

# **STATUTES OF THE ASSOCIATION OF THE INTERNATIONAL SCHOOL OF LAUSANNE**

Effective: 19.06.2023

Owner: Association of The International School of Lausanne

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## **Article 1. Name**

1. The Association of the International School of Lausanne, hereinafter referred to as "The Association," is the legal entity, responsible for the affairs of the International School of Lausanne, governed by these statutes and Article 60 et seq. of the Swiss Civil Code.
2. The association is registered in the Register of Commerce conforming to Article 61 of the Swiss Civil Code.

## **Article 2. Location**

1. The office of the Association is located in the canton of Vaud.

## **Article 3. Objective**

1. The exclusive purpose of the Association is to provide children with an education by means of a curriculum presented in the English language or Bilingual (English/French).
2. To this end, the Association shall operate a primary and secondary school, hereinafter referred to as "the School", offering at least eight years instruction with a regularly scheduled curriculum, a regular faculty and a regularly enrolled student body in attendance at one or more places where the Association's educational activities shall be regularly carried on.
3. The purpose of the Association is neither for profit, nor for economic gain, but exclusively for educational purposes and in the general interest. No part of the income of the Association shall accrue to the benefit of, or be distributable to its members, or other private persons except that the Association shall be authorised and empowered to pay reasonable compensation for services rendered by any external service provider (fiduciary firm, legal and tax advice, etc.). This also applies to members of the Association provided the services are invoiced according to normal practice and are in compliance with the Board Conflict of Interest policy. The Association shall also be authorised and empowered to make payments and distributions in furtherance of its educational purposes. The members of the Association have no right to, nor can they have a claim on the assets of the Association. Furthermore, Board membership is voluntary and members are not entitled to any consideration other than reimbursement of expenses incurred. In the event of the dissolution of the Association, the Board shall, after providing for all the debts of the Association, dispose of all the assets of the Association exclusively for educational purposes, or to one or more associations having educational purposes as similar as possible to those defined in the present article.
4. The School is open to all children. Admission is based on the availability of places and on the potential of the applicant to benefit from and contribute to the educational services available, as well as the capacity of the School to meet the educational needs of the applicant.

5. The School is committed to bringing an international and multicultural perspective into all aspects of school life. This shall be performed without any distinction with respect to national origin, race, age, gender, gender identity, sexual orientation, disability, religion and/or other protected categories under applicable laws.
6. The Association shall not carry out propaganda or otherwise attempt to influence legislation, nor shall it participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. The Association is politically independent and without religious affiliation.

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## **Article 4. Structure**

1. The Association is made up of Board members who have been duly elected at an Annual General or Extraordinary General meeting of the Association, as well as four members of The International School of Lausanne Parent Teacher Association (PTA) Executive as selected by the PTA Executive (see paragraph 4.2 below). If the spouse of a Board member is on the PTA Executive, the PTA Executive spouse may not be a member of the Association.
2. The Association shall be run by a Board. Board members shall automatically become Association members. The selection of Board members shall be made according to the criteria specified in Article 7 below.
3. Resignation or exclusion from the Board shall automatically entail resignation from the Association.
4. No one on the staff of the Association or their close relatives can be an Association member.
5. The Board Chair shall also act as the Chair of the Annual General Meeting or any Extraordinary General Meeting of the Association.

## **Article 5. Procedures**

1. The Association shall be convened for the Annual General Meeting or for an Extraordinary General Meeting by a written notice sent at least ten days in advance. The Annual General Meeting must be held within six months of the end of the fiscal year.
2. The procedures of the Annual General Meeting and Extraordinary General Meetings follow those of the Board meetings outlined in Article 9, paragraphs 4-8.
3. At the Annual General Meeting, Association members will be invited to accept the Association's Annual Report, comprising its audited Financial Statements as well as other documents reflecting the work done over the year by the Board and the Director.
4. At the Annual General Meeting, Board officers shall be elected for each administrative year: a Chair, a Vice-chair, a Secretary, a Treasurer and any other Board officer as required. The officers of the Board collectively make up the Board's Executive



Committee.

5. The Association shall immediately following, or as soon as practicable after, the Annual General Meeting present the Association's Annual Report and the Board members, as well as any other relevant, non-confidential information from the Annual General Meeting to all International School of Lausanne community members through publication of the information and/or by convening an open meeting.
6. No Association general meeting (Annual or Extraordinary General Meetings) can validly take place and make decisions unless (1) there is an absolute majority of current Board members present and voting at the Association meeting and (2) a majority of those present and voting at the Association meeting are current Board members.

## **Article 6. Finances**

1. The Association may charge tuition and fees for the educational services provided by the school to its students.
2. Additional income may be derived from:
  - a. Yield from its capital;
  - b. Donations, gifts, legacies and bequests;
  - c. Membership dues paid by members of the Association, the amount of which is determined by the Board within a maximum limit of CHF 100, -.
  - d. The Association may enter into any asset transaction related to its purpose.
3. Association members shall be obliged to pay their membership dues until the end of the fiscal year in which their membership has ceased. Association members are not personally responsible for the Association's debts.

## **Article 7. The Board**

1. The Board shall comprise of not less than 8 and not more than 12 members.
2. The Board members shall be elected for three years at a time by a majority vote of Association members at the Annual General Meeting or an Extraordinary General Meeting of the Association. Members may be re-elected to a second and third consecutive term of three years. Members for re-election may not vote on their own re-election. Any vacancies occurring on the Board may only be filled by a meeting, Annual General or Extraordinary General, of the Association, and may not be filled by co-option.
3. Board membership shall be lost:
  - a. Through resignation;
  - b. At the end of the term unless re-elected;
  - c. Through exclusion decided by the Board and/or Association, with two-thirds majority of the respective existing members. No reason need be given for the exclusion, nor can the excluded member appeal.
  - d. If a Board member or their close relatives becomes an employee of the

Association.

4. Candidates for election to the Board shall be put forward through the defined nomination process and shall be elected by a majority vote of the Association members present at an Annual General Meeting or an Extraordinary General Meeting of the Association duly noticed and held.
5. Candidates for election to the Board shall be solicited and proposed to the Association at an Annual General Meeting (or Extraordinary General Meeting) by the Board Nominating Committee in accordance with the following guidelines:
  - a. As far as possible the membership of the Board shall reflect the various nationalities represented in the School, as well as the main donor organisations.
  - b. A majority of members should be parents of children currently enrolled in the School.
  - c. Candidates should either have shown commitment to the School through participation in open activities and/or bring needed expertise to the Board.
  - d. The Board's Nominating Committee shall suitably and in due time notify the International School of Lausanne's community of vacancies on the Board, thus providing community members with the opportunity to propose candidates for the Board's Nominating Committee's review.
  - e. Self-selected candidates supported by at least fifty signatures from parent and/or staff must be brought to the attention of the Board.
  - f. All candidates for election shall be interviewed by the Board's Nominating Committee before being proposed to the Board.
  - g. All candidates proposed for election shall submit a short-written statement to the Board's Nominating Committee explaining the reasons why they wish to join the Board and how they feel they can contribute to the work of the Board.
  - h. No one on the payroll of the Association can be a Board member.
6. The Director, two staff representatives (one representing the Primary Section and one representing the Secondary Section) and the PTA President shall be invited to attend Board meetings, although they are not able to vote and may be requested to leave if confidential issues are being discussed.
7. The Board can invite to its meetings any individual, consultant or representative to attend the whole meeting or part of it in a non-voting capacity.

## **Article 8. Responsibility of the Board**

1. The Board is the highest executive authority of the Association and its organisational units, including the School.
2. The Board may create other organisational structures as it sees fit and define their powers in accordance with these statutes.
3. The Board is responsible for ensuring that the Association and its organisational units adhere to these statutes.
4. The Board may empower a group or an individual to perform certain tasks in line with its authorities and responsibilities.
5. The Board has the exclusive responsibility to:
  - a. Approve all objectives, policies and programmes of the Association and its

- organisational units;
- b. Appoint and dismiss the Director;
- c. Appoint and dismiss the external auditors;
- d. Approve the Annual Financial Plan (operating and investment budgets; sources and uses of funds), the quarterly reports and the annual Financial Statement of the Association and its organisational units;
- e. Control all the Association's organisational units and empowered individuals in the execution of their tasks.

## **Article 9. Procedures of the Board**

1. The Board shall be convened by its Chair or Vice-chair whenever the interests of the Association require a meeting, and at least once a school term.
2. The Board must also be convened whenever three members or the Director request it on a specific agenda.
3. No decision at a meeting may be validly taken by the Board unless at least half of its members are present.
4. Subject to contrary provisions of these statutes, the Board shall take its decisions by a majority of the votes of the members present.
5. Proxy votes are not allowed.
6. Voting shall take place by a show of hands unless otherwise decided by the person chairing the meeting.
7. In the case of a tie, the person chairing the meeting casts the deciding vote.
8. Decisions may also be taken by means of a majority approval of a written proposal by fax or email to all members of the Board. Such approval shall require participation of at least half of the board's members. The initiator shall provide the time limit for response, such time limit not to be less than 3 days.

## **Article 10. Liability**

1. The school shall defend, indemnify and hold harmless Board members, individually and as a Board, for any demands, claims or actions brought against them while acting in their capacity as Board members, except in cases of gross negligence or wilful misconduct.

## **Article 11. Representation**

1. The Board represents the Association.



2. The Board designates the individuals who may act in the name of the Association and determines their mode of signature.

## **Article 12. Audit of Accounts**

1. The Association's accounts must be audited annually in accordance with Article 69b of the Swiss Civil Code. The annual accounts must include the balance sheet, the statement of income and expenses, the cash flow statement and the notes to the financial statements.
2. In addition to the annual audit, the Board may request the external auditor to investigate the Association's accounts at such other times and on such terms as it may think fit.

## **Article 13. Revision of Statutes**

1. The present Statutes annul and supersede the Statutes of the International School of Lausanne, dated 16 June 2014, along with any contrary provision previously passed by the Board.
2. Amendments to the present Statutes require two-thirds of the votes of the members of the Association present at the Annual General Meeting or at an Extraordinary General Meeting.
3. Dissolution of the Association requires two-thirds of the votes of the members of the Association.
4. The present Statutes shall enter into force as of the date of their approval by the Association and in accordance with Swiss law.

These Statutes were approved and adopted in English by the General Assembly during the Extraordinary General Meeting of the Association on 19 June 2023.



Silvan Hoevenaars, Board Chair



Tomoko Yokoi, Board Secretary