

Bye-Laws of French International School “Victor Segalen” Association Limited (“Association”)

Table of Contents

Board of Directors

- (a) Election Process for Candidates to the Board of Directors
- (b) Termination of Directors^[1]_[SEP]
- (c) Board Member Duties and Responsibilities^[1]_[SEP]
- (d) Organisation and Frequency of Board Meetings
- (e) Language

Bureau

- (a) Composition of Bureau^[1]_[SEP]
- (b) Appointment of Bureau Members^[1]_[SEP]
- (c) Organisation and Frequency of Bureau Meetings
- (d) Duties of Bureau Members
- (e) Bureau Members Job Descriptions

Committees and Taskforces

- (a) Composition of Committees and Taskforces^[1]_[SEP]
- (b) Organisation and Frequency of Committee and Taskforce Meetings
- (c) Committee and Taskforce Roles^[1]_[SEP]
- (d) Chair of a Committee and Taskforce^[1]_[SEP]

Executive Director

Members

General Meetings

Organisation and Frequency

Pursuant to Article 3(2) of the Articles of Association (“**Articles**”) these Bye-Laws have been made by the Directors to supplement and give further detail to the Articles and should be read in conjunction with such Articles. If ever there is an inconsistency between these Bye-Laws and the Articles, the Articles take precedence.

Any reference to an article in these Bye-Laws is to the Articles.

Board of Directors

(a) Election Process for Candidates

1. Pursuant to Article 25, there are two ways in which candidates may be elected to the Board of Directors:
 - (1) by ordinary resolution of the members of the Association; or^[1]_[SEP]
 - (2) by a decision of the majority of the Directors.^[1]_[SEP]For the avoidance of doubt, the election by ordinary resolution may only be done at an annual general meeting, as stipulated in Article 26.
2. Pursuant to Article 25(4), election by a majority of Directors may only be used to fill a vacancy on the Board of Directors. Such co-opted director must stand for re-election at the next annual general meeting.
3. Article 25(1) states that a person who is willing to act as Director, and is permitted to do so by law (“**candidate**”), may be appointed to be a Director. For the avoidance of doubt, such candidate must be a (a) member of the Association (being a natural person) with a child currently enrolled in the School, or (b) parent, or a guardian, of a child covered for the time being by a corporate debenture and currently enrolled in the School. It is also noted, pursuant to Article 29, that such candidate may not be an employee or consultant of the School, or otherwise performs a role (whether directly (for example via a direct contract) or indirectly (for example via a company)) from which they receive fees, a salary or wage, remuneration or other benefit in money or money’s worth from the School; and for the sake of good governance any such employee or consultant should wait one year (from the time that they no longer are such employee or consultant) before putting themselves forward as a candidate for the Board of Directors.
4. A majority of the elected Directors must be of French nationality, and there must be a minimum of three elected Directors not of French nationality with one or more children solely in the International stream.
5. Pursuant to Article 26(1)(a), a candidate must obtain nominations from two members of the Association and submit such nominations to the registered office of the Association no less than 7 days prior to the date set for the annual general meeting. However, in order to ensure that the candidate has time to comply with the interview requirement set out in (a) 6 below, it is recommended that a candidate submit his or her nomination to the registered office of the School two months prior to the date of the annual general meeting, or as soon as notice of the annual general meeting is received by Members.

6. All nominated candidates must have an interview with the Bureau, or such Directors nominated by the Bureau, in order to provide the Bureau with details of their professional skills, prior board experience, and other qualifications for sitting on the Board of Directors, as well as to better understand the extent of the role of a director and its legal obligations. The Bureau will report to the Board of Directors on the results of all interviews. [SEP]
7. When determining the suitability of a nominated candidate for the Board of Directors, the following attributes will be taken into account:
 - a. Relevant professional skills needed by the Board of Directors; [SEP]
 - b. Experience on other boards, especially strategic boards; [SEP]
 - c. Time spent on a committee or taskforce of the Board of Directors; and [SEP]
Having a child in the School for at least one completed school year. [SEP]
8. No less than 3 days prior to the date set for the annual general meeting, the Board of Directors may announce on the Parent Portal of the School website those nominated candidates that they recommend for election with reasons for their recommendation. Those nominated candidates who have not been recommended may still be eligible for election. The Chairman may, at the annual general meeting, present the recommendations of the Board of Directors, and the reasons for each recommendation.
9. At the annual general meeting, voting for nominated candidates will be done on a show of hands if the election is not contested, otherwise voting will be done by secret ballot. The ballots will be counted and processed by members of the Legal Committee and IT staff members of the School. If scrutineers wish to witness the counting and tallying of votes, no more than 5 scrutineers may be in the room, none of the scrutineers may be candidates themselves or members of their immediate family, and all scrutineers must be a Member of the Association. [SEP]
10. All newly elected Directors must sign the Board of Directors Commitment Letter and Confidentiality Agreement prepared by the Board of Directors.

[SEP]

(b) Termination of Directors

1. Article 28 sets out the circumstances under which a person ceases to be a Director. [SEP]
2. Article 28(f) allows the Bye-Laws to set further requirements of the Directors and extends the circumstances in which a Director may be terminated. By way of this Bye-Law, a Director must also abide by the following requirements, failure of which a Director may be terminated: [SEP]
 - a. A Director must attend at least 75% of all Board Meetings each School year.
 - b. After four unexcused absences, it is assumed that the Director does not wish to serve and must immediately resign from the Board of Directors. [SEP]
 - c. A Director must join, and actively participate in and contribute to, at least one Committee or Taskforce of the Board of Directors. [SEP]

- d. Directors are expected to attend Board Meetings prepared, having read the Board of Directors papers, previous meeting minutes and Committee reports. [L]
[SEP]
 - e. Directors are expected to contribute in a positive manner to the workings and deliberations of the Board of Directors, abide by their legal obligations in exercising reasonable care, skill and diligence, the fiduciary duties of acting in good faith and in the best interests of the School, avoiding conflicts of interest, and exercising their power for proper purpose and all other rules and regulations imposed upon them by law. [L]
[SEP]
 - f. Directors are expected to positively promote all decisions taken by the Board of Directors. [L]
[SEP]
 - g. Directors are expected to keep the deliberations of the Board of Directors confidential as set out in the Confidentiality Agreement. [L]
[SEP]
 - h. Directors are expected to be impartial and balanced with regard to their views and judgment with respect to all educational streams at the school. [L]
[SEP]
3. If a Director has breached any of the terms of the Board of Directors Commitment Letter, Confidentiality Agreement, or any terms of the Articles or any Bye-Laws, they will promptly meet with the Bureau to explain their actions. If the Bureau makes a determination (by majority) that termination of the Director is justified, the Bureau's recommendation will be brought to the Board of Directors at the next Board Meeting for a vote by way of secret ballot by all the Board Members. If more than a majority of the Board Members agree with the Bureau's recommendation and vote for the termination of the Director, the Director will be immediately terminated. [L]
[SEP]
4. A terminated Director must not reapply as a candidate for at least three School years. [L]
[SEP]

(c) Board Members Duties and Responsibilities

General Duties and Code of Conduct

- Provide governance to the organisation, represent it to the community and accept the ultimate legal authority for it
- As trust holders to their constituents, abide by the legal obligations of exercising reasonable care, skill and diligence, the fiduciary duties of acting in good faith and in the best interests of the School, and exercising their power for proper purpose and all other rules and regulations imposed by law
- Must avoid all conflicts of interest and immediately declare in writing to the Board any potential for such conflict
- Possess practitioner experience and subject-matter expertise relevant to the Board and its Committees
- Attend Board Meetings regularly and participate in at least one Board Committee
- Arrive prepared to all Board meetings, having read all supporting documents ahead of time and ready to make decisions in a time-efficient manner

- By signed and enforceable contract, abide to the strict confidentiality of all Board matters and discussions
- Positively promote the decisions and initiatives taken by the Board
- Act in accordance with the job description detailed below and help the Board maintain focus on fulfilling its responsibilities
- Maintain respectful and considerate decorum in all meetings with or at the school, providing each speaker every due respect and voice, free of any simultaneous side conversation, interruption or nuisance
- Unless specifically mandated by the Board through task, project or roadmap all members are to refrain from involvement in the daily management and operations of the school, limiting their time spent within the school to a minimum, and avoiding, by all means, all unreasonable engagement with management and staff

Scope of Responsibilities

All responsibilities below are exercised collectively (and only collectively) as a Board or delegated from time to time to specific Board Committees.

1. Planning Responsibilities:

- Approve the organisation's objectives and review management's performance in achieving those objectives
- Annually assess the environment and approve the organisation's strategy in relation to the environment
- Annually review and approve the organisation's strategic funding plans
- Review and approve the organisation's five year financial plans
- Annually review and approve the organisation's budget

2. Organisational Responsibilities:

- Elect, monitor, appraise, advise, support, reward and hire top management when necessary
- Bear a succession planning focus for all management positions
- Ensure the status of organisational health, strength and human capital planning is equal to or greater than the requirements of long term goals and objectives
- Approve appropriate compensation and benefit policies and practices
- Prepare Board member succession planning (election), filling vacancies as required
- Annually approve the performance review of the Executive Director's Organisation and deliver compensation plans based on recommendations of the HR Committee and Chair of the Board
- Approve appointments to Board Committees as proposed by the Board Chair - Committee appointments are open to all Board members
- Review the performance of the Board annually and take steps to improve its performance and efficacy

3. Operations Responsibilities

- Approve major actions of the organisation, such as capital expenditures and major program and service changes
- Evaluate and approve all major policy and strategy impacts for the school
- Approve all major strategic communications to the Community and with the assistance of the Executive Director Organisation, define all communications of the Board's resolutions promptly, professionally and effectively
- Review and evaluate the performance of all management at the School
- Maintain the financial health and vigour of the organisation at all times both current and long term

4. Audit Responsibilities

- Ensure the Board and its Committees are adequately and timely informed, through reports and other methods, of the condition of the organisation and its operations. Board Members have all reasonable access to all school information without limitation
- Verify that published reports properly reflect the operating results and financial condition of the organisation
- Ascertain that management has established appropriate policies to define and identify conflicts of interest throughout the organisation, and is diligently administering and enforcing those policies
- Appoint independent auditors
- Review compliance with relevant laws affecting the organisation

(d) Organisation and Frequency of Board Meetings – Provisions regarding who may attend Board Meetings are set out in Article 20(1). The Board of Directors meets every six to eight weeks during the School year.

(e) Language – All Board of Directors, Bureau and Committee Meetings must be held in English, unless all attendees at those meetings unanimously agree that that meeting should be held in French. Minutes of all meetings must be produced in English

Bureau

- (a) Composition of Bureau** - The composition of the Bureau is set out in Article 6(4). As stated in the Articles, the Bureau shall comprise the Chairman, Vice Chairman(s), Secretary and Treasurer of the School and the chairmen of all Committees. There must be a minimum of one member of the Bureau (not of French nationality) with one or more children solely in the International stream.
- (b) Appointment of Bureau Members** – As set out in Art.15 of the Articles, the Board may from time to time elect or appoint a Director to be Chair. The Chair is elected by the Board for one school year and can serve up to 6 years as per Articles. The Chair election is held as soon as the Chair position is vacant or, otherwise, at the last Board meeting of the

school year where all Board Members having served during the current school year are still present. In order to ensure continuity in the Board action, the Chair is chosen amongst the willing Board Members who were present during the current school year and who will continue to serve during the next school year. If no such Board Member can be found, the Board can elect a newly elected Director as soon as their office starts.

The Chairman may propose two Vice-Chairmen, a Secretary and a Treasurer for election by the Board. The Board of Directors shall determine the period for which the Bureau Members hold office and currently makes such appointments for one-year terms that can be renewed subsequently. The Chairman may appoint chairs for each of the Committees and working groups as they see fit, bearing in mind the skills which the director brings to the position, their experience with the committee, and the particular circumstances of such director.

(c) Organisation and Frequency of Bureau Meetings - The Bureau shall meet at such time and place, and with such frequency, as the Chairman shall decide.

(d) Duties of Bureau Members – The Bureau takes the lead in planning the Board of Directors’ agenda and initiates the hiring and firing, evaluation and compensation processes for the Executive Director and the head of the International Stream of the School, before going to a vote of the Board of Directors. The Bureau is a sounding board for the Chairman. The Bureau may discuss and debate issues to bring before the Board of Directors, or delegate to the Administration.

(e) Bureau Members Job Descriptions

Board Chair – The Chair is the senior volunteer leader of the school who sets the tone and direction for the Board, and presides at all meetings of the Board, the Bureau, and other meetings as required from time to time.

The Chair generally is an ex officio member of all Committees of the Board. The Chair leads and manages the Board, keeps the Board focused on the most strategic issues, implements Board policies, and ensures that appropriate Board policies are established and maintained.

Key Responsibilities:

1. Partners, together with the Bureau, with the Executive Director to ensure that the Board is addressing the most imperative strategic issues.
2. Leads the Board in establishing annual goals for its work.
3. Works with the Executive Director, Bureau, and Committee Chairs to develop the agendas for Board meetings, and presides at those meetings.
4. Leads the work of the Board towards efficient decision-making, ensuring adequate and timely information of all Board Members.
5. As per Art 3.1, 9 and 10 of the AoA the operations and affairs of the association are managed by the Board of Directors and all decisions are taken by a majority of Directors present at a Board meeting or a unanimity of Directors expressing their will in any other

form. In respect of this process, the Chair will, at all time, defer any decision-making to the whole Board.

6. Works with the Board, in accordance with the School's Articles of Association and Bye-Laws, to establish and maintain systems for the following:
 - Evaluating and compensating the Executive Director and International Stream Headmaster.
 - Ensuring the long-term financial health of the school.
 - Ensuring the school programmes and services remain in line with the mission.
 - Acquiring, maintaining and disposing of school property.
 - Maintaining proper risk management.
 - Ensuring that ethical and legal standards are met.
 - Overseeing the growth and development of the Board.
 - Ensuring adequate Board succession planning.

Vice Chair – The Vice Chair is a key partner with the Board Chair and the Executive Director in setting the strategic direction for the Board. He or she presides over Board activities in the Chair's absence, is a key liaison to committees, and leads special Board initiatives as agreed upon with the Chair.

Key Responsibilities:

1. Works with the Chair and Executive Director to develop the annual strategic agenda for the school.
2. Presides at meetings of the Board and the Bureau in the place of the Chair.
3. Serves as a member of standing committees as needed.
4. Assists the Chair in leading the process for evaluating and compensating the Executive Director.
5. When the School is in active strategic planning mode, chairs the committee or task force of the Board.

Board Secretary – The Board Secretary ensures that a legal record is kept of all Board proceedings, and that all required notices, as specified by the School's Articles of Association or Bye-Laws or by Hong Kong law, are given. The Board Secretary may delegate this task, and any or all key responsibilities below, to appropriately experienced individuals, but must continue to maintain oversight and responsibility.

Key Responsibilities:

1. Prepares and circulates the complete agenda to all Board members in advance of Board meetings, including, where applicable and available, reasonable or relevant background information on subjects to be discussed.
2. Prepares and circulates written minutes to Board members after Board meetings, and ensures that a record of all such minutes are kept by the School.

3. Ensures that all changes by the Articles and Bye-Laws are updated and recorded as required. [L] [SEP]
4. Ensures that all notices are given in accordance with the School's Articles of Association, Bye-Laws, or as may be required by law. [L] [SEP]
5. Prepares, and otherwise approves, summaries of Board meetings which are to be posted on the School's parent web-portal. The Board Secretary shall possess final veto rights, and absolute discretion, in regards to any content, or the decision whether any information and/or the nature, scope and extent of any such information, should be released or disclosed - having regard to the best interest of the School and its community, and confidentiality and sensitivity. [L] [SEP]

Board Treasurer – The Treasurer, jointly with the Chair, works in partnership with the Finance Director to ensure the short-and long-term fiscal health and welfare of the School. He or she also ensures that proper financial records are kept, that appropriate investment strategies are implemented, and that the annual operating budget of the School is developed and approved to support the strategic priorities of the School.

Key Responsibilities:

1. Works with the Finance Committee in the preparation of the annual operating budget. [L] [SEP]
2. Serves as the chair of the Finance Committee. [L] [SEP]
3. Ensures that accurate books and records of the School's financial condition are [L] [SEP] maintained. [L] [SEP]
4. Ensures that the School's assets are protected and invested according to policy. [L] [SEP]
5. Ensures that the School complies with statutory reporting requirements. [L] [SEP]
6. Ensures that comprehensive financial reports to the Board are prepared in a timely [L] [SEP] and accurate manner. [L] [SEP]
7. Ensures that the complete records of the School are available to the individual or individuals preparing the annual financial statements.

Committees and Taskforces

Pursuant to Article 6(1) of the Articles of Association, the Board of Directors may create committees and taskforces from time to time. The Committees and Taskforces provide much of the planning and tactical work for the Board of Directors, debate issues and bring recommendations to the Board of Directors for approval. All Board decisions are taken at the Board level, and there is no delegation of Board powers to the Committees. Members of Committees/Taskforces (hereafter referred to as 'Committees') do not possess the power to represent the Board without prior Board approval.

(a) Composition of Committees and Taskforces:

Committees and Taskforces may be comprised of (1) Directors of the Association, (2) Members,

and (3) invited guests, so long as (i) such persons have the relevant skills and understanding to sit on such committee, (ii) there is no conflict of interest, (iii) they do not use the position to gain any benefit, (iv) such persons are capable of handling the sensitivities which go along with the work of the committee or taskforce, and (v) such persons are willing to contribute positively and actively to the committee or taskforce. Each member of the committee or taskforce must first be approved by the Chair of the committee.

Every person wishing to sit on a committee or taskforce must first agree to and sign a Confidentiality Agreement, unless such person is a Director and has already signed a Board of Directors Commitment Letter and Confidentiality Agreement. All committee and taskforce members must abide by the Articles, all regulations under law and any rules imposed upon it by these Bye-Laws or otherwise by the Board of Directors. [SEPP]

(b) Organisation and Frequency of Committee and Taskforce Meetings – Committees and taskforces shall meet at such time and place as may be necessary to carry out the work of the committee or taskforce. The committee or taskforce may meet either in person or by telephone, or as often as may be necessary to carry out the work at hand as deemed necessary by the Chair of the committee or taskforce.

(c) Committee and Taskforce Roles

- Yearly Committee Roadmaps are presented to the Board for approval at the commencement of each school year. They may be modified from time to time during the school year, however, in all instances require Board approval for any modification.
- Committee members vote on recommendations to be presented to the Board for approval.
- The Committees will lead and organise themselves towards fulfilling the objectives of their respective Roadmaps together with the help of the Executive Director and/or Deputy ED (hereafter collectively referred to as 'ED'), or relevant Director or ED-appointed contact person/s (if below Director level).
- The manner in which Committees engage with and are assisted by the ED and school staff should be limited to matters expressly and solely related to their respective roadmap. The Committees may rightfully expect and be granted all relevant information and reports for the achievement of their Roadmap objectives. They explore and propose various alternatives and/or recommendations, and organise the required meetings of the Board in order to facilitate the Board's decision process on the recommendations and findings agreed upon by each Committee.
- Committees commit to professionalism in all their dealings with the school, and work to mutualise trust and all due respect, and cooperation between the ED and the Board.
- Committees must refrain from involvement in the daily management and operations of the school, as well as limit their time spent within the school to a minimum unless for work expressly related to their Committee or Roadmaps.
- Committees are not permitted to engage in any sole decisions committing or engaging the school with any external service providers which would otherwise fall within the ED's delegation limits, unless otherwise expressly authorised by the Board and/or ED to do so.

- Where relevant external services and/or products are required for amounts above the ED's delegation limits including any tender process or engagement, Committees must work in concert with the ED and in accordance with the school's procurement policy (including type, cost and scope of engagement), always having regard for any conflicts of interest and good faith considerations.

(d) **Chair of a Committee and Taskforce** – Each committee will have a chair, who ideally has been a committee member for at least two years, and who will be elected by the Chairman of the Board of Directors. Each taskforce shall also have a chair appointed by the Chairman of the Board of Directors.

Committee Chairs

General Responsibilities:

1. Set the agenda for and preside over Committee meetings.
2. Record recommendations made by the Committee.
3. If unsuccessful in garnering majority in a Committee vote, the Chair can decide to present any such proposals to the Board, however all "No" votes will be highlighted as such, when presented to the Board.
4. Report the Committee's activities and recommendations to the Bureau and the full Board.
5. Oversee succession planning for the Committee, in conjunction with the Board Chair.
6. Delegate responsibilities to the other Committee members and encourage their full participation.
7. Evaluate the work of the Committee with other Committee officers and the Board Chair.

Taskforce Chairs

General Responsibilities:

1. Set agenda for and preside over taskforce meetings. [L] [SEP]
2. Work in partnership with the Board Chair to ensure that taskforce agendas are in sync [L] [SEP] with the strategic goals of the Board. [L] [SEP]
3. Record decisions and recommendations made by the taskforce. [L] [SEP]
4. Report the taskforce's activities and recommendations to the full Board. [L] [SEP]
5. Delegate responsibilities to the other taskforce members and encourage their full [L] [SEP] participation. [L] [SEP]
6. Evaluate the work of the taskforce with other taskforce officers and the Board Chair. [L] [SEP]

Executive Director

In accordance with the directions and objectives set by the Board and under its control and leadership, the Executive Director (ED) manages all non-pedagogical aspects of the school and is responsible for the effective daily operation of the School.

As such, their responsibilities include:

- Keeping abreast of the School environment and its evolution in Hong Kong
- Providing critical thought leadership and recommendations on any adaptations required to position the School for long term success; design plans aimed at promoting School reputation and delivering sustainable financial health
- Promoting effective and efficient operations of all non-pedagogical school departments
- Coordinating efforts with the Headmasters of the French and International Streams to achieve alignment of educational strategy & operations with the School vision, mission and positioning
- Leading, managing and driving the School organisation by providing leadership, nurturing a transparent, consultative, interdependent and merit-based working culture to enable, empower and motivate the team towards achievement of School objectives
- Representing the School and liaising with all relevant statutory bodies, including but not limited to, government or third party stakeholders such as the Education Bureau, Lands Department, Building Department, Fire Services etc
- Overseeing all recruitment and development of all non-teaching staff, both paid or voluntary. The ED may suggest any additions or changes to key management positions (direct reports), and lead the recruitment process in tandem with the relevant Committee Head towards the Board's final approval of all key management hires
- Ensuring that the School operates within approved budget guidelines, and alerting the Board if any material deviation is expected
- Ensuring that the School is in compliance with all applicable laws and regulations, and that School assets are safeguarded at all times
- Identifying possible risks faced by the School and offering mitigating options
- Supporting the Board and its committees in their decision-making processes and whether self-initiated or at request, ensuring the Board is kept fully and timely informed on the condition of the School and all factors affecting it.

Members

Pursuant to Article 37, membership shall be open to all persons over the age of 21 years and any body of persons, whether incorporated or not, who shall hold debentures on such terms and conditions as the Board of Directors may from time to time determine. The application form for the person's debenture shall act as the application for membership.

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General Meetings

Organisation and Frequency of General Meetings

1. Article 39 and the Companies Ordinance provides that the Association must hold a general meeting as its annual general meeting once each financial year. [L]
[SEP]
2. The Association shall hold such meeting in the Spring to approve the financial accounts of the Association, approve the budget and proposed expenditure for the current financial year and hold elections for the appointment of directors. [L]
[SEP]
3. Article 40 sets out the notice required for general meetings. [L]
[SEP]
4. Article 44 sets out the quorum for general meetings. [L]
[SEP]
5. Article 47 sets out the rules relating to adjournment of general meetings. If, however, adverse [L]
[SEP] weather conditions such as a black rain storm warning or a typhoon signal number 8 or higher make it unsafe for Members to attend a general meeting, the Chairman may postpone the general meeting to a date and time to be determined by the Board of Directors. The rules set out in Article 47(7) and 47(8) will then apply.
6. Articles 48-52 set out the rules on voting at general meetings. [L]
[SEP]
7. Articles 53-57 set out the rules relating to proxies. No Member of the Association, including the Chairman, shall be entitled to vote as proxy for more than **five** Members. All Proxy forms shall clearly state the name of the proxy to whom it is given and be delivered to the designated school administrative staff in the way and as per the deadline set-out in the notice of the General Meeting.
8. All meetings, including the annual general meeting and any extraordinary general meeting, must be held and presented in English, but if a presenter must speak in French a translation shall be contemporaneously given in English. [L]
[SEP]

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