



**ASSOCIATION DES SECTIONS INTERNATIONALES
BRITANNIQUES ET ANGLOPHONES
(ASIBA)**

(Association governed by the Law of 1st July 1901
and the Decree of 16th August 1901)

ARTICLES OF ASSOCIATION

(up-dated on 26th January 2018)

ASSOCIATION DES SECTIONS INTERNATIONALES
BRITANNIQUES ET ANGLOPHONES
(ASIBA)

ASSOCIATION GOVERNED BY THE LAW OF 1st JULY 1901 AND THE DECREE OF 16th AUGUST 1901:

1. Constitution

There is hereby created, between the individuals or legal persons who adhere to the present Articles and meet the conditions fixed herein, a registered Association which will be governed by the Law of 1st July 1901, the decree of 16th August 1901 and by these Articles of Association.

2. Definitions [in English alphabetical order]

In these Articles the following terms shall have the following meanings:

“**Academic Steering Group**” means the standing committee as described in Article 17 below.

“**Board**” means the Board of Directors of the Association.

“**British OIB**” means the OIB qualification incorporating the British OIB Programme.

“**British OIB Programme**” means the specific curricula content and teaching defined for British international sections which forms an integral part of the *Option Internationale du Baccalauréat*, as defined by the *Ministère d'Éducation Nationale* (French Ministry of Education) in liaison with Cambridge International Examinations, the competent British validating examination authority.

“**British Section**” means any international section within any School responsible for teaching the British OIB Programme.

“**CIE**” means Cambridge International Examinations, the competent British validating examination authority for the British OIB.

“**CIE Inspector**” means the person designated by CIE as its inspector for the English Language and Literature component of the British OIB Programme and its inspector for the History-Geography component of the British OIB Programme.

“**General Meeting**” means the members in general meeting.

“**Head of Section**” means in respect of any British Section the most senior academic representative of that British Section, being a member of the teaching corps, normally having the title head of section, head of programme, director or similar.

“**OIB**” means the *Option Internationale du Baccalauréat* (International Option of the French Baccalauréat) as defined by the *Ministère d'Éducation Nationale* (French Ministry of Education).

“**Parents' Association**” means the parents' association or other grouping of parents of students enrolled in the British OIB Programme at any School.

“**School**” means any *lycée* (upper secondary school) or any *collège* (lower secondary school) which has a British international section approved by the French Ministry of Education.

“**Schools’ Forum**” means the meeting of Heads of Sections as described in Article 18 below.

“**Strategic Liaison Leader**” means the senior academic leader for each of the OIB Programme subjects (the incumbents previously being known as “Subject Leaders”), namely (i) English Language & Literature and (ii) History-Geography, each being a person approved by CIE and appointed by the Academic Steering Group.

“**Subject Meeting**” means any meeting for teachers of either the English Language and Literature or History-Geography (as appropriate) teaching within the British Sections, as envisaged by Article 19.

3. Objects

The Association has as its objects, on a not-for-profit basis, the following:

- (a) to support and promote the British OIB;
- (b) to facilitate, in connection with the British OIB, relationships between (i) British Sections and/or Parents’ Associations (ii) CIE and (iii) the *Ministère d’Éducation Nationale* and other competent educational or administrative authorities concerned with the British OIB;
- (c) to facilitate contacts and relations between British Sections and other international sections teaching the OIB programme;
- (d) to collect funds to be used to cover the costs of its proper functioning and to finance its activities and the realization of its objects;
- (e) to engage in any activity tending to support complementary learning in the English language (including, in addition to teaching as properly so called, also extra-curricular activities) to students enrolled in British Sections, in order to assist these students to prepare themselves for the French, British and international examinations which are within the educational programmes of these sections;
- (f) to provide assistance to educational establishments which have created or which wish to create a British Section and/or to offer the British OIB Programme; and
- (g) more generally, to do all acts, to carry out all operations and take part in all activities which are ancillary or related to any of these objects or likely to facilitate its realization.

4. Name

4.1 The name of the Association is:

ASSOCIATION DES SECTIONS INTERNATIONALES BRITANNIQUES ET ANGLOPHONES

4.2 The Association's acronym is: **ASIBA**

5. Registered Office

5.1 The registered office of the Association is at: British Section, Lycée International, 2 bis rue du Fer à Cheval, 78101 Saint Germain-en-Laye, France.

5.2 The address of the registered office may be transferred to any other place in the same or any other department simply by resolution of the Board of Directors.

6. Term

The term of the Association is unlimited.

7. Members

7.1 The Association is composed of full members, associate members and honorary members. In order to become a member in one of these categories the approval of the President and Secretary or of the Board is required.

7.2 The individuals or legal persons who may become **full members** are:

- (a) any British Section which has the legal status of an association or otherwise having separate legal personality represented by its Head of Section, or, where the British Section is not an association and does not have separate legal personality, the School or the Head of Section representing the interests of that British Section; and
- (b) any British Section Parents' Association, which has the legal status of an association or other entity having separate legal personality, represented by its President (or equivalent) or such other person as its management organ may designate, or where the Parents' Association does not have separate legal personality, a parent appointed by the parents representing their interests as parents.

Where the British Section and the Parents' Association form only one and the same legal person, two people may nevertheless become full members, i.e. one person from category (a) and one person from category (b) above.

7.3 **Associate members** are other individuals or legal persons approved by the Board who wish to support the Association.

7.4 The title of **honorary member** may be conferred by the Board, for a period not exceeding 3 (three) accounting years but which may be renewed by decision of the Board, on any person who has rendered services to the Association or who has given assistance to it. Honorary members do not have voting rights at General Meetings.

8. Membership Fee / Annual Subscription Fee

8.1 The annual subscription fee for members shall be payable on the basis of one total fee per School and may be paid by the British Section / School and/or Parents' Association. The payment of the fee in respect of the School gives the right to two full members (i) the British Section / person representing its interests and (ii) the Parents' Association / representative of the parents, which right may be exercised by the non-paying entity making an application for membership to the Board in the prescribed form. The Board may establish rules governing the split of the total fee in respect of any School where the members are or represent two separate legal persons.

8.2 Full members must pay an annual subscription fee. The date of payment and the amount of the annual subscription fee are fixed by the General Meeting on the proposition of the Board.

- 8.3 Associate members must pay an annual subscription fee. The date of payment and the amount of the annual subscription fee of each associate member is determined by the Board in its discretion.
- 8.4 Honorary members are not required to pay either the initial membership fee or the annual subscription fee.
- 8.5 Any person who becomes a new member must pay the subscription fee for the current year in full, without any pro rata reduction.

9. Resignation, Exclusion and Death

- 9.1 A member may resign by sending his resignation in writing to the President; he then loses his status as a member of the Association.
- 9.2 A full member loses his status as a member of the Association automatically if he no longer meets the criteria specified in Article 7.2 above.
- 9.3 A member loses his status as a member of the Association if he has failed to pay the annual subscription within 90 days of receipt of the annual request for payment from the Association and the Board so decides in its discretion.
- 9.4 The Board has the power to declare the exclusion of a member on serious grounds but must first require the interested party to provide all appropriate explanations. If the member so requests, the decision on exclusion must be submitted to the next Ordinary General Meeting whose decision is final.
- 9.5 In the event of the death of an individual who is a member, his heirs and beneficiaries do not automatically become members of the Association.
- 9.6 The death, resignation or exclusion of a member does not end the Association, which continues to exist between the other members.

10. Responsibility of Members and Directors

All the assets of the Association are subject to the liabilities contracted in its name, without any of the members or Directors being personally liable in respect of these liabilities.

11. Board

- 11.1 The Association will be managed by a Board composed of a minimum of 7 (seven) and a maximum of 12 (twelve) Directors, as follows:
- (a) the following ex-officio Directors, being permanent members of the Board:
- Deputy Coordinator of the Academic Steering Group
 - Strategic Liaison Leader for English Language & Literature within the British OIB Programme;
 - Strategic Liaison Leader for History-Geography within the British OIB Programme;
- (b) up to 9 (nine) additional Directors elected by the General Meeting from amongst members (or their representatives) provided that not less than 5 (five) shall be persons within the teaching corps of British Sections; and
- (c) eventually Directors appointed by the Board, on the terms specified in Article 12 below, from amongst the members (or their representatives).

- 11.2 In any event, the number of Directors appointed from amongst the associate and honorary members may not exceed 2 (two).
- 11.3 In addition, the Board may appoint as a Director any British diplomatic representative in Paris and any diplomatic representative of another country in respect of which the number of students of that nationality enrolled in British Sections is judged as sufficient by the Board.
- 11.4 The term of office of the Directors appointed by the General Meeting is approximately one year, being the period between two annual Ordinary General Meetings.
- 11.5 A Director shall cease to hold office if he/she ceases to be a member or a representative of a member, as applicable.
- 11.6 All outgoing Directors are eligible for re-election

12. Power for Board to appoint Directors

- 12.1 If the Board is composed of less than 12 (twelve) Directors, it may, if it judges it to be in the interests of the Association to do so, increase its size up to that number by proceeding to the interim appointment of one or more new Directors.
- 12.2 Similarly, if a post of Director becomes vacant during the period between two annual Ordinary General Meetings, the Board may provisionally appoint a replacement Director; it must do so promptly if the number of Directors falls below 7 (seven).
- 12.3 Any Director appointed under this article shall only hold office until the next Ordinary General Meeting but may then stand for re-election.

13. Officers

- 13.1 The Board shall appoint each year from amongst the Directors, a President, Vice-President, Secretary General and Treasurer, who are eligible for re-election without limit in time.
- 13.2 The President must be a Head of Section and must be a person nominated by the Academic Steering Group and endorsed by CIE.
- 13.3 The Vice-President must be a Head of Section or member of the teaching corps of a British Section.
- 13.4 The services of the members of the Board and officers are not remunerated.

14. Board Meetings

- 14.1 The Board will meet on notice from its President or General Secretary or notice from not less than half of its members, as often as the interests of the Association require and in any event at least once in each of the three academic terms, either at one of the Schools or at such other place as the Board may decide. Notices of the meeting may be sent electronically or by letter sent by ordinary post or such as methods as the Board may approve. Normally an agenda should be prepared by the President or the Directors who have called the meeting but it is permissible for the agenda not to be fixed until the time of the meeting itself.
- 14.2 A Director may attend any Board meeting physically or, where this is technically possible, remotely and the Board will endeavour to enable Directors to attend meetings remotely, normally by making available on-line conferencing facilities.

- 14.3 A Director may be represented at a meeting of the Board, by giving a written proxy form to any other Director or to any other member of the teaching staff or parent from the same British Section. A Director may not represent by written proxy at meetings of the Board more than two other Directors.
- 14.4 The presence of at least one third of the Directors, whether present in person or by proxy and whether physically or remotely, is required for decisions to be validly taken.
- 14.5 All decisions must be made by a majority of votes of the Directors present or represented, each Director having one vote. In the event of an equality of votes, the President will have a casting vote.
- 14.6 The decisions of the Board shall be recorded by minutes recorded in a register signed by the President and the General Secretary.

15. Powers of the Board

- 15.1 The Board has the widest powers to act in the name of the Association and to do or authorize all acts and operations which the Association is permitted to carry out and which are not reserved to the General Meeting.
- 15.2 The Board has the power to create and dissolve, in its discretion, committees, sub-committees, working parties and other groups composed of certain of the Directors (and eventually other relevant persons) and to give them certain responsibilities and certain powers as regards a specific project or subject, subject to the control of the Board.

16. Delegation of Powers

The officers of the Board have the following areas of competence:

- (a) the President has a role of reflection, consultation and leadership, he is responsible for the execution of the resolutions of the Board and ensuring the smooth running of the Association which he represents in legal proceedings and in all civil matters; he has the power to delegate these functions to a director whilst remaining responsible for the acts of his nominee;
- (b) the President also acts as the Co-ordinator of the Academic Steering Group;
- (c) the Vice-President is responsible for assisting the President in his reflection, consultation and leadership, in the execution of the resolutions of the Board, in carrying out specific missions given by the President and ensuring the smooth running of the Association;
- (d) the Secretary General is responsible for notices of meetings and for drafting minutes, correspondence and maintaining the register prescribed by article 5 of the Law of the 1^{er} July 1901;
- (e) the Treasurer keeps the accounting records of the Association, and, under the monitoring of the President, he supervises and monitors all payments and receipts, he handles, with the authorization of the Board, the withdrawal, transfer and assignment of all assets and funds.

17. Academic Steering Group

- 17.1 The Board shall maintain a standing committee called the Academic Steering Group whose role is to lead the organisation and development of the British OIB in liaison with CIE and the *Ministère d'Éducation Nationale* (French Ministry of Education).

- 17.2 The Academic Steering Group shall be composed as follows:
- (a) the President who shall act as the Coordinator of the Academic Steering Group;
 - (b) a Deputy Coordinator of the Academic Steering Group who shall be appointed by decision of the Academic Steering Group;
 - (c) the Strategic Liaison Leader for English Language & Literature;
 - (d) the Strategic Liaison Leader for History-Geography;
 - (e) CIE Inspector for the English Language & Literature component of the British OIB Programme;
 - (f) CIE Inspector for the History-Geography component of the British OIB Programme; and
 - (g) Such additional persons, being members of the teaching corps of any British Section, as may be appointed in accordance with Article 17.3 below.
- 17.3 In addition to the ex officio members of the Academic Steering Group, other members, who must be persons from the British OIB Programme teaching corps, may be appointed, on the proposal of the Academic Steering Group in liaison with CIE, by decision of the Board. The period of membership of the Academic Steering Group shall be 3 (three) years renewable. At least one member of the Academic Steering Group will be a person from the teaching corps of the British Section of the Lycée International Saint Germain-en-Laye given the school's historic and central role in the development of the British OIB unless no such person is willing and able to fulfil this role.

18. Schools' Forum Meeting

- 18.1 Once every 2 (two) years or more frequently if so decided by the Academic Steering Group there shall be held a meeting of the members of the Academic Steering Group and all Heads of Section representing the applicable British Sections / Schools to be known as the Schools' Forum Meeting. Heads of Section representing British Sections / Schools which are full members of the Association have the right to attend and vote at Schools' Forum Meetings; those representing non-members may attend on invitation from the Academic Steering Group but have no right to vote. Members of the Association which are Parents' Associations as well as associate and honorary members shall not be entitled to attend such meetings, other than on invitation by the Academic Steering Group.
- 18.2 The Schools' Forum Meeting is intended to provide an opportunity for the Academic Steering Group to consult with the British Sections, represented by their Heads of Section, on the organisation and development of the British OIB, share best practice in teaching and learning and develop community projects.
- 18.3 A Head of Section who is unable to attend any Schools' Forum Meeting may be represented by any other member of the teaching staff of the same British Section.
- 18.4 Schools' Forum Meetings may be called by notice from the President on such date and time and at such place as he may decide and as may be indicated in the notice. Notices may be sent by email or by ordinary post, indicating in summary the purpose of the meeting, and sent not less than 31 days in advance.

18.5 The Schools' Forum Meeting is chaired by the President or in his absence by the Deputy Coordinator of the Academic Steering Group or another Head of Section nominated by the President.

18.6 An attendance sheet will be prepared and signed by the members on arriving at the meeting and certified by the President.

19. Subject Meetings

19.1 The Academic Steering Group will organise in each academic year two meetings (normally in October and March) for the English Language & Literature component and for the History-Geography component of the British OIB Programme, to be known as Subject Meetings. All teachers who teach and act as examiners for the British OIB Programme will be invited to the appropriate Subject Meetings.

19.2 The purpose of Subject Meetings is to review the previous examination session, inform teachers about new developments in the British OIB and provide training for teacher-examiners. At least one teacher from each British Section should attend the first Subject Meeting of the academic year (usually organised in October) and all teachers examining in the next examination session should attend the second Subject Meeting (usually organised in March) which is an examiner training session.

19.3 Subject Meetings are chaired by the appropriate Strategic Liaison Leader (and/or any such suitably qualified person delegated by him) and usually attended by the applicable CIE Inspector. An attendance sheet will be prepared and signed by the participants on arriving at the meeting and certified by the Strategic Liaison Leader.

20. Financial Controller

The members in general meeting may by ordinary decision appoint a financial controller who is always eligible for re-election. The controller has as his mandate to verify the accounts of the Association and may, in this respect, at any time of the year, carry out the checks or controls which he considers appropriate. He prepares, for each accounting period, a report in which he provides information to the members on the carrying out of his mandate.

21. General Meetings

21.1 The General Meeting is composed of all members of the Association. Each full member and each associate member has one vote at General Meetings.

21.2 Members may be represented at General Meetings by written proxy by any other member or one of the Directors or another person of their choice who is part of the teaching staff or a parent of a student in the same British Section.

21.3 If the Board so decides in respect of any General Meeting and puts in place a suitable system:

(a) members may attend and participate remotely, such as through an appropriate on-line conferencing platform; and/or

(b) members may vote by correspondence or by electronic means.

The Board may establish rules for the practical functioning of such systems and these may be included in Internal Rules as envisaged by Article 29.

21.4 The Ordinary General Meeting is held each year, within 6 (six) months following the end of the accounting year, by notice from the Board, on the date and at the time and

place indicated in the notice, where possible at the same location and on the same date as the Schools' Forum Meeting.

- 21.5 Extraordinary General Meetings must be convened by the Board when it recognises the need or at the request of not less than one third of the members.

22. Notices and Agenda

- 22.1 Notices may be sent by email or by ordinary post, indicating in summary the purpose of the meeting, and sent not less than 15 days in advance for Ordinary General Meetings and not less than 21 days in advance in the case of Extraordinary General Meetings. Nevertheless, if at least 75% of full members are present or represented, then the General Meeting may validly deliberate even if the notice period has not been respected.
- 22.2 The agenda is prepared by the Board and at the General Meeting only matters on the agenda may be dealt with.
- 22.3 General Meetings are held at one of the Schools or at such other place as may be chosen by the Board.

23. Administration of General Meeting

- 23.1 The General Meeting is chaired by the President or in his absence by a Director designated by the Board.
- 23.2 The duties of secretary shall be carried out by the General Secretary or, in his absence, by a member of the General Meeting designated by the meeting.
- 23.3 An attendance sheet will be prepared and signed by the members of the Association on arriving at the meeting and certified by the President and the Secretary.

24. Ordinary General Meeting

- 24.1 The Ordinary General Meeting receives the report of the Board on its management and on the health and financial situation of the Association; it approves or adjusts the accounts of the last accounting period closed, deals with the election of Directors, authorises any acquisition of real estate necessary for the realisation of the Association's objects, all exchanges and sales of such property, as well as any creation of a mortgage and all borrowing and generally deliberates on all matters of general interest and all those which are submitted to it by the Board, except those which involve an amendment of the Articles of Association.
- 24.2 The General Meeting can deliberate no matter how many members are present or represented. Its decisions are taken by a simple majority of votes of members present or represented.

25. Extraordinary General Meetings

- 25.1 The Extraordinary General Meeting may amend any of the provisions of the Articles of Association; it can in particular decide the early dissolution of the Association or its merger with other associations having the same object.
- 25.2 The Extraordinary General Meeting cannot validly deliberate unless a quarter of the members are present or represented. Its decisions are taken by a two thirds majority of votes of members present or represented.

26. Minutes

- 26.1 The deliberations of the General Meeting shall be recorded by minutes inserted in a special register and signed by the President and the Secretary.
- 26.2 Copies or extracts of these minutes, for production in legal proceedings or otherwise, must be signed by the President or by two Directors.

27. Resources

- 27.1 The annual resources of the Association are composed of:
- annual subscription fees paid by its members;
 - income from assets or investments which it owns;
 - if applicable, subventions, grants and donations which have been granted to it; and
 - all other resources permitted by law.
- 27.2 A reserve fund will be created representing the excess of annual receipts over annual expenditure. This reserve fund will be used to ensure a healthy and solvent administration of the funds of the Association from year to year within the limits permitted by law.
- 27.3 The reserve fund can also be invested including in the form of securities in the name of Association, by decision of the Board.

28. Dissolution - Liquidation

- 28.1 In the event of voluntary, statutory or involuntary dissolution of the Association, the Extraordinary General Meeting must appoint one or more liquidators who will exercise the widest powers to realise the assets and to discharge the liabilities.
- 28.2 The net assets of the liquidation will devolve to an association having a similar object or to a charity, as may be designated by the Extraordinary General Meeting.

29. Internal Rules

The Board may develop and adopt Internal Rules defining practical details for the functioning of the Association not covered by these Articles, provided that the Internal Rules do not conflict with these Articles.

30. Declaration and Publication

The Board will respect the formalities of declaration and publication required by law.

31. Competence

The court of competent jurisdiction for all legal actions concerning the Association is the one within whose jurisdiction its registered office is situated.

Up-dated by decision of the Extraordinary General Meeting of 28th May 2004

Up-dated by decision of the mixed General Meeting of 21st January 2005 (change of registered address)

Up-dated by decision of the mixed General Meeting of 23rd May 2013 (reorganisation of membership and functioning, change of registered address, creation of a permanent committee (Academic Steering Group), Schools' Forum Meetings, Subject Meetings.)

Up-dated by decision of the Extraordinary General Meeting of 11th April 2014 (CIE Inspectors as ex officio members of the Academic Steering Group)

Up-dated by decision of the Extraordinary General Meeting of 27th January 2017 (remote Board meetings, proxies, remote attendance and postal / electronic voting at General Meetings, biennial Schools' Forum).

Up-dated by decision of the Extraordinary General Meeting of 26th January 2018 (Strategic Liaison Leader title and appointment; removal of entry fee; membership process for second school site entity; Board to set associate members' fees; deletion of office of Associate President; President to be proposed by Academic Steering Group (ASG) and endorsed by CIE; ASG to appoint Deputy Coordinator; President to chair Schools' Forum meetings; AGM within 6 months of year end; EGM quorum to be one quarter of members)

James Cathcart, President

David Gage, General Secretary