

ASAG ARTICLES OF ASSOCIATION

as adopted in amended form by vote of the membership of the
American School Association of Guangzhou
On May 26, 2017

ARTICLE I: Name of Association

The Association shall be known as the American School Association of Guangzhou, hereinafter referred to as the Association.

(Amended May 30, 1984, March 17, 1998)

ARTICLE II: Location

The Association is located at the American International School of Guangzhou (hereinafter referred to as the School), located in the city of Guangzhou in the People's Republic of China.

(Amended March 17, 1998)

ARTICLE III: Purpose

It shall be the purpose of the Association to promote the provision of an American-based education for foreign children living in or around Guangzhou, through the governance of the School.

(Amended March 17, 1998, May 2017)

ARTICLE IV: Membership

Membership in the Association shall be voluntary and shall be composed of parents and legal guardians of children who are registered for attendance at the School, and recorded on School records, and other members as may be provided by the By- Laws.

(Amended October 1986, May 1991)

ARTICLE V: Non- Profit Character

The Association shall be exclusively educational; it shall be non-profit, with no part of its earnings to benefit any person or entity except as stated in Article X, section C. No substantial part of the Association's activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Association shall not directly or indirectly participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Association shall have no political or religious aims.

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(Amended October 1986, March 17, 1998)

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, hereinafter referred to as the Board, 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 Board shall be set forth in the By-Laws.

(Amended May 30, 1985)

ARTICLE VIII: Meeting of the Members

A. There shall be Bi-annual General Meetings of the members of the Association, one not later than the last day of October and one not later than May 31st each year and on such dates as may be determined by the Board. The fall meeting shall be held for the purpose of presentation of the Board to the Members of the latest external audit report, the current financial standing of the School and the plan of Board activities for the coming school year. The spring meeting shall be held for the purpose of announcing the results of the Board election and presentation of the Board activities of the current school year to the members.

B. 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 of 25 percent of the Association membership.

C. Written notice of all meetings of members, and the agenda, shall be sent to all members at the last address on file with the Secretary at least two weeks in advance of the date of such meeting.

D. The number of members attending such a meeting shall constitute a quorum.

(Amended October 1986, May 1991, May 1996, March 17, 1998)

ARTICLE IX: Voting By Members

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- A. At any meeting of the members of the Association, each member shall be entitled to only one vote.
- B. All questions at meetings of the members shall be decided by a majority vote of those present, except as otherwise provided in the Articles of Association or in the By-Laws.
- C. Elections to the Board and proposals to amend these Articles or the By-Laws shall be by written ballot to be submitted to the Secretary as provided in the By-Laws. For other matters, voting may be by voice, by show of hands, or by written ballot at the direction of the Chairperson of the Board, or the designated Chairperson of the Meeting, or at request of a member present carried by a majority vote. In the case of voting by written ballot, the Chairperson of the Board, or the designated Chairperson of the Meeting shall appoint a committee to collect and count votes.

(Amended May 1991, March 17, 1998)

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. Receive and accept donations, endowments and gifts of money, land, buildings, stocks, funds, shares, securities and any other property of any individual or organization, whether incorporated or not, provided these donations, etc. inure to the benefit of the American International School of Guangzhou, and do not carry provisions contrary to these Articles of Association and By-Laws, the By-Laws of AISG Inc., the School Constitution, and the laws and regulations of the People's Republic of China.
- C. 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 Articles of Association

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These Articles of Association may be amended at a Bi-annual General Meeting of the Association or at any special meeting called for that purpose, by a two-thirds 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 non-profit nature of the institution; and no change shall be made in the Articles which may be in conflict with the Certificate of Incorporation or by-laws of AISG Inc., or the School Constitution, and provided further, a Letter of No Objection shall be obtained from the US Consul General of Guangzhou's appointee on the AISG School Board ("Certifier") certifying that there is no objection to the amendment(s) of these Articles.

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 cause the text of the proposed amendment to be sent to the address of each member of the Association at least two weeks before the said meeting.

(Amended March 17, 1998, May 2017)

ARTICLE XIII: Dissolution

A. This Association may be dissolved and its activities terminated only if approved by three-fourths (3/4) of all Association members, 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 voting for dissolution of the Association.

B. 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 person or entity; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation; and which does not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(Amended March 17, 1998, May 2017)

These Articles of Association of the American School Association of Guangzhou were approved by the Membership of the Association at an organizational meeting of the said membership on the eleventh day of June, 1981, in Washington, D.C. and reaffirmed at a special meeting of the membership on the twentieth day of August, 1981, in the City of Guangzhou, People's Republic of China.

Original signed by:

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Jerome C. Ogden, Brian G. Page, James H. Hall, Laura C. Ogden, Huong P. Hall, and one other signature(illegible).