

CONSTITUTION OF
WESTERN PROVINCE PREPARATORY SCHOOL

"IUSTA TENETE"

WHEREAS -

- A. Western Province Preparatory School ["the School"] was founded in February 1914 at premises known as Thornton House in Kenilworth Road, Kenilworth, Western Cape and moved to premises at Mount Royal, Newlands Road, Claremont in September 1918; and
- B. the School was, from its foundation in 1914 until June 30 1959, owned and operated by members of the Stansbury family; and
- C. on July 01, 1959, St Andrew's College, Grahamstown became the owners of the School and have remained the owners of the School to the date hereof; and
- D. the School was originally governed by a Board of Governors appointed as a sub-committee of the Council of St Andrew's College and is currently governed by a Board of Governors which has in practice governed the School autonomously for many years; and
- E. following consultation between the School's Board of Governors, the Council of St Andrew's College and the current parents and academic staff of the School, it has been decided to create and adopt this Constitution which has been drafted by a committee representative of the said parties; and
- F. this Constitution has been approved by the Council of St Andrew's College and formally adopted by the Board of

Governors of the School as certified at the end of this Constitution,

NOW THEREFORE KNOW ALL PERSONS WHOM IT MAY CONCERN THAT FROM THE DATE SET OUT BELOW THESE PRESENTS SHALL CONSTITUTE THE CONSTITUTION OF THE WESTERN PROVINCE PREPARATORY SCHOOL -

1. NAME AND NATURE OF SCHOOL :

The School shall remain constituted as an unincorporated association named the **WESTERN PROVINCE PREPARATORY SCHOOL.**

2. LEGAL POSITION OF SCHOOL :

2.1 The School shall have perpetual succession and shall be capable of suing and being sued.

2.2 The School will not carry on any business undertaking or trading activity [other than is permitted in terms of Section 30 of the Income Tax Act, 1962, as amended] and any profit made pursuant to the operation of the School or otherwise shall not be distributed to any third party or parties but shall be used solely for the benefit of the School and for the attainment of its objects.

2.3 The School shall be liable only for its own debts, and except for any authorised action by the School or its authorised representative, shall not be responsible for the debts of any third parties.

3 OBJECTS :

The objects of the School shall be -

- 3.1 to provide excellence in education [for nursery and pre-primary children and children in grades 1 to 7] to develop the mind; and
- 3.2 to provide both spiritual and pastoral guidance in accordance with the tenets of the Church of the Province of Southern Africa [appropriate to children of primary school age and having regard traditions and ethos of the School] to develop the spirit; and
- 3.3 to provide cultural, sporting and other activities to develop the mind, the body and the spirit, and the appreciation of the finer things in life; and
- 3.4 to act as a feeder school for St Andrew's College, Grahamstown; and
- 3.5 to encourage and assist in the advancement of education in the Republic of South Africa generally, and to that end to actively participate in bodies, organisations and the like which operate in that field; and
- 3.6 to provide opportunities of education for disadvantaged and deserving children by means of bursaries, scholarships and other like financial assistance; and
- 3.7 to create, run and/or actively participate in programmes, events and the like which aim to promote an awareness of the wider community amongst pupils of the School and/or which have as their aim the advancement, welfare and entertainment of others; and

3.8 generally to do all such things as advance the objects of the School,

all substantially within the Republic of South Africa.

4. THE BOARD AND THE HEAD :

4.1 The Board of Governors of the School ["the Board"] shall at all times uphold, and ensure compliance with, this Constitution and shall be responsible for the achievement of the objects of the School and to that end the planning and determining of the aims and overall conduct of the School, and of its policies, plans and procedures with a view to ensuring the best possible education for its pupils.

4.2 The Head of the School, who shall be appointed by the Board, shall be responsible for the day-to-day management of the School [including, but not limited to, the appointment of staff, the control, with the School's Financial Manager, of the School's operating budget, the curriculum and School programme, disciplinary issues, the planning and running of School functions and reporting to the Board on the state of School.]

5. THE BOARD'S POWERS AND DUTIES :

Without limiting the generality of the Board's duties and functions as described in sub-paragraph 4.1 above, the Board shall be entitled to -

5.1 appoint from time to time a Head of the School [who shall be a Christian in good standing with his church] and shall be entitled, for good cause, to suspend or

- dismiss such Head. The terms of any such appointment shall be in writing and signed by the parties; and
- 5.2 empower the Head to appoint, suspend and dismiss academic and other staff for the School but on remuneration terms determined by the Board or one of its sub-committees and provided that the terms of any such appointment shall be in writing and signed by the parties; and
 - 5.3 determine and, from time to time, review the policies, plans and procedures of the School and in particular shall ensure the best possible control and management of the School's finances, including fund raising and the creation of reserves; and
 - 5.4 cause a review of the School's current Mission Statement to be undertaken as soon as possible after the adoption of this Constitution, and from time to time thereafter, with a view to ascertaining whether any amendment thereof is necessary or desirable; and
 - 5.5 provide its active support and guidance to the Head in his duties and particularly in the day-to-day management of the School; and
 - 5.6 make and amend by-laws and regulations relating to the School and its activities; and
 - 5.7 together with the Head, report to St Andrew's College, Grahamstown at least once a year on all matters pertaining to the School; and
 - 5.8 ensure the dissemination of appropriate information [financial and general] concerning the School to current

parents at least once a year at a parents' forum open to all current parents; and

- 5.9 convene a forum open to all current academic staff at least once a year at which all matters and concerns of mutual interest can be discussed; and
- 5.10 open and operate bank accounts in the name of the School, and in particular lay down, amend or replace rules for the signing of cheques and other instruments on behalf of the School; and
- 5.11 with the agreement where necessary of the Trustees for the time of St Andrew's College, Grahamstown, borrow money with or without security for purposes of the School on such terms as they may think fit and pledge, mortgage and charge the movable and immovable assets of the School as security therefor; and
- 5.12 invest the surplus funds of the School in such manner and on such terms as they may deem fit, and vary and deal with such investments, provided that all such investments shall be with registered financial institutions, in listed shares or in such other investment vehicles as are approved by the South African Revenue Services; and
- 5.13 institute and defend legal proceedings of all kinds, exercise the School's rights as a creditor in any insolvent or deceased estate or otherwise and exercise the School's rights as a shareholder, member or other participant in any corporate or other entity of any kind; and
- 5.14 purchase, sell, exchange, lease, hire or otherwise dispose of, improve or develop the movable and

immovable property of the School, with the agreement where necessary of the Trustees for the time of St Andrew's College, Grahamstown; and

- 5.15 obtain and maintain proper and adequate insurance cover in respect of the School's assets and its potential liability; and
- 5.16 enter into, rescind and amend contracts of all kinds, and determine how and by whom any document of any kind shall be signed on behalf of the School; and
- 5.17 do all such acts, matters and things as may be considered necessary or expedient for the good and efficient operation of the School for the benefits of its pupils from time to time.

6 **COMPOSITION OF THE BOARD OF GOVERNORS AND THE QUALIFICATION OF MEMBERS OF THE BOARD :**

- 6.1 The Board shall, subject to sub-paragraph 6.2 below, consist of a maximum of 13 [thirteen] members, comprising -
 - 6.1.1 5 [five] members invited to serve on the Board in accordance with sub-paragraph 8.1 below ["invited members"] who may, but need not, be current parents, past parents or old boys of the School; and
 - 6.1.2 3 [three] members elected to serve on the Board in accordance with sub-paragraph 8.2 below ["parent members"] -
 - 6.1.2.1 who shall each, at the time he or she takes office as a member of the Board,

be a parent of a pupil enrolled at the School; and

- 6.1.2.2 1 [one] of whom shall, at the time he or she takes office as a member of the Board, be a parent of a pupil in Grade N to Grade 2 and another a parent of a pupil in Grade 3 to Grade 7; and
- 6.1.3 1 [one] member elected to serve on the Board in accordance with sub-paragraph 8.3 below ["staff member"] who shall at the time he or she takes office as a member of the Board, be a member of the academic staff of the School; and
- 6.1.4 The Chair for the time being of the Council of St Andrew's College, Grahamstown or his nominee and 1 [one] further member nominated by St Andrew's College, Grahamstown to serve on the Board in accordance with sub-paragraph 8.4 below who shall, at the time he or she takes office as a member of the Board, be a member of the Council of St Andrew's College, Grahamstown; and
- 6.1.5 the Head for the time being of the School; and
- 6.1.6 the Rector for the time being of St John's Parish, Wynberg, or his nominee [who may be the School Chaplain if the Rector, in consultation with the Chairperson of the Board, so determines], nominated in accordance with sub-paragraph 8.4 below.

- 6.2 The Board shall be entitled to co-opt a maximum of 2 [two] additional members if the Board is of the view that the person or persons to be co-opted will bring a particular expertise or value to the Board and to the School. In co-opting any such persons, the Board shall stipulate the period for which they shall remain Board members which period shall not be longer than the period for which an invited member of the Board serves on the Board.
- 6.3 The Board shall be entitled to co-opt 1 [one] further member of the School's academic staff as a member of the Board if the Board is of the view that such staff member will bring a particular expertise or value to the Board.
- 6.4 The School's existing Board of Governors shall continue to hold office until the persons referred to in sub-paragraph 8.1.1 below take office as members of the Board.

7. TERMS OF OFFICE AND QUALIFICATIONS OF MEMBERS OF THE BOARD :

- 7.1 Subject to sub-paragraph 8.1.1. below, invited members shall serve on the Board for an initial period of 4 [four] years from the date on which they take office as a member of the Board and shall be entitled, if available, to be re-appointed for one further period of 4 [four] years;
- 7.2 Parent members and the staff member shall serve on the Board for an initial period of 2 [two] years from the date on which they take office as a member of the Board

and shall be entitled, if available, to be re-elected for the immediately following 2 [two] year period, and thereafter for one or, if available, two further periods of 2 [two] years each provided that prior to taking office as a member of the Board again he or she shall not have served as such during the immediately preceding years for a period equivalent to his or her forthcoming term(s) of office, and provided further that, if either of the parent members ceases to be a current parent of the School, or if the staff member ceases to be a member of the academic staff of the School during his or her term of office for any reason, the person concerned shall simultaneously cease to be a member of the Board;

7.3 The Board member nominated as such by the Council of St Andrew's College, Grahamstown shall serve on the Board for an initial period of 4 [four] years from the date of his or her appointment and shall be entitled, if available, to be re-appointed for one further period of 4 [four] years provided that if the person concerned ceases to be a member of such Council, he or she shall simultaneously cease to be a member of the Board.

8. **HOW BOARD MEMBERS ARE INVITED, ELECTED OR NOMINATED :**

8.1 Invited Members : The selection of invited members shall be as follows -

8.1.1 the first 5 [five] invited members to take office in terms of this Constitution shall be nominated by Mr. Bruce Steele-Gray [in his capacity as Chairman of the St Andrew's College Council], in consultation with the Honourable Mr Justice E. L.

King and Mr S. R. Cooper and such nominations shall stipulate the initial term of office that each of such nominees shall serve as members of the Board which terms shall be staggered for period between 2 [two] and 4 [four] years and such invited members shall take office on the first day of the first School term in 2002; and

8.1.2 thereafter invited members shall be appointed by the Board after consultation between the Chairperson of the Board and the Chairperson for the time being of the St Andrew's College Council;

8.2 The parent members shall be elected in an open and fair election to be organised and run by the Board and the School management on the following terms -

8.2.1 each family which has a child or children at the School as at the date of the election concerned shall have 2 [two] votes, provided that one parent may exercise the 2 [two] votes allocated to a family and provided that a parent who is a widow or widower shall, himself or herself, have 2 [two] votes and provided further that any dispute as to who shall be entitled to exercise the 2 [two] votes allocated to a family shall be referred to and determined by the Chairperson of the Board whose decision shall be final; and

8.2.2 save for the first election which shall take place as early as possible in the first term of 2002, the election shall be held in the 4th term of the year

before new or re-elected parent members are due to take office and parent members shall take office on the first day of the first term of the following year; and

8.2.3 the manner in which votes shall be cast and the time period during which votes may be cast shall be determined by the Board and the School management; and

8.2.4 nominations of persons to stand for election in any such election shall be called for not less than 10 [ten] days before the date fixed for the holding of the election and shall be made in writing accompanied by the consent of the person nominated;

8.2.5 in the event of available vacancies exceeding the number of persons nominated to stand for election, it shall not be necessary to hold an election and the Board shall be entitled to fill such vacancies by co-option of persons so nominated and/or other persons who are current parents of the school.

8.3 The staff member shall be elected in an open and fair election to be organised and run by the Board and the School management in which each member of the School's academic staff at the date of the election concerned shall have 1 [one] vote, and otherwise on the terms set out in sub-paragraphs 8.2.2 to 8.2.5 above save that any reference to "parent members" shall be a reference to "staff member".

8.4 The member of the Board to be nominated by the Council of St Andrew's College, Grahamstown and any nominee of the Rector of St John's Parish shall be nominated in writing signed on behalf of such Council by its Chairperson or by the Rector, as the case may be.

9. **OTHER PROVISIONS APPLYING TO BOARD MEMBERS :**

9.1 The Board may, in respect of the invited members, the parent members and the staff member, fill any casual vacancies in the membership of the Board by co-option for the remainder of the term of office of the person replaced, provided that -

9.1.1 in co-opting a replacement for either of the parent members or of the staff member, the person co-opted shall be a current parent at the School or a member of the academic staff of the School, as the case may be; and

9.1.2 any person co-opted onto the Board in terms of this sub-paragraph 9.1 shall be eligible for re-election at the end of the period for which he or she is so co-opted and, if the period served by the person concerned as a co-opted member is less than one-half of the term which the replaced person was serving, the co-opted person shall be deemed, on being elected, to have been elected to the Board for the first time.

9.2 Any member of the Board who wishes to resign shall do so by written notice to that effect to the Chairperson of the Board, setting out inter alia the date from which such resignation is effective.

- 9.3 The Board shall be entitled to suspend any Board member who is reasonably suspected of any conduct which, in the opinion of the Board renders such person unfit or unsuitable to be a member of the Board and a person shall cease to be a member of the Board if -
- 9.3.1 he or she is convicted of any crime which contains an element of dishonesty, violence, abuse or such other conduct which in the opinion of the Board renders him unfit or unsuitable to be a member of the Board; or
 - 9.3.2 he or she is sequestrated or assigns or surrenders his estate or compounds with his creditors; or
 - 9.3.3 he or she is or becomes incapable of managing his or her own affairs or is or becomes insane or mentally unbalanced; or
 - 9.3.4 he or she fails to attend 3 [three] consecutive meetings of the Board without adequate explanation or leave of absence.
- 9.4 No member of the Board shall be entitled to any remuneration for his services as such or to any reimbursement of out-of-pocket, travelling or other expenses, save in circumstances where, at the direction of the Board, a member is required to travel more than 100 [one hundred] kilometers from the School in which event he or she shall be entitled to the re-imbursement of his or her reasonable and vouched out-of-pocket and travel expenses, provided that no Board member shall be entitled to any re-imbursement of expenses in respect of travel to and from the School for the purpose

of attending Board meetings. If any member of the Board or any corporate entity of which he or she is a shareholder or a member, or in which he or she has a financial interest or of which he or she is an employee performs any work for the School, that Board member or that corporate entity shall be entitled to charge the usual fee or charge for such work.

9.5 A Board member shall recuse himself or herself from any Board meeting or that part thereof at which there is to be discussion relating to a matter in which such Board member has an interest, whether direct or indirect and whether financial or otherwise, provided that this subparagraph 9.5 shall not apply to any discussion of school fees.

9.6 Every member of the Board, the Head, the Deputy Head and the Financial Manager of the School is hereby indemnified by the School against any and all claims made against one or more of them for loss, expense or damage of any kind incurred in the discharge of or arising out of his or her duties, save in the case of a breach of trust or where such loss, expense or damage results from a dishonest or reckless act on the part of the person concerned, and no such person shall be liable for the debts of the School.

10. **BOARD MEETINGS :**

10.1 The Board may meet together, adjourn their meetings and otherwise regulate their meetings and proceedings as they deem fit. The Board shall meet at such times

and at such intervals as the Board may determine but the Board shall meet at least once a term.

10.2 There shall be a quorum at any Board meeting if not less than 50% [fifty percent] of all Board members are present in person at the meeting concerned, provided that those present include at least 2 [two] invited members and at least 2 [two] of the other members of the Board, of whom 1 [one] shall be a parent member.

10.3 If, at the time set for the commencement of any Board meeting, a quorum is not present -

10.3.1 those present may discuss the business before such meeting and take resolutions in that regard; and

10.3.2 any such resolutions shall be reduced to writing and signed by those present at that meeting; and

10.3.3 after signature such resolutions shall be presented to the absent members for signature by them if such members are in agreement with the decision taken; and

10.3.4 if, after signature by such of the absent members who elect to sign same, the resolution has been signed by the equivalent of, or greater than, a quorum as set out in sub-paragraph 9.1 above, such resolution shall be as valid as if passed at a properly convened and constituted Board meeting; but

- 10.3.5 if the number of Board members prepared to sign such resolution is less than a quorum as set out in sub-paragraph 9.1 above, such resolution shall be of no force and effect whatsoever.
- 10.4 The Chairperson of the Board may convene a meeting of the Board at any time, and shall at the request of 3 [three] or more Board members, convene a meeting of the Board within 15 [fifteen] days of such a request being made.
- 10.5 An agenda for every Board meeting shall be given to each Board member not less than 4 [four] days before the date of such meeting, save where, having regard to the exigencies of the matters to be dealt with at such meeting, it is necessary to call a meeting on less than 4 [four] days notice in which event such agenda shall be given to Board as far as is possible in advance of the meeting.
- 10.6 Any Board member shall be entitled to place a matter on the agenda for discussion but he or she shall do so by giving the Head details of such matter, and where appropriate a written motivation or explanation of the matter concerned to accompany the agenda, in sufficient time for it to be included in the agenda to be distributed in terms of sub-paragraph 10.5 above.
- 10.7 In addition to Board members, the School's Financial Manager [or the person holding a post with similar duties] shall attend all Board meetings but shall not have a vote at such meetings, and the Board shall also be entitled to request the attendance at a Board meeting

or part thereof of any member of any sub-committee formed by the Board.

- 10.8 Questions arising at any meetings of the Board shall wherever possible be decided on the principle of consensus but failing a consensus, shall be decided by a majority of the votes, and in the case of an equality of votes, the Chairperson of the meeting shall have a casting vote.
- 10.9 Full and proper minutes of all Board meetings shall be kept and shall be circulated to all Board members as soon as possible after each meeting but in any event not later than 10 [ten] days before the next scheduled meeting of the Board.
- 10.10 All acts done by any meeting of the Board, or by any person acting as Chairperson of the Board, shall, notwithstanding that some defect may be afterwards discovered in the appointment or 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 or of the sub-committee concerned, or to be the Chairperson of the Board.

11. **THE POSITION OF CHAIRPERSON :**

- 11.1 The Board shall, from amongst their number, elect a Chairperson of the Board who shall chair all meetings of the Board at which he or she is present, and unless otherwise decided by the Board, shall chair all general meetings, open forums and the like of parents or other groupings related to the School which are convened by the Board.

11.2 The Chairperson shall hold office for a period of 7 [seven] years from the date on which he takes office as the Chairperson [unless his position is not confirmed as envisaged in sub-paragraph 11.2.1 below] and shall not be eligible for re-election thereafter provided that -

11.2.1 the Board shall confirm the appointment of the Chairperson at its first meeting of every calendar year and if the Board declines to so confirm such appointment, the Chairperson shall be deemed to have dismissed as such and the Board shall elect a new Chairperson; and

11.2.2 if, during his term of office as Chairperson, the eligibility of the person holding such office to be a member of the Board [as provided for in any of the provisions of paragraph 7 above] expires, such person shall be entitled to remain on the Board until he or she ceases to be the Chairperson of the Board but the number of any elected Board members shall not as a result be decreased and the Chairperson shall be deemed an invited member of the Board for the remainder of his term as Chairperson.

11.3 If the Chairperson of the Board is not present at any Board meeting, those Board members present shall elect a Chairperson for that meeting and the person so elected shall act as Chairperson for the meeting in question.

12. **SUB-COMMITTEES :**

- 12.1 The Board shall be entitled to appoint and dissolve both standing or ad hoc sub-committees, and to mandate such sub-committees to deal with specific matters on the basis of a particular mandate, and where appropriate, a specific budget.
- 12.2 Without in any way limiting the generality of the Board's powers set out in sub-paragraph 12.1 above, the Board shall set up or authorise the continuance of the following standing sub-committees -
 - 12.2.1 the Education Matters Sub-Committee; and
 - 12.2.2 the Finance Sub-Committee; and
 - 12.2.3 the Marketing & Public Relations Sub-Committee;
 - 12.2.4 the Fund Raising Sub-Committee; and
 - 12.2.5 the Assets Management Sub-Committee; and
 - 12.2.6 the Human Relations / IR Sub-Committee; and
 - 12.2.7 the Spiritual and Pastoral Matters Sub-Committee.
- 12.3 Each sub-committee appointed by the Board shall be chaired or convened by, or shall be responsible to, a member of the Board, and may be made up of appropriately qualified and experienced parents willing to serve on same; and
- 12.4 Each sub-committee shall have the power to co-opt additional members [subject to the approval of the Chairperson of the Board] but not so that the sub-committee numbers more than 5 [five] [excluding ex officio members] unless the Board specifically authorises the formation a larger sub-committee provided that sub-

committees of 1 [one] reporting to a Board member shall be permitted; and

12.5 the Head and the Chairperson of the Board shall be ex officio on each sub-committee but not obliged to attend meetings unless requested to by the sub-committee Chairperson; and

12.6 subject to the above, the provisions of sub-paragraphs 9.2 to 9.6, 10.1, 10.3 to 10.6 and 10.8 to 10.10 above shall apply mutatis mutandis to sub-committees and meetings of sub-committees [and shall be read accordingly] but the minutes of all sub-committee meetings shall be circulated only to sub-committee members and the Head and the Chairperson of the Board, and it shall not be mandatory to provide an agenda for sub-committee meetings other than at the commencement of such meetings; and

12.7 a quorum for all sub-committee meetings shall be not less than 50% [fifty percent] of all sub-committee members [excluding the ex officio members] present in person; and

12.8 notwithstanding anything set out above in this paragraph 12, sub-committees shall report to and be accountable to the Board and in particular shall ensure that a report on their activities is made verbally or in writing to each Board meeting.

13. ACCOUNTING AND FINANCE :

13.1 The School's financial year shall run from January 01 of each year to December 31 of the same year.

- 13.2 The Board shall ensure that the School maintains complete, proper and correct accounting records in accordance with generally accepted accounting practice from time to time which are audited not less than once every financial year by auditors appointed by the Board and whose remuneration shall be fixed by the Board and who shall have access to all financial and accounting records and information required by them.
- 13.3 The School's full accounting records shall be kept at the administration office of the School, or such other place as may be determined by the Board, and shall be furnished to any member of the Board on request.
- 13.4 Neither the auditor of the School's books of account [that is the audit partner in charge of the audit] nor any of those persons who undertake the audit as such shall be a Board member.
- 13.5 The School's financial statements, once audited and signed on behalf of the School, shall be available in School's administration office for inspection only by any parent on application to the Head in writing and on at least 4 [days] notice, and by any other person at the Board's discretion and on such terms as the Board may decide.
- 13.6 Copies of the School's budgets, its financial management reports from time to time and its termly financial reports as well as the audited financial statements shall be sent to the Chair of the Council of St Andrew's College, Grahamstown.

14. **DISSOLUTION OF THE SCHOOL :**

The School shall be dissolved only on the passing of a resolution to that effect of the Board approved by not less than 80% [eighty percent] of the members of the Board, or on the granting of an order of any competent Court to that effect, and on dissolution the remaining assets of the School shall pass to and become the property of such other public benefit organisation which has as its primary object the provision of education as may be nominated by the Council of St Andrew's College, Grahamstown.

15. **EFFECT OF THE ADOPTION OF THIS CONSTITUTION AND ITS COMPULSORY REVIEW :**

This Constitution shall, when adopted, take effect as the interim Constitution of the School and shall be subject to review and, if thought fit, amendment as follows -

15.1 the Board shall, within a period of 18 [eighteen] months from January 01, 2002, convene a forum open to the Board, all members of any sub-committee of the Board, all current parents of the School and all academic staff of the School at which this Constitution and its operation, as well as the possible need to amend this Constitution, shall be discussed and which the views of those present can be obtained; and

15.2 if at such forum it appears that there is not a consensus on any particular and important issue or issues and the meeting is in favour of a referendum in respect of those issues, the Board shall arrange and hold a referendum amongst all those entitled in terms of sub-paragraph 15.1

above to attend the forum concerned to ascertain the majority view in respect of such issue or issues; and

15.3 thereafter this Constitution shall, subject to the provisions of paragraph 16 below, be appropriately amended by the Board, and shall thereafter be subject to periodic review by the Board every five years and, if thought fit, amended in terms of the provisions of paragraph 16.

16. **AMENDMENT OF THIS CONSTITUTION :**

No amendment of this Constitution shall be valid unless effected by a resolution of the Board approved by not less than 66.6% [sixty six point six percent] of the members of the Board save in the case of resolution which seeks to change the religious affiliations of the School or in particular which seeks to amend the provisions of sub-paragraphs 3.2 or 5.1 above where any such resolution shall be approved by 100% [one hundred percent] of the members of the Board, and save in the case of resolution which seeks to dissolve the school pursuant to paragraph 14 where any such resolution shall be approved by 80% [eighty percent] of the members of the Board, provided that any such amendment shall be subject to ratification by the Council of St Andrew's College, Grahamstown and that no such amendment shall, for as long as the School remains registered as a public benefit organisation, take effect until approved by the South African Revenue Services in terms of Section of the Income Tax Act, 1962 as amended.
