

**ASSOCIATION DES SECTIONS INTERNATIONALES
BRITANNIQUES ET ANGLOPHONES**

(ASIBA)

(Association governed by the Law of 1st July 1901
and the Decree of 16th August 1901)

ARTICLES OF ASSOCIATION

(up-dated on 21 January 2005)

ASSOCIATION DES SECTIONS INTERNATIONALES
BRITANNIQUES ET ANGLOPHONES
(ASIBA)

ASSOCIATION GOVERNED BY THE LAW OF 1st JULY 1901 AND THE DECREE OF 16th AUGUST 1901:

1. Constitution

There is hereby created, between the individuals or legal persons who adhere to the present Articles and meet the conditions fixed herein, a registered Association which will be governed by the Law of 1st July 1901, the decree of 16th August 1901 and by these Articles of Association.

2. Objects

2.1 The Association has as its objects, on a not-for-profit basis, the following:

- (a) to support and develop the British Option as an integral part of the *Option Internationale du Baccalauréat* [International Option of French the Baccalauréat] (“the British Option”) as this is defined by the *Ministère d'Éducation Nationale* [Ministry for National Education] in liaison with the competent British authorities;
- (b) to facilitate the relationship between the sections, departments or other entities offering the British Option within school establishments (“British Sections”) and the representatives of the parents of students enrolled with British Sections of the one part, and the authorities to which such establishments are subject on the other part;
- (c) to facilitate contacts and relations between the British Sections and other Anglophone sections/departments, as well as between these sections/departments and other sections and departments of educational establishments;
- (d) to collect funds to be used to cover the costs of its proper functioning and to finance its activities and the realization of its objects;
- (e) to engage in any activity tending to ensure complementary teaching in the English language (including, in addition to teaching as properly so called, also extra-curricular activities) to students enrolled in British Sections who are members, in order to allow these students to present themselves at the national, French, British and international examinations which, with the agreement of the French authorities, set the teaching programme for these sections;
- (f) to provide to educational establishments which have created or which wish to create a British Section and/or to offer the British Option all assistance considered to be useful by the Board of Directors; and
- (g) more generally, to do all acts, to carry out all operations and take part in all activities which are ancillary or related to this object or likely to facilitate its realization.

3. Name

3.1 The name of the Association is:

ASSOCIATION DES SECTIONS INTERNATIONALES BRITANNIQUES ET
ANGLOPHONES

3.2 The Association's acronym is: ASIBA

4. Registered Office

4.1 The registered office of the Association is at 21 allée de Bourrienne, 92500 Rueil-Malmaison.

4.2 The address of the registered office may be transferred to any other place in the same department simply by resolution of the Board of Directors and to another department by decision of the Extraordinary General Meeting of members.

5. Term

The term of the Association is unlimited.

6. Members

6.1 The Association is composed of active members, associated members, participating members and honorary members. In order to become a member in one of these categories the approval of the Board of Directors is required.

6.2 The individuals or legal persons who may become **active members** are:

- (a) any British Section, having legal personality, represented by its section head (“Headmaster”, principal, head of department, *proviseur*) or equivalent or where the British Section does not have legal personality, the section head or equivalent representing the interests of the Section;
- (b) any association or another grouping of parents of students enrolled with a British Section (“Parents' Association”), having legal personality, represented by a parent who is a member of and named by its organ of control or where the Parents' Association would does not have legal personality, a parent elected by the parents in general meeting or, failing this, a parent approved by the section head or equivalent representing the interests of parents; and
- (c) when a British Section does not have an active member belonging to the above mentioned category (a), any other person, belonging to the teaching body, appointed by the Parents' Association of the British Section concerned.

When the British Section and the Parents' Association form only one and the same legal person, two people may nevertheless become active members, i.e. one person from category (a) and one person from category (b) above.

- 6.3 **Associated members** are other individuals or legal persons approved by the Board of Directors who wish to support the Association by paying the membership fee and the annual contributions specified in Article 7. Associate members do not have voting rights at General Meetings.
- 6.4 **Participating members** are other individuals or legal persons approved by the Board of Directors who wish to support the Association by participating in its activities and by paying the membership fee, referred to in Article 7, but for whom the payment of the annual subscription constitutes an obstacle to becoming an associate member. Participating members do not have voting rights at General Meetings.
- 6.5 The title of **honorary member** may be conferred by the Board of Directors on any person who has rendered services to the Association or who has given assistance to it. Honorary members do not have voting rights at General Meetings.
- 6.6 The Board of Directors will have the power to designate an Honorary President on the same terms as those on which it may designate honorary members.

7. Membership Fee / Annual Subscriptions

- 7.1 Active, associate and participating members must pay an initial membership fee. The amount of the membership fee is fixed by the General Meeting on the proposition of the Board.
- 7.2 Active and associate members must pay an annual subscription fee. The date of payment and the amount of the annual subscription fee are fixed by the General Meeting on the proposition of the Board of Directors.
- 7.3 Participating members are not required to pay the annual subscription fee. Honorary members are not required to pay either the membership fee or the annual subscription fee.
- 7.4 Any person who becomes a new member must pay the subscription fee for the current year in full, without any pro rata reduction.

8. Resignation, Exclusion and Death

- 8.1 A member may resign by sending his resignation in writing to the President of the Board of Directors; he then loses his status as a member of the Association.
- 8.2 An active member loses his status as a member of the Association automatically if he no longer meets the criteria specified in Article 6.2 above.
- 8.3 The Board of Directors has the power to declare the exclusion of a member either for failure to pay in full his subscription fees one month after the due date, or on serious grounds. The Board of Directors must first require the interested party to provide, if appropriate, all explanations. If the member so requests, the decision on exclusion must be submitted to the next Ordinary General Meeting whose decision is final.
- 8.4 In the event of the death of a member, his heirs and beneficiaries do not automatically become members of the Association.

- 8.5 The death, resignation or exclusion of a member does not end the Association, which continues to exist between the other members.
- 8.6 Members who have resigned or been excluded and the heirs and beneficiaries of deceased members are responsible for the payment of outstanding subscription fees.

9. Responsibility of Members and Directors

All the assets of the Association are subject to the liabilities contracted in its name, without any of the members or directors being personally liable in respect of these liabilities.

10. Board of Directors

- 10.1 The Association will be managed by a Board of Directors composed of a minimum of 7 members, elected by the General Meeting from amongst active members and eventually appointed by the Board of Directors, on the terms specified in Article 11 below, from amongst all the members, including associated, participating and honorary members. In any event, the number of directors elected or named from amongst the associated, participating and honorary members may not exceed three.
- 10.2 In addition, the Board of Directors may appoint as a Director any British diplomatic representative in Paris and any diplomatic representative of another country in respect of which the number of students of that nationality enrolled in British Sections is judged as sufficient by the Board of Directors.
- 10.3 The term of the mandate of the directors appointed by the General Meeting is one year, each year lasting for the period between two annual Ordinary General Meetings.
- 10.4 All outgoing Directors are eligible for re-election
- 10.5 Any member of the Board of Directors who, without excuse, is absent from three consecutive meetings, may be considered to have resigned.

11. Power for Board to appoint Directors

- 11.1 If the Board of Directors is composed of less than 12 members, it may, if it judges it to be in the interests of the Association to do so, increase its size up to that number by proceeding to the interim appointment of one or more new directors.
- 11.2 Similarly, if a post of director becomes vacant during period between two annual Ordinary General Meetings, the Board of Directors may provisionally appoint a replacement director; it must do so promptly if the number of directors falls below 7.
- 11.3 Such appointments shall be submitted to the next following Ordinary General Meeting for ratification by the members; the director appointed in replacement only holding office for the remaining period of the mandate of his predecessor.
- 11.4 In the absence of ratification, the decisions taken and acts performed by the Board of Directors since the provisional appointment none-the-less remain valid.

12. Officers of the Board of Directors

- 12.1 The Board of Directors shall appoint each year from amongst its members, a President, a Vice-President, a Secretary General and a Treasurer, who are eligible for re-election without limit.
- 12.2 The services of the members of the Board of Directors and officers are not remunerated.

13. Board Meetings

- 13.1 The Board of Directors will meet on notice from its President or from half of its members, as often as the interests of the Association require and in any event at least once every six months, either at its registered address or at any other place with the consent of at least half of the directors in office. Notices of the meeting may be sent by electronically or by letter sent by ordinary post. An agenda is prepared by the President or the directors who have called the meeting; it is permissible for the agenda not to be fixed until the time of the meeting itself.
- 13.2 A director may be represented at a meeting of the Board of Directors, by a written proxy form, by any other director or a member of the teaching staff or parent of the same British Section. A director may not represent by written proxy at meetings of the Board of Directors more than one of his colleagues.
- 13.3 The physical presence of at least one third of the directors is required for decision to be validly taken. All decisions must be made by a majority of votes of the directors present or represented, each director having one vote. In the event of an equality of votes, the President will have a casting vote.
- 13.4 The decisions of the Board of Directors shall be recorded by minutes recorded in a register signed by the President and the General Secretary.

14. Powers of the Board of Directors

- 14.1 The Board of Directors has the widest powers to act in the name of the Association and to do or authorize all acts and operations which the Association is permitted to carry out and which are not reserved to the General Meeting of members. The Board of Directors has the power to create and dissolve, in its discretion, sub-committees composed of certain of the directors and to give them certain responsibilities and certain powers as regards a specific project or subject, subject to the control of the Board of Directors.
- 14.2 The Board of Directors may in particular appoint and dismiss employees, fix their remuneration, rent the premises necessary to meet the requirements of the Association, have repairs carried out, buy and sell negotiable instruments and all movable property and objects, make use of the funds of the Association, represent the Association in legal proceedings, both as claimant or defendant, and decide on the approval and admission of potential members and the exclusion of members of the Association.

15. Delegation of Powers

- 15.1 The officers of the Board of Directors have the following area of competence:

- (a) the President has a role of reflection, consultation and leadership, he is responsible for the execution of the resolutions of the Board of Directors and ensuring the smooth running of the Association which he represents in legal proceedings and in all civil matters; he has the power to delegate these functions to a director whilst remaining responsible for the acts of his nominee;
- (b) the Vice-President is responsible for assisting the President in his of reflection, consultation and leadership, in the execution of the resolutions of the Board of Directors and ensuring the smooth running of the Association;
- (c) the Secretary General is responsible for notices of meetings and for drafting minutes, correspondence and maintaining the register prescribed by article 5 of the Law of the 1^{er} July 1901;
- (d) the Treasurer keeps the accounting records of the Association, and, under the monitoring of the President, he makes all payments and receive all sums, he handles, with the authorization of the Board of Directors, the withdrawal, transfer and assignment of all assets and funds.

16. Financial Controller

The members in general meeting may by ordinary decision appoint a financial controller who is always eligible for re-election. The controller has as his mandate to verify the accounts of the Association and may, in this respect, at any time of the year, carry out the checks or controls which he considers appropriate. He prepares, for each accounting period, a report in which he provides information to the members on the carrying out of his mandate.

17. General Meetings

- 17.1 The General Meeting is composed of all members of the Association. Members may be represented at General Meetings by written proxy by any other member or another person of their choice who is part of the teaching staff or a parent of a student in the same British Section.
- 17.2 The Ordinary General Meeting is held each year, within eight months following the end of the accounting year, by notice from the Board of Directors, on the date and at the time and place indicated in the notice.
- 17.3 Extraordinary General Meetings must be convened by the Board of Directors when it recognises the need or at the request of not less than one third of the members.

18. Notices and Agenda

- 18.1 Notices may be sent by email or by ordinary post, indicating in summary the purpose of the meeting, and sent not less than 15 days in advance for Ordinary General Meetings and not less than 21 in advance in the case of Extraordinary General Meetings. Nevertheless, if at least 75% of active members are present or represented, then the General Meeting may validly deliberate even if the notice period has not been respected.

18.2 The agenda is prepared by the Board of Directors and at the General Meeting only matters on the agenda may be dealt with.

18.3 General Meetings are held at the registered address or at such other place as may be chosen by the Board of Directors.

19. Committee of the Meeting

19.1 The General Meeting is chaired by the President of the Board of Directors or in his absence by a director designated by the Board of Directors.

19.2 The duties of secretary shall be carried out by the General Secretary of the Board of Directors or, in his absence, by a member of the General Meeting designated by the meeting.

19.3 An attendance sheet will be prepared and signed by the members of the Association on arriving at the meeting and certified by the President and the Secretary.

20. Ordinary General Meeting

20.1 The Ordinary General Meeting receives the report of the Board of Directors on its management and on the health and financial situation of the Association; it approves or adjusts the accounts of the last accounting period closed, deals with the appointment of directors, ratifies the appointment of directors appointed provisionally, decides on the replacement of directors, authorises any acquisition of real estate necessary for the realisation of the Association's objects, all exchanges and sales of such property, as well as any creation of a mortgage and all borrowing and generally deliberates on all matters of general interest and all those which are submitted to it by the Board of Directors, except those which involve an amendment of the Articles of Association.

20.2 The General Meeting can deliberate no matter how many members are present or represented. Its decisions are taken by a simple majority of votes of active members present or represented.

21. Extraordinary General Meetings

21.1 The Extraordinary General Meeting may amend any of the provisions of the Articles of Association; it can in particular decide the early dissolution of the Association or its merger with other associations having the same object.

21.2 The Extraordinary General Meeting cannot validly deliberate unless a third of the active members are present or represented. Its decisions are taken by a two thirds majority of votes of active members present or represented.

22. Minutes

22.1 The deliberations of the General Meeting shall be recorded by minutes inserted in a special register and signed by the President and the Secretary.

22.2 Copies or extracts of these minutes, for production in legal proceeding or otherwise, must be signed by the President of the Board of Directors or by two directors.

23. Resources

23.1 The annual resources of Association are composed of:

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- membership fees and annual subscription fees paid by its members;
- income from assets or investments which it owns;
- if applicable, subventions which have been granted to it; and
- all other resources permitted by law.

23.2 A reserve fund will be created representing the excess of annual receipts over annual expenditure. This reserve fund will be used to ensure a healthy and solvent administration of the funds of the Association from year to year within the limits permitted by law.

23.3 The reserve fund can also be invested in the form of securities in the name of Association, by decision of the Board of Directors.

24. Dissolution - Liquidation

24.1 In the event of voluntary, statutory or involuntary dissolution of the Association, the Extraordinary General Meeting must appoint one or more liquidators who will exercise the widest powers to realise the assets and to discharge the liabilities.

24.2 The net assets of the liquidation will devolve to an association having a similar object or to a charity, as may be designated by the Extraordinary General Meeting.

25. Internal Rules

25.1 The Board of Directors may create Internal Rules which must be approved by the General Meeting.

25.2 Any Internal Rules would define the practical details of executing the terms of these Articles.

25.3 They may also deal with miscellaneous points not covered by these Articles.

26. Declaration and Publication

The Board of Directors will respect the formalities of declaration and publication required by law.

27. Competence

The court of competent jurisdiction for all legal actions concerning the Association is the one within whose jurisdiction its registered office is situated.

Up-dated by decision of the Extraordinary General Meeting of 28th May 2004

Up-dated by decision of the mixed General Meeting of 21st January 2005 (change of registered address)

Signature

Donna Philip, Président

Signature

David Gage, Secrétaire Général