

ARTICLES OF ASSOCIATION

Article I: Name of the Association

The Association shall be known as the American International School of Mozambique School Association hereinafter referred to as the Association and The American International School of Mozambique hereinafter referred to as the School.

Article II: Location

The School is located in the city of Maputo in the country of Mozambique. The Association is located at the School.

Article III: Purpose

It shall be the purpose of the Association to provide a school with facilities and staff to:

- A. Offer the best possible U.S. education program, curriculum and instruction for:
 - a. the children of U.S. Government employees and the children of private U.S. citizens. In order to facilitate the re-entry of these children into schools in the U.S., the achievement standards shall be similar to those in the better public schools in the U.S. Dependents of the U.S. official community who otherwise qualify for admission will have first priority for admission to the school.
 - b. the children of other nationalities who wish to secure a U.S. education.
- B. Provide the students with knowledge of and an appreciation for the many cultures of the world.
- C. Provide the students with knowledge, understanding and appreciation of the people, history and culture of Mozambique.
- D. Serve as a demonstration center of U.S. educational methods and practices for local and third country nationals in Mozambique to increase mutual understanding and cooperation between the people of the U.S. and the people of other nationalities.

Article IV: Membership

- A. Membership in the Association shall be voluntary and shall comprise parents and legal guardians of children who are registered for attendance at the school.
- B. All Association meetings are open to the interested public.
- C. Decision shall be taken on a vote called by the parents, legal guardians, and the Ambassador's appointee, who shall also be a member.
- D. The Board shall have the right to grant membership in the Association for up to two members of the community whose membership they consider would be beneficial to the school. Interested members of the community would be required to submit a written application to the Chairman of the Board, stating their reasons for wanting to join the Association. Acceptance would be on the basis of simple majority by Board members. Such membership would be for a period of two years, renewable on the basis of reapplication to the Board (*amended October 28, 1992*).

Article V: Non-Profit Character

The Association shall be exclusively educational, charitable, scientific and literary, it shall be nonprofit, with no part of its earnings to benefit any private shareholders; no part of its

activities shall be carrying on propaganda, or otherwise attempting to influence legislation; nor shall it participate in, or interfere in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. It shall, through education, disseminate learning and further cultural and international understanding, and it shall have no political or religious aims.

Article VI: Perpetuity

It is the intention of the Association that the School continues in perpetuity as set forth herein.

Article VII: Governing Body

- A. The Association shall be governed by a Board of Directors, the membership of which shall be formed in the manner set forth in the By-Laws of the Association.
- B. The terms, rules and authority of the School Board shall be set forth in the By-Laws.
- C. A simple majority of the voting members of the School Board must be U.S. citizens.
- D. The United States Ambassador shall have the authority to veto any act or decision by the Association or by the School Board.
(*amended September 27, 2001*)

Article VIII: Meetings of the Members

There shall be a General Meeting of the members of the Association during the month of September on such date as may be fixed by the Board. This meeting shall be held for the purpose of presenting the annual report of the Board to the membership (*amended September 29, 1994*). A second General Meeting shall be held during the month of May or on a date as may be fixed by the Board for the purpose of Board elections (*amended April 20, 2004*).

Special meetings of the members shall be held at such time as the Board shall direct, or upon call of the Board at the request or 25 per cent of the total membership.

Notice of all meetings of members and the agenda shall be given in advance of the date of such meeting. The number of persons attending such a meeting shall constitute a quorum.

Article IX: Voting by Membership

At any meeting of the members of the Association, each member shall be entitled to only one vote.

There shall be no voting by proxy.

All questions at meetings of the members shall be decided by the majority vote of those present, except as otherwise provided in the Articles of Association or in the By-Laws.

At any meeting of the members, elections to the Board shall be by written ballot. For other matters, voting may be by voice, by show of hands, or by written ballot at the direction of the Chairman of the Meeting, or at request of a member present carried by a majority vote. In the case of voting by written ballot, the Chairman of the Meeting shall appoint a Committee to collect and count votes.

Article X: Property and Finances

The Association may use the following means to accomplish its goals:

- A. Collect funds and control their investment and expenditure for the stated purposes of the organization.
- B. Purchase, take on lease, exchange, hire or otherwise acquire any interest in lands, buildings, easements, privileges, concessions or moveable and immovable property of any kind or tenure, necessary or convenient for carrying out the object of the Association and to construct, provide, maintain, repair and alter any buildings, works, stores, plants and things which may from time to time be deemed requisite for any of the purposes of the Association, and also to sell, lease, mortgage, dispose of, turn to account, or otherwise deal with the whole or any part of the property and rights of the Association.
- C. To receive and accept donations, endowments and gifts of money, land, buildings, stocks, funds, share, securities and any other property of any organization, whether incorporated or not, carrying on work similar to any work being carried on by the Association, and provided these donations, etc., do not carry provisions contrary to these Articles of Association and its By – Laws.
- D. Grant, maintain, continue and pay such wages, salaries, gratuities, and contributions towards provident funds or other sums in recognition of services.
- E. Devote all or a part of the income and any or all of the principal of any property, real or personal, to the furtherance and support of projects which are exclusively educational.
- F. No part of the net earnings of the Association shall inure to the benefit of any individual or member except as reasonable compensation for services actually rendered to the Association.

Article XI: By-Laws

The Association shall adopt such By-Laws as appear to be necessary for the proper and efficient operation of the Association.

Article XII: Amendment of the Articles of Association

These Articles of Association may be amended at the Annual General Meeting of the Association or at any special meeting called for the purpose, by a two-thirds (2/3) vote of the members present and voting, except that Article V and Article XIII shall not be amended in such manner as to impair or alter the nonprofit nature of the institution.

The text of the proposed amendment shall be furnished to the Board at least three weeks prior to the meeting at which it is to be considered. The Board shall give the text of the proposed amendment to each member of the Association at least two weeks before the said meeting.

Article XIII: Dissolution

This Association may be dissolved and its activities terminated only if approved by three-fourths (3/4) of all Association members present at any meeting, provided that notice in writing of such proposed dissolution shall have been given to the members by the Secretary when notifying them of the date of such meeting.

In the event of termination and dissolution, the assets shall be distributed as decreed by the governing body of the Association, provided that none of the assets of the Association shall be distributed to or made available in any way to any individual or corporation, except to a corporation or other organization itself organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to

the benefit of any private shareholder or individual; no part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation; and which does not participate in, or interfere in (including the publishing or distributing of statements) a political campaign on behalf of any candidate for public office.

These Articles of Association of the American International School of Mozambique Association of Maputo were duly approved by the Membership of the Association at a special meeting of the said membership on the tenth day of December 1989 in Maputo, Mozambique.