

**PARENTS' ASSOCIATION FOR THE MANAGEMENT OF THE FRENCH
LYCÉE JEAN-MARIE GUSTAVE LE CLEZIO**

PORT-VILA, VANUATU



STATUTES

Adopted unanimously by the General Assembly of the Students' Parents on 27/09/2022 after the vote in accordance with the attached minutes.

Statutes deposited at the Consulate of France in the Republic of Vanuatu on: 10/10/2022

Statutes deposited at the Vanuatu's Financial Services Commission on: 10/10/2022

STATUTES OF THE ASSOCIATION OF THE STUDENTS' PARENTS FOR THE MANAGEMENT OF THE FRENCH SCHOOL

PREAMBULE

The Association is governed by these actual Statutes, adopted on September 27, 2022, and by the Charitable Association (Registration) Act (CAP140), which came into force in Vanuatu on February 1, 1982, as subsequently amended and revised (the "Act").

Its Board of Management referred to in section 2(1) of the Act was incorporated on October 30, 2011 under number 28688.

The Association is, under the conditions of article L.452-4 of the French Code of Education, associated by convention (the "Convention") with the public service missions of the Agency for French Education Abroad.

ARTICLE 1. NAME

The Association is called «Association des Parents d'Elèves pour la Gestion de l'Ecole Française (The Association of the Students' Parents for the management of the French School) ».

It is referred to in these Articles as the Association.

ARTICLE 2. PURPOSES OF THE ASSOCIATION

The purposes of the Association are cultural, non-profitable, non-political and non-denominational and are:

- to ensure the financing, administration and development of the activities of the Lycée Français Jean-Marie Gustave Le Clézio in Port Vila (the «Institution»);
- to give the students of the school an instruction in accordance with the Curricula of the French National Education from Kindergarten to Senior Secondary, and to promote the dissemination of the French language and culture;
- to represent its interests and those of the Institution, in particular before the French and Ni-Vanuatu public authorities;
- to employ or authorize the employment of personnel necessary for the proper functioning of the Institution;
- to obtain all authorisations necessary for the proper functioning of the Association, for the achievement and protection of its objectives;
- to conclude the agreements necessary for the operation and/or the development of the Institution with the local authorities or any person or company that can help to achieve the objectives of the Association;

- to solicit funds, hold public meetings to provide donations to the Association;
- to print, publish any document and have them published or any other publication useful for the promotion of the Institution;
- to organize any event in connection with its object or aimed at its realization;
- and more generally to carry out all operations that may be directly or indirectly related to its aim above or that may promote its realization including the acquisition, construction, maintenance, management of all land properties.

ARTICLE 3. HEADQUARTER

The headquarter of the Association is located: rue Colardeau, BP 40, Port Vila, Vanuatu

ARTICLE 4. MEMBERS

4.1. Members' categories

The members of the Association may be of all citizenships and are of three categories:

(a) Active members

Are considered active members, members of the "Families" defined as the parent or any other person exercising parental authority and having custody of one or more pupils, regardless of their age, who are regularly enrolled in the Institution.

Each family has only one right to vote, regardless of the number of children enrolled in the Institution.

The parents, or any other person, making up a family must agree beforehand at the general meetings to decide which one will exercise the right to vote. Failing that, in the event that several members of the same family intended at a general meeting to exercise the right to vote, none of them will be able to vote.

(b) Ex-officio members

The following are ex-officio members:

- the Counsellor for Cooperation and Cultural Action of the French Embassy in Vanuatu or his representative,
- the Consul of France in Port Vila or his representative,
- the Head of the Institution.

Except where they are also active members, ex-officio members shall have only one consultative voice.

(c) Benefactor members

Each year, the Management Board shall draw up a list of legal or natural persons who, by their personal or financial commitment, contribute to the purpose of the Association and are thus appointed as benefactors for one year.

Benefactors are invited to participate in the General Assemblies of the Association where they have a consultative voice.

4.2. Loss of membership

Active membership is automatically lost:

- in the event of death;
- at the departure of the last child of the family still enrolled in the Institution;
- if the family is more than 6 months late in paying its school fees without specific authorization.

The board may also exclude any member whose conduct is likely to harm the reputation of the Association or the Institution or when the member acts repeatedly, and despite warnings, against the Association's statutes. The member whose exclusion is envisaged must first be summoned by the Management Board to be heard on the facts alleged against him. The exclusion decision may be challenged at the next General Assembly, which will decide as a last resort.

Finally, any member shall lose his status in the event of a dissolution of the Association.

ARTICLE 5. RESOURCES OF THE ASSOCIATION

The resources of the Association come from:

- annual tuition fees and other fees paid by active members for the education of their children;
- financial and material aid from the French State, the AEFÉ or other French or Vanuatu bodies,
- income from capital,
- and any other legal resources (grant, donation, bequest, sponsorship, etc.).

The Association may not invest or invest any funds in any form whatsoever, with the exception of Current Accounts Paid and Savings Accounts.

ARTICLE 6. MANAGEMENT BOARD

6.1. Composition and constitution

6.1.1. Number and terms of members

The Management Board corresponds to the Committee referred to in section 2(1) of the Act. The Management Board is composed of eight active members of the Association

elected by the General Assembly under the following conditions. At least six of them must be of French citizenship.

Their term is for one-year and they are eligible for re-election. Upon expiry of their term of office, the members of the Management Board shall continue to perform their duties until the election in accordance with the conditions of these Articles of Association of their successors.

Members of the Management Board will not be paid in this capacity. However, they may be reimbursed for expenses reasonably incurred in the performance of their duties.

6.1.2. Ways to elect members

The members are elected by a plurinominal majority of one round. The eight candidates with the most votes are elected.

Any ballot with more than eight names will be deemed void.

In the event that more than two foreign members are elected, only the first two shall be elected so that the number of French nationals on the Management Board complies with the number set out in Article 6.1.1. above.

Where appropriate, candidates who have not been elected will be considered as alternate members of the Management Board.

6.1.3. Nominations

Active members wishing to become a member of the Management Board must apply with a copy of their valid passport and a profession of faith to the outgoing Management Board, at least 7 calendar days before the date of the General Meeting to renew the Management Board. After this period, no applications will be accepted. The outgoing Management Board will make known the list of candidates and their profession of faith at least 5 working days before the General Meeting.

If the number of registered candidates is less than eight, spontaneous nominations made at the time of the General Assembly will be accepted.

If, in spite of the foregoing provision, the number of candidates does not make it possible to reach the legal minimum, the Management Board shall, in order to avoid the cancellation of the Association in accordance with section 10 of the Act, within 30 calendar days, set the date for a General Assembly to hold new elections.

6.1.4. Incompatibilities

The following active member shall not be eligible:

- member who receives a salary, in whatever capacity, from the Association or the Agency for French Education Abroad. This also applies to his spouse, regardless of their marital status,
- member who is also a member of a body provided for in Circular No. 1033 of 1 July 2021 on the organization and functioning of bodies of French-language educational institutions abroad under the jurisdiction of the AEFE or any other text which would replace or supplement it,
- member who has a political mandate,
- member who is an ex-officio member, even if he is also an active member. This also applies to his spouse, regardless of their marital status,
- a member whose spouse, whatever their marital status, is already a member of the Management Board.

6.1.5. Early termination and replacement

The term of office of any member of the Management Board may end before its expiry if:

- revoked by the General Assembly
- he/she resigns
- he/she ceases to be an active member or member of the Management Board
- if he/she dies

In the above cases, the Management Board calls upon the alternate members elected in the Assembly to complete the membership of the Management Board. The vacancy is first proposed to the deputy having obtained the greatest number of votes on the day of the election, then to the following ones in descending order of the number of votes obtained on the day of the election. He/she shall be bound by the citizenship requirements stated in Article 6.1.1.

The term of office of the alternates thus appointed shall expire on the date on which the term of office of the member replaced was to expire.

Assuming, cumulatively, that:

- the number of alternate members would not be sufficient to replace the members whose term of office has expired, and
- the number of members of the Management Board would therefore be lower than the legal minimum

a General Assembly shall be convened for the purpose of appointing new members whose term of office shall expire on the date on which the term of office of the replaced member was to expire.

6.1.6 Tie vote

In all cases of a tie vote between several candidates, the elected candidate will be, in the following order:

- the oldest member
- the member with the most children enrolled at the institution
- the most senior member in age.

6.2. Office

6.2.1. Composition

The Management Board shall elect from among its members, within 5 working days of their appointment and by secret ballot, the members holding the positions of:

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

The President and the Vice-President must be of French citizenship.

6.2.2. Attributions

The members of the Bureau shall have the following powers:

(a) President and Vice-president

The President shall:

- chair the meetings of the General Assemblies and those of the Management Board,
- present the Management Board's activity and management report to the General Meetings,
- represent the Association by delegation from the Management Board.

The Vice-President shall assist the President in his duties. In the event of the absence, illness or early termination of the President's term of office, the functions of President shall be assumed by the Vice-President.

(b) Treasurer and Vice-Treasurer

The Treasurer is the depositary and responsible for the accounting records referred to in section 8.2 below. It shall ensure the recovery of all sums due to the Association and shall order the expenditure decided by the Management Board. The Treasurer shall prepare the annual management report and financial statements with the assistance of the competent staff of the Institution.

The Vice-Treasurer assists the Treasurer in his duties. In the event of absence, illness or early termination of the Treasurer's term of office, the Vice-Treasurer shall assume the duties of the Treasurer.

(c) Secretary and Vice-Secretary

The Secretary shall:

- convene the meetings of the General Assemblies and the Management Board, at the instruction of the President,
- ensure that the minutes of the General Assembly and Management Board meetings are drawn up,
- ensure the preservation of the Association's archives with the assistance of the Association's competent staff.

The Vice-Secretary shall assist the Secretary in his duties. In the event of absence, illness or early termination of the Secretary's term of office, the Vice-Secretary shall assume the functions of Secretary.

6.3. Jurisdiction

In accordance with section 8 of the Act, the assets and liabilities are held in the interest of the Association vest in the Management Board, which is responsible for them. As the executive body of the Association, it is vested with the most extensive powers for the management of the Association and for making or authorizing all acts and operations of simple management or disposition, if they are not reserved for the General Assembly of members.

In particular, the Management Board shall:

- represent the Association,
- prepare the budget with the Head of the Institution,
- ensure and control the administrative and financial management of the Association within the framework of the budget voted by the General Assembly,
- conclude all contracts including employment contracts for local staff,
- enforce any other decision taken by the General Assembly.

In accordance with Article 9 of the Law, a contract may not validly bind the Management Board unless it is signed by at least two of its members. One of the signatories must be the President or the Vice-President.

The Management Board shall delegate to the Head of the Institution the powers conferred on him by the Convention and in particular the ability to commit the appropriations for the expenditure provided for in the budget.

6.4. Meetings

6.4.1. Call of meeting and quorum

The Management Board usually meets once a month, except during the summer holidays, on the premises of the Institution, at the call of the President, sent in writing (including by email) at least 7 calendar days before the meeting. In case of emergency, extraordinary meetings may be convened at any time, within 3 days, by decision of the President or at the request of four members of the Management Board.

The agenda is prepared by the President and the Secretary and sent to the members with the convening notice.

The quorum for attendance shall be five members present or represented. A member of the Management Board may only be represented by another member. A member may hold only one written proxy.

6.4.2. Majority

Decisions shall be taken by a simple majority of the members present or represented. In the event of a tie vote, the President shall have the casting vote.

Where necessary and by unanimous consent, the Management Board may take decisions by circular.

6.4.3. Invitations

The Counsellor of Cooperation and Cultural Action of the Embassy of France in Vanuatu, or his representative, the Consul of France in Port Vila, or his representative, and the Head of the Institution are invited to all meetings of the Management Board where they have a consultative voice.

The President may also invite any expert, whether a member of the Association or not, to enlighten the Management Board with a view to examining certain items on the agenda.

6.5. Conflict of interest

A member of the Management Board who, in the course of a decision to be taken, may have, directly or indirectly, a personal interest in the decision taken by the Management Board, must inform the other members before the vote. His statement and explanation of the nature of that personal interest must be included in the minutes of the Management Board meeting.

A member who has a conflict of interest may not take part in the deliberations of the Management Board concerning such decisions or transactions, or take part in the vote on this point.

If a majority of the members present or represented have a conflict of interest, the Management Board must abandon the proposed transaction or convene a General Assembly to submit it. If the decision or transaction is approved by the General Assembly, the Management Board may execute it.

6.6. Minutes of the Management Board meetings

The decisions of the Management Board shall be the subject of minutes signed by the President and the Secretary.

Minutes shall be recorded in a register which shall be kept at the headquarter where the members may examine them upon written and reasoned request addressed to the Management Board, but without moving the register.

ARTICLE 7. GENERAL ASSEMBLIES

7.1. Conduct of General Assemblies and jurisdiction

7.1.1. Ordinary General Assemblies

The Ordinary General Assembly will meet at least twice a year:

- the first time during the first school term and will have as agenda in particular the approval of the activity and management reports and the accounts of the last financial year, the election of the members of the Management Board and the appointment of the auditor,
- the second time before 31 October of each year and shall include as an agenda the approval of the school budget and tuition fees applicable for the upcoming school year.

7.1.2. Extraordinary General Assemblies

The Extraordinary General Assembly is competent to decide on the following questions:

- amendment of the statutes,
- dissolution of the Association,
- devolution of Association assets,
- long-term commitments, borrowings, guarantee commitments,
- removal of all Management Board members,
- acquisition or disposal of real estate assets or any assets with a value greater than half of the total assets of the Association.

7.2. Convening of meeting

7.2.1. Generalities

The members of the Association are convened in General Assembly by the Management Board by a notice specifying the character of the meeting, ordinary or extraordinary, the agenda, the place, the date and the time of the meeting.

The notice of meeting is sent by email to the address mentioned by the active members in their child's registration file. Members are responsible for reporting any changes to their contact information to the Management Board.

The notice of meeting must be accompanied by all documents relevant to the decision of the members (in particular, as appropriate, the activity and management reports, the financial statements, the draft budget, the draft new statutes, the draft contracts, etc.) as well as a draft text of the resolutions, a proxy form, a vote by correspondence form and a link to an online voting form.

7.2.2. Request for meeting convening by active members

A quarter of active members with voting rights may request a General Assembly. This request must be made to the Management Board and indicate the agenda of the General Assembly.

The Management Board must ensure that the agenda indicated in the request corresponds to decisions falling within the scope of the Association and the competence of the General Assembly. If this is the case, within a maximum of 8 days of receipt of the request, the Management Board will be required to send a notice of meeting to the members of the Association.

Any dispute caused by a request for convening under this article will be submitted by the most diligent party to the Consul of France in Port Vila, who may, if necessary, decide to convene the General Assembly whose holding is requested by the active members

7.2.3. Minimum notice period

The notice of meeting must be sent at least 14 calendar days before any General Assembly, whether ordinary, extraordinary or mixed.

7.3. Members' representation and vote by correspondence

7.3.1. Proxy

Any active member may be represented by another active member with a proxy corresponding to the form sent with the notice of meeting. The mandate is given for a single meeting but applies to the second summons in case of adjournment due to lack of quorum.

An active member may not hold more than three proxies. Proxies are nominative and non-transferable. They must be communicated to the Secretary later when the attendance sheet is signed.

7.3.2. Vote by correspondence

Any active member may vote by correspondence using the form sent with the notice of meeting. This will only be taken into account if it is received at least on the day before the General Assembly, according to the conditions that will be indicated in the convocation.

7.4. Quorum and majority

7.4.1. Quorum

At each meeting, an attendance sheet is kept signed by the members present and the holders of proxies at the start of the meeting. The attendance sheet should also mention all votes by correspondence.

To deliberate, the quorum of the Ordinary General Meeting is fixed as at least one fifth of the active members present, represented or voting by correspondence and that of the Extraordinary General Meeting at least one third of the active members present, represented or voting by correspondence. Only active voting members shall be included in the calculation of the quorum.

In the event that this quorum is not reached, the General Assembly shall be adjourned and again convened, with the time limit specified in article 7.2.3. in this case reduced to 7 days. On the second summons, no quorum will be required.

7.4.2. Majority

The Ordinary General Meeting shall act by a simple majority of the active members present, represented or voting by correspondence and the Extraordinary General Meeting by a two-thirds majority of the active members present, represented or voting by correspondence.

7.5. Conduct of the meeting

The General Meeting is chaired by the President of the Management Board in office or, failing that, by the Vice-President. The Assemblies are held in French.

Unless a secret ballot vote is requested, by at least one active member, before it has been put to a vote, the vote shall be taken orally or by show of hands, with each active member clearly expressing his or her assent or opposition to the proposed resolutions.

In the event that an active member has given a proxy under the terms of section 7.3.1 and has also voted by correspondence under the terms of section 7.3.2, the proxy is invalidated and voting by correspondence will prevail.

Similarly, if the active member giving a proxy was finally present at the General Meeting, the proxy will be invalidated.

In addition, the active member who has validly expressed his vote by correspondence may nevertheless participate and vote at the General Assembly. In that case, his vote by correspondence is invalid.

7.6. Minutes of the Assemblies

Within 15 days of the Assembly, minutes shall be drawn up and brought to the attention of the members of the Association, who shall have one month to issue a challenge.

At the end, the text of the final minutes will be adopted by the Management Board, signed by the President and the Secretary.

Minutes shall be recorded in a register which shall be kept at the headquarter where they may be examined by the members upon written and reasoned request addressed to the Management Board, but without moving the register.

ARTICLE 8. ACCOUNTINGS

8.1. Fiscal year

The accounting year begins on 1 January and ends on 31 December of each year.

8.2. Accounting records

The Management Board must ensure that accounting records are kept on a regular basis to:

- accurately reflect and correctly explain the Association's transactions,
- assess the financial position of the Association with a reasonable degree of accuracy,
- ensure that the Association's financial statements are complying,
- perform an easy and regular audit of the Association's financial statements.

They must also contain:

- writing for money received and spent each day and the cases to which they relate,
- a list of the Association's assets and liabilities.

Within three months of the close of the financial year as laid down in Article 8.1. above, the Management Board must ensure that the financial statements of the Association are prepared (including a balance sheet and an income statement).

The financial statements, which shall give a fair and accurate view of the affairs of the Association to which they relate, will be validated by the Management Board and signed by the President and Treasurer before being submitted to the Statutory Auditor's review and to the General Meeting for approval.

ARTICLE 9. AUDITOR

The Ordinary General Meeting of the first quarter appoints a statutory auditor each year whose task will be to audit the accounts that will be closed at the end of the financial year in which he/she is appointed.

The auditor shall carry out his duties in accordance with the standards and rules of his profession. The auditor must draw up and present to the Ordinary General Meeting called to decide on the accounts of the year closed, a report accounting for his mission and certifying the regularity and the sincerity of the accounts.

ARTICLE 10. AMENDMENT OF THE STATUTES

In accordance with article 7 above, the statutes of the Association may only be amended by a two-thirds majority of the members present, represented or voting by correspondence at an extraordinary General Meeting.

Any amendments to the Statutes of the Association will be deposited with the Vanuatu Financial Services Commission and the French Embassy in Vanuatu.

ARTICLE 11. DISSOLUTION

In accordance with Article 7 above, the Association may be dissolved only by a two-thirds majority of the members present, represented or voting by correspondence at an Extraordinary General Meeting.

In case of dissolution of the Association, the surplus of the liquidation will be vested in all public or private institutions of its choice, in compliance with the agreement signed with the Agency for French Education Abroad.

The English version of the association's constitution is provided for information purposes only. In case of conflicts or discrepancies with the original French version, the French version shall prevail.