

TSPA Constitution

CONSTITUTION

Tenby Schools Parents' Association, Penang

Persatuan Ibubapa Sekolah-Sekolah Tenby, Pulau Pinang

1. Name

The name of the association in English shall be "Tenby Schools Parents' Association, Penang", also known as "TSPA Penang" or "TSPA" in short. The establishment date is to be 7TH SEPTEMBER 2015.

2. Address

The registered office of the Association shall be at No. 2, Lintang Lembah Permai 1, Tanjung Bungah, 11200 PENANG.

3. Mission/ Objective

The TSPA Penang shall be the representative body for the parents of the four

(4) schools being situated on the campus at

No: 2 Lintang Lembah Permai 1,

Tanjung Bungah, 11200 Penang

(or any other campus occupied by Tenby Schools Penang), namely

Tenby International Primary School Penang (TIPS),

Tenby International Secondary School Penang (TISS),

Sri Tenby Primary School Penang (STPS),

Sri Tenby Secondary School Penang (STSS).

3.1 The Mission of TSPA is to foster a strong relationship and community spirit among schools' bodies, parents and students.

3.2 The Objectives of TSPA are to:

- Support Tenby's Mission and Vision of "A United World at Peace through Education"
- Provide proposals and solutions to address the unique needs of students and parents to
- Schools' management.
- Provide parents and guardians a network of support and platform for effective communication.

- Volunteer and Participate in Schools' events and activities. The Executive Committee shall decide as and when projects shall be undertaken by the Association.
- To raising and disbursing funds for the benefit of the students of the four schools as decided by the Executive Committee of the Association.
- The fundraising methods to be adopted by the Association shall include, but is not limited to, members entrance fee, yearly subscription, donations from the public, corporate and private sponsorships and any other fundraising methods deemed appropriate by the Excom.

4. Membership

All parents and guardians (Malaysians, Permanent Residents and Foreign nationals) of students at Tenby Schools Penang (4 schools) shall be automatically deemed Ordinary members of TSPA (Ordinary Members).

5. Designation & Terminations

5.1 The Executive Committee of the association may recommend the dismissal of a member, after due cause has been shown, at a TSPA Meeting or EGM or AGM. The decision to dismiss a member is subject to two-thirds approval of the members present at the meeting when the recommendation is tabled.

5.2 A member may cancel his/her membership by writing to the Executive Committee (Excom) and acceptance of cancellation is subject to two-thirds approval of the Excom.

5.3 There shall be no compensation, monetary or otherwise, to either party where cancellation or dismissal is concerned.

5.4 Membership to the Association is automatically terminated when the child/ward of the member parent is no longer a student of the school.

6. Source of Income

6.1 Contributions: The Association is authorised to receive donations in the form of money and goods. Such contributions must be declared clearly and precisely in the Annual Statements.

6.2 Economic Activities: The Association may carry out economic activities such as selling, buying, investing, hiring, possess movable assets and properties and other economic activities.

7. General Meetings

7.1 Annual General Meeting (AGM) or Extraordinary General Meeting (EGM)

The Annual General Meeting shall be convened once a year and shall be held for the purpose of presenting the annual report, financial statement, and election of new officials.

7.1.1 The date of the AGM shall be decided by the Executive Committee and notice shall be given to all Ordinary Members ONE Month prior to the AGM.

7.1.2 The AGM or EGM shall be called by the Secretary of the Association, or alternatively, by any member of the Committee so long as the request to call for a meeting is supported in writing by the majority (no less than 25 members) of the existing membership.

7.1.3 Quorum for the AGM shall be at least 50% of all members or 20 persons, as defined by the Representatives and Excom representing all parents of the Schools.

7.1.4 All members of TSPA are eligible to attend the AGM.

7.2 Executive Committee Meetings (Excom Meetings)

7.2.1 Excom Meetings are to be held once a month on a date selected by the Chair and are held to plan for any matters pertaining to the objectives of TSPA.

7.2.2 Quorum for Excom Meetings shall be 6 members or majority if there are less than 13 members during the term.

7.3 TSPA Meetings

TSPA Meetings shall be held twice a term on dates selected by the Chair and shall open to all parents and attended by representatives of the School, including but not limited to the Campus Principal (or its nominee) as well as the heads of respective schools (or its nominees). TSPA Meetings are held as a forum for feedback and discussion with parents, as well as to receive updates from the School.

7.4 Attendance

While all posts in the TSPA are voluntary, all members of the Excom are expected to attend their respective meetings conscientiously but may be excused with prior notice or reasonable excuse by Email or Whatsapp to the Secretary. Excom Members who fail to attend the TSPA Meetings three (3) times without notification may be removed as part of the Excom on the assumption that they are either unable to commit the time or is no longer interested in being an Excom Member.

8 Committee – Election & Terms

8.1 The Executive Committee (Excom)

All parents (including Malaysians, Permanent Residents and Foreign nationals) may sit on the Executive Committee and shall be comprised of 13 members as follows:-

One Chair (Official)

One Secretary (Official)

One Treasurer (Official)

3 Committee Members

5 School Reps

2 National Reps

Dual roles/ positions by Committee members are permitted, however the Excom shall consist of no less than 9 members.

8.2 Election of Officials and Committee Members

8.2.1 Officials

Officials are elected once every TWO years at the AGM. The eligibility criteria are as follows:-

- Three (3) Officials, namely the Chair, Honorary Secretary and the Honorary Treasurer shall be elected at the AGM for ONE term, once every TWO (2) years. The tenure for Officials is therefore for TWO years, barring resignation or dismissal.
- Officials may only be elected from the pool of existing Executive Committee Members to ensure continuity and experienced candidates.
- Officials may be re-elected for no more than 2 consecutive terms (i.e. Max 4 years) in the same position.

8.2.2 Committee Members

Committee Members are elected every year at the AGM. The eligibility criteria are as follows:-

- Three (3) Committee Members shall be elected at the AGM after a nomination process as a way to promote inclusion of new members into the Excom.
- All Ordinary Members (including but not limited to Excom & Class Reps) are eligible to stand to become Committee Members.
- Committee Members may not be re-elected the following year into the same position (i.e. max 1 year). After which, ex-Committee Members are expected to move onto other positions within the Excom into other appointed or elected positions. Ex-Committee Members may however stand for re-election again as Committee Member after one-year hiatus in that post.

8.2.3 Eligibility of Candidates

The Excom shall adhere to the general eligibility rules for Officials and Committee Members as stated above to ensure that the posts are occupied by the best qualified and experienced personnel. In the case of Officials, should the number of eligible or willing candidates from the pool of candidates from the Excom become critically low, the Excom shall at its discretion, open the posts to a broader group of candidates

(i.e. Open to non-Excom members).

This is so that interested and committed parents may also join the committee that will benefit the association in the long run.

Once the Excom has decided to pursue this option to open the eligibility, the Excom shall call for an EGM to propose and obtain approval from all members before the election is held at the AGM.

8.3 Non-Elected Posts

8.3.1 School Representatives

Five School Representatives are appointed (not elected) by the sitting Executive Committee members. The criteria for the appointment of School Reps are as follows:-

- Five (5) School Reps shall be appointed by the Excom from the pool of Class Reps, as counterparts to the four Heads of Schools for communication and ease of discussions.
- One School Rep shall be chosen to represent each of the schools – TIPS, STPS and STSS, while TISS shall, by virtue of its size, have Two (2) School Reps.

8.3.2 National Reps

Representatives for the Korean, Chinese and other nationalities may be appointed as and when necessary to reflect the needs and interests of these non-English speaking parents. National Reps are appointed by the sitting Excom and are invited to sit in the Excom meetings.

8.3.3. Year Representatives (Year Reps)

Posts of Year Reps shall be open to all Ordinary Members to fill at the start of the academic year of the respective schools by way of self-nomination. A maximum of 2 Reps shall represent each Year.

8.4 Representation of TSPA parent body

The 13 members consisting of 3 Officials, 3 Committee Members, 5 School Reps, 2 National Reps shall form the Executive Committee (Excom) of TSPA.

Excom Members and Year/Class Reps (max 50 members) in all, shall constitute a representation of all TSPA Penang parent members.

8.5 Remuneration & Conflict of interest

All Year Reps, School Reps, Committee Members, and Officials shall not be remunerated for their work in TSPA except when unanimously agreed by the Excom and after approval at the AGM.

Excom Members must not be involved or associated in any financial or beneficial role to supply goods or services that may be construed as a conflict of interest.

8.6 Rejection of candidates

The Executive Committee reserves the right to, after a simple majority vote, decline an Ordinary Member for the position in the Excom or Reps at its sole discretion.

All Members of the TSPA Committee (including Excom and Year Reps) must not be involved or associated in any financial or beneficial role to supply goods or services that may be construed as a conflict of interest. The Excom reserves the right to reject such candidates without prejudice.

8.7 Vacancies:

The Executive Committee shall fill any vacancies during the course of the term by first appointing a replacement from the pool of existing Excom or Committee Members, or by a By-Election at either an AGM or EGM as it deems fit.

9. Roles & Duties of Committee/Office Bearers

The roles of the Officials consist of, but is not limited to the following:-

9.1 Chair (One)

- Represent the TSPA (and by virtue, all parents of all 4 schools) in official functions, consultative roles, or representation in any meetings in all matters related to the School. The Chair may appoint any member of the Executive Committee to be his/her proxy in absentia.
- Chair Excom Meetings, TSPA Meetings and Coffee Meetings, ensuring that they are run efficiently and effectively.
- Act as a signatory for the Association in all legal purposes and financial purposes
- Regularly focus the Committee's attention on matters of governance that relate to its own structure and roles of Members.
- Periodically consult with Committee members on their role, to see how they are going and help them to optimize their contribution
- Work with the Committee to ensure that the necessary skills are represented on the Committee and that a succession plan is in place to help find new Committee members when required
- Goals and relevant strategic and plans are developed in order to achieve the goals of the Association.
- Serve as a spokesperson for the Association when required
- Communicate regularly and systematically with counterparts in other Tenby Schools.

- Assist in the development of partnerships with sponsors, funding agencies, local and state government, shared facility users and organisations that are relevant to the goals of the Association.
- Upon relinquishing the role at the end of the elected term, will be invited to sit in the Excom for ONE year as Immediate Past Chair, to advise on any matters pertaining. Immediate Past Chair does not however hold any voting rights at the Excom.

9.2 Hon Secretary (One)

- Maintain records of the Meetings and ensure effective management of Association's records Manage Minutes of Meetings, including either recording the Minutes or ensuring the Minutes Secretary does so, and ensuring minutes are distributed to members shortly after each meeting and no later than 5 days
- Development of the agenda in consultation with other Committee members and distribution prior to the meeting.
- Is sufficiently familiar with all current Association documents to note applicability during meetings
- Is responsible for ensuring that accurate and sufficient documentation exists to meet legal and reporting requirements
- Sign a copy of the final approved Minutes and ensuring that the signed copy is maintained
- Ensure that proper notification is given of Committee and Association meetings as specified in the Constitution
- Ensure that the records of the Association are maintained as required by law and made available when required by authorised persons. These records may include founding documents, lists of Committee members, Committee meeting Minutes, financial reports, and other official records
- File yearly reports and renewal with the Registrar of Societies as required
- Liaise with the relevant School counterpart on matters pertaining
- In the event of the Chair being unable to fulfill his/her duties to step into that role
- In the absence of the Chair, chair Excom meetings ensuring that they are run efficiently and effectively
- Be an alternate signatory for the Association for legal purposes and financial purposes
- Assist the Chair in deciding which matters are dealt with by the Executive, the full Committee and delegated to Committees
- Coordinate Association planning to ensure appropriate plans are developed, presented to and reviewed by the Committee, and enacted as required
- Lead the recruitment of Year Reps, coordinating the communication between the Excom and Reps, and drafting and dissemination of Communication as agreed with by the Chair
- Represent the Association at meetings and forums as agreed with by the Chair
- Other duties as nominated by the Chair and / or Committee

9.3 Hon Treasurer (One)

- Provide advice to the Excom in their management of the Association finances
- Administer all financial affairs of the Association
- Lead the annual budget process and ensure an appropriate annual budget is provided for approval
- Ensure development and Excom review of financial policies and procedures
- Maintain accurate records of all income and expenditure
- Ensure that all receipts and payments concur with bank deposits and withdrawals
- Maintain and handle cheques, chops and passbooks related to bank accounts, as well as official receipt books and book-keeping notes.
- Receipt & Banking in of all monies received
- Pay all accounts
- Prepare Monthly financial reports – present at monthly committee meetings
- Prepare Year-end Financial Statement for Audit, liaise with the Auditor during the audit process and prepare the Annual Financial Report for AGM.
- Liaise with their School counterpart – the Bursar – on matters pertaining
- Arrange and dispatch invoices for periodical payment
- Be a signatory on Association account
- Handle Banking procedures, updating of signatories with the bank
- Liaise with their School counterpart – the Bursar and Finance Manager

9.4 School Representatives (Five)

- As counterparts to the Heads of School, TSPA School Reps shall feedback and communicate on any matters deemed relevant and necessary for activities related to their respective schools.
- Work with the Treasurer and in consultation with the Heads of Schools to develop an annual budget for their respective schools.
- Maintain sub-accounts based on their budget with the help of the Treasurer.
- School Representatives are nominated and appointed by the Excom.
- Are required to attend Excom meetings.

9.5 Committee Members (Three)

- Assist and apprentice the Excom and Officials in their work capacities.
- Oversee, guide and coordinate sub-groups for Events, Projects, Sports, Website and any other assigned roles or work as requested by the Executive Committee.
- Be willing to progress onto executive roles of Officials or School Reps when appointed or nominated for election.
- Are required to attend Excom meetings.

9.6 National Reps (unspecified)

- To communicate and act as a liaison for parents of national groups, particularly where there are language barriers
- To feedback to the Excom and School on issues that affect parents or children of national groups.
- National Reps are nominated and appointed by the Excom, but the national community may also nominate their own English-speaking candidates.
- Are required to attend Excom meetings regularly.

9.7 Year Representatives

- As representative of parents in their respective year
- Year Representatives (Year Rep) are selected by self-nomination at Coffee Mornings or by invitation and appointment by the Excom.
- Are expected to attend the Monthly Meetings conscientiously to provide comments, feedback and raising of issues as requested other parents they represent if any.
- Reps who do not inform the Secretary of their absence from Monthly Meetings more than 3 times consecutively, may be removed as a Rep.
- May be required to pay the classes a visit once at the beginning of Term 1 to introduce themselves to the teacher and students.
- Are tasked to send communication to parents in their class through Whatsapp or Email, or any other forms of communication for and on behalf of TSPA.
- As Group Admin for Whatsapp group, are required to collect and maintain the communication list of numbers and emails for the above-said purposes.
- Are required to maintain professionalism in communication so as not to spread unsubstantiated rumours, scaremongering, incitement of disorder, promote or publicise own or associated businesses or events other than those related to the Association or the School.
- Are required to maintain privacy and confidentiality of parents' contact information at all times.
- Are requested to hand over the Whatsapp group and parents' contact and information onto the next Year Rep should they cease to be a Rep. To maintain the appointed Committee back-up and one assistant as Group Admin for the Whatsapp Group (each group must have 3 Group Admin).
- Are prohibited from using the parents' contacts and information for any own or business matters at all times as Reps, and for at least one calendar year after they have ceased to be a Rep.

10. Finances

10.1 The Honorary Treasurer is to be responsible for, but are not limited to the upkeep and preparation of statements, accounts, bank accounts, reports to the auditor, payments and receipts related to TSPA.

10.2 The Treasurer may hold up to a maximum of RM2,000 Two Thousand Ringgit Cash float for the regular operations of the Association.

10.3 The Excom may approve of expenses of up to RM20,000 per project it undertakes, up to a maximum of five (5) projects a year. The total amount the Excom may at its discretion approve spending is therefore RM100,000 a year. Any amounts or projects beyond this limit must be brought up to the AGM or EGM for approval.

10.4 Accounts should be completed and presented to the Auditor within three months after the end of the Financial Year.

10.5 The Auditor shall audit and prepare the report for the AGM. If the Auditor is unable to attend the AGM, he/she may submit the signed audit reports with an official letter of absence and a video recording of his verbal statement which will be shown at the AGM.

10.6 The Financial Year for TSPA shall start from 1st January to 31st December of the calendar year.

10.7 The Association shall maintain a Current account (aka checking account with cheques issuable, non-interest bearing), and any monthly, interest-bearing Fixed Deposits in accordance with the Excom decisions.

10.8 Each cheque requires 3 signatures – 2 from Group A and 1 from Group B.

Group A signatories (both signatures required on EVERY cheque): Treasurer and Chair

Group B signatories: Campus Principal

11. Auditor

11.1 The Auditor shall be appointed by the Executive Committee no later than 6 months prior to the end of the financial year. Auditors will need to be qualified in accounting (ACCA, CPA or other equivalent qualification) but are not required to be an Ordinary Member of the Association.

11.2

Auditors will be required to audit and certify the accounts for the Financial Report at the Annual General Meeting.

11.3

Auditors may be remunerated if required.

12. Trustees

12.1 The Association may appoint a trustee(s) to oversee the committee's adherence to the spirit of the Constitution and if necessary, shall oversee the dissolution of the association if and

when the need arises. The Trustee may be any member part or not part of the Committee, or be any person appointed by a majority vote by the Excom. In the event an external Trustee is not appointed, the three key officials of Chairperson, Secretary and Treasurer shall act in the capacity of the Trustee for as long as their term is valid.

12.2 The Trustee(s) shall also ensure that all tangible and intangible assets (including properties if any) shall not be sold, mortgaged, be withdrawn or changed without the approval of the general meeting.

13. Interpretation of the Constitution

The Constitution of TSPA shall be in English, with a Malay version used for reference purpose.

13.1 The Excom shall be tasked to interpret the Constitution should any query arises during AGM.

13.2 The Excom's decision under such circumstances is deemed final unless the general body considers the clause of the Constitution to be inconsistent or contrary with the spirit of the original intention of the Constitution, and may therefore call for a vote on the matter at either an AGM or an EGM.

13.3 In any instance of ambiguity or conflict arising from the interpretation of the Constitution, the Excom shall first call upon the trustee for advice, failing which, an EGM may be called. In the last instance, the Registrar of Society may be called upon for advice and resolution.

14. Patron

14.1 The committee may appoint a Patron to the Association if deemed necessary. The Patron may be a member currently not part of the Committee, or be any person appointed by a majority vote by the Excom. Term of the Patron shall be determined by the Excom upon appointment and the appointment must be confirmed and agreed upon by the Patron in writing.

15. Prohibition

The Association and its members must not be involved in any illegal activities against the laws of Malaysia.

15.1 Any form of gambling as defined in the act of gaming houses of 1953 is prohibited in the premises of the establishment.

15.2 The Association and its members shall not attempt to restrict or control the price of goods in any organised manner reminiscent of a union as per the 1959 Union Act.

15.3 The Association does not hold any lottery, whether confined to its members or not, on behalf of the Organisation at or officers or committees or members without prior approval from the relevant authorities.

15.4 Benefits as described under section 2 of the Societies Act of 1966 shall not be given by the Association to its members

15.5 All available money and benefits disbursed by the Association as a result of its economic activities, should be channeled back to achieve the goals of the Association. Funds cannot be used to pay interest, profits or bonus to any member of the organization. However, this provision does not prohibit the payment of salaries or administrative expenses, or both, to any member or employee of the body.

15.6 The Association shall not be a religious organisation.

15.7 Members of the Executive Committee, Year Representatives and Representatives of Schools shall be bound by the Code of Conduct in its dealings to ensure that actions and decisions must always be, first and foremost, for the interests of the majority of Students of Tenby Schools Penang, and must not in any way or form be used as a privilege for personal or business benefit directly to the Committee Members or their associates.

15.8 Any breach of conduct shall be reviewed and dealt with by majority vote in the Executive Committee and its decision shall be final.

16. Constitutional Amendments

Any changes in the Constitution must be tabled at either an AGM or EGM, and must be approved by three-fifths (3/5 or 60%) vote.

17. Dissolution of Association

17.1 Should there be a need to dissolve the Association, an AGM or EGM is to be called for this purpose and a decision by no less than three-fifths (3/5) members of entitled to vote is required for the dissolution of the Association.

17.2 If the association is dissolved as mentioned above, then all the debts and liabilities of a legal organization according to the constitution must be paid and the remaining funds shall be settled in the manner agreed upon by a general meeting. Barring any unforeseen circumstances, the intention is to donate the remaining funds to the Tenby Schools Penang's Student Leadership Council.

17.3 The Association shall communicate the dissolution of the organisation to the Tenby School Penang Management and the Student Leadership Council within 14 days from the date of dissolution.

18. Logo

– End –