

The International Schools Association

Suva, Fiji Islands

ARTICLES OF ASSOCIATION

REVISION V6

**As accepted by the International Schools Association of Suva, Fiji Islands at its
annual general meeting of March 2015**

TABLE OF CONTENTS

	PAGE
PREAMBLE	3
BACKGROUND	3
DEFINITIONS	3
MEMBERSHIP OF THE ASSOCIATION	4
QUALIFICATION OF MEMBERS	
RETIREMENT OF MEMBERS	
EXPULSION OF MEMBERS	
RIGHTS OF MEMBERS	
GENERAL MEETINGS	4
PROCEEDINGS AT GENERAL MEETINGS	
INSTRUMENT OF PROXY	
COUNCIL FOR THE INTERNATIONAL SCHOOLS ASSOCIATION	7
COUNCIL MEMBERSHIP	
Election of Councillors (see General Meetings)	
COUNCIL COMMITTEES	
MEETINGS OF COUNCIL	
POWERS AND RIGHTS OF THE COUNCIL	
INTERNATIONAL SCHOOL SUVA PRINCIPAL	12
DUTIES AND POWERS OF THE PRINCIPAL	
ACCOUNTS	12
AUDITORS	13
NOTICES	13
SEAL	13
WINDING UP	14
CHANGES TO THE ARTICLES OF ASSOCIATION	14

PREAMBLE

The Articles of Association are intended to facilitate the smooth and harmonious running of Council and all related Sub-Committees of International School Suva. The Articles aim to promote inclusive and equitable input from all members of the school community and to support the continuous improvement of International School Suva and the outcomes of all its students.

BACKGROUND

1. For the purpose of registration the number of Members of this Association is declared unlimited.
2. The Association is established for the purposes expressed in the Memorandum of Association.
3. Any reference to a specific gender in these Articles shall be read as applying to both genders.

DEFINITIONS

- 4.1 "**Association**" means The International Schools Association based in Suva, Fiji Islands.
- 4.2 "**Bursar**", "**Administration Manager**" or "**Administration Officer**" means an officer of the School appointed by the Council to manage the business affairs of the School. This officer shall be responsible to the Principal for the performance of their duties.
- 4.3 "**Council**" means the Council for the Association, which is commonly known as the International School Suva Council.
- 4.4 "**Councillor**" means a person who is a member of the Council.
- 4.5 "**Ex-officio member of Council**" means a Councillor who has a deliberative seat without voting rights.
- 4.6 "**Person**" includes person, firm or an incorporated body.
- 4.7 "**Principal**" means the Principal of the International School Suva.
- 4.8 "**School**" means the International School Suva conducted as an educational institution by the Association.
- 4.9 "**Secretary**" means the Councillor elected as Secretary by Council.
- 4.10 "**Honorary Membership**" in the Association is open to anyone ordinarily not eligible for membership.

MEMBERSHIP OF THE ASSOCIATION

QUALIFICATION OF MEMBERS

5. Each parent or guardian of a student enrolled in an educational institution conducted by the Association shall be a member of the Association.
6. No more than two persons may derive their right to membership of the Association from the same student. In case of doubt, the Council shall determine who derives the right of membership in the Association from a particular student.
7. Honorary members may be elected for a period of one year at the general meeting in each year by the members of the Association. Honorary members shall be entitled to all the rights and privileges of a member of the Association and are eligible for re-election.
8. The Secretary shall be responsible for establishing and maintaining an official membership list containing the current address of each member of the Association. It shall be the responsibility of the member to keep the Secretary informed of any change of address.

EXPULSION OF MEMBERS

9. It shall be the duty of the Council at any time that it is in the interests of the Association to formally by letter invite any member to retire from the Association within the time specified by such letter and in default of such retirement, to submit the question of their expulsion to an extraordinary general meeting to be held within one month of the date of such letter. At such meeting the member whose expulsion is under consideration shall be allowed to offer an explanation of their conduct orally or in writing, but if after hearing such explanation a two-thirds majority of the members of the Association present vote for their expulsion they shall thereupon cease to be a member of the Association and the Secretary shall thereupon remove their name from the list of members. Any member shall upon ceasing to be a member of the Association forfeit all rights to and claims upon the Association and its property and its funds.

RIGHTS OF MEMBERS

10. All members shall be entitled to vote at all meetings of the Association and to obtain the benefits from the Association in accordance with the rules and regulations of the Association.

GENERAL MEETINGS

11. The Association shall in each year hold a general meeting as its Annual General Meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notice calling it. Not more than fifteen months shall elapse between the date of one general meeting and that of the next. The Annual General Meeting shall be held at such time and place, as the Council shall appoint. If no time or place is so

prescribed, then it shall be held not later than 31 March at the registered office of the Association.

12. All general meetings other than Annual General Meetings shall be called extraordinary general meetings.
13. The Council may, whenever it thinks fit and it shall upon a requisition made in writing by any twenty or more Association members, convene an extraordinary general meeting, or in default such meeting may be convened by such requisitions as is provided in the Companies Act. If at any time there are not within the Fiji Islands sufficient members of the Council to form a quorum, any member of the Council or any two members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by members of the Council.
14. Any requisition made by members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Association.
15. Upon the receipt of such requisition the Council shall forthwith proceed to convene a general meeting. If the Council does not proceed to convene the same within twenty-one days from the date of the requisition, the members making the requisition may themselves convene a meeting.
16. At least twenty-one days before every meeting, notice specifying the place, the day, the hour of meeting, and the general nature of the business of the meeting shall be given to the members. The accidental omission to give such notice to or the non-receipt of such notice by any member shall not invalidate the proceedings at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. All business shall be deemed special that is either transacted at an extraordinary meeting or, with the exception of the consideration of the accounts and balance sheets, the Annual report of the Council, the report of the auditors, and the appointment and remuneration of the auditors is transacted at the Annual General Meeting.
18. No business shall be transacted at any meeting unless a quorum of not less than twenty-five members are present.
19. 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 members, shall be dissolved; 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 meeting a quorum is not present it shall be adjourned sine die.
20. The Chair of Council, or, in their absence, the Deputy Chair of Council shall preside as Chair at every general meeting of the Association.
21. If neither the Chair of Council nor the Deputy Chair of Council is present at the time of holding a meeting, the members present shall choose one of their members to be Chair of that meeting.
22. The Chair 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.

23. At any general meeting, unless a poll is demanded by at least five members, a declaration by the Chair that a resolution has been carried or lost, and an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact.
24. If a poll is demanded it shall be taken forthwith in the manner directed by the Chair.
25. Upon a poll every member shall have one vote and no more. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
26. On a poll votes may be given either personally or by proxy.
27. Elections for vacant seats on the council will be convened at the Annual General Meeting. Each candidate may take up to 5 minutes to speak.

INSTRUMENT OF PROXY

28. The instrument of appointing a proxy shall be in writing under the hand of the appointer or of their attorney duly authorized.
29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signaled or a voluntarily-certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the Fiji Islands as is specified for that purpose in the notice convening the meeting, not less than twenty-four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
30. An instrument appointed a proxy shall be in the following form or a form as near possible.

INTERNATIONAL SCHOOLS ASSOCIATION	
I, _____ of _____,	
being a member of the above Association, hereby appoint	
_____, of _____ or failing them	
_____, of _____ as my proxy to	
vote for me on my behalf at the annual or extraordinary (as the case may be)	
general meeting of the association to be held on the	
_____ day of _____ 20 .	
Signature: _____	Date : / / _

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COUNCIL FOR THE INTERNATIONAL SCHOOLS ASSOCIATION

COUNCIL MEMBERSHIP

32. The Council (which is commonly known as the International School Suva Council) shall comprise members as follows

32.1 At least four members (to a possible total of nine persons) are elected by and from members of the Association. The balance of up to five persons are to be appointed by Council to enhance the range of skills available to the Council, to contribute to a balance between female and male members of the Council and to ensure there is an adequate number of members who permanently reside in the Fiji Islands.

32.2. Two members elected by and from the full-time teaching staff, one from the primary school, one from the secondary school, including professional teachers engaged in the management and administration of the School, except the Principal, and full-time professional library and counselling staff who are employed by the School at the time of the election.

32.3. One member of the ex-student body.

32.4. A senior educator either professional or academic from a recognised educational institution.

32.5. The Principal who shall be an ex-officio member of the Council.

32.6. Additionally, the immediate past Chair of the Council shall be considered to be an ex-officio member of the current Council for the first year following their replacement as Chair.

32.7. The Chair of Council will remain in position for three years.

32.8. The normal term of an elected Council Member is 36 months. In the event that all children of the Member leave the school during the tenuouship of the Member, the Member may continue in the role until the Council is re-established at the next AGM.

32.9 Any Council Member with fees in arrears for a period of greater than one term will be suspended from Council until the balance is cleared.

ELECTION OF COUNCILLORS

33. Election of Councillors shall be as follows:

33.01 The election of Councillors to vacant seats should occur at the Annual General Meeting.

33.02. The term of elected Councillors shall be three years.

33.03 The notice of elections and call for nominations will occur not later than twenty one days prior to the scheduled Annual General meeting. The Secretary shall invite

members as specified in Articles for those Councillors whose terms will be reached that year.

33.04 Nominations may be put forward until seven days before the time of election of Councillors. Nominations also close seven days before the election of Councillors. Each nomination shall be supported by the signatures of two persons, each of whom shall be a member of the Association who do not derive their membership from children of the same family. A person nominated for a position shall indicate their willingness to be nominated by signing the form.

33.05 Ballots will be distributed to eligible voters. After all speeches have been delivered, the ballot box is opened, shown to be empty and ballots may be cast.

33.06 Ballot papers are to be counted immediately all votes have been cast.

33.07 The Council shall appoint two auditors, one of whom shall be a member of the Association. Neither of them shall be a Councillor. The auditors shall be responsible for monitoring the Secretary in their organization of the election, counting the votes cast in the election and determining the persons elected as Councillors.

33.08 Postal/electronic ballot papers shall be made available prior to the election. Completed ballot papers shall be returned to the Secretary at the school address and held unopened in a secure place.

33.09 The closing time for receipt of postal/electronic ballot papers from voting members shall be 4pm on the election day. At the Annual General Meeting, the Secretary shall provide to the auditors all ballot papers received by that time electronically or in their unopened envelopes.

33.10 The auditors, on receipt of the completed ballot papers shall cause them to be opened, checked against the roll of electors and be counted.

33.11 On completion of all counting, the auditors shall determine those persons elected as Councillors. The required number of candidates receiving the largest number of votes shall be declared elected. The determination of the auditors shall be final and no appeal against their decision shall be considered.

33.12 The ballot papers shall be held for ten days after the election day after which the ballot papers shall be destroyed.

33.13 Following the determination by the auditors of those persons who have been elected, the Secretary shall forthwith notify the Chair of Council, all other members of the current Council, those persons who have been elected and those who have not of the outcome of the election. The newly elected Councillor/s will take office immediately.

33.14 To ensure continuity and retention of corporate knowledge, it is intended that at least one third of Councillors will have been in office for a period of one year at all times unless, by resolution or approved by not less than seventy-five percent of members of the Association present at a general meeting called specifically to consider the matter, the council is dismissed. In the event of a Council being dismissed an election for a new council shall occur not more than one month following the date of the dismissal. If a Council has been dismissed, the function of the Council shall be exercised until a new Council is elected by the Chair of the

dismissed Council, the Principal and three members of the Association appointed for the purposes at the meeting at which the Council was dismissed.

34. Any member of the Council may resign by giving two (2) months' written notice to the Council. Such resignation shall take effect upon the expiration of such notice or its earlier acceptance.
35. In addition to resignation by a Councillor, the office of a Councillor shall become vacant if the Councillor dies or become mentally ill; is convicted of an indictable offence under the Penal Code; is absent, without prior leave granted by the Council, from 3 consecutive meetings of the Council of which due notice was given; or fails to attend 50% of the meetings in one Calendar year; is removed from office by a resolution passed at a general meeting of the association; no longer fulfils the conditions for eligibility by which he was elected or appointed a Councillor.
36. If a vacancy occurs after the election of Councillors, the council may appoint an eligible member of the Association to the vacancy, to serve for the period until the next Annual General Meeting, at which time an election for the vacancy will occur.
37. No special by-elections will be held.

COUNCIL COMMITTEES

38. The Council may appoint such committees or sub-Committees, as it may deem necessary or expedient. It shall appoint a Councillor to chair each such Committee or sub-Committee.
39. Such Committees and sub-Committees shall conduct their business in accordance with the directions of the Council and shall periodically report their proceedings to Council.
40. Membership of Committees and sub-Committees shall not be confined necessarily to Councillors.

MEETINGS OF COUNCIL

41. The Council shall meet at such places, at such time and at such intervals as it may decide, but not less frequently than six (6) times each year. The first meeting of a newly elected Council shall be held not more than twenty-one days following the declaration of the poll held for election of Councillors. At its first meeting following its election, the Council shall appoint the following honorary officers from amongst its members for a term of one year with a right to re-election; A Chair, who shall also be President of the Association, Deputy Chair, Secretary and Treasurer. Any casual vacancy that occurs in the honorary Office of the Council shall be filled by the Council from its own members. The Chair shall chair all meetings of the Association and the Council. In the absence of the Chair, the Deputy Chair shall chair the meeting. In the absence of the Chair and Deputy Chair, those members present at a meeting shall elect a person from their membership to chair the meeting
42. Councillors shall sign a document confirming they will abide by the Articles of Association.

43. A resolution in writing signed by two-thirds of voting members of Council shall be as valid and effective as if it had been passed at a meeting of the Council duly called and constituted provided all Councillors have had the opportunity to sign it. Any such resolution may consist of several documents in like form; each signed by one or more members of the Council.
44. Subject to prior Council approval and substantiation of all expenses incurred Councillors may be paid only travelling, accommodation and other expenses reasonably incurred by them in attending and returning from meetings of the Council or any Committee of the Council or in connection with the business of the Council.
45. The Councillors shall meet together for the dispatch of business, adjourn and to otherwise regulate their meetings, as they think fit. Councillors shall respect the confidentiality of deliberations of the Council.
46. The Chair shall convene a meeting of the Council upon written request to do so by not less than four (4) Councillors.
47. Eight Councillors shall form a quorum at any meeting of the Council.
48. Subject to these regulations questions arising at any meeting of the Council shall be decided by a majority of votes of Councillors present and voting and any such decision shall be deemed a decision of the Council. Proxies will be accepted provided they are in writing, are demonstrably available prior to each vote taken and bear, at a minimum, the signature of the appointer, a clear indication of the person to whom the proxy is assigned and the date of the Council meeting for which it applies. A proxy can be assigned to either a Councillor or ex-officio member of council.
49. Any Councillor who has a material personal interest in a matter that is being considered at a meeting of the Council must not vote on the matter or be present while the matter is being considered at the meeting.
50. The previous paragraph shall not apply if the Council has at any time passed a resolution that specifies the Council member, the interest and the matter and states that the Council members voting for the resolution are satisfied that the interest should not disqualify the Councillor from considering or voting on the matter.
51. The Council shall cause minutes of the proceedings of its meetings and the names of those present at such meetings to be entered into books provided for the purpose. The minutes of any meeting signed by the Chair of the meeting or the succeeding meeting shall be prima facie evidence of the transactions recorded in such minutes.
52. All acts done by any meeting of the Council or by any person acting as a Councillor shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Councillor or person acting, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Councillor.
53. At least seven (7) days written notice of all Council meetings shall be forwarded to each Councillor.

POWERS AND RIGHTS OF THE COUNCIL

54. The Council is charged with the control, management and direction of the Association and the maintenance and protection of the property of the Association.
55. Without in any way limiting the generality of Clause 56 the specific powers and duties of the Council shall be:
 - 55.01 to make policy decisions for implementation by the Principal;
 - 55.02 to manage the affairs of the School and to watch over its concerns and welfare;
 - 55.03 to control and manage all the real estate and other assets now or at any future time belonging to the School or used for the purposes of the School (subject to all existing trusts, encumbrances and liabilities affecting them) and to provide for their maintenance and protection;
 - 55.04 to borrow such sums as the Association may from time to time require and to give security for such borrowings;
 - 55.05 to maintain proper books and records of accounts which shall be subject to annual audit by an auditor appointed by the Council;
 - 55.06 to maintain bank accounts as necessary;
 - 55.07 to arrange insurance covering public liability, damage to and loss of the property and other assets of the School and any other matters considered necessary;
 - 55.08 to cause to be kept a current register of all pupils, their ages, the dates of entering and departure from the School, together with the names of their parents and/or guardians;
 - 55.09 to determine the scale of fees to be paid for tuition of students and allowances to be granted to persons responsible for the payment of fees; and to lay down any policies for the remission or waiver of fees;
 - 55.10 to establish bursaries and scholarships;
 - 55.11 to fix the days for assembling and breaking up of the School;
 - 55.12 to authorise the curriculum of the School;
 - 55.13 to appoint a Principal upon such salary and conditions as it may determine;
 - 55.14 to consult with and advise the Principal as to the general conduct and management of the School;
 - 55.15 to receive from the Principal regular reports as to the general progress, management and conduct of the School;
 - 55.16 to determine, after consultation with the Principal, the members of the teaching staff officers and other employees of the School, to appoint after consultation with the Principal, the Bursar (or Administration Manager or Officer, as the case may be) and any Deputy Principal of the School; and to determine their duties and responsibilities;
 - 55.17 to determine, after consultation with the Principal, all salaries, wages and allowances subject to the provisions of any appropriate industrial award and superannuation scheme for the benefit of teaching staff, officers and other employees of the School;
 - 55.18 to determine the remuneration payable to the Principal and the terms and conditions of the Principal's employment;

- 55.19 to arrange insurance covering Councilors for liability arising in the performance of their duties;
- 55.20 generally to do all things necessary for and incidental to the proper and efficient administration of the School and generally for the advancement of its purpose;
- 55.21 to report fully to the Annual General Meeting of the Association on the financial and other affairs of the School.
56. Prior to the commencement of each calendar year the Council shall cause to be prepared in a format it shall determine, operating and capital income and expenditure budgets and cash flow forecasts for the forthcoming year together with such other documents the Council may determine as relevant.
57. The Council shall consider and adopt, with or without amendment, the budgets and cash flow forecasts and such other documents prepared pursuant to the previous clause.

INTERNATIONAL SCHOOL SUVA - PRINCIPAL

DUTIES AND POWERS OF THE PRINCIPAL

58. The Principal shall be an ex-officio member of the Council and shall be entitled to exercise all the powers of ex-officio members of the Council.
59. Subject to Clause 57 the Principal shall appoint all School staff.
60. The Principal shall diligently pursue the aims and objects of the School as determined by the Council.
61. The Principal shall implement the policy decisions made by the Council.
62. Subject to Clause 57 and the policies laid down by the Council, the Principal shall be responsible for the day-to-day management of the School, including without limitation the maintenance of teaching standards and discipline among staff and students and the care of and proper accounting for the property both real and personal, owned, leased, hired or otherwise used by the School. It is a cardinal principle that neither the Council nor any member of the Council shall interfere in any way with the day-to-day management of the School provided that such management is being conducted in accordance with policies laid down by the Council. In the event that any person shall submit to the Council or to any Councillor any matter of an administrative nature, that matter shall be referred as soon as possible to the Principal for his determination.
63. Pursuant to Clause 63 the Principal shall prepare written reports to the Council on any matters pertaining to the management of the School as the Council may require.
64. The Principal may authorise such expenditure as is necessary for the proper management of the School provided that such expenditure shall not exceed such financial limits as the Council may determine.
65. In accordance with the policies set by the Council for the remission or waiver of fees (whether for economic or other reasons), the Principal shall have input to the committee or sub-committee appointed by Council to consider any formal application for the waiver or reduction of tuition or other fees in specific and documented cases.

ACCOUNTS

66. The Council shall cause true accounts to be kept of all sums of money received and expended by the Association, and of the matters in respect of which such receipt and expenditure takes place, and of all the property, credits and liabilities of the Association.
67. Books of account shall be kept at the School or such other place or places as the Council may think fit.
68. Subject to any restrictions that may be imposed by the Council as to the time and manner of inspecting the same, all the books of account of the Association shall be open to the inspection of any member by appointment.
69. The Council shall at every Annual General Meeting lay before the Association a statement of the income and expenditure of the Association during the preceding year, and also a balance sheet covering the same period, together with a report on the state and progress of the Association.
70. A copy of such statement, balance sheet, and report shall be made reasonably available to every member at least seven days before the Annual General Meeting.
71. The Council may authorise a Councillor, the Principal, the Bursar, or any other staff member of the School by minute resolution to sign, draw, make, accept, endorse, discount or make arrangements with regard to cheques, withdrawals, and bills of exchange, bank cheques, periodic payments, debit authorities and electronic banking services, orders and other instruments and generally to place money on term deposit and receive repayment and interest.

AUDITORS

72. Auditors shall be appointed at each Annual General Meeting of the Association and their duties regulated in accordance with the Companies Act or any statutory modification thereof for the time being in force.

NOTICES

73. A notice of meeting, election or for any other purpose may be served by the Association or the Council upon any members either personally or by sending it through the post in a prepaid letter addressed to such member at his registered place of abode.
74. Any notice, if served by post, shall be deemed to have been served at the time the envelope containing the same would be delivered in the ordinary course of post, and in providing such service it shall be sufficient to prove that the envelope containing the notice was properly addressed, prepaid and posted.

SEAL

75. The Association shall have a common seal of such make and design as the Council shall decide but such seal shall not be affixed to any document except by the authority

of a resolution of the Council. The affixing of the seal shall be attested by the Chair of Council or Deputy Chair of Council and Secretary or in lieu of the Secretary such other member of the Council as the Council may appoint for the purpose.

WINDING UP

76. The Association shall be wound up voluntarily whenever a special resolution is passed requiring the Association to be so wound up in accordance with Clause 7 of the Memorandum of Association.

CHANGES TO THESE ARTICLES OF ASSOCIATION

77. Consistent with the Memorandum of Association, changes to these Articles of Association can only be effected by a 75% majority vote of the members present at a duly convened meeting of the Association.
78. Notices of motion for changes to these Articles of Association are to be notified in writing to the Secretary twenty-one days in advance of the meeting at which they are to be tabled. The Secretary is to make available, not less than seven days prior to the meeting, details of the proposed changes.