

GENEVA ENGLISH SCHOOL

ARTICLES OF ASSOCIATION

Version 5 - Approved 2 July 2010

ASSOCIATION

Article 1 – Name

1. The Association exists as a non-profit-making association of indefinite duration under the name "Geneva English School" governed by these articles and in accordance with Articles 60 et seq. of the Swiss Civil Code.
2. The Association is registered in the Register of Commerce in accordance with Article 61 of the Swiss Civil Code.

Article 2 – Registered Office

The registered office of the Association is located in Genthod, Canton of Geneva.

Article 3 – Objective

1. The objective of the Association is to provide education based on the national curricula of the United Kingdom for children living in or around Geneva;
2. The Association shall offer at least seven years of primary school instruction with a regularly scheduled curriculum, a regular faculty and a regularly enrolled student body;
3. The Association shall maintain the Geneva English School (hereinafter "the School") in the vicinity of Geneva to provide the education set out in Articles 3.1 and 3.2;
4. The School shall be open to English-speaking children, provided that two-thirds of the places in the School shall be reserved in principle for children of British or Commonwealth nationality;
5. The Association is authorised to make payments and distributions in furtherance of its educational purpose.

Article 4 – Finances

1. The Association may charge tuition, charges and deposits for the educational services provided by the school to its students;
2. Additional income may be derived from:
 - a) Yield from its capital;
 - b) Donations, gifts, legacies and bequests;
 - c) Non-fee income generated on the site of the School or through activities organised by the School.

Article 5 – Membership

1. The members of the Association (hereinafter “Members”) are parents/legal guardians of a child admitted to the School, as well as members of the governing board (hereinafter “Board”);
2. In the case of parents/legal guardians, membership shall commence after receipt by the School of a completed and signed membership application form and upon acceptance by the School of the registration fee for the child;
3. In the case of external Board members, membership shall commence upon co-option to the Board and shall be confirmed by the Association at the next annual general meeting;
4. Each family shall be allowed a single membership;
5. No one remunerated by the Association can be a Member;
6. Each Member shall abide by the School’s internal rules and policies and must act in accordance with these articles of association;
7. Membership shall be terminated when the name of the Member’s last child has been duly removed from the School’s current registers or in the case of external Board members upon resignation or exclusion from the Board;
8. The Association may elect Honorary Members in recognition of valuable past services rendered to the Association and the School. Honorary Members shall have no voting rights;

9. The Members have no claim on the assets of the Association and shall not be responsible for the debts of the Association.

Article 6 – Structure

The bodies of the Association are:

1. The general meeting of the Association (hereinafter “General Meeting”);
2. The Board.

Article 7 - General Meetings

1. Authority

- a) General Meeting shall be the supreme authority of the Association. It is composed of all Members of the Association.
- b) General Meetings shall have the following powers and duties:
 - To review and accept the annual report of activities and financial statements prepared by the Board;
 - To review the annual budget prepared by the Board;
 - To elect the parent members of the Board and confirm external members of the Board;
 - To revoke members of the Board for material grounds according to Art. 65 para. 5 of the Swiss Civil Code.

2. Convening

- a) General Meetings and Annual General Meetings shall be convened by the Board by a written notice sent at least twenty-one days in advance;
- b) There shall be as many meetings of the Association as are necessary for the sound running of the School; there shall be at least two meetings per school year, one of which shall be a General Meeting to be held before the end of the calendar year and one of which shall be an Annual General Meeting to be held during the summer term each year;

- c) An Extraordinary General Meeting shall be convened by the Board Chair upon the request of at least one-fifth of the voting electorate of the Association or of the majority of the Board. Upon receipt of such request, the Board shall send a written convening notice to all Members setting the date of the Extraordinary General Meeting not earlier than seven days from the date of posting such notice. The convening notice shall contain a clear statement of the reasons for the Extraordinary General Meeting. An Extraordinary General Meeting may discuss and act upon only such matter(s) as are specifically set out in the convening agenda;
- d) Hereinafter, the term "Meeting" shall include a General Meeting, Annual General Meeting, or an Extraordinary General Meeting.

3. Voting

- a) As used herein, the term "voting electorate" shall mean the total number of votes which may be exercised by the voting membership of the Association;
- b) Except as provided below, the quorum for a Meeting of the Association shall be one-third of the voting electorate;
- c) Voting at Meetings shall be conducted by secret ballot; ballots are to be counted by a Board member and one volunteer member of the voting electorate present at Meeting;
- d) If a Member is unable to attend a Meeting, such absentee Member may, upon written notice to the Board, appoint the Chair or another Member as his proxy, to deliberate and vote on his behalf either generally or on a particular matter;
- e) Where the Chair so rules, or where the Meeting decides by an open vote that a matter under discussion merits the widest possible consultation with the membership, a postal ballot of the voting electorate shall be held. In the event of such a ruling, a postal ballot will take place within fifteen days from the date of the Meeting;
- f) Motions to amend these articles shall be carried on a two-thirds majority vote of the Meeting provided that such majority is not less than half the voting electorate; all other motions shall be carried on a simple majority vote of the Meeting, notwithstanding Art. 15;
- g) No votes may be taken at any Meeting, except on those items contained in the agenda;

- h) A written draft agenda shall be sent through normal postal channels to all Members and Honorary Members either with the convening notice or within five days of the dispatch of such convening notice. Members shall be entitled to submit in writing to the Board further items for inclusion on the agenda. The Meeting shall adopt the agenda before proceeding with any business;
 - i) The final agenda is to be circulated to all Members seven days before the Meeting.
4. Organisation
- a) The chair of any Meeting shall be the Chair of the Board or, in his or her absence, the Vice-Chair. Where both the Chair and Vice-Chair are not present, the Meeting shall elect its own chair from the Board.
 - b) A written record of the proceedings of each Meeting shall be kept and shall be circulated by the Board to the membership within two months after the Meeting.

THE GOVERNING BOARD

Article 8 – Composition of the Board

1. The Board shall consist of between 8 and 12 members, with a minimum of 4 parents Board members and a minimum of 4 external Board members;
2. No person employed or remunerated by the Association, nor the spouse, parent or child of such person, may be a member of the Board;
3. A husband and wife may not serve concurrently on the Board;
4. All Board members shall adhere to the school's Code of Practice for Governors;
5. The Head (Art. 13) shall attend Board meetings but is not a member of the Board and does not have voting rights;
6. The Finance and Estates Manager shall also be invited to act as Clerk to the Board but does not have voting rights.

Article 9 – Term of Office

1. The Board members shall be elected or co-opted (and later confirmed at the Annual General Meeting) for a term of three years by a vote of the

Association at the Annual General Meeting. The term shall be renewable up to two additional consecutive terms for a maximum of nine years in all;

2. The term of office for parent Board members shall start one week after the Annual General Meeting of their election;
3. The term of office for external Board members shall commence upon co-option to the Board; such term of office shall continue upon confirmation at the Annual General Meeting;
4. The Board may co-opt members with suitable skills and/expertise to fill vacancies on the Board, provided that appointment is submitted for ratification at the next Annual General Meeting.

Article 10 - Elections

1. All Board members are elected or approved at the Annual General Meeting;
2. In the case of parent Board members, anyone proposed and seconded by two Members shall be put forward for nomination and election by a vote of the Annual General Meeting;
3. In the event that more parent Members stand for election than the number of parent Board member vacancies, those nominated parent Members receiving the highest number of votes shall be elected;
4. In the event the number of nominated parent Members is equal to or less than the number of parent Board member vacancies the nominated parent Members will be elected by a majority vote at the Annual General Meeting;
5. In the case of external Board members, anyone proposed by the Board's Nominating sub-Committee, which shall consist of 3 to 5 Board members, and unanimously approved by the Board shall be deemed co-opted to the Board;
6. The Board shall determine the number of parent Board member vacancies, as well as external Board member vacancies prior to the Annual General Meeting, pursuant to Art. 8.1;
7. Not less than six weeks before the Annual General Meeting, the Board shall send out written notice, as well as nomination forms, to all Members requesting that candidates for the Board be nominated and seconded by the Members. The period for such nomination shall close three weeks prior to the date scheduled for the Annual General Meeting;

8. Not less than six weeks before the Annual General Meeting, the Board shall send out written notice to all Members with a list of those external Board members proposed for approval;
9. The Board shall elect for a term of three years from among its members a Chair, a Vice-Chair and a Treasurer.

Article 11 – Competence of the Board

1. The Board is the highest executive authority of the Association and its organisational units, and it shall run and administer the Association in accordance with these Articles;
2. The Board is responsible for the overall conduct of the School, overseeing and ratifying the relevant decisions of any subcommittees which it forms. It reviews the policies, plans and procedures that will ensure the best possible education for present and future pupils, including proper control of the finances. As such, it shall have, in particular, the exclusive responsibility to:
 - a) Appoint and dismiss the Head;
 - b) Define the duties and responsibilities of the Head and receive and act upon his/her reports;
 - c) With the Head, appoint the Deputy Head and the Finance and Estates Manager;
 - d) Establish and regularly review the strategy and vision for the School;
 - e) Appoint and dismiss the external auditors;
 - f) Prepare the annual financial report and balance sheet of the Association;
 - g) Approve the annual budget of the Association as proposed by the Head and the Finance and Estates Manager;
 - h) Authorise disbursements from the reserve funds.

Article 12 – Procedures of the Board

1. The Board shall be convened by its Chair or Vice-Chair whenever the interests of the Association require a meeting, but at least once a school term;

2. The Board shall also be convened whenever a majority of Board members request it on a specific agenda;
3. The agenda for the meeting shall be circulated one week in advance of the meeting. At least once per term, the agenda shall include the Head's report and reports on any sub-committee's work, which will be circulated one week in advance of the meeting. There should be a balance of educational and business items and generally items should be taken in the order laid out in the agenda;
4. No decision may be taken at a meeting by the Board unless at least half of its members are present;
5. The Board shall take its decisions by a majority of the votes of the members present;
6. Proxy votes are not allowed;
7. In the case of a tie, the person chairing the meeting casts the deciding vote;
8. Minutes of the meetings shall be drafted by the secretary of the meeting and approved by the chair. Minutes shall reflect key discussion points and record the decisions taken and actions agreed during the meeting. The minutes of the meeting shall be circulated to all Board members within ten days of the meeting and shall be approved at the next meeting of the Board;
9. The persons empowered to sign jointly on behalf of and to bind the Association shall be any two out of the Chair, Vice-Chair, Treasurer, or Head and any other such persons as may be so empowered by the Board.

THE HEAD

Article 13 – Areas of Competence

1. The Head shall be the educational leader of the School. He or she is responsible for fulfilling the academic, pastoral and social needs of the pupils, parents and staff by providing an excellent broad-based education in line with the School's ethos.
2. His or her duties include in particular:

- a) Medium and long-term planning of curricula and academic programmes, and their coordination;
 - b) Supervision, evaluation and maintenance of high academic standards at the School;
 - c) Personnel and administrative management of the School in the context of established policies;
 - d) Financial management of the School as supervisor of the Finance and Estates Manager;
 - e) Appointment and dismissal of all teaching and administrative staff with the exception of the Deputy Head and the Finance and Estates Manager where decisions will be taken in conjunction with the Board;
 - f) Assessment, appraisal, guidance, support and professional development of all teaching staff;
 - g) Assistance to the Board for the development, coordination and implementation of fundraising programmes;
 - h) Maintenance of all official records and documents of the School and the Association;
 - i) Assurance that the School meets all its legal obligations, including compliance with Swiss child protection legislation and guidelines, as well as Swiss health and safety regulations.
3. The Head shall produce a report to the Board at the meeting that shall take place at least once per term according to Article 12.3. The report shall be circulated in advance, and the Head will make a verbal report in person at the meeting. The report shall include a summary of key points of his/her report on the major activities during the period under review and on the financial situation of the School.

Article 14 – Auditing

1. In accordance with Art. 69b of the Swiss Civil Code, the audit of the accounts of the Association shall be entrusted to auditors of recognised standing in their profession, who may not be members of the Board;
2. The auditors may be invited by the Board to check at any time the accounts, the financial transactions and the assets of the Association and to request any explanation they deem necessary;

3. The auditors shall provide a written report at least once a year to the Association. Their reports shall comprise an appraisal in accordance with the accepted audit practices of the assets and liabilities, income and expenditures and sources and uses of funds of the Association, as reflected in the accounts.

Article 15 – Dissolution of the Association

1. The Association shall be dissolved where two-thirds of the voting electorate of the Association vote in favour of such dissolution;
2. In case of dissolution, the net assets of the Association shall be allocated to any charitable institution with similar purposes as those of the Association and benefiting from tax exemption;
3. Under no circumstances may the assets be either returned to the Members or donors and their legal successors or used totally or partially in their profit in any way.

Article 16 – Revision of Statutes

1. The present statutes annul and supersede the Articles of Association dated 15 July 2008, along with any other provisions previously passed by the Association.
2. The present statutes shall enter into force as of 1 September 2010.



These present Statutes have been adopted by the Association having been approved by postal ballot on 2 July 2010 following the General Meeting of the Association held in Genthod, Switzerland on 21 June 2010.