

## CONSTITUTION OF SWEDISH SCHOOL SOCIETY

### *Preamble*

1. The Swedish School Society was incorporated on the 14<sup>th</sup> September 1970 under the Tanzanian Trustees Incorporation Ordinance (1956). The Society is governed by this constitution, which since April 2009 has been written in English.
2. The Swedish School Society exists for the sole purpose of operating the Nordic School and related activities such as the Nordic Sports Club.

### *Place, vision and mission*

3. The Swedish School Society (herein after called the School) is situated in Ruvu Street, Msasani, Dar es Salaam.

### VISION

4. The School wants to be recognized as one of the best schools in Dar es Salaam attracting a majority of Nordic children in town.

### MISSION

5. The School provides a Nordic educational environment based on a curriculum that follows Nordic Principles of child-centered education. The curriculum is updated as necessary.
6. Children of the School will develop and maintain the Nordic identity and develop intercultural understanding in safe and secure surroundings.
7. The School is governed by a General Assembly of parents overseen by an elected board of parents and is financially self-sustained.

### *Member parents*

8. Parents are those with children enrolled in the School, which carry the parental custody (hereinafter called Member parents). Parents are no longer members at the time they no longer have children enrolled in the School.
9. Member parents are expected to fully subscribe to, and engage in, the school's mission and culture.
10. It is the responsibility of the Member parents to oversee the operations of the School and that the School is operated according to its vision and mission.
11. Member parents cannot at any time be kept personally accountable for any debt the School may have or incur.

12. The Board of the Swedish School Society (hereinafter called the Board) can decide to expel a child from the School due to lack of payment of school fees or other fees, or if the child or its parents are counter productive towards the School, or show severe disloyalty to the School and its vision and missions. Such a decision by the Board can be brought forward to the General Assembly and the General Assembly can revoke the decision made by the Board.

### ***School operations***

13. The School is operated based on school fees and other fees paid to the School and parents in kind contributions. The School can at any time receive sponsorship or other financial support to cover costs of the School operations.
14. Member parents are responsible for paying the school fees.
15. Any School assets or any surplus the School may generate will belong to the School only. The taking of loans should be avoided.
16. Every Financial year should in principle cover all costs for running the School, including maintenance and possible investments.
17. Any surplus generated by School operations will be carried forward to the next fiscal year for consolidation, maintenance etc, decided by the Board and endorsed by the General Assembly.

### ***General Assembly***

18. The General Assembly consists of all Member parents.
19. The General Assembly elects the Board, which is the highest authority of the School.
20. The Board and the General Assembly decide in unity on procurement and sales of premises and loan taking.
21. The Board and the General Assembly decide in unity regarding any changes to the constitution and decisions regarding the cessation of the School.
22. The General Assembly endorses the annual budget (including school fees, parent in kind contributions and other fees required to meet the budget) proposed by the Board.
23. The General Assembly endorses the Board's recommendation for the position as School Director.
24. The ordinary General Assembly is held every year in the month of October and is convened by the Board through a letter to all Member parents no later than four weeks prior to the General Assembly. In this letter information is provided on

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outgoing board members and the call for incoming board members. The letter will also include other proposals for decisions to be made by the General Assembly.

25. Member parents will submit to the Board wishes to be decided/discussed at the General Assembly no later than 14 days prior to the General Assembly. The Agenda for the General Assembly will be submitted to all member parents together with the audited accounts, proposal for annual budget and any incoming suggestions no later than 7 days in advance of the General Assembly. The agenda will as a minimum include the following agenda points:
- a. Election of chairperson; person taking minutes and; (if necessary) vote counter.
  - b. Annual report from the Board;
  - c. Annual report from the Director;
  - d. Presentation of the audited accounts;
  - e. Presentation of Annual budget and cash-flow;
  - f. Endorsement of the Board's proposal for school fees and other fees;
  - g. Election of Board Members. Any member parent can suggest a member parent for the Board. A proposed Board member parent will be submitted to an election committee no later than 3 days prior to the Ordinary General Assembly. (The Board is responsible for making sure that only Member parents cast their vote. One vote per member parent.);
  - h. Election of election committee for the coming year.
  - i. Incoming suggestions;
  - j. Any Other Business.
26. An Extraordinary General Assembly can be convened upon request of the Board or at least 1/8 of all member parents. The Extraordinary General Assembly will take place no later than 4 weeks after it has been requested. An Extraordinary General Assembly shall be convened with at least 7 days' notice by letter to all Member parents and must include an agenda for the meeting.
27. As a main rule all General Assembly decisions are made by way of simple majority. The only exception from the main rule is for decisions relating to the changing of the constitution and the cessation of the School (See later). The General Assembly can make decisions regardless of the number of member parents presented.

28. Only Member parents present at the General Assembly have the right to vote. Each Member parent<sup>1</sup> has 1 vote regardless of number of children enrolled at the School. Ballots can be requested.
29. Minutes are taken at every General Assembly meeting. The minutes shall be signed by the chairperson of the General Assembly and sent to all member parents no later than 4 weeks after the General Assembly and always in advance of the next General Assembly.

### ***The Board and its members***

30. The Board consists of 5 members plus two alternates. Members are elected by the General Assembly for two (2) years. Election for three (3) members should be done in even years and the other two (2) members in odd years. Board members are eligible for re-election twice. All Member Parents are eligible for election to the Board. The composition of the Board should strive at being gender balanced.
31. Two Alternates are elected by the General Assembly. Alternates are invited to all Board meetings. Alternates will gain voting rights if one or two original board members cannot attend a board meeting.
32. The alternates should be categorized as Alternate One and Alternate Two. Alternate One will be the first to gain voting right at a board meeting, if one of the board members cannot attend. Alternate Two will have voting rights if there are more than one board members missing, or if one board member and Alternate One cannot attend the meeting.
33. The Board elects the chair and vice-chair of the Board at its first meeting after the ordinary General Assembly. At that same meeting the Board agrees on procedures for calling of meetings, formulation of agenda, and how to involve, as observer, the Director and a representative from the School staff in Board meetings.
34. Board members can only be held personally accountable for debt incurred to the School as a result of gross negligence, e.g. for failing to take obvious steps to prevent loss or injury or misuse of funds for personal gains.
35. The Board can make decisions (quorum) when at least half of its members are present in person at the meeting. Board decisions are made on a consensus basis. If a decision cannot be reached the proposal is taken forward to the next board meeting, if consensus is not reached at that next meeting the majority will decide. In the event of a tie the Chairman's vote is decisive.
36. The chair of the Board chairs all meetings, and in the absence of the chair, the vice chair will chair the meeting. The chair/vice chair is responsible for having minutes drafted from all meetings as an accurate account of the meeting. At each meeting minutes from the previous meeting are adopted and signed by the appointed minute taker and the Chair.

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<sup>1</sup> Each member parent = both parents in one family

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***The work and responsibility of the Board***

37. The Board is the principal authority of the school. In all questions, including questions concerning school economy and operations, the Board is guided by the School's constitution.
38. The Board develops the roles and responsibilities and guidelines for the Director and can decide to defer decisions on daily operations and management to the Director under authority of the Board. Deferral of decisions to the Director may include decisions relating to the recruitment and dismissal of staff and daily decisions of economic character within the frame of the approved budget.
39. The Board proposes to the General Assembly the Director. The Board is responsible for recruiting and dismissing the Director.
40. The Director in consultation and together with at least one board member can hire and dismiss staff members; refer also to paragraph 38.
41. The Board approves the level of school fees subject to the endorsement by the General Assembly. The Board may also stipulate in-kind contributions from member parents to be endorsed by the General Assembly.
42. The fiscal year of the School runs from July 1 until June 30 the following year.
43. On an annual basis the Board is responsible for presenting to the General Assembly the Annual report, which includes the audited accounts, the budget for the coming year and the cash-flow. The annual accounts must be audited at least 3 month after the closure of the fiscal year and well in advance of the General Assembly. The Board appoints the auditor. The Chair of the Board shall sign the audited accounts.
44. All member parents shall have access to the budget, accounts, annual report and auditor's report, as approved by the Board.
45. The Board can appoint any relevant committee at any given time. All committees report to the Board, apart from the Election committee that reports to the General Assembly.
46. For external purposes the School is represented by the Chair of the Board and the Director in unity or one of those together with the Vice chair.
47. The Director is responsible for meeting the pedagogical principles outlined by the Board.
48. The Board cannot be dismissed during its election term. In the event that the Chair of the Board is expected to be leaving the group of member parents, she/he will be required to step down no later than 6 months prior to that event or as soon as possible.
49. No member of the Board can own part of or all premises of the School.

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**50. Trustees:**

1. There shall be at least three (3) trustees of Swedish School Society each of whom shall be elected by the Board, and shall altogether be known by the name Swedish School Society Registered Trustees.
2. A person who is a member of the Board shall not be eligible for election as a trustee.
3. A person elected as trustee shall hold office for a term of five (5) years and shall be eligible for re-election.
4. A person elected as trustee has to be a resident of Tanzania and will adhere to the rules governing the Board of Trustees of the Swedish School Society.
5. The document titled ‘Rules of Conduct of the Swedish School Society Registered Trustees’ describes the role of the Trustee and expectations and deliverables between the Board and the Trustee.
6. A person shall cease to be a trustee and his place shall be vacant if:
  - a. He/she is no longer a resident of Tanzania
  - b. he/she resigns from being a Trustee;
  - c. he/she dies;
  - d. he/she becomes insolvent;
  - e. he/she is convicted of an offence involving moral turpitude, or is otherwise punished for an offence with imprisonment for a term exceeding six (6) months;
  - f. he/she is elected to hold office on the Board
  - g. he/she is asked by the Board to resign or be removed from office by the Board for failure to perform to the expectation of the Board.
7. The Swedish School Society Registered Trustees shall, upon incorporation, become a body corporate in which shall be vested all the movable and immovable property of the Society.
8. The Board shall make rules governing Trustees to be called “Rules of Conduct of the Swedish School Society Registered Trustees”.

***Change of the constitution***

51. The Board and the General Assembly decide in unity to change of the constitution. The decision at the General Assembly can only be made after two consecutive meetings with at least 14 days interval.
52. For changes in the constitution to enter into effect, it requires that at least  $\frac{3}{4}$  of all member parents participating in the General Assembly agree to the changes. At the consecutive meeting simple majority is required.
53. The Board has the responsibility to see to that the constitution is always updated and reflects the governance and operation of the school.

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***The School's cessation***

54. The General Assembly decides on cessation of the school. This requires decision at two consecutive General Assembly meetings with at least 14 days interval.
55. Call for the General Assembly to cease the school shall always include a detailed justification for the proposal.
56. At the first General Assembly convening to decide on cessation of the school at least half of the member parents present, shall cast their vote and at least 2/3 shall vote for cessation. At the second General Assembly at least ¾ of the member parents present must vote for cessation.
57. If the school cannot be operated according to its vision and mission or due to liquidation the Board makes the decision to cease the School.
58. Immediately after a decision to cease the School has been made it is the responsibility of the Board to inform all Member parents about the justification for the decision.
59. The Board has the responsibility to continue to run the School up until the date of final closure, including handling of closure of all accounts and handling of any assets according to the constitution and other rules stipulated by the General Assembly.
60. The Board at time of cessation shall sit until all outstanding accounts are settled, assets dissolved and the final accounts audited.
61. Decision to use any surplus at the time of finalizing the final accounts shall be made by the General Assembly.

***Approval of amendments to the constitution***

62. The present constitution was approved by the General Assembly on 25<sup>th</sup> October 2018. As an effect of accepting changes under (1), (2) (5), (9), (30), (31) and throughout, for the second time the constitution has been amended.

At time of approval of the present constitution the SSS Board consisted of:

**Board Members:**

Volker Huls  
Jessica Risley  
Hege Kreymborg  
Julia Schipper  
Hycintha Fernandes

**Alternates:**

Klas Aakerback  
Magnus Sundelin

**School representatives:**

Louise Kamin  
Hanna Lindholm