



ESCOLA AMERICANA DE BELO HORIZONTE
THE AMERICAN SCHOOL OF BELO HORIZONTE

Statutes

International Educational Association of Belo Horizonte

Responsible for the maintenance of

**American School of Belo Horizonte
Escola Americana de Belo Horizonte**

8 March 2008

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CHAPTER I – PRELIMINARY

Article 1 Name and Location

Under the registered name of the International Educational Association of Belo Horizonte, there is constituted in accordance with these Statutes and Brazilian Law, a non-profit Association with legal identity, distinct from its members, and of indefinite duration, that is responsible for the maintenance of the American School of Belo Horizonte/Escola Americana de Belo Horizonte.

The legal headquarters of this Association shall be Av. Professor Mario Werneck, 3002, Bairro Buritis 30575-180, Belo Horizonte – Capital of the State of Minas Gerais.

Article 2 Nature

This Association exclusively will be of an educational, cultural, scientific and literary nature. It shall not practice any form of racial or religious discrimination. It shall be non-profit and it shall at all times comply with Article 33 of these statutes which deals with funds management.

Article 3 Interpretation

In these Statutes, unless a contrary intention appears –

“Academic year” means the twelve month period ending on 31 July of each year;

“Arrears” means non payment of tuition and fees beyond 30 days of the due date;

“Association” means the International Educational Association of Belo Horizonte which is responsible for the American School of Belo Horizonte/Escola Americana de Belo Horizonte;

“Board” means the Board of Directors of the Association as described in Article 11;

“Board member” means a member of the Board of Directors;

“Board policies” means any policy determined by the Board in accordance with these statutes;

“Family” means a child or children and that child’s or children’s parents and/or legal guardians;

“Immediate family member” means spouse or spousal equivalent;

“Member” means a member of the Association, as described in Article 5;

“Object” means the object of the Association as set out in Article 4;

“Office-bearers” means a Board member holding the following positions – President, Vice-President, Secretary, or Treasurer;

“Parents” means parents and/or legal guardians of enrolled students;

“Statutes” means the rules of the Association as detailed in this document; and

“Vote” means the process of arriving at a decision via a show of hands or written ballot.

Article 4 Object

It shall be the Object of the American School of Belo Horizonte to provide educational services in the form of facilities and instructional programs in the American tradition for children of any nationality residing in the greater Belo Horizonte area, and to maintain the American character and philosophy of the school.

- (1) To fulfil its stated Object this Association shall:
 - (a) Provide scholastic opportunities that are relevant to the individual needs of its students in a stimulating, creative and secure environment that encourages the student’s natural curiosity;
 - (b) Provide positive social interaction experiences that assist in the development of self confidence and self esteem of its students;
 - (c) Stimulate the development of intellectual, democratic, moral and social values and awareness;
 - (d) Promote opportunities for the physical, social and emotional maturation of its students;
 - (e) Provide extra-curricular opportunities, which shall broaden and enhance the educational experience of its students;
 - (f) Promote parents’ understanding of their child’s development;
 - (g) Stimulate and encourage the professional staff to the best application and development of their skills and knowledge, both individually and collectively;
 - (h) Liaise with government departments and other organizations and agencies to further the Object;

- (i) Provide and maintain suitable premises and equipment for the Object of the Association; and
 - (j) Set and collect tuition and other fees and raise money by such means as may from time to time be approved by the Board, such monies to be expended on the Object.
- (2) The property and income of the Association shall be applied solely towards the promotion of the Object and no part of that property or income may be paid or otherwise distributed, directly or indirectly, except in good faith in the promotion of the Object.

CHAPTER II – ASSOCIATION MEMBERSHIP

Article 5 Membership qualification

- (1) A person is qualified to be a member of the Association if the person is the parent and/or legal guardian of a child or children enrolled at the school and for whom all due tuition and fees are paid in full.
- (2) A person currently in paid employment of the Association, and that person's spouse or spousal equivalent, who meet membership qualification (in accordance with Article 5(1)), shall be considered members enjoying all benefits and privileges with the exception of the right to stand as a Board member.

Article 6 Membership entitlements

Membership entitlements include –

- (1) participation in all General and Special General Meetings with full voice and voting rights; and
- (2) nomination for Board membership in accordance with Article 12.

Article 7 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member cannot be transferred or transmitted to another person and terminates upon cessation of the person's membership.

Article 8 Cessation of membership

A person ceases to be a member if the person is not eligible for membership in accordance with Article 5(1).

Article 9 Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the dissolution of the Association is limited to the amount, if any, unpaid by the member in respect to the tuition and fees.

CHAPTER III – BOARD OF DIRECTORS

Article 10 Responsibilities of the Board

- (1) The Board, subject to any relevant state or federal legislation, to these Statutes, and to any resolution passed by the Association in a Special General Meeting –
- (a) is the legal authority for the Association;
 - (b) shall govern the affairs of the Association;
 - (c) shall ensure the financial stability of the Association;
 - (d) exercises the trusteeship of the properties of the Association (any purchase or disposition of real estate must be approved by the Board); and
 - (e) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper governance of the affairs of the Association.

Article 11 Constitution and membership

- (1) The Board shall consist of seven (7) persons who adopt as their guiding principle a governing approach to their stewardship and who will make every effort to maintain focus on strategic or long-term issues .
- (2) Four (4) positions on the Board shall be filled by foreign nationals and three (3) by Brazilian nationals. All Board members must be proficient in the English language, written and oral.
- (3) The Board shall comprise:
Four (4) office-bearers – President, Vice President, Secretary, and Treasurer; and three (3) ordinary members. No Board member may simultaneously hold more than one position on the Board.
- (4) The term of office for Board members shall be two (2) years with the right of re-election.
- (5) The Board will designate its own office-bearers. The term of the office-bearer shall be in accordance with Board policies.

Article 12 Election of Board members

- (1) All eligible Association members (in accordance with Article 12(5)) can apply for membership of the Board to the Board President or the Nomination Sub-Committee. Any such application received by the President shall be forwarded to the Nomination Sub-Committee which will review the candidacy in accordance with Article 21(8).
- (2) The vote for the election of Board members shall be conducted at the General Meetings. Only a candidate whose nomination has been reviewed by the Nomination Sub-Committee can be considered for election and thus nominations cannot be taken from the floor.
- (3) A ballot will be used to determine Board elections. Such ballot will contain the candidate's name and a yes, no and abstention option for voting. Each position shall be voted for independently and a majority of the votes cast, inclusive of submitted proxy votes, will determine that candidate's election to the Board.
- (4) If insufficient nominations are received or an insufficient number of candidates are elected at the General Meeting, any vacant positions remaining on the Board shall be deemed to be vacancies and may be filled in terms of Article 17(3).
- (5) A person is not eligible to be a candidate for Board election if he or she -
 - (a) has ceased to be a member of the Association; and/or
 - (b) has a member of his or her immediate family who currently holds or is nominated for a position on the Board; and/or
 - (c) is currently in paid employment of the Association; and/or
 - (d) is a spouse or spousal equivalent of an employee of the Association; and/or
 - (e) has a conflict of interest according to Board policies.

Article 13 President

The role of the President is to lead the Board and to liaise with the Director between Board Meetings. The President will –

- (1) Represent the Association before legal and civil authorities.
- (2) Extend power of attorney, including ad-judicia, for the defence of the rights and interests of the Association before legal or other public offices.
- (3) Sign legal documents and titles related to the acquisition or disposition of properties (in accordance with Article 10(1)(d)), buildings, furnishings, vehicles or other items, and create legal obligations of any nature upon the direction of the Board and/or approved Association decisions.

- (4) Call and preside over Board, General and Special General Meetings, including to
 - (a) determine the content of business;
 - (b) chair meetings;
 - (c) invite guests to attend and/or address the Board;
 - (d) ensure all Statutes provisions and Board policies are adhered to; and
 - (e) lead the Board to develop annual work plans and to undertake effectiveness reviews of the work achieved by the Board and the Director.

Article 14 Vice President

The role of the Vice President is to support the President in all his or her responsibilities and to officiate in his or her absence.

Article 15 Secretary

The role of the Secretary is to ensure that all Association documentation is secure. The Secretary will –

- (1) Maintain an up to date master copy of the Statutes and Board Policy documents.
- (2) Ensure the minutes of meetings are taken, kept and include –
 - (a) the names of members present or listed as an apology at a Board, General or Special General Meeting;
 - (b) an accurate record of all proxy votes, elections and appointments of office-bearers and ordinary Board members; and
 - (c) all proceedings at Board, General and Special General meetings.
- (3) Ensure that the minutes of proceedings at all General and Special General Meetings are signed by the person having scribed the minutes.
- (4) Ensure approved minutes of past Board meetings are available to Association members.
- (5) Ensure that notifications are delivered in accordance with the timelines established within these Statutes.
- (6) Maintain the roster of attendance of members as recorded, in accordance with Article 27(1), for all General and Special General Meetings.

Article 16 Treasurer

The role of the Treasurer is to –

- (1) Participate on the Financial Sub-Committee and to assist it in fulfilling its responsibilities as outlined in Article 21(7).
- (2) The role of the Treasurer is also to liaise with the external auditor on behalf of the Board. The Treasurer will –
 - (a) instruct the external auditor of the Board's audit requirements;
 - (b) receive and seek reports from the external auditor;
 - (c) report advice received from the external auditor to the Board; and
 - (d) assist the Board to determine whether the external auditor has complied with Board requests within the established timeframe.

Article 17 Vacancies

- (1) For the purposes of these Statutes, a Board position becomes vacant if the Board member –
 - (a) dies;
 - (b) ceases to be a member of the Association;
 - (c) resigns the office;
 - (d) is removed from office pursuant to Article 18;
 - (e) fails to attend two consecutive meetings without leave of the Board as defined by Board policy; or
 - (f) alters his or her status in accordance with Article 12(5).

- (2) In the event of a confirmed vacancy on the Board, the Board President must, within fourteen (14) days notify the members of the Association.
- (3) The Board will appoint a member whose candidacy has been reviewed by the Nominations Sub-Committee (in accordance with Article 21(8)) to fill the vacancy and the member so appointed shall hold office, with full voice and voting rights, until the next General Association Meeting at which time the position becomes vacant and an election will be held in accordance with Article 12.
- (4) Upon any new appointment to the Board, the Board President must, within fourteen (14) days notify the members of the Association.

Article 18 Removal of Board members and Office-bearers

- (1) The Association membership may remove any member from the Board before the expiration of the member's term of office upon a majority vote of 75% of the Association members at a Special General Meeting, called for that purpose.
- (2) Within fourteen (14) days of such a decision the Board member so disciplined shall have a right of appeal before a second Special General Meeting, called for that purpose. If no appeal is tendered the decision to remove the member from the Board will stand.
- (3) If, at the second Special General Meeting, the decision is reversed, the member will be reinstated to the Board.
- (4) The conduct of the Special General Meeting for these purposes will be in accordance with Articles 25 to 30, inclusive.
- (5) In those instances where it becomes warranted to remove a Board member from an office-bearer position, the process as detailed in Board policy must be followed and a unanimous vote of all the remaining members of the Board (either in person or documented) is required. There will be no right of appeal in this instance.

Article 19 Board meetings and quorum

- (1) The Board shall meet no less than six (6) times in each academic year at such place and time as the Board may determine.
 - (a) Open and notified schedule: All the Board meetings shall be open to any Association member who wishes to attend as an observer with a right of voice but no vote. Information about the date, time and location of each meeting shall be available to members at the school main office.
 - (b) Closed sessions: If necessary, the President of the Board may ask any member who is not part of the Board, to leave the meeting so as to discuss issues concerning the Board.
 - (c) If an Association member desires to present some matter of business at the Board meeting he or she shall advise the Board President not less than seven (7) days prior to the Board meeting so that the member's item of business may be included on the agenda.
- (2) Four (4) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (3) No business shall be transacted by the Board unless a quorum is present. If a quorum is not present within half an hour after the time appointed for the meeting the meeting must stand postponed to an agreed time and place. All Board members are to be notified of the time and place of the postponed meeting.
- (4) If at the postponed Board meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.

- (5) With the exception of discussions that pertain to the Director's evaluation, no business shall be transacted by the Board without the presence of the Director or his or her designated representative.
- (6) At meetings of the Board –
 - (a) the President or in the absence of the President, the Vice President shall preside, or
 - (b) if the President and the Vice President are absent, one of the remaining members of the Board may be chosen by the members present to preside.
- (7) The presiding member will ensure that Board meetings are run in accordance with Board policies.
- (8) The approved minutes of the Board meetings shall be available to all Association members at the school main office.

Article 20 Voting and decisions

- (1) Questions arising at a Board meeting shall, subject to a quorum being present, be resolved by a majority of the votes of members of the Board present at the meeting.
- (2) Each Board member present at a Board meeting (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Any decision or action taken by the Board is valid and effective notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board.
- (4) The Board speaks with one voice, and no one member shall publicly express his or her opinion should this deviate from an agreed Board position or decision.

Article 21 Delegation by the Board to Sub-Committees

- (1) The Board may, by instrument in writing, delegate Association members to one or more Sub-Committees to exercise functions as specified in the instrument, other than –
 - (a) this power of delegation; and
 - (b) a function which is imposed on the Board by state or federal legislation, or by resolution of the Association in Special General Meeting.
- (2) In the absence of written advice to the contrary, the Sub-Committee quorum will be equal to a majority of appointees to the Sub-Committee.
- (3) Unless explicitly empowered by the Board in writing, Sub-Committees cannot make binding Board decisions. Generally the function of Sub-Committees is to solve problems for and/or make recommendations to the Board on which the latter, and only the latter, has the power to make decisions or policy.
- (4) The Board may, by instrument in writing, revoke wholly or in part any delegation under this Article.
- (5) From time-to-time the Board may appoint members of the community with relevant expertise to advise Sub-Committee members. Such members of the community shall have no voting rights.
- (6) Sub-Committee meeting notes and/or recommendations will be presented at each Board meeting. Upon completion of the Sub-Committee's task a final report including the Sub-Committee's recommendation(s) shall be submitted to the Board.

- (7) **Permanent Financial Sub-Committee** – the following permanent committee shall be constituted at the first Board meeting of each academic year and shall be formed by at least three (3) persons, the Chairperson being a Board member other than the Board President. The Financial Sub-Committee shall be responsible to:
- (a) recommend the policy norm and financial procedure for Board consideration;
 - (b) study budget proposals prior to presenting them for consideration by the Board;
 - (c) recommend a qualified external auditor for approval by the Board; and
 - (d) approve the attendance roster of members eligible to vote, in accordance with Article 5(1), thirty (30) days prior to any General or Special General Meetings. Any member in arrears will be given the opportunity to pay all outstanding accounts thus ensuring their right to vote.
- (8) **Permanent Nomination Sub-Committee** – the following permanent Sub-Committee shall be constituted at the first Board meeting of each academic year. The Sub-Committee shall be formed by the Board and include at least four (4) members; two (2) Board members and two (2) Association members, the Chairperson being one of the Board members. The Board President shall not be a member of this Sub-Committee, not even an ex-officio member. The Nomination Sub-committee is responsible to:
- (a) review all nominations received and ensure candidates meet Board membership eligibility in accordance with Article 12(5);
 - (b) maintain a current list of potential members for election or appointment to the Board throughout the year;
 - (c) recommend to the Board a list of candidates that provides the Board with a comprehensive representation of Association members and a comprehensive representation of skills among Board members;
 - (d) prepare a Board nominee election ballot to be delivered to the members with the General Meeting agenda, the notification of which is in accordance with Article 23(3); and
 - (e) ensure that the number of Board positions available for election is clearly identified in the General Meeting agenda, the notification of which is in accordance with Article 23(3).
- (9) **Permanent Strategic Planning Sub-Committee** – the following permanent Sub-committee shall be constituted at the first Board meeting of each academic year and shall be formed by at least three (3) persons, the Chairperson being a Board member. The Strategic Planning Sub-Committee shall be responsible to:
- (a) recommend the strategic ends of the Association for Board consideration;
 - (b) document a strategic plan for Board consideration; and
 - (c) evaluate the Association's progress toward attaining the strategic ends, reporting the evaluation findings to the Board and recommending modifications of the strategic plan for the consideration of the Board.

Article 22 Honorary members

- (1) The Board may appoint honorary members to the Board from among persons in the community who are interested in and can benefit the school but are otherwise not qualified for Association membership in accordance with Article 5(1).
- (2) These honorary membership positions will be limited to a maximum of two (2) persons per annum who shall have voice but no voting rights at all Board, General and Special General Meetings. Their presence cannot be counted towards the quorum required to conduct a meeting.
- (3) In the case that there is no representative of the American government on the Board as an elected member, a senior official representing the American government in Belo Horizonte shall be invited to take one of the honorary member positions.
- (4) In the case where the representative of the American government has children enrolled in the school and by definition is an Association member, he or she will still remain eligible to

hold an honorary position on the Board in favor of an elected position being subject to Articles 22(2). This being the only exception where an Association member may hold an honorary Board position.

CHAPTER IV – ASSOCIATION MEETINGS

Article 23 General Meetings – holding and notice of

- (1) The Association shall convene two (2) General Meetings of its members, one per semester.
- (2) The General Meeting of the Association shall be convened on such date and at such place and time as the Board thinks fit.
- (3) The Board President shall give notice of the General Meeting, together with the agenda, and when appropriate proxy voting forms (Appendix A) and Board nominee ballots, all of which shall be delivered to each member, at least fourteen (14) days prior to the date fixed for the General Meeting.

Article 24 General Meetings – business at

- (1) The business to be transacted at a General Meeting shall be –
 - (a) to confirm the minutes of the last General Meeting;
 - (b) to receive from the Board and/or Director reports on the activities of the Association during the period between the current and last General Meeting;
 - (c) to receive and consider the statement of accounts including the cash flow and budget and the summary of the external auditor's report;
 - (d) to elect members of the Board; and
 - (e) at the second semester General Meeting, vote on the level of tuition and fees for the coming academic year.
- (2) If a member wishes any other business to be transacted at a General Meeting, the Board President must be notified of that business in writing not less than seven (7) days prior to the General Meeting.
- (3) A General Meeting shall be conducted in accordance with Articles 27 to 31, inclusive.

Article 25 Special General Meetings – holding and notice of

- (1) The Board may convene a Special General Meeting of the Association at any time.
- (2) The Board will, on the requisition in writing of not less than 30 members or not greater than twenty percent (20%) of the members (whichever is the smaller number), convene a Special General Meeting of the Association.
- (3) A requisition of members for a Special General Meeting –
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) may consist of several documents in a similar form, each signed by one or more of the members making the requisition; and
 - (d) shall be lodged with the Board President.
- (4) If the Board fails to convene a Special General Meeting within twenty-one (21) days of the President's receipt of the written request, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after the President's receipt of the written request.
- (5) A Special General Meeting convened by a member or members referred to in Article 25(4) shall be conducted as nearly as is practical in the same manner as Special General

Meetings are conducted by the Board and any member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

- (6) Except where the nature of the business proposed to be dealt with at a Special General Meeting requires a resolution of dissolution of the Association (see Article 38), the Board President shall, at least fourteen (14) days before the date fixed for the holding of the Special General Meeting, cause to be delivered to each member a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (7) A Special General Meeting shall be conducted in accordance with Articles 27 to 31, inclusive.

Article 26 Special General Meetings – business at

- (1) No business other than that specified in the notice convening a Special General Meeting shall be transacted at the meeting except business which may be transacted pursuant to Article 26(2).
- (2) When members have been notified of a Special General Meeting in accordance with Article 25(6), a member may bring further business before the Special General Meeting if –
 - (a) the requisition for the business to be added to the agenda of the Special General Meeting is requested in writing by not less than 30 members or not greater than twenty percent (20%) of the members (whichever is the smaller number);
 - (b) the notice is given in accordance with Article 25(3); and
 - (c) the notice is lodged with the Board President not less than seven (7) days prior to the date fixed for the Special General Meeting.

Article 27 Procedure and quorum

- (1) No item of business shall be transacted at a General or Special General Meeting unless a quorum of members entitled under these Statutes to vote is present. Members must sign-in on the official attendance roster, see Article 21(7)(d).
- (2) 15% (fifteen percent) of members present in person (being members entitled under these Statutes to vote at a General or Special General Meeting) constitute a quorum for the transaction of the business of a General or Special General Meeting.
- (3) If within half an hour after the appointed time for the commencement of a General or Special General Meeting a quorum is not reached, the members present shall constitute a quorum.

Article 28 Presiding member

- (1) The President, or in the absence of the President, the Vice President, shall preside at each General or Special General Meeting of the Association.
- (2) If the President and the Vice President are absent from the meeting, the members present shall elect one of their number to preside at the meeting.

Article 29 Making of decisions

A question arising at a General or Special General Meeting of the Association shall be determined by a show of hands or where the question pertains to the election of a Board member, a ballot shall be used in accordance with Article 12(3).

Article 30 Voting

- (1) At a General or Special General Meeting of the Association each member with voting rights has only one vote.
- (2) All votes shall be given personally or by proxy in the case of the election of a Board member.

- (3) In the case of a tie vote on a question at a General or Special General Meeting, the person presiding is entitled, notwithstanding the provisions of Article 30(1), to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any General or Special General Meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid prior to the meeting.

Article 31 Appointment of proxies

- (1) Each member shall be entitled to appoint another member as proxy for the election of Board members by notice to be delivered to the Board Secretary at the sign-in of the meeting to which the proxy pertains.
- (2) The notice appointing the proxy shall be in the form set out in Appendix A of these Statutes.
- (3) A proxy allows for members to forward their vote to the meeting but the member for whom the proxy has been forwarded is not counted toward attaining the meeting quorum.

CHAPTER V – MISCELLANEOUS

Article 32 Funds – source

- (1) The funds of the Association shall be derived from tuition and fee payments of members, grants, donations and such other sources as the Board determines.
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank accounts.
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

Article 33 Funds – management

- (1) The funds of the Association shall be used in pursuance of the Object in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Director (or his/her nominee) and a Board member – those persons being identified in the Board policy documents.
- (3) The Association shall not, subject to Article 33(4), pay to a member of the Board any remuneration or other benefit in money or in kind (other than reimbursement of out-of-pocket expenses).
- (4) Nothing in Article 33(3) prevents the payment in good faith to a member or employee of the Association of –
 - (a) remuneration in return for services actually rendered to the Association by the member or employee, or for goods supplied to the Association by the member or employee in the ordinary course of business; and/or
 - (b) interest at current overdraft rate on money lent; and/or
 - (c) a remuneration package to any employee of the Association; and/or
 - (d) reimbursement of expenses necessarily incurred by the member or employee while carrying out official duties on behalf of the Association and approved by the Board.
- (5) The Association shall comply with respect to the standard accounting practices and for that purpose an external auditor shall be appointed annually to monitor the same.

Article 34 Service of notices

- (1) For the purpose of these Statutes, a notice may be served by or on behalf of the Association upon any member either personally or by delivery to the member's address shown in the school register.
- (2) Such notice(s) sent in good faith is (are) deemed received.

Article 35 Indemnity

While it is expected that every Board member and employee will conduct themselves in all their business dealings at the highest moral and ethical level, every Board member and employee of the Association shall be indemnified by the Association against all costs, losses and expenses which he or she may legitimately and in good faith incur or become liable for by reason of any contract entered into or act or thing done by him or her in the proper discharge of his or her duties on behalf of the Association.

Article 36 Liability of members and employees

In accordance with any relevant legislation, except as otherwise provided therein, a member or employee of the Association shall not, by reason only of being such a member or employee, be liable to contribute towards the payment of the debts and liabilities of the incorporated Association or the costs, charges and expenses of the dissolution of the incorporated Association.

Article 37 Alteration of Statutes

- (1) These Statutes may not be altered in any way which would change the educational, cultural, scientific, literary and/or non-profit nature of the Association.
- (2) A Special General Meeting must be convened to alter these Statutes.
- (3) Any proposed alteration must be clearly identified in the Special General Meeting agenda, notification of which is in accordance with Article 25(6).
- (4) A Special General Meeting called for this purpose shall be conducted in accordance with Articles 27 to 30(1)&(4), inclusive.
- (5) These Statutes shall not be amended, added to or rescinded without the consent of 75% of the members present at a Special General Meeting, called for that purpose.
- (6) Upon the approval of any amendments to the Statutes of this Association, the amended Statutes will become effective immediately.

Article 38 Dissolution

- (1) A Special General Meeting called to consider a resolution of dissolution of the Association may, by the consent of 75% of members present, resolve to dissolve the Association. If such resolution is confirmed by a similar majority at a subsequent Special General Meeting held not less than twenty-one (21) days nor more than thirty-five (35) days thereafter the Association shall be thereupon dissolved.
- (2) The notices convening these Special General Meetings shall state that the dissolution of the Association is to be proposed or confirmed as the case may be.
- (3) The Special General Meetings called for this purpose shall be conducted in accordance with Articles 27 to 30(1)&(4), inclusive.
- (4) If upon dissolution of the Association there remains any property of the Association after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that dissolution, that property shall be distributed –
 - (a) to another incorporated Association having an Object similar to that of this Association,
 - or

(b) for a non-profit organization related to ecological preservation.

The selection of said Association or non-profit organisation, as the case requires, shall be determined by a resolution of the members when authorizing and directing the Board to prepare a plan for the distribution of the surplus property of the Association.

CHAPTER VI – PERSONNEL

Article 39 Director and other employees

- (1) The Association shall employ a Director, who shall be appointed by the Board and whose terms and conditions of service shall be determined by the Board.
- (2) The Director shall be responsible to the Board for the day to day conduct of the affairs of the Association, and shall perform such other functions as the Board may from time to time determine.
- (3) The Director shall have such powers as may be expressly conferred by the Board and, subject to any limitations imposed by the Board, all such powers as are necessary or convenient for the performance of his or her role.
- (4) Recognizing that the governance role is focused on the formulation and monitoring of high-level policies, the Board delegates to the Director, through Board policies, the role of further developing and implementing these through subsidiary operational policies. The Director's job therefore is to implement and comply with the policies of the Board.
- (5) The Board policies established by the Board provide the framework within which the Director is expected to work, offering boundaries of prudence and ethics. All Board authority delegated to an employee is delegated through the Director to whom in turn the employees are accountable.



Appendix A

Proxy Voting Form for the Election of Board Members

I, _____,
(print full name)

being a member of The International Educational Association of Belo Horizonte responsible for the American School of Belo Horizonte/Escola Americana de Belo Horizonte with voting rights, hereby appoint, _____,
(print full name)

also being a member of this Association with voting rights, as my proxy to submit my Board member voting ballot paper at the, _____
(insert meeting title)

meeting, to be held on ____/____/____ at _____am/pm.
(insert meeting date and time)

Signature of member / /
Date

Print name of witness

Signature of witness / /
Date

**To be submitted to the Board Secretary with the ballot
upon sign-in for the meeting mentioned above.**