



# AISA ARTICLES OF ASSOCIATION



## Contents

ARTICLE I: NAME, DEFINITION, MISSION, PHILOSOPHY.....	3
SECTION I    Name.....	3
SECTION II    Definition .....	3
SECTION III    Mission.....	3
SECTION IV    AISA Members Believe .....	3
ARTICLE II: OBJECTIVES .....	3
ARTICLE III: STATEMENT OF NON-POLITICAL AND NON-SECTARIAN CHARACTER .....	4
SECTION I    Not for Profit.....	4
SECTION II    Non-political and Non-sectarian .....	4
SECTION III    Nonpartisan .....	4
ARTICLE IV: MEMBERSHIP .....	4
SECTION I    Coverage .....	4
SECTION II    Term.....	4
SECTION III    Termination and Suspension .....	4
SECTION IV    Categorization .....	4
ARTICLE V: BOARD OF DIRECTORS NOMINATIONS, ELECTIONS & APPOINTMENT .....	4
SECTION I    Elected Board Members .....	5
SECTION II    Appointed Board Member .....	5
ARTICLE VI: OFFICERS AND BOARD OF DIRECTORS.....	5
SECTION I    Composition.....	5
SECTION II    Eligibility.....	5
SECTION III    Elections and Term of Office.....	5
SECTION IV    The Duties of the Officers.....	5
SECTION V    Executive Director .....	6
ARTICLE VII: LIABILITIES OF MEMBERS.....	6
ARTICLE VIII: DISSOLUTION OR LIQUIDATION.....	6
ARTICLE IX: AMENDMENTS .....	7
SECTION I    Voting Procedure .....	7
SECTION II    Limitations .....	7
SECTION III    Notification of Proposed Amendments.....	7
SECTION IV    Notice of Amendments.....	7
ARTICLE X: NON-PROFIT STATUS .....	7
SECTION I    Purpose .....	7
SECTION II    501(c)(3) Limitations.....	7

## **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 transforming student learning by leading and supporting professional growth, good governance, strategic thinking, and the wellbeing of the entire AISA community of schools.. (11/20)

### **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 be formed using a hybrid model with elected and appointed members. The AISA Board will comprise nine (9) members, at least five (5) of whom are elected by the highest vote of the full school members who voted during the election period. Up to four (4) of the remaining members will be appointed by the Board. (2/23).

## **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.. (11/20)

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 a 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 nine (9) members. The Board will be formed, through Board processes, to maintain a minimum of five (5) elected members and a maximum of four (4) appointed members. (2/23)
- ii) Following the election and appointment process, the Board will appoint members to serve in executive roles of Chair, Vice-Chair, Recording Secretary and Treasurer. (2/23)

### **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) Appointed members may be any individual from an AISA member or non-member organisation representative of AISA's diverse membership, and with particular expertise the Board deems supportive of the Mission of the organisation. (2/23)

### **SECTION III Elections and Term of Office**

- i) Members of the Board of Directors shall be elected for a term of three years commencing on the day of their election. (2/23)
- ii) Vacancies that may arise unexpectedly before the expiration of an elected or appointed term of office will be filled through appointment by the Chair, with the advice and 2/3rds 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. (2/23)

**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)



<b>Adopted:</b>	<b>November 4, 1983</b>		
<b>Revised:</b>	October 29, 1985	April 28, 2001	May 1, 2011
	October 20, 1989	October 16, 2001	April 20, 2012
	October 15, 1990	April 26, 2002	October 18, 2012
	October 23, 1991	May 2, 2003	March 5, 2015
	October 28, 1993	October 1, 2003	September 22, 2018
	April 30, 1999	April 21, 2004	December 15, 2018
	April 28, 2000	October 13, 2006	November 4, 2020
			February 15, 2023