BYLAWS OF PARENTS’ ASSOCIATION OF
THE INTERNATIONAL SCHOOL OF HELSINKI

(Translation)

REGISTERED

7 October 2010

The Association

1 The name of the Association is Helsingin kansainvälinen koulun vanhempainyhdistys (unofficially in English the Parents’ Association of the International School of Helsinki), and its domicile is the City of Helsinki (the “Association”).

2 The purpose of the Association is to maintain and own the International School of Helsinki (the “School”) which is an educational institution in Helsinki. The purpose of the Association is also to promote cooperation between the School and the parents. The School operates within the organising permission given by, and the conditions set by, the Ministry of Education.

3 The School offers an international education for students aged 4 onwards in levels K1 to 12. The primary medium of instruction in the School is English with the curriculum framework of the School drawn from the International Baccalaureate Organization programmes - Primary Years Programme, Middle Years Programme and the Diploma Programme - and the School will seek continual authorisation from the International Baccalaureate Organization and continual accreditation from the Council of International Schools and the New England Association of Schools and Colleges (or their respective successor organizations). The Association arranges meetings, parents’ meetings, discussions and briefings and also acts in other corresponding ways in order to further its purpose.

4 The Association shall raise funds by collecting annual membership fees, registration and tuition fees, by accepting donations, by organizing raffles or bazaars, or by any other comparable fund-raising activities in accordance with section 5 of the Associations Act.

Membership

5.1 The members of the Association are either individual members (“Individual Members”) or associate members (“Associate Members”). Associate Members, together with Individual Members, are referred to herein as the “Members.”

5.2 One parent or guardian of a child (and his/her siblings) attending the School may become an Individual Member of the Association, subject to the approval of the Board of Governors (the “Board”).

5.3 Any natural or legal person who wishes to support the activities of the School (including any parent or guardian of any child attending the School who is not, or is not eligible to be, an Individual Member), may, subject to the approval of the Board, become an Associate Member of the Association.
6.1 The approval of membership by the Board shall be granted provided (a) the applicant has submitted a duly completed membership form (in such form as specified by the Board), (b) the applicant is a parent or guardian of a child attending the School and (c) with respect to an application for Individual Membership, no other parent or guardian of the same child (or any sibling of the same child) is an Individual Member of the Association.

6.2 The approval of membership of a person other than a parent or guardian of a child attending the School shall be at the sole and absolute discretion of the Board.

6.3 The Board shall consider and/or approve a membership application at the next Open Board Meeting (defined in Bylaw 33.1 below) after receipt of such application, provided further that the Board shall hold a Board Meeting within the week immediately prior to any General Meeting to consider and/or approve any outstanding membership applications.

7.1 The board may by majority decision terminate the membership of a Member when he or she ceases to have a child attending the School

7.2 The Board may, by a majority decision, expel any Member who has not paid the membership fee (if any) within sixty (60) days after the due date.

7.3 The Association may, by an ordinary resolution of the Members, expel a Member who by his action within or outside the Association has substantially damaged the Association. The procedure for the expulsion of a Member shall be in accordance with the Associations Act.

8 The amount and method of payment of Members’ annual membership fees shall be determined by the Board separately for each Member group.

General Meetings of the Association

9.1 All meetings of the Association (“General Meetings”) must be held on a Student Instructional Day and shall take place in a location and on a date determined by the Board.

9.2 For the purposes of these Bylaws, a “Student Instructional Day” means a day on which students in all grades/levels are in regular attendance for classes, and a “Student Instructional Week” shall be any week in which there is at least one Student Instructional Day.

10 Each Individual Member shall have one vote. An Associate Member shall have no voting rights.

11 At a General Meeting, an Individual Member of the Association may be represented by any person above 18 years of age who shall present a written proxy (in such form specified by the Board) on or prior to the General Meeting. No person may represent more than five (5) Individual Members by proxy.

12 The notice convening a General Meeting shall be sent by mail to all Members no later than fourteen (14) days before the General Meeting to such address notified by each Member to the Association. Notice of a General Meeting will
not be required to be given to persons who become Members within 14 days prior to a General Meeting.

13 No resolutions may be passed at any General Meeting unless a quorum is present when the General Meeting proceeds to business. The quorum for a General Meeting shall be at least ten (10) persons present entitled to vote and representing not less than one-tenth (1/10) of all the Individual Members. If within half an hour from the time appointed for the holding of a General Meeting, a quorum is not present, the meeting shall stand adjourned to the date falling two (2) weeks thereafter (or if such day is not a Student Instructional Day, then on the next Student Instructional Day), at the same time and place, and at such adjourned meeting, the Individual Members present (in person or by proxy) shall form a quorum.

14.1 At any General Meeting, a resolution put to the vote of the General Meeting shall be decided on a show of hands unless a poll is, prior to or upon the declaration of the results of the show of hands being announced, demanded by the chairman of the General Meeting or at least one-tenth (1/10) of the persons present and entitled to vote.

14.2 Notwithstanding any provision in Bylaw 14.1, the election or removal of a Governor and/or expulsion of a Member shall be conducted by poll and the vote shall be taken by way of a ballot. No demand for a poll is necessary.

15 In the event of a tie vote, the Association may postpone the matter to be decided at the next General Meeting. In the event of a tie vote again the chairman of the General Meeting shall have the casting vote. In the case of a tie vote in an election, further vote(s) in respect of the tied candidates will be conducted to determine the outcome of the election. In the event of a tie vote again, the decision shall be made by drawing lots.

Annual General Meetings of the Association

16.1 The Association shall have two Annual General Meetings, an Annual Spring General Meeting (“ASGM”) held between April and June and an Annual Autumn General Meeting (“AAGM”) held between September and October.

16.2 The following issues shall be dealt with at the ASGM:

1. Selection of a chairman of the meeting, a secretary, and scrutinizers of the minutes;
2. Confirmation of the legality of the meeting;
3. A resolution concerning the remuneration of the members of the Board;
4. Election of members to the Board;
5. Appointment of one or two (1-2) ordinary auditors and one or two (1-2) deputy auditors for the auditing of the accounts and the administration of the following financial year;
6. Confirmation of the budget for the following financial year;
7. Other issues mentioned in the notice convening the meeting.
16.3 The following issues shall be dealt with at the AAGM:

1. Selection of a chairman of the meeting, a secretary, and scrutinizers of the minutes;
2. Confirmation of the legality of the meeting;
3. Presentation of the annual report of the Association, the accounts, and the auditors’ report as well as confirmation of the annual accounts;
4. A resolution granting freedom of responsibility for the Board and others accountable for the previous financial year;
5. Other issues mentioned in the notice convening the meeting.

Extraordinary General Meetings of the Association

17.1 An extraordinary General Meeting shall be held when a previous General Meeting has so decided, or when the Board considers it necessary, or when at least one-tenth (1/10) of the Members of the Association entitled to vote make a written request to the Board for a General Meeting for a specified purpose.

17.2 The Board must convene a General Meeting within 6 Student Instructional Weeks from the date of receipt of a written request by not less than one-tenth (1/10) of the Members of the Association entitled to vote. Provided that if the notice is received less than 6 Student Instructional Weeks prior to the graduation date (as set out in the School’s calendar) and the General Meeting is not held before the graduation date, then the General Meeting must be held within 6 Student Instructional Weeks of the first Student Instructional Day of the next academic school year.

Board of Governors

18.1 The governing body of the Association shall be, and the activities of the Association shall be managed by, the Board consisting of seven (7) to nine (9) members (“Governors”), of whom at least five (5) shall be both Members and parents or guardians of students attending the School.

18.2 An employee of the School, or an Immediate Family Member of an employee of the School or of another Governor, may not be a Governor.

For the purposes of these Bylaws, an “Immediate Family Member” of any person shall refer to such person’s spouse/domestic partner, sibling, parent and/or child and an “employee” shall refer to a person who is on the School’s payroll and receives payment from the School in his/her capacity as an employee of the School and shall for the avoidance of doubt, exclude any person who teaches at the School on an ad hoc basis as a substitute teacher.

19 The Board shall call an Extraordinary General Meeting to elect new Governors in case the number of the Governors has dropped below seven (7) due to resignation or removal from the position within six (6) Student Instructional Weeks from the date of resignation or removal of the relevant Governor. Provided that if such event occurs less than 6 Student Instructional Weeks prior to the graduation date and the General Meeting is not held
before the graduation date, then the General Meeting must be held within 6 Student Instructional Weeks of the first Student Instructional Day of the next academic school year.

**Election/Appointment of Governors**

20.1 Governors shall be elected by the Individual Members in a General Meeting by written ballot.

20.2 A nomination for election to the Board shall be supported by two Individual Members and shall be submitted on such form as may be prescribed by the Board or the election committee (if any).

20.3 In the event the number of nominees is less than or equal to the number of Board vacancies, then an affirmative vote for each nominee will be taken, and a nominee will be elected to the Board if and only if he/she obtains affirmative votes of at least a majority of all votes cast.

20.4 Further provisions may be laid down in voting and election regulations adopted by the Association’s General Meeting.

**Term of Office of Governors**

21 The term of office of a Governor elected at an ASGM shall be two years, and shall begin on 1st August following the applicable ASGM and end on 31st July falling two (2) years thereafter.

22 The term of office of a Governor elected at a meeting other than an ASGM shall begin immediately following his/her election and shall end on the 31st July immediately prior to the 2nd anniversary of such Governor’s election.

23 A person may be a Governor for a maximum of 3 consecutive terms (including partial terms). Such person may stand for election after a break of one calendar year.

**Removal of a Governor**

24 A Governor may be removed from his/her position during his/her term of office by a majority vote of the Individual Members in a General Meeting.

25 The Board shall inform the Members if, in the sole determination of the Board, any Governor is acting, or has acted, wilfully in a manner detrimental to the Board, School or Association.

In order for the Board to carry a resolution as referred to above, the affirmative vote of a majority of all other Governors (and not only of the Governors present at the Board Meeting) shall be required.

**Chairman and Vice Chairman of the Board**

26 The Governors appoint from among themselves a chairman of the Board (the “Chairman”) and a vice chairman of the Board (the “Vice Chairman”).
Powers and Duties of the Board of Governors

27 In general, the Board shall have the right to exercise such authority and powers and perform such acts and things as may lawfully be exercised or performed by the Association and which are not by any applicable law or these Bylaws required to be performed by the Association in General Meeting.

28 The major responsibilities of the Board shall include (but are not limited to):

(a) establishing, evaluating and reviewing the School’s mission and strategic direction;
(b) delegating appropriate authority to the Head of School, or such other person designated by the Board, for the day to day management, operation and administration of the School and implementation of policies;
(c) the selection, appointment (including, if necessary, removal and/or suspension) and evaluation of, the Head of School;
(d) fiscal understanding and oversight of the School, review and approval of the annual budget, approval of the annual financial statements;
(e) providing oversight for the maintenance, management and adequacy of the School facilities, equipment and buildings;
(f) being the final arbiter where disputes within the School cannot be resolved in any other way; i.e. to act as the final appeals body.

29 For the avoidance of doubt, unless expressly provided otherwise in these Bylaws or as authorised by a resolution of the Board, a Governor, acting individually, shall have no authority to act on behalf of, represent or bind the Association.

30 A Governor may not be allowed to provide any services to the School or Association in any capacity (except for services in the capacity of a Governor) for which he/she receives remuneration (for example, as a substitute teacher).

Meetings of the Board

31.1 The Governors shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

31.2 A Governor may attend a Board Meeting in person or by Conference (being telephone or video conference or other means of communication where all Governors attending such meeting can hear and be heard by each other Governor attending the meeting) as long as all Governors have been given an opportunity to attend such a meeting, but may not appoint any other person (including any other Governor) as his/her proxy to attend or vote at a Board Meeting.

32.1 The Governors shall hold Board Meetings (“Executive Meetings”) to consider personnel matters, contracts or other matters under negotiation, litigation or potential litigation, purchase or sale of property or such other matters deemed
as sensitive matters as determined by a majority of the Board present and voting at any Board Meeting (“Executive Matters”).

32.2 Resolutions of the Board may be passed in writing (including by email) with respect to Executive Matters, if all of the Governors consent to doing so.

33.1 All other Board Meetings shall be deemed to be “Open Board Meetings”.

33.2 Members may attend Open Board Meetings as observers, provided that (i) the Chairman, (ii) the chairman of the meeting or (iii) the Board by majority vote of the Governors present, may exclude any Member whose presence is disruptive.

33.3 Members may, during school office hours on Student Instructional Days, inspect the minutes of Open Board Meetings which have been approved by the Board.

34 In these Bylaws, “Board Meetings” shall refer to Executive Meetings and Open Board Meetings, unless otherwise specified.

**Notices of Board Meetings**

35 A Board Meeting shall be called (a) by the Chairman or (b) by at least four (4) Governors by notice served upon all the Governors by post, email or such other similar electronic means as may be agreed by the Board.

36.1 Not less than two (2) weeks notice shall be given for Open Board Meetings.

36.2 Not less than five working days (being weekdays which are not public holidays in Finland) notice shall be given for Executive Meetings. Notwithstanding the foregoing, the Governors may unanimously waive in writing (including by email) the notice of Executive Meetings and hold the meeting with a shorter notice period.

**Proceedings of Board Meetings**

37 The Chairman, and in his/her absence, the Vice Chairman shall preside at all Board Meetings. If the Chairman and Vice Chairman are not present at, or are unable to chair, a Board Meeting, the Governors shall choose one of their number to be chairman of that Board Meeting.

38 A Board Meeting will form a quorum if at least five (5) Governors are present in person or by Conference.

39 Unless specifically provided otherwise in these Bylaws, decisions are made by a simple majority of votes.

40.1 A Governor shall declare any conflicts of interest in accordance with section 37 of the Associations Act in any matter tabled at, discussed or considered at any Board Meeting or in respect of any proposed Board resolution (“Conflict of Interest”). For the purposes of this Bylaw, it shall be sufficient if such Governor informs the Chairman or the Board at or prior to the first Board Meeting at which such matter is discussed/considered. The Chairman shall declare the exclusion.
40.2 For the avoidance of doubt, a Governor is not deemed to have a Conflict of Interest in any resolution relating to or involving the determination of registration or tuition fees or other fees payable to the School solely by virtue of the fact that he/she has a fee paying child attending the School.

40.3 A Governor shall not be entitled to vote on any resolution in which he/she has a Conflict of Interest and if he/she does so vote, his/her vote shall not be counted.

Other Matters

41 The name of the Association shall be signed by the Chairman or by the Vice Chairman, or by an officer authorized by the Board, each individually.

42 The financial period of the Association begins on August 1st and ends on the following July 31st. The accounts of the Association, including the receipts and the documents relating to the administration of the Association, shall be given to the auditors within 45 days of the close of the financial year.

43 The auditors shall give their report to the Board within eighty (80) days of the close of the financial year, however not later than two weeks before the AAGM.

44 The Association shall maintain operational and reserve funds as determined by the Board. The Board shall determine the rules and the minimum amount of the funds and if needed, the maximum amounts.

45 A resolution to amend the Bylaws of the Association requires a majority of at least two-thirds (2/3) of all votes cast at the General Meeting. The notice of such General Meeting sent to Members shall set out the proposed amendments to the Bylaws.

46 A resolution to dissolve the Association must be considered at two General Meetings, held with at least one month’s interval, and requires a majority of at least three-fourths (3/4) or all the votes cast at each General Meeting.

47 In the event that the Association is dissolved, its assets shall be used to promote the teaching of English in Helsinki in the manner decided by the General Meeting.

48 In other matters, the valid regulations of the Association Act shall be applied to the activities of the Association.

49 All membership rights accrued prior to the adoption of these revised bylaws shall be retained.