it may decide;
- 7.4. to charge and collect fees, levies or subscriptions from parents whose children are scholars at a controlled institution or from any person who attends a controlled institution and to increase or decrease such fees, levies or subscriptions from time to time and at any time;  
(AS AMENDED AT CONFERENCE 21/22 MARCH 1992)
- 7.5. to open and operate accounts at any bank or building society or other recognised financial institution;
- 7.6. to employ teachers and other officials and employees;
- 7.7. to establish and/or operate any pension or provident fund for the benefit of its employees;
- 7.8. to establish a separate Education Fund for the purpose of receiving monies for and paying the expenses of any school or other educational institution under its control;
- 7.9. to suspend any scholar at a controlled institution from further attendance at that institution and to expel any scholar from a controlled institution which expulsion may only be carried out by the head of the controlled institution in question and with the approval of both the Chairman of the Board and the Chief Executive of the Board;  
(AS AMENDED AT CONFERENCE HELD ON 30 MARCH 2003)



- 7.10. to make, draw, issue, execute, accept, endorse or discount cheques, promissory notes, bills of exchange or other negotiable instruments;
- 7.11. to enter into contract, provided that no member of the management shall have an interest or benefit from any contract which the management concludes with any company;  
(AS AMENDED IN TERMS OF RESOLUTION PASSED AT CONFERENCE 7/8 MARCH 1998)
- 7.12. to undertake and execute any Trust;
- 7.13. to do all such other things (not inconsistent with the provisions of this Constitution or with the objects of the Board) as are necessary for or incidental to the attainment of its objects.

7bis **POWERS**

Notwithstanding any of the provisions of clause 7 above to the contrary, the Board –

- 7bis.1 may not distribute any of its funds to any person otherwise than in the course of undertaking any public benefit activity such as is permitted by or contemplated in this Constitution;
- 7bis.2 shall utilise its funds solely for the objects for which it has been established;
- 7bis.3 shall be entitled to invest funds not immediately required for any of the objects for which the Board has been established –
  - (i) with a financial institution as defined in section 1 of the Financial Services Board Act, 1990, as amended;

- (ii) in securities listed on the stock exchange as defined in section 1 of the Stock Exchanges Control Act, 1985, as amended; or
- (iii) in such other prudent investments in financial instruments and assets as the Commissioner for the South African Revenue Service may determine after consultation with the Executive Officer of the Financial Services Board and the Director of Non-Profit Organisations,

provided that none of the foregoing provisions of this clause 7bis shall prohibit the Board from retaining any investment [other than any investment in the form of a business undertaking or trading activity or asset which is used in such business undertaking or trading activity] in the form that it was acquired by way of donation, bequest or inheritance, as the case may be;

7bis.4 may not carry on any business, undertaking or trading activity otherwise to the extent that –

- (i) the gross income derived from all such activities does not, in total, exceed any limit prescribed from time to time by or in terms of section 30 of the Income Tax Act;
- (ii) the activity is integral and directly related to the objects of the Board and carried out or conducted on a basis substantially the whole of which is directed towards the recovery of cost and which would not result in unfair competition in relation to taxable entities;
- (iii) the undertaking or activity, if not integral and directly related to the objects of the Board as contemplated in clause 7bis.3, is of an occasional nature and undertaken substantially with assistance on a



voluntary basis without compensation, failing which the undertaking or activity concerned is approved by the Minister of Finance by notice in the Government Gazette;

- 7bis.5 may 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 purpose and condition of such donation, provided that no donor [other than a donor which is an approved public benefit organisation or an institution, board, or body which is exempt from tax in terms of section 10(1)(cA)(i) of the Income Tax Act which has as its sole and principal object the carrying on of any public benefit activity] may impose 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.

(AS ADDED AT CONFERENCE HELD ON 30 MARCH 2003)

## 8. **CONTROL AND MANAGEMENT**

- 8.1. The control and management of the Board shall vest in its Executive Committee.
- 8.2. The Executive Committee shall be comprised of –
- 8.2.1. the professional officers of the Board;
- 8.2.2. the honorary officers of the Board.
- 8.3. The Chairman of the Executive Committee shall be the Chairman of the Board as elected at the conference of the Board referred to in clause 15 hereof or as elected in accordance with this Constitution.

- 8.4. The Secretary of the Board shall be its Administrative Director holding office from time to time or such other professional officer or employee/s of the Board as may be appointed or designated by the Executive Committee from time to time.

(AS ADDED AT CONFERENCE 21/22 MARCH 1992 AND AMENDED AT CONFERENCE HELD ON 30 MARCH 2003)

9. **PROFESSIONAL OFFICERS, INCLUDING PRINCIPALS**

- 9.1. The professional officers of the Board shall consist of a Chief Executive and such other professional officers as the Executive Committee may from time to time deem it expedient to appoint in order to further the objects of the Board.

(AS AMENDED AT CONFERENCE HELD ON 30 MARCH 2003)

- 9.2. The professional officers of the Board shall be appointed by the Executive Committee from time to time on such terms as may be agreed to by the Executive Committee and the officer concerned.

- 9.3. Each of the Principals holding office as such from time to time at each of the controlled institutions of the Board named in clause 15.4 which is not a pre-primary school, shall be an ex officio member of the Board.

(AS AMENDED AT CONFERENCE HELD ON 19 MARCH 2006)

- 9.4. In respect of all pre-primary schools at controlled institutions of the Board named in clause 15.4 and all grade O classes [where there is a separate Department Head for grade O], one Principal or Department Head, as the case may be, shall be appointed in respect of each school term in rotation by the aforesaid pre-primary school Principals and/or Department Heads, as the case may be, as an ex officio member of the Board. Written notification of the person appointed as such for each school term shall be given at the commencement of each term to the chairperson of the Board.

(AS AMENDED AT CONFERENCE HELD ON 19 MARCH 2006)



10. **HONORARY OFFICERS**

10.1. The honorary officers of the Board shall consist of the following -

- 10.1.1. President;
  - 10.1.2. a Vice-President;
  - 10.1.3. a Chairman;
  - 10.1.4. a Vice-Chairman;
  - 10.1.5. the Out-going Chairman;
  - 10.1.6. Treasurer;
  - 10.1.7. an Information Technology Officer;
  - 10.1.8. six additional members;
  - 10.1.9. four members duly appointed in accordance with the provisions of clause 11.16.
- (AS AMENDED AT CONFERENCE 21/22 MARCH 1992 AND FURTHER AMENDED AT CONFERENCE HELD ON 19 MARCH 2006)

10.2. Only an existing Honorary Officer of the Board may be proposed for the positions of President, Vice President, Chairman and Vice Chairman.

(AS AMENDED AT CONFERENCE 16/17 MAY 1987)

10.3. The Honorary Officers of the Board shall perform such duties as may be assigned to them from time to time by the Executive Committee and shall be elected in accordance with the provisions of this Constitution.

10.4. The Executive Committee shall have the power to co-opt additional persons to serve as Honorary Officers of the Board, should the Executive Committee deem this necessary to further and advance the objects of the Board.



## 11. ELECTION AND APPOINTMENT OF HONORARY OFFICERS

- 11.1. The Honorary Officers of the Board shall subject to the remaining provisions of this Constitution and, in particular, clause 11.16 below, be elected at each conference of the Board held in accordance with the provisions of clause 16 hereof.

(AS AMENDED AT CONFERENCE 16/17 MAY 1987 AND AT CONFERENCE HELD ON 19 MARCH 2006)

- 11.2. Nominations for the Honorary Officers shall be handed to the Secretary of the Board at least 7 days prior to the opening of a conference referred to in clause 16 below.

(AS AMENDED AT CONFERENCE 21/22 MARCH 1992)

- 11.3. Nominations shall be in writing and shall be signed by the proposer, the seconder and the nominee.

- 11.4. Subject to the provisions of this Constitution, any delegate to a conference may propose or second a nominee and only a delegate may be proposed as a nominee for election as an Honorary Officer.

(AS AMENDED AT CONFERENCE 16/17 MAY 1987)

- 11.5. Should it be necessary for elections to be held for the post of President, Vice President, Chairman, Vice Chairman, Treasurer or Assistant Treasurer, such elections shall be held either on a show of hands or on a secret ballot (as determined by the Chairman of the conference) by the delegates to the conference.

(AS AMENDED AT CONFERENCE 21/22 MARCH 1992)

- 11.6. Should more than six nominations be received for the six additional positions of Honorary Officer referred to in clause 10.1.7 above, then elections shall be held and the procedure for such elections shall be determined by the Chairman of the conference.

(AS AMENDED AT CONFERENCE HELD ON 19 MARCH 2006)



- 11.7. The conference shall furthermore be entitled to appoint one or more Honorary Life Presidents, one or more Honorary Presidents and one or more Honorary Vice Presidents. The United Hebrew Schools of Johannesburg shall be entitled to appoint one of its representatives as an Honorary Vice President of the Board.
- 11.8. If at any time the number of Honorary Officers serving on the Executive Committee falls below the number specified in clause 10 above, the remaining members of the Executive Committee may co-opt additional Honorary Officers to achieve a full complement but subject always to the provisions of this Constitution.
- 11.9. If between conferences of the Board the person elected as Chairman of the Board at the last conference dies, resigns or becomes disqualified from continuing as an Honorary Officer in accordance with this Constitution, his place shall be taken by the Vice Chairman who shall act as Chairman until the next succeeding conference.
- 11.10. The period served as an Honorary Officer due to an election triggered in clause 11.11 will not be considered as a term in office for the purpose of the 2 (two) term limitation provided for in clause 11.13. The period served as acting Chairman pursuant to the provisions of clause 11.9 shall not be considered a term for the purpose of the 2 (two) term limit imposed in clause 11.12.  
(AS AMENDED AT CONFERENCE 18 MARCH 2018)
- 11.11. If between conferences any of the persons elected at the last conference of the Board to serve as President, Vice President, Vice Chairman, Treasurer or Assistant Treasurer of the Board dies, resigns or becomes disqualified from acting as an Honorary Officer in accordance with the provisions of this Constitution, the Executive Committee shall elect another Honorary Officer to hold the position concerned until the next succeeding conference.  
(AS AMENDED AT CONFERENCE 21/22 MARCH 1992)



- 11.12. No person shall be entitled to hold the position of Chairman of the Board for more than two terms of office, a term of office being the period between the conference at which he was so elected and the next succeeding conference. Any such person may, however, continue to hold any other position as Honorary Officer after serving as Chairman of the Board.
- 11.13. The provisions of the preceding sub-paragraph shall apply mutatis mutandis to the positions of President, Vice President, Vice Chairman, Treasurer, and Information Technology Officer.  
(AS AMENDED AT CONFERENCE 21/22 MARCH 1992)
- 11.14. Notwithstanding anything to the contrary contained in this clause 11 or elsewhere in this Constitution, the Chairman, Vice Chairman, Honorary Treasurer, Information Technology Officer, at least one of the Honorary Vice Presidents and at least six of the Honorary Officers shall reside in or near the city or town where the head office of the Board is located from time to time.  
(AS AMENDED AT CONFERENCE 21/22 MARCH 1992 AND AT CONFERENCE HELD ON 19 MARCH 2006)
- 11.15. Notwithstanding anything to the contrary contained in this Constitution, no person holding a salaried position with the Board shall be entitled to be appointed an Honorary Officer.  
(AS ADDED AT CONFERENCE 7/8 MARCH 1998)
- 11.16. The Executive Committee shall from time to time have the right to appoint Honorary Life Presidents, Honorary Life Vice-Presidents, Honorary Presidents, Honorary Vice-Presidents of the Board. Such Honorary Life Presidents, Honorary Life Vice-Presidents, Honorary Presidents and Honorary Vice-Presidents shall be entitled to attend meetings of the Board by invitation of the Executive Committee and shall at such meetings to which they are invited be entitled to vote. Honorary Life Presidents, Honorary Life Vice-Presidents, Honorary Presidents and Honorary Vice-Presidents shall carry out such duties as may be requested of them from time to time by the Executive Committee. (AS ADDED AT CONFERENCE 7/8 MARCH 1998)



11.17.

- 11.17.1. The combined Parent Body, or with the written approval of the Chairman, the Combined Parent Teachers Associations at King David School Linksfield shall be entitled to appoint and maintain in office or remove, as the case may be, two members of the Board.
- 11.17.2. The combined Parent Body, or with the written approval of the Chairman, the Combined Parent Teachers Associations at King David School Victory Park shall be entitled to appoint and maintain in office or remove, as the case may be, one member of the Board.
- 11.17.3. The combined Parent Body, or with the written approval of the Chairman, the Combined Parent Teachers Associations at King David School Sandton shall be entitled to appoint and maintain in office or remove, as the case may be, one member of the Board.
- 11.17.4. No person shall be capable of being nominated for or holding a position on the Board under any of the aforementioned provisions of this clause 11.16 unless that person –
  - 11.17.4.1. subscribes in writing with the objects of the Board and undertakes in writing to adhere at all times to such objects and to comply with the provisions of this Constitution;
  - 11.17.4.2. undertakes in writing regularly to attend executive meetings of the Board; and

- 11.17.4.3. at the time of his/her nomination has at least a two year track record of service to any one or more schools which is a controlled institution of the Board;
- 11.17.4.4. agrees in writing to serve as a member of the Board for a period which is, subject to the provisions of this clause 11.16 to the contrary, co-extensive with the term of office of members of the Board referred to in clause 10.1.7 who are elected at each Conference of the Board held from time to time in terms of clause 16.
- 11.17.5. In circumstances where the Combined Parent Body exercises its rights under this clause 11.16, the appointment of any member to the Board under this clause 11.16 shall be effected by way of an election convened by the chairmen of the relevant Parent Teachers Associations at each of the controlled institutions referred to above in accordance with rules prescribed by such chairmen at each such controlled institution and approved of by the Chairman of the Board, provided that in the event of any dispute in respect of such rules arising amongst the chairmen of the relevant Parent Teachers Associations, such dispute shall be referred to and finally determined by the Chairman of the Board.
- 11.17.6. The first elections for the appointment of members to the Board as provided for under this clause 11.16, shall be held at each of the controlled institutions referred to in this clause 11.16 by not later than 30 April 2006 [or by such later date as the Chairman of the Board may prescribe] and each subsequent election shall be held and concluded at least one week prior to the date upon which each Conference of the Board is held in terms of clause 16.

11.17.7. The appointment of each member to the Board pursuant to the provisions of this clause 11.17 shall take effect only upon completion of the Conference which is held in terms of clause 16 immediately following the election or appointment of the member concerned, and such member shall continue to hold office until the earlier of –

11.17.7.1. the completion of the next Conference which is held in terms of clause 16 following the date upon which the election or appointment of the member concerned takes effect, whereupon the appointment of his successor under this clause 11.16 shall take effect; and

11.17.7.2. the date upon which such member resigns or is disqualified or is removed from office, as the case may be.

(AS AMENDED AT CONFERENCE HELD ON 8 MARCH 2009)

11.17.8. Each appointment, removal and/or substitution effected under this clause 11.16 shall be effected by written notice given to the Chairman of the Board.

11.17.9. The provisions of clause 12 above shall apply *mutatis mutandis* to any member of the Board appointed and holding office from time to time under the provisions of this clause 11.16.

(AS ADDED AT CONFERENCE HELD ON 19 MARCH 2006)

11.18. if the Chairman considers it to be in the interests of the Board and for the better promotion of the objects of the Board, the Chairman shall be entitled to appoint two persons to the post of Vice-Chairmen which they shall hold jointly.

(AS ADDED AT CONFERENCE HELD ON 19 MARCH 2006)

## 12. **RESIGNATION AND DISQUALIFICATION OF HONORARY OFFICERS**

- 12.1. An Honorary Officer shall be entitled to resign by giving notice of his resignation to the Secretary of the Board. If an Honorary Officer resigns or is disqualified in terms of this clause 12, the Executive Committee may, subject to the provisions of this Constitution, co-opt another person in his place.
- 12.2. An Honorary Officer shall be disqualified from acting as such in any of the following circumstances –
- 12.2.1. if he absents himself from 4 consecutive meetings of the Executive Committee without having obtained leave of absence or without good cause;
  - 12.2.2. if he commits any act which in the opinion of the Executive Committee would bring the Board into discredit;
  - 12.2.3. if he becomes of unsound mind or is no longer able to fulfil his functions on the Executive Committee on account of illness or for any other reason;
  - 12.2.4. if a resolution passed by not less than 75% of the members of the Board present at any duly constituted meeting request him/her to resign;  
(AS ADDED AT CONFERENCE HELD ON 19 MARCH 2006)
  - 12.2.5. if he becomes a salaried employee of the Board.  
(AS ADDED AT CONFERENCE 7/8 MARCH 1998)

The Executive Committee may in its sole and absolute discretion determine that an Honorary Officer who would otherwise be disqualified may remain on the Executive Committee.



**13. MEETINGS OF THE EXECUTIVE COMMITTEE**

- 13.1. The Executive Committee shall meet at such times as the Chairman of the Board may direct but not less than 6 (six) times during each calendar year.

(AS AMENDED AT CONFERENCE 17/18 MARCH 1990 AND FURTHER AMENDED AT CONFERENCE HELD ON 8 MARCH 2009)

- 13.2. The Chairman of the Board may, whenever he deems it necessary, convene a meeting of the Executive Committee upon giving such notice to the members of the Executive Committee as may be practicable in the circumstances.

- 13.3. Notice of the place, date and time of meetings of the Executive Committee shall, save in the circumstances referred to in the preceding sub-paragraph, be given to each member of the Executive Committee at least three days prior to the meeting. The accidental omission to give notice of any such meeting to, or the non-receipt of a notice of the meeting by any member shall not invalidate the proceedings at any such meeting.

- 13.4. The quorum at a meeting of the Executive Committee shall be 8 (eight) members thereof of whom at least 5 shall be Honorary Officers. If no quorum is obtained, the meeting as convened shall, without any further notification, stand adjourned to a date to be determined by those present and at such adjourned meeting the quorum shall consist of those members who are present in person.

- 13.5. Each member of the Executive Committee shall be entitled to one vote. The Chairman of the Board shall in addition to his deliberative vote, have a second or casting vote in the event of an equality of votes. Notwithstanding the foregoing, at meetings of the Board professional officers of the Board, including Principals and Department Heads, shall not be entitled to any vote.

(AS AMENDED AT CONFERENCE HELD ON 19 MARCH 2006)



- 13.6. Voting on any motion or question shall be by a show of hands unless a secret ballot is requested by a majority of the members of the Committee.
- 13.7. The Chairman of the Board shall take the Chair at all meetings of the Executive Committee. In his absence the Vice Chairman shall take the Chair and in the absence of both the Chairman and the Vice Chairman, the Committee shall appoint a Chairman from amongst its members for the purpose of that meeting.
- 13.8. The Committee shall cause minutes of its proceedings to be kept in such form as the Chairman may direct from time to time. Any such minutes or extracts therefrom signed by the Chairman of the Board shall be prima facie evidence of the matters stated in the minutes or the extract. Copies of such minutes shall be forwarded to each member of the Executive Committee before the date of the next Committee meeting.
- 13.9. The Chairman may adjourn any meeting of the Executive Committee on such terms as he considers necessary and may thereafter reconvene any such meeting again on such terms as he may consider necessary.
- 13.10. Save as set forth above, the Executive Committee shall regulate its meetings in such manner as the Chairman deems fit.

#### 14. **POWERS OF THE EXECUTIVE COMMITTEE**

- 14.1. The Executive Committee shall have full power and authority to carry out the objectives and exercise the powers of the Board and shall have the authority to do any act or thing which falls within the powers and objects of the Board.



- 14.2. Notwithstanding anything to the contrary in this Constitution, the Executive Committee shall be entitled from time to time and at any time to increase, vary or cancel any fee, levy or subscription payable by parents whose children attend controlled institutions.

(AS AMENDED AT CONFERENCE 21/22 MARCH 1992)

- 14.3. The Executive Committee shall be entitled to establish Parent Teacher Associations ("PTA's") at each of its controlled institutions and will provide a Constitution common to all such controlled institutions for the governance of the PTA's. The PTA's will have an Executive comprising a chairman, vice-chairman and treasurer, elected from amongst the parents of the controlled institution and the principal and deputy-principal of the controlled institution. The PTA Constitution shall be adopted by the Executive Committee of the Board after due consultation with the Executive of the PTA. Any changes to such initial PTA Constitution shall only be made after consultation with the Executive of the PTA's and reasonable notice of such intention being given to all members of the Executive Committee. The Executive Committee shall have discretion to adapt the terms of any Constitution to suit the particular requirements of any PTA.

(AS ADDED AT CONFERENCE HELD ON 30 MARCH 2003)

## 15. CONTROLLED INSTITUTIONS AND AFFILIATED INSTITUTIONS

- 15.1. Any school or other educational institution which wishes to become a controlled or affiliated institution of the Board shall make application to the Board in such manner as may be prescribed by the Executive Committee from time to time.



- 15.2. All applications for affiliations shall be submitted to the Executive Committee of the Board whose decision as to whether the application is granted and the number of delegates to a conference to which the affiliated body shall be entitled, shall be final.
- 15.3. The Executive Committee shall not be obliged to approve the application for the affiliation of any organisation notwithstanding that such organisation has complied with clauses 4.3.1 and 4.3.2 of this Constitution.
- 15.4. It is recorded that the present controlled institutions of the Board are -
- 15.4.1. King David School, Linksfield;
  - 15.4.2. King David School, Victory Park;
  - 15.4.3. King David School, Sandton;
  - 15.4.4. King David Rosebelle Klein Nursery School;  
(AS AMENDED AT CONFERENCE HELD ON 18 MARCH 2018)
  - 15.4.5. King David Ariel;  
(AS AMENDED AT CONFERENCE HELD ON 18 MARCH 2018)
  - 15.4.6. It is recorded that Beth Hamedresh Hagadol Minnie Bersohn Nursery School has been and remains since 1 January 2007 an affiliated institution of the Board, from which date the Board assumed responsibility for the management and control of that school.  
(AS AMENDED AT CONFERENCE HELD ON 18 MARCH 2018)



15.5. The Board shall be the governing body of each of the controlled institutions.

15.6. PTA levies imposed by the controlling institutions subject to the consent of the Treasurer of the Board shall be compulsory.

16. **CONFERENCES OF THE BOARD**

16.1. The Board shall convene a conference at least once every 2 or 3 years with effect from the conference at which this Constitution is adopted.

(AS AMENDED AT CONFERENCE 8/9 APRIL 2000)

16.2. The Executive Committee shall elect a conference sub-committee which sub-committee shall be responsible for the organisation of a conference.

16.3. A conference of the Board shall take such form and shall be conducted in such manner as may be determined by the Executive Committee which shall however arrange the proceedings of a conference in such manner so as to allow controlled and affiliated institutions to participate fully and meaningfully in a conference.

16.4. The business to be transacted at a conference shall be the following -

16.4.1. the receipt and consideration of the reports of -

16.4.1.1. the Chairman;

16.4.1.2. the Treasurer;

16.4.2. the receipt and consideration of the accounts and financial statements of the Board;



- 16.4.3. the elections of the members of the Executive Committee (excluding the professional officers);
  - 16.4.4. the consideration of any resolution concerning the affairs of the Board of which proper notice has been given;
  - 16.4.5. to transact any other business which the conference may consider necessary.
- 16.5. Representation at a conference shall be as follows -
- 16.5.1. the Parent Teachers Association at each controlled institution or affiliated school shall be entitled to nominate one delegate for each 100 pupils or part thereof attending such institution or school;
  - 16.5.2. affiliated institutions which are synagogues shall be represented at a conference by one delegate for each 100 or part thereof of its members but not exceeding 6 delegates in total;
  - 16.5.3. affiliated synagogues with less than 100 members shall be entitled to 1 delegate;
  - 16.5.4. affiliated bodies other than synagogues or schools shall each be entitled to elect 1 delegate to the conference;
  - 16.5.5. the South African Zionist Federation and the South African Jewish Board of Deputies shall each be entitled to elect 5 delegates to represent it at the conference;



- 16.5.6. all members of the Executive Committee, as well as those Honorary Officers who are newly elected under clause 11.16, shall be ex officio delegates to the conference and shall have all the rights of delegates;  
(AS AMENDED AT CONFERENCE 21/22 MARCH 1992 AND AT CONFERENCE HELD ON 19 MARCH 2006)
- 16.5.7. each Honorary Life President or Honorary President or Honorary Vice President of the Board shall be ex officio a delegate at the conference.  
(AS ADDED AT CONFERENCE 21/22 MARCH 1992)
- 16.6. Controlled and affiliated institutions shall be given at least 2 months' notice of the holding of a conference, which notice shall state the place, date and time of the conference. The accidental omission to give notice to any controlled and affiliated institutions or the non-receipt of notice by controlled and affiliated institutions shall not invalidate proceedings at a conference.  
(AS AMENDED AT CONFERENCE 16/17 MAY 1987)
- 16.7. Each delegate to a conference shall have one vote in regard to questions for which voting is necessary.
- 16.8. The Executive Committee shall at least 14 days prior to each conference prepare an agenda paper in which it shall publish in addition to any other business, the proposals which it intends to submit to the conference and also all resolutions received from controlled or affiliated institutions.
- 16.9. A quorum at a conference shall be 25 delegates personally present.
- 16.10. Each delegate shall pay such conference fees as may be determined from time to time by the Executive Committee.



- 16.11. Any controlled or affiliated institution which wishes to present a resolution to a conference shall give at least 21 days' notice of such resolution to the Secretary of the Board. Such resolution shall be in writing and shall specify precisely the matter or issue with which such resolution is intended to deal.

(AS AMENDED AT CONFERENCE 21/22 MARCH 1992)

- 16.12. The Executive Committee of the Board shall be entitled to invite such observers and guests to a conference as it deems advisable.

#### 17. **SPECIAL CONFERENCE**

The Executive Committee by vote of two-thirds of its total members may at any time call a special conference and the business of such conference shall be limited to the matters described in the notice convening such special conference. The Executive Committee shall also be obliged to call a special conference on receipt of a signed requisition of at least 20 controlled and/or affiliated institutions. Any such conference may be convened by giving 14 days' notice thereof.

(AS AMENDED AT CONFERENCE 21/22 MARCH 1992)

#### 18. **SUB-COMMITTEES OF THE BOARD**

- 18.1. The Executive Committee shall appoint such sub-committee as it deems necessary for the purpose of carrying out the objects of the Board.

- 18.2. Each sub-committee of the Board shall be chaired by an Honorary Officer of the Board. The Chairman of a sub-committee may co-opt onto that committee any person whom he considers may advance the work of that sub-committee and who shall not necessarily be an Honorary Officer of the Board.



18.3. The Finance sub-committee of the Board shall be chaired by the Treasurer of the Board (or by the Chairman of the Board or his nominee being an Honorary Officer should this become necessary) and shall consist only of Honorary Officers of the Board and the Chief Executive, the Administrative Director and the Financial Director of the Board.  
(AS AMENDED AT CONFERENCE 7/8 MARCH 1998 AND FURTHER AMENDED AT CONFERENCE HELD ON 30 MARCH 2003)

18.4. The Education sub-committee of the Board shall, in addition to any other persons whom the Executive Committee may appoint to that sub-committee, consist of the Chief Executive of the Board and the Heads of the controlled institutions.  
(AS AMENDED AT CONFERENCE HELD ON 30 MARCH 2003)

18.5. The Chairman of the Board shall ex officio be a member of each sub-committee of the Board.

18.6.

18.6.1. The Chairman shall have the right to appoint a management committee ("**Mancom**") comprising –

18.6.1.1. those professional officers of the board whom the Chairman believes can contribute meaningfully to the objects of the Board;

18.6.1.2. those honorary officers of the Board holding the positions of Vice-Chairman or Joint Vice-Chairmen, as the case may be, Treasurer and Information Technology Officer.



- 18.6.2. The Chairman shall have the right on an *ad hoc* basis to invite the outgoing Chairman to attend Mancom meetings whenever the Chairman is of the view that the outgoing Chairman's input is required. The chairman shall furthermore have the right on an *ad hoc* basis to invite any other member of the Board or any other person whose contribution towards the deliberations of Mancom is required.
- 18.6.3. In the absence of the Chairman the Vice-Chairman, or if there are Joint Vice-Chairmen, then either Vice-Chairman, shall preside over any Mancom meeting at which the Chairman is not present.
- 18.6.4. Mancom shall take all such steps and do all such things as may be necessary for the day-to-day management and control of the Controlled Institutions and shall at all times be answerable to the Board for its actions. For this purpose minutes shall be kept of all Mancom meetings and these minutes shall be made available to the Board on request.

(AS ADDED AT CONFERENCE HELD ON 19 MARCH 2006)

#### 19. **MEETINGS OF CHAIRMEN OF JEWISH DAY SCHOOLS**

The Executive Committee shall from time to time convene meetings of the Chairmen of Jewish Day Schools in South Africa for the purpose of discussing matters of mutual concern and interest and for the purpose of taking such decisions relating to Jewish Day School education as may be necessary. The Executive Committee shall from time to time convene meetings of the persons of Jewish Day Schools in South Africa for the purpose of discussing matters of mutual concern and interest and for the purpose of taking such decisions relating to Jewish Day School education as may be necessary.

(AS AMENDED AT CONFERENCE 17/18 MARCH 1990 AND FURTHER AMENDED AT CONFERENCE HELD ON 30 MARCH 2003)



**20. ACCOUNTING RECORDS, ANNUAL FINANCIAL STATEMENTS AND AUDIT**

- 20.1. The Executive Committee shall cause to be kept such accounting records as are necessary to accurately and properly reflect the financial transactions of the Board.
- 20.2. The accounting records of the Board shall be kept at its head office from time to time.
- 20.3. The Executive Committee shall from time to time cause to be prepared annual financial statements of the Board, which annual financial statements shall be subject to audit by the auditor of the Board.
- 20.4. The Board shall from time to time appoint an auditor for the purposes referred to in this clause.
- 20.5. Copies of the annual financial statements of the Board shall on request be made available to any controlled or affiliated institution or any member thereof.
- 20.6. All monies received on behalf of the Board shall be deposited in one or more accounts with registered banks to be maintained by the Executive Committee with such branch or branches of such institutions as they may deem fit, and all payments to be made on behalf of the Board shall be made by cheque, drawn on one such account or on such accounts or by cheque issued by the Institution with which a particular account is operated. Deposits may be made on the signature of one member of the Executive Committee, but all operations upon said account or accounts shall be upon the signature of two members of the Executive Committee then acting.  
(AS AMENDED IN TERMS OF RESOLUTION PASSED AT CONFERENCE 7/8 MARCH 1998)
- 20.7. The financial year end of the Board shall terminate on 31 December of every year.  
(AS AMENDED IN TERMS OF RESOLUTION PASSED AT CONFERENCE 7/8 MARCH 1998)



**21. INDEMNITY AND VALIDATION OF ACTIONS**

- 21.1. Each member of the Executive Committee shall be and is hereby indemnified against loss, expense or damage incurred in the discharge or arising out of his duties.
- 21.2. No member of the Executive Committee shall be liable for the act, neglects or defaults of any other member of the Executive Committee.
- 21.3. All acts performed and all steps taken by any committee or sub-committee of the Board 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.

**22. AMENDMENT**

- 22.1. This Constitution shall only be capable of being varied, altered or amended at a conference of the Board held in accordance with the provisions of clause 16 or clause 17 hereof.  
(AS AMENDED AT CONFERENCE HELD ON 30 MARCH 2003)
- 22.2. Any motion proposing an amendment to this Constitution shall –
  - 22.2.1. be lodged with the Secretary of the Board not less than 21 days prior to a conference at which it is proposed to move such amendment; and  
(AS AMENDED AT CONFERENCE 21/22 MARCH 1992)
  - 22.2.2. shall specify precisely the respect in which it is proposed to amend the Constitution and the reasons for such amendment;
  - 22.2.3. a resolution for the amendment of this Constitution shall only be valid if passed by two-thirds of the delegates at a conference but subject to the provisions of clause 15 above.

22.3. The original of this Constitution shall, after its adoption, be signed by the Chairman of the Board who is in office at the time of such adoption. The original thus signed shall be lodged with the Secretary of the Board and shall be registered with any authority if so required by law. The Board shall have the power to issue certified copies of such Constitution and such certification shall be under the hand of either the Chairman or Treasurer of the Board.

22.4. Whenever an amendment is made to this Constitution, the original of such amendment shall be signed by the Chairman of the Board holding office at the time of such amendment and the provisions of the preceding sub-paragraph shall mutatis mutandis apply. A copy of each amended made to the Constitution shall be submitted without delay to the Commissioner for the South African Revenue Service.

(AS AMENDED AT CONFERENCE HELD ON 30 MARCH 2003)

## 23. **GENERAL**

23.1. Any cheque, bill of exchange, promissory note or other negotiable instrument issued by or on behalf of the Board shall be signed by such persons as the Executive Committee may direct; provided that one such person shall be a professional officer and one such person shall be an honorary officer and provided further that the Executive Committee may, in its discretion, allow only professional officers to sign any such negotiable instruments up to a maximum amount determined by the Executive Committee from time to time.

(AS ADDED AT CONFERENCE 17/18 MARCH 1990)

23.2. The head office of the Board shall be at such place as the Executive Committee shall determine from time to time.

23.3. The income and property of the Board whensoever derived shall be applied solely towards the promotion of its main object and no portion therefor shall be paid, transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Board: Provided that nothing herein shall prevent the payment in good faith of reasonable

remuneration to any officer or servant of the Board or to any member thereof in return for services actually rendered to the Board.

(AS AMENDED IN TERMS OF RESOLUTION PASSED AT CONFERENCE 7/8 MARCH 1998)

- 23.4. The Board shall not be entitled to distribute *in specie* or in kind any of its assets among its members.

(AS AMENDED IN TERMS OF RESOLUTION PASSED AT CONFERENCE 7/8 MARCH 1998)

- 23.5. The members and office-bearers of the Board shall have no rights in the property or other assets of the Board solely by virtue of their being members or office-bearers of the Board.

(AS AMENDED IN TERMS OF RESOLUTION PASSED AT CONFERENCE 7/8 MARCH 1998)

24. **RESERVATION OF RIGHTS AND OBLIGATIONS**

Notwithstanding the adoption of this Constitution, all educational institutions and synagogues which in terms of the existing Constitution were entitled to any rights or subject to any obligations in respect of the Board, shall continue to enjoy such rights and be obliged to perform such obligations.

25. **DISSOLUTION OR WINDING UP**

- 25.1. Should the Board be dissolved or wound up, any property or assets remaining after payment of its liabilities shall not be paid to or distributed amongst the controlled institutions but shall be given or transferred to any organisation which is the successor of the Board or to any similar public benefit organisation which has been approved in terms of section 30 of the Income Tax Act.

(AS AMENDED IN TERMS OF RESOLUTION PASSED AT CONFERENCE 7/8 MARCH 1998 AND AS FURTHER AMENDED AT CONFERENCE HELD ON 30 MARCH 2003)

- 25.2. The Executive Committee of the Board shall, in the event of a winding up or dissolution, hold office until the provisions of the preceding sub-paragraph have been implemented and shall, pending such implementation, have all the powers conferred upon it in terms of this Constitution.
- 25.3. The Board may be dissolved if at least two-thirds of the members present and voting at a general meeting of members convened for the purpose of considering such matter are in favour of dissolution. Not less than twenty one days' notice shall be given of such meeting and the notice convening the meeting shall clearly state that the question of dissolution of the Board and disposal of its assets will be considered. If there is no quorum at such a general meeting, the meeting shall stand adjourned for not less than one week and the members attending such adjourned meeting shall constitute a quorum.
- (AS AMENDED IN TERMS OF RESOLUTION PASSED AT CONFERENCE 7/8 MARCH 1998)