

**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 English-speaking environment where the programs of the International Baccalaureate Organization are 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 infants 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 General Assembly 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 whom the Board has approved. The curricula vitae of those persons shall be 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 dues 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 provide any explanation regarding the reasons for the removal.

Article 5:

The Association shall be governed by a Board of Trustees, which shall have no fewer than seven and no more than 15 members. The Board may take any decision that is not reserved to the General Assembly 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 size of the different national groups represented at ISP.

The members of the board of Trustees shall be elected as follows:

- Six members shall be elected by the General Assembly;
- Nine members will be elected 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.

One family cannot 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 shall be elected. If there are several vacancies and more candidates than the number of vacancies, the candidates having received the most votes will fill the open vacancies (a tie will be decided by a coin toss to be performed by the President of the Board of Trustees)."

The term of the mandate for the trustees shall be three years from the time of election or co-option.

The Board of Trustees may extend the term of a Trustee elected by the General Assembly until the next meeting of the General Assembly.

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

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

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 shall have the powers as described below. The officers are not a collegial body empowered to take decisions.

Any member of the Board may be revoked of his or her functions 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 will not vote and will not be counted when calculating the number of votes required for a majority).

Additionally, the Board may, at any moment, remove from office its elected administrators.

Any committee member may also, at any moment, be removed from this committee appointment by the Board.

The Board shall appoint the Headmaster of ISP. His functions shall be determined in a written description of the position.

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

The members of the Association and ISP employees shall be informed of the situation at ISP, with respect 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. If the quorum is not achieved, the meeting shall be adjourned and a later date set.

Each Board member has the right to speak at the Board meetings. Decisions shall be adopted by a simple majority of the members present, either physically or electronically.

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 authorization of the Board, which shall approve, a posteriori, the amount based on the receipts presented.

Article 6:

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

The President may convoke any meeting of the Board or general or special session of the General Assembly that he/she deems necessary.

The President shall set the agenda of the meetings of the Board based on the suggestions of the members. At each meeting, he/she will give an explanation of the situation of the Association 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.

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 authorization of the Board or the General Assembly. He shall inform the members of the Board on the developments of the cases.

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 shall be available to any member of the Board who so requests.

The Treasurer may carry out any financial transaction authorized 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 General Assembly, execute it and control its execution with the Head Accountant 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 General Assembly, 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 Headmaster
- 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 a regular or special session of the General Assembly.

Article 9:

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

The General Assembly shall be 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 necessary, a special session of the General Assembly may be convoked, following the same procedure.

The regular session of the General Assembly shall approve the audited accounts of the previous year, adopt the budget and debate 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 members must be forwarded to the President at least one month before the date of the Assembly.

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

The quorum for holding the General Assembly shall be 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 Trustee or a staff member of the Association as a parent or guardian). If a quorum is not attained the General Assembly shall be adjourned and a new General Assembly summoned where no quorum shall be required. Extraordinary meetings shall require no quorum.

Article 10:

The revenues of the Association are:

- tuition and other fees
- donations
- additional activities linked to education
- dues of the members
- any other income authorized by the rules in force

Article 11:

A General Assembly convoked to decide on the dissolution of the Association must be especially convoked for this purpose and must include at least more half of the active membership.

If this quorum is not reached, the Assembly may be again convoked, after a period of at least 15 days, and may debate and decide, no matter the number of members present.

In the event of dissolution decided upon by at least two-thirds of the members present at a General Assembly, one or more liquidators shall be named to liquidate the assets of the Association and to donate any net assets to one or more similar institutions chosen by the General Assembly.

Paris, 24 January 2017

The President
Nathalie Courtel