



# **The Overseas School of Colombo**

## **BYLAWS**

**Adopted by the Board of Directors  
of the Overseas School of Colombo  
Colombo, Sri Lanka**

**Approved: November 2009  
Amended: 24 March 2016**

# BYLAWS OF THE OVERSEAS SCHOOL OF COLOMBO

The Overseas School of Colombo (“the School”) is a company situated in Colombo, Sri Lanka, operating in accordance with Articles of Association and a Memorandum of Association registered on March 31, 1958, under the Ceylon Companies Ordinance 51 of 1938, and according to the Companies Act No. 07 of 2007.

## **Article I School Vision, Mission and Values**

### Section 1 Vision Statement:

The Overseas School of Colombo shall be a model of excellence in education, nurturing and empowering our community of learners to achieve global success.

### Mission Statement:

The Overseas School of Colombo, an *IB World School*, is committed to guiding our global community toward international and intercultural understanding.

OSC develops the whole person as a responsible learner, striving for personal excellence within a culturally diverse environment.

### Section 2 The values of the school are drawn from the Learner Profile of the International Baccalaureate (IB) Organization.

The aim of IB programmes is to develop internationally minded people who, recognizing their common humanity and shared guardianship of the planet, help to create a better and more peaceful world.

IB learners strive to be inquirers, knowledgeable, thinkers, communicators, principled, open-minded, caring, risk-takers, balanced, and reflective.

## **Article II Board Responsibilities**

### Section 1 The Board of Directors of the Overseas School of Colombo (“the Board”) is the governing body of the School and shall manage the affairs of the company in accordance with the Articles of Association.

- Section 2 The major functions of the Board are:
- a. To determine the School’s mission and values;
  - b. To select a qualified Head of School (“the Head”), to whom operational authority for the administration of the School is granted;
  - c. In cooperation with the Head, to determine the Head’s annual goals and evaluate the Head’s performance yearly;
  - d. To determine the School’s strategic policies and ensure and monitor their implementation and performance;
  - e. To approve and monitor financial plans and to secure the financial resources needed for their implementation;
  - f. To ensure positive community relations with all internal and external stakeholders;
  - g. To ensure that the School conforms to ethical and legal requirements in line with the School’s mission and values;
  - h. To recruit new members for the Board who contribute to the Board’s ability to govern;
  - i. As needed, to adjudicate questions not resolved at the operational levels of the School.

- Section 3 It is the responsibility of individual Board Members to:
- a. Understand Board and Board member roles;
  - b. Be conversant with the School’s strategic policies;
  - c. Attend Board and committee meetings regularly;
  - d. Serve on at least one committee;
  - e. Support decisions of the Board and the Head;
  - f. Honor the confidentiality of Board executive sessions;
  - g. Avoid conflict of interest and, in the event that a conflict exists, declare it to the Board.

Section 4 The Board shall formulate goals for itself, conduct an assessment of its performance, and provide an orientation in Board responsibilities to all new and returning Board Members annually. The Board shall work with the Head to formulate his or her goals at the start of each school year and evaluate the Head’s performance annually.

Statutory Duties of a Director: Directors of the Overseas School of Colombo are bound by the duties listed in the Companies Act.

Reference section 187 to section 200 of the Companies Act No. 07 of 2007.

**Article III Officers of the Board**

Section 1 The officers of the Board are the Chair, Vice Chair, and Treasurer.

Section 2 No Board Member shall hold two offices simultaneously.

Section 3 The officers shall be elected annually by Board Members at the first meeting of the Board after the Annual General Meeting.

Section 4 The duties of the Chair are:

- a. To call and preside at meetings of the Board;
- b. To prepare agenda for Board meetings in co-operation with the Head;
- c. To act and enter agreements on behalf of the Board as authorized by the Board in advance or, in emergency situations, as soon as possible thereafter;
- d. To conduct correspondence on behalf of the Board;
- e. To represent the Board in its relations with external authorities;
- f. To settle relevant Board matters that arise between meetings, reporting to the Board any actions taken;
- g. To ensure committees are formed, functioning, and effective;
- h. In the case of a tie in votes by Board Members at a meeting of the Board, to cast the deciding vote.
- i. To disperse and dissolve ineffective and redundant committees.

Section 5 The Vice-Chair shall perform the duties of the Chair in his or her absence.

Section 6 The Chair of the Finance Committee shall serve as the Treasurer having the following duties:

- a. To oversee the School's finances and inform the Board about them;
- b. To ensure that the annual budget is prepared and presented to the Board for approval;
- c. To ensure that a financial report for the current school year is prepared and presented to the Board for approval;
- d. To ensure that a report on the results of operations and the financial condition of the School in comparison to the projected budget is presented periodically to the Board;
- e. To coordinate the performance of the annual audit.

#### **Article IV Board Composition and Board Elections**

- Section 1 The Board of Directors shall have not less than nine or more than ten voting members.
- Section 2 Nine of the Board Members shall be elected by the Company membership at an Annual General Meeting. All elected Board Members must be voting members of the Company.
- Section 3 An additional Board Member may be appointed by the Board from both inside or outside of the Company membership, to fulfill a specific requirement or need of the company at the time provided the total Board membership does not exceed ten and the appointment is approved by the Company membership at the next Annual General Meeting.
- Section 4 The Head shall be a non-voting member of the Board. The Head shall attend all Board meetings except those pertaining to the Head's performance and contract
- Section 5 An individual in a beneficial contractual relationship with the school or whose family member is in such a relationship shall not be eligible to serve as a Director.
- Section 6 No more than two nationals of any country shall be Board Members at any time.
- Section 7 The term of office of elected Board Members is three years. Elected Board Members may serve no more than three three-year terms. The Board Member appointed by the Board shall serve a one-year term and may be re-appointed by the Board for up to two additional one-year terms.
- Section 8 Elections and appointments to the Board shall be conducted in accordance with provisions from the Articles of Association.
- Section 9 The office of Board Member shall be vacated before the end of his or her term as specified in the Articles of Association.

#### **Article V Indemnification of Board Members**

- Section 1 All powers of the Board derived from the Memorandum of Association and Articles of Association are granted in terms of action as a group. Individual members exercise authority only as they act in conformity with decisions taken at duly convened, official meetings of the Board.
- Section 2 Board Members have no individual authority or responsibility for the legal or financial affairs of the school and are not individually liable for Board actions.
- Section 3 Every Board Member acting bona-fide in the interest of the Company shall be indemnified out of the assets of the Company against any liability incurred by such individual in any legal proceedings at the discretion of the Board.

**Article VI Board Member Remuneration and Reimbursement**

Section 1 Board Members shall receive no remuneration for their services as Board Members.

Section 2 Board Members may be reimbursed for all necessary and legitimate expenses incurred in attending any meetings other than regular or special Board meetings in the Colombo area, or in making any trips on official business for the school when so authorized by the Board.

**Article VII Conflict of Interest**

Section 1 No Board Member may enter into a relationship or transaction with the School or Company, or with any employee of the School or Company, which will bring material or private benefit to the Board Member, or a member of the Board Member's family, or a close associate of the Board Member, without the approval of the Board. If the Board determines that the relationship or transaction constitutes a conflict of interest or is otherwise detrimental to the interests of the School, the Board shall decide appropriate action.

**Article VIII Board Meetings**

Section 1 The Board shall meet at least four times yearly.

Section 2 The Board may meet in special meetings upon the decision of the Chair or at the request of at least three Board Members. Board Members' request for a special meeting shall indicate the subject(s) proposed for discussion and the date proposed for such a meeting. Notice of special meetings called by the Chair shall be in writing to all Board members.

Section 3 All meetings of the Board shall be open to members of the Company, its employees, and students, unless the Chair determines that items to be discussed are of a sensitive or confidential nature, in which case the Chair may cause the Board to meet in executive session.

Section 4 Five Board Members are required for a quorum of the Board, The Chair or the Vice-Chair must be present at any meeting of the Board.

Section 5 There shall be no voting by proxy.

Section 6 All questions not specifically provided for in the bylaws or Memorandum and Articles of Association shall be decided in accordance with "Roberts' Rules of Order."

Section 7 The Chair shall, in consultation with the Head and other Board Members, prepare an agenda prior to each meeting. Whenever possible, the Board shall post the agenda at the school at least one week in advance of the meeting.

- Section 8 Any member may request the addition of an agenda item or an opportunity to address the meeting. The Board must receive the request in writing at least five days in advance of the meeting. Acceptance of such requests shall be at the discretion of the Chair.
- Section 9 Observers may address comments or questions to the Board at the meeting by invitation of the Chair. The Chair reserves the right to limit observers' comments or questions and to request any or all observers to withdraw from the meeting at any time.
- Section 10 Minutes of each meeting of the Board shall be recorded. The minutes shall be approved by the Board and signed by the Chair at a subsequent regular meeting.
- Section 11 Except for minutes taken during the executive session, all minutes shall be considered public records and shall be available for inspection at the school. Minutes taken during an executive session shall be disclosed only when such disclosure is required by law or upon approval by the Board.
- Section 12 A resolution in writing signed by all the Board Members shall be as valid and effectual as if it had been passed at a Meeting of the Board Members duly called and constituted.

**Article IX Board Committees**

- Section 1 The Board shall function through committees. Each committee shall be comprised of a minimum of three Board Members. The Board Chair and the Head shall be ex officio members of every committee.
- Section 2 The Board Chair ensures that all committees are suitably constituted. The Board can, where needed, co-opt non-Board Members to serve on committees in an advisory role.
- Section 3 Any Board Member may attend any committee meeting.
- Section 4 There are two standing committees of the Board:
- a. The Finance Committee, which shall be responsible for reviewing the annual budget, monitoring income and expenses throughout the year, nominating an independent auditing firm for approval at the Annual General Meeting, and other duties as deemed necessary. The Finance Committee Chair shall appoint a task force on remuneration as part of the annual budgeting process.
  - b. The Governance Committee, which shall be responsible for organizing elections and appointments of Board Members to the Board, inducting new Board Members, ensuring that the Board assesses its own performance annually, and other duties as deemed necessary. The Governance Committee Chair shall appoint a task force on succession planning.
- Section 5 Other task forces may be formed by the Chair as and when the specific need arises. When the task assigned has been accomplished, the task force should be dissolved.

## **Article X      The Responsibilities of the Head of School**

Section 1      The Chief Executive Officer of the Overseas School of Colombo is the Head of School.

Section 2      The Board holds the Head responsible for the administration of its policies, the execution of Board decisions, and all School operations. The Head shall be responsible only to the Board as an officially convened body.

Section 3      The Head's specific functions are:

- a.      To be responsible for the educational needs and welfare of the students.
- b.      To provide leadership, guidance and direction to the administrative, instructional and support services staffs in achieving school goals.
- c.      To supervise all aspects of school operations, including: personnel management and relations; financial management; school plant management and development; curriculum and instruction; student performance; and other management duties, effectively utilizing personnel, financial and physical resources available according to priorities set by the Board of Board Members.
- d.      To supervise the procurement, use and disposal of all goods and services required by the school for its programmes and operations with maximum cost-effectiveness and efficiency consistent with the policies and directives of the Board of Board Members.
- e.      To supervise the receipt and expenditure of funds in accordance with the policies and directives of the school Board.
- f.      To recruit, hire, assign duties to and (as necessary) terminate the academic, administrative and service staff members in accordance with established OSC policies and Conditions of Service governing such matters.
- g.      To supervise and evaluate, directly or by delegation, the work of the instructional, administrative and service staff, while providing counsel, assistance with professional development and motivation to the school employees in order to foster teamwork and high performance.
- h.      To attend and participate in all meetings of the Board of Board Members except those in which his performance and contract are being discussed, serving as primary spokesman for the school administration and making recommendations concerning the effective operations of the school, and to keep the Board fully informed of all matters related to school policies and regulations.

Section 4      In an emergency situation where applicable guidance does not exist, the Head shall immediately contact the Chair or, if the Chair is unavailable, an appropriate member of the Board, for guidance. Should the emergency situation not allow for time to contact the Chair or other Board Member, the



Head shall take appropriate action and shall inform the Board immediately following the incident.

**Section XI The School Calendar**

Section I The Head shall draft a school calendar for the forthcoming academic year and shall submit it to the Board for approval by the April Board meeting. This calendar shall be finalized after the Poya Day schedule is published by the Government in mid-August.

**Section XII Revision of bylaws**

Section I A resolution to amend these bylaws must be read and considered at two Board meetings before a vote is taken. The passage of an amendment to the bylaws requires an affirmative vote of at least two-thirds Board Members.

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Ref:Bylaws of the Overseas School of Colombo/65:OSC Policies and Procedures