



Constitution of Emmanuel Private School

Adopted at a EPS Governing Board meeting on 8 December 2016

Interpretation

- a) In this constitution, unless the context will otherwise require:
- The word “member” will apply to both men and women
 - The masculine will include the feminine
 - The singular will include the plural.
- b) In the case of doubt as to the meaning of any provision the interpretation of the EPS Governing Board will be binding upon the members.

1 Definitions:

The following words will, unless the context clearly indicates otherwise, have the meanings assigned to each of them:

- "The School": Emmanuel Private School (incorporating 'Little Sparrow Nursery School') and all its campuses to be governed in accordance with this constitution
- "The EPS Governing Board": The body of persons appointed in accordance with this constitution to oversee and govern the activities of the school. The Board will ideally consist of (but is not limited to) the Chairman, Financial Director, Spiritual Director, Educational Director, and a representative of AEE. The maximum members on the EPS Governing Board is limited to nine (9)

"Executive Committee"
(abbreviated as EXCO)

The EXCO consists of a minimum of two (2) and a maximum of four (4) senior EPS staff members, and may include the Administrator, and/or the School Pastor, and or the Principal as appointed by the School Governing Board. A minimum of two (2) and a maximum of four (4) other members, ideally parents of the school but not limited to, appointed by the EPS Governing Board should ideally fill the following portfolios: Finance, Operations, Projects, Public Relations and and/or Marketing, but not limited to the above. The chairman of the EXCO will be a nominee from the EPS Governing Board. The maximum members on the EXCO is limited to nine (9). There should ideally be an equal number of school representatives as there are parent/external representatives on the EXCO at any one time, with the Chairman being the 'neutral' member.

"Church/ churches of affiliation"

A Pentecostal, Bible believing Christian church which subscribes to the School Statement of Faith and is involved in furthering the school's mission and vision from a spiritual perspective

"The Senior Management Team"

This is made up of the Administrator, Principal and School Pastor, reporting to the Administrator.

"The Administrator"

A professionally qualified educator who heads up the overall governance of the school, appointed by the EPS Governing Board

"The School Pastor":

The professionally trained pastor who has oversight of all spiritual activities of the school, appointed by the EPS Governing Board

"The Principal":

A professionally qualified educator who heads up the scholastic and educational activities of the school, appointed by the EPS Governing Board

"The Financial Administrator": The staff member responsible for the school's financial administration, appointed by the EPS Governing Board

"Member": An adult person, who subscribes to the Statement of Faith of Emmanuel Private School, is a professing Christian and admitted as a Member by a decision of the EPS Governing Board. Members appointed on the EPS Governing Board as well as the EXCO will be considered as the members of the Organisation

"Statement of Faith": A document containing the code of faith as set out in this document, which must be subscribed to and upheld by each of the members of the EPS Governing Board, the EXCO, the staff employed by the School, parents and students within the school

2 Name, Address and Registration

- 2.1 Name: Emmanuel Private School
- 2.2 Street address: 14 Totius Street,
SW1, Vanderbijlpark
1911
- 2.3 Postal Address: P. O. Box 190
Vanderbijlpark
1900
- 2.4 Registered with the Gauteng Department of Education: Reference number: 330117
- 2.5 Registered with ACE which falls under AEE (Accelerated Education Customer number: 91

Enterprises):

- 2.6 Registered as a non-profit organisation: Reference number: 055-685-NPO
- 2.7 Registered as a Public Benefit Organisation Reference number: 930022905

3 Vision and Mission Statement of the School

- 3.1 Vision: To impact the world
- 3.2 Mission: To educate Christian leaders through Biblical standards
- 3.3 Shared Values: Bible, people, integrity, discipline, diligence and excellence

4 The EPS Non-Profit Organisation

The organisation will:

- 4.1 Exist in its own right, separately from its members.
- 4.2 Continue to exist even when its membership changes and there are different office bearers.
- 4.3 Have the power to own property and other possessions and enter into loan agreements in order to do so upon resolution of the School Governing Board.
- 4.4 Have the power to enter into lease agreements in order to further the organisation's objectives.
- 4.5 Be able to sue and be sued in its own name.

5 Purpose and Objectives of the School

- 5.1 The school has been founded as a school using the ACE programme and is to remain so for the duration of its existence, or until such time that AEE is no longer in operation and the ACE curriculum is no longer available.
- 5.2 The School will provide Christian based education from Nursery School to Grade 12 on the ACE programme.
- 5.3 The School curriculum the required curriculum as specified by relevant legislation, using the Accelerated Christian Education (ACE) programme as learning and teaching support materials (LTSM).
- 5.4 The School will serve as a Christian Institution to assist parents to 'train up a child in the way he should go' (Proverbs 22:6), in obedience to the commandments of God according to the Scriptures in the Word of God.
- 5.5 The School will endeavour to equip each child with sound Biblically based educational and life skills, as well as Godly wisdom, insight and character, in order to become mature, stable and productive members of society.
- 5.6 The School will aim to assist parents of the School to define each child's mission in Jesus Christ. This process is based on the belief that each child has a unique calling in God (Ephesians 1:4 - 5).
- 5.7 The School will function as a Christian ministry and on a not for profit basis.
- 5.8 The School will strive for excellence in education with each child regarded as a unique individual.
- 5.9 The School will introduce each child to the high-tech world in which they live.
- 5.10 To work in collaboration with other organisations which mainly deal with community transformation and education from a Biblical perspective.

6 Income and property

- 6.1 The School will ensure that all assets are properly recorded and managed.
- 6.2 The School may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the organisation. The payment must be a reasonable amount for the work that has been done.
- 6.3 Reimbursements will only be made for expenses incurred by an individual on behalf of the school according to school financial policies
- 6.4 Members or office bearers of the School do not have rights over assets that belong to the School.

7 Membership of EPS Governing Board

- 7.1 The founding EPS Governing Board will be constituted from Members of the organisation and will meet at least quarterly.
- 7.2 Any additional Members can subsequently be appointed by the EPS Governing Board with a majority vote.
- 7.3 Members of the EPS Governing Board must attend at least its quarterly meetings. Meetings held via electronic media, as well as written decisions communicated via electronic media, will be considered as valid subject to quorum requirements as stated herein.
- 7.4 The EPS Governing Board will determine the date for the annual general meeting.

8 Powers, functions and duties of the EPS Governing Board

The EPS Governing Board will:

- 8.1 Act as the official governing body of the School; strategically govern the Spiritual,

Financial, Administrative, Educational and Operational matters of the school;

- 8.2 Govern the general well-being of the school;
- 8.3 Represent the school in legal and commercial matters;
- 8.4 Appoint directors and members of the EPS Governing Board and EXCO by majority vote;
- 8.5 Appoint and manage (with regards to remuneration & disciplinary matters) the senior management team of the school with appropriate confidentiality to protect privacy of staff;
- 8.6 Approve the annual budget of the school;
- 8.7 Has the power, by resolution of the board, to purchase property and other assets as well as enter into loan agreements in order to advance the purposes of the NPO;
- 8.8 Have the power to enter into lease agreements in order to further the organisation's objectives;
- 8.9 Has the power to accept, retain and administer donations from the community;
- 8.10 Ensure that the school operates within its constitution subject to the laws of South Africa pertaining to NPO's and Education;
- 8.11 Approve policies and procedures according to the Department of Education and AEE regulations;
- 8.12 Ensure that the school operates within the guidelines of AEE;
- 8.13 Has the power to dismiss a director, EXCO member and/or senior management member, by a majority vote or disciplinary procedure.

9 Powers, functions and duties of the Executive Committee of EPS (EXCO)

The EPS EXCO -

- 9.1 acts as the official mouthpiece of the School; and will undertake to perform the roles and responsibilities as expected from the EPS Governing Board.
- 9.2 bring matters that, in its opinion, have bearing on the well-being of the School to the attention of the EPS Governing Board and / or Educational bodies with whom the school relates;
- 9.3 implements decisions within the annual approved budget with respect to:
 - a) Maintenance of grounds;
 - b) Maintenance of buildings and physical facilities; and
 - c) Acquiring of school equipment;
- 9.4 has, in co-operation with the Administrator and Principal as educational leaders, and the School Pastor as spiritual leader, policy-making powers, which implies involvement in planning, formulation of policy and decision-making with respect to school policy and regulations, without infringing on the professional activities of the Administrator and Principal or the teaching corps.
- 9.5 has the power to –
 - a) levy school fees, as approved by the School Governing Board and enforce the payment thereof (with due consideration for indigent parents);
 - b) administer, possess and allocate the school fees; and
 - c) suspend or terminate enrolment in the school;
- 9.6 is not an independent legal persona distinct from the School, and will, subject to the regulations, not be allowed to:
 - a) own immovable property, assets and funds distinct from the EPS Governing Board;
 - b) acquire rights, obligations, privileges, powers and liabilities, distinct from the EPS Governing Board;
 - c) institute and / or defend legal action in its own name;
 - d) conduct legal transactions of whatsoever nature in its own name;

- e) acquire, dispose of, alienate, encumber or in any way deal with property;
- 9.7 is subject to the visionary leadership of the EPS Governing Board to execute the approved budget and operations on behalf of the organisation;
- 9.8 has the authority to execute any other action that might be necessary to fulfil the, Mission and Vision of the school in general and to conduct the business and affairs, and to exercise the powers, and to control the operations of its portfolios;
- 9.9 will receive, administer and account for income, expenditure, assets and liabilities on behalf of the school in accordance with the school policies
- 9.10 in conjunction with the Senior Management team determines:
 - a) The school's daily opening and closing times;
 - b) The type of extra-mural activities to be offered by the school and determining costs thereof; and
 - c) The code of conduct of the pupils of the school;
- 9.11 will annually provide feedback to parents either at a general parents' meeting or through its communication channels (including electronic communication) regarding the school's vision and operational progress.

10 Liability of members of the NPO

- 10.1 No member will be personally liable for any debt, damages or loss of any nature whatsoever to the School unless his / her actions were in contravention of the terms of this constitution, and / or were not duly authorized by the EPS Governing Board.

11 Terms of office of members of the EPS Governing Board and EXCO

- 11.1 Senior Management Team and School Staff will remain in office for as long as they retain the posts to which they were appointed.
- 11.2 Directors and EXCO members will initially serve for two years after which they can be invited to continue for another term on a recurring basis.

11.3 The Senior Management Team of the school will recommend parents who are actively involved with the school for the EXCO. This will be followed by interviews with the parents by a delegation of the EPS Governing Board.

12 Disqualification of Members of the EPS Governing Board and EXCO

A person will not be fit, or will cease to be fit to serve on the EXCO or EPS Governing Board if:

- a) He/she demonstrates questionable character and / or behaviour, as judged on Biblical grounds by the EPS Governing Board;
- b) He/she is declared insane or is diagnosed as suffering from any form of mental illness that affects the person's ability to make clear decisions, or
- c) He/she is declared insolvent, whether provisionally or finally.
- d) The EPS Governing Board will determine such disqualification by majority vote, in all of the above.

13 Vacancies on the EPS Governing Board and EXCO

A vacancy will occur on the EPS Governing Board and/or EXCO whenever a member -

- a) resigns in writing;
- b) dies;
- c) was removed from office in terms of 12;
- d) is absent from two consecutive meetings without the permission of the respective EPS Governing Board or EXCO,
- e) is requested to step down as deemed necessary as per 8.13.

14 Meetings of the EPS Governing Board and EXCO

14.1 The Secretary of the **EPS Governing Board and EXCO respectively** will in consultation with its chairperson determine the date, time and venue of any meeting, and will notify each member at least seven days prior to such meeting in writing (including any form of electronic communication) thereof and also of the matters that

will be dealt with. The notice period will not be applicable for budget meetings during the last term of the school year.

- 14.2 At a meeting the **EPS Governing Board and/ or EXCO respectively** will only deal with matters of which notice has been given in terms of 14.1 and matters raised by a member of the **EPS Governing Board and/or EXCO respectively** with the approval of the meeting.
- 14.3 Any person may at the invitation of the **EPS Governing Board and/or EXCO respectively** attend a meeting and participate in its deliberations, but will not have a vote, and will excuse himself should the meeting so decide.
- 14.4 The **EPS Governing Board and/or EXCO respectively** may require any member of staff attached to the school to attend a meeting for the purposes of the discussion of any matter that falls within the powers of the meeting.
- 14.5 Although the preferred method of holding meetings is to have all members physically present, meetings held via electronic media, as well as written decisions communicated via electronic media, will be considered as valid, subject to quorum requirements as stated herein. Thorough records and minutes must be kept of such communication.

15 Quorum for EPS Governing Board, AGM and EXCO

- 15.1 70% of the members will form a quorum to proceed with a meeting and for voting purposes.

16 Meeting Procedures for EPS Governing Board and/or EXCO

16.1 Minutes

- 16.1.1 The secretary of the meeting will keep minutes of the proceedings of every meeting and will provide the chairperson, with a copy of such minutes, and will provide every member of the meeting within fourteen (14) days of the meeting with copies.

16.1.2 The minutes of the proceedings of every meeting submitted for approval thereof –

16.1.2.1 will at the next ensuing meeting thereof, as the case may be, be submitted for approval; and

16.1.2.2 will at all reasonable times be open for inspection by the members of the meeting.

16.1.3 Upon expiry of the term of office of members, all minutes and other documents of such meetings or any committee thereof will be handed to the secretary of the meeting.

16.1.4 All decisions taken by the meeting will have a proposer and seconder, a member is at liberty, with or without a concise statement of reasons, to have it noted that he voted against a specific decision, or that he was not present when the decision was taken.

16.1.5 Subject to the provisions of these Regulations, the chairperson of the meeting will decide on the order and procedure of a meeting and should a member raise an objection to such a decision, the decision will without further discussion be voted upon and the decision of the meeting will be final.

16.1.6 All matters are strictly confidential

16.2 Meetings

16.2.1 The EPS Governing Board meets once a quarter, or as often as the need arises. The EXCO meets once a quarter, or as often as the need arises.

16.2.2 An extra-ordinary meeting is convened by the chairman when he deems it necessary or when at least a quorum of the members submit a written request for such a meeting, together with reasons for this request.

16.2.3 Ordinary and extra-ordinary meetings take place after written notice of the

meeting has been issued at least seven days prior to the meeting. The notice of the meeting must include a list of the matters to be discussed at the meeting.

16.2.4 Each member of the meeting has one vote. At the conclusion of voting, the chairperson has the casting vote.

16.2.5 The minutes of a meeting are approved at the next meeting and signed by the chairperson and secretary.

17 Annual general meeting

17.1 The annual general meeting must be held once every year, after the School's financial year as communicated by the EPS Governing Board.

17.2 The AGM should deal with the following business, amongst others, at its annual general meeting:

- a) Agree to the items to be discussed on the agenda
- b) Write down who is there and who has sent apologies because they cannot attend.
- c) Read and confirm the previous meeting's minutes with matters arising.
- d) Chairperson's report.
- e) Treasurer's report.
- f) Appoint an External Auditor.
- g) Changes to the constitution that members may want to make.
- h) Announce new office bearers.
- i) General.
- j) Close the meeting.

17.3 Members must attend its annual general meetings.

18 Finance

18.1 A registered External Auditor will be appointed at an annual general meeting. His or her duty is to audit and check on the finances of the School.

- 18.2 The Financial Administrator's job is to control the day to day finances of the School. The Financial Administrator must also keep proper records of all the financial transactions. Funds must be managed according to the procedures of the school's financial policies.
- 18.3 The Exco will appoint a Financial committee to oversee the school's monthly finances and report back in this regard to the Exco. The Financial portfolio will be filled by a nominated and appointed Exco member. The Financial Committee will comprise of this member, the Financial Administrator and any other committee member, as appointed by the Exco. The committee has one voting seat, which is exercised by the Exco member in the Financial portfolio.
- 18.4 The financial year of the School is from 1st January to 31st December. The School accounting records and reports must be ready and submitted to the Director of Non Profit Organizations within nine months after the financial year-end.
- 18.5 If the NPO has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the financial Institutions (Investment of Funds) Act, 1984, or the NPO can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985. The NPO can go to different banks to seek advice on the best way to look after its funds.

19 Changes to the constitution

- 19.1 Members can exercise their right to propose alterations to the constitution.
- 19.2 The constitution can be changed by a resolution of the directors of the School Governing Board. The resolution has to be agreed upon and passed by not less than 70% of the directors present at the School Governing Board meeting
- 19.3 A written notice must go out not less than seven (7) days before the meeting at which the changes to the constitution are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the School Governing Board meeting.

19.4 No amendments may be made which would have the effect of making the organization cease to exist.

20 Language Policy

The medium of teaching and learning is English. However, no learner will be discriminated against based on home language.

21 Statement of Faith

While we realise that we cannot confine God to mere articles of faith, we also recognise the importance of doctrine in these days of no absolutes. We often hear the statement that “It doesn’t matter what I believe, as long as I am sincere”. This statement is contrary to what the Bible teaches with regard to a Biblical worldview. The Bible teaches that doctrine must be sound.

The programmes and activities of the Church of affiliation and the School will be based upon and at all times be consistent with the following:

21.1 We believe in God eternal, Triune (existing in three Persons - Father, Son and Holy Spirit), Almighty Creator, Sustainer and Ruler of all creation;

21.2 We believe in God the Father, the author of creation and salvation;

21.3 We believe in Jesus Christ, the only Son of God the Father, true God and true man, who for the sake of humanity and its salvation, descended from heaven and became flesh; who was conceived by the Holy Spirit and was born of the virgin Mary; who lived on earth and was crucified, died and was buried, and who rose from the dead and ascended to heaven where He is seated at the right hand of the Father as our High Priest and Advocate;

21.4 We believe in the Holy Spirit, true God proceeding from the Father and the Son; who convicts the world of sin, righteousness and judgment and leads us into all truth;

- 21.5 We believe that the Holy Bible is the Word of God, written by men as the Holy Spirit inspired them. We believe that it authoritatively proclaims the will of God and teaches us all that is necessary for salvation and growth to spiritual maturity. We accept them as the supreme and final authority for faith and life;
- 21.6 We believe that all human beings are created in the image of God; due to their sinful rebellion this image is marred. All human beings thereby incur the penalty of sin which is death physically and spiritually. We further believe that all have sinned before God and that it is the will of God that all people should receive salvation through faith;
- 21.7 We believe that the Lord Jesus Christ died for our sins as a substitution sacrifice according to the Scriptures and that all who believe in Him are justified on the grounds of His shed blood;
- 21.8 We believe that all who repent of their sin and receive the Lord Jesus Christ by faith are born again of the Holy Spirit and thereby become children of God;
- 21.9 We believe in the Baptism in the Holy Spirit resulting in the empowering and equipping of believers for service, with the accompanying supernatural Gifts of the Spirit and in fellowship with the Holy Spirit;
- 21.10 We believe that a Christian should be a disciple of Jesus Christ, living a consecrated and holy life.
- 21.11 We believe in marriage as an institution of God between one man and one woman with no room for a third person. We distance ourselves from any doctrine or belief that undermines this fundamental principle.
- 21.12 We believe that the Lord Jesus Christ appointed two ordinances, Baptism in water and the Lord's Supper, to be observed as acts of obedience and as perpetual witnesses to the cardinal facts of the Christian faith - that Baptism is the immersion of the believer in water as a confession of identification with Christ in burial and resurrection and that the Lord's Supper is the partaking of the emblems symbolic of the Saviour's broken body and shed blood, in remembrance of His sacrificial death, until He comes;

- 21.13 We believe that Jesus Christ is the Head of the Church which is constituted by the Holy Spirit and consists of Born-again believers. The Church is responsible for the proclamation and demonstration of the Gospel and God's will to all people. As a charismatic community they fellowship with and edify one another;
- 21.14 With regards to submission to authority, we believe in the principle of being in authority because you are under authority. As such, it is understood that membership will be subject to submission to authority in matters pertaining to governance, doctrine and personal behaviour;
- 21.15 We believe that at the time appointed by God, Christ will come to take away His Church;
- 21.16 We believe in a day of judgment when Christ will judge the living and the dead. We believe in the resurrection of the body and eternal life for the righteous and eternal punishment for the wicked. We believe in the new heaven and the new earth where God will reign in glory;

22 Dissolution of the NPO


- 22.1 No resolution for the dissolution of the NPO will or may be adopted except at a General Meeting called for that specific purpose. Such General Meeting will be convened by written notice to Members and school parents at least 21 days prior to the date of the meeting, specifying that the purpose of the meeting is to consider the dissolution of the NPO and the disposal of assets.
- 22.2 At least seventy-five percent (75%) of the Members as well as seventy-five percent (75%) of school parents must uphold the motion by being present / duly represented. This can only be considered as a last resort if the school is not functioning correctly and in financial trouble.
- 22.3 On dissolution of the institution, the remaining assets after satisfaction of all debts and liabilities must be transferred to a charitable Christian educational institution, within the Republic of South Africa, which is itself exempt from income tax in terms of section 10 (1)(f) of the Act. Such an association or institution is to be determined by the EPS

Governing Board before or at the time of dissolution or, failing such determination, by the High Court of South Africa.

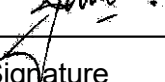
This constitution was approved and accepted by EPS Governing Board Members on the

8th day of December 2016


EPS Governing Board Director 1:

<u>Leon Basel</u>	<u>Spiritual Director</u>	<u></u>
Name	Designation	Signature

EPS Governing Board Director 2:

<u>Christo Jovner</u>	<u>Financial Director</u>	<u></u>
Name	Designation	Signature

EPS Governing Board Director 3:

<u>Christa Greyling</u>	<u>Educational Director</u>	<u></u>
Name	Designation	Signature