



CONSTITUTION
OF
KINABALU INTERNATIONAL SCHOOL ASSOCIATION
REVISED 11/2018

"At Kinabalu International School we are dedicated to providing an excellent education in a caring, respectful environment, challenging students to achieve their full potential as successful global citizens"

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ARTICLE I NAME

The Association shall be called the Kinabalu International School Association.

ARTICLE II OFFICE AND ADDRESS

The office of the Association shall be at the premises of CL015507114, off Jalan Khidmat, Bukit Padang, 88300 Kota Kinabalu or such other place as may be decided by the Board of Governors. The postal address shall be Post Office Box I2080, 88822 Kota Kinabalu, Sabah.

ARTICLE III OBJECTS

The objects of the Association are to establish and administer a school to be known as Kinabalu International School with the purpose of providing education for children in the English Language subject to any restrictions that may be imposed by the Government.

ARTICLE IV NON-PROFIT CHARACTER OF ASSOCIATION

The Association is a non-profit-making organization and its funds shall only be used for the purpose of operating and managing the school, including the creation of any fund to be used in connection therewith. The Association is non-political and is not affiliated to any religious organisation.

ARTICLE V MEMBERSHIP OF THE ASSOCIATION

- 1 The Association shall consist of ordinary and associate members.
- 2 Ordinary membership shall be automatic upon enrolment and payment of initial term fees, for both parents or both guardians of children enrolled full-time in the School.
- 3 Associate membership may be conferred by the Board of Governors on any other persons, who, in the opinion of the Board, are able and willing to render valuable service to the Association.
- 4 Parents or guardians of part-time students, and part-time students over the age of 21 are also eligible to become associate members upon application.
- 5 Any persons wishing to become associate members shall apply to the Secretary giving such particulars as may be required by the Board, in order to formally register. Conferring of associate membership is at the discretion of the Board.
- 6 The Board of Governors may impose entrance and membership fees as it thinks fit.

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ARTICLE VI CESSATION AND SUSPENSION OF MEMBERSHIP

- 1 An ordinary member shall cease to be a member -
 - (i) if the member's child is no longer a pupil of the School; or
 - (ii) if the member resigns from membership.
- 2 An associate member shall cease to be a member -
 - (i) if the member leaves Sabah with no intention of returning, or his/her absence from Sabah is for an indefinite period;
 - (ii) if the member resigns from membership; or
 - (iii) if, for a reason which the Board may deem to be sufficient, the Board of Governors terminates his/her membership.
- 3 The Board of Governors has the power to suspend an ordinary member from membership for failure or delay in the payment of the admission or school fees of his or her child. The suspension shall be for such period as the Board may determine and during the period of suspension the member shall not be entitled or eligible to any right or privilege of membership.
- 4 In either case of Clause 2 (iii) or Clause 3 the member shall be given at least fourteen (14) days' notice in writing of such pending action and an opportunity to submit to the Board a written answer. He/She shall also have the privilege of appearing before the Board to state his/her case. Service of such notice shall be made by personal delivery or by registered letter to his/her last known address.

ARTICLE VII REGISTER OF MEMBERS

The Secretary shall keep a register of members in such form and containing such particulars as the Board of Governors may require. The register shall be kept up-to-date and all cessation and suspension of membership shall be noted on the register.

ARTICLE VIII GENERAL MEETING

- 1 The Supreme authority of the Association shall be vested in a General Meeting of the members. At least one-fifth of the total voting membership of the Association must be physically present at a General Meeting to constitute a quorum.
- 2 All ordinary and associate members are entitled to attend and vote at General Meetings of the Association and may be eligible for election or appointment to the Board of Governors, subject to conditions set down under Article X.

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- 3 If a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the meeting shall be postponed to a date within fourteen (14) days, to be decided by the Board of Governors; and if a quorum is not present within thirty (30) minutes of the time appointed for the postponed meeting, the members present shall proceed with the meeting forthwith.
- 4 An Annual General Meeting of the Association shall be held before the end of November of each year, on a date and at a time and place to be decided by the Board of Governors.
- 5 At each Annual General Meeting:-
 - (a) a member of the Board of Governors who has served for a two-year term must retire, but is eligible for re-election for another term of one-year; and
 - (b) a re-elected member who has served a one-year term must retire, but is eligible for re-election for another term of one-year.
- 6 The business of the Annual General Meeting shall be:
 - (a) To receive and adopt the minutes of the last Annual General Meeting and any Extraordinary General Meetings;
 - (b) To receive the Board of Governors' report on the working of the Association during the previous year;
 - (c) To receive the Treasurer's report and the audited accounts of the Association for the previous year;
 - (d) To appoint an auditor for the ensuing year;
 - (e) To review the status of the trustees pursuant to Article XVIII;
 - (f) To appoint a non-voting returning officer who shall conduct the election of Board members;
 - (g) To elect new members who, together with the staying members or otherwise, will form a new Board of Governors pursuant to Article IX;
 - (h) To vote on any motion of which notice has been given to the Secretary no less than fourteen (14) days before the date of the meeting and which has been circularised by the Secretary to all members not less than seven (7) days before such date.
 - (i) To discuss any other business: provided that no motion shall be made or vote taken under this item.
- 7 A notice of the Annual General Meeting stating the date, time and place of meeting shall be sent by the Secretary to all members not less than twenty-one (21) days before the date fixed for the meeting. An agenda and copies of the audited accounts to be tabled at the meeting shall accompany the notice. The notice, agenda and copies of the accounts shall be displayed at the office or place of meeting of the Association.
- 8 An Extraordinary General Meeting of the Association shall be convened:

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- (i) Whenever the Board of Governors deems it desirable, or
 - (ii) at a joint request in writing of not less than ten (10) members, stating the objects and reasons for such meeting.
- 9 An Extraordinary General Meeting requested by members shall be convened within thirty (30) days of the receipt of such a request.
 - 10 Notice and agenda for an Extraordinary General Meeting shall be forwarded by the Secretary to all members at least fifteen (15) days before the date fixed for the meeting.
 - 11 Clauses 1 and 3 of this article regarding the quorum and the postponement of an Annual General Meeting shall also apply to an Extraordinary General Meeting, but with the proviso that, if no quorum is present half an hour after the time appointed for a postponed Extraordinary General Meeting requested by members, the meeting shall be cancelled, and no such Extraordinary General Meeting shall be requested for the same purpose until after the lapse of at least six (6) months from that date.
 - 12 All decisions at a General Meeting shall, subject to the provisions of this Constitution, be by a simple majority vote and shall be by show of hands or by secret ballot as the members may require.
 - 13 A member who is unable to attend the AGM or an EGM may appoint another member of the association to cast his/her vote by proxy. Notice of this arrangement and the reasons for absence must be given to the Secretary to the Board in writing, prior to the meeting indicating the way in which the member wishes to vote on specified issues and on these issues only. A proxy vote does not constitute an attendance for the purpose of forming a quorum. No member may cast more than 2 proxy votes.
 - 14 The Secretary shall forward to all members a copy of the draft minutes of each Annual and Extraordinary General Meeting as soon as possible.

ARTICLE IX BOARD OF GOVERNORS

- 1 The Management of the Association shall be entrusted to the Board of Governors. It shall organise and supervise the day-to-day activities of the Association and the School, and make decisions on matters affecting their running within the general policy laid down by the General Meeting without prior reference to it and shall always remain subordinate to the General Meeting. It shall furnish a report to each Annual General Meeting on its activities during the previous year.
- 2 The Board of Governors shall have the power to appoint committees (including a Parent-Teacher Association) in accordance with the Education Act and delegate such of its powers as it may determine to these committees.
- 3 The Board of Governors shall meet at least once a month and three (3) days' notice of each meeting shall be given to the members. The Chairman acting alone, or not less than three (3) of its members acting together, may call for a meeting of the Board to be held at any time. At least one half of the members of the Board must be present for its proceedings to be valid and to constitute a quorum.

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- 4 Unless the Board of Governors otherwise decides, all its decisions shall be determined by a simple majority of votes.
- 5 The Board of Governors shall, when complete, consist of nine (9) members elected or appointed from among the members of the Association as provided hereunder as follows:
 - (a) Chairman
 - (b) Vice-Chairman
 - (c) Secretary
 - (d) Treasurer
 - (e) Five Other Members
- 6 New members shall be elected at every Annual General Meeting of the Association from among the ordinary and associate members of the Association. Every member so elected for the first time shall hold office for a term of two (2) years and upon completion of office may offer himself or herself for re-election on successive terms of one-year each.
- 7 In the event of insufficient candidates to fill all nine (9) positions, a Board of Governors, comprising of not less than four persons, shall nevertheless be formed, who shall then sit in committee as soon as reasonably possible and appoint remaining members, subject to the conditions set down under Clause 10 of this Article, to make up a full Board of nine (9) members.
- 8 Upon completion of the membership of the Board, the members shall forthwith sit in committee and elect from among their number the Chairman, Vice-Chairman, Secretary, and Treasurer.
- 9 Election of the members under Clause 6 of this Article shall be as follows:
 - (a) Nominations must be proposed and seconded by members of the Association on forms to be provided by the Secretary.
 - (b) Members nominated must signify their acceptance by signing the nomination form.
 - (c) Nominations of members present may also be made from the floor of the AGM.
- 10 Subject always to Clause 11, the eligibility of members of the Association to become members of the Board of Governors shall be determined as follows:
 - (a) Any ordinary or associate member may stand for election to the Board of Governors, subject to the conditions set down under this Article;
 - (b) Any member of the Board of Governors shall be eligible for re-election, subject to conditions set down under this Article;
 - (c) The new Board of Governors shall, as far as possible, include at least three (3) members of the out-going Board, in order to provide continuity of information and execution;
 - (d) No employee of the Association, or spouse or partner of an employee of the Association shall be eligible to be a member of the Board of Governors.

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However, in the event of a casual vacancy in the staff, a member of the Board of Governors, or spouse, may be allowed to provide temporary assistance with pay, without having to resign from the Board of Governors. Such a member may be asked to leave the meeting when the meeting deliberates on matters affecting his/her personal interest.

- (e) Only one parent or guardian in a family, or one spouse or partner, may be elected or appointed to the Board of Governors.
 - (f) The number of associate members elected or appointed to the Board shall not exceed two (2) at any one time.
- 11 The composition of the Board of Governors shall be such that at any time not more than fifty percent (50%) of its number belongs to a single nationality.
 - 12 (a) Any member of the Board of Governors absenting himself from two consecutive meetings of the Board without giving good reason in writing to the satisfaction of the Board, shall vacate his seat on the Board.
 - (b) When an employee of the Board is required to attend a Board meeting, he/she must leave the meeting when the meeting deliberates on matters affecting his/her personal interest, or at the Board's discretion.
 - 13 In the event of a casual vacancy arising amongst the members of the Board, whether elected or appointed pursuant to Clauses 6 and 7 of this Article, the Board shall appoint any member of the Association to fill the vacancy, provided that the conditions of eligibility set out in Clause 10 of this Article are met. A member so appointed shall hold office only until the following Annual General Meeting, but may then be eligible for election or re-appointment.

ARTICLE X

DUTIES OF OFFICE BEARERS

- 1 The Chairman shall during his term of office presides at all General Meetings and all meetings of the Board of Governors and shall be responsible for the proper conduct of all such meetings. In the case of an equality of votes he shall have a casting as well as a deliberative vote and he shall sign the minutes of each meeting at the time they are approved.
- 2 The Vice-Chairman shall assist the Chairman and shall act for him during the latter's absence.
- 3 The Secretary shall conduct the business of the Association in accordance with this Constitution, and shall carry out the instructions of the General Meeting and of the Board of Governors. He shall be responsible for conducting all correspondence and keeping all books, documents and papers except the accounts and financial records. He shall attend all meetings and record the proceedings, and maintain the Register of Members. He shall also be responsible for ensuring that the requirements of the Education Act, the Associations and Parent-Teacher Association (Registration) Regulations 1960 and other Regulations made thereunder are complied with.
- 4 The Treasurer shall be responsible for the finances of the Association. He shall keep accounts of all its financial transactions and shall be responsible for their correctness.

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He shall receive and collect the funds of the Association, bank the funds and prepare statements of account.

ARTICLE XI *SUPERVISOR*

- 1 The Board of Governors shall, subject to the approval of the Director of Education, appoint one of their members, who shall normally be the Chairman, to be the Supervisor of the School.
- 2 The Supervisor shall ensure that the duties imposed on him under the Education Act and Regulations made thereunder, are complied with.

ARTICLE XII *PRINCIPAL AND TEACHERS*

- 1 The Board of Governors shall appoint a fit, proper and responsible teacher to be the Principal of the School who shall be responsible to the Board of Governors for the teaching and discipline of the School and shall, subject to the directions of the Supervisor, have authority over the other teachers and pupils of the School for such purpose.
- 2 The Board of Governors shall engage a sufficient number of teachers with suitable qualifications and experience to ensure the efficient conduct of the School on such terms as it may determine.
- 3 Neither the Principal nor any other teacher may be dismissed other than by the Board of Governors.

ARTICLE XIII *FINANCIAL PROVISIONS*

- 1 The Association shall derive its funds from such admission fees and school fees as may be determined by the Board of Governors from time to time, and such donations and gifts as it may receive.
- 2 Fees shall normally be due and payable on or before the date of admission or the first day of term as the case may be. Members shall however, have the option of paying the term fee by instalments at a rate and interval decided by the Board of Governors. In this event the fees must be paid before the beginning of such periods. The Board shall have the authority to impose a premium on such instalments. For the purpose of this paragraph there shall be three terms in a year, the commencement and duration thereof shall be as may be determined by the Board of Governors.
- 3 The Board of Governors shall have the power to remit, reduce or refund school fees in appropriate cases.
- 4 The Board of Governors shall receive, collect and disburse funds for the purpose of administering the School and the Association.

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- 5 All cheques or withdrawal notices on the Association's account shall be signed by at least two of the following: the Treasurer, Chairman, Vice-Chairman, Secretary; or in their absence, by such other members of the Board as it may authorise.
- 6 No unbudgeted expenditure exceeding RM5,000 at any one time shall be incurred without the prior sanction of the Board. At its discretion, the Board of Governors may approve an expenditure not exceeding RM250,000 for any one purpose outside the provisions of the Annual Budget to support the development goals of the school.
- 7 The Board of Governors shall have power to borrow up to the sum of RM150,000 on such terms as it may agree and any amount exceeding that sum shall require the sanction of a General Meeting. This Clause does not apply to special projects such as School building or development projects.
- 8 The Board of Governors has the power to initiate special projects such as School building or development projects, by utilising special funds such as Building Funds, and/or any loans as may be deemed necessary, providing that prior sanction for such projects has been received, from a General Meeting.
- 9 The financial year of the Association shall commence on August 1st and end on July 31st each year.
- 10 As soon as possible after the end of each financial year a statement of income and expenditure and a balance sheet for the year shall be prepared and audited by the auditor appointed by the Annual General Meeting, and the audited accounts submitted to the Board and the next Annual General Meeting.
- 10 Members of the Board shall not be personally liable on any contracts entered into on behalf of the Association and in any event liability shall be limited to the extent of the funds of the Association.

ARTICLE XIV AMENDMENT TO CONSTITUTION

The Constitution of the Association may be amended at any Annual General Meeting or at an Extraordinary General Meeting by a majority of two-thirds ($\frac{2}{3}$) of the voting members present and voting. The Secretary shall cause any previously proposed amendments to be sent to the members of the Association at least fifteen (15) days prior to the meeting.

ARTICLE XV BY-LAWS AND REGULATIONS

The Board of Governors may make, amend or repeal such by-laws and regulations as may be necessary or desirable for the regulation and conduct of the Association and the School provided that such by-laws and regulations shall not be inconsistent with this Constitution.

ARTICLE XVI

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DISSOLUTION

- 1 The Association may be dissolved by a General Meeting specially convened for the purpose and by a majority of two-thirds (2/3) of the voting members present.
- 2 In the event of dissolution of the Association, all debts and liabilities legally incurred on its behalf shall be fully discharged, and the remaining funds and assets shall be disposed of in such manner as may be decided upon by the General Meeting which dissolves the Association, provided that none of the assets or funds of the Association shall be distributed to, or made available in any way, except to a corporation or other organization itself organised and operated exclusively for charitable, educational or scientific purposes approved by the General Meeting.

ARTICLE XVII AUDIT

The Annual General Meeting shall appoint an Auditor who shall audit the accounts of the Association for the year and prepare an audit report for the Annual General Meeting.

ARTICLE XVIII TRUSTEES

- 1 Three or more persons who are over the age of twenty-one (21) years may be appointed Trustees of the Association at a General Meeting who shall hold office for a term of five (5) years.
- 2 All immovable property of the Association shall be vested in the Trustees upon execution of a deed of trust who shall deal with such property as directed by the Board of Governors PROVIDED THAT prior approval of a General Meeting has been obtained.
- 3 A Trustee may be removed from office by a General Meeting on grounds of ill-health, unsoundness of mind, absence from the country or for any other reason he/she is unable to perform his/her duties satisfactorily. Replacement of Trustees is to be ratified at a General Meeting.

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