

**GENEVA ENGLISH SCHOOL
36, route de Malagny
1294 Genthod**

**GENEVA ENGLISH SCHOOL
ASSOCIATION**

ARTICLES OF ASSOCIATION AND STANDING ORDERS

incorporating the amendments adopted at the General

Meeting of the 9th December, 1996

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Article 1 - Name

The Association shall be known as the GENEVA ENGLISH SCHOOL ASSOCIATION ("the Association").

Article 2 - Legal Status

The Association shall be a non-profit-making Association of indefinite duration established in accordance with and subject to the appropriate provisions of Article 60 (and following) of the Swiss Civil Code.

Article 3 - Domicile

The domicile of the Association shall be that of the Geneva English School herein- after provided.

Article 4 - Objective

The objective of the Association is to provide education on British lines for children living in or around Geneva to prepare them for secondary education in the public and private sectors. 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.

Article 5 - Pursuit of Objective

The Association shall maintain the Geneva English School ("the School") in the vicinity of Geneva to provide the education set out in Article 4 hereof.

The Association may carry on any activity or perform any act necessary to realise its objective including but not limited to the employment of teaching and administrative staff, the purchase of school equipment and materials, the renting or purchase of land or buildings (whether in its own name or that of another legal entity).

The Association shall set up its own administrative organs which shall include the General Meeting of the Association, a Management Committee ("the Committee") and such other organs as the General Meeting or the Committee may decide necessary.

Article 6 - Means

The Association shall derive its material means from fees, charges and deposits received by the School and shall be empowered to receive gifts or loans in money or in kind on behalf of the School.

Article 7 - Membership

a) The parents or, where applicable, the legal guardians of any child admitted to the School shall be Members of the Association. Membership shall commence after the receipt by the School of a completed and signed membership application form as prescribed by the Committee and upon the acceptance by the School of the registration fee for the child.

Membership of a child's parents shall be deemed to constitute one conjoint membership and not two memberships. It shall be the responsibility of each Member to ensure prompt settlement of all appropriate bills issued by the School in connection with tuition and other charges due in respect of the Member's child/ren and to abide by the School's internal rules. Each Member

shall accept such further liabilities as may be agreed by the General Meeting and promulgated in the Standing Orders to these Articles of Association.

b) The Members shall not be responsible for the debts of the Association.

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Article 8 - Termination of Membership

Membership shall be terminated when the name of the Member's last child to leave the School is duly removed from the School's current registers.

Article 9 - Honorary Membership

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 in the Association and shall not be liable financially towards the Association.

Article 10 - Authority and Powers of the General Meeting

The General Meeting shall be the supreme authority of the Association and shall exercise the following powers:

- a) Adoption of or amendments to the Articles of Association and Standing Orders.
- b) Election of the Committee.
- c) Review of and action on the Committee's reports.
- d) Authorising disbursements from the reserve funds.
- e) Review of and action on the annual financial report and balance sheet.
- f) Review of and action on the annual budget(s) and the allocation of any surpluses.
- g) Election of Honorary Members.
- h) Receiving and acting upon Members' appeals against expulsion.
- i) Election of auditors for each year.

Article 11 - Convening Notice for a General or Annual General Meeting

A written convening notice shall be sent through normal postal channels to all Members and Honorary Members of the Association at least twenty-one days before the proposed date of the Meeting. Such notice shall be sent by the Chairman or the Secretary.

Article 12 - Agenda

A written draft Agenda shall be sent through normal postal channels by the Secretary to all Members and Honorary Members of the Association either with the convening notice prescribed herein or within five days of the despatch of such convening notice. Members shall be entitled to submit in writing to the Secretary further items for inclusion on the Agenda. The Meeting shall adopt its Agenda before proceeding with any business. The

Agenda should as far as possible be in adequate detail and, in particular, any proposal affecting the level of School fees shall be circulated with the draft Agenda.

Article 13 - Extraordinary General Meeting

An Extraordinary General Meeting shall be convened by the Chairman upon the request of at least one-fifth of the voting electorate of the Association or of the majority of the Committee. Upon receipt of such request the Committee shall send a written convening notice to all Members and Honorary Members setting the date

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of the Extraordinary General Meeting not earlier than seven days from the date of posting of 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) specifically set out in the convening notice. Decisions taken at an Extraordinary General Meeting shall be subject to review and ratification at the next General Meeting.

Article 14 - Voting Rights. Quorum and Voting Provisions

Each Member shall be entitled to one vote for each child of the Member registered at the School. 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. Except as provided below, the Quorum for a Meeting of the Association shall be one-third of the voting electorate. Motions to amend these Articles or the Standing Orders shall be carried on a two-thirds majority vote of the Meeting; provided that such majority is not less than half of the voting electorate; other motions shall be carried on a simple majority vote of the Meeting. Proxy votes may be recorded. Where a quorum is not constituted the Meeting shall be reconvened within three weeks; provided that the quorum provisions shall not apply to such reconvened Meeting.

Article 15 - Responsibilities, Powers and Organisation of the Committee

a) Terms of Reference of the Committee

The Committee shall act in an executive capacity on behalf of the Association to ensure a regular and continuous management of the Association's and the School's affairs. It shall act with due diligence and care to guide the School's current activities and development and shall report regularly to the General Meeting. The powers of the Committee shall be set out in the Standing Orders.

b) Composition

The Committee shall consist of not less than nine and not more than twelve Members, including the ex-officio Committee Member who shall be the Head Teacher. It shall elect its own Chairman, Vice-Chairman, Treasurer and Secretary and shall be empowered to appoint other Members of the Association to fill vacancies arising on the Committee; provided that such appointments shall be submitted for ratification to the next Meeting of the Association. The Committee may also co-opt the services of Members of the Teaching Staff and other persons to carry out a specified task.

c) Election and Term of Office

Candidates for election to the Committee shall be Members of the Association and shall be nominated and seconded by two other Members of the Association. Elections shall take place at the Annual General Meeting towards the close of the scholastic year and shall be by secret ballot. Committee Members shall be elected or re-elected for two years in such a manner that,

in principle, each year half of the Committee shall retire or stand for re-election. A husband and wife may not serve concurrently on the Committee.

Article 16 - Joint Signature

The persons empowered to sign jointly on behalf of and to bind the Association shall be any two out of the Chairman, Vice-Chairman, Treasurer, Secretary, Head Teacher and other such persons as may be so empowered by the General Meeting upon the recommendation of the Committee.

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Article 17 - Standing Orders

The present Articles of Association may be qualified but not changed by Standing Orders adopted by the General Meeting.

Article 18 - Dissolution of the Association

The Association shall be dissolved where two-thirds of the voting electorate of the Association vote in favour of such dissolution. In case of dissolution the Association's net fortune shall under no circumstances and in no way revert to its Members or to third parties, but shall be paid to a similar association registered in accordance with Swiss Law.

STANDING ORDERS

STANDING ORDER - 1

CONDUCT OF MEETING OF THE ASSOCIATION

Order 1 - Forum

The General Meeting of the Association shall constitute the supreme authority of the Association; it shall settle all questions not specifically delegated to organs of the Association and shall be empowered to review decisions taken by such organs and to take such action as it deems necessary. All Members and Honorary Members of the Association shall endeavour to attend and participate in General Meetings. As used herein the term "Meeting" shall include a General, an Annual General, or an Extraordinary General Meeting.

Order 2 - Frequency

There shall be as many Meetings of the Association as are necessary for the sound running of the School; provided that there shall be not less than two Meetings per School Year, one of which shall be the Annual General Meeting to be held in early June each year.

Order 3 - Chairman

The Chairman of any Meeting shall be the Chairman of the Association or, in his absence, the Vice-Chairman of the Association. Where both the Chairman and Vice Chairman are not present, the Meeting shall elect its own Chairman from the Committee.

Order 4 - Quorum and Voting Provisions

The Quorum and voting provisions of Meetings of the Association shall be in accordance with Article 14 of the Articles of Association. In the event that a Member is unable to attend a Meeting, such absentee Member may, upon written notice to the Secretary, appoint the Chairman or another Member of the

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Association as his Proxy, to deliberate and vote on his behalf either generally or in a specified manner on a particular matter.

Order 5 - Postal Ballots

Where the Chairman so rules, or where the Meeting decides by an open vote that a matter under discussion at a Meeting merits the widest possible sounding of opinion among 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.

Order 6 - Meeting Records

A written record of the proceedings of each Meeting of the Association shall be kept and shall be circulated to the membership as soon after the close of the Meeting as is practicable; only exceptionally shall such written record be published later than one month after the Meeting.

STANDING ORDER - 2

POWERS AND PROCEDURES OF THE MANAGEMENT COMMITTEE

Order 1 - Activities

The Committee shall act in accordance with its terms of reference as provided in the Articles of Association and shall among other things do the following:

a) Establish and control the internal rules and procedures relating to:

- financial and administrative practices.

- conditions of admission to, attendance at and withdrawal of children from the School.

- adjustment in the capacity and number of classes in the School.

b) Recommend to the General Meeting the level of School tuition fees and related charges.

c) Appoint the Head Teacher and, in consultation with the Head Teacher, appoint School Staff.

- d) Define the duties and responsibilities of the Head Teacher and receive and act upon his reports.
- e) Where it deems necessary, set up and consult with a School Commission comprised wholly or partly of the teaching staff of the School to be selected by the Committee and charge such School Commissions with powers and duties to be defined by the Committee.
- f) Act with the Treasurer in the sound management and reporting of the Association's and the School's finances.
- g) Decide upon any increase in recurrent expenditure of up to Sfr. 1000.- per month and on any individual disbursements of more than Sfr. 1500.-.
- h) Report to the General Meeting on those matters requiring the approval of the General Meeting as set out in the Articles of Association.
- i) Act upon failure by Members to settle the School's bills and decide appropriate remedies which may include expulsion.
- j) Review and take appropriate action upon the Head Teacher's recommendation either to expel a child or suspend a child from the School for more than three days, or to suspend a child from any School extramural activity or facility for more than fifteen days for reasons of misbehaviour.
- k) Keep the Association adequately informed on the situation and progress of the School.

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Order 2 - Meetings

The Committee shall meet as frequently as good management dictates. The Quorum shall be one half of the Committee's elected membership. Voting shall be decided on a simple majority. Each meeting shall be convened by written notice sent at least five days ahead of the meeting, provided that emergency meetings of the Committee may be convened at shorter notice.

Order 3 - Records

Written records of each Committee Meeting shall be kept by the Secretary and circulated to the Members of the Committee after approval has been granted by the Chairman.

STANDING ORDER - 3

(Adopted 1st October, 1970)

DISCIPLINARY DECISIONS OF EXPULSION OR SUSPENSION

Order 1 - Decision Procedure

Any disciplinary decision to expel a child, to suspend a child from the School for more than three days, or from any School extramural activity and/or facility for more than fifteen days, shall be taken by the Committee. Upon receipt of the Head Teacher's recommendation the Chairman shall set up an ad hoc disciplinary board composed of three elected Committee Members, the Head Teacher and the child's teacher, which shall review the facts and report as

soon as possible to the Committee. The child's parents/legal guardians (i.e. the Member) shall be offered an opportunity of interview with the disciplinary board. The Committee shall upon receipt of the disciplinary board's report take the action it deems appropriate and notify the Member of its decision in writing.

Order 2 - Appeal

A Member may appeal against a disciplinary decision to expel his child but not against a decision to suspend the child from the School or from any School extramural activity or facility. The appeal shall be made in writing addressed to the Chairman and shall be referred to the next Meeting of the Association for review and final decision. Where an appeal has been made the child shall be suspended from the School until the decision of the Meeting has been made. The Meeting's decision shall be final and binding upon the Member without further recourse.

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Order 3 - Effect on Membership Status

Suspension of a child from the School or from any extramural activity and/or facility shall not affect the membership status of the Member (i.e. the child's parents/legal guardians) of the Association. Expulsion of a child from the School shall terminate the Member's membership of the Association if the expelled child is such Member's only child at the School. Where such Member has another child registered at the School the Member's membership shall continue. In no event shall expulsion of a child from the School remove a Member's or ex-Member's outstanding financial obligations towards the School.

Order 4 - Minor Suspensions

The Committee may delegate to the Head Teacher disciplinary powers to suspend a child from the School for up to three days and from any extramural activity and/or facility for up to fifteen days; provided that the Committee will require the Head Teacher to show cause for such disciplinary action.

STANDING ORDER - 4

(Adopted 1st October, 1970)

CONDITIONS OF WITHDRAWAL OF A CHILD FROM THE SCHOOL

Order 1 - Notice

A Member shall give the School written notice that such Member intends withdrawing his child from the School. Written notice shall be given at least a term in advance; provided that for withdrawal of a child at the close of the School academic year written notice may be submitted up until one week before the end of the Summer Term.

Order 2 - Emergency Notice

If a Member gives written notice of withdrawal of a child from the School less than one term in advance and such Member establishes to the Committee's satisfaction that there are valid reasons beyond the Member's control for the withdrawal, the Committee may, exceptionally,

accept the curtailed notice period, in which event the Member shall not be liable for tuition fees for the term following that during which the child is withdrawn from the School.

Order 3 - Liability

Where a child is withdrawn from the School during a term the Member shall nevertheless be liable for payment of the tuition fees for the full term. Where a Member fails to give timely written notice of withdrawal of his child from the School, then except as provided in Order 2 hereof, such Member shall also be liable for the payment of tuition fees for the term following that in which the child was withdrawn from the School.

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STANDING ORDER - 5

(Adopted 1st October, 1970)

FINANCIAL PROVISIONS AND MANAGEMENT

Preamble

Where reference is made herein to the Association's funds, this term shall also mean the School's funds.

Order 1 - Administration of Funds

Subject to the provisions of this Order and the directives of the Committee the Treasurer shall be empowered to manage the routine administration of the Association's funds and resources. The Treasurer shall be assisted by a Financial Sub-Committee nominated by the Management Committee. In the Treasurer's absence the Chairman and Treasurer's deputy (nominated by the Committee) shall act jointly in his place. The Committee may authorize in writing specified signatory powers to the Head Teacher to facilitate the day-to-day running of the School's finances. All persons charged with the handling of the Association's funds shall be answerable directly to the Committee.

Order 2 - Committee Control

The Committee shall from time to time set down instructions to be followed by the Treasurer in the management of the Association's funds.

Order 3 - Manner of Administration of Funds

The Treasurer shall control and account for all monies accruing to the Association and make such disbursements as are authorized either specifically or generally by the Committee or the General Meeting. He shall ensure that proper accounts are kept in such a manner that the financial situation of the Association may be determined readily and shall immediately notify the Committee if the financial situation of the Association undergoes any serious deterioration.

Order 4 - Reserve Funds

The Committee shall be empowered to set up and develop one or more reserve funds on behalf of the Association. The reserve fund(s) shall be developed and maintained at a level and in such a manner as the General Meeting may decide from time to time. They should not normally fall significantly below one year's recurrent expenditure including rents, fixed costs and salaries.

Order 5 - Submission of Budget

The Treasurer shall submit in writing to the last General Meeting of the financial year the budget for the next financial year and shall offer any explanation or clarification requested by the General Meeting. He shall inform the Committee and the General Meeting during the course of the financial year of the evolution of the Association's financial situation.

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Order 6 - Audit

The accounts, books and records of the Association shall be open to inspection by the Auditor(s) appointed by the General Meeting. The written report of the appointed Auditor(s) shall be sent by the Auditor(s) directly to the Chairman of the Committee for publication to the membership as provided in Order 8 hereof. The Auditor(s) shall be appointed for one School Year but shall be eligible for re-appointment by the General Meeting on a year-by-year basis.

Order 7 - Committee Control

The projected budget(s), financial report(s), balance sheet(s) and any other financial information submitted by the Treasurer shall be subject to the review and approval of the Committee prior to being presented to the General Meeting. The Committee shall be empowered to require the Treasurer to furnish additional financial data to be brought before the General Meeting.

Order 8 - Annual Financial Report and Balance Sheet

Each year the Treasurer shall submit in writing to the Members of the Association the financial report for the previous financial year and an audited balance sheet as of the close of that financial year. Such financial report and balance sheet shall be placed before the Annual General Meeting.

Order 9 - Dissolution

Where the membership, in accordance with the provisions of Article 18 of the Articles of Association, decides to dissolve the Association, all acts necessary thereto shall be the responsibility of the Committee and/or of any person(s) specifically appointed for such a task by the General Meeting.

STANDING ORDER - 6

(Adopted 1st October, 1970)

BILLING AND SETTLEMENT PRACTICE

Order 1 - Billing Procedures

All School billings shall be in adequate detail. A separate billing shall be raised in respect of each child at the School. The billing(s) in respect of a School Term shall be sent out to Members concerned on, or shortly before, the commencement of such School Term.

Order 2 - Observance of Due Date

Members shall settle bills established by the School within thirty days from the date the billing was sent out by the School (the "due date"). Where a billing has not been settled by the due date the School shall send the Member concerned a letter reminding the Member that settlement is due and explaining that failure to settle the original billing within thirty days from the date of the letter will result in a surcharge billing being raised. In the event that the original billing is not completely settled within thirty days of the date of dispatch of the reminder letter, the School

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shall dispatch to the Member a surcharge billing equal to ten per cent of the original billing. If the original and surcharge billings are not settled within ten days of the date of the surcharge billing the matter shall be brought to the attention of the Committee. Upon review of the facts the Committee shall be empowered to cause the Member's child/ren to be suspended or removed from the School. In no event shall the Committee's decision remove the Member's indebtedness to the School.

Order 3 - Review of Suspension / Removal Decision taken on Grounds of Default

Where a Member's child has been suspended or removed from the School for reason of billing default such Member may request that the Committee review the decision, subject to the following conditions:

- a) The Member shall address the request for review in writing to the Chairman of the Committee setting out the reasons for his request.
- b) Such request shall be submitted within ten days from the date of dispatch of the Committee's suspension/removal decision.
- c) Such request shall not be receivable unless the full amount of both the billings has been settled before the request is submitted.
- d) Where the Member refuses to accept the review decision of the Committee the matter shall be referred to the next Meeting of the Association for final review and decision, pending which the Committee's decision of suspension/removal shall be held in abeyance.
- e) The Member shall accept the decision of the Meeting of the Association as final and binding upon the Member.

STANDING ORDER - 7

(Adopted 9th December, 1996)

ELECTION OF COMMITTEE MEMBERS

Order 1 - Requests for Nomination

Not less than six weeks before the Annual General Meeting held towards the close of the scholastic year the Secretary of the Committee shall send out a written notice to all Members of the Association requesting that candidates for the Committee be nominated and seconded by the Members. The period for such nominations shall close three weeks before the date scheduled for the Annual General Meeting.

Order 2 - Contents of Notices

Each notice issued pursuant to Order 1 shall list the current members of the Committee, the number of vacancies arising at the end of the scholastic year, and the names of the Committee members who are leaving the Committee for whatever reason, including those retiring by rotation and making themselves available for re-election. For the purposes of each such notice, the number of vacancies on the Committee shall always be based on the assumption that there will be a full Committee of twelve members at the beginning of the next scholastic year.

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In the event that the Committee feels that it needs new members with particular skills, the Committee may instruct the Secretary to mention this fact in the relevant notice.

Each such notice shall refer Members to the contents of Order 1 of Standing Order 2 to remind them of the activities of the Committee.

Each such notice shall mention the final date for submission of nominations, namely three weeks before the date scheduled for the Annual General Meeting.

Each such notice shall have attached to it a nomination form conforming with Order 3.

Order 3 - Nomination Forms

Each nomination form shall be issued in the form of the model nomination form attached hereto.

Order 4 - Submission of Nomination Forms

Nomination forms shall be submitted to the Secretary of the Committee care of the School Office by mail or by hand so that they are received by 4 p.m. on the date, as mentioned in the relevant notice issued pursuant to Order 1, which is three weeks before the date scheduled for the Annual General Meeting. Subject to Order 5, any nomination submitted after this deadline shall be null and void. Any nomination form returned without the name of the proposer and seconder, or which does not mention the class or classes in which the person thus nominated and seconded has children at the School, shall also be null and void.

Order 5 - Insufficient Nominations

In the event that the number of valid nominations submitted in accordance with Order 4 shall be less than the number of vacancies mentioned in the relevant notice issued pursuant to Order 1, a sub-committee of the Committee shall meet as soon as possible to identify Members of the Association who would, in its view, be suitable candidates for election to the Committee. Should such sub-Committee identify any such Members who are willing to be nominated for election, nomination forms in the same form as those issued pursuant to Order 3 shall be completed and submitted to the Secretary no later than the date falling two weeks before the date scheduled for the Annual General Meeting.

Order 6 - Notice to Members of the Nominations Received

Not less than seven days before the date scheduled for the Annual General Meeting, a notice incorporating the final agenda for that Meeting shall be circulated to Members of the Association, such notice to include the list of candidates standing for election, the names of their respective nominators and seconders and the other information appearing on their respective nomination forms, as well as the number of vacancies on the Committee. In cases where a secret ballot is to be held in accordance with Order 7 a proxy form in accordance with Order 8 shall be attached to such notice.

Order 7 - Number of Nominations and Method of Election

In cases where there are more persons in respect of whom valid nominations have been received pursuant to Order 4 than there are vacancies on the Committee, the new Committee members shall be elected by secret ballot.

In cases where the number of persons in respect of whom valid nominations have been received pursuant to Order 4 shall be equal to or less than the number of

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vacancies on the Committee, the persons thus nominated shall be deemed to be elected and become members of the Committee at the Annual General Meeting.

Order 8 - Proxy Form

In cases where a secret ballot is to be held in accordance with Order 7 the proxy form issued to Members in accordance with Order 6 shall refer specifically to the fact that this is the case.

Order 9 - Form of Voting Paper

Each voting paper issued in accordance with Order 10 shall be in the form of the model voting paper attached hereto.

Order 10 - Procedure for Secret Ballot

In cases where a secret ballot is to be held in accordance with Order 7, Members attending the Annual General Meeting shall sign their names in a register recording all Members present, with a note of the number of their votes (in accordance with Article 7). Members, including the Chairman, who have been appointed as proxies of other Members shall hand the relevant proxy forms to the Secretary before the start of the Meeting, or if they shall arrive late, as soon as they arrive. The Secretary shall enter the names of all Members represented by proxies and the respective number of votes of each such Member in the register.

The register shall be open to inspection at the Meeting by all Members present and thereafter in normal school hours and upon reasonable notice.

Each Member present at the Meeting shall be handed one voting paper for each of the votes which he or she is entitled to exercise at that Meeting either in respect of his or her own children and/or as proxy for another Member or Members.

Members casting their votes shall place a cross against the names of those candidates for whom they wish to vote. Members may only place that number of crosses which is equal to the number of vacancies. If they so choose Members may place fewer crosses than there are vacancies but not more. Any voting papers with more crosses than there are vacancies shall be null and void.

The secret ballot shall be effected by Members placing completed voting papers in a box provided for that purpose by the Secretary. The ballot shall take place at an appropriate time during the Meeting to be decided by the Chairman.

The Secretary shall be responsible for counting the votes, together with another member of the Association present who is not a Member of the Committee. Any Member who doubts the accuracy of the result of the first count may request a recount immediately after the result of the first count has been announced. In such a case the Secretary and another non-Committee Member shall be responsible for recounting the votes. The result of the vote and, if relevant, the recount, shall be announced by the Chairman forthwith upon the completion of counting or recounting. In the event of any discrepancy between the first count and the recount the recount shall be conclusive.

In the event that there shall be tie, such that more Members shall have been voted onto the Committee than there are vacancies, the Members who have tied shall be co-opted to the Committee for the scholastic year in question.