



CONSTITUTION OF THE BANDA SCHOOL PARENTS AND TEACHERS ASSOCIATION

ARTICLE 1 - NAME AND ADDRESS

The name of the Association shall be "The Banda School Parents and Teachers Association", hereinafter referred to as "the Association".

The registered postal address of the Association shall be P.O. Box 24722 Nairobi 00502 and its registered office shall be The Banda School, Magadi Road, Nairobi

ARTICLE 2 - OBJECTS OF THE ASSOCIATION

The Association shall be a voluntary, non-political, non-religious and non-profit making and its objects shall be:

** to provide for co-operation between Parents, Teachers and the Administration for the benefit of the pupils of The Banda School. The Association is not a substitute for the normal channels of communication between parents, teachers and the administration of the school.

** to act in such a manner as the Association may consider desirable for the benefit and welfare of the pupils of The Banda School.

** to do such other things as are, in the opinion of the Executive Committee of the Association, incidental or conducive to the attainment of the above objectives.

Any issues falling outside the framework of the objectives of the Association should be addressed directly to the school's Board of Management.

ARTICLE 3 - MEMBERSHIP

Membership of the Association shall be in one of the following three categories:

Parent Member - for parents or guardians of pupils currently at The Banda School.

Teacher Member - for teachers employed by The Banda School.

Associate Member - for persons such as former pupils, former parents, former teachers, etc. who are interested in the welfare of The Banda School.

Upon admission to membership, the member shall be bound by this Constitution and any bye laws and resolutions of the Association.

There shall be kept at the Registered Office of the Association, a Register of Members of the Association which shall be available for inspection by any member and which shall contain the following information;

- i) The name and address of each member
- ii) The date of which each member was admitted to membership of Association
- iii) The date on which any member ceased to be a member and the reason for termination of such membership
- iv) The payments made by each member in respect of subscriptions or any other matter and the dates of such payments

Any member desiring to resign from the Association shall submit his resignation in writing to the Secretary and such resignation shall take effect from the date of receipt by the Secretary of such notice.

Any member may be expelled from the Association by a resolution properly moved and seconded after full discussion at an Executive Committee meeting of the Association. If the member is not satisfied with the decision of the Executive Committee then he / she may appeal to an Extraordinary or Annual General Meeting.

Any member who resigns or is expelled from membership shall not be entitled to a refund of their subscription or any part thereof or any monies contributed at any time.

ARTICLE 4 - SUBSCRIPTIONS

Annual subscriptions shall be determined by the Association at an Annual General Meeting from time to time, but until otherwise determined the subscription shall be as follows:-

Parents and Associate members: Kshs.500/= per annum

Teachers employed by The Banda School: No subscription

Subscriptions are payable annually at the beginning of every academic year or as the Executive Committee shall from time to time determine.

The payment of the Annual Subscription by a Parent member shall entitle that member to two (2) votes at any General Meeting provided both member and spouse / partner are present in person.

ARTICLE 5 - THE EXECUTIVE COMMITTEE

The affairs of the Association shall be managed by an Executive Committee that shall be comprised of the following fourteen (14) persons:

A Chairman who shall be a Parent Member and shall be elected at the Annual General Meeting.

Nine (9) Parent Representatives who shall be Parent Members and shall be elected at the Annual General Meeting. There shall be one (1) Parent Representative for each of the Early Years, Year 1, Year 2, Year 3, Year 4, Year 5, Year 6, Year 7 and Year 8. Each Parent Representative shall have a child currently in the Year that they are elected to represent.

The current Headmaster of The Banda School.

A Teacher Member from the Senior School nominated by The Banda School.

A Teacher Member from the Junior School nominated by The Banda School.

A representative of the Directors of The Banda School.

At the first Executive Committee meeting following each Annual General Meeting the Executive Committee shall elect from amongst themselves a Vice-Chairman, a Secretary and a Treasurer.

The elected members of the Executive Committee shall hold office from the date of election until the succeeding Annual General Meeting and shall be eligible for re-election subject only to the Chairman not holding office for more than two consecutive terms of office.

A member of the Executive Committee shall automatically cease to be a member of the Executive Committee on ceasing to be a member of the Association, on written resignation or if not present at three consecutive meetings of the Executive Committee without prior permission of the Chairman.

The Executive Committee may, by a majority vote, remove a member from the Committee for behaviour considered detrimental to the interests of the Association after full discussion of all relevant aspects with the member at an Executive Committee meeting. If the member is not satisfied with the decision of the Executive Committee then he / she may appeal to an Extraordinary or Annual General Meeting.

The Executive Committee may co-opt a member of the Association to fill any vacancy occurring on the Executive Committee however arising.

The Executive Committee shall have power:

- a. to carry on the ordinary business of the Association.
- b. to authorise an Office Bearer or Office Bearers of the Association to execute contracts or documents on behalf of the Association.
- c. to control the funds of the Association.
- d. to institute or defend all legal proceedings by or on behalf of the Association.
- e. to open, operate or close a banking account on behalf of the Association, subject to said banking account being operated by the Treasurer jointly with one or more of the Chairman of the Association, the Headmaster of The Banda School or the Bursar of The Banda School as co-signatories.
- f. to co-opt additional members to the Executive Committee as and if deemed necessary.
- g. to set up sub-committee as and if deemed necessary, subject to each such sub-committee being chaired by a member of the Executive Committee.

No defect arising from bona fide error in the appointment of any member, Executive Committee member or Office Bearer shall invalidate proceedings in which such person takes part and the Association and its officers and servants shall be bound by any decision notwithstanding such defect. Any technical breach of the observance of the rules, bye laws, procedure or constitution shall not invalidate any act unless substantial prejudice be suffered by any member affected thereby, and no member shall have any claim against the Association or a member thereof for any action bona fide performed.

ARTICLE 6 - DUTIES OF OFFICE BEARERS

Chairman - the Chairman shall, unless prevented by illness or other sufficient cause, preside over all meetings of the Executive Committee and at all General Meetings.

Vice Chairman - The Vice-Chairman shall perform any duties of the Chairman in his / her absence.

Secretary - the Secretary shall deal with all correspondence of the Association under the general supervision of the Executive Committee. In cases of urgent matters where the Executive Committee cannot be consulted, the Secretary shall consult the Chairman or if the Chairman is not available, the Vice-Chairman. The decisions reached shall be subject to ratification or otherwise at the next Executive Committee meeting. The Secretary shall issue notices convening all meetings of the Executive Committee and all General Meetings of the Association, shall be responsible for keeping Minutes of all such meetings and for the preservation of all records of proceedings of the Association and the Executive Committee.

Treasurer - the Treasurer shall receive and shall also distribute under the direction of the Executive Committee, all monies belonging to the Association and shall issue receipts for all monies received by him / her and preserve vouchers for all monies paid by him / her. The Treasurer is responsible to the Executive Committee and to the members that proper books of account of all monies received and paid by the Association and written up, audited, preserved and available for inspection.

ARTICLE 7 - GENERAL MEETINGS

The inaugural Annual General Meeting of members shall be held during the September Term 2004. All subsequent Annual General Meetings shall be held within five (5) weeks of the commencement of each academic year.

Notice of the Annual General Meeting, together with a statement of the accounts for the preceding year, shall be issued to members at least twenty-one (21) days before the date of such meeting.

Notice of motions in respect to any matter to be discussed at the Annual General Meeting shall be forwarded so as to be in the hands of the Secretary at least fourteen (14) days prior to the date of such meeting.

The Agenda of the Annual General Meeting shall be circulated to members at least seven (7) days prior to the date of such meeting.

The Agenda for the Annual General Meeting shall include:

- Reading of Notice of the meeting
- Confirmation of the Minutes of the previous Annual General Meeting
- Matters arising from the Minutes
- Chairman's report
- Treasurer's report
- Appointment of Auditor
- Election of Chairman and Parent Member representatives on the Executive Committee
- Any Other Business of which due notice has been given.

The inaugural Annual General Meeting shall be chaired by the Headmaster of The Banda School until the Chairman of the Executive Committee has been elected.

An Extraordinary General Meeting of members shall be called by the Chairman if not less than twenty (20) paid up members shall so demand in writing.

Notice of an Extraordinary General Meeting, accompanied by the Agenda, shall be given as may be decided by the Chairman but shall not be less than seven (7) days.

The quorum for any General Meeting shall be twenty (20) of the members of the Association being personally present. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if called by members, shall be dissolved and the Agenda carried forward; in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall constitute a quorum.

Members of the Association are not allowed proxies to stand in for them at any General Meeting.

At any General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless the decision to be taken is required by law to be taken by secret ballot or unless a secret ballot is demanded by at least 25% of the members present in person and entitled to vote. All decisions in respect of the election of the Chairman and the Parent representatives on the Executive Committee or expulsion of Members shall be by secret ballot vote.

When a secret ballot is required the Chairman shall decide the manner in which this is carried out.

The Chairman shall declare the result of any voting based upon a simple majority. If voting is by secret ballot then the Chairman and the Headmaster shall act as tellers or by Executive Committee members chosen by the Executive Committee.

At the Annual General Meeting Teacher and Associate members shall not be eligible to vote in either the election of the Chairman or the Parent Representatives on the Executive Committee.

Nominations for the position of Chairman may be made either in writing prior to the meeting or from the floor at the meeting. In either case a Proposer and a Secunder is required together with the agreement of the candidate. If the nomination is made from the floor then the candidate must be present to confirm his / her agreement to nomination. Parent Members who wish to put themselves forward as candidates for Parent Representatives on the Executive Committee may do so either in writing prior to the meeting or from the floor at the meeting. In neither case is there a need for a Proposer or Secunder.

If at any General Meeting, both the Chairman and the Vice Chairman, are both absent then the meeting shall elect a Chairman from the Executive Committee for that meeting.

ARTICLE 8 - MEETINGS OF THE EXECUTIVE COMMITTEE

Meetings of the Executive Committee shall be held not less than once each school term at such time and place as shall be determined by the Chairman.

The quorum for meetings of the Executive Committee shall be eight (8) members.

Should a quorum not be present within half an hour of the time appointed for the meeting the Chairman may adjourn the meeting for a period of not less than one week and at a time and place to be fixed by him, and at such adjourned meeting, of which written notice shall have been given the persons present shall form a quorum.

Resolutions of the Executive Committee shall be passed by a majority vote of those present, and if necessary the Chairman shall have a casting vote.

ARTICLE 9 - FINANCE

The funds of the Association whether accruing from subscriptions of members or from any other source, shall be applied solely towards achieving the objects of the Association and except on dissolution shall not be distributed amongst members of any category in any circumstances.

The Financial Year of the Association shall be from the 1st of July to the 20th of June.

The first Auditor of the Association shall be appointed by the Executive Committee. The Auditor shall be subject to retirement at the Annual General Meeting in each year but shall be eligible for re-appointment. The Auditor's remuneration shall be subject to confirmation at the Annual General Meeting. No auditor shall be a member of the Executive Committee.

ARTICLE 10 - AMENDMENTS TO THE CONSTITUTION

This Constitution may be altered, added to or amended by a resolution supported by the votes of not less than two-thirds of those present at an Annual General Meeting or an Extraordinary General Meeting provided that twenty-one (21) days notice of the proposed alteration has been duly given to members of the Association.

ARTICLE 11 - DISSOLUTION

The Association may be dissolved if members so decide by a resolution supported by the votes of not less than two-thirds of the members present at an Extraordinary General Meeting called for this specific purpose, of which not less than twenty-one (21) days notice has been duly given to members of the Association. The same Extraordinary General Meeting shall also decide upon the disbursement of all property and funds of the Association.

ARTICLE 12 - INDEMNITY

No member of the Executive Committee shall be liable for the acts or omissions of any other member of the Executive Committee or by reason of his having joined in receipt of money not received by him personally or for any loss of accounts or defect of title to any property acquired by the Association or on account of the insufficiency of any security in or upon

which any monies of the Association shall be invested or for any loss incurred through the act or default of any banker, broker or other agent or upon any ground whatever other than his own willful act or default.

No member of the Association shall be liable for any lawful act done by it on behalf of the Association.

ARTICLE 13 - GENERAL

No defect in any of the provisions of the Constitution or any bye laws or rules shall render the remaining provisions of the Constitution, bye laws or rules void or inoperative, and in such event the remaining provisions of the Constitution, bye laws or rules shall be operative and be deemed the Constitution, bye laws and rules of the Association. Each provision shall create a right or obligation, as the case may be, independently of the existence of the provisions.