

ARTICLES OF ASSOCIATION OF THE INTERNATIONAL SCHOOL OF ULAANBAATAR

(approved by written vote at ISU Association on December 31, 2001)

(last revised on November 13, 2013 at the ISU AGM)

Article 1: Name of Association and Location

The Association shall be known as the Association of the International School of Ulaanbaatar, hereinafter referred to the “Association”. The school shall be known as the International School of Ulaanbaatar, hereinafter referred to as “ISU”. The school is located in the city of Ulaanbaatar, in the country of Mongolia. The Association is located at the school.

Article 2: Purpose

It shall be the purpose of the Association to provide a school with facilities and staff to:

- 2.1 Offer the best possible English language education, based on the International Baccalaureate program for:
 - a. The children of expatriate families living in Mongolia.
 - b. The children of Mongolians who wish to secure an international education. The number of students of any one nationality shall not exceed 40% of the total enrollment of the school. *(This change was made on Nov 13 2013 at the ISU AGM.)*
- 2.2 Provide the students with knowledge and an appreciation of the many cultures of the world.
- 2.3 Provide the students with knowledge, understanding and appreciation of the people, history and culture of Mongolia.
- 2.4 Serve as a demonstration center of international educational methods and practices in Mongolia to increase mutual understanding and cooperation between the people of the west and the people of other nationalities.

Article 3: Non-Profit Character

The Association shall be exclusively educational, charitable, scientific and literary. It shall be non-profit. No part of its activities shall be to carry on propaganda, or otherwise attempt to influence legislation; nor shall it participate in, or interfere in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. It shall, through education, disseminate learning and further cultural and international understanding and it shall have no political or religious aims.

Article 4: Membership of the Association

4.1 Members

Members of this Association shall be composed of parents or legal guardians of children who are registered for attendance at the school and any other person(s) living in Ulaanbaatar, with interest in ISU.

Application for membership of the Association by other interested parties can be submitted to the Secretary of the Board for consideration of the Board. Decision of membership will be made by a simple majority vote of the Board of Trustees provided such approval does not conflict with Article 5.6.

4.2 Members Responsibilities:

- Shall at the Annual General Meeting, elect the Board of Trustees for the ensuing year.
- May amend or alter the Articles of the Association.
- Review the end of the year reports of the Association.
- Shall participate in the committees and activities of the Association.

4.3 Annual Meeting:

The Annual General Meeting of the Association shall be held in **October or November each year.** *(This change was made on Oct 9 2009 at the ISU AGM.)* The purpose of this meeting is to elect the Board and to present the Annual reports. Notice of this meeting and available vacancies on the Board will be given by email, mail, school notice or hand delivered to each member at least 14 days prior to the date of this meeting.

4.4 Voting and Quorum:

Each parent or legal-guardian or recognized member of this Association shall be entitled to one vote on matters properly set forth.

Election of the Board of Trustees shall be by secret ballot.

For other matters, voting may be by voice, show of hands, or by written ballot at the direction of the Chair of the meeting. In case of voting by secret/written ballot, the Chair of the meeting may appoint a committee to collect and count votes.

Members may vote at the Annual General Meeting or a special meeting called, either in person or by signed, dated and written proxy. All proxies shall be filed with the present Secretary of the Board of Trustees before the meeting begins. Proxy votes will be counted with the other votes taken at any Meeting. Twenty-five percent of the members of the Association in person or by proxy shall constitute a quorum for the election of Board members and the transaction of other business.

4.5 Special Meetings:

Special meetings of the Association may be called at the request of the full Board of Trustees. Notice for such meeting shall be in writing setting forth the day, hour and place of the meeting and the general nature of the business to be transacted. Such notice shall be given at least 14 days in advance of the meeting.

4.6 Minutes:

Minutes of all meetings of the Association shall be made available to all the members of the Association.

Article 5: Election of Board Members

5.1 Any member of the Association shall submit their nomination including length of term, in writing to the Secretary of the Board one week in advance of the date of the election stating they are willing to stand for election.

Election of the Board Members shall take place at the Annual General Meeting of the Association. Vacancies will be filled as per Article 5.8.

5.2 Composition of the Board of Trustees

The Board will be comprised of not less than 5 nor more than 11 voting members, with the actual number to be determined by resolution of the Board from time to time. One voting member shall be appointed by the United States Embassy in order for ISU to be eligible for grants (money and in-kind) from the US State Department. This article shall stand only for as long as the grants are available.

The Board will have **two** non-voting members made up of the Director of the School, the Deputy Director of the School. *(This change was made on Nov 17 2011 at the ISU AGM.)* A representative from the Ministry of Education may also be chosen as a non-voting member of the Board.

Contracted staff and their family members shall not be eligible.

No one nationality shall have a majority of the Board.

5.3 Powers

The Board shall have responsibility for school governance.

The Board may create committees and delegate powers of the Board to such Board committees as it thinks fit, provided such delegation does not conflict with these Articles. The purpose of all Board committees is to assist the Board, within Board-defined parameters.

5.4 Term of Office

The term of each Board member shall be for **two** years. Board members can be re-elected to **four** more consecutive terms for a total of up to ten years. *(This change was made on Nov 22 2006 at the ISU AGM.)*

No salary or other compensation shall be paid for services as a member of the Board, except reimbursement may be made for reasonable expenses incurred in connection with such service.

5.5 Board Duties:

Major functions of the Board will include:

- a. Electing its own officers, Chair, Vice-Chair, Secretary and Treasurer
- b. Hiring the Director with a simple majority vote of the full Board
- c. Oversee the performance of the Director
- d. Dismissal of the Director with a unanimous vote of the full Board
- e. To receive and approve the annual operating budget and ensure the necessary funding for the operation of the school
- e. To recommend additions/amendments to the Article for approval at the Annual General Meeting
- f. To establish major policies consistent with the schools mission and strategic plan in consultation with the Director
- g. Ensure the school follows the laws of Mongolia and is adequately represented in legal matters
- h. To ensure an annual audit of the school's financial operations by an accounting firm approved by the Board
- i. To determine the tuition fees in consultation with the Director

- j. **To conduct biannual surveys of staff to solicit suggestions regarding implementation of policy, progress towards strategic goals and other information as determined by the Board in consultation with the Director.**
- k. **To provide to staff a summary of Board Meetings proceedings within one week of such meetings and a summary of the results of the biannual surveys. *(These changes were made on Nov 7 2011 at the ISU AGM.)***

The day-to-day management of ISU shall be delegated to the Director.

5.6 Quorum

A minimum of five voting Board members shall be necessary at all meetings to constitute a quorum for the transaction of any business. Should the voting members of the Board exceed 8 a majority shall constitute a quorum.

5.7 Meetings of the Board of Trustees

There will be at least nine regularly scheduled Board meetings per annum.

Special meetings may be called by the Chair provided all members of the Board are informed about the meeting in writing and/or electronic means 48 hours before the meeting. All decisions taken at such special meetings must be approved by a simple majority of the Board provided such approval does not conflict with Article 5.6.

The Chair, in consultation with the other Board members and the Director shall set the agenda for the monthly meetings.

In general, meetings of the Board are closed; however, guests may be invited to attend meeting(s) at the Board's discretion.

The Board shall hold an executive session to consider personal charges against an employee, personnel matters and other such subjects as may be deemed advisable by the Chair or the majority of the Board or Director of ISU.

A motion raised at a Board meeting may be voted upon and approved in writing or in person. Motions or votes submitted in writing must be given to the Chair. Motions can be approved by electronic mail only after the motion has been discussed in a regular Board meeting.

5.8 Vacancies

If a vacancy occurs on the Board during a year, or if a full Board is not elected at the AGM, the vacancy shall be filled by a majority vote by the existing Board. The person selected shall fill the vacancy for the remaining term. Board members who miss three regular monthly meetings in the course of one year may be removed from the Board by a simple majority vote of the full Board provided such approval does not conflict with Article 5.6. A Board member may be removed from office by a unanimous vote of the Board members if the behaviour of the said Board member is deemed detrimental to the Board of ISU.

5.9 Conflict of Interest

Members of the Board serve on a voluntary and individual basis. Any duality of interest or possible conflict of interest on the part of any Board member shall be disclosed to the other members of the Board. In such an event the Board member in question must either: (a) excuse him/herself from any part of the decision making and/or funds allocation and budgeting processes, including access to or influence over the Board, or school, generated vendor/tender specifications and any related competitive information, or (b) disqualify him/herself and his/her company or organization from consideration.

Where the possible remunerative or commercial benefits and member involvement are considered significant by the Board, a serving or recently serving Board member and his/her company/organization may be disqualified for consideration in any school or board purchasing, service, project or other commercial agreement.

Article 6: Dissolution

This Association may be dissolved and its activities terminated only if approved by three-fourths vote of all Association members provided that notice in writing of such proposed dissolution shall have been given to the members by the Secretary of the Board notifying them of the date of such a meeting.

In the event of termination and dissolution, the assets shall be distributed as decreed by the governing body of the Association, provided that none of the assets of the Association shall be distributed to or made available in any way to any individual or corporation, except to a corporation or other organization itself organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual; no part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation; and does not participate in, or interfere in (including the publishing or distribution of statements) a political campaign on behalf of any candidate for public office.

Article 7: Liability

The private property and assets of the Members of the Association, Board members and employees of ISU shall forever be exempt from liability for its debts, obligations and lawsuit.

Article 8: Amendments

The Members of the Association, by the affirmative vote of a majority present, may at any regular meeting, or upon notice at any special meeting, alter or amend the Article providing prior written notification (of two weeks) has been given that such amendment changes will be considered.

Article 9: Officers of the Board

1. Chair: It shall be the duty of the Chair to preside over all meetings of the Association and the Board and to organize and schedule Board meetings.
2. Vice Chair: It shall be the duty of the Vice Chair to perform the duties of the Chair whenever the latter shall be absent or incapacitated. The acts so performed shall be as valid and binding upon the Association as is performed by the Chair in person.
3. Treasurer: It shall be the duty of the Treasurer to consult with the Director and the Business Manager in the setting and adherence to the annual budget.
4. Secretary: It shall be the duty of the Secretary to keep a full set of minutes of all Board and Committee meetings. Distribution of minutes of monthly meetings should be made to Board members and the summary of the Board minutes shall be made available to the members of the Association if requested. To conduct the correspondence of the Association as directed by the Board.

Article 10: Property and Finances

The Association may use the following means to accomplish its goals.

1. Collect funds and control the expenditure for the stated purposes of the Association.
2. Purchase, take on lease, exchange, hire, or otherwise acquire any interest in lands, buildings easements, privileges, concession, or moveable and immovable property of any kind or tenure, necessary or convenient for carrying out the purpose of the Association and to construct, provide, maintain, repair and alter any buildings, works, stores, plants and things which may from time to time be deemed requisite for any of the purposes of the Association, and also to sell, lease, mortgage, dispose of, turn to account, or otherwise deal with the whole or any part of the property and rights of the Association.
3. To receive and accept donations, endowments and gifts of money, land, buildings, stocks, funds, shares, securities and any other property of any organization, whether incorporated or not, carrying out work similar to any work being carried out by the Association, provided these donations etc., do not carry provisions contrary to these Articles of Association.
4. Grant, maintain, continue and pay such wages, salaries, gratuities, contributions towards provident funds or others sums in recognition of services.
5. Devote all or a part of the income and any or all the principal of any property, real or personal, to the furtherance and support of projects which are exclusively educational.
6. No part of the net earnings of the Association shall be used for the benefit of any individual or member except as reasonable compensation for services rendered to the Association.

Article 11: Miscellaneous provisions

1. No committee shall: (1) make, alter or repeal any Article of the Association; (2) elect or appoint any board member, or remove any Board member; (3) submit to the Members of Association any action that requires the Board's approval; or (4) amend or repeal any resolution previously adopted by the Board.
2. All questions of parliamentary law not specifically provided for in the Article of Association, Board policies and regulations shall be decided upon principles laid down in "Robert's Rules of Order."

Definitions:

Full Board – All voting Board members present at a meeting.

Vacancy – An open seat on the Board of Trustees in resulting from either resignation, dismissal or unfilled position from the Annual General Meeting election.

Board of Trustees – governing body of ISU Association.