

FRENCH INTERNATIONAL SCHOOL 'VICTOR SEGALEN' ASSOCIATION LIMITED

BY-LAWS

EFFECTIVE FROM 15 May 2023

Pursuant to Article 3(2) of the Articles of Association ("**Articles**") as adopted by the Members of the Association on 11 May 2022, these by-laws ("**By-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 By-Laws and the Articles, the Articles take precedence.

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

All capitalized words should bear the definition set out in the Articles, unless defined within the By-Laws.

Whenever in these By-Laws, words are used in the masculine, feminine or neuter gender, they shall be read and construed as in the masculine, feminine or neuter gender, whenever they should so apply.

Definitions

“Action Plans”	means the plans elaborated by the Head of School to implement the LTSP
“Immediate Family Member”	means a person who is related to the person by blood, marriage, adoption or affinity
“Independent Director”	means a natural person who is neither a parent or guardian of a child enrolled or to be enrolled in the school but was issued a debenture by the Board based on their specific skills or expertise and was subsequently elected in a General Meeting as an Individual Director
“LTSP”	means the Long Term Strategic Plan of the School
“Partner”	means in relation to a person, another person or persons with whom they usually reside together in the same manner as a spouse
“Spouse”	means a person’s legally registered husband or wife, whether in Hong Kong or elsewhere

1. INTRODUCTION

1.1. Objects of the Association

The Objects of the Association as specified in the Articles, are as below:

- (a) For the advancement of education, to establish and maintain a non-profit-making school, French International School “Victor Segalen” or schools (hereinafter called the “**School**”).
- (b) (i) As regards to the French stream, to provide for the children of the Individual Members, or for those children attending the School and covered by a corporate debenture, a school syllabus corresponding to the syllabus fixed by the French Ministry for Education and to give opportunities to the children in the French stream to acquire a solid foundation in the English language.

(ii) As regards to the International stream, to provide for the children of the Individual Members, or for those children attending the School and covered by a corporate debenture, the most rigorous primary and secondary educational programme in the English language, the goal of which is academic, individual and collective excellence, and to give opportunities to the children in the International stream to acquire a solid foundation in the French language.

- (c) To manage the financial and business operations of the School, to handle and direct the assets, assume the liabilities and otherwise control the finances of the School on behalf of the Members.
- (d) (i) To serve in an advisory capacity for the educational operations of the School.
(ii) To manage and perform wholly or partially the educational operations of the School.
- (e) To do all such other lawful things as are incidental or conducive to the attainment of the above Objects.

1.2. Board of Directors: Statement of Roles & Responsibilities

The Board ensures that the School develops and implements an ambitious vision for its student body; it aims at promoting the School's long-term success and financial stability; it offers general oversight over the management and controls that the School operates effectively. Also, the Board ensures that the Objects of the Association are being observed.

1.3. Board of Directors: Delegation of Authority to Management

As per Article 3, all corporate authority resides in the Board of Directors as the representative of the Members of the Association.

However, in accordance with the Board Statement of Roles and Responsibilities above, the Board delegates authority to the Head of School to manage the School and to pursue its mission, with the exception of the areas listed in section 2.2.2 (Main Duties) which remain the sole responsibility of the Board.

By default, and unless explicitly mentioned in a Board resolution, all decisions not pertaining to the areas listed in section 2.2.2 are taken by the Head of School or their delegates.

2. BOARD OF DIRECTORS

2.1. Board Director Candidates

2.1.1. **Election Process**

- 2.1.1.1. Pursuant to Article 25, there are two ways in which candidates may be elected to the Board of Directors:

- (a) by ordinary resolution in accordance with the procedures set out in Article 26 in the case of an Individual Director and Article 27 in the case of a Corporate Director; or
- (b) by a decision of the majority of the Directors.

For the avoidance of doubt, the election of Individual Directors by ordinary resolution may only be done at an Annual General Meeting (“**AGM**”), as provided for in Article 26, and the election of Corporate Directors by ordinary resolution may be done either at an AGM or at a Separate Meeting, as provided for in Article 27.

2.1.1.2. Pursuant to Article 25(4), appointment by a majority of Directors may only be used to fill a vacancy on the Board of Directors or the appointment of a Director as an addition to the existing Directors if the total number of Directors does not exceed the number fixed in accordance with the Articles. Such co-opted Director must stand for re-election at the next AGM following the Director’s appointment if they wish to continue serving as a Director and obtain a new mandate of 3 years. A co-opted Director must satisfy all requirements for candidacy as set out in the Articles in respect of the category (Individual, Independent or Corporate) of the Director being replaced. For example a Corporate Director should only be replaced by a co-opted Director who satisfies the candidacy requirements for Corporate Directors.

2.1.1.3. 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) an Individual Member of the Association;
- (b) a parent, or a guardian, of a child covered for the time being by a corporate debenture and currently enrolled in the School;
- (c) in the case of a Corporate Director, an employee or officer of a Corporate Member.

2.1.1.4. No candidate and/or the candidate’s Spouse, Partner or Immediate Family Member may be an employee of the School or otherwise be engaged by the School in a position similar to that of an employee, except that in the case of a Spouse, Partner or immediate Family Member the Board may make an exception; and for the sake of good governance any person so employed or engaged should wait one year from the time that they no longer are an employee or their engagement has ended before putting themselves forward as a candidate for the Board of Directors. For the avoidance of doubt, references to a candidate in this By-Law 2.1.1.4. shall include a Director.

2.1.1.5. When helping to identify candidates, the Governance Committee shall emphasize diversity within the overall objective of having a Board that represents the FIS community as a whole. Diversity may include, but is not limited to: diversity of gender, nationality, cultural and socio-economic background, choice of stream, skillset and professional experience.

- 2.1.1.6. All candidates, regardless of whether they are seeking a mandate as an Individual or Corporate Director, must have an interview with such members of the Governance Committee nominated by its Chair, in order to provide the Governance Committee 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 Chair of the Governance Committee will report to the Board of Directors on the results of all interviews.
- 2.1.1.7. When determining the suitability of candidates for the Board of Directors, the following attributes will be taken into account:
- (a) Relevant professional skills needed by the Board of Directors;
 - (b) Experience on other boards, especially strategic boards;
 - (c) Time spent as guest of a Committee or taskforce of the Board of Directors; and
 - (d) In the case of candidates holding individual debentures or being parents or guardians of a child covered by a corporate debenture, having a child in the School for at least one completed academic year prior to the beginning of their mandates.
- 2.1.1.8. No less than 2 days prior to the date set for the AGM or the Separate Meeting (where applicable), the Board of Directors may announce on the online platform selected by the School or by email, those nominated candidates that the Board recommends for election with reasons for its recommendation. Those nominated candidates who have not been recommended may still be eligible for election. The Board Chair may, at the AGM or the Separate Meeting (where applicable), present the recommendations of the Board of Directors, and the reasons for each recommendation. Alternatively, the Board may advertise the type of candidate profiles and competences that it considers as needed by the Board to complement current Directors' expertise and experience.
- 2.1.1.9. The candidates may also submit a CV, a video clip and a motivation statement in which they should introduce themselves and why they are running for election. If any, these documents should be uploaded onto any online platform chosen by the School not less than three (3) days prior to the AGM or the Separate Meeting (where applicable) so that Members are able to get more information on the candidates.
- 2.1.1.10. At the AGM or the Separate Meeting (where applicable) voting for nominated candidates may be done on a show of hands if the election is not contested, otherwise voting will be done by secret ballot. Voting may also be performed electronically. In this case, the voting process shall be reviewed by the independent third-party providing the electronic voting platform, who shall produce a report for the Association confirming whether or not the voting was carried out properly.

2.1.2. Individual Directors

- 2.1.2.1. Pursuant to Article 26(1)(a), a candidate must obtain nominations from two (2) Members of the Association and submit such nominations to the registered office of the Association no

less than seven (7) days prior to the date set for the AGM. However, in order to ensure that the candidate has time to comply with the interview requirement set out in section 2.1.1.6 above, it is recommended that a candidate submit his nomination to the registered office of the Association two (2) months prior to the date of the AGM, or as soon as notice of the AGM is received by Members.

2.1.3. Independent Directors

2.1.3.1. Pursuant to Article 23(a), the Board of Directors may make such rules as to the issue, price, allocation and redemption of debentures granted by the Association. For the avoidance of doubt, and subject to sections 2.1.3.2, 2.1.3.3 and 2.1.3.4 below, the Board of Directors may from time to time issue Independent Director debentures free of charge to individuals being natural persons residing for the time being in Hong Kong, who do not currently have a child enrolled at the School, and whom the Board of Directors consider to be suitable candidates for election as Individual Directors.

2.1.3.2. Such Independent Director debentures do not carry any voting rights at general meetings, cannot be allocated for the schooling of a child, and shall be automatically revoked:

- (a) if the candidate fails to be elected as a Director; or
- (b) immediately upon termination or expiry of the holder's mandate as a Director for any reason.

2.1.3.3. The Governance Committee shall prepare a list of suitable candidates to whom the Board may offer Independent Director debentures based on a rigorous selection mechanism to be decided by the Governance Committee and approved by the Board of Directors. Such selection mechanism will assess the suitability of candidates by taking into account, without limitation, their job experience, skills, and prior experience as directors of other corporate bodies.

2.1.3.4. There may not be more than two elected Directors holding Independent Director debentures who are not parents of a child currently enrolled in the School. To achieve this, the Board shall not issue more than two Independent Director debentures at any one time, unless all the following conditions are met:

- (a) the existing Directors holding Independent Director debentures, or any one of them (if any), are due to retire in the month of August following the next AGM;
- (b) the Director(s) in question are not standing for re-election;
- (c) the purpose of issuing additional Independent Director debentures is solely to find candidates to replace these outgoing Director(s), not to increase the number of Directors holding Independent Directorship beyond the permitted maximum under this section 2.1.3.4; and
- (d) the number of new Independent Director debentures issued is not more than the

number of Directors holding Independent Director debentures who are due to retire and are not standing for re-election at the next AGM.

2.1.4. Corporate Directors

- 2.1.4.1. Pursuant to Article 27(1)(a), Corporate Directors must be employees or officers of Corporate Members. Each Corporate Member may only nominate a single candidate.
- 2.1.4.2. The Governance Committee shall arrange prior to each AGM or Separate Meeting one or more informal meetings for Corporate Members, for the purpose of providing information about and discussing the upcoming election of Corporate Directors, and at which attending Corporate Members may present their proposed candidates and give and receive feedback from other Corporate Members and from members of the Board. The aim of such meeting(s) shall be to ensure a smooth and mutually beneficial election, and to ensure as far as possible the sourcing of candidates that meet the needs of the Board. For the avoidance of doubt, nothing done or said at such meetings will prevent a Corporate Member from nominating a candidate of its choice for election, provided all relevant requirements in the Articles are met.
- 2.1.4.3. The Governance Committee shall, before reaching out to Corporate Members for candidacies, discuss with the full Board the needs of the Board in terms of its composition, expertise gaps, and ideal profile for candidates, and endeavour to make these needs known to Corporate Members, for example during the informal meetings held pursuant to By-Law 2.1.4.2 above, to assist the Corporate Members in proposing suitable candidates.
- 2.1.4.4. Pursuant to Article 27(1)(b), voting for Corporate Directors shall be carried out by Corporate Members only. Individual Members shall not be entitled to vote on the election of Corporate Directors.

2.2. Board Directors Duties

2.2.1 Fiduciary Duties

The Directors must attend to the following duties:

- 2.2.1.1 Provide governance to the organisation, represent it to the community and accept the ultimate legal responsibility for it;
- 2.2.1.2 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 the Association, and exercising their power for proper purpose and all other rules and regulations imposed by law;

- 2.2.1.3 Must avoid all conflicts of interest and immediately declare in writing to the Board any potential for such conflict;
- 2.2.1.4 Attend Board meetings regularly and participate in at least one Board Committee;
- 2.2.1.5 Arrive prepared to all Board meetings, having read all supporting documents ahead of time and ready to make decisions in a time-efficient manner;
- 2.2.1.6 By signed and enforceable contract, abide to the strict confidentiality of all Board matters and discussions;
- 2.2.1.7 Positively promote the decisions and initiatives taken by the Board;
- 2.2.1.8 Help the Board maintain focus on fulfilling its responsibilities;
- 2.2.1.9 Maintain respectful and considerate decorum in all meetings with or at the School, providing each speaker due respect and voice, free of any simultaneous side conversation, interruption or nuisance;
- 2.2.1.10 Respect other Board Directors regardless of their seniority of service within the Board by allowing each Director to express their opinions and to make their decisions in an independent manner.
- 2.2.1.11 Unless specifically mandated by the Board through task, project or roadmap all Directors 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.
- 2.2.1.12 All Board Directors must participate in the yearly Board self-assessment organised by the Governance Committee.

2.2.2 Main Duties

- 2.2.2.1 All decisions of the Board of Directors are taken collegially.
- 2.2.2.2 The Board approves the strategic direction through the LTSP and its associated Action Plans as elaborated by the Head of School whilst taking into consideration the interests of the community.
- 2.2.2.3 The Board retains responsibility for appointing, setting objectives, evaluating (and if necessary, terminating) the Head of School.

- 2.2.2.4 The Board and its Directors represent and promote the School including through their involvement in fundraising activities.
- 2.2.2.5 The Board ensures that an appropriate risk management system is in place, it defines the overall School governance framework, approves key policies and monitors their enforcement by the School management, provides oversight and control over school affairs. The School's key policies and their mode of elaboration and approval are set out in Annex 1.
- 2.2.2.6 The Board ensures long-term financial stability by approving the long-term financial plan, budget, and any decision that may have a significant impact on the School.

2.2.3 Budget approval duties

- 2.2.3.1 With regards to the budget, it is prepared by the Head of School with the support of their leadership team and be subject to Board approval.
- 2.2.3.2 A preliminary budget for the following academic year is presented to the Board at an appropriate date prior to the recruitment campaign referred to in By-Law 2.2.3.3 below. It should include, where possible with a reasonable degree of accuracy based on information then available, the following elements:
- (a) projections for student and number of classes;
 - (b) leadership compensation;
 - (c) staff headcount and costs (existing positions, filled and unfilled);
 - (d) staff additions requested based on class projections and pedagogical projects considered;
 - (e) salary increase assumptions;
 - (f) an analysis of expense by account with proposed additions;
 - (g) a detailed contribution calculation by pedagogical program and ancillary activities;
 - (h) a projected P&L; and
 - (i) balance sheet for the considered academic year, and a cash flow projection for the following three (3) years.
- 2.2.3.3 This preliminary budget serves as the basis for the validation of the pedagogical staff recruitment campaign which typically starts in December.
- 2.2.3.4 The final budget proposal (including all the elements mentioned above) should be tabled for discussion by the Head of School in a Board meeting at least one month ahead of the deadline set by the Education Bureau for submission of fee increase request. This should allow for follow up discussions, if needed, before final approval.

2.3. Board Composition

2.3.1. **Board Composition and Board Bureau**

- 2.3.1.1 As provided for in Article 24(1), the Board shall be composed of maximum twelve (12) Individual Directors (including Independent Directors), a maximum of three (3) Corporate Directors and the French General Consul in Hong Kong and Macau.
- 2.3.1.2 As provided for in Article 6(4), the Bureau consists of at least the Board Chair, Vice-Chair or Vice-Chairs if applicable, the Secretary, the Treasurer and the Chairs of all Board Committees appointed by the Board.
- 2.3.1.3 The Board 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.
- 2.3.1.4 When electing members of the Bureau, the Board shall use reasonable endeavours to ensure a fair representation of the Board Composition within the Bureau.
- 2.3.1.5 The Board Chair is elected by the Board for one (1) academic year and can serve up to six (6) years. The Board Chair election is held at the last Board meeting of any academic year, or if there is no Board Chair at any point during an academic year, at the next Board meeting after the position becomes vacant. In order to ensure continuity in the Board action, the Board Chair is chosen amongst the willing Board Directors who were present during the academic year and who will continue to serve during the next academic year. If no such Board Director can be found, the Board can elect a newly elected Director as soon as their office starts. For clarification purposes, the election, as provided for in Article 15, shall be the result of a Board resolution and can be revoked through a Board resolution.
- 2.3.1.6 The Board Chair is the senior volunteer leader of the Board who sets the tone and direction for the Board, and presides at all meetings of the Board and other meetings as required from time to time. The Board Chair generally is an ex-officio member of all Committees of the Board. The Board 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.
- 2.3.1.7 The main responsibilities of the Board Chair are:
- (a) to partner with the Head of School to ensure that the Board is addressing the most imperative strategic issues;
 - (b) to lead the Board in establishing annual goals for its work;
 - (c) to work with the Head of School and the Board Secretary, Treasurer, Vice-Chair(s) and Committee Chairs to develop the agendas for Board meetings, and to preside at those meetings. However, for the avoidance of doubt, any Director can call for a Board

meeting to table any resolution that they see fit as per Article 11(1);

- (d) to lead the work of the Board towards efficient decision making, ensuring adequate and timely information of all Board Directors;
- (e) to defer any decision-making to the whole Board, as Articles 3(1), 9 and 10 provide that 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;
- (f) to work with the Board, in accordance with the Articles and the By-Laws, to establish and maintain systems ensuring the respect of the Board Statement of Roles & Responsibilities as stated in section 1.

2.3.1.8 The Vice-Chair is a key partner of the Board Chair and the Head of School in setting the strategic direction for the Board. He presides over Board activities in the Board Chair's absence, is a key liaison to Board Committees, and leads special Board initiatives as agreed upon with the Board Chair.

2.3.1.9 The main responsibilities of the Vice-Chair(s) are:

- (a) to work with the Board Chair and the Head of School to develop the annual strategic agenda for the School;
- (b) to preside at meetings of the Board in the place of the Board Chair if required;
- (c) to serve as a member of Board Committees as needed;

2.3.1.10 The Board Secretary ensures that a legal record is kept of all Board proceedings, and that all required notices, as specified by the Articles, the By-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.

2.3.1.11 The main responsibilities of the Board Secretary are:

- (a) to prepare and to circulate the complete agenda to all Board Directors in advance of Board meetings, including, where applicable and available, reasonable or relevant background information on subjects to be discussed;
- (b) to prepare and to circulate written minutes to Board Directors after Board meetings for approval during the next Board meeting, and to ensure that a record of all such minutes is kept by the School;
- (c) to ensure that all changes to the Articles and By-Laws are updated and recorded as required;
- (d) to ensure that all notices are given in accordance with the Articles, the By-Laws, or as may be required by law.

2.3.1.12 The Treasurer is the Chair of the Finance Committee. The Treasurer 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.

2.3.1.13 The main responsibilities of the Treasurer are:

- (a) to work with the Finance Committee to review drafts of the annual operating budget prepared by the School's management;
- (b) to ensure that accurate books and records of the Association's financial condition are maintained and audited;
- (c) to ensure that the Association's assets are protected and invested according to applicable policies;
- (d) to ensure that the Association complies with all statutory reporting requirements;
- (e) to ensure that comprehensive financial reports to the Board are prepared in a timely and accurate manner;
- (f) to ensure that the complete records of the Association are available to the individual or individuals preparing the annual financial statements.

2.3.2. Board Committees

2.3.2.1. Pursuant to Article 6(1), the Board may create committees ("Committees") and taskforces from time to time.

2.3.2.2. There shall be the following permanent Board Committees established at all times:

- (a) Long-term Planning Committee. Discusses the School's Long-Term Strategic Plan ("LTSP") as proposed by the School's management before presentation to the Board. The School's LTSP would typically consider elements such as: the School positioning among HK international schools, the evolution of the competitive environment, the expected or targeted evolution in terms of number of students, the grades to possibly open or expand, the needs in terms of development or reorganization of buildings, the requirements for facilities refurbishment, possible investment plans to support pedagogical ambitions and administration efficiencies, and expectations within the community for specific program additions (e.g. in terms of languages). The School LTSP should necessarily include a 3-5 year financial plan synthesizing these elements and providing some framework for the Board when making financial decisions. The School LTSP is also a reference for the Head of School when developing the Action Plans, setting the scene in terms of non-pedagogical objectives as well as financial constraints;
- (b) Risk and Audit Committee. Assesses whether appropriate policies and procedures are in place in all areas where their absence would constitute a risk for the School or its stakeholders. It conducts some audits to monitor and investigate compliance with the policies. It ensures that there is a risk management framework in place and that the Board is kept properly informed of all risks faced by the School, the Association, the staff and the students, in particular reputational risks, financial risks, and risks related to health and safety;
- (c) Compensation & Benefits Committee. Is in charge of making recommendations for 1) any change in the salary bands and employees' policies and conditions of service, 2) the Head of School and leadership team compensation and benefits packages, upon

recruitment and thereafter upon renewal of contract, as well as 3) any other ad hoc changes related to the compensation policies. For the avoidance of doubt, as the Head of School and members of the leadership team may be part of the Compensation & Benefits Committee, when the Committee is discussing matters relating to the compensation and benefits of the Head of School and/or the leadership team, the individual(s) concerned shall not participate in the meeting or relevant part of the meeting.

Salary bands and employee policies are under the purview of the full Board, and any changes to these should always be approved by the full Board. The Board should only vote on the basis of recommendations previously vetted by the Compensation & Benefits Committee. Leadership compensation packages are also under the supervision of the Board, and the Board needs to approve any changes in the structure or ranges of such packages. However, the Head of School may make decisions on individual leadership compensation packages, within approved ranges, to allow for flexibility. The Head of School will also provide regular reports to the Compensation & Benefits Committee and to the Board on the details of the leadership compensation packages; furthermore leadership contract renewals, insofar as the structure of compensation and benefits packages is concerned, will also be submitted to the Compensation & Benefits Committee for advice and feedback before being validated by the Board;

- (d) Finance Committee. It ensures the short and long-term fiscal health and welfare of the Association, ensures that proper financial records are kept, that appropriate investment strategies are implemented, and that the annual operating budget of the Association is developed and approved to support the strategic priorities of the School;
- (e) Governance Committee. It provides advice and recommendations to the Board on matters relating to governance, and reviews from time to time the effectiveness of prevailing policies, systems and procedures on governance issues, and recommends to the Board appropriate improvements, if deemed necessary. Additionally, it sources and interviews candidates for appointment to the Committees and for election as Board Directors. Finally, it organises and implements training sessions for new Board Directors to familiarize them with their duties and the mode of operation of the Board as a whole. It organises an annual assessment for all Board Directors to assess their performance, individually and collectively as a Board;

2.3.2.3. In addition to the standing Committees listed in section 2.3.2.2, there shall be, for the time being and as long as required, an ad-hoc Fundraising Committee. The composition and scope of ad-hoc Committees shall be defined according to sections 2.3.2.7, 2.3.2.8 and 2.3.2.10.

2.3.2.4. The Committees 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 do not possess the power to represent the Board, the School or the Association without prior Board approval.

2.3.2.5. The Board Chair may appoint Chairs for each of the Committees 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. Such appointment shall be confirmed by the Board during its first meeting of the academic year.

2.3.2.6. The main responsibilities of the Committee Chairs are:

- (a) to set the agenda, in collaboration with the Head of School, for, and preside over, Committee meetings;
- (b) to ensure proper record of Committee meeting minutes, recommendations made by the Committee and supporting documents;
- (c) if unsuccessful in garnering majority in a Committee vote, to decide to present any such proposals to the Board, however all “No” votes should be highlighted as such when presented to the Board;
- (d) to ensure that all of the Committee members’ opinions, even contrary to the Committee’s recommendation can be expressed during Board meetings.
- (e) to report the Committee’s activities and recommendations to the Board;
- (f) to oversee succession planning for the Committee, in conjunction with the Board Chair and the Head of School;
- (g) to delegate responsibilities to the other Committee members and to encourage their full participation; and
- (h) to evaluate the work of the Committee with other Committee members and the Board Chair.

2.3.2.7. Committees are comprised of (1) Directors of the Association, (2) the Head of School, and (3) where desirable, relevant management staff of the Association. The Chair of each Committee may decide to invite guests (“external participants” thereafter) to participate to the Committee, 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; (v) such persons are willing to contribute positively and actively to the Committee; and (vi) they have signed a non-disclosure agreement prior to attending Committee meetings. Each member of the Committee first shall be designated by the Chair of the Committee and such designation must then be approved by the Board before taking effect. All Committee members must abide by the Articles, all regulations under law and any rules imposed upon it by these By-Laws or otherwise by the Board.

2.3.2.8. Committee Chairs are encouraged to actively search out and appoint external participants with professional experience and skills relevant to the work of their Committee. The Governance Committee provides support in identifying potential candidates for appointment by the Committee Chairs. Committee Chairs shall use their best endeavours to appoint at least two (2) external participants with relevant professional experience. In the case of the Compensation & Benefits Committee, the Committee Chair shall use their best endeavours to appoint at least three (3) external participants with relevant professional experience, to have a majority of external participants as Committee members and to have a minimum of four (4) Committee members.

- 2.3.2.9. Committees shall meet at such time and place as may be necessary to carry out the work of the Committee. The Committee may meet either in person or remotely by telephone or videoconference, as often as may be necessary to carry out the work at hand as deemed necessary by its Chair.
- 2.3.2.10. Yearly Committee roadmaps and composition are presented to the Board for approval during the second Board meeting of the academic year. They may be modified from time to time during the academic year, however, in all instances, they require Board approval for any modification.
- 2.3.2.11. 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.
- 2.3.2.12. Committees and their members commit to professionalism in all their dealings with the School, and work to mutualise trust and all due respect, and cooperation between the Head of School 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.
- 2.3.2.13. Committees and their members are not permitted to engage in any sole decisions committing or engaging the Association with any external service providers unless otherwise expressly authorised by the Board to do so.
- 2.3.2.14. Taskforces should be formed for special projects and have a commencement and termination period, which should not be less than three (3) months nor greater than two (2) years. The Search Process for a new Head of School, for example, is a periodic taskforce that the Board can form.

2.4. Board meetings

2.4.1. **Organisation and frequency of Board meetings**

- 2.4.1.1. Pursuant to Article 20, the *Conseiller de Coopération et d'Action Culturelle* shall be entitled to sit as observer at the meeting of Directors, if he is not already attending the meeting as an Alternate Director to the French Consul General. Furthermore, the Head of School shall also be entitled to participate in Board meetings, except during the Directors only part of the meeting, if any. Based on the agenda of any given Board meeting, and should their input be beneficial to the Board due to their expertise and/or qualifications, the Board may also request the attendance as observers of guests such as teacher representatives, parent representatives or third parties, provided these observers sign a non-disclosure agreement

at or prior to the meeting.

- 2.4.1.2. The Board of Directors meets every four to six weeks during each academic year. Board meetings should normally follow the following organisation:
- (a) a detailed agenda shall be circulated seven (7) days before the meeting, including any proposed resolutions to be voted on;
 - (b) supporting materials for items on the agenda should be sent to the Board Secretary preferably seven (7) days before the meeting and in any case no later than three (3) days before the meeting; these materials should include enough context and information to allow the Directors to focus meeting time on discussion and debate rather than fact-finding;
 - (c) the meeting may begin with a word from the Board Chair;
 - (d) the French Consul General in Hong Kong and Macau may request to speak after the introductory word of the Board Chair;
 - (e) any housekeeping matters will then be discussed;
 - (f) the Head of School will then present any updates;
 - (g) all topics as per the agenda will be presented;
 - (h) an “Any other business” part at the end of the meeting will allow all Board Directors to raise to the Board any topic they see fit; and
 - (i) minutes of the meeting will be circulated within seven (7) days after the meeting.
- 2.4.1.3. Scheduled Board meetings may follow the timetable in Annex 2 of these By-Laws and in any case, all items specified in this Annex should be dealt with by the Board each year. Additional Board meetings may be called by following the procedure stated in Article 11.
- 2.4.1.4. All Board of Directors 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.

2.4.2. Board meeting minutes and Board communications

- 2.4.2.1. The Board may choose to publicise any of the decisions it has taken during the current academic year as extracts of Board meeting minutes on the School portal.
- 2.4.2.2. Board Directors should be mindful of the importance of what they communicate to the community as well as take measures to not misrepresent themselves when communicating with stakeholders in the community, for instance by clearly distinguishing between personal views and the Board’s collective decisions.
- 2.4.2.3. The Board may use the School’s communication tools to reach out to the whole community. In this case, communication should be done through the Head of School.

2.5. Termination of Board Directors

2.5.1. Grounds for termination

- 2.5.1.1. Article 29 sets out the circumstances under which a person ceases to be a Director.
- 2.5.1.2. Article 29(f) allows the By-Laws to set further requirements of the Directors and extends the circumstances in which a Director may be terminated.
- 2.5.1.3. A Director must also abide by the following requirements, failure of which a Director may be terminated:
- (a) a Director must attend at least 75% of all ordinary scheduled Board meetings each academic year. After four unexcused absences, it is assumed that the Director does not wish to serve and must immediately resign from the Board of Directors;
 - (b) a Director must join, and actively participate in and contribute to, at least one Committee of the Board of Directors;
 - (c) Directors are expected to attend Board Meetings being prepared, having read all supporting documents, previous meeting minutes and Committee reports;
 - (d) Directors are expected to contribute in a constructive manner to the workings and deliberations of the Board, abide by their legal obligations in exercising reasonable care, skill and diligence, and by their fiduciary duties of acting in good faith and in the best interests of the School, avoid and declare conflicts of interest, and exercise their power for proper purpose and all other rules and regulations imposed upon them by law;
 - (e) Directors are expected to positively promote all decisions taken by the Board;
 - (f) Directors are expected to keep the deliberations of the Board confidential as set out in the Confidentiality Agreement and Commitment Letter;
 - (g) Directors are expected to be impartial and balanced with regard to their views and judgment with respect to all educational streams at the School;
 - (h) attend all mandatory training sessions.

2.5.2. Termination process

- 2.5.2.1. 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 By-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 will make a recommendation to be brought to the Board of Directors at the next Board Meeting for a vote by way of secret ballot by all the Board Directors on whether or not to call a general meeting of the Association so that the Members can vote on the termination of the Director.
- 2.5.2.2. If a majority of the Directors vote in favour of calling a general meeting, the Board shall within the next 30 days proceed to call a general meeting by giving special notice of the intended resolution to remove the Director in question. For the avoidance of doubt, the 30-day limit mentioned here relates to the calling of the meeting, and not the date on which the meeting needs to be held. If the Directors vote in favour of calling a general meeting at which the resolution to remove the Director will be voted, the Directors may also, at the same Board meeting or at a later date, hold a vote on whether or not to suspend that Director until the said general meeting has been held. A vote to suspend a Director pursuant to this By-Law can

only be validly passed with a 2/3rds majority of the Directors attending and voting at the relevant Board meeting. For the avoidance of doubt, the Director who is subject to removal may not vote on the resolution for calling the general meeting or regarding his own suspension.

2.5.2.3. A terminated Director must not reapply as a candidate for at least three academic years.

3. Board Delegation to the Head of School

3.1. Duties and responsibilities of the Head of School

3.1.1. **Main duties of the Head of School**

3.1.1.1. In accordance with the directions and objectives set by the Board and under its control, the Head of School has complete responsibility for the leadership, organization and management of the whole School.

3.1.1.2. As detailed in the following sections, the Head of School is in charge of proposing and implementing the School's LTSP and associated Action Plans. The Head of School ensures all students receive quality education and outcomes, manages operations of the School, makes sure financial targets are met, ensures adequate staff development, ensures that the School policies are adequately applied and puts student safeguarding, health and safety at the forefront of the School's priorities.

3.1.2. **Reporting**

3.1.2.1. The Head of School shall provide the Board with a regular report to update the Directors on current School affairs. This report, elaborated with the assistance of the School management, shall at least include updates on finance, admissions and human resources as well as any other relevant information as determined by the Head of School. The exact format and content of this report should be further discussed between the Head of School and the Board Chair.

3.1.3. **Strategic Planning & Vision**

3.1.3.1. The Head of School suggests to the Board the LTSP. Once the LTSP has been approved by the Board, the Head of School leads the development, in conjunction with representatives of stakeholder groups (including within the school councils as defined below), of relevant Action Plans that ensure its proper implementation. These Action Plans include, but are not limited to, the implementation of the curricula and all school activities.

3.1.3.2. The Head of School reviews the LTSP periodically and seeks annual confirmation from the

Board of its sound implementation.

- 3.1.3.3. The Head of School is in charge of implementing the School's LTSP & Action Plans and is accountable of the outcome.

3.1.4. Admissions & Marketing

- 3.1.4.1. Within the admissions policy approved by the Board, the Head of School is responsible for the whole admissions process including accepting or rejecting new students' applications and; excluding students and terminating the agreement for provision of education services with their parents/guardians.
- 3.1.4.2. The Head of School must keep abreast of the School environment and its evolution in Hong Kong. The Head of School must inform the Board of growth opportunities for the School.
- 3.1.4.3. The Head of School develops and ensures implementation of a communication and marketing plan aimed at maintaining or increasing the attractiveness of the School.
- 3.1.4.4. The Head of School must promote the School in the international education community; maintain a positive partnership within the School community; and ensure efficient and positive communication between staff and students, staff and school management, and parents and School staff/management.
- 3.1.4.5. The Head of School must represent the School and liaise 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, AEFÉ, IB Organisation, etc.

3.1.5. Pedagogy

- 3.1.5.1. The Head of School assumes the entire educational responsibility of the School.
- 3.1.5.2. The Head of School strives to provide to all students enrolled in the School the best possible pedagogical outcome. It ensures that the quality of the teaching provided at the School meets the standards required to ensure the homologation of the French stream and any other standards for the homologation of the other curricula delivered in the International Stream.
- 3.1.5.3. The Head of School determines the roles and responsibilities of each of the teachers within the framework of their contracts, draws up time-tables, ensures that proper teaching is carried out as well as the proper conduct of tests and examinations.
- 3.1.5.4. The Head of School coordinates efforts with the Campuses and International Stream Headmasters to achieve alignment of educational strategy and operations with the School vision, mission and positioning.

3.1.6. Human Resources

- 3.1.6.1. Within the Employees policies and the budget approved by the Board, the Head of School concludes, terminates and renews the employment agreements with all the staff and decides upon staff wages within budget and salaries grids as defined by the Board, where applicable.
- 3.1.6.2. The Head of School oversees all development of staff, suggests any additions or changes to key management positions and decides any change to leadership team compensation packages within a budget to that effect previously discussed and validated by the Board.
- 3.1.6.3. The Head of School ensures that all members of the pedagogical and non-pedagogical staff benefit from a regular evaluation and that such evaluation is carried out following a fair, transparent and constructive approach detailed in the HR policies as approved by the Board.
- 3.1.6.4. The Head of School leads, manages and drives 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.

3.1.7. Finances

- 3.1.7.1. The Head of School suggests enrolment fees, debenture fees and all other income sources, as well as drafts the annual budget to be presented to the Board.
- 3.1.7.2. The Head of School takes decisions on the use of Association's financial resources within the approved budget and within engagement rules as defined by the Board. The Head of School must alert the Board if any material deviation is expected.
- 3.1.7.3. The Head of School must arrange preparation of the annual financial report and coordinate cooperation with the auditor.

3.1.8. Regulations & Policies

- 3.1.8.1. The Head of School must ensure that the School is in compliance with all applicable laws and regulations.
- 3.1.8.2. The Head of School elaborates, implements and reviews all School policies, in line with international best practices. School policies are presented to the Board annually for validation or awareness as foreseen in annex 1.
- 3.1.8.3. The Head of School must take all measures in liaison with the Board and the French Consul General in Hong Kong and Macau to ensure the safeguard of persons and property, the sanitation and hygiene of the establishment. The Head of School is responsible for the elaboration of contingency plans for each campus (one for major risks and one for intrusion) that shall be validated by the security officer of the Consulate. These plans shall be updated every year and be well known by the school management and staff

- 3.1.8.4. The Head of School is responsible for the order of the establishment; he ensures the respect of the rights and duties of all the members of the educational community and the application of the internal rules and regulations.
- 3.1.8.5. If necessary and according to policies in effect, the Head of School is entitled to take all disciplinary actions.

3.2. Head of School Recruitment, Evaluation and Termination

3.2.1 Recruitment

- 3.2.1.1 The Board shall determine the search process for the Recruitment of the Head of School, when needed. To that end, the Board may set up a taskforce in charge of proposing a search process and/or the appointment of an external search partner, both of which will have to be validated by the Board.
- 3.2.1.2 Once the process had been validated, the Board shall establish a Search Committee and appoint, by resolution, any Board Director best placed to chair the Search Committee. This Search Committee shall be comprised of Board Directors and community representatives of Staff, Parents and Students; who will work with the wider school community towards the delivery of a finalist shortlist to the Board. For the avoidance of doubt, all decisions regarding the hiring and termination of the Head of School remain the exclusive responsibility of the Board of Directors.

3.2.2 Evaluation

- 3.2.2.1 The annual targets of the Head of School are set and defined by the Board, taking into account the Head of School suggestions and the School's LTSP and associated Action Plans. Evaluations are based on a number of mutually agreed goals set in advance of the academic year and measured, at the latest, one month prior to the start of the next academic year.
- 3.2.2.2 The evaluation of the Head of School should be performed in accordance with the applicable School policies. The Board Chair should conduct the Head of School's evaluation and may request feedback from the School's community on the said evaluation.

3.2.3 Termination

- 3.2.3.1 If necessary, the termination of the Head of School will be done in accordance with any relevant provisions in the employment contract and all applicable laws, regulations and School policies.
- 3.2.3.2 Such decision rests with the Board and the termination should be the result of a Board resolution.

4 School Councils

- 4.1 As provided for in Article 8, several school councils shall provide the Head of School with advice, consultation and support with respect to educational matters of the School, as detailed below.
- 4.2 The main school council, called Conseil Victor Segalen (“CVS”) shall examine and advise the Head of School on certain educational aspects. The Board shall be invited to the CVS and kept informed of its deliberations.
- 4.3 The CVS shall comprise committee members from all stakeholder groups: students, faculty and staff, parents, leadership of the school.
- 4.4 The Head of School shall be entitled to create any subsidiary school councils as required based on campus, or school years.

Approved by the Board of Directors on 15 May 2023.



Herve ROBIN
Board Chair

Annex 1

List of policies and procedural framework

The procedural framework of the school is structured in three different levels:

- Board policies: set of high-level documents setting out guidelines, principles, expectations, rules, goals and regulations in the key areas of the school
- School management policies: set of more specific documents setting out guidelines, goals and specific principles in designated areas of the school
- School Procedures: set of specific and detailed instructions that aims to ensure adequate implementation and execution of policies defined above as well as specific processes required for the ongoing management of the school

Board policies are reviewed and validated by the board. The list of Board policies is included in this Annex and subject to revision by the Board when needed. Board policies are always prevailing on School management policies and School procedures.

School management policies are reviewed and validated by the School's management. School's management is required to inform the Board about any significant changes of School management policies. The list of School management policies is included in this Annex and subject to revision by the Board or the School management when needed. School management policies are always prevailing on School procedures.

School procedures are reviewed and validated by the School's management. There is no need to inform the Board about any changes of School procedures. The list of School procedures is maintained by the School's management and reviewed when needed.

Board policies and School management policies aims to be unique to the extent possible for the whole school independently of the educational stream or the campus. School procedures may differ from one stream to another as well as depending on the campus depending on specific needs.

Category	Board Policies
Admissions	Admission policy
Child protection, Safeguarding, and Well-Being	Child protection and safeguarding policy Student code of conduct policy
Finance, Business, and	Procurement policy

Operations	Scholarship and Financial Aid policy
Human Resources	Grievance and whistleblowing policy Equal opportunities, diversity, equity, and inclusion policy Non-discrimination and anti-harassment policy
Risk & Audit	Risk and audit policy Backup Continuity Plan policy
Governance and legal	By-laws Conflict of interest policy Anti-bribery policy

Category	School management policies
Academics	Assessment policy Academic honesty policy Digital citizenship policy Language policy
Child protection, Safeguarding, and Well-Being	Anti-bullying policy Digital code of conduct policy Sex and relationship education policy
Human Resources	Recruitment policy Professional growth and performance evaluation policy

Annex 2

BM#	Approximative date	Theme	Key mandatory decisions
BM# 1	September	Board organization, School's Strategy reassessment and revalidation, new Directors onboarding	Committee Chair elections LTSP confirmation School policies confirmation
BM# 2	October	Pedagogical plans for next academic year	Committees yearly roadmap Committees members
BM# 3	November	Human resources	Conditions of Service Salary grids Automatic salary increase, if any
BM# 4	December	Pre-budget review - pedagogical requests	
BM# 5	January	Pre-budget review - operational requests	
BM# 6	February	Budget	Budget vote
BM# 7	April	Risk management	
BM# 8	May	AGM preparation	
BM# 9	June	Annual review	Board Chair election
