

BY-LAWS OF THE INTERNATIONAL SCHOOL OF PARIS



Article 1:

The signers of these By-Laws hereby create an association governed by the law of July 1, 1901 and the decree of August 16, 1901, with the name of ECOLE INTERNATIONALE DE PARIS (INTERNATIONAL SCHOOL OF PARIS).

Article 2:

The Vision of the International School of Paris (ISP) is 'Educating for Complexity'. As the leading International Baccalaureate school in France, the Mission of ISP is to prepare its students to engage with and succeed in a complex world. The school creates a challenging and motivating environment where the programme of the International Baccalaureate Organisation is taught in English.

ISP encourages sporting, artistic and social activities, among others, as well as participation in scholastic competitions.

The Association may also develop any other academic or training activity for the benefit of children and adults. It may also carry out any activity that is directly or indirectly related to its Mission.

Article 3:

The seat is located at 6 rue Beethoven, 75016 Paris. The Association may change the seat upon the recommendation of the Board of Trustees (Board).

Article 4:

The members of the Association are:

- The parents (or the legal guardians) of the students who are currently studying at ISP;
- The members of the Board during their mandate;
- Any other interested person(s) who the Board has approved. The curricula vitae of those persons are maintained at ISP.

Membership in the Association is lost:

- by resignation;
- for the parents (or legal guardians) of the students, when the students have finished their schooling at ISP;
- by death;
- by the failure to pay the fees of the Association, as set by the Board of Trustees;
- by removal for serious cause, as decided by the Board. The person in question shall be invited, by registered letter with notice of receipt, to meet with the Board and shall be given the opportunity to be provided an explanation regarding the reasons for the removal.

Article 5:

The Association is governed by a Board of Trustees, which has a minimum of seven and no more than 15 members. The Board may take any decision that is not reserved to the Association under these By-Laws, including all decisions regarding the purchase, sale and financing of any property.

The Board shall determine the number of its members taking into account the total number of enrollments and the number and size of the different national groups represented at ISP.

The members of the Board of Trustees are elected as follows:

- Up to six members are elected by the Association;
- Up to nine members are elected (co-opted) by the Board of Trustees.

The employees of the Association and their spouses are not permitted to run as candidates for election to the Board of Trustees. No single family may have more than one member serving on the Board of Trustees.

If there is only a single candidate per vacancy, or the same number of candidates as the number of vacancies, then each candidate must receive a majority of the votes cast, in favour of his or her candidacy. If there is more than one candidate for a single vacancy, the candidate having received the most votes cast is elected. If there are several vacancies and more candidates than the number of vacancies, the candidates receiving the most votes will fill the open vacancies (in the case of a tie, a coin toss performed by the President of the Board of Trustees will determine the successful candidate).

The term of the mandate for the Trustees is three years from the time of their election or co-option.

The Board of Trustees is able to extend the term of a Board member who has been elected by the Association until the next Annual General Meeting.

The mandate of a Board member can be renewed, either by election at the Annual General Meeting or by co-option by the Board.

The number of Board members serving a third consecutive term or more should be limited to a maximum of three persons. If three members are already in this situation, no other member of the Board can be elected or co-opted for a third consecutive term. If more candidates than the number of positions available (to meet the three maximum) are asking to be renewed for a third mandate, only the candidate(s), receiving the most number of votes will be elected to fill the available positions.

The Board shall elect the following officers from among its members:

- President
- One or more Vice-Presidents
- Secretary
- Treasurer

A member of the Board may hold more than one office. Each officer has the powers as described below. The officers are not a collegial body empowered to make decisions.

Any member of the Board may have his or her functions revoked at any given moment, with or without reason, by a two-thirds vote of the members of the Board (excluding the member in question; he or she may not vote and will not be counted when calculating the number of votes required for a majority).

Additionally, the Association may at any moment, with or without reason, remove from office its elected administrators.

Any officer of the Board or committee member may also be revoked of his / her functions by the Board.

The Board appoints the Head of School of ISP and determines the functions of the position, which are then detailed in a written job description.

The Board may invite a member of the administration, a teacher or any other person to participate at the Board. These persons have the right to participate in the debates but not the right to vote.

The members of the Association and ISP employees are to be informed of the school's situation in relation to its mission and the financial situation, in meetings convoked by the Board.

The quorum of each meeting of the Board of Trustees shall be one-half of its members physically or electronically present, including by the use of tele- and/or video-conferencing technology. If the quorum is not attained, the meeting shall be adjourned and a later date set.

Each Board member represents one vote. Decisions shall be adopted by a simple majority of the members physically or

electronically present, including by the use of tele- or video-conferencing technology.

The Board members may not receive any compensation for their services on the Board. They may, however, be reimbursed for expenses, subject to the prior and express authorisation of the Board, which shall approve, a posteriori, the amount based on the receipts presented.

Article 6:

1. The President of the Association presides over the meetings of the Board and of the Association, unless there is a decision to the contrary by the Board at the seat of the Association.

The President may convene any meeting of the Board, general meeting or special session of the Association that he/she deems necessary.

The President determines the agenda of the meetings of the Board based on suggestions from the Board trustees. At each meeting, he/she will provide an update on the school and request the adoption of the minutes of the previous meeting, which are to be signed by the members present at that meeting.

The President shall represent the Association at all activities of a civil nature. He/she edicts the expenses.

1. The President shall represent the Association in all legal matters. He/she shall act either as a plaintiff or defendant without the necessity of a previous authorisation from the Board or the Association. He/she shall inform the members of the Board on any such developments.
2. The Vice-President shall replace the President in case of his/her absence or incapacity.
3. The Treasurer is responsible for the finances of the Association. He/she must ensure that the accounts are kept and all transactions are correct and legal. The accounts are made available to any member of the Board who so requests.

The Treasurer may carry out any financial transaction authorised by a majority vote of the Board. He/she shall prepare the budget of the Association, submit it for the approval of the Board, communicates it to the Association, executes it and controls its execution with the Director of Finance and the auditors of the accounts of the Association.

4. The Secretary is responsible for the minutes of the meetings of the Board and of the Association, as well as other documents concerning the Association.

Article 7:

The accounting year of the Association runs from September 1 to August 31 of the following year.

The payments issued by the Association must be signed jointly by two of the following persons in compliance with the specifications and amounts laid out in the Purchasing Policy approved by the Board of Trustees:

- the President
- the Treasurer
- the Head of School
- the Finance Director
- any other person designated by the Board.

Article 8:

These By-Laws may be amended, upon the recommendation of the Board, by a vote of a simple majority of the valid votes cast by the members present at the Annual General Meeting or special session of the Association.

Article 9:

The Board shall convene a General Meeting once a year, at which time it will inform of its activities and the financial results achieved.

The Association is comprised of the parents (or the legal guardians) of the students enrolled at ISP. They have one vote for each student enrolled. The right to vote may be exercised by either parent.

If deemed necessary, a special session of the Association may be convened, following the same procedure. At the Annual General Meeting, the Association approves the audited accounts of the previous year, validates the budget and debates the matters placed on the agenda by the Board or by one-twentieth of the members of the Association. Requests for placing an item on the agenda by the Association's members must be forwarded to the President at least one month before the date of the Annual General Meeting.

Decisions are taken by a simple majority of the votes cast by the members present.

The quorum for holding the Annual General Meeting constitutes at least 10 votes that are held by members other than Trustees, staff members of the Association or their spouses (the term "spouse" includes, for the purposes of this Article, all parents or guardians of a child who has a Board member or a staff member of the Association as a parent or guardian). If a quorum is not attained, the Annual General Meeting will be adjourned and a new Annual General Meeting will be convened, where no quorum is required. Special sessions of the Association do not require a quorum.

Article 10:

The revenues of the Association are:

- tuition and registration fees
- donations
- other activities linked to teaching and learning
- dues of the members
- any other income authorised by the rules in force

Article 11:

Any meeting of the Association, convened to determine its dissolution, must be especially convened for this purpose and must include a minimum of a half of the Association's membership.

If this quorum is not attained, the meeting may be reconvened after a period of at least 15 days, and the Association may then debate and make a decision.

In the event that a minimum of two-thirds of the members present at a meeting decide to dissolve the Association, one or more liquidators shall be designated to liquidate the assets of the Association and to donate any net assets to one or more similar institutions as chosen by the Association.

Paris, 28 January 2019

The President

Nathalie Courtel ISP by-laws