



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

Amended 01 June 2023

BYLAWS OF THE OVERSEAS SCHOOL OF COLOMBO (GUARANTEE) LIMITED

The Overseas School of Colombo (Guarantee) Limited (“the School”) also sometimes referred to as OSC is a Company situated in Colombo, Sri Lanka, operating in accordance with its Articles of Association registered on 11th April, 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 I

Vision Statement:

At OSC we live our mission by creating space and time for learners to engage in mutually respectful and enriching connections; teaching intercultural understanding, development and competencies; fostering a culture of learning that sparks joy, thinking and inquiry; nurturing personal identity so that every learner feels a sense of belonging; and inviting all learners to persevere in their learning journey.

Mission Statement:

Compassion, Courage and Curiosity

Motto:

Unity in Diversity

Values:

We value community and relationships
We value process and growth
We value integrity and dignity
We value empowerment and taking action
We value sustainability
We value creativity and expression

Article II Membership

Section I

The registration of at least one child/dependent of a person as a student of OSC and the signing of an undertaking that the person will contribute to the to the assets of the Company

in the event of the Company being put into liquidation in an amount specified in the Articles of Association of the Company will entitle a person to be registered as a member of the Company and their name/s entered in the Register of Members. Both parents/guardians of such a child shall be deemed to be members and be bound by the Articles of Association of the Company.

Section 2

Membership is effective only for the duration of the enrolment of the member's child/children in the school. End of enrollment for such purposes in relation to children leaving at the end of any school year shall be deemed to be the expiry of One (01) week from the last day of such school year. In the case of children leaving mid-year, end of enrolment shall be the last day of school of such child/children.

Section 3

Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Company provided that parents who are employees of the Company shall not have voting rights or if payments of tuition and fees are outstanding. Provided however that members who are receiving financial assistance from the School shall not be disqualified from voting at general meetings. Every member entitled to vote shall have one vote irrespective of the number of children enrolled by him/her in the School.

Section 4

Provisions relating to notices, proceedings at General Meetings, votes of Members, proxies, accounts and audit are set out in the Articles of Association.

Section 5

Membership in the Corporation is terminated when:

- a) the member dies;
- b) a member fails to make payments of tuition and fees are outstanding and has received due notice from the School;
- c) the member is expelled in accordance with Section 6 below or is otherwise terminated in accordance with the Articles of Association or by-laws;
- d) the member's term of membership expires; or
- e) the Company is liquidated or dissolved under the Companies Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Company, automatically cease to exist.

Section 6

The Board shall have authority to to take any action as considered appropriate against any member of the Company for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Company;
- b. carrying out any conduct which may be detrimental to the Company as determined by the Board in its sole discretion;
- c. for any other reason that the Board in its sole and absolute discretion considers

to be reasonable, having regard to the purpose of the Company. In the event that the board should wish to take action against a member the Chair, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of such proposed action to the member and shall require the member to ~~shall~~ provide reasons to the board as to why such action should not be taken against him/her. The member may submit such reasons in writing to the Board in response to the notice received within such twenty (20) day period. In the event that no written submissions are received, the Board may proceed to notify the member of the action imposed by the board. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

Article III Board Responsibilities

Section I

The Board of Directors of The Overseas School of Colombo (Guarantee) Limited ("the Board") is the governing body of the School and shall manage the affairs of the Company in accordance with the Companies Act and its Articles of Association.

Section 2

The major functions of the Board include but are not limited to the following-

- 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 delegated; provided however, that the Directors shall have the ultimate responsibility for the management of the business and affairs of the Company;
- 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 Identify new Directors 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 Directors to:

- a) Understand Board and their individual 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) Publicly support decisions of the Board and the Head as needed;
- 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 Directors. 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 OSC are bound by the duties listed in the Companies Act.

Article IV Chair of the Board of Directors

Section 1

The Directors shall elect a Chair in accordance with Article 13.5 of the Articles of Association.

Section 2

The duties of the Chair are:

- a) To preside at meetings of the Members and Board;
- b) To prepare agenda for Board meetings in cooperation 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 Directors at a meeting of the Board, to cast an additional vote.
- i) To disperse and dissolve ineffective and redundant committees.

Section 3

Any Director acting in accordance with the provisions of Article 13.5 of the Articles of Association shall perform the duties of the Chair in his or her absence.

Article V Board Composition and Board Elections

Section 1

The Board of Directors shall have not less than five or more than seven voting members.

Section 2

Seven of the Directors shall be elected by the Company membership at an Annual General Meeting. All Elected Directors must be voting members of the Company.

Section 3

Two additional Designated Directors may be appointed by the Board from inside or outside of the Company membership, for their ability to provide the Board with specialized expertise provided the total number of Directors does not exceed nine. Designated Directors are entitled to vote in the same manner as Elected Directors.

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 Directors at any time. In consideration of such nationality requirements both nationalities of any Dual Citizen shall be considered. Only one parent/guardian of a child shall be eligible to serve as a Director at any given time.

Section 7

The initial term of office of Elected Directors is two years. Upon the lapse of such initial term such Director shall be eligible for election in accordance with Article 9.1 of the Articles of Association of the Company.

Section 8

The provisions of Article 9.2 shall apply in the event the Board fills a vacancy created by the resignation, removal or disqualification of an Elected or Designated Director.

Section 9

Elections and appointments to the Board shall be conducted in accordance with provisions of the Articles of Association.

Section 10

The office of a Director shall be vacated before the end of his or her term as specified in the Articles of Association.

Article VI Indemnification of Directors and Officers

Section I

Every Director or Officer of the Company acting bona-fide in the interest of the Company shall be indemnified out of the assets of the Company only as provided for in the Companies Act 7 of 2007.

Article VII Board Member Remuneration and Reimbursement

Section I

Directors shall receive no remuneration for their services.

Section 2

Directors 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 VIII Conflict of Interest

Section 1

No Director 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 Director, or a member of the Director's family, or a close associate of the Director, without the approval of the Board. If a Directors believes that there could be a conflict of interest or a potential interest he shall make a declaration to that effect to the Board and recuse from voting on the transaction. 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 IX Board of Directors 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 Directors. Directors' 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 Directors.

Section 3

A majority of the Directors are required for a quorum of the Board.

Section 4

There shall be no voting by proxy.

Section 5

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

Section 6

The Chair shall, in consultation with the Head and other Board Members Directors, prepare an agenda prior to each Board Executive session meeting.

Section 7

Minutes of Directors Executive session meetings shall be recorded. The minutes shall be

approved by the Board and signed by the Chair at a subsequent meeting.

Section 8

Minutes taken during an executive session Directors meetings shall be disclosed only when such disclosure is required by law or upon approval by the Board.

Section 9

A resolution in writing signed by all the Directors (provided such number of Directors shall constitute a valid quorum of Directors as set out above) shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly called and constituted.

Article X Board Committees

Section 1

The Board may delegate functions to committees as set forth herein. Each committee shall be comprised of a minimum of three Directors. The Board Chair and the Head shall be ex officio members of every committee.

Section 2

The Board should ensure that all committees are suitably constituted. The Board can, where needed, co-opt individuals who are not Directors to serve on committees in an advisory role.

Section 3

Any Director 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.

The Terms of Reference of the Finance Committee as approved by the Board are attached hereto marked Annexure A.

b. The Governance Committee, which shall be responsible for organizing elections and appointments of Directors to the Board, inducting new Directors, 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 nominations and succession planning.

The Terms of Reference of the Governance Committee as approved by the Board are attached hereto marked Annexure B.

Section 5

Minutes of all committee meetings shall be recorded and be available for reference of the Directors.

Section 6

Each committee will fix time lines and their own procedure based on a need basis.

Section 7

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 XII The Responsibilities of the Head of School

Section 1

The Chief Executive Officer of The Overseas School of Colombo (Guarantee) Limited 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.
- 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.

- 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 and committees except those in which his/her 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 XIII Revision of bylaws

Section I

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