

STATUTES

of the

Association of the International School Basel

1. Name

Under the name «Association of the International School Basel» (AISB) an association is established pursuant to Articles 60 to 79 of the Swiss Civil Code.

2. Seat

The AISB shall have its seat in Reinach (Kanton Basel-Landschaft) and be domiciled with the International School of the Basel Region AG (ISBR).

3. Purpose

- (a) The AISB shall be a charitable, non-profit-making association whose purpose is to foster the sociability, the communication and the mutual comprehension among the parents or legal guardians of children educated at the ISBR, and its educational and business support staff. The association shall encourage the furtherance of an education which prompts learning, culture, international understanding and develops ideals of respect and tolerance for people of all nationalities, religions and cultural backgrounds.
- (b) The AISB shall represent its members to the International School of the Basel Region AG (ISBR) in the following manner:
 - (i) The AISB shall purchase “B” and “C” shares in the ISBR in accordance with the mechanisms available to it as provided by the Statutes of the ISBR, of a sufficient number in order that important resolutions can only be taken with the agreement of the AISB.
 - (ii) The AISB, through its shareholding in the ISBR, shall propose at least two members for election to the Board of the ISBR.
- (c) The AISB shall engage in activities that foster a close link between the school and the local communities.
- (d) The AISB shall be politically and religiously neutral.

4. Membership

- (a) All parents or legal guardians of any child who is being currently educated at the ISBR and all members of its educational and business support staff may be members of the AISB.
- (b) Membership is conferred by the Association Committee upon written application.

- (c) The Association Committee may expel any member who acts in a manner prejudicial to the interests and objectives of the AISB. If such an action is taken, the Committee must agree unanimously and the member must be informed in writing the reasons for this action.
- (d) The Association may collect membership fees.

5. The General Meeting

- (a) ¹ The General Meeting of the members of AISB shall be called by the Association Committee once a year not later than 31st March. Notice of the General Meeting shall be sent to all members of the AISB not less than 20 days prior to the date of the Meeting.
 - ² The calling shall state the Agenda Items as well as the motions of the Association Committee and/or the Members.
 - ³ No resolutions may be passed or motions be made concerning Agenda Items which have not been announced in writing to the Association Committee 30 days prior to the AGM, with the exception of motions calling for an Extraordinary General Meeting (EGM).
 - ⁴ The proposal of motions within the scope of the Agenda and discussions not resulting in any motion need no advance announcement.
- (b) ¹ Each member of the AISB shall have one vote at General Meetings. Decisions shall be taken by a simple majority of the members voting. In the event of a tie the Chairperson shall have the casting vote on decisions. Written voting may be required at the request of at least 10% of the members present or at the discretion of the chairperson.
 - ² Elections shall be decided by a relative majority of the members voting. In the case of a tie, the chairperson shall have the casting vote. For elections, each member can be represented by another member based on a written proxy.
- (c) The General Meeting shall have the following powers:
 - (i) to adopt and amend the Statutes of the AISB;
 - (ii) to elect and dismiss the members of the Association Committee;
 - (iii) to elect two or more Substitutes for members of the Association Committee leaving before the end of their term;
 - (iv) to propose the members representing the AISB on the Board of the ISBR AG;
 - (v) to elect and dismiss the Auditors;
 - (vi) to approve the Annual Report of the Association Committee;
 - (vii) to approve the Annual Accounts of the AISB;

- (viii) to discharge the members of the Association Committee;
- (ix) to decide on the dissolution of the Association.
- (x) to set the membership fee.
- (d) Extraordinary General Meetings may be convened at the discretion of the Association Committee or when so requested by not less than 1/10 of the total membership of the AISB.
- (e) Amendments of the Statutes must be carried by two-thirds majority of the members voting.

6. The Association Committee

- (a) ¹ The AISB shall be administered by a Committee consisting of four to six members elected by the General Meeting for a term of three years, counting the period from one ordinary General Meeting to the next as one year. Members of the Committee are expected to commit to a term of office of at least three years. Members of the Committee perform their duties on an honorary basis. They do not receive any compensation for the discharge of the duties or responsibilities.

² Outgoing members of the Committee shall be eligible for re-election. If a Committee member leaves his office prior to the expiration of his term, he shall be replaced by one of the elected Substitutes.
- (b) The Association Committee shall have the power to decide on all items, which are not conferred to the General Meeting or to the Auditors by the present Statutes.
- (c) The Chairperson of the Association Committee shall be elected by the General Meeting. Otherwise the Association Committee shall constitute itself and appoint a Vice-Chairperson, a Secretary, a Treasurer and a Share Representative from amongst its members. The Chairperson shall preside at all meetings at which he or she is present. In the absence of the Chairperson, the Vice-Chairperson, or, in his or her absence, another Member of the Committee shall preside.
- (d) A simple majority of all members of the Association Committee shall constitute a quorum for decisions, elections and the conduct of its business. An absent member may give a proxy vote to another member on any specific item of the Agenda. Decisions and elections shall be taken by a simple majority of the votes of the members attending in person or represented by proxy. In the event of a tie, the Chairperson of the Meeting shall have the casting vote.
- (e) Resolutions of the Association Committee may be adopted in writing by letter, telefax or in another electronic text format, which enables proof of the resolution, provided that no member has requested verbal consultation.
- (f) Meetings of the Association Committee shall be held at least twice a year and shall be called by the Chairperson, the Vice-Chairperson or by any three members of the Committee giving at least 7 days notice in writing to the other members of the Committee, stating the items of the Agenda.

- (g) The Association Committee shall have the power to invite other persons to attend its meetings in an advisory capacity.

7. The Auditors

- (a) The General Meeting shall elect two persons from amongst its Members or an independent accountant or accounting firm as Statutory Auditors for a term of one year. The statutory auditors may be re-elected.
- (b) The Statutory Auditors shall examine the bookkeeping as well as the annual accounts to ensure compliance with the legal requirements and the Statutes.
- (c) The Association Committee shall provide the Auditors with all the required documents and information, in writing if so requested.
- (d) The Auditors shall provide a report of their findings in writing. They shall recommend approval, with or without qualification, or rejection of the annual accounts.

8. Accounts

The financial year of the AISB shall commence on July 1st and end on 30th June of the following year.

9. Dissolution of the AISB

- (a) A resolution to dissolve the AISB must be carried by a three-quarters majority of the members voting at the duly convened General Meeting provided that the quorum of at least one half of the total membership is present at such meeting.
- (b) In the absence of the required quorum, a further General Meeting may be called not sooner than one calendar month and not later than three calendar months following the first General Meeting at which the resolution to dissolve the AISB may be carried by a three-quarters majority of the members attending and voting at such further meeting.
- (c) Upon passage of the resolution to dissolve the AISB, the Association Committee shall wind up the affairs of the AISB and shall have power to appoint delegates to this effect.
- (d) After the discharge of all liabilities of the AISB, any remaining assets shall be transferred to the ISBR or to such organization for educational or cultural purposes in the Basel region as the Board may appoint.

10. Adoption of these Statutes and later Amendment thereof

The Statutes replace the Statutes from 22 January 2007 and are effective following the EGM of 25 May 2009.