

**THE TRUSTEES' INCORPORATION ACT,
[CAP 318, R.E. OF 2002]**

THE CONSTITUTION OF THE TRUST

OF

SWEDISH SCHOOL SOCIETY

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PREAMBLE

The Swedish School Society was incorporated on the 14th 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.

The Swedish School Society exists for the sole purpose of operating the Nordic School and related activities such as the Nordic Sports Club.

The Swedish School Society is also referred to as the Nordic School.

DEFINITIONS OF TERMS AND ABBREVIATIONS

- a. **“Asset(s)”** means any asset(s) including but not limited to funds, real estate, chattels, investments, accounts receivables, inventory, supplies, equipment, and vehicles held or acquired by the Trustee(s) for the benefit of the beneficiary (ies) herein from time to time.
- b. **“Beneficiaries”** means the beneficiary of the Trust
- c. **“Trust”** means **Swedish School Society**
- d. **“Trustee”** means the Trustees of the Trust from time to time.
- e. **“Board of Trustee”** means the Board of Trustees of Swedish School Society

DECLARATION OF THE TRUST

It is hereby declared that this is a true and accurate statement of the terms of the trust

Article 1. Name of the Trust

- 1.1 This trust created by this constitution shall be known as **Swedish School Society (“the Trust”)**.
- 1.2 The trust constituted and its property (the trust fund) shall be administered and managed by the trustees under the name of the **Swedish School Society** or by such other name as the trustees from time to time decide with the approval of the Administrator General of Trustees.

Article 2. Areas of Operation, Postal Address and Headquarters

2.1 The Trust shall operate in Tanzania with its registered office situated at Ruvu Street, Msasani, Dar es Salaam Region, postal address shall be P.O. Box 23142, Dar es Salaam, Tanzania.

Article 3. Objectives

- 3.1 To be recognized as one of the best schools in Dar es Salaam.
- 3.2 To attract majority of Nordic children in town and other interested stakeholders
- 3.3 To provide Nordic inspired educational environment based on a curriculum that follows Nordic pedagogy and principles of child-centered education.
- 3.4 To provide education with the updated curriculum.
- 3.5 To be governed by a General Assembly of parents overseen by an elected board of parents and it shall be financially independent.

Article 4. Legal Status

4.1 The Trust is registered under the Trustees' Incorporation Act, [Cap 318 R.E. of 2002].

Article 5. Management of the Trust

- 5.1 The Trustees are bound by the Trustees' Incorporation Act, [Cap 318, R.E. of 2002], and the Rules thereto.
- 5.2 The General Assembly and the Board of Parents are ultimately responsible for the administration and management of the Trust.

Article 6. General Assembly

- 6.1 The General Assembly consists of all Member parents.
- 6.2 The General Assembly elects the Board of Parents, which is the highest authority of the school.
- 6.3 The Board of Parents and the General Assembly decide in unity on procurement and sales of premises and loan taking.
- 6.4 The Board of Parents and the General Assembly decide in unity regarding any changes to the constitution and decisions regarding the cessation of the school.

- 6.5 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 of Parents.
- 6.6 The General Assembly endorses the Board of Parents recommendation for the position as school Director.

Article 7. The Board of Parents

- 7.1 The Board of Parents 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 of Parents members is eligible for re-election twice. All Member Parents are eligible for election to the Board of Parents. The composition of the Board of Parents should strive at being gender balanced.
- 7.2 Two Alternates are elected by the General Assembly. Alternates are invited to all Board of Parents meetings. Alternates will gain voting rights if one or two original Board of Parents members cannot attend a Board of Parents members meeting.
- 7.3 The alternates should be categorized as Alternate One and Alternate Two. Alternate One will be the first to gain voting right at a Board of Parents members, 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.
- 7.4 The Board of Parents member elects the chair and vice-chair of the Board of Parents 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.
- 7.5 Board of Parents 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.
- 7.6 The Board of Parents can make decisions (quorum) when at majority of its members are present in person /virtually at the meeting. Board of Parents 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.

- 7.7 The chair of the Board of Parents 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.
- 7.8 There shall be the rules of conduct of the Swedish School Society Board of parents' members, which shall be made by the board of parents".

Article 8. Responsibilities of the Board of Parents

- 8.1 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.
- 8.2 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.
- 8.3 The Board proposes to the General Assembly the Director. The Board is responsible for recruiting and dismissing the Director.
- 8.4 The Director in consultation and together with at least one board member can hire and dismiss staff members.
- 8.5 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.
- 8.6 The fiscal year of the school runs from July 1 until June 30 the following year.
- 8.7 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 months 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.
- 8.8 All member parents shall have access to the budget, accounts, annual report and auditor's report, as approved by the Board.

- 8.9 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.
- 8.10 The Director is responsible for meeting the pedagogical principles outlined by the Board.
- 8.11 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.
- 8.12 The general assembly may grant a dispensation, but only in limited circumstances, to enable an acting member of the board of parent to continue with being member of the board for the remaining time of their two years term, when the child/children is no longer part of the school. This is only if it is to the benefit of the school and the matter has been presented to the general assembly and voted upon by all member parents.
- 8.13 No member of the Board can own part of or all premises of the school.

Article 9. Board of Trustees

- 9.1 The Trust shall be composed of not less than three (3) Trustees and not more than five (5) at any given time, each of whom shall be elected by the Board of Parents, and shall altogether be known by the name Swedish School Society Registered Trustees.
- 9.2 A person elected as trustee shall hold office for a term of five (5) years and shall be eligible for re-election.
- 9.3 The Swedish School Society Registered Trustees shall, upon incorporation, become a body corporate in which shall be vested with rights over all the movable and immovable property of the Society.
- 9.4 There shall be the rules of conduct of the Swedish School Society registered Trustees, which shall be made by the board of trustees”.

Article 10. Qualification of Trustees

- A person who is a trustee shall be required to have either of the following qualifications;
- i. Financial expertise,
 - ii. Relevant skills and experience in managing assets.
 - iii. Ability to make impartial decisions in the best interest of the beneficiaries.
 - iv. Willingness to fulfill the duties and responsibilities of a trustee.

- v. Availability and willingness to serve as a trustee.
- vi. Ability to understand and comply with the terms of the trust and relevant laws.
- vii. Good communication skills to effectively communicate with the beneficiaries and other parties involved with the trust.
- viii. A person who is a member of the Board shall not be eligible for election as a trustee.
- ix. 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.

Article 11. Cessation of Trustees

A person shall cease to be a trustee and his place shall be vacant if:

- i. He/she is no longer a resident of Tanzania
- ii. he/she resigns from being a Trustee.
- iii. he/she dies.
- iv. he/she becomes insolvent.
- v. 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.
- vi. he/she is elected to hold office on the Board.
- vii. 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.

11.1 Such Trustees shall cease to be members of the Board of Trustees subject to reasons provided above and upon misconduct determined by the Trustees' Meeting and recommended by the Board of Parent, provided that such a Trustee shall be given an opportunity to be heard.

Article 12. Committees

12.1 The Board can appoint any relevant committee at any given time i.e., the Election Committee. All committees report to the Board, apart from the Election committee that reports to the General Assembly.

Article 13. Meetings

The Trust shall have the following meetings:

- 13.1 The General Assembly;
- 13.2 Extra Ordinary/special Meeting, and
- 13.3 The Board of Trustee meetings.

13.1 The General Assembly

- 13.1.1 Once a year the Trust shall hold the general assembly.
- 13.1.2 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 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.
- 13.1.3 The quorum of the ordinary General Assembly meeting shall be at least half of all the required members, who shall attend either physically/virtually.
- 13.1.4 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:
 - i. Election of chairperson; person taking minutes and; (if necessary) vote counter.
 - ii. Annual report from the Board.
 - iii. Annual report from the Director.
 - iv. Presentation of the audited accounts.
 - v. Presentation of Annual budget and cash-flow.
 - vi. Endorsement of the Board's proposal for school fees and other fees.
 - vii. 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).

- viii. Election of election committee for the coming year.
- ix. Incoming suggestions.
- x. Any Other Business.

13.1.5 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.

13.1.6 Only Member parents present at the General Assembly have the right to vote. Each Member parent¹ has 1 vote regardless of number of children enrolled at the school. Ballots can be requested.

13.1.7 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.

13.2 Extra Ordinary/special Meeting

13.2.1 An Extraordinary General Assembly can be convened upon request of the Board or at least 1/8 of all member parents.

13.2.2 The Extraordinary General Assembly will take place no later than 4 weeks after it has been requested.

13.2.3 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.

13.2.4 The functions of an extra ordinary or special general meeting shall be limited to specific purpose which the meeting has been convened.

13.2.5 In the event of failure to get the necessary quorum the meeting shall be postponed to another day and if on that other day no quorum is raised, the members present shall form quorum and voting shall be on simple majority.

13.2.6 Manner of voting on all items of business are made by way of simple majority.

¹ Each member parent = both parents in one family

13.3. The Board of Trustee meetings.

- 13.3.1 The quorum of the Board of Trustees meeting shall be Two third (2/3) of all the Trustees.
- 13.3.2 Board of Trustees meeting shall be convened with at least 7 days' notice by letter to all Board members and must include an agenda for the meeting.
- 13.3.3 The Trustees shall be responsible for formulating policy and ensuring the financial viability of the Trust.
- 13.3.4 There will be meetings of the Trustees, which will be **held twice a year**. One meeting will be held in the middle of the financial year to approve the previous year's accounts and the other meeting will be held towards the end of the financial year to approve the following year's financial plan.
- 13.3.5 Manner of voting on all items of business is made by way of the simple majority

Article 14. Confidentiality Covenant

- 14.1 Every member of the board of parents, board of trustees, school administrators, and staff is required to endorse a confidentiality form and uphold the privacy of sensitive information. They must refrain from taking any individual actions or making decisions that could jeopardize the school and its students.
- 14.2 Every member of the board of parents, board of trustees, school administration, and staff must honor the confidentiality of information protected by relevant laws. Unauthorized disclosure of discussions or information concerning the school and students, whether communicated in writing or verbally, is prohibited, unless explicitly indicated otherwise, such as information that is publicly accessible.

Article 15. Financial Year

- 15.1 Financial year of the Trust shall start 1st July to June 30th of every calendar year. The financial statement shall be prepared at the end of the financial year and be presented before the annual general meeting.
- 15.2 The annual budget of income and expenditure for the organization will be prepared in accordance with the financial year.

15.3 The board having prepared the financial aspects of the annual report shall be submitted to a qualified and competent auditor for auditing the accounts of the organization in accordance with the standard/ international financial management.

Article 16. Finance

16.1 The Trust finances shall initially be managed in the following manner:

16.1.1 Income of the Trust, wherever so derived, shall be applied towards the promotion of the purpose/objectives of the Trust.

16.1.2 Money and other finances shall be spent in a manner approved by the Board.

16.1.3 Funds shall be kept at the Bank approved by the Board.

16.1.4 All transactions entered into the Trust accounts shall be in the name of “**The Registered Trustees of Swedish School Society**”.

16.1.5 All payments, donations, and subscriptions to the Trust shall be paid into the Trust’s bank account(s).

Article 17. The Common Seal

17.1 There shall be a Common **SEAL** of the Body Corporate bearing the words **Swedish School Society**.

17.2 The **SEAL** shall be affixed and appear in all legal documents

17.3 The **SEAL** shall be kept in the custody of the appointed person

Article 18. Governing Law and Jurisdiction

18.1 This Trust is governed by and shall be construed as being in accordance with the laws of the United Republic of Tanzania.

18.2 Where any provision is determined to be illegal and/or unenforceable by any court of competent jurisdiction this Trust will remain unenforceable to the extent of that provision only.

Article 19. Dispute Resolution

19.1 Any disputes amongst the Trustees and or any other appointed Trustees, or the beneficiary and the Trustee(s), shall be settled amicably between the Parties, failure of which the matter may be referred for Arbitration as provided under the Arbitration

Act, [Cap 15] of the laws of the United Republic of Tanzania, as amended from time to time.

19.2 The Arbitrator's decision shall be final and he shall make such order as to costs as he may deem just and equitable.

19.3 Where any dispute arises with regard to the interpretation of any matter in this Constitution, the Annual General Meeting shall have powers to resolve that dispute and its decision shall be binding upon all the organs of the organization.

Article 20. Dissolution

20.1 The Society may be dissolved through the following procedures and reasons

20.2 In the event of the Trust at any time cease to exist, the Board of Parents shall be responsible for the legal carrying out of such dissolution.

20.3 The Trust shall be deemed to have ceased to exist were

- i. the principles for which the Trust was established are no longer adhered to,
- ii. Court order or judicial decree
- iii. Merger or consolidation of the trust with another trust
- iv. Termination of the trust upon the occurrence of a specified event or contingency
- v. If the school cannot be operated according to its vision and mission or due to liquidation

20.4 The General Assembly is the organ which decides on the cessation of the school under the following circumstances:

- i. This requires decision at two consecutive General Assembly meetings with at least 14 days interval.
- ii. Call for the General Assembly to cease the school shall always include a detailed justification for the proposal.
- iii. The quorum of the meeting shall be not less than half ($1/2$) the registered members of the trustee.
- iv. If no quorum is obtained, the proposal to dissolve the trustee shall be submitted to a further general meeting which shall be held one month later.
- v. Notice of the meeting shall be given to all members of the trustee at least 14 days before the date of the meeting.

- vi. 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 $\frac{2}{3}$ shall vote for cessation. At the second General Assembly at least $\frac{3}{4}$ of the member parents present must vote for cessation.
- vii. 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.
- viii. 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.
- ix. 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.
- x. The Board at time of cessation shall sit until all outstanding accounts are settled, assets dissolved and the final accounts audited.
- xi. Decision to use any surplus at the time of finalizing the final accounts shall be made by the General Assembly.

20.5 Provided that, no dissolution shall be effected without prior permission in writing of the Registrar, obtained upon application to him made in writing and signed by three office bearers.

20.6 Upon dissolution, the certificate of registration should be returned to the office of the Registrar of societies for cancellation.

20.7 A certificate of dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.

Article 21. Beneficiaries

21.1 When the trust ends or no longer functions, and all its debts have been settled, the remaining assets will be transferred to the Swedish Embassy in Tanzania. They will then decide how to use these assets in a manner that aligns with the trust's purpose, following the recommendations made during the dissolution resolution meeting.

Article 22. Amendment of the Constitution

- 22.1 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.
- 22.2 For changes in the constitution to enter into effect, it requires that at least ¾ of all member parents participating in the General Assembly agree to the changes. At the consecutive meetings, a simple majority is required.
- 22.3 When alterations to the constitution are ratified by the General Assembly, they must always be endorsed and marked with the signatures of the trustees.
- 22.4 The Board has the responsibility to see that the constitution is always updated and reflects the governance and operation of the school and the changes are duly submitted to Rita.

ATTESTATION

IN WITNESS WHEREOF the parties here to have set their respective hands as appeared below.

SIGNED and DELIVERED at Dar es Salaam
by the said **EDMUND CHRISTOPHER MATOTAY**
who is known to me personally this _ day of October, 2023

SIGNED and DELIVERED at Dar es Salaam
by the said **QUEEN ARNOLD MOSHI** who is known
to me personally this ____ day of October, 2023

SIGNED and DELIVERED at Dar es Salaam
by the said **RENALDA APOLEI SARAGU** who is
known to me personally this _ day of October, 2023

SIGNED and DELIVERED at Dar es Salaam
by the said **MAGGID JOHN MJENGWA** who is
known to me personally this __ day of October, 2023

DATED as of this ____ day of October, 2023

WITNESS to the above signatures:

Name: _____

Signature: _____

Occupation: **Advocate/Notary Public**