



# Marina International School REGULATIONS

# **REGULATIONS**

## **CLAUSE 1 – Interpretation**

In these regulations, unless the context otherwise requires the following expressions shall have the meaning hereby assigned to them.

“The Act” means the Education Act of The Gambia.

“The Board” means the Board of Governors;

“The endowment fund” means the fund established under these regulations;

“The general meeting” means a meeting of the members for the time being of the association;

“These regulations” includes any other rules, guidelines and or policies of the association for the time being in force; or as may be altered or modified by any future amendment

“The seal” means the common seal of the company;

“The school” means Marina International School;

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Companies Act or any statutory modifications thereof in force at the date at which these regulations become binding on the company.

## **CLAUSE 2 – Membership**

### **Qualification for membership**

1. The following persons shall be members of the Association:
  - a. The parents or guardians of every child attending the school; and
  - b. Every teacher who has a full time contract of employment with the school.
  - c. Every member of staff who has a full time contract of employment with the school.
2. The number of members with which the association proposes to be registered are all persons who are currently members of the association within clause 1 above.

### **Associate Membership**

3. The following may register and become associate members of the association:
  - a. Past students of the school;
  - b. A parent whose child completed his education with the school;
  - c. Individuals or organizations who have rendered outstanding services to the school or who have made substantial contributions to the development of the school;
  - d. Any non-governmental organization, which by its objects is concerned with development of education in the Gambia.

#### **Registration of Members/Membership Subscription**

4. Members shall upon registration pay such dues as shall be determined by the committee for each class of members.
5. Membership card shall be issued annually to each member of the association upon the payment annually of a compulsory membership subscription.
6. The association shall determine an annual subscription, which shall be paid by members into the endowment fund.

#### **Register of Members**

7. There shall be a register of members which shall be kept in the office of the association and which shall be signed by every member who has become a member of the association.

#### **TERMINATION OF MEMBERSHIP**

8. Membership shall not be transferable and shall cease, in the case of parents or guardians, when their child has completed his education with the school, or is for any reason removed from the school; and in the case of a teacher or a staff member, when his employment with the school ceases.
9. An associate member may at any time withdraw from membership of the association by giving at least a seven-day notice to the secretary.
10. The Board may on good course, at any time terminate the membership of an associate member but the requirements of natural justice shall be respected and such membership shall be entitled to be heard in his own defense by a sub-committee of the committee appointed for the purpose.

## **CLAUSE 3 - ANNUAL GENERAL MEETING (AGM)**

### **Powers of The Annual General Meeting**

- a. The Annual General Meeting is the supreme decision making body of the organization.
- b. The Annual General Meeting shall have power to elect members of the Board Of Governors
- c. The Annual General Meeting shall preside over reports and accounts that shall be presented to it by the Board of Governors and or the Heads of schools for its perusal, adoption and or otherwise.
- d. The Annual General Meeting shall have power to make resolutions and or give directions on any matter touching on or affecting the welfare of the Marina International Foundation and or Marina International School.

### **Convening the Annual General Meeting**

1. The association shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it, and not more than 12 months shall elapse between the date of the Annual General Meeting and that of the next.
2. The Annual General Meeting shall be held at such times and place as the Board shall appoint.

### **Notice of Annual General Meeting**

3. At least twenty-one days before every Annual General Meeting an advertisement thereof shall be inserted in two or more of the daily newspapers, and at least ten days before every meeting notice thereof specifying the place, the day and hour of meeting and incase of special business, the general nature of business, shall be given to the members in such a manner, as may be prescribed by the association in general meetings; but the accidental omission to give such a notice to or the non receipt of such notice by any shall not invalidate the proceedings at any general meeting.

### **Proceedings at Annual General Meetings.**

4. All business shall be deemed special that is transacted at an Annual General Meeting, or at an Extraordinary General Meeting, with exception of the consideration of the accounts balance sheets and the ordinary report of the Board and the report of the auditors, the election of the members of the Board and the appointment of the remuneration of the auditors.

### **Extraordinary General Meeting**

5. The Board may, whenever they think fit, and they shall, upon a requisition made in writing by any five or more of the members or by any hundred or more members of the association, convene an Extraordinary General Meeting, or, in default, such a meeting may be convened by such requisitions as is provided in section 206 (2) of the Companies Act 2013.
6. A requisition shall express the object of the Extraordinary General Meeting proposed to be called and shall be left at the registered office of the association.
7. Upon the receipt of such requisition the Board shall forthwith proceed to convene an extraordinary general meeting; if they do not proceed to convene the same within twenty-one days from the date of the requisition, the requisitionists may themselves convene a meeting, without waiting for the Board.
8. Such a meeting shall be chaired by a person appointed by the requisitionists.

### **Quorum of Annual General Meeting**

9. No business shall be transacted at any meeting unless a quorum of not less than one third of the members is present at the commencement of such business.
10. At any Annual General Meeting or at any Extraordinary General Meeting a list of the current members of the Association, extracted from the register of members referred to in clause 2 above and arranged in alphabetical order shall be laid as the attendance register for the meeting and against the name of each member shall appear the name of his or her child or children.

### **Postponement for Lack of Quorum**

11. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of the members of the Board, shall be postponed; in any other case it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned meetings a quorum is not present it shall be adjourned sine die.

### **Person to Preside Over Annual General Meeting**

12. The chairperson of the Board, or, in his absence, the vice chairperson shall preside as chairperson at every Annual General Meeting of the association.

13. If neither the chairperson nor the vice chairperson is present at the time of holding a meeting, the members present shall choose one of their number to be the chairperson of such meeting.
14. The chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### **Voting On Matters Generally At The Annual General Meeting**

14. At an Annual General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before the show of hands is conducted) demanded by the chairperson or at least five members. Unless a poll be so demanded a declaration by the Chairperson and an entry to that effect in the book of proceedings of the Association, shall be conclusive evidence of the fact.
15. If a poll is demanded in the manner aforesaid the same shall be undertaken. The Head Teachers shall be the Returning Officers. Voting shall be by secret ballot.

#### **Election of Members of the Board of Governors**

16. In the case of the election of Members of the Board a candidate must be proposed and seconded at least seven days before the day appointed for the meeting.
17. Every member shall have one vote and no more. All votes shall be given personally.
18. Associate members are not entitled to participate in the election of Board of Governors either as candidates or as voters.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.
20. The head of the High School shall be the returning officers in the election of members of the Board of Governors.

### **CLAUSE 4 - The Board Of Governors**

#### **Composition**

1. There shall be a Board of Governors, members of which shall be elected by the body of members from among their number at an Annual General Meeting.

2. Members of the Board of Governors shall comprise of the following:

- i. A Chairperson;
- ii. A Vice Chairperson;
- iii. A Professional accountant or a person with financial background;
- iv. Two Educationists;
- v. A lawyer;
- vi. Two parents who are not teachers, one of whom should be an expatriate;
- vii. Two teacher representatives one each from the Senior and Junior School respectively elected by the teachers of each School;
- viii. Head of Junior School, Ex-officio;
- ix. Head of High School, Ex-officio;
- x. Secretary to the Board
- xi. Business and Administrative Manager

3. The Association may from time to time by ordinary resolution increase or reduce the number of Governors, and may also determine in what rotation the increased number is to go out of office.

4. Except as otherwise provided by this article, no person employed by the Association or whose spouse is employed by the Association shall be eligible for election to the Board.

5. Where the relevant qualification for any of the Members of the Board is not available from among the ordinary members, such members may be elected from amongst none members of the Association.

### **FUNCTIONS OF CERTAIN OFFICERS OF THE BOARD**

#### **Chairperson**

The chairperson shall be the spokesperson of the association. He or she shall summon and preside over meetings of the board and the annual general meeting.

#### **Vice Chairperson**

The Vice Chairperson shall assume the powers and responsibilities of the chairperson in the absence of the chairperson.

#### **Secretary**

The Secretary shall be responsible for all secretarial duties for the Board and the general body. The secretary shall prepare and circulate notices of meetings, take minutes of meetings and maintain proper records for the association and shall be answerable to the Board.

### **Powers of the Board**

6. Subject to any provision of the Education Act relating to private schools, or the provision of the companies act relating to not-for-profit companies, the affairs of the association shall be managed by the Board of Governors who may exercise all the powers of the association.
7. The Board may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association of any third party.
8. All Cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
9. The Board shall employ all the teaching staff and such other officer as it may consider appropriate on the basis of a written contract approved by it.

### **Term of office of Board Members**

10. The term of office of members of the board shall be determined by the date of election of each member.
11. The members of the Board to retire in each year shall be those who have been longest in office since their last election, but as between persons who became members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
12. A retiring member of the Board shall be eligible for re-election.
13. No member of the association shall be eligible for election as a board member at any Annual General meeting unless notice in writing and signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his or her intention to propose such person for election is given not less than seven days before the date appointed for the meeting and such notice is accompanied by notice in writing signed by that person of his or her willingness to be elected.
14. The Board shall have power at any time, and from time to time, to appoint any person to be an acting Governor, to fill a vacancy on the Board. Any Governor so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for election, but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.

### **Convening Board Meetings**

15. Any Governor may, and the secretary at the request of a Governor shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Governor who is absent from the Gambia.

### **Quorum for Board Meetings**

16. The quorum for the transaction of the business of the Board shall be seven including the BAM (Business and Administrative Manager).

### **Proceedings of the Board**

17. Subject to the provisions of these regulations, the Board may regulate its proceedings as the members may think fit.
18. Questions arising from the meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote.
19. Save as otherwise provided by these regulations, a Governor shall not sit, nor vote at a meeting of the Board on any discussion and or vote on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the association.

### **Walking Resolutions**

20. A resolution in writing signed by all the members of the Board entitled to receive notice of a meeting of the Board or of a subcommittee shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee duly convened and held and may consist of several documents in the like form each signed by one or more members.

### **Minutes Of Meetings**

21. The Board shall cause minutes to be made in books provided for the purpose:
- a) Of all appointments of its members made by the Board;
  - b) Of the names of its members present at each meeting of the Board and of any committee of the Board;
  - c) Of all resolutions and proceedings at all meetings of the Association, and of the Board and any committee of the Board.

### **Delegation of powers**

22. The Board may delegate any of its powers to any Committee consisting of one or more Governors or other persons. It may also delegate to any employee of the association such of its powers as it considers desirable to be exercised by the employee. Any such Delegation may be subject to any conditions the Board may impose and may be revoked or altered.
23. The proceedings of a committees shall be governed by the provisions regulating the proceedings of the Board so far as they are capable of applying.

### **Committees Under The Board**

#### **(i) The standing Committees**

1. There shall be three standing Committees
  - i. A Finance Committee
  - ii. An Education Committee
  - iii. An Audit Committee

Other Committees may be appointed by the Board as it may deem necessary with such mandate and function as the Board may determine.

#### **(ii) The Finance Committee:**

2. The finance committee shall consist of three Governors including the accounting/finance member who shall be the chairperson of the committee.
3. The finance committee shall:
  - a. Advise the Board on all matters relating to the financial administration of the association;
  - b. Constantly review financial control mechanisms in place to ensure that they are efficient and effective;
  - c. Monitor the cash flow situation of the school periodically and advise the Board whenever necessary on ways of relating resource mobilization to resource allocation;
  - d. Have access to all the books and financial records of the association; and
  - e. Manage the endowment funds account
  - f. Ensuring the practice of sound and proper accounting procedures and efficient financial management of the Association.
  - g. Reviewing financial policy manuals for subsequent approval by the Board.

4. The finance committee shall be responsible for ensuring the practice of sound and proper accounting procedures for the association. The Chairperson of the Finance Committee shall present the audited accounts of the Association to the General Body.

**(iii) The Education committee:**

5. The education committee shall consist of three elected members including the two education members on the Board, one of whom shall be the chairperson.
6. The education committee shall advise the Board on all matters related to curriculum planning and development, academic, administrative and extra curricula policies of the school.
7. All recommendations of the committee shall be submitted to the Board for approval.

**(iv) The Audit Committee**

8. The audit committee shall consist of such numbers as the Board may decide.
9. The audit committee shall be responsible making all arrangements to ensure that the accounts of the association are properly audited.

**Co-option To Committees**

The Board may co-opt to fill a vacancy in any of the Committees established under these regulations or by the Board, when a member goes out of the country permanently or for a period of not less than three months or permanently in replacement of a member whose membership has ceased.

**Disqualification and removal**

10. The office of a member of the Board shall be vacated if the member:
  - a. Ceases to be a member of the Association by virtue of any provision of these regulations or of the Companies Act 2013 or he becomes prohibited by law from being a member in any other manner; or
  - b. Becomes bankrupt or makes any arrangement of composition with his creditors generally; or
  - c. Is, or may be, suffering from mental disorder and either;
  - d. Resigns his membership office by notice to the association; or
  - e. Shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves by resolution that the member's office be vacated.

## **CLAUSE 9 - ADMINISTRATION AND FINANCE**

### **Management Team**

There shall be a management team comprising of the following:

- iii) Head of High School
- ii) Head of Junior School
- iii) Business and Administrative Manager

The team shall be responsible for the management of all matters and issues of common interest that affect the school and may convene meetings as and when necessary and shall be answerable to the Board.

The Business and Administrative Manager shall be in charge of the administration and be responsible for maintaining the proper accounting system and efficient financial management of the School and be part of the Management team. The Business and Administrative Manager shall be answerable to the Board.

### **Head Teacher for High and Junior Sections of the School**

1. There shall be a Head teacher for the High School and a Head Teacher for the Junior Section of the School, who shall be appointed by the Board and subject to the provisions of these regulations. The Head teachers shall control the internal organization, management and discipline of their respective Schools.
2. The Head teachers shall exercise supervision over the Teaching Staff, and shall have the power of suspending pupils from attendance for any cause which they consider adequate, but shall forthwith report the case to the Board and shall notify the parents who shall have a right of appeal to the Board. Any disciplinary measure where expulsion is being considered or recommended should be brought before the Board before any definite action or measure is taken.
3. All proposals and reports of the Head teachers affecting the conduct and curriculum of the school shall be submitted to the Board.
4. Members of the teaching staff shall be entitled either personally or by their representative under suitable arrangements made by the Board to make representation to the Board. Provided that the Head Teacher affected is given due notification of the representation.
5. The appointment and dismissal of the Head Teachers services shall be subject to the procedure as shall be determined by the Board.

## **CLAUSE 11                      -            Parent Teachers Forum**

1. The parents and teachers for the Junior School and High School respectively Shall meet during the course of the academic year at least once at the end of each term to discuss academic and disciplinary matters and make recommendations to the Board.
2. The Parent Teachers Forum shall comprise all parents and teachers in the School.
3. The Parent Teachers Forum shall be presided over by the Head of school and in his absence, the deputy.
4. All teachers must attend the Parent Teachers Forum.

A teacher member shall be the Secretary of the Forum, who shall keep the minutes of the meetings.

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## **CLAUSE 13                      -            The Seal**

The seal shall only be used by the authority of the Board. The Board may determine which of its members shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by the chairperson and the Vice Chairperson.

## **CLAUSE 14                      -            School Holidays**

Subject to the Education Act, holidays (including mid term holidays) for the school shall be fixed by the Board but the Board shall have the power to grant occasional holidays not exceeding a number to be decided by the general meeting.

## **CLAUSE 15                      -            Admission of Pupils**

The admission of pupils to each school shall be in accordance with rules made by the Board.

## **CLAUSE 16                      -            School Uniform/Code of Conduct**

The Board of Governors on the recommendation of the Education Committee shall prescribe uniform dress for pupils attending the school and also governing behavior, conduct and personal appearance.

## **CLAUSE 17 - Notices**

Any notice to be given to or by any person pursuant to these regulations shall be in writing except that a notice calling a meeting of the Board need not be in writing.

## **Savings of Prior Decisions**

No alternation of these regulations shall invalidate any prior decision of the Board, which would have been valid if that alternation had not been made or that direction had not been given.

## **CLAUSE 18 - Amendments**

The constitution of the association and the regulations thereof shall not be amended saved by at least two thirds of the members present and voting at 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.

## **CLAUSE 19 - Winding up**

On the winding up and the dissolution of the association the provisions of the constitution shall have effect as if repeated in these articles.

## **CLAUSES 20 - Indemnity**

Subject to the provisions of the act but without prejudice to any indemnity to which a member of the Board may otherwise be entitled, every member of the Board, Governor or auditor of the association shall be indemnified out of the assets of the association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the association.

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

### **NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS**

1. **CHAIRMAN OF THE** .....  
**BOARD OF GOVERNORS**  
Address .....

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2. **VICE CHAIRMAN** .....

Address .....

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3. **CHAIRPERSON  
FINANCE COMMITTEE** .....

Address .....

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4. **LEGAL MEMBER** .....

Address .....

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5. **CHAIRPERSON  
EDUCATION COMMITTEE** .....

Address .....

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6. **MEMBER** .....

Address .....

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7. **MEMBER** .....

Address .....

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8. **TEACHERS'  
REP. HIGH SCHOOL** .....

Address .....

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9. **TEACHERS'** .....

**REP. JUNIOR SCHOOL**

Address .....

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**10.**

**SECRETARY**

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Address .....

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**DATED THE**

**WITNESSED TO THE ABOVE SIGNATURES**

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