



Woodford International School

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Constitution of the Woodford School Board of Management

Name

1. The name shall be WOODFORD SCHOOL BOARD OF MANAGEMENT

Objectives

2. The objectives of the board are:
 - a. to procure the appointment of the Board and to act as an Education Provider under the provisions of the Education Act 2023 and any Act amending or replacing the Education Act.
 - b. to provide an education of international standard to primary and secondary aged children from Solomon Islands and overseas.
 - c. to cater generally for the moral, social, cultural and sporting needs of the children.
 - d. to have clearly formulated policies wherever necessary to give consistency and order to the operation of its schools and institutions and to ensure that such policies are relevant to current circumstances and understood by those concerned staff, students, parents and others.

Membership

3. The members of the Board shall be the following:
 - a. Six (6) members, all of whom must be a parent or guardian of a child or children at the school and who shall so far as possible have the capability and capacity to support the achievement of the objectives referred to in Rule 2 and who, ordinarily, will serve a two year term on the Board.
 - b. The President of the School's Parents and Teachers Association or such designate as the President shall nominate if he or she is unable to attend a Board meeting.
 - c. Two (2) community members (can be parents but open to all).
 - d. The Head of School or Acting Head of School as an ex-officio member.
4. The Board shall have the power from time to time to co-opt up to two additional members to the Board whose services may be required by the Board and who may not necessarily be parents of children at the School. The Board shall confirm the appointment by formal resolution at a Board meeting. Co-opted members shall have the same voting rights as selected members. Co-opted members shall remain on the Board so long as their services are required or until the next Annual General Meeting whichever is the sooner, provided that in the case of unsatisfactory performance the Board may remove the co-opted member by resolution at a Board Meeting.

5. Members referred to in Rule 3.a and 3.c above shall be elected for a term of two years commencing on the day of their election at the Annual General Meeting. To ensure continuity, half of these eight positions (i.e. four of these positions) will normally be contested each year. In each case, they shall be nominated and elected as follows:
 - a. They must be nominated and seconded by parents or guardians of children attending the School.
 - b. Such nominations should be made in writing to the Secretary at least 14 days before the date of the Annual General Meeting.
 - c. The Secretary shall then display the names of such nominees, their proposers and seconders, on the School notice board the day following the close of nominations.
 - d. Should the number of written nominations not exceed the number of vacancies, the nominees shall be declared duly elected unopposed at the Annual General Meeting.
 - e. Should the number of written nominations exceed the number of vacancies, a secret ballot will be conducted at the Annual General Meeting. In the event of two or more nominees polling the same number of votes further secret ballots will be conducted until one of the nominees obtains a majority of the votes.
 - f. Should any vacancies occur by virtue of above, nominations shall be called from the floor at the Annual General Meeting to fill the vacant position, and, if necessary, a secret ballot will be conducted to fill such vacancies. Only parents or guardians shall be entitled to propose and second such verbal nominations.
 - g. Should any vacancies arise by virtue of resignation or other means before the expiration of an elected term of office, the position(s) will be filled for the remainder of the term by ballot at the following Annual General Meeting,
 - h. When there are seats in an election with both two year and one year terms, the candidate(s) elected with the most number of votes will fill the seat(s) with the two year term and the candidate(s) elected with less votes will fill the seat(s) with the one year term.
 - i. No spouse, parent, sibling or child of a currently serving Board Member or person employed by the School can join the Board.
6. Once the Board members have been elected, those present and entitled to vote at the Annual General Meeting shall elect from amongst the Board Members the Chairperson for the ensuing year.
7. The Head of School and teacher representatives shall not be eligible for election to the position of Chairperson.
8. At its first meeting following the Annual General Meeting, the Board shall appoint a Deputy Chairperson, Secretary and Treasurer. Such appointments shall be made from Board Members elected at the Annual General Meeting, or alternatively, suitable persons may be co-opted in accordance with above.
9. Any member may be removed from the Board in the following manner:
 - a. In the case of elected members by resolution supported by at least two-thirds of those present and voting at an Extraordinary General Meeting PROVIDED THAT the elected member must be given the opportunity to address the Extraordinary General Meeting either in person or in writing.
 - b. Any elected member who fails to attend three consecutive Board meetings without reasonable excuse or without permission of the Board shall automatically cease to be a member.

- c. Members may resign by notice in writing to the Chairperson or the Secretary.
- d. No Board member shall be paid any salary or honorarium for his/her services as a Board member, but may be reimbursed for any expenditure necessarily and properly incurred on behalf of the Board or for any out – of – pocket expenses incurred in carrying out his/her function as a Board member.
- e. Should any elected position on the Board become vacant through resignation, termination or death of a member, the remaining elected members shall elect a replacement member in such manner as they see fit.

The Chairperson

10. The chairperson at any meeting shall have a personal, deliberative vote and shall in addition, have a casting vote if the votes are equal after two consecutive votes.
11. The Chairperson is responsible for the efficiency of all meetings including Board meetings, sub-committee meetings, Annual General Meetings, and Extraordinary General Meetings. However, this responsibility may be delegated by the Chairperson when necessary in respect of sub-committee meetings.
12. The Chairperson shall encourage full, balanced participation meetings by all members.
13. The Chairperson shall present the Board's Annual Report to the Annual General Meeting.

The Deputy Chairperson

14. The Deputy Chairperson shall preside at any meeting if the Chairperson is absent.

The Secretary

15. The Secretary shall conduct the general correspondence of the Board as directed by the Board.
16. The Secretary shall give notice of meetings in accordance with the provisions of this constitution by phone, mail, fax or email.
17. The Secretary shall take minutes and distribute those to Board Members as early as possible prior to the next meeting.
18. The Secretary shall delegate his/her duties to somebody else within the Board in his/her absence.

The Treasurer

19. The Treasurer is the lead member on the Board in relation to financial management and oversight of School operational and capital resources.
20. The Treasurer shall ensure that an annual budget is prepared and submitted to the Board at least 90 days prior to the commencement of the next financial year.
21. The Treasurer shall ensure that monthly financial reports are submitted to the Board and seek any clarification that the Board may have in relation to individual account balances or variances between Actual versus Budget.
22. The Treasurer will Chair the Finance Committee which has a membership consisting of (at least) the Treasurer, Head of School and a School Finance Officer and will be responsible to:
 - a. consider the annual budget and make budget recommendations to the Board;

- b. consider the long-term financial plan and make recommendations to the Board;
 - c. monitor Actual versus Budget, receive Audit Reports and ensure action plans are implemented and reports back to the Board on these matters;
 - d. on behalf of the Board, ensure that there are adequate internal financial controls;
 - e. on behalf of the Board, ensure the School remains compliant with tax and regulatory matters.
23. The Treasurer shall submit a duly audited Balance Sheet and Profit and Loss Statement for the past financial year ending 31st December to the Board for approval 14 days prior to the Annual General Meeting. This will then be exhibited at least 7 days prior to the date of the Annual General Meeting on the School Notice Board along with a report on the finances of the Board.

Annual General Meetings and Extraordinary Meetings

24. There shall be an Annual General Meeting held on or before the 31st March in each year open to all parents and legal guardians of children attending the School and the teaching staff of the School, for which a minimum of 14 days' notice shall be given. Teaching staff will only have a voting right if they are a parent or legal guardian of a child or children attending the school but will not be allowed to vote on staffing and employment issues.
25. The Board shall call an Extraordinary General Meeting if:
- a. the Board sees fit;
 - b. it is requested by the Trustees;
 - c. a petition signed by at least 15% (of current student numbers) of people eligible to attend and vote at the Annual General Meeting is delivered to the Secretary specifying the business for which the meeting is to be held, whereupon the Secretary in consultation with the Board shall within seven days fix a date for the meeting and give a minimum of 7 days' notice to all persons entitled to attend.
26. Extraordinary General Meetings shall be open to all parents or legal guardians of children attending the School and all teaching staff of the School. Teaching staff will only have a voting right if they are a parent or legal guardian of a child or children attending the school but will not be allowed to vote on staffing and employment issues.
27. The business of the Annual General Meeting shall be in this sequence and as follows:
- a. to confirm the minutes of the previous Annual General Meeting and any extraordinary general meetings held thereafter.
 - b. to consider the Board's Annual Report, copies of which shall be distributed at or before the meeting.
 - c. to consider the Head of School's report, copies of which shall be distributed at or before the meeting.
 - d. to receive and consider the Treasurer's report and the audited accounts signed by the chairperson and Secretary, copies of which shall be distributed at or before the meeting.
 - e. to elect members of the Board
 - f. to elect the Chairperson of the Board
 - g. to appoint an Auditor
 - h. to appoint Trustees in the event of vacancies

- i. to consider motions of matters submitted in writing to the Secretary of the Board at least 7 clear days prior to the Annual General Meeting.
28. A quorum for an Annual General Meeting or Extraordinary General Meeting shall be 10% of current students as of 2 weeks before the date of the AGM. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand reconvened to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Board may determine, and if at the reconvened meeting a quorum is not present within half an hour, those present shall be a quorum.
 29. Any question which comes up at the Annual General Meeting or an Extraordinary General Meeting shall be decided by show of hands except for the election or removal of Board Members, Chairperson or Trustee which shall be by secret ballot.
 30. The Chairperson shall preside at all Annual and Extraordinary General Meetings at which he/she is present. In his/her absence the Deputy Chairperson shall preside.
 31. Standing orders for all Annual and Extraordinary General Meetings shall be as follows:
 - a. Admittance shall be confined to persons qualified under Rules above and all attendees shall be required to sign an attendance register on arrival.
 - b. No discussion shall take place unless there is a question before the chair.
 - c. In all debates there shall be a time limit of five (5) minutes on the mover of the motion and of three (3) minutes on each other speaker, provided that by the Chairperson's consent, a specified extension of the time may be granted to any speaker.
 - d. Any motion may be amended without prior notice, but only one amendment shall be entertained at one time. If an amendment be carried out it shall become the substantive motion and the original motion shall lapse. The meeting will be competent to receive other amendments, one at a time, provided they are relevant to the question and these shall be decided in a like manner until the subject is disposed of.
 - e. No person shall speak more than once on any question, except the mover of the motion who shall be entitled to reply; and thereupon all discussions shall cease, and the question shall be put. Any person seconding a motion, or amendment, without remark, shall not be held to have spoken thereon. In the case of an amendment being lost, the Chairperson shall put the motion to the vote.
 - f. Any person, with the consent of the Chairperson, may offer an explanation of any particular expression used by him/her, but must confine himself/herself strictly to such.
 - g. On all questions and during all discussion speakers shall address the meeting through the Chairperson
 - h. The Chairperson shall have the right to vote on all questions, provided that he/she shall have a casting vote whenever the voting is equal for two consecutive votes.
 - i. No person shall enter or leave a meeting without the Chairperson's permission whilst a vote is being taken.
 - j. Any person shall be entitled to raise points of order. In all cases where a point of order is raised, the person concerned shall stand and state his/her point clearly and succinctly, and if another person is speaking, such person shall resume his/her seat until the point of order is decided.
 - k. The Chairperson shall decide on any matters of interpretation of the Rules of the constitution that may arise.
 - l. No motion for the suspension of any or all of these Standing Orders or other Rules shall be entertained.

- m. The use and appointment of scrutineers shall be at the discretion of the Chairman.
- n. If any person:
 - i. persistently and wilfully obstructs the business of the meeting; or
 - ii. is guilty of disorderly conduct; or
 - iii. uses objectionable words; or
 - iv. persistently and wilfully refuses to conform to Standing Orders; or
 - v. persistently and wilfully disregards the authority of the Chairperson,the Chairperson shall request him/her to leave the meeting.

Board Meetings

- 32. The Board shall meet at the call of the Chairperson at least nine times a year in addition to the Annual General Meeting.
- 33. The Chairperson shall hold office until the next Annual General Meeting and shall preside at all meetings of the Board at which he/she is present. In his/her absence the Deputy Chairperson shall preside.
- 34. A quorum of the Board shall be five (5) members.
- 35. Decisions of the Board shall be by consensus where possible. If not, issues shall be decided by a simple majority vote and ordinarily by show of hands. In the event of an equality of votes for two consecutive votes, the Chairperson shall have the casting vote.
- 36. The Board may establish such sub-committees as it deems appropriate and may appoint non- members to any sub-committees. The Sub-Committee shall report back to the Board.
- 37. The Board shall, subject to this Constitution, regulate its own procedure.
- 38. In the event that the Chairperson resigns (either from office or from the Board) or is terminated between Annual General Meetings, the Deputy Chairperson shall hold the office of Chairperson until the next Annual General Meeting.
- 39. In the event that the Deputy Chairperson, the Secretary or Treasurer resigns (either from office or from the Board) or is terminated between Annual General Meetings, the Board shall elect a replacement from amongst its own number or may co-opt a person under Rule 4

Powers of the Board of Management

- 40. The Board shall have power:
 - a. to act as the executive body of the Authority responsible for overall policy, planning and management directives.
 - b. to raise money in such a manner as the Board considers desirable, including without limiting the generality of the foregoing, by charging fees to attend any school or institution managed by the Board and for any service or facility provided by the Board.
 - c. to borrow money without security up to a limit of \$100,000-00 or such higher limit as may be approved by the Board of Trustees from time to time, and approved in writing.
 - d. to authorise the Board of Trustees to borrow money with security and to charge the assets of the Board.
 - e. to invest money not immediately required, in a bank deposit account or Government security.

- f. to acquire, build upon, pull down, rebuild, add to, alter, repair or improve any buildings or other structures.
- g. to authorise the Board of Trustees to sell, lease, charge, dispose of or otherwise deal in any real property of the Board.
- h. to enter into contracts for commercial purposes.
- i. to engage and dismiss staff, including the Head of School, on such salaries, terms and conditions as the Board may determine, to make such provisions for the housing, welfare and pensions of staff and their dependents as the Board considers desirable, and to enter into contracts for the employment of such staff. Teachers serving on the Board, howsoever appointed, excluding the Head of School, shall not have the right to vote on any issues concerning the appointment or termination of teaching staff.
- j. to buy, hire, sell, let out, maintain, alter and use such plant, vehicles, machinery, equipment, books and articles as the Board considers desirable.
- k. to make, and from time to time repeal, alter or replace policies and regulations for the conduct and management of any school or institution managed by the Board.
- l. to make such provisions for insurance as the Board sees prudent.
- m. to establish and to manage or assist in managing any trust scholarship.
- n. to establish and to manage or assist in managing such lectures and training courses and such educational and sporting events as the Board considers desirable.
- o. to establish and to manage or assist in managing such libraries as the Board considers desirable.
- p. to establish and to manage or assist in managing any trading store or publishing or printing business which the Board considers desirable.
- q. to ensure at intervals not exceeding three years, and in collaboration with the school community, an independent review of any school or institutions under its control in respect of facilities, administration, staffing, curriculum, accountability, communications, and any other measurable standards.
- r. generally, to do all such other things as may be necessary, or are in the opinion of the Board, conducive to the attainment of the objectives of the Board.

The Head of School

- 41. The Head of School shall be selected and employed by the Board for a fixed term of three (3) years on terms and conditions to be decided by the Board but without automatic renewal options. At least six months prior to the expiry of such contract, the position of Head of School shall be advertised and the Head of School shall have the right to re-apply. Such contract shall make provision for six months to be notified of termination by either party to be given. Teachers serving on the Board, howsoever appointed, shall not have the right to discuss or vote on any issues concerning the appointment or termination of the Head of School.
- 42. The Head of School, although accountable to the Board, shall administer and manage the school or institution concerned and is responsible for its efficient and effective day-to-day operations.
- 43. The Head of School shall present an annual report to the Annual General Meeting.

44. The Head of School shall implement policies, decisions and resolutions of the Board, and fulfill the duties of the position as described in the job description approved by the Board from time to time.

Trustees

45. There shall be five Trustees of the Board who shall remain in the office until death, resignation or removal by an Annual or Extraordinary General Meeting. The Trustees in office as at the date of adoption of this new Constitution shall continue to hold office. Thereafter, any vacancies for Trustees shall be filled by appointments at an Annual or Extraordinary General Meeting. Such appointees as Trustees must be resident Solomon Islands citizens or other persons with at least five (5) years current continuous residence in the Solomon Islands. At least two (2) Trustees shall be non- parents and non-teachers with no vested interest in the School. Before the commencement of any meeting at which any person is nominated for appointment as a Trustee, he/she shall signify his/her consent to such nomination to the Secretary of the Board.
46. The Trustees shall be incorporated under the Charitable Trusts Act (Cap 55) as the "New WOODFORD SCHOOL BOARD REGISTERED TRUSTEES INCORPORATED (Hereafter called the Board of Trustees)
47. All the property of the Board, real and personal, shall be vested in the Board of Trustees for the benefit of the Board and the School Community subject to the provisions of this Constitution.
48. All leases, borrowings, mortgages and charges shall be made and conducted in the name of the Board of Trustees and all deeds and instruments affecting the same shall be in the name of and executed by the Board of Trustees.
49. The Common Seal of the Board of Trustees shall be held in the custody of the Head of School and shall only be affixed to a document in the presence of and attested by two of the Trustees.
50. If the Board ceases to function one or more of the Trustees shall have the power to call an Extraordinary General Meeting.
51. If the Board ceases to operate Schools or Institutions as specified in Rule 2 hereof the Trustees shall have the responsibility and power to succeed, supersede and replace the Board until the next Annual General Meeting or Extraordinary General Meeting.

Indemnity

52. The Trustees and Board members shall not be liable for any loss suffered by the School as a result of the discharge of their respective duties on its behalf, except such loss as arises from their respective wilful default, and they shall be entitled to an indemnity out of the assets of the School for all expenses and other liabilities incurred by them in the discharge of their respective duties.

Amendments to the Constitution

53. This Constitution may be amended by a resolution at the Annual General Meeting or an Extraordinary Meeting provided that not less than two thirds of those parents and teaching staff attending vote in favor of such resolution.
54. Not less than 14 days' notice shall be given in writing to all parents, teaching staff and Board members of any proposed amendments or additions to be brought before a general meeting.

Dissolution

55. In the event of dissolution, the surplus funds and assets if any remaining after discharging all liabilities of the Board shall be devoted towards educational purposes in Solomon Islands and disposed of in such manner as the Trustees may decide.

Constitution accepted at the 2024 Annual General Meeting