

CONSTITUTION AND RULES

for

The Swedish School Association of Kenya

1. NAME

The name of the association shall be The Swedish School Association of Kenya. (In this constitution referred to as the Association.)

2. OBJECTS

(i) The Association shall have as its main object to be the institutor of the Swedish school's school activities in Kenya. The education shall be conducted in accordance with Swedish school laws, curriculum, and applicable ordinances and regulations.

(ii) The Association shall aim to foster relationships between the school and other interested parties.

(iii) The Association shall be a non-political organization

(iv) The Association shall be a non-profitable organization

3. MEMBERSHIP

(i) Membership is granted upon application to parents or guardians of children attending the Swedish School of Nairobi. Any other person over the age of eighteen years interested in the objects of the Association shall be eligible for membership, subject to approval of the Association's committee.

(ii) No membership fee shall be charged.

(iii) Any member desiring to resign from the Association shall submit his/her resignation to the school office. The resignation shall take effect from the date of receipt of such notice.

(iv) Any member may be expelled from membership if the committee so recommends and if a general meeting of the Association shall resolve by a two-thirds (2/3) majority of the members present that such a member should be expelled on the grounds that his/her conduct has adversely affected the reputation or dignity of the Association, or that he/she has contravened any of the provisions of the constitution of the Association.

The committee shall have power to suspend a member from his membership until the next general meeting of the Association, following such suspension but notwithstanding such suspension a member whose expulsion is proposed shall have the right to address the general meeting at which his or her expulsions to be considered.

4. OFFICE BEARERS

(i) The office bearers of the Association shall be:

- The Chairperson
- The Treasurer
- The Secretary

all of whom shall be members of the Association and shall be elected at the annual general meeting in each year.

(ii) All office bearers shall hold office from the date of election until the following annual general meeting subject to the conditions contained in sub paragraphs (iii) and (iv) of this rule but should be eligible for re-election.

(iii) Any office bearer who ceases to be a member of the Association shall automatically cease to be an office bearer thereof.

(iv) Office bearers may be removed from office in the same way as is laid down for the expulsion of members in sub-paragraph 3 (iv) and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.

5. DUTIES OF OFFICE BEARERS

(i) The Chairperson shall be overall responsible for the performance of the committee and its interaction with the management of the school. Further, the Chairperson shall issue notices convening all meetings of the committee and all general meetings and unless prevented by illness or other sufficient cause, preside over all meetings of the committee and at all general meetings. In cases of urgent matters where the committee cannot be consulted, the Chairperson shall consult the Treasurer and/or the Secretary. The decisions reached shall be subject to ratification or otherwise at the next committee meeting.

(ii) The Secretary shall be responsible for keeping minutes of all meetings of the committee and of all general meetings and shall be responsible to the committee and to the members for the preservation of all proceedings of the Association and of the committee and that a proper list of members is kept.

(iii) The Treasurer shall be responsible to the committee and to the members that proper books of account of all moneys received and paid by the Association are written up, preserved and available for inspection. The Treasurer's duties under this Constitution may be assigned to the Chief Executive Officer or anyone else as the Committee deems fit.

6. THE COMMITTEE

- (i) The committee shall consist of all the office bearers of the Association and two (2) to four (4) other members, one (1) of whom is to be appointed by The Swedish National Agency for Education and one (1) or two (2) alternate members, elected at the annual general meeting in each year, with exception of the appointed member. Such committee members shall hold office until the following annual general meeting.
- (ii) An alternate member is encouraged to attend all meetings of the committee. During the absence of an ordinary member, shall she/he act in the stead of such member to build up the quorum.
- (iii) The committee shall meet at such times and places as it shall resolve but meet not less than once in any three (3) months.
- (iv) Any committee member who ceases to be a member of the Association shall automatically cease to be a member of the committee.
- (v) Any casual vacancies for members of the committee caused by death or resignation shall be filled by the committee until the next annual general meeting of the Association.
- (vi) Committee members may be removed from office in the same way as is laid down for the expulsion of members in paragraph 3 (iv) and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.

7. DUTIES OF THE COMMITTEE

- (i) The committee shall be mutually responsible for the governance of the Association and shall actively work for the fulfilment of its objects.
- (ii) The committee shall have power to appoint such sub-committees as it may deem desirable to make report to the committee upon which such action shall be taken as seems to the committee desirable.
- (iii) The committee shall execute decisions of the general meeting.
- (iv) The committee shall before the start of every school year decide on school fees and any other major general fees.
- (v) The committee shall ensure necessary and sufficient management of the school to which it shall devolve current affairs and have the power to delegate the duties of the committee and its office bearers to thereto designated senior employees at school.
- (vi) The committee shall appoint authorized signatories of the Association among themselves or designated senior employees at school. (vii) The quorum for meetings of the committee shall be not less than two thirds (2/3) of the committee members.

8. GENERAL MEETING

- (i) There shall be two (2) classes of general meetings – annual general meetings and special general meetings.
- (ii) The annual general meetings shall be held not later than December in each year. Notice in writing of such annual general meetings, accompanied by the agenda for the meeting shall be sent to all members not less than three (3) weeks before the date of the meeting.
- (iii) The agenda for any annual general meetings shall consist of the following:
- The question of the proper convening of the meeting and approval of the agenda.
 - Confirmation of the minutes of the previous annual general meeting.
 - Consideration of the accounts
 - Election of office bearers and committee members and trustees where necessary in accordance with rule 10 (i)
 - Appointment of auditors in accordance with paragraph 11 (i). – Such other matters as the committee may decide or as to which notice shall have been given in writing by a member or members to the Chairperson at least four (4) weeks before the date of the meeting
 - Any other business with the approval of the Chairperson.
- (iv) A special general meeting may be called for any specific purpose by the committee. Notice in writing of such meeting shall be sent to all members not less than one (1) week before the date thereof.
- (v) A special general meeting may also be requested for a specific purpose by order in writing to the Chairperson of not less than two-thirds (2/3) of the members and such meetings shall be held within one (1) month of the date of the request. Notice in writing of such meeting shall be sent to all members not less than one (1) week before the date thereof.
- (vi) Quorum for general meetings shall be not less than two thirds (2/3) of the registered members of the Association.

9. PROCEDURE AT MEETINGS

- (i) At all meetings of the Association the Chairperson, or in his/her absence, a member selected by the meeting shall take the chair.
- (ii) Resolutions shall be decided by a single majority vote, unless other is stated in this constitution. In the case of equality of votes the Chairperson shall have a second casting vote.
- (iii) The minutes of all meetings shall be put up as a notice at the school office.
- (iv) Members are allowed to vote by proxy. No member is allowed to vote for more than two other members by proxy.

10. TRUSTEES

(i) All land, buildings and other immovable property and all investments and securities which shall be acquired by the Association shall be vested in the names of not less than three (3) trustees who shall be members of the Association and shall be appointed at an annual general meeting for a period of three years. On retirement such trustees shall be eligible for re-election. A general meeting shall have the power to remove any of the trustees and all vacancies occurring by removal, resignation or death, shall be filled at the same or next general meeting.

(ii) The trustees shall pay all income received from property vested in the trustees to the Treasurer. Any expenditure in respect of such property which in the opinion of the trustees is necessary or desirable shall be reported by the trustees to the committee which shall authorize expenditure of such moneys as it thinks fit.

11. AUDITOR

(i) An auditor shall be appointed for the subsequent financial year by the annual general meeting. All the Association's accounts, records and documents shall be open to the inspection of the auditor at any time. The Treasurer shall produce an account of the Association's receipts and payments and a statement of assets and liabilities made up to a date which shall not be less than six weeks and not more than three months before the date of the annual general meeting. The auditor shall examine such annual accounts and statements and either certify that they are correct, duly vouched and in accordance with the law or report to the Association in what respect they are found to be incorrect, unvouched or not in accordance with the law.

(ii) A copy of the auditor's report on the accounts and statements together with such accounts and statements shall be put up as a notice at the school office of the Association at least three (3) working days before the annual general meeting and shall be furnished to all members present at the annual general meeting in the beginning of the meeting.

(iii) No auditors shall be an office bearer or a member of the committee of the Association.

12. FUNDS

(i) The funds of the Association may only be used for purposes consistent with the objects set out in paragraph 2 and shall never be distributed among the members.

(ii) All moneys and funds shall be received and paid to the Treasurer and shall be deposited in the name of the Association in any bank or banks approved by the committee.

(iii) No payments shall be made out of the bank account without a resolution of the committee authorizing such payment and all cheques on such bank account shall be signed by the appointed signatories.

(iv) The Treasurer shall receive and shall also disburse under the direction of the committee, all moneys belonging to the Association and shall issue receipts for all money received by him/her and preserve vouchers for all money paid by him/her.

(v) The financial year shall be from 1st of August to 31st of July

13. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

The books of account and all documents relating thereto and a list of members of the Association shall be available for inspection at the school office of the Association by any officer or member of the Association on giving not less than one (1) week notice in writing to the Association.

14. AMENDMENTS TO THE CONSTITUTION

Amendments to the constitution of the Association must be approved by at least a two-thirds majority of members at a general meeting of the Association. They cannot, however, be implemented without the prior consent in writing of the Registrar, obtained upon application to him made in writing and signed by the office bearers.

15. DISSOLUTION

(i) The Association shall not be dissolved except by a resolution passed at a general meeting of members by a vote of two-thirds (2/3) of the members present. The quorum of the meeting shall be not less than half (1/2) the registered members of the Association. If no quorum is obtained, the proposal to dissolve the Association shall be submitted to a further general meeting which shall be held one (1) month later. Notice of this meetings shall be given to all members of the Association at least two (2) weeks before the date of the meeting. The quorum of the second meeting shall be the number of members present.

(ii) Provided, however, that no dissolution shall be effected without prior permission in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.

(iii) When the dissolution of the Association has been approved by the Registrar, no further actions shall be taken by the committee or any office bearer of the Association in connection with the objects of the Association other than to get in and liquidate for cash all the assets of the Association. Subject to the payment of all the debts of the Association, the balance thereof shall be handed over to the Swedish Embassy in Kenya to be disposed of in a way consistent with the object of the Association and as recommended by the meeting at which the resolution for dissolution was passed.
