



ST JOHN'S COLLEGE

CONSTITUTION

1. THE COLLEGE

1.1. St John's College ("the College") is a Diocesan Church School within the meaning of the Rules of the Diocese of Johannesburg of the Anglican Church of Southern Africa ("the Diocese"). The College comprises (i) the St John's Bridge Nursery School, (ii) the Pre-Preparatory School, (iii) the Preparatory School and (iv) the College (including the sixth form).

1.2 The College fully subscribes to the Constitution of the Republic of South Africa and, as a school community, strives to embrace values of dignity, social justice and fundamental human rights.

2. MAIN AND ANCILLARY OBJECTIVES

2.1 Main Objectives

The main objectives of the College are:

- 2.1.1 To be a world-class, Anglican Christian African School;
- 2.1.2 To provide a holistic relevant education in an Anglican Christian setting of mutual trust and respect;
- 2.1.3 To create a diverse learning environment and community, working productively together, reflecting our rich and diverse heritage;
- 2.1.4 To maintain ethical standards of conduct, citizenship and community responsibility and to participate in its community accordingly;
- 2.1.5 To serve God, the Church, and Society by sending out students "well trained in body, mind and character to serve Thee well in Church and State" (the School Prayer).



2.2 Ancillary Objectives

The ancillary objectives of the College are set out in the School Prayer (which also includes the main objectives) as set out in Annexe "A".

3. THE VISITOR

3.1 The Diocesan Bishop of Johannesburg shall be the Visitor of the College and shall be entitled to attend meetings of the Council of the College ("the Council"), but shall not exercise a vote in view of the prerogatives and functions assumed in terms of this Constitution. In addition to specific matters referred to in this Constitution, the Visitor's function shall be to help the College to preserve and act upon its Christian ethos and values.

3.2 In all matters concerning spiritual welfare, religious instruction and worship, the decision of the Visitor shall be final. In the appointment and dismissal of Chaplains, the Visitor together with the Headmaster of the College ("the Executive Head") shall have the final decision, with the Executive Head appointing the Chaplains, subject to the Visitor consenting thereto and licensing them.

3.3 The Visitor shall also be a member of any selection panel formed to consider the appointment of an Executive Head or the Headmaster of the preparatory school and the Visitor must approve such appointment before it is made. The Visitor must be fully consulted should the Executive Head's appointment be terminated by the Council.

3.4 All additional appointments to the Council in terms of clause 4.3.3 must be made in consultation with the Visitor as provided for therein, and the Visitor's approval must be obtained in respect of the election of the Council's Chairperson and Deputy Chairperson in terms of clause 4.3.10.1.

4. THE COUNCIL

4.1 Powers

The Council of the College is the custodian of the ethos and character of the College under the Anglican Church. Council shall control and be responsible for determining the strategic direction for the College by setting the vision and inculcating the values and



ensuring that the College meets all its statutory duties, subject only to the powers reserved for the Visitor, the Diocesan Trustees and the Executive Head.

4.2 Duties

4.2.1 Council is to:

4.2.1.1 establish and develop policies, have oversight of the general administration of the College; monitor, challenge and review progress towards the strategy and the implementation thereof.

4.2.1.2 support the Executive Head and executive management team and hold them to account for the optimal performance of the College.

4.2.1.3 promote high standards of educational achievement for all students.

4.2.1.4 ensure financial probity including value for money, resource and risk management.

4.2.1.5 maintain all buildings, and ensure that they are insured against risk of damage and destruction; and it shall have the right to acquire, dispose of, erect, demolish, control, use or in any manner deal with all property or funds subject to the provisions of clauses 6.1, 6.4 and 7 of the Constitution.

4.2.1.6 ensure accountability to the key stakeholders of the St John's College community.

4.3 Composition; Quorum; Appointment; Rotation

4.3.1 The Council shall consist of up to twenty-two voting Members.

4.3.2 **A Quorum** of the Council shall be:

4.3.2.1 in the case of there being an even number of voting Members at the time (whether present or not), half the voting Members plus one; and

4.3.2.2 in the case of there being an uneven number of voting Members at the time (whether present or not), the majority of the voting Members.

4.3.3 **The Composition** of the Council shall be as set out below, with the voting Members being those referred to in clauses 4.3.3.1 to 4.3.3.7 inclusive:



4.3.3.1 The Executive Head and the headmaster of the preparatory school as ex-officio Members;

4.3.3.2 A person appointed by the Visitor;

4.3.3.3 The Chairperson of the Old Johannian Association together with one additional person, who shall be a member of the Association, elected for a three-year term by the Governing Committee of the Association;

4.3.3.4 The Chairperson of the St John's College Parents' Association together with three additional persons, each elected for a three year term by the Executive Committee of the Parents' Association, subject to the condition that of the four representatives, at least one shall be a parent of a pupil at the preparatory school and at least one shall be a parent of a pupil at the College;

4.3.3.5 One person elected for a three-year term by the staff members of the various components of the College set out in clause 1;

4.3.3.6 The prefect designated as the head prefect of the College (and known as the Head of School);

4.3.3.7 To the maxima indicated below, namely:

4.3.3.7.1 Up to four persons co-opted by the Council for three-year terms in consultation with the Visitor; and

4.3.3.7.2 Up to six persons elected for three year terms by the Council from nominations made by the Nominations Committee in order to reflect the diversity of the community the College seeks to serve and to take account any special talents, skills, experience or wisdom that are needed from time to time.

4.3.4 The criteria for nominated members must include: an acceptance of the Anglican Christian ethos and values of the College, an understanding and acceptance of the College Constitution, the relevant skills (portfolio aligned), leadership and executive management experience, suitable qualifications, the time and necessary commitment to contribute meaningfully, an appreciation of the terms of



Council's strategic imperatives and a commitment to conducting themselves in the manner expected of a Council Member.

4.3.4.1 When a vacancy arises the Nominations Committee must:

4.3.4.1.1 Invite members of the St John's community to submit nominations, of a wide diversity of people, according to the agreed criteria;

4.3.4.1.2 Receive and conduct a screening of the nominees, taking into account the agreed criteria and transformation imperatives;

4.3.4.1.3 Make recommendations to Council for final approval and communication.

4.3.4.1.4 Ensure that Council communicates the outcome but not the confidential deliberations.

4.3.5 Council's Nominations Committee:

The Composition of the Nominations Committee shall be:

4.3.5.1 Chairperson of Council;

4.3.5.2 Deputy Chairperson of Council;

4.3.5.3 Head of the College (Executive Head);

4.3.5.4 Old Johannian Association Chairperson;

4.3.5.5 Parents' Association Chairperson;

4.3.5.6 An elected staff representative (who is not on Council);

4.3.5.7 A parent (who is not on Council) nominated by the Parents' Association;

4.3.5.8 An Old Johannian (who is not on Council) nominated by the Old Johannian Association;

4.3.5.9 Chairperson of the Transformation and Diversity Committee;

4.3.5.10 A Representative of the Visitor, and

4.3.5.11 An additional member co-opted to enhance female and black representation, if need be.

4.3.6 Process of Co-opting Members of Council

4.3.6.1 Members should be co-opted when Council deems it fit, to fulfil certain strategic projects or objectives, identified by Council.



4.3.6.2 The transformation and diversity objectives of the College, should be supported in the co-option of members.

4.3.6.3 The total number of co-opted members cannot exceed four at any given time, and they should serve up to a maximum of three years but can serve a maximum of two consecutive terms of three years each.

4.3.6.4 Council can review relevance from time to time, for example, if a person was co-opted for a particular project, Council could review the appointment depending on the requirements of the project.

4.3.7 Commitment by Council Members

All new nominated and co-opted members of Council must sign a declaration committing to abide by the Anglican Christian ethos and values of the College.

4.3.8 The Head of Finance and Operations

The Head of Finance and Operations of the College shall attend all Council meetings, with the right to speak but not to vote.

4.3.9 Re-election; Retirement; Rotation and Vacancies

4.3.9.1 Members, elected to Council (other than co-opted Members, who are dealt with in 4.3.6.3), shall cease to be Members at the expiry of their term but shall be eligible for election for a maximum of three consecutive terms.

4.3.9.2 Members of Council shall cease to be Members if they no longer hold the office which qualified them for membership; or if they no longer qualify in terms of clause 4.3.3; or if they no longer enjoy the confidence of the body which elected them as representatives on the Council; or if removed by Council by a two thirds majority vote; or if they have been absent without apology or leave of the Chairperson for three consecutive meetings, unless the Council condones this in the circumstances of a particular case; or if they are disqualified from holding office as directors in terms of the Companies Act, No 71 of 2008.

4.3.9.3 The Chairperson, Deputy Chairperson, and any Member who holds office as Chairperson of any sub-committee of the Council or as the Council representative on another body shall not be eligible for re-election in the same office after serving in that



office for a consecutive period of six years, unless a period of two years shall have lapsed since he or she last occupied that office.

4.3.9.4 Any casual vacancy shall be filled by the person elected or appointed by the competent component in terms of categories of Member referred to in clause 4.3.3 for a full term of three years or such lesser period as may be applicable.

4.3.10 Proceedings

4.3.10.1 Council shall elect at its first meeting each year a Chairperson and Deputy Chairperson to hold office for the year. The election of the nominees in question to those offices shall be subject to the approval of the Visitor. The Chairperson, or in his or her absence the Deputy-Chairperson, shall preside at meetings of the Council and of the Executive Committee. The Chairperson shall enjoy a casting as well as deliberative vote as a Member of the Council.

4.3.10.2 The Council shall appoint an Executive Committee, functioning between meetings of Council, to oversee the implementation of Council policy and decisions, to make such decisions on behalf of Council as may be required of it during these periods and to exercise such other powers as may be delegated to it by the Council. However, the decisions of the Executive Committee shall require ratification by the Council.

The Executive Committee shall comprise the Chairman, the Deputy Chairman, the Chairman of the Finance Committee, the Executive Head, Head of Finance and Operations and Head of the Preparatory School, plus one other Member of Council as Council shall agree from time to time. The Executive Committee may ask other persons to attend its meetings by invitation as it deems necessary.

4.3.10.3 The Council may appoint such sub-committees as it deems fit to carry out certain of its functions, such sub-committees having the power to co-opt persons who are not Members of Council, subject to the conditions that each such sub-committee shall be obliged to report to the Council regularly and that the decisions thereof shall require the ratification of the Council.

4.3.10.4 The Council shall appoint a Secretary and such other officers as it may deem necessary for the exercise of its functions and shall be entitled to dismiss such persons. Minutes of all meetings shall be kept, approved by the next succeeding meeting of the



Council, signed by the Chairperson as a correct record and thereafter retained in the Minute Book.

4.3.10.5 Meetings of the Council shall be held at least once each term and shall be convened by the Chairperson, who shall be obliged to convene a meeting when requested to do so by at least six Members of the Council.

4.3.10.6 The Council may adopt such practice and rules from time to time as it may deem fit, including rules relating to the confidentiality of certain of its proceedings pertaining to matters of a sensitive nature which shall be observed by all Council Members.

5. THE EXECUTIVE HEAD, HEAD OF THE PREPARATORY SCHOOL AND THE HEAD OF FINANCE AND OPERATIONS

5.1 The Executive Head shall be appointed by the Council and such appointment may be terminated by the Council after full consultation with the Visitor, as provided for in clause 3.3. The Head of the Preparatory School shall operate under the direction of, and be responsible to, the Executive Head.

5.2 The Head of Finance and Operations shall be appointed, and the appointment may be terminated, by the Council in consultation with the Executive Head. The Head of Finance and Operations shall report and be responsible to the Council, but be under the day-to-day authority of the Executive Head on behalf of the Council, with concurrent reporting responsibility to the Executive Head.

5.3 The Executive Head will be responsible for all matters pertaining to education and discipline, subject to paragraph 5.4 and also for ensuring that the College is run efficiently with the assistance of the teaching and other staff. The Head of Finance and Operations must be responsible for finance and operations, reporting on a day to day basis to the Executive Head, and final responsibility to Council.

5.4 After having informed the Chairperson of Council, the Executive Head shall have the right to request any parent or guardian to remove his or her child from the College, subject to a right of appeal to an appeals committee of Council. The Appeals Committee of Council will be constituted in accordance with the Disciplinary Code and Procedure for Pupils.



5.5 The Executive Head shall be entitled to appoint all members of staff at the levels and within the bands of salaries determined by the Council at the time and shall, after having consulted the Chairperson of Council, have the right to dismiss any member of staff. In the case of the Head of the Preparatory School and the Head of Finance and Operations, however, an appointment or dismissal shall be made by the Council in consultation with the Executive Head. Any member of the academic staff so dismissed shall have a right of appeal to an appeals committee of Council, subject to the Appeals process, as laid out in 5.4.

6. PROPERTY

6.1 All the immovable property of the College shall be registered in the name of the Diocesan Trustees, to be held by them in Trust for the College. No such property may be sold or mortgaged without the prior consent of the Diocesan Trustees, who in turn may not sell or mortgage the said property without the prior consent of the Council.

6.2 The Council shall be responsible for the upkeep, repair and maintenance of all buildings and shall ensure that they are insured against risk of damage and destruction.

6.3 The Council shall have the right to acquire, dispose of, erect, demolish, control, use or in any manner deal with all property or funds, subject to the provisions of clause 6.1.

6.4 The Members of the Council and officer bearers shall have no right to property or any other assets of the College solely by virtue of their being Members or officer bearers.

7. NON-DISTRIBUTION OF INCOME AND PROPERTY

The income and the property of the College shall not be distributable to the Members of the Council or to the office bearers except as approved in advance by the Council for services rendered, after the end of each financial year in question and ratified thereafter.

8. BANKING ACCOUNT

The College's financial transactions shall be conducted by means of a banking account opened and maintained at the direction of the Council. Regular accounts shall be submitted by the Head of Finance and Operations to the Council for perusal, discussion and approval. Annual accounts shall be subject to audit and the audited accounts shall be submitted to the Council immediately after receipt thereof.



10. JURISTIC PERSONALITY

The College, as a body corporate in the form of a voluntary association, has an existence independent of the Members of the Council, with perpetual succession. Subject to the Rules of the Diocese of Johannesburg and the provisions of this Constitution, the College shall be capable of owning and holding assets (other than immovable property as provided for above) in its own name to meet its debts, liabilities and engagements, and to sue and to be sued in its own name.

11. AMENDMENT OF CONSTITUTION

No amendment of this Constitution shall be valid without the prior approval of the Council after consultation with the Governing Committee of the Old Johannian Association, the Executive Committee of the Parents' Association and the Staff, and with the consent with the Diocesan Trustees. All amendments, thus approved, will require a two-thirds majority of all Members of Council (whether present or not) to be enacted. An absent Member may in writing appoint another Member in writing as his or her representative with instructions as to how to vote for him or her. Such written appointments shall be filed with the Secretary at or before the meeting to be valid. Copies of all such amendments shall be submitted to the Commissioner, as required in terms of section 30 of the Income Tax Act, No 58 of 1962.

12. COMING INTO OPERATION OF CONSTITUTION

This amended Constitution shall come into operation on the date upon which it is signed by the Chairperson, the Deputy Chairperson, the Visitor and the Executive Head pursuant to its adoption by the Council, or such other date as may be determined by the Council.

13. PUBLIC BENEFIT ORGANISATION REQUIREMENTS

The Council will ensure that the College complies with the requirements of the Income Tax Act, No 58 of 1962, (the "Act") in relation to any approval of it by the Commissioner under section 10(1)(cN) read with section 30 of that Act as a public benefit organisation ("PBO") and in relation to its recognition under section 18A of the Act (for as long as that recognition lasts). The Council will furthermore ensure that it complies with such amendments as may be necessitated by any statutory changes to such requirements from time to time. To the extent



that there may be ambiguity or conflict between the provisions of this Constitution and the provisions of the Act, the provisions of the Act shall prevail.

14. DISSOLUTION

14.1 If at any time the Council –

14.1.1 By majority of not fewer than three quarters of all the appointed Members of the Council at that time;

14.1.2 At a special meeting called for that purpose, of which not fewer than twenty one days' notice in writing shall have been given to all Members of the Council;

14.1.3 After consultation with the staff of the College;

14.1.4 After consultation with the Executive Committee of the Parents' Association (failing which with the parents in general in the best way the Council can in the circumstances);

14.1.5 After consultation with the Governing Committee of the Old Johannian Association; and

14.1.6 With the approval of the Trustees of the Diocese of Johannesburg, decides that it is not possible to continue to administer the College in accordance with the terms of this Constitution, the College may be dissolved.

14.2 If upon the dissolution of the College there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, such property shall not be paid to or distributed among the Members of the Council or other members of the College or competent component referred to in clause 4.3 (if any) but shall be given and transferred to some other school, foundation, body or institution of an educational, ecclesiastical or charitable nature which has been approved as a PBO, to be determined by the Council at or before the time of dissolution, with the approval of the Trustees of the Diocese of Johannesburg (if then still in existence) or in default thereof by the Bishop or (in his or her absence) the Vicar General of Johannesburg, subject to the provisions at the time of the Act in this regard, as provided for in clause 13.

14.3 For the purpose of carrying to its final end and termination any dissolution of the College, and notwithstanding anything to the contrary contained in this Constitution, the persons then



constituting the Council shall remain in office until their respective deaths, resignations or other disqualification in terms of this Constitution and any vacancies thus occurring on the Council shall be filled by the remaining members thereof so that the number of members of the Council shall remain undiminished until the completion of such dissolution; provided always that these provisions shall not apply in the case of any member of the Council who holds office ex officio.



Annexure A../10

Annexe "A": School Prayer

Lord God our Father, Who art Light and Life and Love, look down in love upon our College of Saint John: make it to be a home of religious discipline, sound learning and good will, which may send forth many rightly trained in body, mind and character to serve Thee well in Church and State; supply our wants, and give us increase as shall seem Thee good, and let Thine angels drive away all evil from us; through Thy Son, our Saviour Jesus Christ.

Amen.

- Rev James Okey Nash CR (1906)

Adopted by the Council of St John's College on 18 November 2019

J S Patricios
Chairperson

D C Hock
Vice-Chairperson

S Moreo
Visitor

Date: 28 November 2019

Date: 28 November 2019

Date: 28 November 2019