



# **STATUTES OF THE PARENTS' ASSOCIATION OF THE FRENCH SCHOOL OF NAIROBI, KENYA**

*Amended at the Ordinary General Assembly on June 26<sup>th</sup>, 2021*



**According to Article 10 of the current Lycée Français Denis Diderot (LFDD) Parents Association (PA) Statutes**

## ***Article 10: Filing and modification of the statutes of the Association***

*The present statutes shall be filed with the Prefecture of Paris, under cover of the French Ambassador to Kenya. The modification of the present statutes can only be adopted by a two-thirds majority of the General Assembly. Any modification to the present statutes shall be communicated through the same channel, in compliance with the legal deadlines.*

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## PREAMBLE

The Parents' Association of the Lycée Français Denis Diderot (LFDD), legally referred to as the "Parents' Association" and hereinafter referred to as the "PA", is a not-for-profit association, governed by French law under the Law of 1<sup>st</sup> July 1901. The PA operates in Kenya in accordance with the local regulations in force.

In Kenya, the *Lycée Français Denis Diderot* is in the process of being registered as a "Company limited by Guarantee" (CLG), legally managed by a Board of Directors. The statutes and corporate purpose of the CLG will be identical to those of the current PA.

The PA will remain the governing body of the *Lycée* until the CLG is fully registered, at which point it will be dissolved. All the elements detailed in these statutes will be transferred identically to the CLG statutes, and the mode of operation will be kept identical as well.

These statutes will be translated into English, but until the dissolution of the PA, in case of difficulty of interpretation between the two versions, the French version will prevail.

Within the framework of the standard agreement signed with the AEFÉ (Agence pour l'Enseignement Français à l'Étranger), the Lycée Français Denis Diderot is a subsidised school managed by a Management Committee (MC) whose members are from the PA.

## Article 1: Corporate purpose

The purpose of the Association is: Parents' Association of the Lycée Français Denis Diderot (PA).

The PA is constituted in order to pursue the following objectives:

- To promote primary and secondary education for French children and children of other nationalities, who wish to benefit from an education that respects the official curricula in force in France and, in accordance with the school project of the Lycée Français Denis Diderot, encourages the use of the English language and openness to African cultures.
- To ensure the financing, management, administration and development of the school.
- To acquire, build, rent and maintain the premises and to raise all funds for this purpose.
- To represent and defend the interests of the Lycée Français Denis Diderot with the relevant authorities.
- To liaise between the management and the parents of the students.

The PA guarantees the free practice of trade union activities and those of student and parent associations in accordance with the regulations.

The registered office of the PA is located at 25, rue de Ponthieu, 75008 PARIS, headquarters of the National Association of French Schools Abroad (*Association Nationale des Ecoles Françaises de l'Étranger* ANEFE).

The PA is also a member of the Federation of parents' associations of French schools abroad (*Fédération des associations de parents d'élèves des établissements d'enseignement français à l'étranger*, FAPEE).

## Article 2: Composition of the PA

The PA is composed of all members as defined below:

### 2.1. User Members

User membership is essential for access to the education provided by the Lycée Denis Diderot.

The college of user members is composed of all parents of students enrolled at the Lycée Français Denis Diderot who are up to date with the payment of enrollment and tuition fees as set forth in the relevant regulations and in accordance with Article 5.2.



Each family represented by the parents or legal guardians (as defined by the French Civil Code) has one vote, regardless of the number of children involved.

## 2.2. Honorary members

An honorary member is any natural or legal person who wishes to support the activities of the school materially or financially, subject to acceptance by the Board of Directors of the PA. Donor members do not have the right to vote in the PA's governing bodies. Their opinion is consultative and recorded in the registers provided for this purpose, if applicable. All donor members must have made a contribution to the PA.

# Article 3: Membership, Suspension, Termination

## 3.1. Membership

When registering their child, all new members of the PA agree to read the PA's statutes. Membership in the PA implies acceptance of the present statutes, the school's internal rules and regulations and other rules and regulations established regularly by the existing bodies within the Lycée Français Denis Diderot.

## 3.2. Suspension

The Board of Directors may suspend a member of the PA for a fixed or indefinite period at any time. The suspension must be for an act that is detrimental to the proper functioning of the Lycée. Suspension removes the power to deliberate in the Lycée's governing bodies until it is formally lifted by the Board of Directors. Suspension does not affect access to education for the students of the family concerned. Suspension must be followed by concrete measures commensurate with the nature of the offending act, up to and including permanent removal of the member.

## 3.3. Termination of membership

Membership in the PA is terminated by:

- Removal of the student from the school's rolls,
- Non-payment of tuition or failure to pay tuition on time,
- Any behaviour that is detrimental or damaging to the operation and reputation of the Board of Directors is the only body with the authority to decide on any matter.

The Board of Directors is the only body competent to rule on the expulsion and reinstatement of members. It must inform the PA. A register of regularly enrolled students is maintained by the Lycée administration. The Board of Directors maintains a register of the members of the PA, noting memberships, suspensions and expulsions.

# Article 4: Governance

## 4.1. The organs of the PA

The bodies of the PA are:

- The Ordinary General Assembly (OGA) and the Extraordinary General Assembly (EGA) composed of all the members as defined in Article 2. They are sovereign: the proposals put on the agenda for voting and validated are applied in accordance with the statutes of the PA.
- The Management Committee (MC) is composed of members elected by the parents at the Ordinary General Assembly.
- The Board of Directors (BOD) composed of the Management Committee and the members by right.
- The two Controllers elected at the OGA at the beginning of the year.

## 4.2. General Meetings (Ordinary and Extraordinary)

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#### 4.2.1 Composition

All members of the PA attend General Meetings. The chairmanship is assumed by the President of the PA or his/her deputy or, if necessary, by another member of the Management Committee.

#### 4.2.2 Meeting procedures

The General Assembly meets at least three times a year in ordinary session, generally during each term of the current school year.

The date, place and time of the meeting shall be determined by the Chairman of the Management Committee. Parents and ex-officio members will receive a notice of the meeting with the agenda from the secretary of the Management Committee at least 15 days before the date of the meeting. If necessary, working documents are attached. If a member of the PA wishes to place an item on the agenda, he/she is required to communicate it in writing to the President of the PA within seven days of the notice of meeting.

An ordinary General Assembly must be held within one month of the start of the school year in case members of the Management Committee resign, leave or reach the end of their term of office and need to be replaced. They are replaced by election.

#### 4.2.3 Voting at a General Assembly

The ordinary General Assembly may only deliberate with at least one third of the members present or represented. If this proportion is not reached, a new Assembly is convened within 15 minutes. It may then validly deliberate regardless of the number of members present or represented. All General Assemblies can be organised physically in the LFDD auditorium or virtually on a secure video-conference platform (or in a hybrid way with presence and virtual at the same time)

Decisions are taken by a majority vote of the members present or represented, with the current President having the casting vote in the event of a tie. Parents have one vote per family.

Any parent may be represented by means of a written proxy submitted before the opening of the General Assembly to the Secretary of the Board, specifying the name of the proxy, who must be a member of the PA.

No member may hold more than two proxies. One proxy is valid for one family. Only parents who are up to date with the payment of school fees for the previous term, subscriptions or any other financial obligation towards the PA are entitled to participate in the General Assembly and to vote and to be candidates for the MC.

Honorary members do not have voting rights at the General Assembly, but are entitled to express an opinion on matters under discussion which have a significant financial impact on the assets of the PA.

The ex-officio members of the Board of Directors do not have the right to vote but they attend the general assemblies with a consultative voice.

#### 4.2.4 Prerogatives of the ordinary General Assembly

The GA, at the beginning of the meeting, approves or amends the minutes of the previous GA and the agenda of the current meeting.

The prerogatives of the GA are distributed according to the following schedule:

##### *4.2.4.1 Dates and agenda of the GA of the first quarter of the school year*

The GA should be held, if possible, before 30 September.

The GA elects or renews its representatives to the MC and the two Controllers from among the members of the PA. Elections and votes are by default by a show of hands, but if at least 5 members object and request a secret ballot, this will be valid and carried out by a first-past-the-post system.

In the case of a remote meeting or if the meeting so decides, the vote may also be organised by electronic vote after the end of the general meeting. In this case, only the members of the PA who participated in the GA can vote, provided that they are up to date with their payments to the LFDD. For parents newly enrolled in the LFDD, the payment requirement does not apply for the 1st term GA.

In the event of a tie vote, a second round is organised.

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- The Head Teacher presents the results of the previous school year, the results of the new school year and the orientations for the coming school year.
- The President of the PA presents the results of the MC for the previous school year and the orientations for the coming school year.

#### 4.2.4.2 Date and agenda of the GA of the 2nd term of the school year

The GA of the 2nd term should be held, as far as possible, between 15 November and 15 December.

The ordinary General Assembly discusses and votes on the draft budget for the year N+1 transmitted by the Board and established on the basis of the provisional accounts for the current year. The accounting year runs from 1 January to 31 December. The preparation of the budget is a participatory exercise coordinated by the Administrative and Financial Director and must necessarily involve the headmaster of the LFDD and the treasurer of the Board of Governors and any other member of the Board of Governors who so wishes.

At least 3 budget preparation meetings must be organised between the Chief Financial Officer (CFO), the MC and the management team between the 1st of October and the date of the budget.

At least 3 budget preparation meetings must be held between the CFO, the MC and the management team between 1 October and the date of the budget vote by the PA.

The detailed budget must be presented to the members of the PA in the form of a presentation sent by email at least two weeks before the meeting.

#### 4.2.4.3 Date and agenda of the GA 3rd quarter of the school year

The GA of the 3rd term should be held, if possible, during the month of May or June.

- The GA hears the activity report presented by the PA President.
- The GA hears the financial report presented by the Treasurer of the PA.
- The GA hears the report of the 2 Auditors.
- The GA hears the summary report of the auditing firm.
- The GA takes note of the management of the past financial year, requesting any explanations if necessary.
- It deliberates on the activity report and the financial report of the PA presented by the President and the Treasurer of the Board. The approval of the activity and financial reports is done by a show of hands, taking into account any proxies. This vote approves or rejects the actions of the Board for a given year and constitutes a discharge of its management for the period voted on.
- It gives, by a show of hands, taking into account the proxies, after having heard the financial report and solicited any necessary explanation, discharge to the Management Committee. The discharge shall be declared to have been given to the Management Committee on a simple majority vote of the user members present at the General Assembly.

### 4.3. Extraordinary General Meetings.

#### 4.3.1. Meeting procedures

The Extraordinary General Assembly meets:

- at the request of the President of the Board
  - or at the request of at least 1/3 of the members of the Board,
  - or at the request of at least 1/3 of the voting members of the PA
  - or at the request of the French Ambassador,
  - or at the request of the Head of School in case of collective resignation or revocation of the members of the MC to elect a new MC
- The request must be made in writing to the Board of Directors and be accompanied by a precise agenda. The Board of Directors then sets the date and convenes the extraordinary general assembly with a fourteen-day notice.
  - The agenda is communicated with all the necessary documents seven days before the date scheduled for the extraordinary general meeting.
  - No Extraordinary General Assembly can be held during school vacations.

#### 4.3.2. Operation of the Extraordinary General Assembly.

The Extraordinary General Assembly can only deliberate with at least half of the user members and on



subjects included in the agenda.

If this proportion is not reached, the Assembly is free to discuss and debate the initial agenda within 15 minutes and to propose formulations for a vote to be organized by correspondence (mail or electronic) within 15 days. If votes are required, they follow the same rules and procedures as described for a general meeting. A record of the discussions is sent to the parents. Voting is by a majority of votes cast except for:

- the dismissal of the Management Committee;
- the dissolution of the PA
- the modification of the statutes;

For these three items, 2/3 of the votes cast are necessary for the vote to be valid in accordance with Article 4.3.3.

#### 4.3.3. Powers of the Extraordinary General Meeting

The Extraordinary General Meeting may decide on any matter whose resolution cannot be postponed until the next ordinary general meeting.

The Extraordinary General Meeting has, in particular, the power to decide on the following matters

- Long-term commitments, loans, guarantee commitments
- Acquisitions of real estate
- Modification of the statutes if 2/3 of the votes cast are in favor
- Dissolution of the PA if 2/3 of the votes cast are in favor
- Revocation of the MC if 2/3 of the votes cast are in favour
- New election of the members of the Board

### 4.4. Board of Directors (BoD).

#### 4.4.1. Composition

The Board of Directors is composed of:

- 5 to 10 members elected during the ordinary general assembly and forming the Management Committee (MC). They are the only members of the Board of Directors who have the right to vote. If an elected representative leaves the Management Committee, this seat must be filled according to the provisions specified in article 4.7.3.
- Members by right with consultative voice:
  - The French Ambassador or his representative
  - A Consular Counselor (designated for each school year by the Consular Council)
  - The Headmaster of the Lycée Français Denis Diderot
  - The Director of the first level of the Lycée Français Denis Diderot
  - The Administrative and Financial Director
  - A representative of the primary school teachers (elected at the beginning of the school year) or his or her alternate
  - A representative of the secondary school teachers (elected at the beginning of the school year) or his/her alternate
  - A representative of the non-teaching staff (elected at the beginning of the school year) or his/her alternate

Their opinion is consultative and recorded in the registers provided for this purpose if necessary.

The organization of the election of the representatives of the teaching and non-teaching staff is the responsibility of the administration.

Invited members are: Any person whose quality is considered useful or even necessary to the pursuit of the social objective. The appreciation of this invitation is the responsibility of the Board of Directors, which grants this status for a period that can range from one meeting of one of the PA's bodies to a longer term, determined in advance by decision of the Board of Directors. Guest members do not have a deliberative vote in the PA bodies. Their opinion is advisory and recorded in the minutes of the meetings.



They do not pay any dues to the PA.

#### 4.4.2. Operation

The working language of the Board of Directors is French but English may be used for meetings and minutes.

The Board of Directors meets as often as necessary or at the request of half of its members and at least once a quarter upon written invitation by the President or the Vice President (in case the President is unable to attend). Any unexcused absence of a member of the Board of Directors at three consecutive meetings may result in his or her removal from the Board and the election of a new replacement member.

The Board of Directors sits validly if at least one representative of the management team (principal, director or financial director), one representative of the embassy and one representative of the personnel are present in addition to at least 3 members of the Board of Directors including the president or vice-president. An attendance sheet listing the members present and mentioning the proxies received will be established at the beginning of the meeting. Each member cannot carry more than two votes (in addition to his own). Proxies cannot be communicated during the meeting in case of premature departure of a member.

Elections are made by a show of hands or by secret ballot by a majority of the members of the Management Committee present (the choice of the voting method will be determined by the president on a case by case basis). In case of a tie, the President has the casting vote or in his absence the Vice-President. The deliberations and resolutions are recorded in minutes validated by the President and the Secretary. The Board of Directors ensures that the minutes of the Ordinary and Extraordinary General Meetings and of the Board of Directors are available to the school community within a maximum period of one month after they have been held. The minutes are sent by email to all members of the PA and posted on the Lycée website.

All Board members serve in a voluntary and disinterested capacity. Any conflict of interest raised by a Board member during a deliberation will result in the Board member(s) concerned being removed from the meeting for the duration of the deliberation. The conflictual character will be established by vote of the MC. The secretariat of the meeting may be provided by a staff member designated for this purpose and not a member of the Board of Directors. Each member of the BOD must sign a declaration of confidentiality and conflict of interest immediately after his/her election.

#### 4.4.3. Prerogatives

The Board of Directors intervenes and makes decisions in all non-pedagogical areas affecting the life of the institution. In the event of a conflict of interest, the member or members concerned must abstain from voting.

The Board of Directors has, in addition to the prerogatives mentioned in the present statutes, all the normal powers in matters of management and more particularly:

#### **Personnel:**

It recruits all personnel on local contracts necessary for the operation of the Lycée. It decides whether or not to renew the contract of the person concerned. He/she may impose any sanction, including dismissal.

These decisions are made after consultation with the Human Resources Committee and upon the recommendation of the Head of School.

The Human Resources Commission is composed of

- Parents elected to the MC
- The Principal
- The Director
- The CFO
- Two representatives of teachers and non-teaching staff
- The person in charge of the mission,
- A representative of the non-teaching staff and a representative of the teaching staff

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### **In financial matters :**

It manages the finances of the PA and the Lycée and as such:

- It determines the remuneration and financial conditions of the staff paid by the Lycée.
- It decides on the elements to be included in the financial regulations, voted each year as part of the budget, including tuition fees, payment methods and the conditions and rates of any exemptions applicable to tuition fees.
- It votes on the draft budget prepared by the Treasurer in collaboration with the school's management. This draft budget will be submitted to the GA for approval.
- It is free to vote on amending budget decisions during the year. It will justify these decisions at the next General Assembly.
- It decides on investments, and proposes those defined in article 4.6.3.

### **As regards contracts:**

The Board is empowered to enter into any contract such as employment, lease, rental, insurance, transportation, purchase, sale, or any other contract that may facilitate the proper functioning of the Lycée.

### **Others:**

It shall appoint, organize any committee/commission as needed. These committees are, as far as possible, chaired by the present member of the Management Committee.

The Board of Directors may examine all aspects of the life of the school, without prejudice to the responsibility of the Head of School in pedagogical matters and the respect of the competences of the School Council and the Council of the establishment. Two members of the MC sit as invited members of the School Council, in accordance with the AEFE circular governing the various bodies. They represent the MC and report the debates and decisions to the Board.

## **4.5. The Management Committee (MC)**

The PA delegates its powers to the Management Committee (MC). The MC is the only representative qualified to intervene with the competent administrations on behalf of the PA.

### **4.5.1. Elections to the Management Committee**

Between 5 and 10 parents are elected to form the Management Committee (MC) within the Board of Directors. They are distributed as follows

- At least 2 parent representatives of French nationality

Each parent representative is elected for a period of two years, eligible for re-election once. After four years in office, the representative must wait one year before standing for re-election. Any parent who is a member of the PA and who is up to date with the payment of school fees is eligible for election to the Management Committee. A call for candidates for the Management Committee is sent by mail to the members of the Association and is posted at the entrance of the school two weeks before the General Assembly.

Nominations must be submitted to the Board of Directors no later than five calendar days before the General Assembly. They will be made public by posting at the entrance of the establishment and by e-mail. If there are not enough candidates, a second call for candidates may be made at the General Assembly with immediate effect.

On the day of the General Assembly, each candidate presents orally his/her skills and motivations. The candidates are elected at the General Assembly by the members of the PA, each family having only one vote.

Elections are conducted by secret ballot using a first-past-the-post system. However, in the event of a tie, a second round of voting shall be held to break the tie.

If there are less than nine members, the seats must be filled at the next general assembly.



If there are less than seven members, the seats must be filled at an extraordinary general meeting within thirty days of the resignation of the 7th member.

The Management Committee elects each year, within ten days after its formation, its bureau:

- a President,
- a Vice-president (substitute for the President in case of impediment)
- a Treasurer
- a Secretary (substitute for the Secretary in case of impediment)

These four positions may be accompanied by the positions of Assistant Treasurer and Assistant Secretary if the number of MC members is sufficient.

In addition to the Bureau, the members of the MC must invest themselves in the functioning of the LFDD by taking the following key roles

- a Communication Officer
- a Health and Safety Officer
- a person in charge of the follow-up of maintenance and investment works
- a Human Resources Officer

The position of President or Vice President must be held at least by a person of French nationality.

#### 4.5.2. Prerogatives of the members of the Management Committee

##### 4.5.2.1 The President

The MC delegates its powers to the President to represent the PA in day-to-day management. The President convenes and presides over General Meetings and Board meetings.

As the President is the legal representative of the PA in relation to third parties in general, and to the public authorities in particular, the day-to-day management actions undertaken by the Board of Directors engage its legal responsibility. The President represents the PA in court, both as plaintiff and defendant.

The President may, in particular, open all bank and postal current accounts in the name of the PA, sign them, accept, endorse, negotiate, pay and guarantee all bills, drafts and cheques. The President, Vice President and/or Treasurer shall sign all contracts and agreements.

All such acts require the countersignature of the Treasurer.

##### 4.5.2.2 The Treasurer

The Treasurer is responsible for the sound financial management of the PA. He/she is individually responsible for the accuracy of the PA's financial accounts and for compliance with the standards, regulations and laws in force applicable to the PA.

The Treasurer approves the payment of sums owed by the PA by mandate of the President after certification of the service rendered by the Head of School or his/her deputy.

The Treasurer works with the Administrative and Financial Director (AFD) who receives all payments made to the school and makes or verifies all expenditures. The Treasurer and the CFO prepare a draft budget in collaboration with the school management for submission to the MC. They carry out all the decisions of the Management Committee in financial matters.

The Treasurer follows monthly the budget execution elaborated by the CFO.

He presents the draft budget to the Board of Directors for approval, then to the General Assembly of the first quarter.

He/she presents the financial accounts closed on December 31 of the previous year and certified by an external auditor to the Board of Directors and then to the General Assembly for approval.

These documents are sent to the *Agence pour l'Enseignement Français à l'Etranger* (AFEE) within the



required timeframe. The Head of School shall submit to the Treasurer an inventory of movable and immovable property at the close of each financial year. This inventory is attached to the annual accounts.

#### 4.5.2.3 *The Vice-President and the Assistant Treasurer*

The bank accounts are mobilized under the principle of double signature, one of which must be that of the President or in his absence that of the Vice President, the other that of the Treasurer or in his absence that of the Assistant Treasurer.

#### 4.5.3. Relations with the other bodies of the institution

The Management Committee will appoint representatives from among its members to participate in the existing bodies of the school in an advisory capacity in accordance with the AEFÉ circular on the organization and operation of bodies in schools. These representatives may be appointed on a permanent basis or on a case-by-case basis. The purpose of this representation will be to facilitate internal communication (observer representatives), but may also contribute to the decision-making process of the Board of Directors. The nature of the representation will be agreed in accordance with the specific rules of the body concerned, and will be the subject of a clear mandate issued by the Board of Directors to the bearers of this representation.

## Article 5: Resources and Employment of the PA

### 5.1. Resources

The resources of the PA are:

- Registration fees and tuition fees,
- Donations and legacies,
- Any subsidies,
- Income from its movable and immovable property,
- The sums received in return for services offered by the PA.
- The use of bank loans is recognized as a possible source of financing. It is restricted to the financing of capital operations (investment) duly approved by the General Assembly.

### 5.2. Registration and tuition fees

Registration and tuition fees are set by the Board of Directors and approved by the General Assembly. They may be higher for non-French students than for French students in order to take into account the subsidies granted by the French Administration. The French rate can only be applied to children with French nationality, without any possible derogation. The fees are payable according to the terms and conditions established each year by the Board of Directors. Penalties are provided for late payment, as well as the exclusion of students from the Lycée Français Denis Diderot for non-payment. The registration fee is due at the time of registration. It remains the property of the school, unless cancelled before September 1st (date of receipt).

All special situations must be submitted in writing to the Board of Directors for consideration. Any person who loses his or her membership in the PA or withdraws from it remains liable for the tuition fees due at the time of departure, without being able to demand that they be split up on a pro rata basis. However, in the case of a rapid departure for a justified major reason, the Board of Directors may exceptionally authorize the reimbursement of the monthly payments for the period during which the child(ren) will no longer be attending the school.

The staff in charge of the school and the Headmaster are not authorized to grant any derogation from the above rules, which can only be decided by the Board of Directors and must be notified to the persons concerned by a letter from the President of the PA.

### 5.3. Jobs

The uses (expenses) of the PA include all the costs necessary for the day-to-day running of the school, but also the investments programmed and carried out within the framework of the guidelines adopted by the GA. The nature of the eligible expenses is determined by their lawfulness on the one hand and by their possible allocation to any of the budgetary items appearing in the annual provisional budget voted by the General Assembly.

## Article 6: The assets of the PA

The assets of the PA are composed of the following:

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- real estate, buildings and fittings.
- movable assets.

The assets of the PA are the sole guarantor of the commitments entered into by the PA. The Board of Directors is responsible for the management of these assets. The members of the Board of Directors cannot be held responsible on their own property for the commitments contracted.

The land is the property of the French State. It is made available to the PA by an occupation agreement signed with the French Embassy.

## Article 7: Budget and Financial Year

The books of account are kept by the Administrative and Financial Director in a place defined by the Management Committee and are always available to the members of the Committee and the management controllers.

The fiscal year of the PA is the calendar year and runs from January 1 to December 31.

The PA's accounts are kept in accordance with the provisions of the accounting plan in force in France and any special regulations that may be proposed or recommended.

The following documents are prepared each year:

- Estimated operating budget setting the amount of tuition fees
- A provisional investment budget defining the source of the necessary funds
- Annual results and financial statement as prescribed by the accounting plan
- Registration and tuition fees are set by the Board of Directors and are increased annually by at least 2%, due to the annual increase in the various expenses of the institution

The budget includes an investment section and an operating section:

- capital section : The president commits the expenses related to the works foreseen in the
- investment section, after approval by the Board of Directors.
- Operating section: The commitment of expenses is the responsibility of the president. The head of the school may receive a delegation of signature for expenses within the framework of the credits provided for in the operating section.

The Board of Directors participates in the preparation of the budget (estimates) for each calendar year. This draft budget must be approved by a vote of the Board. When the Board of Directors convenes an ordinary General Assembly to vote on the budget, it attaches a summary of the draft budget to the notice of meeting. The ordinary general assembly votes on this draft.

In case of refusal, the Board of Directors must organize a new General Assembly to present a new draft budget. Before December 31st, the Board of Directors sends a copy of the final version to the French Embassy and to the AEFÉ.

The final budget can be consulted at the administration of the establishment and a summary of this budget is sent to all members who are up to date with their fees.

The treasurer controls the execution of the budget.

The Board of Directors takes note of the financial statement and the budget execution of the past year and submits them for the approval of the ordinary general assembly. A summary of the operating account, the investments made and the balance sheet for the previous year will be distributed to all members of the PA, at the latest two weeks before the ordinary general meeting (GA in the third quarter of the school year).

In addition, the account books will be made available to the members during the fifteen days preceding the ordinary General Assembly (GA of the 3rd quarter of the school year).

## Article 8: Audit and Control

A manual of financial and administrative procedures that is not in contradiction with the agreement between the A.E.F.E. and the PA and with the statutes, drawn up and approved by the Board of Directors, specifies



the operating mode of the administrative and financial management of the PA and the methods of competition in the purchasing process.

## 8.1. Annual audit

The PA will entrust an independent accounting firm with the annual audit of the accounts and their compliance with the accounting standards to which they are subject.

The firm will draw up an annual report on the PA's accounts for each financial year, stating its assessment of their fairness and accuracy.

This report will be presented with the annual accounts submitted for approval of the ordinary General Assembly in the third quarter of the school year.

## 8.2. Control

Two auditors are elected for one year, renewable once, from among the members of the PA during the General Assembly of the first term of the school year. The role of the two auditors is to check that the accounts are well kept and that the accounting procedures are formalized and well followed. They are vigilant and alert the Association in case of difficulties. The intervention of the Controllers is materialized by one or several report(s) presented to the Board of Directors and then to the General Assembly of the 3rd quarter of the school year.

## Article 9: Duration of the PA

The duration of the PA is unlimited.

## Article 10: Filing and modification of the statutes of the PA

The present statutes will be deposited at the Prefecture of Paris, under cover of the French Ambassador to Kenya. The modification of the statutes can only be adopted by a 2/3 majority of the votes cast at the Extraordinary General Assembly.

## Article 11: Resignation or dismissal of the Management Committee

In case of resignation or dismissal, the president or the vice-president, the treasurer or the deputy treasurer remain in charge of the current management of the establishment and ensure the handing over of services to the new Management Committee until the effective change of signatures.

In case of collective resignation or revocation of the members of the MC, the headmaster convenes within 15 days a new extraordinary General Assembly to elect a new MC.

### 11.1. Request for revocation

Any request for revocation shall be made in writing to the President of the PA, stating the reasons and grounds for the request.

### 11.2. Decision to revoke

The dismissal of the PA Management Committee can only be decided at an extraordinary General Assembly.) This decision can only be taken if 2/3 of the votes cast are in favour.

## Article 12: Dissolution

The dissolution of the PA can only be brought about by a proposal from the Board of Directors or by a written and signed request from half of the parents of the pupils submitted to the Board of Directors. An Extraordinary General Assembly shall be convened for this purpose.

In all cases, proposals for dissolution can only be adopted by a 2/3 majority of the votes cast.

In case of dissolution, the assets of the PA will be devolved according to the terms of the agreement signed with the AEFÉ in force on the day of the dissolution.



In the event of dissolution, the parents or donors may not claim the assets of the Lycée Français Denis Diderot.

Done in Nairobi, on .....

Chairman of the Board of Directors  
M. David DOLEDEC

Ambassador of France to Kenya  
H.E. Aline KUSTER-MENAGER

Treasurer of the Board of Directors  
MR. Laurent STREEL

Head of School  
M. Benoit KEIREL

Initials: \_\_\_\_\_/\_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_ /