

INTERNATIONAL SCHOOL OF LAE ASSOCIATION INC. 5-490

Incorporated under Section 7 of the Associations Incorporation Act on 3 March 1992

CONSTITUTION

1. a) Name
The name of the Association is the *International School of Lae Association Inc.*
- b) Objects
The objects of the Association are to:
 1. be a member of the *International Education Agency of Papua New Guinea Ltd* ("the Agency") and to represent the interests of *Lae International School* ("the School")
 2. be represented at any meeting of members of the Agency
 3. exercise the powers and to fulfil the responsibilities delegated to the Association by the Agency
 4. consider, discuss and promote the interests of the School.
2. a) Membership
 - i) Every person who is a parent or guardian of a child enrolled at the School or a teacher employed at the School shall be eligible to be a member of the Association.
 - ii) Every person eligible for membership who consents in writing to be a member is a member of the Association until they cease to be eligible.
- b) Membership Fee
Membership shall be free.
3. **MANAGEMENT**
There shall be a Board of Governors (BOG) consisting of the persons described in Clause 4(a) and the management of the affairs of the Association shall be in the hands of the BOG. The members of the Association may remove an elected BOG member by ordinary resolution of a meeting of the members.
4. **COMMITTEE**
 - a) The BOG shall consist of
 - i) Nominated Members
the Principal, a teachers' representative elected by teachers teaching at the School, a representative appointed by the International Education Agency, and in the case of a High School with Grade 12 classes, a representative of Students elected by them and:

- ii) Elected Members
additional persons elected by the Association at an Annual General Meeting who shall hold office until retired by rotation as provided in Clause 4(g).
- b) The BOG shall, as soon as possible after each Annual General Meeting, from its own number elect its own Chairperson (who shall be an elected member) and appoint a Secretary.
- c) Immediately after each Annual General Meeting and its first subsequent meeting the BOG shall give notice in writing to the Agency of the date of the election and the names, postal addresses and occupation of each of the members of the BOG and the office, if any, held by each of them.
- d) By acceptance of election to the BOG each member shall have consented to appointment by the Agency as a member of the Board of Governors of the School, if such appointment is made.
- e) The BOG may appoint a person to fill a casual vacancy occurring until the next Annual General Meeting.
- f) The BOG shall determine its own procedure and the procedures of any subcommittee including the quorum required for meetings but the quorum shall not be less than half the number of members of the BOG or the subcommittee as the case may be.
- g)
 - (i) At each Annual General Meeting one third of the elected members shall retire, fractions being disregarded if the number of committee members divided by three produces a fractional number;
 - (ii) No member of the BOG may serve for more than three consecutive years without retiring;
 - (iii) All retiring members of the BOG are eligible for re-election;
 - (iv) If less than one third of the members of the BOG retire by reason of Clause 4(g)(ii) and Clause 4(h) the longest serving members of the BOG since they were last elected shall retire until the required number has retired and if there are two or more members of the same length of service and less than that number is required to retire, those to retire shall be determined by ballot.
- h) The office of a member of the BOG becomes vacant if he resigns, dies, is absent from three consecutive meetings without approval of a quorum of the BOG or his office is declared vacant by a general meeting of the members.

5. **ANNUAL GENERAL MEETING**

- a) Business
The Association shall meet every year prior to 30th June in Annual General Meeting to conduct the following business:
 1. To determine the number of elected BOG members for the ensuing year being a number not less than 4 and not more than 10.
 2. To elect BOG members for the ensuing year
 3. To consider the accounts of the Association.
 4. To receive the report of the BOG for the preceding school year.
 5. Such General Business as is specified in the Notice of the meeting and authorised by this Constitution.

An Annual General Meeting may be held later than 30th June if 75% of the members present at a meeting called for that purpose so resolve.

b) Calling

The Annual General Meeting shall be called by 21 days' notice circulated to members.

c) Extra Ordinary General Meeting

An Extra Ordinary General Meeting shall be called in the same manner as an Annual General Meeting upon the resolution of the BOG or by the requisition of twenty percent of the members or twenty members (whichever is the lesser) or at the request of the Agency.

d) Quorum

The quorum at a general meeting of the members shall be not less than 10 percent of the members or ten (whichever is the lesser) but if a quorum is not present within 15 minutes of the time appointed for the meeting the Chairman may adjourn the meeting to a time and place specified in a notice to be circulated as for an Annual General Meeting and at that adjourned time a quorum shall be deemed to be present.

6. **POWERS AND FUNCTIONS OF THE ASSOCIATION**

- a) To be a member of the International Education Agency of Papua New Guinea Ltd and to be represented at the meetings of the members thereof.
- b) To have its Committee perform the functions and duties delegated to it by the Agency and to perform the offices to which it is appointed by the Agency.
- c) To undertake the business of the Annual General Meeting.
- d) To consider discuss and to promote the interests of the School.
- e) With the approval of the Agency in writing first obtained to operate a bank account, purchase, sell, lease, mortgage, and otherwise deal with all types of property.

7. **INTERIM ARRANGEMENT**

If there is no BOG the Principal may call a meeting of members to elect a BOG and having called that meeting and until the election the Principal may for a period not exceeding 21 days exercise all the powers of the BOG.

8. **FUNDS AND BANK ACCOUNTS**

All funds shall be banked to an account styled "Lae International School" at a Bank in Papua New Guinea specified by the Agency which shall be operated on the signatures of not less than two persons appointed by the BOG for that purpose and all funds shall be applied solely in promoting the objects of the Association. The Association shall have only one bank account, unless otherwise approved by the International Education Agency.

9. **AUDIT**

The accounts of the Association are to be audited annually by an auditor appointed by the Annual General Meeting or if no auditor is then appointed by an auditor appointed by the BOG.

10. **ALTERATION OF THE CONSTITUTION**

This constitution may be altered by special resolution of a meeting of members attended by not less than 75% of the current membership of the Association.

11. **THE SEAL, CUSTODY AND USE**

There shall be a seal of the Association bearing its name which shall only be used upon the resolution of the BOG and in the presence of two members of the BOG or such other persons as the BOG may nominate. There shall be a seal register and every use of the Seal shall be entered in the register

together with particulars of the date on which it was used, the names of the parties and nature of the document to which it was applied and the date of the relevant BOG resolution.

12. **CUSTODY OF BOOKS DOCUMENTS AND SECURITIES**

The books documents and securities of the Association shall be kept in the custody of the Principal of the School and on the School premises.

13. **PUBLIC OFFICER**

a) The Principal of the School shall be the Public Officer of the Association.

b) The Public Officer must notify the Registrar General within 14 days of his appointment or change of address in the form in the Schedule to this Constitution.

14. **LIABILITY OF MEMBERS**

The members of the Association are not liable to contribute toward the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association.

15. **DIVIDENDS AND PAYMENTS TO MEMBERS**

The payment of any dividend or any payment in the nature of a dividend, to members, is prohibited.