

## **American International School of Guangzhou School Constitution**

In accordance with the Laws of Education of the People’s Republic of China, the Provisional Administrative Measures on Operating School for Children of Foreigners, the Guiding Opinion on the Management of School for Children of Foreigners of Guangdong Province, and other applicable laws and regulations of the PRC, the American International School of Guangzhou (the “School”) has formulated this School Constitution (“the Constitution”).

### **Chapter I School Purpose and Objectives**

1. School Name: American International School of Guangzhou
2. School Address: No. 3 Yanyu Street South, Ersha Island, Yuexiu District, Guangzhou.
3. School purpose and objectives:  
The School is a not-for-profit making educational establishment that provides an education to foreign children in Guangzhou. The School’s curriculum is based on an American curriculum modified to meet the needs of all students. The purpose of the school is to nurture future-ready individuals to aspire, achieve and contribute. The School is a vibrant, inclusive community, committed to preparing students for the future they choose. The School inspires a unified, positive school spirit, and is constantly learning and adapting to an ever-changing environment. The School provides creative and differentiated learning opportunities to ensure all learners achieve personal excellence. Along with challenging, rigorous academics, the School cultivates strong character, social and emotional wellness, and personal happiness. The School promotes inquiry, allowing for student choice and flexibility in the pursuit of their passions and interests, extending beyond the classroom to authentic, real world challenges and opportunities.

The School’s American curriculum has been developed to meet the needs of all students. The curriculum is designed and delivered by innovative

educators who embrace change and share best practice instructional strategies. Technology and its responsible use is deeply embedded in learning at AISG, as is education for global awareness, intercultural understanding, and perspective taking.

4. School type: School for foreign children.
5. School grade levels: pre-school to primary and secondary education through Grade 12.
6. Enrollment target: foreign children residing in Guangzhou and surrounding areas.
7. Student body: The School admits students of any race, color or ethnic origin to all rights, privileges, programs and activities accorded or made available to students at the School. The School shall not discriminate on the basis of race, color, or ethnic origin in administration of its educational policies, admission policies, scholarship and loan programs, and athletic and other school administered programs.

## **Chapter II School Organization**

8. Establisher of the School: Guangzhou AISG Education Management Consulting Co., Ltd. (“Establisher”)  
Address: Suite 018, First Floor, Administrative Building, No. 19 Kexiang Road, Guangzhou High-tech Industrial Development District, Guangzhou

## **Chapter III School Establisher’s powers and duties**

9. The Establisher operates the School through the School Board.
10. The Establisher shall be responsible for the financial viability of the School. The School is a not-for-profit making school.

## **Chapter IV School Board of Directors**

11. The School shall have a Board of Directors (“the School Board”). The School Board shall be the decision-making body of the School. The School Board shall be responsible for protecting and ensuring the continued existence and future of the school; and for ensuring the mission and vision of the School be sustained within the school.
12. The School Board shall consist of seven (7) members, four (4) appointed

and three (3) elected. The four (4) appointed members of the Board shall be appointed and confirmed by the outgoing School Board. The three (3) elected members of the Board shall be elected by the parents of the School who will be represented by the American School Association of Guangzhou.

13. The term of office of the directors of the School Board shall be two (2) years, and the directors of the School Board shall be eligible for re-appointment and re-election.
14. The School Board shall exercise the following powers and duties:
  - 1) Hire, retain or remove a qualified School Director;
  - 2) Elect and change the Chairperson of the School Board;
  - 3) Formulate policies for the School;
  - 4) Formulate the strategic development framework of the School;
  - 5) Review and approve budget plan and final accounting of revenue and expenditure;
  - 6) Review and approve the amount and payment of tuition fees;
  - 7) Determine the remuneration to the Director of the School.
  - 8) Approve new positions of the School inclusive of administrative personnel, teachers and other employees of the School;
  - 9) Amend the School Constitution; and
  - 10) Decide on the changes and dissolution of the School and other important and major matters related to the School.
15. The School Board shall hold regular meetings and special meetings upon the call of the Chairperson or by a majority of the Board members.
16. The board meeting shall be convened and hosted by the Chairperson of the Board. If the Chairperson of the board is unable or fails to perform his/her duties, the Vice Chair of the School Board shall convene and host the meeting.
17. The School Board shall implement the system of one person, one vote for board resolutions. There shall be no voting by proxy.
18. A quorum of a majority of the Board of Directors of the School Board is required to hold a board meeting.
19. A majority of all the members of the School Board is required to pass any resolution of the Board. In addition, a three-quarter (3/4) majority of the members of the School Board is required to approve changes on the major matters as specified under Paragraphs 9 and 10 of Article 14 of this Constitution.
20. The Chairperson may obtain written resolutions unanimously approved by all the members of the School Board in lieu of a board meeting for matters that require decisions by the School Board, provided that such a resolution is sent to all the members at least two (2) days before and is

thereafter signed and affirmed by all the members of the Board.

21. Members of the School Board shall not take action on the affairs of the School unless the action is taken during a meeting of the School Board, or according to this Constitution or any special authorization granted by the School Board.

#### **Chapter IV Legal Representative of the School**

22. The legal representative of the School shall be the School Director.
23. The legal representative of the School shall sign contracts and other legal documents on behalf the School as authorized by the School Board.

#### **Chapter V School Director and Organizational Structure**

24. The School Director shall be the chief executive officer of the School and shall direct and manage the School under the guidance of the School Board.
25. The School Director shall be selected and appointed by the School Board.
26. The School Director shall be responsible for the overall organization, operation and administration of the School. The School Director shall be responsible to the School Board and exercise the following powers and duties:
  - 1) Execute the resolutions made by the School Board;
  - 2) Implement the strategic development framework of the School, prepare the annual working plan and financial budget;
  - 3) Hire and dismiss teachers and other administrative personnel of the School, and advise School Board on personnel and school policies;
  - 4) Coordinate the communications between the School Board and other personnel of the School;
27. The School Director shall not modify any resolution made by the School Board or perform his/her powers beyond the authorization of the School Board.

#### **Chapter VI School Assets and Financial Management**

28. The School is a not-for-profit making educational establishment. The operating funds of the School shall be used for the construction of school campus, procurement of educational and teaching equipments, payment of salaries, welfare and social insurance of faculty, training expense for teachers, academic and teaching events, school enrollment programs, operations reserve funds and other matters related to the operation of the

- School. Any entity or person shall not encroach upon, take or make use of the assets or funds of the School for personal or private gain.
29. The School shall collect the tuition fees from the students in compliance with the applicable laws and regulations of China. All tuition fees collected shall be used for educational and teaching activities and for the enhancement of the operations of the School.
  30. No substantial part of the School's activities shall consist of participating or intervening in any political campaign on behalf of or in opposition to a candidate for public office.
  31. The School shall be equipped with qualifying and professional accounting personnel who shall be responsible for auditing and overseeing the accounting of the School.
  32. The School shall establish strict financial management system to ensure the legality, authenticity, accuracy and integrity of the accounting documents. The School shall strictly comply with the tax rules of the State and accept supervision by the governmental fiscal and taxation authorities.
  33. The financial management system of the School shall be supervised and approved by the School Board, and shall comply with the policies stipulated by the School Board
  34. The School's finance shall be independent and an independent audit system shall be in place.

#### **Chapter VII Amendment of the Constitution**

35. The amendment of this Constitution shall be proposed by at least one-third (1/3) of the members of the School Board and adopted by three-quarter (3/4) vote of all the members of the School Board, and shall be submitted to the supervising authority at the appropriate governmental level for approval before it becomes effective.

#### **Chapter VIII Change, Dissolution and Disposition of Assets after Dissolution**

36. In the event of change of the Establisher, the Establisher shall conclude a transfer agreement with the successor to specify the legal rights and obligations after the transfer. At the same time, the Establisher shall organize financial settlement to be approved by the School Board, and shall submit the change application to the educational authority at the proper level. The successor shall meet the requirements and have the capacity to operate the School, and shall submit the change application to

relevant authorities as needed.

37. The School shall be terminated or dissolved under any of the following circumstances:
  - 1) The School fulfills its operating purpose and therefore terminates automatically;
  - 2) The School may be dissolved upon the vote of three-quarters of the members of the Board of Directors of the School at a special meeting held for this purpose.
  - 3) The School becomes insolvent and unable to operate, or the operating license of the School is revoked.
38. In case of termination or dissolution, the School shall first arrange for the proper disposition of its students. The School shall also proceed with financial liquidation in accordance with the applicable laws and regulations in China, and report to the examining authority for review and approval if needed.
39. Before termination or dissolution, the School shall establish a liquidation committee comprising all the members of the School Board under the guidance of the examining authority and other relevant authorities, and shall settle claims and debts as well as other relevant affairs.
40. Upon termination, the assets of the School shall be settled in the following priority order:
  - 1) Return tuition fees, incidental fee and other fees to the students as needed;
  - 2) Make salary payments to teachers and other faculties accordingly;
  - 3) Pay and settle all debts;
  - 4) Any remaining net assets of the School upon liquidation shall be distributed as directed by the School Board, in accordance with Chinese laws and regulations, to some other educational institution or institutions having objects similar to the objects of the School and is also recognized by the responsible authorities as a non-profit organization.
41. Upon completion of the liquidation, the School shall apply for cancellation with the examining authority and register its cancellation with the registration authority. The School shall be considered to be terminated upon the issuance of the cancellation registration certificate by the registration authority.

## **Chapter IX Miscellaneous**

42. The right to interpret this Constitution shall be vested in the School Board.

43. In case of any conflict between this Constitution and the laws and regulations of China, the laws and regulations of China shall prevail.

44. This Constitution shall become effective upon approval by the examining authority.

(As amended and adopted on May 26, 2017.)

**The American International School of Guangzhou  
(stamp)**