

CHARTER OF THE FOUNDATION OF THE INTERNATIONAL SCHOOL OF GENEVA

Article 1 – Name

1. Under the name of "FOUNDATION OF THE INTERNATIONAL SCHOOL OF GENEVA, hereinafter referred to as "the Foundation", the Association of the International School of Geneva, hereinafter called "the Founder", forms a foundation, governed by this Charter and by Article 80 et seq. of the Swiss Civil Code.
2. The activity of the Foundation began on 30 October 1968.
3. The Foundation is entered in the "Registre du Commerce".

Article 2 - Location

The head office of the Foundation is located in the Canton of Geneva.

Article 3 - Duration

The duration of the Foundation is indefinite.

Article 4 - Objective

1. The Foundation shall serve the international community and those committed to the concept of international education, be they members of the international or local community.
2. It shall strive to achieve this objective by:
 - (a) providing primary and secondary schooling alternatives to national systems;
 - (b) emphasising educational excellence, innovation and relevance to the international as well as the local environment;
 - (c) allowing for the preparation of students for reintegration into their own cultures or for integration into other cultures;
 - (d) allowing for the continuation of the education and development of students who leave the Foundation.
3. The basic teaching shall be given in English and in French.
4. The activity of the school in all fields and especially in the field of pedagogy shall be based on the principles of equality and solidarity among all peoples and of the equal value of all human beings without any distinction of nationality, race, sex, language or religion.

Article 5 - Capital

1. The initial capital of the Foundation shall amount to the sum of CHF 50'000.-
2. The Governing Board may draw on or increase the capital only upon a resolution adopted by a majority of two thirds of its members.

Article 6 - Resources

In order to supplement its normal resources, such as tuition fees, boarding fees or revenues from extra-curricular activities, interest on investments, etc., the Foundation shall seek to obtain subsidies, grants, legacies and other gifts from local government authorities, international organisations, companies, alumni, parents, students, charitable foundations, and other friends of the school.

Article 7 - Investment of Funds and Assets

1. Foundation funds judged by the Governing Board to be in excess of immediate requirements may be deposited with a bank, or invested in first class bonds or shares quoted or not quoted on the stock exchange, or in first mortgages on real estate (situated in Switzerland), or in rights to insurance policies, or in any other movable property necessary for the attainment of its objective.
2. The Foundation may acquire real estate in its own name or through a real estate company. Upon a resolution adopted by a two thirds majority, the Governing Board may invest all or part of borrowed funds and/or capital in real property destined for use by the school.

Article 8 - Governing Board of the Foundation

1. The highest authority of the Foundation is the Governing Board of the Foundation. It shall manage the affairs of the Foundation, and shall, either directly or through such organs or persons as may be designated by the Board for such purposes, represent the Foundation towards third parties. It shall particularly ensure adherence to the principles defined in Article 4.4.
2. The Governing Board has the following inalienable tasks:
 - a. regulation of the right of signature and representation of the Foundation;
 - b. nomination of the Governing Board and the auditors ;
 - c. and approval of the annual accounts.
3. The Board shall be entitled to create other organs and define their powers in additional regulations under the terms of this Charter.
4. The Board is empowered to delegate part of its powers to an Executive Committee, whose composition and powers shall be defined in additional regulations.

Article 9 - Supervising authority

The Foundation shall be placed under the supervision of the Swiss Confederation.

Article 10 - Alteration of the Organisation and of its Objective

The Federal Department of Home Affairs, acting as supervising authority, may alter the organisation or change the objective of the Foundation in cases provided for by law (Articles 85 and 86 of the Swiss Civil Code).

Article 11 - Dissolution

1. The Foundation shall be dissolved as of right when its objective has ceased to be attainable.
2. In the event of dissolution of the Foundation, any remaining assets shall be allocated, in their entirety, to an institution pursuing a purpose in the public interest similar to that of the Foundation and enjoying tax exemption. In no event shall the assets be returned to the founders or members, nor shall they be used to their advantage, in whole or in part, in any manner whatsoever.

REGULATIONS OF THE GOVERNING BOARD OF THE FOUNDATION OF THE INTERNATIONAL SCHOOL OF GENEVA

A. GOVERNING BOARD

Article 1 – Organs of the Foundation

The organs of the Foundation are:

- a) The Governing Board;
- b) The Executive Committee of the Board;
- c) The Consultative General Assembly;
- d) The consultative committees;
- e) The auditors.

Article 2 - Composition

1. The Governing Board (hereinafter "The Board") shall consist of up to twenty-one (21) members:
 - (a) one (1) member appointed by the competent Federal Department;
 - (b) one or two (1-2) members appointed by the Council of State of the Republic and Canton of Geneva;
 - (c) one (1) member appointed by the Council of State of the Canton of Vaud;
 - (d) one (1) member appointed by the United Nations Office at Geneva;
 - (e) one (1) external and independent member appointed by the Staff Association Committee who shall be neither an official, an employee nor an elected representative of any staff association or union and whose appointment will be ratified by the Board;
 - (f) twelve (12) members elected by the people entitled to vote as detailed in article 4.2 below; and
 - (g) not more than four (4) members co-opted by the Board. This maximum of four is reduced to three (3) if two (2) members have been appointed under point (b) above.
2. Insofar as possible, the membership of the Board shall reflect the various cultures represented in the Foundation. The rules of procedure laid down by the Board for its Committee in charge of Nominations in relation to members elected under letter (f) above and co-opted under letter (g) above shall specify how this objective should be achieved. A minimum of two (2) parents and/or guardians of pupils from each campus (the campuses being those enumerated in Article 15 below) should be represented among those members under Article 2.1 above.
3. No person employed or remunerated in any way by the Foundation, nor the spouse, parent, or child of any such person, may be a member of the Board. Employment or remuneration by the Foundation of a Board member or of the

spouse, parent or child of a Board member automatically annuls the membership of that Board member.

4. In the event of the resignation (including for reasons as per paragraph 3 above) or of death of an elected member of the Board during his/her term of office, the Board shall proceed to appoint a person to replace him/her as soon as possible. In case of a replacement of a member elected under Article 2.1. (f), the candidate who had received the most votes from the corresponding campus (but who had not been elected) will be offered this post. The appointed person shall remain in office until the next Board election, at which time a replacement person shall be elected, who will serve until the expiration of the term of office of the member who resigned or died.
5. The Director General and the Finance Director have the right to attend Board meetings (unless there is a conflict of interest) without voting rights.
6. Staff from each campus will also have the possibility to appoint or elect a staff representative of each campus as observer to the Board. Their attendance at Governing Board meetings does not confer any right to vote. These observers are bound by the same confidentiality requirements as Board members.
7. The Board may invite any other persons to attend its meetings. Representatives of duly chartered associations, of Campus Advisory Bodies, of alumni associations and of any other Committees recognised by the Board may request to attend Board meetings for specific purposes, except where there is a conflict of interests. Such attendance shall be in a non-voting capacity, and may be either for an entire meeting or for a portion or portions thereof.

Article 3 - Term of office

The term of office of the members of the Board shall be:

- (a) for the members appointed, as determined by the appointing authority and communicated to the Board;
- (b) for the elected members, four (4) years (except in the case of Article 2.4 of the present Regulations) renewable up to, a maximum of eight (8) years in total (without taking into account the first mandate provided for in Article 2.4 of the present Regulations in case of a replacement);
- (c) for the members co-opted under Article 2.1 (g) above, up to two (2) years, renewable up to, a maximum of six (6) years in all. The Board fixes the term of office of co-opted members on a case by case basis;
- (d) the term of office of elected members shall start on 1 September of the year of their election.

Article 4 - Elections

1. Members elected under Article 2.1 (f) above shall be elected, when seats are to be filled, by the people having the right to vote as provided for in Article 4.2 below and in accordance with the regulatory procedures stipulated for the Committee in charge of Nominations.

2. The following shall be entitled to vote:
 - (a) the parents of the pupils or the persons recorded with each Foundation campus as the guardians of the pupils;
 - (b) Board members, former Board members and all salaried staff of the Foundation;
 - (c) former students having reached the age of eighteen (18) years who are registered directly with the Foundation or a duly chartered association recognised by the Foundation;
 - (d) former staff members of the Foundation who are registered directly with the Foundation or a duly chartered representative association of teaching and/or non-teaching staff.
3. The vote takes place before 30 June electronically or with a paper ballot, in accordance with the voting mechanisms established by the Board. Proxy votes are not allowed.
4.
 - (a) A single list of candidates with at least three (3) more names than the number of seats to be filled shall be presented;
 - (b) each person entitled to vote may do so for a number of candidates on this list, up to, but not exceeding, the number of seats to be filled;
 - (c) those candidates receiving the highest number of votes consistent with the restrictions of Article 2.2 above, are elected;
 - (d) seats ordered according to descending length of terms of office shall be filled in descending order of number of votes obtained.

Article 5 - Committee in charge of Nominations

1. The Committee in charge of Nominations shall request and receive any eligible candidates in accordance with Article 2 above and shall present them for election to the Board.
2. The Board shall issue separate regulations governing the detailed composition and rules of procedure of the Committee in charge of Nominations.

Article 6 - Area of competence of the Board

The Board is the highest authority of the Foundation and shall administer the Foundation in accordance with Article 8 of the Charter of the Foundation. As such, it shall have, in particular, the exclusive responsibility to:

- (a) appoint the Director General and evaluate his/her performance;
- (b) approve the organisational structure of the Foundation;
- (c) appoint the auditors;

- (d) approve the annual financial statements of the Foundation;
- (e) approve the annual financial plan of the Foundation (operating and investment budgets as well as sources and uses of funds);
- (f) approve the Annual Report of the Foundation;
- (g) approve the staff regulations and/or collective agreements as the case may be;
- (h) make decisions regarding the objectives, policies and programmes of the Foundation;
- (i) control the Executive Committee in the execution of its tasks.

Article 7 - Organisation

After the election of new Board members as indicated under Article 4.1 above and before the end of the school year, the Board shall elect a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer, subject to, Articles 12.1 and 12.3 below for a one (1) year mandate from 1 July to 30 June of the following year.

Article 8 - Convocation

1. The Board shall be convened by its Chairperson or Vice-Chairperson whenever the interests of the Foundation require a meeting, but at least five (5) times a year.
2. The Board must also be convened whenever three (3) members or the Director General request it on a specific agenda.

Article 9 - Quorum

1. No decision may be validly taken by the Board unless at least half of its members are physically present.
2. No resolution may be passed on items which have not been placed on the agenda unless all the members of the Board are present or unless prior written approval has been given by the absent members.

Article 10 - Resolutions

1. Subject to contrary provisions of the Charter of the Foundation and of the present Regulations, the Board shall take its decisions by a majority of the votes of the members present. The votes of Board members who cannot attend in person and are attending a meeting by teleconference shall be counted.
2. Proxy votes are not allowed.
3. During meetings, voting shall take place by a show of hands or by electronic vote, unless otherwise decided by the Board.
4. In the case of a tie, the person chairing the meeting casts the deciding vote.

5. Decisions may also be taken by means of the unanimous written approval of a proposal.

Article 11 - Minutes

1. Minutes of Board meetings shall be drawn up and signed by the Chairperson and the Secretary or, in their absence, by any Board member present at the meeting in respect of which the minutes were drawn up.
2. Minutes shall reflect the discussions and record the decisions taken during the meeting as well as any statement which any Board member requests to be placed on record. They are approved at the next meeting of the Board.
3. Chairpersons of the Campus Advisory Bodies and other representative bodies recognised by the Board shall be informed of the deliberations of each meeting of the Board.

B. EXECUTIVE COMMITTEE OF THE BOARD

Article 12 - Composition

1. The Executive Committee shall consist of the following members of the Board:
 - (a) the Chairperson;
 - (b) the Vice-Chairperson;
 - (c) the Treasurer (also Chair of the Finance Committee);
 - (d) the Secretary;
 - (e) Chairs of the three (3) main committees established by the Board (other than the Finance Committee) of whom one will also be the Secretary or the Vice-Chairperson.
2. The members referred to under (a), (b), (c) and (d) above shall be elected by the Board for each year from 1 July to 30 June.
3. The Executive Committee shall consist of a majority of elected Board members. Insofar as possible and appropriate, its composition shall reflect the composition of the Board, and will include representatives of each campus and of both the English and the French programmes.
4. The Director General and the Finance Director have the right to attend Executive Committee meetings (unless there is a conflict of interest) without voting rights.

Article 13 - Area of competence of the Executive Committee

1. The Executive Committee shall supervise and control the Director General in his/her tasks as defined in Article 16 below.
2. The Board shall delegate to the Executive Committee the authority to take the necessary decisions in respect to such supervision and control, subject to the provisions of Article 6 above.

3. The Executive Committee shall report directly to the Board and submit to its members, at least twice annually, a report on its activities during the period under review, as well as on the financial condition of the Foundation.
4. The Executive Committee shall submit annually to the Board, for review and approval:
 - (a) the annual financial plan for the following administrative year (operating and investment budgets as well as sources and uses of funds);
 - (b) the annual financial statements of the Foundation;
 - (c) the draft Annual Report of the Foundation;
 - (d) the recommendations proposed by the Director General and supported by the Executive Committee.
5. The Executive Committee shall prepare, when necessary and appropriate, supporting material for discussions and/or decisions of the Board.

Article 14 - Procedures

1. The Executive Committee shall meet at least twice (2) per term during the school year and, in addition, at the request of the Director General or whenever the circumstances require a meeting. It is convened by the Chairperson or the Vice-Chairperson.
2. The Executive Committee shall be validly constituted if at least four (4) of its members are present. It shall take its decisions by a majority of the votes of its members present. Proxy votes are not allowed.
3. Minutes of the Executive Committee meetings shall be signed by the Chairperson and the Secretary of the meeting. Minutes shall reflect recommendations and decisions taken during the meeting as well as any statements which Executive Committee members request to be placed on record. They are approved at the next meeting of the Executive Committee. Minutes shall be circulated to all Board members.

C. STRUCTURE AND MANAGEMENT

Article 15 - Structure

1. The Foundation comprises three campuses:
 - (a) La Grande-Boissière;
 - (b) La Châtaigneraie;
 - (c) Campus des Nations.
2. Each campus shall appoint one (1) Campus Advisory Body. The Board shall issue separate regulations governing in detail the appointment, purpose, composition and rules of procedure of the Campus Advisory Bodies.

Article 16 - The Director General

1. The Director General is the Chief Executive and the Educational Leader of the Foundation. As such, he/she is responsible for managing the administration of the Foundation, the supervision, control and co-ordination of the campuses. He/she shall prepare recommendations on matters which are within the area of competence of the Board and/or of the Executive Committee including recommendations on the long term policies of the Foundation.

His/her duties include in particular

- (a) the medium and long-range planning of academic programmes and school facilities, and their co-ordination;
 - (b) the supervision, evaluation and control of academic quality within the Foundation;
 - (c) the financial, personnel and administrative management of the Foundation in the context of established policies;
 - (d) the contacts, on behalf of the Foundation, with other local, national or international educational institutions, intergovernmental, non-governmental and governmental bodies, business representatives and local communities;
 - (e) assistance to the Board for the development, co-ordination and implementation of fundraising programmes;
 - (f) negotiations with duly chartered representative associations of teaching and non-teaching staff;
 - (g) through his/her office, the maintenance of all official records and documents of the Foundation.
2. In performing his/her tasks, the Director General shall:
 - (a) appoint a principal for each campus and supervise his/her management of the campus;
 - (b) take into account the needs and environment of each campus, and give consideration to the requirements of the educational programmes in the French and English languages.
 3. The Director General shall report to the Board and to the Executive Committee and shall submit a report on his/her major activities during the period under review and on the financial situation of the Foundation.

D. CONSULTATIVE GENERAL ASSEMBLY

Article 17 - Annual assemblies

1. The Consultative General Assembly shall be composed of the persons listed under Article 4.2 (a), (b), (c) and (d) above of the present Regulations.

2. Function

- (a) The Consultative General Assembly shall consider the Annual Report of the Board and the financial situation, including (but not limited to) the balance sheet and the income and expenditure account of the Foundation. It may ask for information and make suggestions to the Board regarding these subjects as well as future strategies of the Foundation and of its campuses;
- (b) The Consultative General Assembly shall adopt the members of the Board as provided by Article 2.1 (f) and Article 2.4 of these Regulations;
- (c) The Consultative General Assembly may propose for discussion and review any other issues concerning the Foundation or its campuses.

3. Convening

- (a) The Board shall convene a Consultative General Assembly at the Foundation level at a convenient time after publication of the Annual Report and in any case before the end of May of each year. The agenda shall be decided by the Executive Committee of the Board. This Assembly will take place in person. The convocation and the agenda may be sent electronically or be placed on the Foundation's website (www.ecolint.ch) at least fourteen (14) days before the Assembly.
- (b) Whenever appropriate, the Board may also convene an extraordinary Consultative General Assembly in collaboration with the Campus Advisory Bodies, at the campus level. The agenda shall be decided by the Executive Committee of the Board and the Campus Advisory Body of the campus concerned.
- (c) the Board shall also convene an extraordinary Consultative General Assembly at the Foundation level whenever two hundred and fifty (250) of the persons listed under Article 4.2 (a), (b) and (c) above make a written request to such effect to the Board or whenever it is so decided by a majority of the Board. This request may be made by electronic petition. This Assembly shall take place in person promptly after reception of this request, taking into consideration the school calendar.

4. Organization

- (a) The Consultative General Assembly shall be presided over by the Chairperson of the Board or by a member of the Board who substitutes for him/her. The chairperson of the Consultative General Assembly shall appoint persons to act as secretary and tellers as required;
- (b) the members of the Board shall have the duty to attend the meetings of the Consultative General Assembly and of assemblies at the campus level should they take place (which can be co-chaired by the Chair of the Campus Advisory Body in question);
- (c) draft minutes of each Consultative General Assembly shall be issued by the Board at most twelve (12) weeks after this assembly has taken place. The issuing may be done by posting the minutes on the Internet website of the Foundation.

E. REPRESENTATION

Article 18 - Representation

Two signatures shall be required to bind the Foundation, one being that of the Chairperson or Vice-Chairperson, the other being that of another member of the Executive Committee.

F. AUDITING AND ADMINISTRATIVE YEAR

Article 19 - Auditing

1. The audit of the accounts of the Foundation shall be entrusted to auditors of recognised standing in their profession, who may not be members of the Board.
2. The auditors shall be authorised to check at any time the accounts, the financial transactions and the assets of the Foundation, and to request any explanations they deem necessary.
3. The auditors shall report at least once a year to the Board. Their reports shall comprise an appraisal in accordance with accepted audit practices, of the assets and liabilities, and income and expenditures of the Foundation, as reflected in the accounts of the Foundation.

Article 20 - Administrative year

The administrative year of the Foundation is from 1 July to 30 June of the following year.

G. FINAL PROVISIONS

Article 20 - Final Provisions

1. The present Regulations annul and supersede any previous Regulations of the Board along with any contrary provision previously passed by the Board.
2. They may be amended, after due consultation with the people having the right to vote as provided for in Article 4.2 above and presentation to a Consultative General Assembly. Any amendment shall be approved after such consultation by a majority of at least two thirds (2/3) of all members of the Board and with the agreement of the Supervising Authority.
3. The present Regulations shall enter into force as of the date of the written approval of the Supervising Authority.

The present Regulations have been written in the French and English languages. The French version is legally binding.