

# APESA – STATUTES

## Section 1: Establishment, Purpose, Name, Headquarters, Duration

### Article 1: Establishment

An Association is established between the undersigned and the person and/or legal entities, which will be governed by the law dated July 1<sup>st</sup> 1901, and by the following articles.

The name of the Association is as follows:

“*Association des Parents d’Elèves de la Section Anglophone*”, with “APESA” as its acronym.

Hereafter the Association will be referred to as “the ASSOCIATION” or “APESA”.

### Article 2: Purpose

The purposes of the ASSOCIATION, which exclude making a profit, are as follows:

2.1 To ensure the running of the British and American international sections implanted within the *Cité Scolaire Internationale* (hereafter to be referred to as “CSI”), by recruiting and paying the teachers charged with providing the education particular to these sections, and with pursuing any activities designed to ensure English-language teaching for pupils of French or foreign nationality who are enrolled at all levels (*primaire, collège, and lycée*) of the British and American sections of CSI and any other establishment associated by convention with APESA.

It is specified that the curriculum of the British and American sections is the same until entry into the *première* year and the start of preparation for the OIB. (Hereafter the two sections will be referred to as the “Anglophone section”.)

English-language teaching, which includes lessons given in English and extra-curricular activities, have as their goal the preparation of pupils for British and American national examinations, or for any proficiency test or international qualification which may subsequently be introduced.

It is permitted for secondary education to be directed towards:

- i) French national qualifications,
- ii) international qualifications recognised abroad,
- iii) qualifications recognised (either) in France and/or abroad.

2.2 To facilitate the relationship between parents of the pupils and the administrative authorities of CSI and any other establishment linked by convention with APESA.

2.3 To assist in resolving any problems affecting the interests, morale, material or intellects of pupils of the Anglophone Section.

2.4 To facilitate the relationship between parents of the pupils within the Anglophone Section and parents of pupils in other sections.

2.5 To provide such support to CSI (or any other establishment linked by convention with APESA), whether in a pedagogical or any other capacity, as is deemed useful or necessary.

2.6 To promote international teaching by all appropriate means (co-operation with other international schools, organisation of conferences, exchanges and visits etc.).

2.7 To enable pupils of all nationalities to acquire the linguistic and cultural proficiency necessary for them to integrate into the French education system, or the education system of a foreign country compatible with the language and culture taught within the Anglophone section.

2.8 In time to use its expertise and knowledge in the development of establishments other than CSI (including training centres), on condition that such activities meet with the approval of the General Assembly.

A convention determines the relationship between APESA and each of its partner establishments.

### **Article 3: Headquarters**

The APESA Headquarters is located at:

Cité Scolaire Internationale (CSI)  
2, place de Montréal  
69007 Lyon

It can be moved to another site within the Rhone department on the basis of a decision taken by the Board, and to a site outside the Rhone department on the basis of a decision taken by the General Assembly.

### **Article 4: Term**

The ASSOCIATION has been formed for an unlimited period.

The ASSOCIATION can put an end to anglophone teaching at any time if it finds itself without a premises on which to carry out this activity, or for any reason beyond its control, providing that it informs its members of its intention, in writing, with a minimum notice period of three months.

No notice period is required if the cessation of teaching activities is due to *force majeure*: fire, for example, or immediate closure for security reasons.

## **Section 2: Membership**

### **Article 5: Membership, registration, subscription fees, enrollment fees, active member**

Any family with a pupil enrolled in the Anglophone Section of CSI or any other establishment linked by convention with APESA is deemed to have registered for membership of APESA.

The ASSOCIATION is composed of active members (or adherents), honorary members, and member benefactors.

### **5.1 Active members or adherents**

5.1.1 Both parents who have parental responsibility for (or otherwise are the the legal guardians of) at last one child enrolled in the Anglophone Section organised and run by APESA are automatically deemed to be active members, or adherents.

#### **5.1.2 Enrollment in the Anglophone Section**

The enrollment of a pupil in the Anglophone Section is decided by the administration of the establishment concerned, according to the results of an examination organised by APESA and the capacity of the establishment to receive them.

#### **5.1.3 Annual subscriptions, registration fee, and entry examination fee**

Members are required to pay an annual subscription in the form of the pupil's school fees (hereafter referred to as "school fees"), the total and installments of which are set by the Board.

At the moment of registration for APESA, which occurs at the same time as the initial enrollment of a child in the Anglophone Section, members must pay an enrollment fee (hereafter referred to as the "enrollment fee"), which is set by the Board. The enrollment fee is payable for the enrollment of each child, even if more than one child in a single family is being enrolled.

The Board may decide that entry examination candidates must pay an examination entry fee and, in that case, will fix the amount.

5.1.4. A person ceases to be an active member in each of the cases below:

- An active member no longer has any child enrolled in the Anglophone Section. When a child leaves the Anglophone Section, active members are required to adhere to the conditions set out in Article 10 (Governance), in particular the notice period.
- Exclusion by the APESA Board for the non-payment of all, or a part of, school fees due. Members with payment arrears may be sent a formal demand to pay within a minimum period of two weeks in order to clear their debt. At their request, members are permitted to explain their situation in front of the Board, or a committee designated by it.
- Exclusion by the APESA Board for a serious reason. The person concerned must previously have been invited, by means of recorded letter, to explain themselves in front of the Board.
- Expulsion of the pupil from the educational establishment concerned (if the members do not have another child in the Anglophone Section).

The death of members (parents or legal guardians of the pupil) does not entail exclusion from membership of the ASSOCIATION provided that the pupil remains enrolled within the Anglophone Section. The status of active member is automatically transferred to the new legal guardian of the pupil.

### **5.2 Honorary member and member benefactor**

Any person who is no longer a member and who has rendered significant service to the ASSOCIATION can become an honorary member. The status of honorary member is bestowed by the General Assembly on the basis of a proposal by the Board. Honorary members are exempt from the requirement to make subscription payments. Honorary members may be members of committees

created by the Board and, in that capacity, may be invited to participate in Board meetings, without having the right to vote.

Any person who has made an exceptional contribution, in money or in kind, to APESA in order to enable it to fulfil its regulatory duties, can become a member benefactor. The status of member benefactor is bestowed by the General Assembly on the basis of a proposal by the Board. Member benefactors are exempt from the requirement to make subscription payments.

A member benefactor need not ever have been an active member. A member benefactor can also be an honorary member.

## **Section 3: Board**

### **Article 6: Board**

APESA is governed by a Board composed of a minimum of ten and a maximum of twelve members (hereafter referred to as “Board members”).

The Board can decide to define the roles of each Board member. In this case, the description of the roles and functions which belong to it is set out in Article 10: Governance.

#### **6.1 Election of Board members and length of mandate**

Board members are elected by the General Assembly, by secret ballot. Board members are required to be members of the ASSOCIATION.

Candidacies for the post of Board member must be received at least eight days in advance of the Annual General Assembly, under conditions set out in Article 10: Governance.

If the Board has defined the roles of each member, each candidate must specify which vacant post(s) they are a candidate for. The distribution of posts between newly-elected Board members is carried out in accordance with conditions set out in Article 10: Governance.

Board members are elected by the General Assembly for a term of two years (except in specific cases, set out below, where the term is for only one year). A year is defined for these purposes as the period that separates two Annual General Assemblies.

To ensure continuity in the management of APESA, only half of the total mandates will expire each year, so that half of the Board is renewed at each Annual General Assembly, in addition to any mandates vacated by members who have resigned from the Board, or have been excluded or prevented from fulfilling their functions (see article 10, below).

If one or two mandates become vacant in the interval between two Annual General Assemblies, the Board can fill the vacant posts by nominating one or two new Board members (hereafter referred to as “provisional members”). The Board must nominate one or more provisional members if the total number of Board members is less than ten.

If provisional members wish to remain in post they must present themselves for election at the next Annual General Assembly. They will be elected for a term of two years if they replace a Board member whose mandate has expired, or for a term of one year if they replace a Board member whose mandate expired the previous year. The aim of this arrangement is to ensure the renewal of half of the

Board each year. Even if they are not subsequently elected, the votes and deliberations of the provisional members remain entirely valid.

Where ten or more Board members resign at the same time, the entire Board is replaced. An Extraordinary General Assembly must be convened within 30 days of receipt of the resignations. In order to preserve the principle of renewing half of the Board each year, a drawing of lots will determine which of the newly elected Board members will serve a term of two years, and which a term of a single year. The drawing of lots will take place immediately after the election held at the Extraordinary General Assembly.

Every Board member is eligible to stand for election again once their mandate has expired.

### 6.2 Resignation, temporary exclusion, and impediment

Board members are required at all times to behave with respect, discretion, confidentiality and loyalty in relation to the Board, its members, the ASSOCIATION, the teaching and the administrative staff of CSI, and parents of the pupils. They are also required to abide by ASSOCIATION rules, particularly by its financial obligations.

Where these requirements are not adhered to, whether or not there is prejudice to the ASSOCIATION, the Board can decide to vote to exclude the Board member concerned. That member must have been invited by recorded post to explain themselves before the Board. They cannot participate in discussion of, nor vote on, their exclusion.

Board members are required regularly to attend Board meetings. Where they are absent for more than half of the meetings in any given school year, the Board can decide to exclude the Board member concerned. That member must have been invited by recorded post to explain themselves before the Board. They cannot participate in, nor vote on, their exclusion.

In the case of any circumstance, such as accident, illness, incapacity, or house move, which prevents a Board member from the normal exercise of their function, the Board can suspend their mandate and nominate a provisional member to replace them for a period specified by the Board member concerned or, at the latest, until the end of their mandate.

### **6.3 The Executive Committee**

The Board must have an Executive Committee which comprises, at a minimum:

- A President
- A Vice-President
- A Secretary
- A Treasurer

At a maximum the Executive Committee comprises these four posts, a Vice-Secretary and a Vice-Treasurer.

The President must have served as a Board member for the minimum of a year, except where the President is elected by a two-thirds majority of the Executive Committee.

Members of the Executive Committee are elected by the Board at its first meeting, which follows directly after the Annual General Assembly.

### **6.4 Board meetings**

The Board meets a minimum of ten times per year, and as often as is consistent with the interests of the ASSOCIATION, upon summons by the President or the Secretary or by half of the Board members. It meets at APESA headquarters or in any other location agreed by majority decision of the Board. The summons will specify the agenda of the meeting. The agenda can be supplemented or amended during the course of a meeting if a majority of Board members are in agreement.

### **6.5 Deliberations**

Decisions are taken on the basis of a majority of Board members present or represented at a meeting. A Board member can only represent and vote on behalf of one other Board member, if furnished with a written authority to do so.

A quorum of a third of the Board is required for any decision or vote taken by it to be valid. In case of a split decision, the President has the casting vote, or the Vice-President in the President's absence. If neither the President nor the Vice-President is present, the result without a majority is carried forward.

The Board can vote on decisions by e-mail.

Decisions are recorded in minutes taken by the Secretary. Votes taken by e-mail are recorded in the minutes of the following meeting of the Board. Minutes must be signed by the President and Secretary.

### **6.6 Powers of the Board**

The Board is granted the widest possible powers to act in the name of APESA, and carries out and authorises all acts necessary to the function of the ASSOCIATION, and the realisation of its aims.

Notably, the Board can: recruit and dismiss employees, and set their pay; delegate certain of its functions as an employer to the Director of the Anglophone Section, or, if necessary, to any other APESA employee; rent premises; invest, manage and spend APESA funds; represent APESA in court, either as plaintiff and defendant; represent APESA in front of the French or foreign authorities; and develop APESA's activities in places other than at CSI.

Board members and members of the Executive Committee are retained on a voluntary basis.

## **Article 7: Powers of the Executive Committee**

Members of the Executive Committee have the following attributes and powers:

**The President:** is charged with carrying out the decisions of the Board, with coordinating the activities and tasks of Board members and committees, and, more generally, with ensuring the functioning of the ASSOCIATION. The President represents APESA in court, before French and foreign authorities, and more generally, in all aspects of civil life. The President has the power to delegate their functions to another Board member or to the chair of any of the committees, whilst nevertheless retaining overall responsibility for all the activities within their domain.

**The Vice-President:** replaces the President in case of absence or impediment.

**The Secretary:** is responsible for convocations and writing the minutes of meetings, correspondence, and keeping the register specified by article 5 of the law of 1 July, 1901.

The Treasurer: manages the ASSOCIATION's accounts and, under supervision of the President, makes and takes receipt of all payments. With the Board's authorisation, they proceed with the withdrawal, transfer and dispensation of all property and balances.

## **Article 8: Committees**

The Board can create as many committees (hereafter referred to as "committees") as is deemed necessary to organise and structure its workload.

The Board nominates committee members, and committee chairs (hereafter referred to as "the committee chair") from amongst ASSOCIATION members, Board members, and honorary members.

Committee members who are not Board members can be invited to all or part of any Board meeting dealing with the work of their committee, but they cannot vote or attend votes taken by the Board.

The Board can delegate some of its powers, notably the power to represent or act on behalf of the ASSOCIATION, to committee members, whether Board members or otherwise, for the duration of a specific, temporary project.

The delegation of powers to a committee member who is not a Board member must be done in writing.

The committee chair must give an account of their committee's work every time the Board asks them to do so and, otherwise, once a year, in June, to assist in the preparation of the annual report prepared by the Board for presentation at the Annual General Assembly.

## **Section 4: General Assemblies**

### **Article 9: General Assemblies**

#### **9.1 General provisions for Annual General Assemblies and Extraordinary General Assemblies**

Active members, honorary members and member benefactors are summoned to attend a General Assembly by letter or e-mail at least 21 days before the date fixed for the meeting.

The agenda, date, time and place for the meeting are all specified in the convocation.

Assemblies are chaired by the President or by a Board member to whom this function has been delegated by the Board.

The secretarial function is carried out by the Secretary or by a Board member to whom this function has been delegated by the Board.

An attendance register, signed by ASSOCIATION members upon arrival at the meeting, should be provided, and authenticated by the President and the Secretary.

Apart from the issues set out in these statutes, the following decisions are submitted to a vote of the General Assembly:

- The acquisition of any buildings necessary to the carrying out of APESA's functions;
- The exchange and sale of these buildings, in addition to the taking out of any mortgage;

- The taking out of any loans;
- The amendment of the statutes, the dissolution of the ASSOCIATION, or its merger with any other Association with similar aims; and
- Any question submitted to the General Assembly by the Board.

Each member has a single vote. Honorary members and member benefactors do not have a vote.

Each member can use a maximum of two proxy votes on behalf and in place of other active members.

The General Assembly deliberates and votes notwithstanding the number of active members present. Decisions are taken by a simple majority of votes of those present or voting by proxy, except when otherwise specified in the statutes.

The deliberations of the General Assembly are recorded in the minutes kept in a special register and signed by the President and Secretary.

Copies of, or extracts from, minutes required to be produced in court or elsewhere are signed by the President of the Board or by two Board members, to certify their fidelity to the original.

## **9.2 Annual General Assembly**

Active and honorary members and member benefactors of APESA meet once a year at the Annual General Assembly on a date decided by the Board.

The President of the Annual General Assembly presents the Board's report on its management, general situation and activities.

The Treasurer gives an account of their activities, and presents the accounts and budget for the approval of the General Assembly.

Other agenda items are debated and voted upon as necessary.

When all the remaining agenda items have been dealt with, candidates for election to the Board present themselves and their candidacies one by one, in alphabetical order, to the General Assembly. Their appointment is then put to a vote of the members.

Decisions of the General Assembly apply to all members of the ASSOCIATION.

## **9.3 Extraordinary General Assembly**

At the request of the Board, or a simple majority of active members, and on presenting an agenda that requires a vote of the Assembly, the President of the Board can summon an Extraordinary General Assembly to deliberate on the points on the agenda.

# **Section 5: Governance and resourcing**

## **Article 10: Governance**

A document entitled "Governance", established by the Board, sets out in detail points not covered in these Statutes, notably those concerned with the internal administration of the ASSOCIATION and its relationship with the Head of Section.



All members of APESA are obliged to respect the provisions of Governance, which constitutes the internal rules of the ASSOCIATION.

## **Article 11: Resources**

### **11.1 Annual resources**

The annual resources of the ASSOCIATION consist of:

- Enrollment fees;
- Annual subscriptions (including school fees);
- Examination entry fees for the Anglophone Section, as appropriate;
- The financial contribution of members to the extra-curricular activities offered;
- Income from property and its value;
- Grants awarded to it;
- All other income arising from those of APESA's activities that fit with its goals; and
- All sums derived from fundraising and donations.

### **11.2 Reserve funds**

A reserve fund comprised of surplus annual income may arise in some years. This fund should be used to ensure the prudent financial management and solvency of the ASSOCIATION year-on-year, within the confines of the law.

The fund can also be invested in securities held in the ASSOCIATION's name, on a decision of the Board, or in property, on a decision of the General Assembly.

## **Article 12: Dissolution**

APESA can be dissolved on a forced or a voluntary basis. Voluntary dissolution must be decided by a vote of at least two thirds of active members during an Ordinary or Extraordinary General Assembly, which also designates one or more liquidator with the mandate and power to realise the assets and discharge the liabilities.

The net balance of the liquidation will be given to an Association with similar goals, or to a charitable organisation designated by the General Assembly.

The Board, represented by the Secretary or any other Board member designated by the General Assembly, will make the formal declarations and announcements required by law.

THESE AMENDMENTS TO THE STATUTES WERE APPROVED BY THE EXTRAORDINARY GENERAL ASSEMBLY HELD ON 18 JUNE, 2013.