

**ASSOCIATION DES PARENTS D'ÉLÈVES DE LA SECTION BRITANNIQUE DU
LYCÉE INTERNATIONAL DE SAINT-GERMAIN-EN-LAYE**

***[PARENTS ASSOCIATION OF THE BRITISH SECTION OF THE
LYCÉE INTERNATIONAL SAINT-GERMAIN-EN-LAYE]***

ARTICLES OF ASSOCIATION

Formed on 4th February 1969 and including the latest amendments adopted by the Extraordinary General Meeting of the Association of 12th October 2005.

CHAPTER ONE

LEGAL FORM - PURPOSE – NAME – REGISTERED OFFICE – TERM

ARTICLE 1 – LEGAL FORM

There has been formed, between the undersigned and the natural persons who subsequently subscribe to these Articles of Association and meet the conditions specified below, a registered Association which will be governed by the provisions of the Law of 1st July 1901 and by these Articles.

ARTICLE 2 – PURPOSE

The purpose of the Association is, on a wholly not-for-profit basis, :

- to carry out any activity likely to provide additional education in the English language (including, in addition to formal teaching, extra-curricular activities) to pupils enrolled in the schools mentioned in the Internal Regulations and which are bound to the Lycée International of Saint Germain en Laye by contract, with a view to allowing them to sit French and British national examinations as well as international examinations;
- to represent the interests of the Association, parent members of the Association and pupils of those parent members in each of the schools mentioned in the Internal Regulations and which are bound to the Lycée International of Saint Germain en Laye by contract in dealings with the municipal authorities and the administrative authorities in general;
- to facilitate relations between the parents of pupils and the school authorities as well as the solution of any problem affecting the interests of those pupils;
- to facilitate contacts between parents;
- to ensure the representation of the parents in dealings with the administration of the institutions for all problems relating to the national educational programme;
- to organise extra-curricular activities in the general interest of pupils of these schools and to use its best endeavours to cooperate with each school mentioned in the Internal Regulations and

contractually bound to the Lycée International of Saint Germain in Laye and with any other international sections established within such school;

- and generally to provide to schools having or wishing to create a British section, any pedagogical or other assistance considered useful by the Governing Board and by the authorities concerned.

ARTICLE 3 –NAME

The name of the Association is:

"ASSOCIATION DES PARENTS D'ÉLÈVES DE LA SECTION BRITANNIQUE DU LYCÉE INTERNATIONAL DE SAINT-GERMAIN-EN-LAYE" [Parents' Association of the British Section of the Lycée International of Saint Germain en Laye] (abbreviated herein as: « *Association Britannique* » ["British Section Association"]).

ARTICLE 4 – REGISTERED OFFICE

The registered office of the Association is located at the Lycée International, 78104 Saint-Germain-en-Laye cedex.

The registered office of the Association may be transferred to any other place in the same town simply by a decision of the Governing Board and to another town by decision of the Extraordinary General Meeting.

ARTICLE 5 - TERM

The term of the Association is for an unlimited period.

CHAPTER TWO MEMBERS OF THE ASSOCIATION

ARTICLE 6 – MEMBERS

The Association is comprised of parent members, affiliate members and honorary members in accordance with the conditions set out in the Internal Regulations.

ARTICLE 7 – MEMBERSHIP FEES

Membership fees and members' entry fees will be determined by the Governing Board in accordance with the terms specified in the Internal Regulations.

ARTICLE 8 - RESIGNATION, EXCLUSION AND DEATH

The circumstances in which members may resign or in which the Governing Board may declare the exclusion of a member are determined by the Internal Regulations.

The Internal Regulations also set out the status of heirs and successors on the death of one of the members of the Association.

ARTICLE 9 - LIABILITY OF MEMBERS AND GOVERNORS

The Association is liable for commitments contracted in its name, without it being possible for any of the members or Governors to be held personally liable for such commitments.

CHAPTER THREE MANAGEMENT

ARTICLE 10 – GOVERNING BOARD

The Association is managed by a Governing Board composed of Governors elected or appointed from amongst parent members, affiliate members and honorary members in accordance with the terms specified in the Internal Regulations and the “independent” Governors being third parties external to the Association elected by the Governing Board.

ARTICLE 11 – POWER OF GOVERNING BOARD TO CO-OPT

The Internal Regulations set out the circumstances in which the Governing Board may fill vacant seats if it is composed of less than 15 elected Governors and in which it may decide on the provisional replacement of any of its members.

ARTICLE 12 - OFFICERS

Each year the Governing Board will appoint, from amongst its members, a President, Vice-President, Secretary and Treasurer, who will be eligible for re-election without limit in time. No minor may be an Officer.

The role of member of the Governing Board or Officer does not give rise to any remuneration, it being nonetheless specified that the reasonable expenses of “independent” Governors incurred in the service of the Association may be reimbursed on presentation of appropriate evidence of expenditure.

ARTICLE 13 - MEETINGS AND DELIBERATIONS OF GOVERNING BOARD

The frequency and format of Governing Board meetings are set out in the Internal Regulations. The way in which the deliberations of the Governing Board are recorded is also set out in the Internal Regulations.

ARTICLE 14 - POWERS OF GOVERNING BOARD

The Governing Board is granted the most extensive powers to act on behalf of the Association and to do or authorise all acts and operations within the powers of the Association and which are not reserved to the General Meetings of members.

The Internal Regulations set out most of these powers.

ARTICLE 15 - POWERS OF OFFICERS

The powers of the President, Vice-President, Secretary and Treasurer of the Association are set out in the Internal Regulations.

CHAPTER FOUR INDEPENDENT AUDITOR

ARTICLE 16 - APPOINTMENT AND POWERS

The conditions applicable to the appointment and powers of the Independent Auditor are set out in the Internal Regulations.

CHAPTER FIVE GENERAL MEETING

ARTICLE 17 - GENERAL, NOTICES AND AGENDA

The General Meeting is composed of the parent members of the Association.

The conditions applicable to the convening of, notices for and participation in Ordinary and Extraordinary General Meetings are set out in the Internal Regulations.

ARTICLE 18 – ADMINISTRATION OF GENERAL MEETINGS AND MINUTES

The chairing and secretariat roles at General Meetings, the conditions applying to the preparation of attendance sheets and the minuting of the deliberations of the General Meeting, as well as the

conditions applying to the provision of copies of or extracts from the minutes of the deliberations, will be organised and established in accordance with the provisions of the Internal Regulations.

ARTICLE 19 - ORDINARY GENERAL MEETING

The powers of the Ordinary General Meeting, the conditions applying to quorum and voting as well as the basis on which outgoing members of the Governing Board are replaced are established by the Internal Regulations.

ARTICLE 20 - EXTRAORDINARY GENERAL MEETING

The powers of the Extraordinary General Meeting and the conditions applying to quorum and voting are set by the Internal Regulations.

CHAPTER SIX

FINANCIAL RESOURCES OF THE ASSOCIATION

ARTICLE 21 - ANNUAL FINANCIAL RESOURCES

The annual financial resources of the Association consist of:

- entry fees and membership fees paid by its members;
- income from the assets and/or investments which it owns;
- and, where applicable, aids granted to it.

ARTICLE 22 - RESERVES

The conditions applicable to the establishment and use of reserves are determined by the Internal Regulations.

CHAPTER SEVEN

DISSOLUTION – LIQUIDATION

ARTICLE 23 - DISSOLUTION AND LIQUIDATION

In the event of voluntary, statutory or forced dissolution of the Association, the Extraordinary General Meeting will appoint one or more liquidators granted the most extensive powers to realise the assets and settle the liabilities.

The net proceeds of the liquidation will be transferred to an association with a similar purpose or a charitable organisation selected by the Extraordinary General Meeting.

CHAPTER EIGHT INTERNAL REGULATIONS

ARTICLE 24 – INTERNAL REGULATIONS

The Internal Regulations which are referred to in various provisions of these Articles and of which they form an essential complementary part, will have the same force as these Articles.

The Internal Regulations are divided into three chapters:

- Chapter One: Structure of the Association and its Members
- Chapter Two: Management of the Association and its Governing Board
- Chapter Three: Organisation of General Meetings

the provisions of which may only be amended in accordance with the conditions specified in Article 25 below.

ARTICLE 25 - AMENDMENT OF THE INTERNAL REGULATIONS

The amendment of the provisions of Chapter One of the Internal Regulations is within the powers of the Governing Board. Any changes decided by the Governing Board must be submitted to the next General Meeting for approval. Pending such approval the changes made will nonetheless apply on a provisional basis.

The amendment of the provisions of Chapter Two of the Internal Regulations is within the powers of the Ordinary General Meeting.

The amendment of the provisions of Chapter Three of the Internal Regulations is within the powers of the Extraordinary General Meeting.

CHAPTER NINE FORMALITIES

ARTICLE 26 - DECLARATION AND PUBLICATION

The Governing Board will complete the formalities of registration and publication required by law. For those purposes all powers are conferred on anyone holding an original of this document.

**ASSOCIATION DES PARENTS D'ÉLÈVES DE LA SECTION BRITANNIQUE DU
LYCÉE INTERNATIONAL DE SAINT-GERMAIN-EN-LAYE**

Internal Regulations

(provided for under Article 24 of the Articles of Association)

Including the latest amendments approved by the Association's Ordinary and Extraordinary General Meeting of 12th October 2005 and by the Association's Extraordinary General Meeting of 16th October 2013

CHAPTER ONE

STRUCTURE OF THE ASSOCIATION AND ITS MEMBERS

ARTICLE 1 – LIST OF SCHOOLS

This Association groups together the parents of pupils of the British Section in the following schools:

- Lycée International de Saint-Germain-en-Laye, Yvelines (teaching infants (“*maternelle*”, primary, lower high school (“*collège*”) and high school (“*second cycle*”));
- Collège des Hauts-Grillets, Saint-Germain-en-Laye, Yvelines;
- Collège Pierre et Marie Curie, Le Pecq, Yvelines;
- École Élémentaire Félix Éboué, Le Pecq, Yvelines;
- École Maternelle Jehan Alain, Le Pecq, Yvelines.

This list may evolve according to the needs of the British Section.

ARTICLE 2 - MEMBERS

- 2.1 ***Parent Members*** are persons who, having the legal custody of at least one pupil enrolled in the British Section, pay the membership fees and entry fees referred to in Article 3 below.
- Persons living abroad may, subject to the same conditions, delegate their rights to correspondents in France of their dependent children.
- 2.2 ***Affiliate Members*** are other persons, principally former parent members and former pupils of legal age of the schools within the Section, who wish to support the Association by paying the membership fee referred to in Article 3 below. Affiliate members must be approved by the Governing Board.
- 2.3 The title of ***Honorary Member*** is given to the ex officio Governors and associate members of the Governing Board (as defined in Articles 5.1.2 and 5.1.3 below) and may also be granted by the Governing Board to any person who has rendered services to or helped the Association (for example, the "independent" Governors referred to in Article 5.1.1 below).

Affiliate members and honorary members do not have the right to vote at Ordinary or Extraordinary General Meetings.

The Governing Board will have the power to appoint an Honorary President of the Association subject to the same conditions as those on which it may appoint honorary members.

ARTICLE 3 – MEMBERSHIP FEES AND ENTRY FEES

The annual membership fee of parent members equates to the tuition fees set by the Governing Board for each child. Entry fees are set by the Governing Board

The membership fees are payable at the dates set by the Governing Board.

The amount of membership fees payable by honorary members and affiliate members is set by the Governing Board in its discretion.

ARTICLE 4 - RESIGNATION, EXCLUSION AND DEATH

4.1 Members may resign by sending their resignation to the registered address of the Association addressed to the President by registered letter with acknowledgement of receipt; they then lose their status of member of the Association at the end of the school term during which the resignation was served on the Association.

4.2 The Governing Board may declare the exclusion of a member, either for failure to pay his/her membership fee or any part of it within one month from its due date or on serious grounds. It must first request the person concerned to provide, as applicable, any and all explanations.

If the member so requests, the decision for exclusion may be submitted to the decision of the Ordinary General Meeting, whose decision is final.

4.3 In the event of the death of a parent member or affiliate member, his/her heirs and successors do not automatically obtain the status of member of the Association. In the event of the death of a parent member, the new legal representative of the child acquires by right the status of parent member subject to the conditions provided by these Regulations.

4.4 The death, resignation or exclusion of a member does not put an end to the Association which continues to exist between the other members.

The situation of parents who have been excluded from the Association and that of the children excluded from the Association or the Lycée will be assessed by the Governing Board, if appropriate, in consultation with the school authorities.

CHAPTER TWO
MANAGEMENT OF THE ASSOCIATION
AND THE GOVERNING BOARD

ARTICLE 5 - GOVERNING BOARD

5.1 The Association is managed by a Governing Board composed of (i) elected Governors, (ii) ex officio Governors and (iii) associate Governors elected or appointed, as applicable, on the terms described below.

5.1.1 The group of elected Governors is composed of:

- a minimum of 9 (and a maximum of 12) Governors elected at the Ordinary General Meeting from amongst parent members, it being specified that: (i) 5 Governors' seats will be reserved for members with a dependent child enrolled at the Lycée International, 3 Governors' seats will be reserved for members with a dependent child enrolled at one of the Le Pecq schools listed in Article 1 above, and 1 Governor's seat will be reserved for a member with a dependent child enrolled at the Collège des Hauts-Grillets; and (ii) a parent member having children in several of the schools listed in Article 1 above may only apply for a Governor's seat reserved for the school in which his/her youngest child is enrolled;
- the President of the *British Section Parent-Teacher Group* (once it has been established in accordance with Article 8.3 below);
- a maximum of 3 "independents" Governors who are external to / non-members of the Association, elected by the Governing Board;
- Governors, if relevant, appointed by the Governing Board in accordance with Article 6 of these Regulations.

In any event, the number of Governors elected or appointed from among the affiliate or honorary members may not be greater than three.

Employees of the Association and their spouses may not apply for election to the Governing Board.

5.1.2 In addition, the following are ex officio members of the Governing Board:

1. The British Consul General in Paris
2. The Director of the British Council in Paris.

The Governors designated above may be represented at Governing Board meetings by a member of their respective staff approved by the Governing Board.

It is specified that the same status and the same approved representation may be granted by the Governing Board to any other diplomatic representative in Paris if the number of pupils of the relevant nationality enrolled in the Section is deemed sufficient by the Governing Board.

5.1.3 The following are associate Governors of the Governing Board:

1. The Director of the British Section;
2. The employee representative of the Association (elected or appointed by British Section employees);

Where the Governing Board or its President deems it advisable, the Director of the Section and/or the employee representative may be required not to attend the deliberations of the Governing Board.

5.2 The term of office of Governors appointed by the Ordinary General Meeting is two years, each year running from one annual Ordinary General Meeting to the next.

Terms of office terminate at the end of the Ordinary General Meeting which votes on the accounts for the preceding financial year.

Any outgoing Governor is eligible for re-election. A Governor may be removed from office at any time by the Ordinary General Meeting.

ARTICLE 6 – POWER OF GOVERNING BOARD TO CO-OPT

6.1. The Governing Board may, if it deems it useful in the interests of the Association, add to its members by the provisional appointment of one or more new Governors from amongst parent members if the Governing Board is composed of fewer than 12 Governors elected from among parent members.

6.2 Similarly, if a Governor's seat becomes vacant between two annual Ordinary General Meetings, the Governing Board may temporarily appoint a replacement; it will be required to do so without delay if the number of Governors is less than 9.

6.3 A Governor appointed to replace another will remain in office only until the expiry of his/her predecessor's term of office.

ARTICLE 7 - MEETINGS AND DELIBERATIONS OF THE GOVERNING BOARD

7.1. Governing Board meetings are convened by notice from the President or from half of its members, as often as the interests of the Association so require, and at least once per term, either at the registered address or at any other place with the consent of at least half of the Governors in office. The agenda is prepared by the President or the Governors who convened the meeting.

7.2 A member of the Governing Board may only represent, by a written form of proxy, one of his or her colleagues at any meeting of the Governing Board. The physical presence of half of the Governors is necessary for the validity of the deliberations.

- 7.3 Decisions must be taken by a majority of votes of the Governors present or represented, each Governor having one vote, it being specified however, that the ex officio Governors and the associate Governors who are not parent members do not have the right to vote. In the event of an equal number of votes being cast, the President has a casting vote.
- 7.4 Any member of the Governing Board who, without a valid excuse, has not participated in three consecutive meetings may be considered by the Governing Board to have resigned.
- 7.5 The deliberations of the Governing Board are recorded by minutes inserted in a register and signed by the President and the Secretary.

ARTICLE 8 - POWERS OF THE GOVERNING BOARD

- 8.1. The Governing Board is granted the most extensive powers to act in any circumstance on behalf of the Association; it exercises these powers within the limits of the Association's purpose. The Governing Board may, in particular, appoint and dismiss any employee, set the remuneration of employees, lease the premises required to meet the needs of the Association, instruct to make any repairs, purchase and sell any securities and all movable property and tangible movable objects, making use of the funds of the Association, decide whether to take legal action and represent the Association in court proceedings both as claimant and as defendant and decide on the admission and exclusion of members as referred to in Article 4 of these Regulations.
- 8.2 The Governing Board is required to set up the following committees to study the various issues that the Board or its President submits to it in the field of finance and human resources:
- A Finance Committee, which will be led by the Treasurer of the Association
 - A Human Resources Committee, which will be led by the Vice-President
- The President of the Association automatically sits on the two committees referred to above.
- The Governing Board may also decide to set up other working groups according to the needs of the Association.
- 8.3 The Governing Board may decide to establish a *British Section Parent-Teacher Group* which will be responsible for maintaining an interface between the teaching team and the parents and for coordinating the numerous sports, social and/or cultural activities organised on the various sites of the Section.
- Neither the President of the Governing Board nor the Director of the British Section will be part of the *British Section Parent-Teacher Group*.
- 8.4 Similarly, the Governing Board may also decide to set up a *Primary Parent Teacher Group* bringing together the parents of pupils and the teaching staff of the primary schools as well as a *Secondary Parent Teacher Group* bringing together the parents of pupils and the teaching staff of the secondary schools.

- 8.5 The rules of appointment and management applicable to the *Parent Teacher Groups* referred to in Article 8.3 and 8.4 above will be established by the Governing Board and submitted to the next General Meeting for information purposes.

ARTICLE 9 - OFFICERS OF THE GOVERNING BOARD

The Governing Board will elect from amongst its members, the Officers (who must be parent members of the Association) and who carry out the following functions:

- The **President** (who must have been a member of the Governing Board for at least one (1) year) is responsible for carrying out the decisions of the Governing Board and for ensuring the proper management of the Association which he/she represents in court and in all civil matters; he/she has the power to delegate his/her duties to the Vice-President but remains responsible for the acts of his /her delegate;
- The **Vice-President** is responsible for assisting and representing, in the first instance and by way of delegation, the President in his/her obligations, without however relieving the latter from his/her responsibilities. In particular, the Vice-President will, in the absence of the President, chair meetings of the Governing Board;
- The **Secretary** is responsible for notices calling meetings and taking minutes, for correspondence and for maintaining the register required by article 5 of the Law of 1 July 1901;
- The **Treasurer** maintains the accounts of the Association and, under the supervision of the President, makes all payments and receives all amounts; with the authorisation of the Governing Board, he/she deals with withdrawals, transfers and transactions with assets and investments; he/she has the power to delegate his /her duties to a person approved by the Governing Board for these purposes but remains responsible for the acts of his/her delegate.

ARTICLE 10 – INDEPENDENT AUDITOR

The Ordinary General Meeting appoints, by ordinary resolution, for a period of five years, an Independent Auditor who is always eligible for re-appointment.

The Auditor's mandate is to verify all the accounts of the Association and he/she may, for this purpose, at any time of the year, carry out any checks or inspections he/she deems appropriate. He/she prepares, for each accounting year, a report in which he/she presents to the body of members the fulfilment of his/her mandate.

ARTICLE 11 – RESERVES

A reserve fund will be constituted, composed of the excess of revenues over annual expenditure. This reserve fund will be used to ensure a healthy and solvent management of the Association's funds from one year to the next within the limits provided by law. It may also be invested for the Association by decision of the Governing Board in SICAVs or other investments in accordance with the investment rules drawn up by the Finance Committee and approved by the Ordinary General Meeting each year.

CHAPTER THREE
ORGANISATION OF GENERAL MEETINGS

ARTICLE 12 - GENERAL MEETINGS: CONVENING, NOTICES, PARTICIPATION AND AGENDA

12.1 The Ordinary General Meeting is convened each year during the first term of the school year by notice from the Governing Board on the day and at the time and place indicated in the notice convening the meeting. In addition, the Ordinary General Meeting may be convened extraordinarily by the Governing Board when it deems it useful, or at the request of at least a quarter of the members of the Association.

The employees of the Association who are not parent members can participate in this meeting but cannot vote at it.

12.2 The Extraordinary General Meeting is convened by the Governing Board whenever it considers it useful.

12.3 Notices are given by individual letter, indicating in summary form the purpose of the meeting, sent at least fifteen days in advance for Ordinary General Meetings and at least twenty-one days in advance for Extraordinary General Meetings.

Proxy forms must be attached to the notice so that members who cannot personally attend the meeting can be represented.

The agenda is established by the Governing Board.

Meetings are held at the registered address or in any other place selected by the Governing Board.

ARTICLE 13 – ADMINISTRATION OF THE MEETING AND MINUTES

13.1 The meeting is chaired by the President of the Governing Board or, failing that, by a Governor delegated for that purpose by the Governing Board.

13.2 The functions of Secretary will be performed by the Secretary of the Governing Board or, in his/her absence, by a member of the Meeting designated by it.

13.3 A list of attendees and proxy forms is prepared and signed by members of the Association on joining the meeting and is certified by the President and the Secretary. Each family is represented by any one of its members and as such has only one vote. One family can only represent a maximum of five other families.

13.4 The deliberations of General Meetings of the members are recorded by minutes inserted in a special register and signed by the President of the Meeting and the Secretary.

Copies or extracts of such minutes, which need to be produced in court proceedings or other circumstances, are signed by the President of the Governing Board or by two Governors.

ARTICLE 14 - ORDINARY GENERAL MEETING

14.1 The Ordinary General Meeting hears the report of the Governing Board on its management and on the corporate and financial situation of the Association; it approves or rectifies the accounts for the preceding accounting year, decides on the replacement of Governors, approves the investment rules prepared by the Finance Committee, authorises all acquisitions of real property necessary for the realisation of the purpose of the Association, all exchanges and sales of such real estate, as well as the creation of any mortgages and loans and in general deliberates on all matters of general interest and on all those submitted to it by the Governing Board, with the exception of those involving a change in the Articles. The Ordinary General Meeting may deliberate only on the condition that 5% of the parent members of the Section are present or represented.

14.2 The Ordinary General Meeting attends to the replacement, by secret ballot, of the outgoing members of the Governing Board. Each candidate is proposed by two parent members in writing addressed to the President of the Governing Board, with a copy to the Association's registered office, 22 days before the date of the Ordinary General Meeting. A ballot with the names of the candidates is distributed to each family when the attendance sheet is signed.

Each candidate will present himself/herself, or will be presented, to the meeting. At the end of the presentations, the names of the candidates announced during the meeting will be stated on the ballot in an order determined by the Chairman of the meeting. Each family present or represented has one vote for each place to be filled.

The members of the Governing Board elected will be those who have received the most votes provided that they have received more than ten per cent of the votes.

The results of the ballot will be announced after the counting the ballot papers. The following will be announced: the number of voters present, the number of ballot papers counted, the number of votes cast for each candidate and the number of votes not used.

ARTICLE 15 - EXTRAORDINARY GENERAL MEETING

15.1 The Extraordinary General Meeting may amend any of the provisions of the Articles; in particular it may decide on the early dissolution of the Association or its merger with other associations having a similar purpose.

15.2 The Extraordinary General Meeting may only deliberate if 10% of the parent members of the section are present or represented.

- 15.3 The decisions of the Extraordinary General Meeting must be taken by a two-thirds majority of the votes of the parent members present or represented, each family having one vote only.
- 15.4 The employees of the Association who are not parent members can participate in this meeting but cannot vote at it.