

## **STATUTES OF THE INTERNATIONAL COMMUNITY SCHOOL OF ABIDJAN ASSOCIATION**

Effective April 17, 2019

The original Statutes of the International English Speakers Association of the Côte d'Ivoire were approved on October 7, 1985. The Statutes were amended by approval of the Association members at a special meeting on March 16, 1989. At the regular Association meeting of April 3, 1995, the Board proposed and the Association members approved the change of the Association name to the International Community School of Abidjan Association, in accordance with Chapter VIII Amendment to Statutes, Article 41 Procedure. The Statutes were further amended by approval of the Association members at a regular meeting on April 17, 2019.

The undersigned founders hereby establish the statutes of an association as follows:

### **CHAPTER I - GENERAL**

#### **Article 1 - Name**

The name of the Association is "The International Community School of Abidjan Association".

#### **Article 2 - Purpose**

The Association is a non-profit association formed in accordance with law 60-315 of 21 September 1960. Its purpose shall be as follows:

- a) to promote and organize English language cultural educational and sporting activities;
- b) to provide for English language activities for members of the international community in Côte d'Ivoire;
- c) to establish and operate an English language school that will seek to provide a U.S. educational program and facilities for children of U.S. Government employees and other children in Abidjan seeking an American education;
- d) to purchase, lease, exchange, or otherwise acquire mortgage, pledge or otherwise encumber any real or moveable property and engage in any other lawful activities necessary or convenient for carrying out the objects of the Association.

#### **Article 2 (bis) - Sponsorship**

Based on its history of participation in the affairs of the School, on its significant contribution to the school from its inception, and its continuing interest to support the School, the United States Embassy in Côte d'Ivoire is recognized as the Founding Sponsor of the School with the following rights and privileges:

- a) Appointment of two voting representatives to the Board of Directors of the School;
- b) Exercise of veto authority over any decisions involving:

- i. changes in the Statutes;
- ii. the distribution of fixed assets, including land;
- iii. general reserve expenditures each year of more than twenty-five percent of the reserves of that year;
- iv. the dissolution of the Association.

Other sponsors of the School may be admitted on the basis of a financial contribution to the school, the concurrence of the Founding Sponsor, the recommendation of the Board of Directors, and the approval of the Association. The rights and privileges of these sponsors will be commensurate with their contribution to the school.

### **Article 3 - Office**

The Association shall be based in Abidjan.

## **CHAPTER II - MEMBERSHIP**

### **Article 4 - Membership Categories**

There will be three categories of members of the Association:

- A. regular
  - B. special
  - C. honorary
- A. Regular Members shall be parent(s) or guardian(s) whose names appear in the official current registration of a child or children in the School of the Association, on whose behalf all fees, enrollments, and other financial obligations to the School have been paid in accordance with the "Official Schedule of Fees and Enrollments" as adopted annually by the Association and the Board.
  - B. Special Members shall be all teachers under contract to the School.
  - C. Honorary Members shall include Board representatives of sponsors who are not regular members of the Association and any other persons so designated by the Board. The number of honorary members shall not exceed one-third of the total membership.

### **Article 5 - Rights**

All members shall have the right to participate in meetings of the Association. Regular, special, and honorary members shall have the right to vote.

Special members and their spouses and any employees of the Association and their spouses may not vote on the budget or on matters in which they have a direct interest of a financial or personal nature.

### **Article 6 - Liability**

Members shall not be personally liable for the liabilities of the Association.

### **CHAPTER III - MEETINGS OF THE ASSOCIATION**

#### **Article 7 - Regular**

The Association shall meet bi-annually, once per semester.

#### **Article 8 - Special**

Special meetings to address exceptional situations shall be held at any time during the year under the following circumstances:

- a) if called by the Board, or
- b) no later than two weeks after the President of the Board has received a signed written petition from twenty-five percent or more of the Association's regular members, OR fifty-one percent or more of the special members of the Association, requesting a meeting.

#### **Article 9 - Notices**

The Board shall notify the members of the Association at least seven days prior to the date of a meeting called in accordance with Articles 7 and 8 of the present Statutes.

The agenda shall be made available to the members of the Association at least three days prior to the date of the meeting.

The meeting schedule of the Association shall be approved at the first annual regular meeting of the Association.

#### **Article 10 - Quorum**

No quorum is required for regular meetings to take place.

#### **Article 11 - Decisions**

Decisions by vote during regular Association meetings shall be rendered by a majority of fifty-one percent or more votes cast by eligible voting members in attendance. Votes may be made by any means deemed admissible by the Association. Each Association member shall have the right to one vote in accordance to rules specified under Article 5 of the current Statutes.

### **CHAPTER IV - BOARD OF DIRECTORS**

#### **Article 12 - Number and Categories of Board Members**

A Board of nine members shall be chosen from the regular and honorary members of the Association, at least five of whom shall be elected. The Founding Sponsor may appoint up to two

voting members to the Board. At least one of the elected Board members shall be a citizen of the United States of America. If a special member is also a regular member of the Association, that person may not be elected to the Board. Immediate family members of employees of the Association or serving Board members may be neither elected nor appointed to the Board.

**Article 12bis - Business Dealings with Board Members**

Board members may be involved in business dealings with the Association provided they disclose the nature of those dealings and their interest(s) therein to the Board and obtain the Board's authorization for the particular business dealing(s) involved.

**Article 13 - Remuneration**

Board members shall receive no salary or other compensation, except reimbursement for reasonable expenses incurred in connection with such services as approved in advance by the Board.

**Article 14 - Liability (of Board Members)**

Board Members shall not be personally liable for the liabilities of the Association.

**Article 15 - Term**

Elected Board members shall serve a two-year term that shall begin with the first regular meeting of the Board in June of each year and conclude with the last meeting of the Board in May two years later. Board members appointed by Sponsors shall serve terms designated by the respective sponsor. For elected members, tenure shall be limited to a maximum of eight consecutive years. Members of the Association who run for the Board should be confident that they will be able to serve out at least one full term.

Election of Board members will take place during the second half of each school year. Newly elected Board members shall join the Board immediately following their election but shall only be eligible to vote starting with the first regular meeting of the Board in June.

**Article 16 - Vacancies**

In the event that an elected member of the Board cannot serve out a full term, the President, or in his or her absence, the Vice-President of the Board, shall appoint, upon the advice and consent of the remaining members of the Board, a temporary replacement at the first meeting following notice of the vacancy. A replacement to complete the full term shall be elected at the next regular or special meeting of the Association.

**Article 17 - Nominations**

A Nominating Committee, composed at least of three Association members, shall be appointed by the Board each school year. The Director may, at the request of the Committee, serve as its Executive Secretary without voting rights. This Committee shall be responsible for ensuring that

Board vacancies are filled in accordance with the present Statutes. Prospective candidates would need to address their applications to the Nominating Committee through the means so designated by this Committee. The Committee shall circulate the names of the Board candidates at least one week prior to the elections. Only the names of nominees who have consented to their candidacy may be circulated.

#### **Article 18 - Election**

Election to the Board may be made by acclamation if the number of candidates does not exceed the number of vacancies.

An election process shall take place if there is more than one candidate per vacancy.

#### **Article 19 - Recall**

Any duly elected member of the Board shall automatically be recalled by fifty-one percent of the total voting members of the Association or, under exceptional circumstances resulting from a breach of the Board Code of Ethics or the Board Member Code of Conduct, by a majority of the Board, upon the recommendation of an ad-hoc Ethics sub-committee constituted for this purpose.

### **CHAPTER V - BOARD OFFICERS**

#### **Article 20 - Officers**

The officers shall be a President, a Vice-President, a Secretary and a Treasurer.

#### **Article 21 - Election**

The Board shall, at its first meeting in June, elect from among sitting members the officers for the duration of one year.

#### **Article 22 - President**

The President shall:

- a) preside over all meetings of the Board;
- b) preside over all meetings of the Association;
- c) call special meetings of the Association as required.

#### **Article 23 - Vice President**

In the absence of the President, the Vice President shall temporarily assume the President's duties.

#### **Article 24 - Secretary**

The Secretary shall:

- a) be responsible for drafting the minutes of all Board meetings and all meetings of the Association;
- b) be responsible for drafting Board correspondence and/or announcements, as needed or requested;
- c) ensure that the records of the Association, including minutes of Association and Board meetings and resolutions, statutes, amendments thereto, budgets and accounts, contracts, policy and procedure statements, and any other such documents, are duly archived ; and

#### **Article 25 - Treasurer**

The Treasurer shall:

- a) present monthly financial reports to the Board;
- b) present the bi-annual financial report approved by the Board to the Association at the regular meetings;
- c) prepare a document, based upon the Director's annual interim budget of expenditures and revenues, to be presented to the Association at the second bi-annual meeting, and prepare a document, based upon the final operating budget, to be presented to the Association at the first bi-annual meeting; and
- d) advise the Board on all other financial matters.

### **CHAPTER VI - BOARD AUTHORITY AND RESPONSIBILITY**

#### **Article 26 - General**

The Board shall be the governing body of the Association. It shall determine the official policy regarding the Association's activities unless that policy has been set by the Association itself in a general meeting. It shall see that its policies and those of the Association are faithfully executed. The Board shall further oversee the execution of policy on its behalf through the Director whom it shall appoint.

#### **Article 27 - Financial Control**

The Board shall be responsible for the oversight of the Association's financial affairs, the operating budget, capital acquisitions and other expenses, as well as all revenues, grants, gifts or other income.

Through the Treasurer, the Board shall provide the Association with a financial report at the Association's bi-annual regular meetings, as specified in Article 25, and shall make recommendations as needed.

#### **Article 27bis - Administration of the School and Academic Program**

The Board shall be accountable to the Association for providing English-language education in accordance with the highest international standards by means of the most qualified teaching staff that can be obtained within the resources approved by the Association.

a) Contracting Administrative and Teaching Personnel

As per the guidelines of the budgets approved by the Association, the Board shall contract the administrative and teaching personnel necessary for the efficient and effective operation of the School, including by validating the Director's recruitment reports where appropriate.

b) Personnel Policies

As per sound practice of personnel administration, the School administration, under the guidance of the Board, will provide, either as part of each individual contract or separately, a current job description for each Association employee. The job description of the School Director will clearly outline the separation of administrative responsibilities appropriate to the Director and policy or legislative duties to be discharged by the Board in accordance with these statutes and the policies established by the Board and the Association.

In addition to these job descriptions, the Board shall prepare and adopt policies or procedures regarding the following matters:

- i. Authority for disciplinary action to be taken by the Director and/or the Board in relation to the teaching staff and other personnel;
- ii. A grievance policy for the review of disciplinary actions taken by the Director and/or the Board;
- iii. A contract policy that establishes terms for new teaching contracts, the renewal of contracts, or the re-negotiation of existing contracts and the authority of both the Director and the Board in personnel contracting;
- iv. A salary and benefits policy that explains the basis under which terms of contracts are negotiated, including consideration for travel and transport of persons and things; annual, sick, maternity, and emergency leave; and other financial benefits or considerations;
- v. Credentials and certificates policies for the teaching staff, both regular and substitute;
- vi. Ensuring these policies shall be easily accessible and widely available for review by any Association member and for the guidance of administration staff.

c) Curriculum and Other Teaching Criteria and Policies

There shall be an annual report on the curriculum content, scope, quality and pedagogy. This report shall reflect the policy of the Board, shall be approved by it, and shall then be presented annually by the Director to the Association in its first bi-annual regular meeting.

**Article 28 - Budget**

The Board shall present to the Association at its second bi-annual regular meeting an interim budget of projected expenditures and revenues covering the forthcoming fiscal year followed by the School. The interim budget shall set the guidelines for financial decisions by the Director and the Board until the Association's regular first bi-annual regular meeting. At that meeting, the Board, through the Treasurer, shall present the annual budget, which shall be a restatement of the interim budget presented at its previous bi-annual regular meeting, reflecting any changes in projected

expenditures and revenues caused by a September enrollment that is different from what was projected in the interim budget. The operating annual budget shall stand approved at the first bi-annual regular meeting of the Association unless there is a motion from the Association to reject the budget supported by a majority of the regular members of the Association present at such regular meeting.

#### **Article 29 - Deficits**

Neither the Board nor any member thereof may authorize expenditures that may cause a budgetary deficit or deviate from the approved budgets.

#### **Article 30 - Audit**

The Board shall designate a competent public accountant to perform an annual audit of the Association books.

#### **Article 31 - Annual Fees**

Annual tuition fees shall be established each year by the Board of Directors in accordance with the interim budget for the upcoming school year and shall be presented, for information purposes, at the second bi-annual regular meeting of the Association.

#### **Article 32 - Optional Fees**

New optional fees or increases in existing ones may be authorized by the Board as deemed appropriate.

#### **Article 33 - Annual Report**

In addition to the bi-annual financial reports and the budget presentations herein prescribed, the Board shall prepare an annual report on the activities of the Association for presentation to the Association at its first bi-annual regular meeting of the school year.

#### **Article 34 - Legal and Association Requirements**

The Board shall perform any other duties that may be provided for herein or added hereto by amendment, as prescribed by the Association or required by Ivorian law.

### **CHAPTER VII - BOARD MEETINGS**

#### **Article 35 - Regular Meetings of the Board**

The Board shall meet regularly once each month during the academic year on a day to be determined following its constitution as a new Board in June of each year. The dates of regular Board meetings will be added to the school calendar prior to the commencement of the new school year.



The agenda as well as the time and place of these meetings shall be disseminated to the Association at least three days in advance.

Regular meetings of the Board should be structured into two differentiated sessions:

- Informational session: Members of the Association may submit matters in writing to the Board for consideration no later than four days in advance of the next scheduled regular meeting of the Board. Members who have submitted a written request to discuss an issue, deemed by the Board to be relevant Board business, will be invited to attend the Informational Session of the regular meeting during which time their agenda item will be discussed.
- Working session: Working session is understood to mean a meeting of the Board limited to voting Board members and those individuals specifically invited by the Board to that meeting.

The Board may go into working session or call meetings in working session to deal with the following indicative types of issues:

- a) negotiation of confidential terms of an employment contact;
- b) disciplinary action affecting the Association's administrative or other staff;
- c) private consultation solicited by members of the Association's administrative or other staff consistent with a published Board policy on personnel;
- d) upon request of an ex-officio Board member.

#### **Article 36 - Special Meetings of the Board**

The Board may also be convened by the President or by any two other Board members. Such special meetings shall be limited to the special and / or urgent item or items for which the call is made. When such a meeting is called, the President shall advise all Association members and the Director at least two days in advance of its purpose, time, format and place.

#### **Article 37 - Voting and Quorum**

A simple majority of fifty-one percent or more of Board members eligible to vote shall constitute a quorum.

Decisions shall be made on the basis of a simple majority vote of the voting Board members present.

#### **Article 38 - Agenda**

The agenda for regular Board meetings shall be prepared by the Director in consultation with the Board and shall be made available to the Association at least three days before the scheduled meeting, giving the time and place of the meeting and any details that may be appropriate.

#### **Article 39 - Minutes**

The Secretary of the Board, with the assistance of the School administration, shall prepare minutes of each Board meeting within one week following such meeting. The Secretary shall also prepare a summary of each meeting that resulted in a binding administrative or policy decision. Such summaries and minutes of regular Board meetings shall be made available to all Association members through the means so designated.

## **CHAPTER VIII - AMENDMENTS TO STATUTES**

### **Article 40 - Procedure**

These statutes may only be amended at the recommendation of the Board of Directors and with the concurrence of the Founding Sponsor. The intent to do so has to be made public during a regular or special Association meeting. Any amendments shall be approved by a majority of votes cast through a modality to be determined by the Board as most appropriate to the circumstances of the amendment.

## **CHAPTER IX - DISSOLVING OF THE ASSOCIATION**

### **Article 41 - Procedures**

The Association may be dissolved only at a special meeting called expressly for the purpose of considering the question of dissolving the Association.

The Association shall be dissolved when:

- a) a majority of fifty-one percent or more of the total voting members of the Association present at the meeting vote in favor of dissolving the Association, and
- b) the Founding Sponsor concurs with the decision.

### **Article 42 - Distribution of Assets**

Assets acquired by the school as a result of grants from the United States Government will be given to AISA to be held in trust for five years and then used for the benefit of an AISA-affiliated school. Grants received from other bodies will be returned to the grantors. All other assets will be disposed of by the Board of Directors to institutions with similar educational purposes with the concurrence of the Founding Sponsor.