

ASSOCIATION OF INTERNATIONAL SCHOOLS IN AFRICA

ARTICLES OF ASSOCIATION



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ARTICLE I: NAME, DEFINITION, MISSION, PHILOSOPHY

SECTION I Name

The name of this association shall be Association of International Schools in Africa (AISA), hereinafter referred to as the Association. (4/93)

SECTION II Definition

Member schools are elementary and/or secondary schools which are independent organizations, governed by local school boards which serve an international student body and/or employ an international teaching staff and/or follow an international curriculum and subscribe to the philosophy and objectives of the Association. (4/99)

AISA Individual Members are international educators, elementary and/or secondary school educators holding an internationally recognised teaching qualification and co-professionals currently working in non-AISA member schools, to enable them to access the Association's learning events. (10/18)

The Association also offers Associate Membership for school-to-school partners, businesses, organizations and interested individuals who support the mission and objectives of the Association. (5/11)

SECTION III Mission

The Association of International Schools in Africa is a collaborative learning organization dedicated to leading and supporting strategic thinking, professional learning and school effectiveness. (3/15)

SECTION IV AISA Members Believe

- i) Being open to differences leads to knowledge and understanding
- ii) All individuals have intrinsic worth
- iii) Nurturing is necessary for growth and change
- iv) Personal fulfillment derives from defining a sense of purpose and making connections through service to others
- v) A sense of belonging enables people and communities to thrive
- vi) All people want to learn, and people learn differently
- vii) When people work together better outcomes are more likely
- viii) The development of international-mindedness and cultural competence are fundamental to being successful in an interconnected world (10/18)

ARTICLE II: OBJECTIVES

The objectives and purposes of the Association shall be exclusively educational and scientific, within the meaning of Section 501(a) (3), (4), and (7) of the United States Internal Revenue Code of 1954, as the same may be amended. In the context of its mission and philosophy, the strategic objectives of AISA specify that all AISA programmes, services, resources and networks exist to:

- i) Support professional growth
- ii) Develop and implement strategic thinking and planning
- iii) Increase school effectiveness

The Association engages in all other activities appropriate to the achievement of its educational and charitable objectives. (5/11)

ARTICLE III: STATEMENT OF NON-POLITICAL AND NON-SECTARIAN CHARACTER

SECTION I Not for Profit

The Association shall be exclusively educational, charitable, and scientific in character. It shall not have authority to lease stock nor shall it be conducted or operated for profit. No part of the net earnings of the Association shall inure to the benefit of any member or individual. Neither net earnings nor any of the profits or assets of the Association shall be used other than for the objectives and purposes of the Association. (10/93)

SECTION II Non-political and Non-sectarian

The Association shall, in its aims and activities, be politically neutral and non-sectarian. (10/93)

SECTION III Nonpartisan

The Association shall not entertain nor become directly involved in any member school internal conflicts or grievances. Where invited by the school board or the school head, the Association may provide professional advice or technical assistance in a nonpartisan fashion. (10/93)

ARTICLE IV: MEMBERSHIP

SECTION I Coverage

Schools, individuals or business associates located in the geographical area commonly known as Africa, and those schools, individuals or business associates outside the area when designated by the Association, may be members. Schools members shall be represented by their chief administrators or their designated representatives. (05/18)

SECTION II Term

The term of membership shall be annual from July 1 through June 30. (4/99)

SECTION III Termination and Suspension

Membership shall cease because of voluntary resignation or because of failure to pay membership fees within two years, unless otherwise authorized by the Board of Directors, or by a motion of the Board of Directors in cases where members act illegally, unethically or in ways that go against the mission, philosophy, or objectives of the Association. In such cases, members will be given an opportunity to show cause in writing to the Board of Directors why their membership should not be terminated. (05/18)

Membership shall be suspended for any member who fails to pay the annual membership dues by 1st September in the year of membership renewal (05/18)

SECTION IV Categorization

The Board may, at its discretion, create categories of membership as and when needed. (4/99)

ARTICLE V: BOARD OF DIRECTORS NOMINATIONS, ELECTIONS & APPOINTMENT

The AISA Board will consist of nine (9) members. At least eight (8) Board members are elected by the highest vote of the full school members who voted during the election period. The remaining one (1) Board member may be elected by highest vote or appointed by the Board. (3/15)

SECTION I Elected Board Members

A complete list of candidates standing for the elected posts for the Board of Directors as proposed by the Nominating Committee shall be presented to each representative of the full member schools at the annual meeting of the Association. No additional candidates may be nominated from the floor at the meeting. (3/15)

The candidates who receive the largest number of votes cast for the available positions at each election shall be declared elected to the Board of Directors. If necessary, in the case of a tie, there will be an immediate tie-breaking ballot. In the case of there being the same number of candidates as positions, candidates receiving a majority of the eligible votes cast shall be declared elected. (3/15)

SECTION II Appointed Board Member

Proposals for the Appointed Member will be discussed by the Board as a whole, and an appointment requires the unanimous consent of the Board. An appointment may be made at any point during the year. (3/15)

ARTICLE VI: OFFICERS AND BOARD OF DIRECTORS

SECTION I Composition

- i) The Board of Directors of the Association shall be composed of the Chair, Vice-Chair, Recording Secretary, Treasurer, four elected Members-at-Large, one appointed Member-at-Large and the Executive Director (ex-officio). (3/15)
- ii) The Chair and Vice-Chair shall be selected by the Board of Directors. The Recording Secretary and Treasurer shall be appointed by the Chair. (10/93)

SECTION II Eligibility

- i) Only the Administrative Head of each Full Member School shall be eligible for election to the Board of Directors. (5/11)
- ii) The Appointed Member may be from an AISA member or non-member organization but with particular expertise the Board deems supportive of the Mission of the organization. (3/15)

SECTION III Elections and Term of Office

- i) Members of the Board of Directors shall be elected for a term of two years (with an option to renew for an additional year) commencing on the day of their election. To increase continuity, a third of the nine positions (three positions) will normally be contested each year. (10/12)
- ii) Elections will take place each year to fill vacancies which have arisen. (9/18)
- iii) Vacancies that may arise unexpectedly before the expiration of an elected term of office will be filled through appointment by the Chair, with the advice and majority consent of the Board, until the next election at which time the position will be filled by ballot for the remainder of the term, if necessary. (10/06)
- iv) When there are seats in an election with both 2 year and 1 year terms, the elected candidate receiving the least number of votes is placed in the one year term seat. (04/12)
- v) If a member misses three consecutive Board meetings, he/she shall be considered to have resigned. (4/01)

SECTION IV The Duties of the Officers

- i) The Chair shall:
 - (a) Preside over meetings of the Association and the Board of Directors. (10/93)
 - (b) Appoint the Treasurer and Recording Secretary. (10/93).
 - (c) Appoint vacancies to the Board of Directors, subject to the advice and majority consent of the Board. (10/93)
 - (d) Appoint members to standing and ad hoc committees. (10/93)
 - (e) Develop agendas for Board of Directors and Association meetings. (10/93)
- ii) The Vice-Chair shall:
 - (a) Deputize for the Chair in his/her absence. (4/12)
 - (b) Supervise revisions of the Articles of Association and By-Laws. (10/93)
 - (c) Become the Chair in the event of the Chair's resignation. (4/12)
- iii) The Recording Secretary shall:
 - (a) Record and disseminate to the Board of Directors the minutes of the Association and Board meetings. (10/93)
 - (b) Conduct correspondence as required by the Board of Directors. (10/93)
 - (c) Deputize for the Chair, if necessary, in the event of the absence of the Vice-Chair. (10/93)
 - (d) Become the Chair in the event of the resignation of the Chair and the Vice-Chair. (4/12)
- iv) The Treasurer shall:
 - (a) Develop and monitor the budget of the Association, in collaboration with the
- v) Executive Director. (10/93)
 - (a) Report to the Board of Directors and the Association on the financial condition of the Association. (10/93)
 - (b) Deputize for the Chair, if necessary, in the absence or resignation of the Vice-Chair and the Recording Secretary. (10/93)
 - (c) Become the Chair in the event of the resignation of the Chair, the Vice-Chair and the Recording Secretary. (4/12)

SECTION V Executive Director

The Association may retain the services of an Executive Director whose duties shall be determined by the AISA Board. Among those duties shall be representing the Association at various meetings of regional and international associations as appropriate. (09/18)

ARTICLE VII: LIABILITIES OF MEMBERS

No Member of the Association, of any classification, shall have any obligation for the Association's liabilities. (10/93)

ARTICLE VIII: DISSOLUTION OR LIQUIDATION

No part of the net income, revenue, and grants of the Association shall inure to the benefit of any member, officer, or any private individual (except that reasonable compensation may be paid for services rendered in connection with one or more of its purposes), and no member, officer, or any private individual shall be entitled to share in the distribution of any part of the assets of the Association upon its dissolution or liquidation. In the event of such dissolution or liquidation, the assets of the Association, after payments of debts and obligations, shall be transferred to the Office of Overseas Schools, U.S. Department of State, for distribution to organizations in Africa for charitable

and/or educational uses and purposes, similar to those of this Association, as determined by the membership. (10/93)

ARTICLE IX: AMENDMENTS

SECTION I Voting Procedure

These Articles may be amended or altered by a majority vote of the members present and voting at the annual general meeting or at a special meeting called at the request of the Board of Directors upon 60 days notice. (10/93)

The Board Chair may call a vote by electronic means when he or she determines that the best interests of the Association are served by seeking a decision before the next general meeting. The Board Chair will send the information to be considered and the chair will clearly state the deadline in the email message containing the vote. (12/18)

The resolution will be deemed to have been passed when a majority (50% +1) of members responding voted in favour of the resolution at the end of the designated voting period. (12/18)

At the next general meeting, the board chair shall review and place in the minutes the results of any resolutions decided by electronic voting not already recorded in the board's minutes. (12/18)

SECTION II Limitations

Article III may not be amended in such a manner as to impair or alter the non-profit, non-political and non-sectarian character of the Association. (10/93)

SECTION III Notification of Proposed Amendments

Copies of the proposed amendments shall be provided to each member school at the Annual General Meeting or at a special meeting called at the request of the Board of Directors. (09/18)

SECTION IV Notice of Amendments

Amendments to the Articles or By-laws require thirty (30) days advance notice to member schools. Notice may be via letter, fax, or email. (4/99)

ARTICLE X: NON-PROFIT STATUS

SECTION I Purpose

The purposes for which the association is organized are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Service Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. (10/06)

SECTION II 501(c)(3) Limitations

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3). (10/01)

Adopted: November 4, 1983

Revised:

October 29, 1985

October 20, 1989

October 15, 1990

October 23, 1991

October 28, 1993

April 30, 1999

April 28, 2000

April 28, 2001

October 16, 2001

April 26, 2002

May 2, 2003

October 1, 2003

April 21, 2004

October 13, 2006

May 1, 2011

April 20, 2012

October 18, 2012

March 5, 2015

September 22, 2018

December 15, 2018