

**CONSTITUTION AND REGULATIONS OF MARINA INTERNATIONAL SCHOOL FOUNDATION
(AN ASSOCIATION LIMITED BY GUARANTEE WITHOUT A SHARE CAPITAL)**

Amended by the Annual General Meeting of Members on 16th January 2004

ARTICLE – 1 NAME AND LOCATION

1. The name of the Association is the Marina International School Foundation (hereinafter called “the Association”).
2. The registered office of the association will be situated at 1 Farimang Singhated Road, Fajara.

MEMBERSHIP OF THE ASSOCIATION

ARTICLE – 2 OBJECTS

The objects for which the association is established are to take over the whole of the institution and organization known as the Marina International School, an unincorporated association established in 1958, the purpose of which are:

- a. To work for and provide education for the children of its members.
- b. To foster cooperation and understanding between the parents and teachers of the School in the concerted effort of promoting the educational, moral, social and cultural development and welfare of the children.
- c. To strive individually and collectively to uphold and defend the good reputation and welfare of the School at all times.
- d. To engage in activities of all kinds beneficial to the education and welfare of all the children attending the School.

ARTICLE – 3 POWERS

The association shall have the following powers (exercisable in furtherance of its said objects but not otherwise) namely:

- a. To purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
- b. To provide, endow, furnish and fit out with all necessary furniture and other equipment, and maintain and manage such buildings and other premises as may from time to time be required for the purposes of the association.
- c. To employ all such teaching and non-teaching staff as may be required for the purpose of the association.
- d. To sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the association.
- e. To purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licenses and the like.
- f. To borrow or raise money on such terms and on such security as may be thought fit with such contents as are required by law.

- g. To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the association in the shape of donations, subscriptions or otherwise.
- h. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.
- i. To invest monies of the association not immediately required for its purpose in or upon for such investments, securities or property as may be thought fit subject, nevertheless to such conditions (if any) and such contents (if any) as may for the time being be imposed or required by law.
- j. To make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions.
- k. To undertake and execute endowments or other charitable trusts for the purpose of the association.
- l. To engage and pay any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organize, carry on the work of and advise the association.
- m. Subject to the provision of clause 4 thereof, to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of the employees and their dependents.
- n. To amalgamate with other companies, institutions, societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the association and prohibit any payment of any dividend or profit of the distribution of any of their assets among their members at least to the same extent as such payments or distribution are prohibited in the case of the members of the association by this constitution.
- o. To do all such other and lawful and charitable things as shall further the attainment of the objects of the association or any of them.

ARTICLE – 4 INCOME

The income and property of the association shall be applied solely towards the promotion of its objects as set forth in this constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the association and except as otherwise provided for under clause 2 of the regulations no officer of the association shall be appointed to any office paid by salary or fees, or receive any remuneration or other benefits in money or money's worth from the association.

Provided that nothing herein shall prevent any payment in good faith by the association:

- a. Of reasonable and proper remuneration to any member, or servant of the association (not being an officer) for any service rendered to the association and of traveling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the association.
- b. To any officer or any member of the executive of reasonable out-of-pocket expenses.

- c. Of fees, remunerations or other benefits in money or money's worth to an organization of which a member of the association is a member; or
- d. Of reasonable and proper rent for premises demised or let by any member of the association to the association.

ARTICLE – 5 REGULATIONS

- 1. Subject to this constitution, the association shall have power to make, alter and revoke regulations with respect to the organization management and administration of the association, its undertaking, properties and incomes.
- 2. In addition to these regulations, the Board may formulate and adopt policy guidelines for the smooth running of the school and or the organization.
- 3. The regulations shall provide the procedure whereby they may be amended, altered or revoked, and shall specify the requirements to be complied with before a new regulation takes effect.

STRUCTURE OF THE ORGANISATION

- a. The general membership represented in the Annual General Meeting
- b. The Board of Governors
- c. The Management Team

ARTICLE – 6 BOARD OF GOVERNORS

The affairs of the association shall be managed by a Board of Governors (hereinafter referred to as “the Board”) elected in accordance with the regulations.

ARTICLE – 7 ACCOUNTS

- 1. The association shall cause proper books of accounts to be kept with respect to:
 - a. All sums of money received and expended by the association and the matters in respect of which the receipt and expenditure takes place.
 - b. All sales and purchase of goods and services by the association; and
 - c. The assets and liabilities of the association.
- 2. Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the association's affairs and to explain its transactions.
- 3. The books of accounts shall be kept at the registered office of the association, or subject to Section 143 of the Companies Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers.
- 4. The members of the Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the association or any of them shall be open to the inspection of members of association, and no such members shall have any right of inspecting any

account or book or document of the association except as conferred by law or authorized by the association in general meetings.

5. The association shall each year in accordance with sections 144, 146 and 153 of the companies act, cause to be prepared and to be laid before the general meeting such profit and loss account, balance sheets, group accounts (if any) and reports as are referred to in those sections.
6. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the association in general meetings, together with a copy of the auditor's report, shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of debentures of, the association. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the association is not aware or to more than one of the joint holders of any debentures.
7. The audited accounts shall be approved and adopted by the association and signed on its behalf by the chairpersons of the Board and the Finance Committee established under the Regulations.
8. The accounts shall have annexed thereto the report of the auditors, who shall have the right to attend and be heard at the general meeting to which the accounts are presented.

ARTICLE – 8 AUDIT

The Board shall appoint auditors to audit the accounts of the association and their duties discharged in accordance with the companies act.

ARTICLE – 9 FINANCIAL YEAR

The financial year of the association shall begin on the 1st of the September and end on 31st August of each year, or such period as the Board may by resolution decide.

ARTICLE – 10 VALIDITY OF ACTS

No decision of the Association or the Board shall be invalid by reason of the subsequent discovery of some defect in the appointment, election or qualification of a person participating in meeting at which such decision was taken.

ARTICLE 11 – SPECIAL AUTHORITY

The interpretation of any clause or section of the Constitution or Regulation by the Board shall be final.

ARTICLE 12 AMENDMENTS TO THE CONSTITUTION

The Constitution of the Association and the Regulation thereof shall not be amended save by at least Two thirds of the members present and voting as an Annual General Meeting or an extraordinary General Meeting provided that a written notice to that effect was distributed to

all the members of the Association at least TWO WEEKS before the date of such general meeting.

ARTICLE 13 – LIABILITY OF MEMBERS

1. The liability of the members is limited.
2. Every member of the association undertakes to contribute to the assets of the association in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of debts and liabilities of the association contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding D100.

ARTICLE 14– WINDING UP AND DISSOLUTION

If upon the winding up or dissolution of the association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the association but shall be given or transferred to some other charitable body or bodies having objects similar to the objects of the association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the association under or by virtue of clause 4 hereof, such body or bodies to be determined by the members of the association at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable body.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a company, in pursuance of this constitution

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NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

1. **CHAIRPERSON OF THE
BOARD OF GOVERNORS**

Address

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2. **VICE CHAIRPERSON**

Address

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3. **SECRETARY**

Address

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4. **CHAIRPERSON
FINANCE COMMITTEE**

Address

.....

5. **LEGAL MEMBER**

Address

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6. **CHAIRPERSON
EDUCATION COMMITTEE**

Address

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7. **MEMBER**

Address

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8. **MEMBER**

Address

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9. **TEACHERS'
REP. HIGH SCHOOL**

Address

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10. **TEACHERS'
REP. JUNIOR SCHOOL**

Address

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DATED THE

WITNESSED TO THE ABOVE SIGNATURES

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