

SECTION 1 THE SCHOOL

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1.0 School Legal Status

1.000 Legal Status of the School

The name of the school is the International School of Tanganyika Limited (IST), also referred to as “the School” throughout this manual.

The School was incorporated on 23rd August 1963 under the Tanzanian Companies Act as a not for profit company limited by guarantee. The School’s registered office is situated along United Nations Road, Upanga, P.O. Box 2651, Dar es Salaam. In addition, the School is registered with the Ministry of Education for operating Pre-KG to Grade 12 classes under Article 26 (3) of the Education Act.

The School falls under the legal jurisdiction of the laws, rules and regulations of Tanzania.

DATE OF ADOPTION: April, 18 2013
 DATE OF IMPLEMENTATION: April 18, 2013
 REFERENCES: Memorandum of Association, 1, 2, 4
 CROSS-REFERENCES: 2.000 The Board
 2.001 Legal Status of the Board
 2.002 Board Member Authority and Indemnity

1.001 Tax Status of the School

The School is exempt from the payment of Income Tax (Corporation Tax) by virtue of being approved as a Charitable Organization under Section 131 of Income Tax Act, Cap 332.

DATE OF ADOPTION: April, 18 2013
 DATE OF IMPLEMENTATION: April, 18 2013
 REFERENCES: Articles of Association, 3, 32-33, 64
 CROSS-REFERENCES: 2.000 The Board
 2.001 Legal Status of the Board
 2.002 Board Member Authority and Indemnity

1.002 Ownership

Ownership of the School rests with the members of the Company. Membership of the Company is limited to parents or legal guardians of any child formally admitted to the school and members of the Faculty employed by the school. Membership shall cease when the parent or guardian no longer has a child registered at the school and the faculty member is no longer employed by the School.

Through the Annual General Meeting or through a correctly constituted Extraordinary General Meeting, the Company members have the highest authority in the School. Correctly notified Special Resolutions passed at this meeting are binding on the Board, as long as they do not require actions that would be illegal or would be contrary to the Articles of Association of the School or the governance duties of the Board.

No portion of the School’s surplus is distributable to members in any form.

DATE OF ADOPTION: April, 18 2013
 DATE OF IMPLEMENTATION: April, 18 2013
 REFERENCES: Memorandum of Association, 7
 Articles of Association, 3, 9-28
 CROSS-REFERENCES: 1.300 The Annual General Meeting
 1.301 Extra-Ordinary General Meeting
 2.000 The Board
 2.001 Legal Status of the Board
 2.002 Board Member Authority and Indemnity

1.003 Governance

The School is governed by the Board of Directors, referred to as “the Board” throughout this manual. The Board represents the Company of the International School of Tanganyika and governs the School in accordance with the applicable local laws, Memorandum and Articles of Association and School Policy adopted by the Board.

The Board delegates the implementation of School Policy and the responsibility for the day-to-day management, operation and administration of the School to the Director.

The Board exercises authority only as a collective group and only through action at a duly convened, official meeting. Individual Board members have no authority to act in the name of the Board or School.

DATE OF ADOPTION: April, 18 2013
DATE OF IMPLEMENTATION: April, 18 2013
REFERENCES: Articles of Association, 3, 32, 64
CROSS-REFERENCES: 2.000 The Board
2.001 Legal Status of the Board
2.002 Board Member Authority and Indemnity
2.500 School Policies

1.004 Articles of Association

The Articles of Association form the governing regulations for the School. Any amendments to the Articles of Association must be approved by the members of the Company in a properly constituted General Meeting. All other policies and procedures of the School are subordinate to the School’s Articles of Association.

DATE OF ADOPTION: May 14, 2014
DATE OF IMPLEMENTATION: May 14, 2014
REFERENCES: Articles of Association
CROSS-REFERENCES: 1.300 The Annual General Meeting
1.301 Extra-Ordinary General Meeting

1.1 School Strategy

1.100 Guiding Statements

Mission

Challenging, inspiring and supporting all our students to fulfil their potential and improve the world.

Vision

IST will be a global leader in the education of internationally-mobile young people.

All students, regardless of their starting point, will think critically, achieve academically and develop the wisdom to make good choices. They will show curiosity and creativity in addressing authentic problems, local and global.

They will pursue their varied passions with enthusiasm, developing resilience, perseverance and confidence. Understanding the diversity of people and cultures, they will act kindly, fairly and responsibly.

All members of the IST community will work together to fulfil this Vision.

Values

All members of the IST community are:

Responsible: We act responsibly, positively and constructively, towards ourselves and other people. We learn from our mistakes and accept the consequences of our actions.

Inquiring: We show curiosity, perseverance and open-mindedness in seeking to understand and solve problems. We persevere in the face of difficulties and we embrace the learning that comes through failure as well as the joy of success.

Compassionate: We empathise with others and act with care and kindness and courage. In our interactions, we behave with patience, generosity and integrity.

Balanced: We believe in a broad education for our students, seeing the value for young people of participation in a varied curriculum.

Diverse: We treasure the diversity within the IST community, using the rich opportunities for deeper understanding that come from our differences

DATE OF ADOPTION: March, 20 2013

DATE OF IMPLEMENTATION: March, 20 2013

DATE OF AMENDMENT : September, 26 2013

REFERENCES:

CROSS-REFERENCES:

1.101 Strategic Planning

Guiding Statements

The guiding statements of the School are the Mission, Vision and Values. The Mission is a statement of the purpose of the School: it defines what the School does, for whom the School does it and what, in the end, the School wants to be remembered for.

The Vision is a statement that describes the School's desired future: it is an image of what the School wants to achieve over time.

The School's Values are the School's core beliefs: principles that shape the culture and climate of the School. The guiding statements shall drive all decision-making, planning, action and review at all levels of School life.

Review of Guiding Statements

The Mission, Vision and Values statements of the School shall be reviewed at least every ten years as part of the accreditation process, but the Board may decide by majority vote that an earlier review is required. The

review shall be coordinated by the Governance Committee, consisting of Board members.

Prior to approval and adoption by the Board, the Guiding Statements shall be published to the members of the Company for consultation and feedback.

The Mission, Vision and Values of the School shall be written in clear, concise and simple language and shall be inspirational to the School Community.

Strategic Plan

The strategic plan sets forth what the Board believes that the School must accomplish the next three to five years in order to fulfil its Mission as effectively as possible.

The Board shall ensure that there is a current strategic plan in place with corresponding strategic goals. The strategic plan shall be developed by the Director with active involvement of the Board. The strategic plan must be approved in the open session of a Regular Board Meeting.

Review and update of Strategic Plan

The Board shall review, evaluate, and, if necessary, update the Strategic Plan at least once per year prior to the Annual General Meeting. The evaluation and annual update shall be coordinated by the Governance Committee. Board approval is required for changes to the Strategic Plan and corresponding strategic goals. The School's Strategic Plan along with the annual updates shall be shared with the members of the Company.

The Board shall hold the Director accountable for the effective implementation of the strategic goals, except for those goals relating to governance.

Development of Action Plans

The Director shall develop annual action plans aligned to the strategic goals. The action plans for the upcoming school year will be presented to the Board in the May Board meeting.

The Director is responsible for implementing the approved strategic action plans and for keeping the Board advised as to implementation progress.

DATE OF ADOPTION: May 14, 2014

DATE OF IMPLEMENTATION: May 14, 2014

DATE OF AMENDMENT : August 28, 2014

REFERENCES:

CROSS-REFERENCES: 1.100 Guiding Statements
2.603 Committee Action Plans
3.005 Goals and Annual Work Objectives of Director

1.2 School Structure and Schedules

1.200 School Organization

Ownership of the School rests with the members of the Company. The Board represents the Company and governs the School in accordance with the applicable local laws, Memorandum and Articles of Association, and School Policy adopted by the Board.

The Board delegates the implementation of School Policy and the responsibility for the day-to-day management, operation and administration of the School to the Director.

The Director may delegate a part of his/her authorities to other members of the School Leadership and the Professional Management, but ultimately the Director is accountable to the Board.

Each employee of the School through the chain of command is accountable to the Director.

The Director shall develop and update an organizational chart that clearly outlines the positions and reporting relationships of all personnel. The chart shall be published in Staff Handbooks and in the Board Orientation Manual.

DATE OF ADOPTION:	May 14, 2014
DATE OF IMPLEMENTATION:	May 14, 2014
REFERENCES:	Articles of Association, 3, 32-33
CROSS-REFERENCES:	1.002 Ownership
	1.003 Governance
	1.004 Articles of Association
	2.000 The Board
	2.001 Legal Status of the Board
	2.008 Board-Director Relationship
	2.106 Orientation and Development of Board Members
	2.500 School Policies

1.201 School Year

Each school year shall normally have 180 teaching days. In addition to that, the School calendar shall contain eight scheduled in-service days.

DATE OF ADOPTION:	May 14, 2014
DATE OF IMPLEMENTATION:	May 14, 2014
REFERENCES:	
CROSS-REFERENCES:	1.203 School Calendar
	5.206 In-Service Days

1.202 School Day

Any change in the length or the start and end times of the school day requires a community consultation process conducted by the School Leadership and approval by the Board.

DATE OF ADOPTION:	May 14, 2014
DATE OF IMPLEMENTATION:	May 14, 2014
REFERENCES:	
CROSS-REFERENCES:	

1.203 School Calendar

Each year no later than the October Board meeting the Director shall submit to the Board a School calendar listing the days of required attendance for staff and students for the following school year as well as holidays and vacation periods. In preparing the School calendar, the Director shall consult with School Leadership and Teachers.

The Board shall adopt the School calendar for the ensuing school year no later than December 1st. Once the School calendar has been approved, any further changes must be approved by the Board.

DATE OF ADOPTION: May 14, 2014

DATE OF IMPLEMENTATION: May 14, 2014

REFERENCES:

CROSS-REFERENCES:

1.3 General Meetings

1.300 Annual and Extra-ordinary general Meetings

Annual General Meetings

An Annual General Meeting shall be held once in every calendar year, not being more than fifteen months after the holding of the preceding Annual General Meeting. The Board shall determine the time and the place of the Annual General Meeting in accordance with the Articles of Association and School Policy.

Agenda

The AGM agenda should be as follows:

- 1 Approval of Minutes
- 2 Matters Arising
- 3 Election of Directors
- 4 Chairman's Report
- 5 Treasurer's Report
- 6 Auditor's Report
- 7 Results of Voting
- 8 Appointment of Auditors
- 9 Any motion of which due notice has been given
- 10 Any Other Business

Extra-Ordinary General Meetings

The Board may convene an Extra-Ordinary General Meeting whenever it thinks fit. The Board shall determine the time and the place of this meeting in accordance with the Articles of Association and School Policy.

On request of members of the Company the Board must convene an Extra-Ordinary General Meeting provided that the members of the Company represent not less than one-tenth of the total voting rights of all the members having a right to vote at general meetings of the Company at the said date. The requisition shall state the objects of the meeting, and must be signed by the requisitionists and deposited at the registered office of the Company.

If the Board does not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

All policies on Annual General Meetings also apply to Extra-Ordinary General Meetings.

DATE OF ADOPTION:	May 23, 2014
DATE OF IMPLEMENTATION:	May 23, 2014
DATE OF AMENDMENT :	May 23, 2014
REFERENCES:	Articles of Association, 7-8 Company Act, 133, 134, 136
CROSS-REFERENCES:	1.301 Notice of General Meetings 1.302 Quorum 1.303 Chair 1.304 Adjournment 1.305 Voting 1.306 Voting by Proxy 1.307 Minutes 1.308 Annual Reports

1.301 Notice of General Meetings

Time of notice

Notice of any General Meeting shall be given at least 21 days prior to the meeting, exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given. The notice shall specify the place, day, and hour of the meeting and, in case of special business, the

general nature of that business. Shorter notice shall only be allowed if all members of the Company have given their consent that the meeting may be convened by such shorter notice and in such manner as those members may think fit. The Board is deemed not to have duly convened a meeting if it convenes a meeting more than twenty eight days after the date of the notice convening the meeting.

Special business

All business that is transacted at any Extra-Ordinary Meeting or any Ordinary Meeting shall be deemed special, with the exception of the election of new Board members, the consideration of the accounts, balance sheet and the ordinary report of the Board Chair, Treasurer, Auditors and Director, and the fixing of the remuneration of the Auditors.

Addressees

Notice of any General Meeting shall be given to all members of the Company, either by personal delivery or by post to any address within Tanzania as provided by him. The Company is not required to give notice to any member who has not communicated his address of service to the Company.

Unless otherwise authorised in writing by the Board, no other persons shall be entitled to receive notices on General Meetings.

The accidental omission to give notice of a meeting to any member or the non-receipt of notice of a Meeting by any member shall not invalidate the proceedings at any Meeting.

Duly called

A meeting of a company shall be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting, together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

Registration

Where a company resolves that a meeting shall be treated as the company's annual general meeting, a copy of the resolution shall, within fourteen days after the passing thereof, be forwarded to the Registrar for registration.

DATE OF ADOPTION:	May 23, 2014
DATE OF IMPLEMENTATION:	May 23, 2014
REFERENCES:	Articles of Association, 7-8 Company Act, 133, 134, 135, 138
CROSS-REFERENCES:	1.300 Annual and Extra-Ordinary General Meetings 1.308 Annual Reports

1.302 Quorum

No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Twenty-five members of the Company personally present at the meeting shall constitute a quorum for the transaction of business. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall form a quorum.

DATE OF ADOPTION:	May 23, 2014
DATE OF IMPLEMENTATION:	May 23, 2014
REFERENCES:	Articles of Association, 12,13 Company Act, 136
CROSS-REFERENCES:	1.300 Annual and Extra-Ordinary General Meetings 1.304 Adjournment

1.303 Chair

The Chair of the Board shall chair all meetings of the Company and ensure that meetings are conducted according to proper procedures, and in a respectful, open and fair atmosphere. If there is no Chair, if the Chair is unwilling to act as Chair or if at any meeting the Chair is not present within fifteen minutes after the time appointed for holding the meeting, the Vice-Chair of the Board shall chair the meeting. If the Vice-Chair

of the Board of Directors is also not present at the Meeting within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chair, the members present shall choose any other Board member present to be a Chair with respect to that particular meeting.

DATE OF ADOPTION: May 23, 2014
 DATE OF IMPLEMENTATION: May 23, 2014
 REFERENCES: Articles of Association, 14,15
 Company Act, 136
 CROSS-REFERENCES: 1.300 Annual and Extra-Ordinary General Meetings

1.304 Adjournment

The Chair of the Board may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Notice of an adjourned meeting shall be given at least 4 days prior to the meeting, exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given.

Adjournment by lack of quorum

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

DATE OF ADOPTION: May 23, 2014
 DATE OF IMPLEMENTATION: May 23, 2014
 REFERENCES: Articles of Association, 13,16,20
 Company Act, 48,146
 CROSS-REFERENCES: 1.300 Annual and Extra-Ordinary General Meetings
 1.301 Notice of General Meetings
 1.302 Quorum
 1.303 Chair

1.305 Voting

Eligibility for voting

Only parents and legal guardians of a child formally admitted to the School shall be eligible to vote. This includes Faculty members who have children enrolled at IST and their spouses. Members of the Faculty who are not parents of students in the School shall not be eligible to vote. To be eligible to vote, a parent shall have no outstanding financial obligations to the School.

Voting on a show of hands

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded by the Chair or by at least two members present in person or by proxy entitled to vote, before or on the declaration of the result of the show of hands.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, carried unanimously or not carried, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution. An entry to that effect shall be recorded in the book of the proceedings of the Company.

Voting on a poll

If a poll is demanded by the Chair or by at least two members present in person or by proxy entitled to vote, before or on the declaration of the result of the show of hands, it shall be taken in such manner as the Chair directs, and the results of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded. The demand for a poll may, before the poll is taken, be withdrawn.

Immediate poll

A poll demanded on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken at such time as the Chair directs.

Equality of votes

In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a second or casting vote.

DATE OF ADOPTION:	May 23, 2014
DATE OF IMPLEMENTATION:	May 23, 2014
REFERENCES:	Articles of Association, 17-24 Company Act, 49-55, 59, 60, 136, 138
CROSS-REFERENCES:	1.300 Annual and Extra-Ordinary General Meetings 1.306 Voting by Proxy 2.103 Election to the Board

1.306 Voting by Proxy

Company members eligible to vote are entitled to vote either in person or to appoint another person as their proxy to attend and vote instead of them. The proxy appointed to attend and vote shall have the same right as the member to speak at the meeting and demand a poll.

In order to appoint a proxy, the appointer (i.e. the non-attending parent) must fill in and sign a Proxy Form. Proxy Forms shall be made available at least fourteen days prior to the General Meeting and must be deposited at the Registered Office of the Company not more than forty-eight hours prior to the General Meeting or adjourned meeting. Proxy Forms do not need to be submitted in person. Proxy Forms need to be signed by the appointer only.

No person shall be allowed to carry more than two proxies to the AGM.

DATE OF ADOPTION:	May 23, 2014
DATE OF IMPLEMENTATION:	May 23, 2014
REFERENCES:	Articles of Association, 24-28 Company Act, 61-67,138
CROSS-REFERENCES:	1.300 Annual and Extra-Ordinary General Meetings 1.305 Voting 2.103 Election to the Board
EXHIBITS:	2.103E Proxy Form

1.307 Minutes

The Director shall ensure that a suitable qualified person will be in place to take minutes of all Company meetings.

Minutes shall include not less than the following:

- 1 A statement of the time, date and place of the meeting,
- 2 The type of meeting to be held,
- 3 Board members present, by name,
- 4 Board members absent, by name,
- 5 The name of the note taker who recorded the minutes,
- 6 Matters disposed or decided on by resolution, made and seconded.

Communication of decisions

The Director shall be responsible for informing the School Community of decisions made at General Meetings that affect them. This communication may precede the approval of official minutes.

Archiving

The Secretary of the Board shall be responsible for the safekeeping of the minutes and for their orderly transfer to his/her successor. Approved minutes are the official record of Board actions and shall be maintained in perpetuity by the School.

DATE OF ADOPTION:	May 23, 2014
DATE OF IMPLEMENTATION:	May 23, 2014
REFERENCES:	Articles of Association, 34

CROSS-REFERENCES: Company Act, 80
 1.300 Annual and Extra-Ordinary General Meetings
 2.200 Duties of Board Officers
 2.305 Board minutes
 3.000 The Director

1.308 Annual Reports

At the Annual General Meeting the Board shall present a written Annual Report which shall include:

- The Annual Report of the Chair of the Board,
- The Annual Report of the Director of the School,
- The Annual Financial Report by the Treasurer of the Board.

Included in the Annual Financial Report of the Treasurer shall be:

- The annual accounts,
- The auditor's report.

Additional topics, such as an update on the School's strategic plan and specific goals for the upcoming School Year, may be presented as determined by the Board.

DATE OF ADOPTION: May 23, 2014
DATE OF IMPLEMENTATION: May 23, 2014
REFERENCES: Articles of Association, 11, 56, 57
 Company Act, 133
CROSS-REFERENCES: 1.300 Annual and Extra-Ordinary General Meetings
 2.200 Duties of Board Officers

1.4 Inter-Organizational Relations

1.400 Accrediting Agencies

The School shall seek the highest status of accreditation by internationally-recognized accrediting agencies, such as the Council of International Schools and the Middle States Association. The School will do so in order to evaluate and improve its teaching and learning, governance and leadership, school culture, and operational systems.

In seeking such accreditation, the Director shall ensure the School reflects upon its practices and performance honestly and fully and that all due processes are followed. The Director shall keep the Board informed about the report, the visit of the evaluation team and the report back from the accreditation organization.

The Board shall be involved in the governance portion of the process.
The Board shall provide sufficient resources for the accreditation process to be undertaken.

DATE OF ADOPTION: May 14, 2014

DATE OF IMPLEMENTATION: May 14, 2014

REFERENCES:

CROSS-REFERENCES:

1.401 Educational Partnerships

The Board encourages the School's membership of professional organizations that benefit student learning, provide opportunities for our students and teachers to connect with others throughout the world, and contribute to the intention of the School to become a global leader in the education of internationally-mobile young people. The Board also encourages the establishment of relationships with other schools, both in the host country and in other countries, as long as these are mutually beneficial.

DATE OF ADOPTION: May 14, 2014

DATE OF IMPLEMENTATION: May 14, 2014

REFERENCES:

CROSS-REFERENCES:

1.5 Host Country

1.500 Host Country Relations

The School aims to maintain excellent relations with government authorities and agencies.

DATE OF ADOPTION: May 14, 2014

DATE OF IMPLEMENTATION: May 14, 2014

REFERENCES:

CROSS-REFERENCES:

1.6 School Climate

1.600 School Climate

School climate refers to the quality and character of school life. School climate is based on students', parents' and school personnel's experience of school life and reflects norms, goals, values, interpersonal relationships, teaching and learning practices and organizational structures.

The Director shall monitor the School's climate to ensure it is supportive of student learning and student well-being. All members of the School Community shall act kindly, fairly and responsibly, understanding the diversity of people and cultures.

DATE OF ADOPTION: May 14, 2014
DATE OF IMPLEMENTATION: May 14, 2014
REFERENCES:
CROSS-REFERENCES: 1.100 Guiding Statements

1.7 Environmental Sustainability

1.700 Environmental Impact

The School recognizes its activities' impact upon the environment and shall continuously commit to improving its environmental performance. Therefore the School shall consider the environmental impacts of its decisions and actions.

The School shall encourage student initiatives that further good environmental practices.

DATE OF ADOPTION: May 14, 2014

DATE OF IMPLEMENTATION: May 14, 2014

REFERENCES:

CROSS-REFERENCES: