



# Port Vila International School

## CONSTITUTION OF PORT VILA INTERNATIONAL SCHOOL

Adopted on the 25<sup>th</sup> day of May, 2021

### PREAMBLE - INTERPRETATION

In this Constitution, unless otherwise requires, the following words when capitalized and whether plural or singular, will have the following meaning:

“Act”	means the Charitable Associations (Incorporation) Act
“Association”	means the Association whose committee is registered under the name THE PORT VILA INTERNATIONAL SCHOOL COMMITTEE and the number 32308
“Board”	means the incorporated committee of the Association
“Chairperson”	means the Chairperson of the Board
“Constitution”	means the present Constitution
“Director”	means a member of the Board
“Employee”	means a person who has entered into an employment contract with the Board
“Members”	means the parents or guardians of a Student attending the School
“Principal”	means the Principal of the School
“School”	means the Association
“Secretary”	means the Secretary of the Board
“Student”	means a child or teenager enrolled in the School
“Treasurer”	means the Treasurer of the School
“Vice-Chairperson”	means the Vice-Chairperson of the School

## **1. NAME AND REGISTERED OFFICE OF THE ASSOCIATION**

**1.1.** The name of the Charitable Association is PORT VILA INTERNATIONAL SCHOOL.

**1.2.** The registered office of the Association is located at Port Vila International School, Erakor Bridge Area, Port Vila, Vanuatu.

## **2. OBJECTS OF THE ASSOCIATION**

**2.1.** The objects of the School are:

- provide education of excellence for Students in the greater Port Vila area
- provide an in-depth integrated curriculum, emphasizing, but not limited to, literacy, numeracy and science technology for the Students
- encourage effort, confidence and enthusiasm in all areas of each Student's development
- assist Students, families and staff to understand and accept individual differences
- promote co-operation and facilitate discussion between the parents of the Students and the teachers
- work to improve Students' abilities with a focus on improving individual strengths and weaknesses
- encourage and work with each Student to achieve their maximum potential
- assist Students to grow, experience and gain knowledge in a positive, safe and secure environment
- provide opportunities for the parents to take an active part in the life of the School
- with appropriate discipline, firmly but fairly applied, encourage a respect for authority, development of self-control and personal responsibility

**2.2.** The Board may do all things that help it to achieve these purposes, in accordance with these rules.

**2.3.** The Board may only do things and use the income and assets of the Association for the purposes aforementioned.

**2.4.** The Association must not distribute any income or assets, directly or indirectly, to its Members.

**2.5.** However, Section 2.4 does not stop the Board from doing the following things, provided they are done in good faith:

- paying Members for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Association, or
- making a payment or providing a benefit to a member in carrying out the Association's charitable purposes.



### **3. POWERS OF THE ASSOCIATION**

**3.1.** The Association is unincorporated and does not have the power of a legal person and may not for instance acquire, hold, deal with and dispose of property or enter into contracts.

**3.2.** According to Section 8 of the Act, all assets and liabilities held for the benefit of the Association shall vest in its incorporated committee that is called and known as the "Board".

**3.3.** All contracts made in writing by a committee incorporated under the Act, whether required by law to be in writing or not, shall be validly made, varied or discharged if signed by not less than two of its Members in accordance with the provisions of Section 5(2).

### **4. MEMBERSHIP**

#### **4.1. Automatic membership**

Each parent or guardian of a Student attending the School becomes automatically a member of the Association.

#### **4.2. When membership ends**

Membership in the Association shall be terminated upon resignation, removal, loss of custody, death or upon departure of the Student from the School.

#### **4.3. Registers of Members**

(1) The Board must keep a register of Members of the Association.

(2) The register must include the following particulars for each member:

- the full name of the member
- the postal and email address and the phone number of the member
- the date of admission as a member
- details about the termination or reinstatement of membership
- any other particulars the Board or the Members at a general meeting decide

(3) A public register showing only the names of the Members must be open for inspection by Members of the Association at all reasonable times.

(4) A Member must contact the Principal to arrange an on-site inspection of the public register. No copies should be taken.

(5) Members may request that their entries be removed or redacted on the public register available for inspection.

#### **4.4. Prohibition on use of information on register of Members**

A member of the Association must not:

- use information obtained from the register of Members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
- disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

### **5. BOARD**

#### **5.1. Composition**

##### **(1) Board structure**

(i) The governance, policies, and strategic direction of the School shall be directed by a Board which shall consist of 9 Directors including:

- One ex-officio Director: the Principal of the School
- 8 elected Directors

(ii) At least 6 of the 8 elected Directors must be a member of the Association at the time of his/her appointment and for the duration of his/her time on the Board.

(iii) The Board will remain validly incorporated even if, for whatever reason, it consists of less than 9 Directors, as long as the number of Directors is at least equal to the legal requirement of 6.

##### **(2) Electing the elected Directors**

(i) The elected Directors are elected by the Members of the Association voting at the annual general meeting by secret ballot.

(ii) Such Directors are elected for a term of two years. Directors whose term has ended may be re-elected.

(iii) The elected Directors are renewed by half at each annual general meeting.

(iv) In consultation with the Chairperson, the Principal must determine the form for Board Director nominations. A nomination for election as a Board Director must be in the form approved by the Principal. A member can nominate to be on the Board by completing and submitting the required nomination form to the Board at least 10 days before the annual general meeting.

(v) To be eligible, a person:

- must have a clean criminal record
- must give the Association his/her signed consent to act as a Director of the Association, and
- must not have been removed as a Director, pursuant to Section 5.1(3)(iii), in the last two years
- must not be an Employee of the Association or his/her spouse or partner, regardless of their marital status



- must not have been made bankrupt
- must not be the spouse or partner, regardless of their marital status, of a Director or another candidate

(vi) The list of the candidates' surnames in alphabetical order and their statements must be sent to the Members of the Association for at least 7 days immediately preceding the annual general meeting.

(vii) Balloting lists must be prepared containing the surnames of the candidates in alphabetical order.

(viii) At each rotation, the 4 candidates with the most votes shall be elected. In the event that the result of the vote allows the Directors, who are not Members of the Association, to be more than 2 on the Board, only the required number of them shall be elected. The remaining vacant positions will be attributed to the candidates, Members of the Association, having received the most votes.

(ix) For the sake of clarity, each voting right entitles its holder to cast a ballot containing as many names as there are positions to be filled. Any ballot containing more names than position to be filled shall be considered invalid. If the number of eligible applicants nominated to be elected Directors complies with the requirements of Section 5.1(1)(ii) and is equal to the number of elected Directors required, the positions are filled without holding a ballot.

(x) Under conditions to be determined in its sole discretion, the Board will take all reasonable steps to ensure that a sufficient number of candidates apply to fill the vacant positions. The Board shall make its best efforts to communicate effectively and early on the number of positions open to candidates who are not Members of the Association and on the qualities and skills sought in the directors to be elected. Emphasis should be placed on finding candidates with a background, skills and expertise in accounting, finance, administration of charitable associations or any other entities, education, legal, fundraising, construction and property, marketing and any other areas the Board deems necessary at the time of election.

### **(3) Resignation, removal or vacation of office of Directors**

(i) Ex-officio Director stops being on the Board if they cease to hold the office that entitles them to membership on the Board.

(ii) Elected Directors stops being on the Board if they:

- die or are incapable, whether mentally or physically, of managing their own affairs
- resign, by writing to the Board
- stop being a member of the Association, but only if, as a result, the number of elected Directors who are not Members of the Association exceeds 2
- are absent without the consent of the Board from all meetings of the Board held during a period of 3 months
- are sentenced for a crime
- are made bankrupt
- are not re-elected at the end of their term



(iii) The Board may also remove elected or appointed Directors if they fail to comply with any of their obligations as a Director or are considered guilty of a conduct that is prejudicial to the interests of the School. The following procedure shall be followed:

- a notice including the envisaged sanction and the reasons for this action will be sent to the concerned Director
- this notice should include the date of the Board meeting at which the concerned Director shall be invited to give his explanations
- if, at the end of this meeting, the dispute persists, a mediator will be chosen from among the Solicitors and Barristers of the Supreme Court of Vanuatu and will have to conduct a mediation in order to reconcile the parties' views
- in the event that mediation is unsuccessful, a new Board meeting will be held and the Directors may vote to remove the concerned Director

The Board will determine the timetable to finalize the matter as efficiently as possible. All decisions to be taken by the Board under this procedure shall be taken by a majority of the Directors (excluding the concerned Director) by secret ballot.

#### **(4) Vacancies**

If a vacancy exists, the Board can temporarily appoint, according to conditions and procedures that it will freely determine on a case-by-case basis, a new Director to fill the vacancy on the Board for the remainder of the predecessor's term. In making this appointment, the Board must consider the rule set at Section 5.1(1)(ii) and the importance of diversity and skills that would add value to the Board.

#### **(5) Appointment and removal of office bearers**

(i) The Directors shall choose by secret ballot, among the elected Directors, a Chairperson, a Vice-Chairperson, a Treasurer and a Secretary.

(ii) The Board may suspend or remove them from office at any time if they do not adequately perform their duties as set out in Section 5.2(3).

(iii) The Board must replace as soon as possible an office bearer who is suspended or removed or who is no longer a Director.

### **5.2. Powers and duties of the Board, Directors and office bearers**

#### **(1) Powers of the Board**

(i) The Board has the general control and management of the administration of the affairs of the School. It shall have all such powers and authority to do all such acts as are prescribed by and are within the scope of the Constitution and for the purposes of ensuring that the School attains its objectives.

(ii) The Board may exercise its powers:

- to raise funds; in doing so, the Association must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations



- to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use
- to sell, lease or otherwise dispose of all or any part of the property held for the benefit of the Association
- to erect, maintain, reconstruct and adapt any buildings or other structures for the purposes of the Association
- to borrow money and to charge the whole or any part of the property held for the benefit of the Association as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation
- to co-operate with other entities, voluntary bodies and statutory authorities and to exchange information and advice with them
- to contribute towards the establishment of any development project in Vanuatu which is initiated, established or developed by the Government of Vanuatu, overseas Government, international organization or non-governmental organisation
- to establish, support and affiliate any charitable organisations, associations or institutions having objects same as or similar to the objects of the Association
- to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity
- to deposit or invest funds, to set aside income as a reserve against future expenditure
- to recruit, select, appoint and manage the School leadership team (eg. the Principal, the Assistant Principal and the Deputy Principal)
- to employ and remunerate such staff as are necessary for carrying out purposes included in Section 2
- to enter into contracts with any contractors
- to pay for and fund the administration of the School
- to pay for legitimate and lawful expenses incurred for and on behalf of the School
- to establish scholarships, bursaries, funds or other financial arrangements to assist the parents of Students enrolled in the School
- to take such steps by personal or written appeals public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions, or otherwise
- to issue by-laws or any other written rules, acts or regulations to provide a framework for any aspect of its operation (in case of discrepancies between those by-laws and the Constitution, the provisions of the Constitution shall prevail)
- to do all such other things that the Board considers is incidental or conducive to the exercise of its powers and for the attainment of the above objects in Section 2.1 or any of them.

(iii) The Board may from time to time, and subject to such terms, conditions and limitations as the Board shall in its absolute discretion determine, delegate its powers, authority and rights to the Chairperson, the Principal or any other Director through appropriate instruments.

## **(2) Duties of the Directors**

The Directors must:

- comply with their legal duties under the laws of the Republic of Vanuatu
- comply with the Constitution and the by-laws or any other written rules, acts or regulations issued by the Board, and especially any Deeds that they are required to sign as a pre-condition of becoming a Director the content of which being determined by the Board at its discretion



- exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Board member of the Association
- act in good faith in the best interests of the Association and to further the charitable purposes of the Association
- not misuse their position as a Director
- not misuse information they gain in their role as a Director
- disclose any perceived or actual material conflicts of interest
- ensure that the financial affairs of the Association are managed responsibly, and
- not allow the Association to operate in the event of insolvency.

### **(3) Duties of the office bearers and the Principal**

#### **(i) Chairperson**

The Chairperson is responsible for the leadership, direction and coordination of the activities of the Board. The Chairperson is required to:

- preside at all general and Board meetings
- act as a signatory for the Board in all legal and financial purposes and execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board
- serve as an official spokesperson
- oversee development of relevant policies, strategic and business plans in order to achieve the purposes of the Association
- prepare the Board and general meetings agenda in consultation with other Directors
- perform all other duties incidental to his or her office and such other duties as may be required by law, by the Constitution or which may be prescribed from time to time by the Board.

#### **(ii) Vice-Chairperson**

The Vice-Chairperson shall assist the Chairperson in performing his/her duties and shall carry out the duties, functions and responsibilities of the Chairperson when the Chairperson is not present or is unable to act for any reason.

#### **(iii) Treasurer**

The Treasurer is responsible for all incoming and outgoing finances of the Association.

The Treasurer is required to:

- oversee the management of the financial affairs of the School
- cause to be prepared, by the management team of the School, an annual budget projecting income and expenditure for the financial year of the Association
- cause to be prepared, and cause to be certified, the financial statements of the Association

#### **(iv) Secretary**

The Secretary is responsible for effective maintenance and management of records of the Board.



The Secretary is required to:

- prepare and give notices of a general or a Board meeting and of the business to be conducted at the meeting in consultation with the Chairperson
- manage and keep written minutes of each meeting of the Members or the Board
- keep copies of all correspondence and other documents relating to the Association
- maintain the registers of Members of the Association
- ensure that the records of the Association are maintained as directed by law and made available when required by authorised persons
- manage general incoming and outgoing correspondence and ensure that accurate and sufficient documentation exists to meet legal requirements
- file returns and any other documents required by or under the Act or any other applicable laws

(v) Principal

The Principal is responsible for the performance of the day-to-day operations of the School and has effective control on:

- the determination of the educational offering of the School, its direction and development
- the recruitment, selection and employment and dismissal of teaching staff and other Employees of the School (except the members of the School leadership team as defined above)

He/she can serve as an official spokesperson of the School.

#### **(4) Remuneration**

The Directors shall not be remunerated as such provided that they may, if the Board thinks fit, be remunerated as contractor or consultant for any special work, service or mission beyond the ordinary routine work of a Director.

### **5.3. Meetings of the Board**

#### **(1) Calling and holding meetings**

(i) The Board may meet and conduct its proceedings as it considers appropriate but must meet at least once every 3 months to exercise its functions.

(ii) Notice of a meeting is to be given by the Secretary, at the direction of the Chairperson, at least 3 days before the meeting.

(iii) If the Secretary receives a written request signed by at least 33% of the Directors, the Secretary must call a special meeting of the Board by giving each Director notice of the meeting within 3 days after the Secretary receives the request.

(iv) The Board may hold meetings, or permit a Director to take part in its meetings, by using any technology that reasonably allows the Director to hear and take part in discussions as they happen. A Director who participates in the meeting as mentioned in this section is taken to be present at the meeting.



(v) The Chairperson is to preside as chairperson at a Board meeting. If the Chairperson is not present within 10 minutes after the time fixed for a Board meeting, the Vice-Chairperson shall be the chairperson. If none of them is present, the Directors may choose one of them to preside as chairperson at the meeting.

(vi) The Board may invite any person to advise it on any topic on the agenda. Such persons shall be entitled to take part in proceedings, give advice or make representations on matters that are currently before the Board but shall have no right to vote on any matters.

## **(2) Quorum for, and adjournment of, Board meeting**

(i) At a Board meeting, more than 50% of the Directors form a quorum.

(ii) If there is no quorum within 30 minutes after the time fixed for the Board meeting:

- the meeting is to be adjourned for at least 2 days; and
- the Directors who are present are to decide the day, time and place of the adjourned meeting.

(iii) At an adjourned meeting, the quorum is 3 Directors.

## **(3) Vote at meetings**

(i) A question arising at a Board meeting is to be decided by a majority vote of Directors present at the meeting and, if the votes are equal, the Chairperson has a casting vote.

(ii) If a Director has an interest in any matter coming before the Board (whether such interest is financial or otherwise), such Director shall disclose the interest and nature thereof to the Board before he or she takes part in any meeting regarding the same. If following such a disclosure, the Board feels that the Director concerned should not take part in any deliberation concerned with the matter, the Board may vote to have the Director excluded from the meeting at the time of such deliberation.

## **(4) Minutes of meetings**

(i) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting are entered in a minute book or appropriate electronic filing system.

(ii) To ensure the accuracy of the minutes, the minutes of each Board meeting must be signed by the chairperson of the meeting and the Secretary, verifying their accuracy.



## **(5) Resolutions of the Board without meeting**

A written resolution signed by each Director is as valid and effectual as if it had been passed at a Board meeting that was properly called and held. Such a resolution may consist of several documents in like form, each signed by one or more Directors.

## **6. COMMITTEES**

(i) The Board may appoint committees consisting of Members of the Association or any other persons considered appropriate by the Board.

(ii) The composition of a committee and the organization, purpose, and schedule of its work and deliberation shall be determined by the Board, in the Terms of Reference the Board shall issue at the time such a Committee is established.

(iii) The Board is not bound by the work and conclusions of a committee.

## **7. GENERAL MEETINGS OF MEMBERS**

### **7.1. Notice of general meeting**

(1) The Secretary must call a general meeting after:

- being directed to call the meeting by the Board; or
- being given a written request signed by at least 35% of the Members of the Association

(2) Notice must be given in writing at least 14 days before the meeting.

(3) A notice of a general meeting must state the business to be conducted at the meeting and include all supporting documents to enable Members to clearly understand the issues and cast an informed vote.

### **7.2. Quorum for, and adjournment of, general meeting**

(1) The quorum for a general meeting is more than 10% of the Members entitled to vote under Section 7.4(2).

(2) If there is no quorum within 30 minutes after the time fixed for the general meeting:

- the meeting is to be adjourned for at least 7 days; and
- the Board is to decide the day, time and place of the adjourned meeting.

(3) If a general meeting is adjourned, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

(4) At an adjourned meeting, the quorum is 5% of the Members.



### **7.3. Procedure at general meeting**

(1) A member may take part and vote in a general meeting in person or by proxy.

(2) At each general meeting the Chairperson is to preside as chairperson and the Chairperson is not present within 15 minutes after the time fixed for the meeting, the Vice- Chairperson shall be the chairperson. If none of them is present, the Directors present must elect one of them to be chairperson of the meeting.

(3) The chairperson must conduct the meeting in a proper and orderly way.

### **7.4. Voting at general meeting**

(1) Except as otherwise provided in this Constitution, at a general meeting, each question, matter or resolution must be decided by a majority of votes of the Members present or represented by a proxy.

(2) Each Student entitles his or her family (ie. parents or guardians, however many there are in each family) to one vote. A family may not have more than one vote, regardless of the number of their children enrolled in the School.

(3) The method of voting is to be decided by the Board. However, if at least 20% of the Members present demand a secret ballot, voting must be by secret ballot. As provided for in Section 5.1.(2)(i), the election of elected Directors is always by secret ballot as is the decision to wind-up, according to Section 12.1.

(4) If a secret ballot is held, the chairperson must appoint one Director and one member to conduct the secret ballot in the way the chairperson decides.

(5) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

### **7.5. Business to be conducted at general meeting**

#### **(1) Annual general meeting**

(i) Each annual general meeting must be held at least once each year and within 7 months after the end date of the financial year.

(ii) The following business must be conducted at each annual general meeting of the Association:

- receiving the Association's financial statement for the last financial year
- presenting the financial statement to the meeting for adoption
- electing half of elected Directors
- appointing an auditor, as necessary

## (2) Special general meeting

Any matters other than those required to be on the agenda of the annual general meeting shall be submitted to a special general meeting which may be called, under the conditions of section 7.1., at any time.

## 7.6. Minutes of general meetings

(1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book or appropriate electronic filing system.

(2) To ensure the accuracy of the minutes, the minutes of each general meeting must be signed by the chairperson of the meeting and the Secretary, verifying their accuracy.

(3) If asked by a member of the Association, the Secretary must, within 28 days after the request is made:

- make the minute book, whatever form it may take, for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
- give the member copies of the minutes of the meeting.

(4) The Board may require the member to pay the reasonable costs of providing copies of the minutes.

## 7.7. Proxies

(1) An instrument appointing a proxy must be in writing and be in the following or similar form:

<p><b>PORT VILA INTERNATIONAL SCHOOL</b></p> <p>I, [●] of [●], being a member of the Association, appoint [●] of [●] as my proxy to vote for me on my behalf at the general meeting of the Association, to be held on the [●] day of [●] 20[●] and at any adjournment of the meeting.</p> <p>Signed this [●] day of [●] 20[●].</p> <p><i>This form is to be used *in favour of/*against [strike out whichever is not wanted] the following resolutions</i> <i>[List relevant resolutions]</i></p>
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(2) A proxy may only be a member of the Association.

(3) A member of the Association may hold up to 2 proxies.

(4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.



(5) Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

(6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

## **8. GENERAL FINANCIAL MATTERS**

### **8.1. Accounting**

(1) The financial year of the Association is from January 1 to December 31, unless the Board passes a resolution to change the financial year.

(2) The Board must make and keep written financial records that:

- correctly record and explain the Association's transactions and financial position and performance, and
- enable true and fair financial statements to be prepared and to be audited

(3) The Board must also keep written records that correctly record its operations, and be able to produce these records if required by law.

(4) The financial statements in respect of a financial year will be audited. The auditor shall be appointed by the annual general meeting of Members for one year.

### **8.2. Funds**

(1) The funds of the Association consist of:

- School fees
- monies received from individuals, corporate bodies, companies, public and private institutions, governments etc. through gifts, assistance, fundraising, grants etc.

(2) The funds of the Association must be kept in an account in the name of the Association in a financial institution or institutions decided by the Board.

(3) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

(4) All amounts must be deposited in the financial institution account as soon as practicable after receipt.

(5) The Board may determine from time to time the signatories to the School's bank accounts and the conditions under which they shall exercise such authority.

(6) All expenditure must be approved or ratified at a Board meeting ; it being understood that all expenditure provided for in the budget duly approved by the Board shall be deemed to have been approved in accordance with this clause.



## 9. ARCHIVES

The Board must ensure the safe custody of books, documents, instruments of title and securities of the Association, whatever form they may take.

## 10. ALTERATION OF CONSTITUTION

This Constitution may only be amended, repealed or added to by more than 50% of the Members of the Association present or represented by a proxy at a special general meeting.

## 11. DISSOLUTION, WINDING UP AND DISTRIBUTION OF SURPLUS ASSETS

**11.1.** The Association shall not be dissolved unless it is required to be dissolved following cancellation of its certificate of incorporation pursuant to Section 10 of the Act or by a court order.

**11.2.** The Association can be wound up by a majority of 75% or more of its Members present or represented by proxy at a special general meeting by secret ballot.

**11.3.** If the Association is wound up as aforesaid or dissolved following a cancellation of its certificate of incorporation or by a court order, the following provisions shall apply:

(1) The Board shall appoint one of the Directors to act as a liquidator who shall prepare a statement of assets and liabilities of the School.

(2) The liquidator together with the Board shall take all such steps as are necessary to realize the assets of the School.

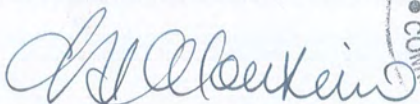
(3) The liquidator together with the Board shall take all such steps as are necessary to clear and discharge all liabilities lawfully incurred by or on behalf of the School.

(4) Out of the funds remaining after all debts and liabilities have been discharged, the Board shall pay all costs and expenses incurred as a result of the winding up of the School.

(5) Any remaining assets, after it has paid all debts and other liabilities (including the costs of winding up above):

- must not be distributed to the Members or former Members, or the Directors or former Directors of the Association, and
- must be distributed to another organisation or other organisations with similar purposes, which is/are charitable at law, and which is/are not carried on for the profit or personal gain of Members

Dated this 25<sup>th</sup> of May 2021



Lenise Monteiro, Chairperson









## 2021.5.25 BOARD MINUTES - Extract

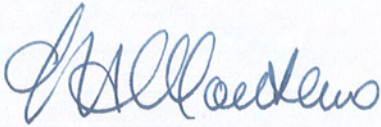
### Resolution of Directors

**PRESENT:** Lenise Monteiro, Chair (LM), Liz Pechan - Deputy Chair,(LP), David Armstrong, Principal (DA), Carmen Meyer, Secretary & Staff Rep (CM), Jarrod Herring (JH) Nick Howlett (NH); Sal Ernest, Treasurer (SE), Fremden Yanhambath (FY) Wilson Toa (WT)via zoom

**QUORUM:** It was noted that all members of the Company were present.

**AMENDED CONSTITUTION:** The Board of Directors of Port Vila International School do hereby unanimously resolve to approve and adopt the Amended Constitution attached hereto and bearing the same date, 25th May 2021, as this resolution.

**Dated this 25th day of May, 2021**

A handwritten signature in blue ink, appearing to read 'Lenise Monteiro', is written over a horizontal line.

Lenise Monteiro, Chairperson