

BY-LAWS OF THE INTERNATIONAL SCHOOL OF PARIS (English Version)

Article 1: CREATION OF THE ASSOCIATION

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: EDUCATIONAL VISION AND MISSION

The Association's goals:

- A) 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.
- B) ISP encourages sporting, artistic and social activities, among others, as well as participation in scholastic competitions.
- C) 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: SEAT

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: ASSOCIATION MEMBERSHIP

- A) 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) whom the Board has approved. The curricula vitae of those persons are maintained at ISP.
- B) 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 BOARD OF TRUSTEES

A) BOARD COMPOSITION

- 1) The Association is governed by a Board of Trustees, which has a minimum of seven and no more than 15 members.

- 2) 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.
- 3) 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.
- 4) The employees of the Association and their spouses are not permitted to become a member of the Board of Trustees.
- 5) No single family may have more than one member serving on the Board of Trustees.
- 6) 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.

B) TRUSTEE ELECTIONS

- 1) 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.
- 2) If there is more than one candidate for a single vacancy, the candidate having received the most votes cast is elected.
- 3) 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).
- 4) The Association may, with or without reason, revoke the functions of its elected Board members. Any such removal shall be subject to a two-thirds vote of the Association.

C) TRUSTEE MANDATE

- 1) The term of the mandate for the Trustees is three years from the time of their election or co-option.
- 2) The Board of Trustees is able to extend the term of a Board member who has been elected by the Association until the next General Meeting.
- 3) The mandate of a Board member can be renewed, either by election at a General Meeting or by co-option by the Board.
- 4) 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.

D) BOARD OFFICERS

- 1) The Board shall elect the following officers from among its members:
 - President
 - One or more Vice-Presidents
 - Secretary
 - Treasurer
- 2) A member of the Board may hold more than one office. Each officer has the powers as described in Article 6 below. The officers are not a collegial body empowered to make decisions.

E) REVOCATION OF TRUSTEE FUNCTIONS

- 1) 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).
- 2) Any officer of the Board or committee member may also be revoked of his / her functions by the Board.

F) FUNCTIONS AND DUTIES OF THE BOARD

- 1) 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.
- 2) 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.
- 3) 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 General Meetings convoked by the Board.

G) BOARD MEETINGS

- 1) 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.
- 2) 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.

H) TRUSTEE COMPENSATION

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: BOARD OFFICERS

A) THE PRESIDENT

- 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.
- 2) The President may convene any meeting of the Board or General Meeting of the Association that he/she deems necessary.
- 3) 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.
- 4) The President shall represent the Association at all activities of a civil nature. He/she edicts the expenses.
- 5) 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.

B) THE VICE PRESIDENT

- 1) The Vice-President shall replace the President in case of his/her absence or incapacity.
- 2) If there is more than one Vice President available, the one who has held the office longer shall preside.

C) THE TREASURER

- 1) 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.
- 2) 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, communicate it to the Association, execute it and control its execution with the Director of Finance and the auditors of the accounts of the Association.

D) THE SECRETARY

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: FINANCIAL ACCOUNTING

- A) The accounting year of the Association runs from September 1 to August 31 of the following year.
- B) 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: AMENDMENT

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 Association members during a General Meeting.

Article 9: GENERAL MEETINGS OF THE ASSOCIATION

- A) The Board President shall convene a General Meeting at least once per academic year at any time, or following receipt by the Board of a written request signed by Association members representing at least one-twentieth of the votes of the Association, to inform the Association of its activities and the financial results achieved.
- B) At a General Meeting, the Association:
 - 1) Approves the audited accounts of the previous year;
 - 2) Validates the budget for the coming year;
 - 3) Debates matters placed on the agenda by the Board or by a petition of Association members representing one-twentieth of the votes of the Association, submitted to the President at least one month before the date of the meeting;
 - 4) Elects Trustees when presented with candidates by the Board.

- C) General Meetings of the Association may be held in person or by electronic means or a combination of both. Electronic means must provide each Association member the ability to review any documents presented at the General Meeting and participate fully in any discussion or debate.
- D) The Board shall determine the agenda for General Meetings, including any matters requested in writing by Association members representing at least one-twentieth of the votes of the Association.
- E) A provisional agenda serving as notice of any General Meeting shall be sent via e-mail to all Association members using the contact information each member provides to the school. The notice shall be sent at least fourteen days before the date appointed for the meeting, with the exception of a re-convened meeting, for which notice shall be sent as soon as possible.
- F) The quorum for holding a 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 General Meeting will be adjourned and a new General Meeting will be convened, where no quorum is required.
- G) Decisions are taken by a simple majority of the votes cast by Association members. Voting may be conducted using a secure online voting system, and must conclude at the General Meeting at which the matter for decision is presented. Attendance at a General Meeting is not required to exercise a vote on any matter presented at that meeting. However, the Board may establish member pre-registration procedures to ensure balloting security.
- H) Association members who are parents of ISP students have one vote for each student enrolled. The right to vote may be exercised by either parent. All other Association members have one vote each.

Article 10: REVENUES

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: DISSOLUTION

- A) 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.
- B) 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.
- C) 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, 8th February 2021

The President
Nathalie Courtel