



# THE ALICE SMITH SCHOOLS ASSOCIATION

(001923-A)

## CONSTITUTION OF THE ALICE SMITH SCHOOL FOUNDATION

An outstanding British education for a successful international *future*. For *students*... not for profit.

## 1. Definitions

In this Constitution:

<b>"ASSA"</b>	means The Alice Smith Schools Association, a company limited by guarantee.
<b>"Board"</b>	means the Foundation Board delegated power by the Council of Governors to manage the affairs of the Foundation under the Delegation Policy)
<b>"Council of Governors"</b>	means the governors of ASSA.
<b>"Foundation"</b>	means The Alice Smith School Foundation.
<b>"Governor"</b>	means any governor of ASSA.
<b>"Secretary"</b>	means the secretary to the Council of Governors or such other person designated by the Board and approved by the Council of Governors to perform the duties of the secretary to the Board.

## 2. Purpose of the Foundation

- 2.1. The Foundation has been established to support the philanthropic work of the school and further enhance the commitment of the school to education in Malaysia.
- 2.2. The primary aim of the Foundation is to raise awareness and financial support from the community for enhancements in these five areas of funding:
  - 2.2.1. Scholarships and Bursaries
  - 2.2.2. Community
  - 2.2.3. Special Educational Projects
  - 2.2.4. Building and Facilities
  - 2.2.5. Endowment
- 2.3. Soliciting donations and gifts will support the school in achieving its vision "to lead the pursuit of excellence in learning through nurturing, inspiring and enriching the lives and characters of young people".

### 3. Role of Board and Board members

- 3.1. The role of the Board is to provide strategic direction and leadership to, and to oversee the governance of the management of the Foundation for the purpose set out in Clause 2.
- 3.2. The business of the Foundation shall be managed by the Board and the Board shall oversee and approve the following:
  - 3.2.1. the annual fundraising plan for the Foundation including priorities and targets;
  - 3.2.2. the allocation of contributions across the five areas of funding as specified in Clause 2;
  - 3.2.3. the distribution of funds; and
  - 3.2.4. the annual report on the activities of the Foundation for presentation at ASSA's annual general meeting.
- 3.3. Members of the Board shall act as ambassadors for the Foundation, supporting fundraising by offering strategic advice, assisting with introductions and connections in the wider community and suggesting potential donors to the Foundation.

### 4. Membership of the Board

- 4.1. The Board shall comprise a minimum of **five (5)** members.
- 4.2. At least 50% of the membership of the board shall be Governors.
- 4.3. All members of the Board shall be approved by the Council of Governors on an annual basis and serve at the sole discretion of the Council of Governors.
- 4.4. Members may resign at any time by giving a notice in writing to the Secretary.

### 5. Meetings

- 5.1. The Board shall meet at least **three (3)** times during ASSA's academic year.

- 5.2. Matters arising at any meeting shall be decided by a majority of votes and each member shall have one vote. In the case of an equality of vote, the matter will be referred to the Council of Governors whose decision shall be final.
- 5.3. The Head of School or their designate shall be invited to attend the meetings of the Board.
- 5.4. The quorum necessary for the transaction of business by the Board shall be three (3) members of the Board and the Head of School or their designate, of which at least one of the members of the Board shall be a governor.
- 5.5. The Chair of the Board shall be appointed by the Council of Governors.
- 5.6. Should the Chair of the Board be unable to attend a Board meeting, the Board shall appoint a replacement Chair for that meeting.
- 5.7. The Secretary shall give at least fourteen (14) days notice of each Board meeting and shall provide the following administrative support to the Chair of the Board:
  - 5.7.1. distributing meeting agendas and collation of meeting documents in advance of the Board meeting;
  - 5.7.2. taking minutes of the meeting and recording all action items arising from the meeting; and
  - 5.7.3. making available to all Board members minutes of meetings and all documents forming part of the Board's meeting packs.
- 5.8. As the Board is a sub-committee of the Council of Governors, all minutes of Board meetings shall be made available on the Council of Governors portal and shall be included in the meeting pack for the next Council of Governors meeting.

## 6. Governance

- 6.1. All members of the Board shall comply with the Code of conduct for Foundation Board members.
- 6.2. All members of the Board shall be members of ASSA.
- 6.3. All members of the Board shall disclose any interest and/or connection they have with respect to any third party who may have dealings with the Foundation.

## 7. Financial delegation and reporting

- 7.1. The Board is authorised to raise funds and allocate them for the purposes specified in Clause 2 and to manage such funds within the delegated authority stipulated in the Financial Management Policy.
- 7.2. The financial books and records of the Foundation shall be maintained by ASSA in accordance with all applicable accounting standards.
- 7.3. The Board shall provide a statement on a termly basis of the financial activities of the Foundation to the Council of Governors.
- 7.4. On an annual basis, the Board shall prepare an administration budget of the Foundation for approval by the Council of Governors.
- 7.5. A written report on the activities of the Foundation shall be published annually and presented at ASSA's annual general meeting.