



# **BISHOP MACKENZIE**

## **INTERNATIONAL SCHOOL**

### **BISHOP MACKENZIE INTERNATIONAL SCHOOL ARTICLES OF ASSOCIATION**

BMIS educates and inspires students to value integrity, cultural diversity, and the pursuit of well-being and excellence. Our school fosters an environment which empowers students to become creative, confident lifelong learners ready to take action in the local and global communities.

## Articles of Association

### **ARTICLE 1: NAME**

The name of the Association shall be Bishop Mackenzie International School (hereinafter referred to as the "School").

### **ARTICLE 2: INTERPRETATION**

In this Constitution, unless the context otherwise requires

- "Trustee" means member of the Board with full voting powers
- "Board Member" means any member of the Board whether Trustee or ex-officio.
- "executive Session" means a meeting of the Trustees held behind closed doors limited to the Trustees, the Director and persons specifically invited by the Trustees to that meeting:
- "Trust" means the Trust declared and established under this Constitution:
- "Trust Fund" means the funds raised and set aside for the purposes of the Trust and all investments, securities, moneys and other property real or personal which may at any time be given, bequeathed, devised, paid, transferred, conveyed to or otherwise acquired, received or held by or assured to the Trustees in such manner as to become subject to the Trust hereof and the property and investments for the time being representing the same and the rents, profits and income thereof and moneys arising there from.
- -"Parent's Association" means the parent body made up of all parents and guardians of children at the school.

### **ARTICLE 3: OBJECTIVES OF THE TRUST**

The objectives of the Trust shall be:

- to prepare the students of the School to become responsible, self reliant, contributing and productive citizens of the ever-changing world.
- to provide education of an accredited international standard to all communities which is rigorously taught through a broad curriculum realise the full potential of every student from pre-school to the end of secondary level;
- to foster a fundamental awareness of, and respect for, the rights and freedoms of every individual in the School's community and the wider world;
- to achieve success for the School based on a partnership between the students, management and staff and the Board of Trustees.

## MEETINGS AND GENERAL POWERS OF THE PARENT'S ASSOCIATION

There shall be no fewer than 3 meetings of the Parent's Association each year. The Parent's Association shall have the power to:

- appoint and remove Trustees
- review, approve or reject the school budget
- amend or vary this constitution

### **ARTICLE 4: GENERAL POWERS OF THE TRUSTEES**

In addition to the powers conferred upon the Trustees elsewhere in this Constitution, the Trustees shall have the following powers:

- to invest any money forming part of the Trust Fund in shares, Treasury Bills, fixed deposits, savings deposits or investment shares in or of any bank, building society or other financial institution for the time being operating in Malawi;
- to vary, from time to time, any investments made in pursuance hereof and to receive and collect any rentals, income or interest or other dues which may accrue to the Trust;
- to apply any money forming part of the Trust Fund in improving or developing any land or buildings forming part of the Trust Fund or erecting, enlarging, improving or rebuilding any building upon such land or decorating, redecorating, equipping or furnishing any such buildings for the benefit of the School;
- to allow any land, buildings or chattels to be occupied, used or enjoyed for any of the purposes of the Trust;
- to sell, lease, mortgage, charge, license and generally manage and deal with any land tenure which or the proceeds of the sale of which may at any time form part of the Trust Fund as if the Trustees were the sole beneficial owners;
- to borrow from any person or persons any sum or sums of money whether upon the security of any part of the Trust fund or the covenant or contract of the Trustees or any of them and to deal with any money so borrowed in any manner in which capital moneys forming part of the Trust fund may be dealt with;
- to accept moneys and assets of any description from any donor for the purposes of the Trust;
- to appoint the Director and hold the Director accountable for all aspects of the school management and reserve the right to seek clarification and propose reconsideration if deemed appropriate;
- to determine the financial programme of the Trust for each year and the programme for implementing the objects set out in this Article 3;
- to determine and review the policies of the School having regard to its purposes and functions as set out in this Constitution;
- to appraise and evaluate the performance of the management of the School;
- to make proposals to the Parent's Association to vary or amend the Constitution;
- to make By-laws for the good governance of the School;
- to do all such other acts, matters and things as the Trustees may deem necessary in order to achieve and give effect to the objects of the Trust.

### **ARTICLE 5: APPORTIONMENT OF TRUST MONIES**

The Trustees may, in their absolute discretion and in accordance with appropriate accounting principles, determine whether any moneys accruing to the Trust are to be considered as capital or income and may apportion and blend funds, consolidate investments, and determine all questions or matters arising in the administration of the Trust.

All costs, charges and expenses of the Trust shall first be paid out of the incomes of the Trust Fund and out of capital of the Trust Fund only if the incomes of the Trust Fund are inadequate for that purposes.

#### **ARTICLE 6: LIABILITY FOR LOSS**

In carrying out their duties, the Trustees or any of them shall not be liable to the Trust or to any beneficiary for any loss which may occur as a result of any improper investment made in good faith by the Trustees or occasioned by any mistake or omission made in good faith by the Trustees or any of them or as a result of any negligence, dishonesty or fraud of any agent or employee of the Trust, unless such loss arises from any neglect, or dishonesty or fraud of the Trustees or any of them.

#### **ARTICLE 7: RULES AND EXECUTION OF INSTRUMENTS**

The Trustees shall have power to make such rules and execute such instruments as they may consider proper for the regulation of their meetings and for the management of the affairs of the Trust and may, from time to time, alter, rescind or amend such rules or instruments.

The operation of any sections of Board policies not established by law or contract may be temporarily suspended by a majority vote of Board members present at any official meeting.

#### **ARTICLE 8: BOARD OF TRUSTEES AND APPOINTMENT OF NEW TRUSTEES**

There shall be a Board of Trustees which shall consist of nine members elected by the Parents' Association.

The funds and property of the School shall vest in the Board of Trustees.

No person shall be appointed, or continue to act as, a Trustee who:

- has not attained the age of eighteen years;
- is, under any law in force in Malawi, adjudged or otherwise declared to be of unsound mind;
- is an undischarged bankrupt, having been adjudged or otherwise declared to be bankrupt;
- under any law in force in Malawi: has been convicted of an offence involving breach of trust or dishonesty.

The validity of any proceedings of the Board of Trustees shall not be affected by any vacancy among the members thereof or by any defect in the appointment of any member.

#### **ARTICLE 9: VACANCIES ON THE BOARD OF TRUSTEES**

A vacancy on the Board of Trustees shall arise on:

- the expiry of the term of office of a Trustee;
- resignation of a Trustee after giving at least one month's written notice;
- the Trustee ceasing to be a member of the Parents Association;
- the death of a Trustee;
- a Trustee leaving the country for more than six months;
- a Trustee failing to attend, without valid excuse, three consecutive meetings of the Board of which he or she has had notice;
- a Trustee breaching the conflict of interest and confidentiality policy;
- a Trustee acting in an illegal or otherwise detrimental way to the interests of the school;
- revelation of circumstances that should have prohibited the original appointment as a Trustee under Article 8;
- if s/he becomes, by reason of mental or physical infirmity, incapable of performing his duties as a member.

Vacancies that arise from expiry of the term of office of a Board Member shall be filled through the Board election process, as will vacancies that arise from a resignation or removal, where timing permits. Such appointments shall be valid until the original termination date of the post vacated.

All other vacancies shall be filled by nominations from the Board of Trustees until the original termination date of the post vacated. Nominated members whose terms of office go beyond the time

of the next election shall participate in the next election where the post for the remaining term of office of the post vacated will be included in the election.

**ARTICLE 10: TENURE OF OFFICE OF THE TRUSTEES**

A Trustee shall hold office for a period of three years.

A Trustee may resign his or her office by giving notice in writing to the Trust.

The Parents' Association may, and after giving reasons, remove any Trustee from office as Trustee and any person so removed shall forthwith execute and do all such deeds and things, if any, as may be necessary for vesting in the persons who after his removal are the Trustees for the time being any part of the Trust property which may be vested in him whether alone or jointly.

**ARTICLE 11: INTEREST OF TRUSTEES**

Subject to sub article (2), a Trustee shall not cease to act as a Trustee by reason only of his receiving or likely to receive any benefit from the Trust or of his having or being likely to have any pecuniary interest in any business contacting with the Trust for the supply of goods or services.

A Trustee shall declare any interest which he has or many have in any business which may be a party to any contract with the Trust and shall, in such event, retire from that part of the meeting of the Trustees or any committee of the Trustees at which the matter is being discussed. Failure by a Board member to make such a declaration may render the decision of the meeting on the matter null and void.

**ARTICLE 12: SERVICE OF PROCESS**

The Trustees shall register with the Registrar General an address in Malawi at which service of process and notices may be affected by or against them.

**ARTICLE 13: MEETINGS OF TRUSTEES**

The Trustees shall hold ordinary meetings at least once in every three months and every notice for such meeting shall be in writing and shall be delivered three days before the date of the meeting and shall specify the agenda, time and place of the meeting.

The Trustees shall hold extraordinary meetings at the instance of the chairperson or 5 Trustees or more.

The following shall attend all open meetings of the Trustees but shall not be entitled to vote

- the Director of the School;
- the two heads of school or their representatives;
- two teachers elected by the Teachers' Association;
- a representative of the PTA;
- any person whom the Board may deem to be necessary to fulfil its obligation for the smooth running of the school.

In addition, a representative of the Secondary Student Council shall always be invited to attend and provided with an agenda of the meeting in advance.

All business before the Trustees shall be transacted in open meetings and all decisions shall be reached in public. However:

- the Trustees may go into executive session or call for a meeting in executive session to transact such business which the Trustees consider not to be appropriate for public resolution.
- A meeting of the Trustees in executive session may be called upon the request of any Trustee or the Director of the School.
- Executive sessions shall be attended by Trustees and the Director of the School with others attending at the invitation of the Chair and agreement of other Trustees.

A quorum at a meeting of the Board shall be constituted by 5 of the Trustees as well as the presence of the School Director or his/her nominated representative. However if the matters discussed relate to the Director's position or contract or a personnel hearing appealing a decision made by the Director, a quorum of 5 Trustees only is required.

The following resolutions shall be passed by a three quarters majority vote of all the Trustees:

- proposal to Parents Association to amend this Constitution
- resolutions for amalgamating the Trust with any other trust or body
- resolutions concerning the sale or other disposal of any of the assets of the Trust of such value as the Trustees may determine.

The Trustees shall appoint a Chairperson, a Vice-Chair and a Treasurer from amongst their number.

In the absence of the Chairperson, the Vice-Chairperson shall preside at a meeting of the Trustees.

Decision of the Trustees shall be taken by a majority of the votes of the Trustees present and voting and, in the event of an equality of votes, the Chairperson shall have a casting vote in addition to his or her deliberative vote.

The Trustees shall appoint a suitable person to act as Secretary at every meeting of the Trustees and as Secretary, that person shall, subject to any general or special directions of the Trustees, keep a Minute Book in which all the decisions of the Trustees shall be recorded.

#### ***ARTICLE 14: COMMITTEES***

The Trustees shall have power to appoint committees consisting of such number of Trustees or other persons as the Trustees shall consider appropriate and to delegate to such committees their powers and duties exercisable by Trustees under this Constitution, except the power to make rules and execute instruments conferred by Article 7.

Any Committee may co-opt to its meetings any persons whose knowledge of any subject under discussion is considered by the Committee to be useful.

#### ***ARTICLE 15: DONORS MAY ATTEND MEETINGS***

Every donor to the Trust shall be entitled to enquire into the activities and management of the Trust relation to a particular donation and to attend any meeting of the Trustees at which that particular donation is being discussed and to participate in the deliberations thereat but shall not be entitled to vote.

#### ***ARTICLE 16: DIRECTOR AND OTHER STAFF***

The Trustees shall appoint a Director and review other School appointments as they may consider necessary.

The employment terms and conditions of the Director and other staff of the Trust shall be determined by the Trustees.

The Director shall be responsible to the Trustees for the administration and management of the affairs of the School.

The Director shall be assisted by a team of specialists in some key functions of the School who, together with the Director, shall be the management of the School.

The Director shall have the power to appoint, extend, renew and dismiss all school employees

The Director is also responsible for ensuring an appropriate performance appraisal process is implemented by the school.

**ARTICLE 17: REIMBURSEMENT OF COSTS**

The Trustees shall not be entitled to receive any remuneration out of the Trust fund but shall be reimbursed out of the Trust Fund for any reasonable expenses incurred by them for attending meetings of the Trustees or for doing such other things, approved by the Trustees, directly connected with the object of the Trust.

**ARTICLE 18: COMMON SEAL**

The common seal of the Trust shall not be affixed to any instrument except by the Director or any other Trustee for the time being authorised in that behalf by the Board of Trustees and both shall sign the instrument to which the common seal is affixed in the presence of each other.

The common seal of the Trust shall be kept by the Director under lock and key and there shall be kept and maintained a register of all instruments to which the common seal has been affixed

**ARTICLE 19: EXECUTION OF DOCUMENTS**

All documents, other than those requiring the common seal, made in the name of the Trust and all decisions of the Trustees shall be signified under the hand of the Chairperson or any Trustee duly authorised by the Board of Trustees.

**ARTICLE 20: FINANCIAL YEAR**

The financial year of the Trust shall be a period of twelve months as the Board shall determine:

Provided that the first financial year of the Trust may be such shorter or longer period than twelve months as the Trustees shall determine but being not less than six months nor more than eighteen months.

**ARTICLE 21: AUDIT**

The accounts of the Trust shall be audited annually by an auditor appointed by the Trustees.

**ARTICLE 22: TRANSITIONAL PROVISIONS**

All property, assets, rights, liabilities, obligations, agreements and other arrangements existing at the commencement of the Trust and vested in, acquired, incurred or entered into by or on behalf of the Government of Malawi in respect of the School shall, upon the commencement of the Trust, be deemed to be vested in or to have been acquired, incurred or entered into by or on behalf of the Trust to the extent agreeable between the Trustees and the Government of Malawi as they were enforceable by or against the Government of Malawi.

Where the transfer of any property transferred to or vested in the Trust under subarticle (1) is required by any written law to be registered, the Trust shall apply to the appropriate registering authority for the registration of the transfer and thereupon the registering authority shall, at no cost to the Trust by way of registration fees, stamp or other duties make such entries in such the appropriate register as shall give effect to the transfer:

where appropriate, issue to the Trust a certificate of title or other statutory evidence or ownership of the property or make such amendments on such certificates or in the appropriate register as may be necessary: and

make any necessary endorsements on such deeds or other documents as may be presented to such registering authority relating to the title, right or obligation concerned.

**ARTICLE 23: AMMENDMENT OF THE CONSTITUTION**

In order to effect a change or amendment of the Constitution a written request for the change has to be submitted to all members of the Parent's Association. Notice of a meeting to discuss the change must be given at least 7 days ahead of the proposed meeting. Voting may take place at the meeting and for 11 school days following the meeting. A minimum of 50% + 1 of all registered members of the Parent's Association must have voted in order to amend the Constitution. Two thirds of such a minimum number is required in order to effect approval of the change of any article of the Constitution. Voting will take from 7.00 am to 5.00 pm. Counting of the papers will take place on the first school day after the final vote and the result published in the Tikambe (school newsletter).



## **By Laws**

Approved	13/09/99
Amended	28/06/01
Amended	06/03/03
Amended	06/02/06
Amended	24/11/09

### **By-laws of the Bishop Mackenzie International School (Sixth Revision)**

#### **Formally ratified by the Board of Trustees**

**On**

**24th November 2009**

Original By-laws ratified by the Board of Trustees on 13 September 1999.

In accordance with By-law 9.2, the third revision was discussed at the Board's meetings on 3 and 31 May 2001 before ratification on 28 June 2001.

In accordance with By-law 9.2, the fourth revision was discussed at the Board's meetings on 30th January and 20th February 2003 before ratification on 6th March 2003.

In accordance with By-law 9.2, the fifth revision was discussed at the Board's meetings on 29th November 2005 and 24th January 2006 before ratification on 6th February 2006.

In accordance with By-law 9.2, the 6th revision was discussed at the Board's meetings on 1<sup>st</sup> September 2009 and 27<sup>th</sup> October 2009 before ratification on 24th November 2009

## **Preamble**

In accordance with Article 4(n) of the Constitution of the Bishop Mackenzie International School, the Board of Trustees of the Bishop Mackenzie International School hereby makes the following By-laws for the regulation of Parents Association activities. These By-laws are in furtherance of the purposes and objectives stated in the Constitution. Parents/legal guardians of students at the School are deemed to be members of the Parents Association and are eligible to be Trustees.

## **1 Definition of Governing Body**

### **1.1 Name**

The controlling body of the Bishop Mackenzie International School shall henceforth be known as the Board of Trustees of the Bishop Mackenzie International School (also referred to in these By-laws as 'the Board').

### **1.2 Number of Members of the Board**

There shall be nine (9) voting members of the Board. The nine (9) voting members of the Board, hereinafter referred to as Trustees, shall be members of the Parents Association and elected by the

Parents Association in accordance with sections 2 and 3 of these By-laws.

### **1.3 Membership of the Board**

The Board shall consist of three groups of parents:

- X Malawian Tax Payers
- Y Non Malawian Tax Payers
- Z Non Tax Payers.

Each of these groups shall have three voting members on the Board at all times.

### **1.4 Decisions of the Board**

The voting process for the Trustees of the Board shall be as below:

A quorum at a meeting of the Board shall be constituted by 5 of the Trustees as well as the presence of the School Director or his/her nominated representative, unless the matter relates to the Director's position or contract or a personnel hearing appealing a decision made by the Director. In such cases a quorum shall only require 5 Trustees. Decisions of the Trustees shall be taken by a majority of the votes of the Trustees present and voting and, in the event of an equality of votes, the Chair shall have a casting vote in addition to his/her deliberative vote.

The following resolutions shall be passed by a three quarters majority vote of all the Trustees:

- proposal to Parents Association to amend the Constitution
- resolutions for amalgamating the Trust with any other trust or body
- resolutions concerning the sale or other disposal of any of the assets of the Trust of such value as the Trustees may determine.

The operation of any sections of Board policies not established by law or contract may be temporarily suspended by a majority vote of Trustees present at any official meeting.

The Trustees shall appoint a suitable person to act as Secretary at every meeting of the Trustees and as Secretary, that person shall, subject to any general or special directions of the Trustees, keep a Minute Book in which all the decisions of the Trustees shall be recorded.

### **1.5 Reversal of Decisions**

A decision taken by majority may be reversed at any future Board meeting, also by majority vote.

### **1.6 Compensation**

Trustees shall not receive an annuity, a salary or any other financial stipend for serving as a voting member of the Board. Compensation shall be paid to any member of the Board who might incur expenses on business of the School with prior approval of the Board.

### **1.7 Ex-Officio Members of the Board**

Ex-officio members of the Board shall be:

- the Director of the School;
- the Head teachers of the Primary and Secondary Schools;
- the elected teacher representatives (one (1) each) of the Primary and Secondary Schools;

- a representative of the Secondary Student Council
- a representative of the PTA
- any person whom the Board may deem to be necessary to fulfil its obligation for the smooth running of the school.

### **1.8 Observer Status**

Any member of the Parents Association, staff member or donor to school funds may attend meetings of the Board in open session. Such observers shall be permitted to attend the open meetings of the Board but shall not be permitted to make any comment, observance or remark during the course of the meeting.

However, an observer may, at the end of the open session, submit to the Chair one written question relating to an item discussed under the agenda. The Chair will either answer the question verbally, or arrange for a written answer to be sent at a later date.

## **2. Term of Office**

### **2.1 Term**

All elected members of the Board shall hold office for a term of three (3) years, except as specified in sub-section 2.3 below. A Trustee may resign his or her office by giving notice in writing to the Trust.

### **2.2 Elections**

Elections shall be held at a meeting called for that purpose, within 50 calendar days of the Annual General Meeting (AGM) of the Parents Association. At every election meeting an election will be held for the seats of those Trustees whose terms of office have expired.

## **3. Elections to the Board of Trustees**

### **3.1 Electoral Officers**

The Board of Trustees shall appoint Electoral Officers to conduct Elections to the Board according to these By-laws.

Electoral officers shall not be candidates in the election forthcoming or serving Trustees of the Board.

### **3.2 Eligibility**

(a) Parents/legal guardians of students at the School are deemed to be members of the Parents Association and are eligible to be Trustees. A parent/legal guardian shall cease to be a member of the Parents Association when s/he no longer has any children enrolled as students at the School.

(b) Without prejudice to their voting rights as members of the Parents Association, members who are employees of the School or their spouses shall not be eligible to be Trustees.

Trustees are eligible for re-election as long as they continue to be members of the Parents Association

### **3.3 Nomination Procedure**

A member of the Parent Association as defined above is deemed to be nominated for election as a Trustee provided that:

The official nomination form, which accompanies the official notification of the election to the Board, is signed in due form by the nominee, the proposer and 5 seconders of the proposer, all of whom should be members of the Parents Association. Such official nomination form must be returned to the appointed office at the School before the specified time limit for submission of nominations (see 3.4);

Any person so nominated to the Board is nominated in the full understanding of his/her commitment to the Board, its committees, and any other further activity of the Board which may be deemed fit and reasonable by the Board at any future period.

### **3.4 Deadline for Nominations**

All nominations for consideration for election to the Board shall be received at either school office no later than 1.15 p.m. 10 calendar days preceding the Election Day. No nominations shall be accepted after this time.

### **3.5 Form of Votes**

- a) Votes shall be cast by members of the Parents Association by Secret ballot on the day specified by the By-laws and as duly notified to all members of the Parents Association by formal written notice at least (14) days before the date of the said election.
- b) Proxy votes will be accepted as a means of voting for members of the Board of Trustees by production of a duly completed proxy form as issued by the Electoral Officers. No member of the Parent's Association may hold more than five proxy votes. Proxy ballot request forms will be issued by the Electoral Officer and will require the Parent Association member wishing to vote by proxy to indicate the purpose of the request; the name of the Parent Association member that wishes to vote by proxy; the name of the individual to which they wish to give authority to vote on their behalf; and a legible, verifiable signature of the Parent Association member requesting to vote by proxy. The proxy request form must be returned to the Electoral Office by 1.15 pm, two days before the election. The forms will remain with the Electoral Office and be used to prepare proxy ballot forms in the name of the individual given authority to vote on behalf of the Parent Association member. At the time of election the proxy ballot forms will be issued to the individual named on the form to vote on behalf of the absent Parent.
- c) Absentee votes will be accepted as a means of voting for Trustees of the Board of Trustees. Absentee voting will take place at the Electoral Office up to 2.00 pm of Election Day and will use the same processes and procedures as on Election Day (with the exception of proxy voting). A sealed ballot box will be open for the seven days prior to and inclusive of the Election Day between 7.30 am and 5.00 pm (except the Election Day when the boxes will close at 2.00 pm).

### **3.6 Voting**

- a) From the 2004/2005 school year, each member of the Parents Association shall vote for one candidate in each of the three categories standing for election. Voting papers with only one or two votes will be considered as a spoilt paper and will be invalid. A parent may not cast more than one vote for any one candidate and all votes shall be counted equally.

- b) Voting shall be by secret ballot.
- c) The Electoral Officers and assistants that they choose to appoint shall count the votes immediately after the end of voting.
- d) Each candidate shall be entitled to appoint an observer at the counting of the votes but shall not be allowed to be at the counting. Observers must be members of the Parents Association. In the event of a tie, there will be a second ballot taken of those members of the Parent Association present at the meeting.

## **4. Meetings of the Parents Association**

### **4.1 Annual General Meeting**

The Annual General Meeting of the Parents Association of the Bishop Mackenzie International School shall be held in March of each year. Audited accounts and annual reports of the previous financial year and the provisional budget for the forthcoming financial year shall be presented.

All members of the Parents Association shall be notified of the meeting via formal written notice at least fourteen (14) calendar days before the Annual General Meeting.

### **4.2 Election Meeting**

Not more than 50 calendar days after the AGM, a meeting shall be held for the purpose of conducting elections according to these By-laws. All members of the Parents Association shall be notified of this meeting via formal written notice at least fourteen (14) calendar days before the meeting. All members of the Parents' Association shall have access to the nomination and voting process of the Board.

### **4.3 Refined Budget Presentation Meeting**

In October there shall be a meeting of the Parents Association for the purpose of presenting the refined budget for the financial year just started.

## **5. Vacancies**

### **5.1 Vacancies**

A vacancy arising in the Board during a year must be filled by the Board within 90 days. Vacancies that arise from expiry of the term of office of a Board Trustee shall be filled through the Board election process, as will vacancies that arise from a resignation or removal, where timing permits. Such appointments shall be valid until the original termination date of the post vacated. All other vacancies shall be filled by nominations from the Board of Trustees until the original termination date of the post vacated. Nominated members whose terms of office go beyond the time of the next election shall participate in the next election where the post for the remaining term of office of the post vacated will be included in the election.

## **6. Removal of a Trustee**

## **6.1 Removal is by the Parents Association**

Board Trustees who fail to meet the responsibilities for which they were elected, or who break Board confidentiality, or misrepresent Board decisions, or miss consecutive meetings without prior apology should have these matters brought to their attention. If the problem persists, they may be asked by a Board decision to resign from the Board.

In accordance with Article 10(3) of the Constitution, a Trustee may be removed by the Parents Association.

## **6.2 Reasons for Removal**

Valid reasons for removal are:

- a Trustee breaching the conflict of interest and confidentiality policy;
- a Trustee acting in an illegal or otherwise detrimental way to the interests of the school;
- revelation of circumstances that should have prohibited the original appointment as a Trustee under Article 8;
- failing to attend, without valid excuse, three consecutive meetings of the Board of which he or she has had notice;
- breaching the conflict of interest and confidentiality policy;
- acting in an illegal or otherwise detrimental way to the interests of the school;
- circumstances that should have prohibited the original appointment as a Trustee under Article 8;
- by reason of mental or physical infirmity, the Trustee is incapable of performing his duties as a member

## **6.3 Petition for Removal**

Members of the Parents Association may petition the Director to institute procedures to remove one or more named Trustees. The petition must be signed by at least thirty (30) members of the Parents Association and must state the alleged conduct or circumstances for which removal is sought. If the director considers that the allegation, if well-founded, would justify removal, then s/he shall first acquaint the Trustee(s) in writing with the substance of the petition, and request a written response within 14 days. The petition will also be copied to all other Board Trustees for information. Any such response shall be circulated to the petitioners and to all the other Board Trustees. If no response is received, or if, on receiving the response, at least thirty (30) of the original petitioners declare in writing that they are not satisfied with the response, the Director shall call a Removal Meeting of the Parents Association.

## **6.4 Removal Meeting**

At least 14 days' written notice shall be given of a Removal Meeting of the Parents Association. This written notice will include the text of the original petition and any response from the Trustee(s) concerned.

Quorum shall be 25% of the Parents Association. The meeting shall be chaired by the Director. A formal statement may be made by one of the petitioners, and by each Trustee whose removal is under review. Questions to these speakers will be invited from the floor.

A vote shall then be taken, by secret ballot, on the proposition that a named Trustee be removed from the Board. If more than one Trustee is involved, the ballot paper will allow separate votes on each Trustee under review.

Voting and counting arrangements shall be, as far as is relevant, the same as for a Board of Trustees election, except that there shall be no proxy voting or absentee voting.

## **7. Powers and Duties of the Board**

### **7.1 The Board shall have power:**

- a) To invest any money forming part of the Trust Fund in shares, Treasury Bills, fixed deposits, savings deposits or investment shares in any bank, building society or other financial institution for the time being operating in Malawi.
- b) To vary, from time to time, any investments made in pursuance hereof to receive and collect any rentals, income or interest or other dues which may accrue to the Trust.
- c) To apply any money forming a part of the Trust Fund in improving or developing any land or buildings forming part of the Trust Fund or erecting, enlarging, improving or rebuilding upon such land or decorating redecorating, equipping or furnishing any such buildings for the benefit the school.
- d) To allow any land, building or chattels to be occupied, used or enjoyed any of the purposes of the Trust.
- e) To sell, lease, mortgage, charge, license and generally manage and deal with any land of any tenure which or the proceeds of which may at any time form part of the Trust Fund as if the Trustees were the sole beneficial owners.
- f) To borrow from any person or persons any sum of money whether upon the security of any part of the Trust Fund or the covenant or contract of the Trustees or any of them and to deal with any money so borrowed in any manner in which capital moneys forming pan of the Trust Fund may be dealt with.
- g) To accept moneys and assets of any description from any donor for the purposes of the Trust.
- h) To appoint the Director and hold the Director accountable for all aspects of the school management and reserve the right to seek clarification and propose reconsideration if deemed appropriate and do all such other lawful things as in the opinion of the Trustees may be requisite for the effective management of the Trust and the Trust Fund and to give effect to the objects of the Trust.
- i) To determine the financial program of the Trust for each year and the Program for implementing the objects set out in Article 3 of the Constitution.
- j) To determine and review the policies of the school having regard to its purpose and functions as are set out in the Constitution.
- k) To appraise and evaluate the performance of the management of the School.
- l) To make proposals to the Parents' Association to vary or amend the Constitution.
- m) To dissolve the Trust and to determine the manner of disposing of any assets after the discharge of all the other obligations of the Trust.
- n) To make By-laws for the good governance of the School.
- o) To do all such other acts, matters and things as the Trustees may deem necessary in order to achieve and give effect to the objects of the Trust.

### **7.2 Authority**

Individual Board Members shall have no authority to act except in Meetings of the assembled Board, or by specific delegation by the Board.

### **7.3 Office Bearers**

The Board shall elect from their own number Office Bearers within the Board, namely a Chairperson, Vice-Chairperson and Treasurer. Such elections shall be conducted in accordance with By-laws 8.4 to 8.6.

#### **7.4 Power to Appoint Director**

The Board shall have power to appoint, appraise and fix the salary and conditions for the School Director and is hereby empowered to terminate such an appointment. The Board shall provide the School Director with a clearly stated job description with appropriate delegation of power and authority and shall agree annual objectives. The Board is empowered to approve terms and conditions of service for teacher's contracts and the Director will be provided with a copy of these.

#### **7.5 Regulations**

The Board shall make such regulations as it considers necessary and shall provide members of the Parents Association with written copies of these regulations, which shall be binding upon those members until formally amended by the Board.

#### **7.6 Tuition Fees**

The Board is authorised to set the tuition fees for the school each term.

#### **7.7 Meetings**

The Board shall hold meetings at least once every 3 months for specific purposes upon the call of the chair or a majority of the Trustees. Such meetings shall normally be open to all members of the Parents Association and other interested persons as detailed in paragraph 1.6.

#### **7.8 Executive Sessions**

The Board may hold executive (i.e. closed) sessions to transact such business which the Trustees consider not to be appropriate for public resolution. A meeting of the Trustees in executive session may be called upon the request of any Trustee or the Director of the School. Executive sessions shall be attended by Trustees and the Director of the School with others attending at the invitation of the Chair and agreement of other Trustees.

#### **7.9 Audit**

The Board shall have an annual external audit made of the accounts of the School. A report of this audit shall be submitted to members at a meeting of the Parents Association convened under section 4.

#### **7.10 Grievance Procedure**

The Board shall establish Grievance and Complaints procedures.

#### **7.11 Attorney Services**

The Board shall retain an attorney to serve as the Board's attorney for all school matters. The attorney is directly responsible to the Board and all communications shall be directed to the Director unless advised differently by the Board Chair.



## **8. Office Bearers**

### **8.1 Chair**

It shall be the duty of the Chair to preside at all meetings of members of Association and of the Board and upon the authorization of the Board, to sign all contracts and other instruments binding the Parents Association other than individual staff contracts which shall be signed by the School Director. The Chair shall call meetings of the members of the Board in accordance with these By-laws.

### **8.2 Vice Chair**

It shall be the duty of the Vice Chair to perform the duties of the Chair whenever the latter shall be absent or incapacitated, and the acts so performed shall be valid and binding upon the Chair.

### **8.3 Treasurer**

It shall be the duty of the Treasurer to oversee the School' accounts and the accounts shall be kept of all financial transactions and annual statement made of the same. For accounting purposes, the Treasurer shall recommend dates for the fiscal year of the Association for approval by the Board.

### **8.4 Terms**

The terms of office of the Office Bearers shall be the same as their terms of office as Trustees. After each Board Election, the office of any Trustee who stood down shall be regarded as vacant, whether or not that Trustee is re-elected to the Board.

### **8.5 Vacancies**

If vacancies for Office Bearers arise as a result of the Board Election, then the first meeting of the Board of Trustees following the Election shall have as the first agenda item an election to fill the vacancies. If the vacancies include the Chair, then this agenda item shall be chaired by the Director.

### **8.6 Vacancies Mid-Tenure**

If a vacancy for an Office Bearer occurs owing to a mid-term resignation or removal, then the next meeting of the Board of Trustees shall have as the first agenda item an election to fill the vacancy. If the vacancy is the Chair, then this agenda item shall be chaired by the Director.

## **9. AMENDMENT OF CONSTITUTION AND BY-LAWS**

### **9.1 Amendment of Constitution**

In order to effect a change or amendment of the Constitution a written request for the change has to be submitted to all members of the Parent's Association. Notice of a special meeting to discuss the

change must be given at least 7 days ahead of the proposed special meeting. Voting may take place at the meeting and for 11 school days following the meeting. A minimum of 50% + 1 of all registered members of the Parent's Association must have voted in order to amend the Constitution. Two thirds of such a minimum number is required in order to effect approval of the change of any article of the Constitution. Voting will take from 7.00 am to 5.00 pm. Counting of the papers will be done by three people and take place on the first school day after the final vote, witnessed by a staff member as well as a parent. The Director and both witnesses shall sign a letter stating the vote tallies and confirming agreement on the result of the vote and this letter shall be kept for the record. The agreed result shall be published in the Tikambe (school newsletter).

A resolution amending these By-laws shall be read and considered at two successive Board meetings before a vote is taken. The passage of amendment to the By-laws requires a majority vote of the Trustees of the Board.