



# WOODFORD SCHOOL

---

## LUSAKA

### PARENT-TEACHER ASSOCIATION

# CONSTITUTION

## 1. INTERPRETATION

In these Regulations, unless the context otherwise requires:

An expression, if used in a provision of these Regulations that deals with a matter dealt with in a particular provision of the Act, has the same meaning as in that provision of the Act:

“Act” means the Societies Act, Chapter 119 of the Laws of Zambia;

“School” means Woodford School Lusaka, a private school owned and operated by Woodford School Lusaka Limited;

“Family” means each membership family as registered under one primary family account holder.

“Regulations” means these Regulations;

“Resolution” means an ordinary resolution of the Association;

“Seal” means the common seal of the Association and includes any official seal of the Association;

“Secretary” means any person appointed to perform the duties of a secretary of the Association.

- 1.1. words importing natural persons shall include a reference to bodies corporate and other legal personae and vice versa;
- 1.2. words importing the masculine shall include a reference to the feminine and other genders;
- 1.3. words importing the singular shall include a reference to the plural and vice versa;
- 1.4. the captions appearing in these regulations are for reference purposes only and shall not affect the interpretation hereof;
- 1.5. where figures are referred to in numerals and words, if there is any conflict between the two, the words shall prevail.

## **2. NAME**

The Association shall be known as the Woodford School Lusaka Parent-Teacher Association (hereinafter referred to as “the Association”).

## **3. AIMS**

- 3.1. To promote understanding and fellowship between School and Home with the view to sharing experiences and to advance the physical, moral and spiritual interests of the scholars.
- 3.2. To provide opportunities for Parents to enter into the activities of the school and to assist in its development.
- 3.3. To give the assistance requested by the Head teacher.
- 3.4. To raise financial resources for 3.3 above.

## **4. MEMBERSHIP**

The membership of the Association shall be as follows:

- 4.1. All Parents/Legal Guardians of children attending the school (hereinafter “Parent members”).
- 4.2. All academic staff members employed by the School as full-time teaching staff (hereinafter “Teacher members”)
- 4.3. Honorary Life Members elected by the Executive Committee from among those who have assisted the Association to a marked degree.
- 4.4. Other interested persons, not eligible under 4.1 above who may become Associate Members by invitation of the Executive Committee.

## **5. FEES AND LEVIES**

- 5.1. The Association shall levy a Subscription Fee, payable per annum by each member family.
  - 5.1.1. For the purpose of this sub-regulation, “family” shall be defined in the same manner as those individuals registered under the same family number in the administrative and accounting records of the School.
- 5.2. The amount of such fees shall be determined, from time to time, by resolution of the members.
- 5.3. The Association may also levy special fees from time to time according to circumstances, including special projects undertaken by the Association.

## **6. FUNCTIONS AND ACTIVITIES**

- 6.1. During each school term there shall be not less than one Meeting or function of the School Association.
- 6.2. Such functions may be of an educational, entertainment, or social nature, and shall include fundraising activities and programmes.

## **7. EXECUTIVE COMMITTEE**

7.1. Until and unless otherwise agreed by the members, the business and affairs of the Association shall be managed and all corporate powers shall be exercised by or under the direction of an Executive Committee.

7.2. The Executive Committee shall be made up of six (6) parent members and three (3) teacher members, who shall be designated as follows:

7.2.1. Chairperson (who shall be a Parent member of the Association)

7.2.2. Vice Chairperson (who shall be a Parent member of the Association)

7.2.3. Hon. Treasurer (who shall be a Parent member of the Association)

7.2.4. Deputy Treasurer (who shall be a Parent member of the Association)

Hereinafter “the office bearers”

7.2.5. Two Ordinary Committee Members (who shall be Parent members of the Association), and

7.2.6. Three Ordinary Committee Members (who shall be Teacher members of the Association).

Hereinafter “the ordinary committee members”

No decrease in the authorised number of members constituting the Executive Committee shall shorten the term of any incumbent committee members.

### **7.3. Secretary**

The Head teacher of the School shall serve as Secretary of the Association.

7.4. All office bearers and members of the Executive Committee with the exemption of the Head teacher shall hold office for a period of two (2) years and will resign automatically at the general meeting closest to the second anniversary date of their election.

7.4.1. A Parent member of the Executive Committee, having been elected shall have the option of remaining a Member of the Executive Committee for a full term of office whether he, in the event that their child(ren) has (have) completed their course of study at the School.

7.4.2. This option shall not apply in the event that a Parent member:

7.4.2.1. voluntarily removes all his children from the School’s register for reasons other than the completion of their course of study at the School

7.4.2.2. has all his children excluded from the School due to non-payment of fees or for disciplinary reasons.

7.5. The cycle of election and rotation of holding of office of the Parent members of the Executive Committee, shall involve half of the positions falling due each year. This shall be for the purpose of providing for continuity and institutional memory in the Executive Committee of the Association.

### **7.6. Election of Executive Committee Members**

7.7. All members of the Executive Committee, with the exemption of the Head teacher shall be elected by Annual General Meeting of the Association except for those members appointed under the provisions of 7.10.

7.7.1. Unless otherwise determined by the members, an office bearer shall not be qualified or eligible for re-election to the Executive Committee for a subsequent term if such office bearer

has failed to attend (in person or by conference telephone) at least seventy-five percent (75%) of the total number of meetings of the Executive Committee and any committees of the Executive Committee of which he is a member (other than such failures attributable to the applicable office bearer's illness, death or illness in such office bearer's family or similar circumstance) held during the course of such office bearer's then current term.

- 7.8. Election of Committee Members shall by majority vote of members at a general meeting, upon nomination by at least two members. The nomination and election of candidates shall be carried out in a manner agreed upon by the members at the said general meetings.
- 7.9. A member of the Executive Committee shall automatically retire if without reasonable cause he is absent from two consecutive Executive Committee meetings.
- 7.10. The Executive Committee may appoint new members to fill any vacancy occurring between Annual General Meetings, and must appoint an alternate when the Hon. Treasurer or Secretary are absent for an extended period.
- 7.11. In addition to the circumstances in which the office of a Committee Member becomes vacant under the Law, the office of a Committee Member shall become vacant if the Committee Member makes arrangement or composition with his creditors generally.
- 7.12. Any Committee Member may resign at any time by delivering his written resignation to the Secretary, such resignation to specify whether it will be effective at a particular time, upon receipt by the Secretary or at the pleasure of the Executive Committee. If no such specification is made, it shall be deemed effective at the pleasure of the Executive Committee. The acceptance of such resignation shall not be necessary to make it effective.

7.13. Election of Office Bearers

At the first meeting of the Executive Committee subsequent to an annual general meeting, the members of the Executive Committee elect from among their number, persons to hold the positions of

- 7.13.1. Chairperson
- 7.13.2. Vice Chairperson
- 7.13.3. Hon. Treasurer
- 7.13.4. Deputy Treasurer

7.14. Chairperson

- 7.14.1. The Chairperson of the Executive Committee shall also act as chairperson of the Association.
- 7.14.2. The Chairperson shall have a deliberate as well as a casting vote.
- 7.14.3. The Chairperson shall have the right to veto a motion which according to his opinion is contrary to the Constitution.
- 7.14.4. Where meeting of Committee Members is held and:
  - 7.14.4.1. a Chairperson has not been elected as provided by sub regulation 7.13; or
  - 7.14.4.2. the Chairperson is not present within ten minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Vice-Chairperson shall chair the meeting in the first instance, or in his absence or inability, the members present shall elect one of their number to be Chairperson of the meeting.

7.15. The Executive Committee may appoint a Sub-Committee for any special purpose should it become necessary to do so.

7.15.1.1. Such subcommittees may consist of such of their number as they think fit, and may include such members of the Association as nominated by the Executive Committee.

7.15.1.2. A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Executive Committee and a power so exercised shall be deemed to have been exercised by the Committee Members.

7.15.1.3. The members of such a committee shall elect one of their number as chairperson of their sub-committee, who shall chair the meetings of the sub-committee.

7.15.1.4. Where such a meeting is held and:

- 7.15.1.4.1. a Chairperson has not been elected as provided by sub regulation 7.15.1.3; or
- 7.15.1.4.2. the Chairperson is not present within ten minutes after the time appointed for the holding of the meeting or is unwilling to act;

the members present may elect one of their number to be Chairperson of the meeting.

7.15.1.5. A committee may meet and adjourn as it thinks proper.

7.15.1.6. Questions arising at a meeting of a committee shall be determined by a majority of votes of the members present and voting.

7.16. No office bearer or member of the Executive Committee may act on his own behalf using the name of the Association.

7.17. Office bearers and members of the Executive Committee may receive such compensation, if any, for their services as may be fixed or determined by resolution of the members or any Committee so authorised by the members

## **8. DUTIES OF THE EXECUTIVE COMMITTEE**

The Duties of the Executive Committee shall include the following:

- 8.1. Govern and control the affairs, financial and otherwise of the Association;
- 8.2. Appointment of Sub-Committees for any special purpose;
- 8.3. Deal with business arising from Association meetings;
- 8.4. Maintain proper records of the Association's activities;
- 8.5. Adopt, maintain and enforce high levels of corporate governance, transparency and accountability;
- 8.6. Establish and maintain contact and exchange ideas with similar Associations.

## **9. PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

- 9.1. The Executive Committee shall meet once per month or at such times as business shall make it necessary. Notwithstanding this, any Committee Member may call a meeting provided twenty-four hours' notice is given. Notice may be waived upon agreement of the Committee Members.
- 9.2. Four members of the Executive Committee and the Head teacher or Acting Head teacher shall constitute a quorum.
- 9.3. Special Meetings of the Executive Committee shall be called by the Chairperson or Secretary if necessary.
- 9.4. The Executive Committee shall keep written minutes of its meetings. The Secretary of the Association shall act as Secretary of the meeting, but in the absence of the Secretary, the Chairperson of the meeting may appoint any person to act as Secretary of the meeting.
- 9.5. Except as otherwise provided by applicable law or these regulations, all matters presented to the Executive Committee (or a committee thereof) shall be approved by the affirmative vote of a majority of the Committee Members present at any meeting of the Executive Committee (or such committee) at which there is a quorum (the foregoing is referred to herein as a "simple majority"). In the case of an equality of votes, the Chairperson, in addition to his deliberative vote (if any), shall have a casting vote.
  - 9.5.1. Any ex-officio members of the Executive Committee (or a committee thereof) shall not vote.
- 9.6. Those Committee Members entitled to participate in any meeting of the Committee Members may participate in the same by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this sub-regulation 9.6 shall constitute presence in person at such meeting.

## **10. GENERAL MEETINGS**

- 10.1. The Annual General Meeting of the Association shall be held each year during the month of February, or as soon after this date as possible during the first School Term.
- 10.2. Notice of such meeting shall be sent at least seven clear days before the date of the Meeting.
- 10.3. A notice of a general meeting shall specify the place, the day and the hour of meeting and, except as provided by sub-regulation 10.3.1, shall state the general nature of the business to be transacted at the meeting.
  - 10.3.1. It shall not be necessary for a notice of an annual general meeting to state that the business to be transacted at the meeting includes the consideration of annual accounts and the reports of the Executive Committee and auditors, the election of members of the Executive Committee in the place of those retiring or the appointment and fixing of the remuneration of the auditors.
- 10.4. Upon written request to the Chairperson of the Executive Committee from not less than twenty-five members of the Association, an Extraordinary General Meeting may be convened. Notice period for an Extraordinary General Meeting shall be as per regulation 10.2.
- 10.5. A general meeting shall be held in Lusaka, Zambia unless by a resolution of the members at a general meeting state that the next general meeting be held at a place outside Lusaka, and the reasons and circumstances there being.

## **11. PROCEEDINGS OF GENERAL MEETINGS**

- 11.1. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum necessary for the transaction of business shall be 15% of family members of the Association.
- 11.2. For the purpose of determining whether a quorum is present, a person attending as proxy, shall be deemed to be a member.
- 11.3. The Chairperson of the Executive Committee shall preside as chairman of every general meeting.
- 11.3.1. Where a general meeting is held and:
- 11.3.1.1. a Chairperson has not been elected as provided by sub regulation 7.13; or
- 11.3.1.2. the Chairperson is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act;
- the Vice-Chairperson of the Executive Committee shall chair the meeting in the first instance, or in his absence or inability, the members present shall elect one of their number to be Chairperson of the meeting.
- 11.4. The chairman may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the 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.
- 11.5. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the case of an original meeting.
- 11.6. Except as provided by sub regulation 11.5, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 11.7. At any general meeting a Resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- 11.7.1. by the chairperson; or
- 11.7.2. by at least five parent members present at the meeting;
- 11.8. The demand for a poll may be withdrawn.
- 11.9. If a poll is duly demanded, it shall be taken in such manner and (subject to sub regulation 11.8 either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll shall be the Resolution of the meeting at which the poll was demanded.
- 11.9.1. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
- 11.10. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to his deliberative vote (if any), shall have a casting vote.

## **12. FINANCE ACCOUNTING AND MANAGEMENT**

- 12.1. The Executive Committee shall be responsible and accountable for the financial accounting and record keeping of the Association, and shall adopt and enforce all practices, methods and controls required under law and according to common practice in the accounting profession.
- 12.2. The Executive Committee shall maintain the Association's bank accounts, including savings, call and current accounts as well as other investment instruments.
- 12.3. Signatories to the bank accounts and instruments shall be executed jointly by two sets of signatories, which shall include the Hon. Treasurer and one of the following: the Chairperson, the Secretary or other authorised Committee members.
- 12.4. Bank accounts and investment accounts and instruments may also be maintained and operated by sub-committees under the supervision of the Executive Committee.
- 12.5. The Executive Committee may exercise the powers of the Association to borrow money, to charge any property or business of the Association and to issue debentures or give any other security for a debt, liability or obligation of the Association or any other person.

## **13. AUDITORS AND FINANCIAL YEAR END**

- 13.1. The appointment of Auditors shall be based on a majority vote at a general meeting for an Auditor nominated by the Executive Committee or by a member.
- 13.2. The financial year end of the Association will be the last day of December.

## **14. AMENDMENT OF THE CONSTITUTION**

The Constitution of the Association may be replaced, amended or added to in any way a resolution passed by two thirds majority at a General Meeting, provided that at least ten clear days' notice of any resolution for such amendment shall be given to all members.

## **15. RESIGNATION AND EXPULSIONS**

The Executive may upon conducting a fair hearing, exclude a member from the activities of the Association if in their opinion such member has acted in a manner prejudicial to the interests of the Association.

June 2014