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MARINA INTERNATIONAL SCHOOL
REGULATIONS

JUNE 2022



26/10/23

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 general meeting" means a meeting of the members for the time being of the Association;

"The Association" means the Marina International School Foundation

"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 Association;

"The school" means Marina International School;

Unless the context otherwise requires, words or expressions contained in these Regulations 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 Association.

CLAUSE 2 – Membership

2.1. Qualification for membership

1. The following persons shall be members of the Association:

- a. The parent or guardian of every child attending the school;
- b. Every teacher 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 under sub-clause one above.



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2.2. Associate Membership

1. The following may apply for registration as an associate member of the Association:
 - b. A past student of the school;
 - c. A parent whose child completed his/her education with the school;
 - d. An individual or organisation who has rendered outstanding services to the school or who has made substantial contributions to the development of the school;
 - e. Any non-governmental organisation, which by its objects is concerned with the development of education in the Gambia.
2. An associate member shall have no voting rights

2.3. Registration of Members/Membership Subscription

1. Members shall, upon registration, pay such dues as shall be determined by the Board for each class of members.
2. Membership card shall be issued annually to each member of the Association upon the payment of an annual membership subscription, to be determined by the Board.
3. The Board shall determine an annual subscription, which shall be paid by members into the endowment fund.

2.4. Register of Members

1. There shall be a register of members which shall be kept at the office of the Association and which shall be signed by every member of the Association.

2.5 Termination of Membership

1. Membership shall not be transferable and shall cease-
 - (a) in the case of a parent or guardian when their child has completed their education with the school or is for any reason removed from the school; and
 - (b) in the case of a teacher when his or her employment with the school ceases.

2. An Associate member may at any time withdraw from membership of the Association by giving at least a seven-day notice to the Secretary.
3. The Board may, on good cause, 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 or her own defence before a sub-committee of the Board, appointed for the purpose.

CLAUSE 3 - MEETINGS

3.1. General Meetings

1. The Association shall in each year hold a general meeting as its Annual General Meeting, in addition to any other Extraordinary General Meetings that may be held in that year, and shall specify the meeting as such in the notice calling it.
2. A general meeting may be held in person or virtually, or a combination of both.

3.2. NOTICE

1. The notice required for all types of general meetings shall be twenty-one days from the date on which the notice was sent out.
2. At least twenty-one days before every General Meeting, a Notice shall be sent to the members informing them about the day and hour of the meeting.

3.3. Annual General Meetings

1. Not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next.
2. The Annual General Meeting shall be held at such times and places as the Board shall appoint.
3. The Annual General Meeting is the supreme decision-making body of the Association.
4. The Annual General Meeting shall preside over the accounts and reports that shall be presented to it and shall, in addition, preside over the report of the-
 - i. Board Chair,
 - ii. Director of Schools,
Finance Member, and
 - iii. The Auditors

Proceedings at Annual General Meetings.

5. The business transacted at an Annual General Meeting or at an Extraordinary General Meeting shall include the consideration of the accounts balance sheets, the ordinary report of the Board and the report of the auditors, the election of the members of the Board and the appointment and the remuneration of the auditors and any other business shall be deemed special.

3.4. Extraordinary General Meeting

1. The Board may, whenever it thinks fit, and shall, upon a requisition made in writing by any five or more of the Governors or by any 75 or more members of the Association, of which 50 shall be parent members, and 25 shall be teacher 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.
2. 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.
3. Upon the receipt of such requisition, the Board shall forthwith proceed to convene an Extraordinary General Meeting; if it does 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.

3.5 Quorum for General Meeting

1. No business shall be transacted at any meeting unless a quorum of not less than 50 parent members and 25 teacher members of the Association are present at the commencement of such meeting.
2. At any General Meeting or at any Extraordinary General Meeting, the Register of the current members of the Association 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, provided the member has a child or children.

Postponement for Lack of Quorum

3. If, within an hour from the time appointed for the meeting, a quorum is not present, the members present may decide to proceed with the meeting upon a unanimous resolution passed by the members present or adjourn to the same day in the following week, at the same time and place, and if at such adjourned meeting a quorum is not present, the meeting shall proceed.

3.6 Person to Preside Over Annual General Meeting

1. The Chairperson of the Board, or, in his absence, the Vice Chairperson shall preside as chairperson at every General Meeting of the Association.
2. 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.
3. 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.

3.7 Voting On Matters Generally at a General Meeting

1. At any General Meeting, a resolution put to the vote of the meeting shall be conducted by a poll, in person or virtually, or a combination of the two, provided that a fully paid-up parent member shall have one vote and a teacher member shall have one vote
2. If a poll is demanded in the manner aforesaid the same shall be undertaken. The Director or, in his or her absence, one of the deputies shall be the Returning Officer.

3.8 Election of Members of the Board of Governors

1. 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.
2. Every member shall have one vote, which shall be given personally or by proxy. In the event of a proxy vote, the member shall fill out the proxy vote form and submit the completed form to the Board Secretary 48 hours before the elections.
3. In the case of an equality of votes, the Chairperson of the meeting shall be entitled to a second or casting vote.

CLAUSE 4 - THE BOARD OF GOVERNORS

4.1. Composition

1. There shall be a Board of Governors, members of which shall be elected by the members from among their number at an Annual General Meeting except for the Director of Schools, who is an Ex-Officio member.
2. Members of the Board of Governors shall compromise 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. Three parents who are not teachers, one of whom should be an expatriate;
 - vii. The Director of Schools
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 Clause, 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 members, such members may be elected from amongst the members of the Association.

4.2 Functions Of Officers Of The Board

Chairperson

1. The Chairperson shall be the spokesperson of the Association. He or she shall summon and preside over meetings of the board and the Annual and Extraordinary General Meetings.

Vice Chairperson

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

Secretary

3. The Secretary shall be responsible for all secretarial duties for the Board and the general body. The secretary shall be a staff member who 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.

4.3. Powers of the Board

1. Subject to any provision of the Education Act of 1992 relating to private schools, or the provision of the Companies Act of 2013 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.
2. 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,
3. The Board shall employ the management team of the school as it may consider appropriate on the basis of a written contract approved by it.

4.4. Term of office of Board Members

1. With effect from 2023, the retirement of Governors is staggered to ensure continuity on the Board.
2. With effect from 2023, one-third of the Governors shall retire annually from the Board.
3. The Governors 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.
4. A retiring member of the Board shall be eligible for re-election, subject to the maximum upper limit of six years on the Board.
5. 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 Annual General Meeting and shall then be eligible for election but shall not be taken into account in determining the Governors who are to retire by rotation at such meeting.
6. Notwithstanding Subclause 1 of this Clause, The Chairperson shall have a term limit of three years and shall be eligible for re-election for a further term only.

4.5. Convening Board Meetings

The Chairperson may, and the Secretary shall, at the request of five Governors, call a meeting of the Board.

4.6. Quorum for Board Meetings

The quorum for the transaction of the business of the Board shall be Five

4.7. Proceedings of the Board

1. Subject to the provisions of these Regulations, the Board may regulate its proceedings as the members may think fit.
2. 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.
3. Each Governor must declare any interest (financial, personal, possible and/or perceived interest) at the beginning of each meeting.
4. 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 or she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association.

4.8. Walking Resolutions

A resolution in writing signed by all the members of the Board entitled to receive notice of a meeting of the Board shall be as valid and effective as if it had been passed at a meeting of the Board and may consist of several documents in the like form each signed by one or more members.

4.9. Minutes Of Meetings

1. The Board shall cause minutes to be made in books provided for the purpose:
 - a) of all appointments of its members made by the General Meeting;
 - 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.

4.10. Delegation of powers

1. 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.
2. The proceedings of committees shall be governed by the provisions regulating the proceedings of the Board so far as applicable.

4.11. Disqualification and removal

1. 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 of 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 maybe, suffering from a mental disorder and either;
 - d. Resigns his membership office by notice to the Association; or
 - e. Shall for more than four consecutive meetings 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.

4.12. Committees Under The Board

The Standing Committees

1. There shall be two standing Committees
 - i. A Finance and Audit Committee
 - ii. An Education Committee
2. Other Committees may be appointed by the Board as it may deem necessary with such mandate and function as the Board may determine.

The Finance Committee and Audit Committee

3. The Finance Committee shall consist of

- (a) three Governors, including the accounting/finance member, who shall be the chairperson of the committee; and
 - (b) Two parents with accounting and finance expertise; and
 - (c) the Business and Administrative Manager, who shall act as its secretary.
4. 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. ensure the practice of sound and proper accounting procedures and efficient financial management of the Association.
 - g. review financial policy manuals for subsequent approval by the Board.
5. The Finance Committee shall be responsible for ensuring the practice of sound and proper accounting procedures for the Association.
6. The Chairperson of the Finance Committee shall present the audited accounts of the Association to the General Body.
7. The Committee shall be responsible for making all arrangements to ensure that the accounts of the Association are properly audited.

The Education Committee:

8. The Education Committee shall consist of;
- (a) three Governors, including the two education members on the Board, one of whom shall be the chairperson;
 - (b) A parent with expertise in education; and
 - (c) the Director
9. The Education Committee shall-
- (a) advise the Board on all matters related to curriculum planning and development, academic, administrative and extra curricula policies of the school;
 - (b) have oversight of pupil progress and attainment, ensuring the school provides a high-quality learning experience and delivers a broad and balanced curriculum in keeping with the school's aims, all pupil needs and legal requirements;

- (c) support of the Director and the Senior Leadership Team in carrying out their curriculum responsibilities and related staffing matters on behalf of the Board;
 - (d) support the Director of Schools in the employment of all teaching staff
 - (e) monitoring the progress of the School Development Plan; and
 - (f) reviewing curriculum issues, inspection reports, examination results, school self-evaluation process.
10. All recommendations of the Committee shall be submitted to the Board for approval.

4.13 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.

CLAUSE 5 - ADMINISTRATION AND FINANCE

5.1 Management Team

1. There shall be a management team comprising of the following:
 - a) Director of Schools
 - b) Head, of High School
 - c) Head, of Junior School
 - d) Head of Finance and Administration
2. 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.
3. There shall be a Head of Finance and Administration who shall be answerable to the Director of Schools and shall be responsible for
 - (a) the business and strategic development of the school;
 - (b) the efficient management of financial and administrative resources of the School;
 - (c) the management of information systems and ICT;
 - (d) human resource management and facility and property management;
 - (e) maintaining a proper accounting system and efficient financial management of the School.

5.2. Director of Schools

1. There shall be a Director of Schools who shall be the overall head of the Schools and shall be appointed by the Board and subject to the provisions of these Regulations.
2. The Director of Schools shall control the internal organisation, management and discipline of the School.
3. The Director of Schools 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.
4. Any disciplinary measure where expulsion is being considered or recommended should be brought before the Board before any definite action or measure is taken.
5. All proposals and reports of the Director of Schools affecting the conduct and curriculum of the school shall be submitted to the Board.
6. 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 Director of schools is given due notification of the representation.
7. The appointment and dismissal of the Director's services shall be subject to the procedure as shall be determined by the Board.

CLAUSE 6 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 Director of Schools 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.

CLAUSE 7 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 8 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 9 ADMISSION OF PUPILS

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

CLAUSE 10 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 11 NOTICES

Any notice to be given to or by any person pursuant to these regulations shall be in writing

CLAUSE 12 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 13 AMENDMENTS

The constitution of the Association and the Regulations thereof shall not be amended saved by seventy percent 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 14 WINDING UP

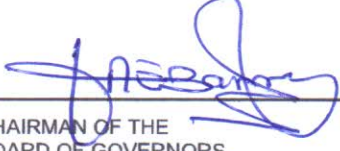
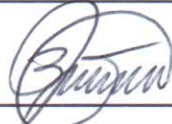
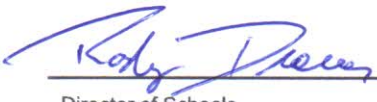
On the winding up and the dissolution of the Association, the provisions of the Constitution shall have effect as if repeated in these Clauses.

CLAUSES 15 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 or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favor or in which he or she is acquitted or in connection with any application in which relief is granted to him or her 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 an Association in pursuance of this constitution.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

		
CHAIRMAN OF THE BOARD OF GOVERNORS Alpha Amadou Barry.	VICE CHAIRPERSON Janet R. Sallah Njie	CHAIRPERSON FINANCE COMMITTEE Aji Penda Sankareh
Date: 03/06/2023	Date: 03/06/2023	Date: 03/06/2023
		
Legal Member Omar F. MBai	CHAIRPERSON EDUCATION COMMITTEE Betty Sallah	PARENT MEMBER Justice Zainab Jawara Alami
Date: 03/06/2023	Date: 03/06/2023	Date: 03/06/2023
		
EDUCATION MEMBER Fatoumata Njie Barry	PARENT MEMBER Omar Sarr	EX-PAT PARENT MEMBER Dr. Karen Forrest
Date: 03/06/2023	Date: 03/06/2023	Date: 3/6/23.
		
Director of Schools Rodney Drover	Secretary Chilel Kaba Jawara	
Date: 03/06/2023	Date: 03 June 2023	

DATED THE 3rd DAY OF June 2023

WITNESS TO THE ABOVE SIGNATURES

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