

Constitution of Yokohama International School

I. General Provisions

1. This Constitution is established pursuant to the Act of Contribution establishing Gakko Hojin Yokohama International School (hereinafter referred to as the “School”), and under the auspices of the international community in Kanagawa Prefecture and Tokyo, to provide children of both sexes with nonsectarian education, conducted in the English language.
2. The Board of Directors shall carry out its legal responsibilities under the Act of Contribution and shall be responsible in principle to the international community in Kanagawa Prefecture and Tokyo for the proper management and operation of the School to suit the needs of the international community. The Board of Directors shall report to an Annual General Meeting on the management and operation of the School at least once a year.
3. The School shall have a Headmaster, faculty and administrative staff as required.
4. The basic curriculum of the School shall be designed to meet the needs of a multi-national student body.

II. Specific Provisions

1. CHAPTER 1: FEES AND RESPONSIBILITIES

1.1. Fees

1.1.1. Fees shall be decided by the Board of Directors, and shall be paid in advance by the required date as determined by the Board of Directors. Accounts more than one month overdue may be subjected to a surcharge as determined by the Board of Directors and stated in the Policies and Procedures.

1.1.2. Fees already paid shall not in normal circumstances be refunded. Any exceptions shall be stated in the Policies and Procedures. In case of suspension or expulsion, fees are not refunded.

1.2. Responsibilities

1.2.1. During school hours the School will exercise reasonable and appropriate precautions to ensure the safety, health and well-being of the students.

However, under no circumstances will the School accept responsibility for injury to or illness of students.

- 1.2.2. In case of serious injury or illness, the School is authorized to obtain any medical attention reasonably deemed necessary. Medical expenses incurred shall be for the parents' account.

2. CHAPTER 2: GENERAL MEETINGS

2.1. Holding of General Meetings

- 2.1.1. General Meetings may be Annual General Meetings or Extraordinary General Meetings.
- 2.1.2. Annual General Meetings shall be held once per year after the beginning of the new school year and prior to the 15th day of November.
- 2.1.3. Extraordinary General Meetings may be called by the Chairman of the Board of Directors as required, or at the request of the Board of Trustees, or at the request by petition in writing of a minimum of forty (40) parents or legal guardians of students, who shall state in writing the purpose and agenda of the meeting.
- 2.1.4. The date, place, time and agenda for General Meetings shall be notified to parents, guardians, Members of the Board of Directors, Board of Trustees, faculty members, and alumni entitled to attend the meeting at least 30 days prior to the Meeting. Such notification of General Meetings shall include a list of Members of the Board of Directors, their terms of office, and offices held on the Board of Directors.

2.2. Persons Qualified to Attend General Meetings

- 2.2.1. General Meetings may be attended by the Members of the Board of Directors, the Board of Trustees, parents or legal guardians of students, faculty members, and graduates of this School who have attained the age of at least 25 years who have registered with the School in accordance with procedures set forth in the Policies and Procedures, all of whom may vote on items on the agenda.
- 2.2.2. A person nominated for membership on the Board of Directors prior to a General Meeting in accordance with the provisions of Article 3.3.1 or 3.3.2 herein, but not otherwise entitled to attend the meeting under the provisions of Article 2.2.1, may attend the Meeting but shall not vote.

2.2.3. A quorum shall consist of a number of persons qualified to vote under Article 2.2.1 in addition to the Board of Directors equal in number to five percent of the total student enrollment of the School as of the date of the General Meeting.

2.3. Procedures for General Meetings

2.3.1. The Chairman of the Board of Directors shall preside at General Meetings.

2.3.2. At each Annual General Meeting a report on the financial results and the operation of the School shall be given.

2.3.3. Minutes of each General Meeting shall be recorded and approved at the next Annual General Meeting.

2.3.4. Motions to add items to the agenda which are concerned with the same subject matter as noticed may be made at a General Meeting.

3. CHAPTER 3: THE BOARD OF DIRECTORS

3.1. Responsibility and Scope of Authority

3.1.1. The Board of Directors shall be the sole body in charge of the affairs of the School as set forth in the Act of Contribution.

3.1.2. Policies and Procedures shall be established by the Board of Directors, in conformance with the Act of Contribution and this Constitution, and shall specify the manner of operation of the School, the conduct of the faculty, the authority, responsibilities and duties of the Headmaster, and other matters as shall from time to time be determined by the Board of Directors.

3.1.3. Notwithstanding the provisions of Article 3.1.1 above, day-to-day operations of the School shall be the responsibility of the Headmaster and faculty, as specified in the Policies and Procedures.

3.2. Members of the Board of Directors

3.2.1. The Members of the Board of Directors shall consist of the following eleven Members:

The Headmaster

Alumni Member: one person

General Members: nine persons

3.2.2. The Board of Directors shall elect three Members to the Board of Trustees from among the Alumni Member and the General Members.

3.3. Elections for the Board of Directors

3.3.1. Nominations of candidates for election to the Board of Directors as the Alumni Member shall be made prior to or at a valid Annual General Meeting from amongst graduates of this School who have attained the age of at least 25 years, who are not members of the faculty or employees of this School, and who have been duly proposed and seconded. Nominations made prior to the Annual General Meeting shall be made in writing addressed to the Honorary Secretary of the Board of Directors and delivered to the School Office at least 12 days prior to the Annual General Meeting.

3.3.2. Nominations of candidates for election to the Board of Directors as General Members shall be made prior to or at a valid Annual General Meeting from amongst parents of the students of this School, persons of knowledge and experience, and graduates of this School who have attained the age of at least 25 years, who are not members of the faculty or employees of this School, and who have been duly proposed and seconded. Nominations made prior to the Annual General Meeting shall be made in writing addressed to the Honorary Secretary of the Board of Directors and delivered to the School Office at least 12 days prior to the Annual General Meeting.

3.3.3. An election for at least three General Members shall be held at each Annual General Meeting.

3.3.4. Persons otherwise eligible to vote at a General Meeting may vote for Members of the Board of Directors in an election to be held at an Annual General Meeting or a Special Election held under the provisions of Article 3.3.6 herein by personally appearing at the School Office and there filing a ballot within a period of ten days prior to the date of the Annual General Meeting or Special Election. Write-in votes for candidates for election to the Board of Directors are permitted on the ballot.

3.3.5. A list and brief biographies of the Members of the Board of Directors and Board of Trustees as described in the Act of Contribution shall also be maintained in English and shall be accessible to any persons qualified to attend and vote at General Meetings.

3.3.6. A Motion of No Confidence in the Board of Directors may be placed on the agenda for any General Meeting and passed by a two-thirds majority of those in

attendance and qualified to vote at that General Meeting. If such Motion of No Confidence is passed, the Chairman shall call an Extraordinary General Meeting to be held within 30 days of the General Meeting at which the Motion of No Confidence was passed for the purpose of holding a Special Election following *mutatis mutandis* the procedures set forth in this Constitution. The terms of all Members of the Board of Directors as constituted prior to the Special Election shall terminate as of the Special Election. Members of the Board of Directors as constituted prior to the Special Election shall be eligible to be nominated and stand for election to the Board of Directors at the Special Election. The term of office of any Member of the Board of Directors as constituted prior to the Special Election who is elected at the Special Election shall be same as prior to the Special Election. The Board of Directors at its first meeting following such Special Election shall designate the term of office of each newly elected Member so as to coincide with that of a respective Member of the Board of Directors as constituted prior to the Special Election not elected at the Special Election.

3.4. Terms of Office

- 3.4.1. The full term of office of each Member of the Board of Directors shall be three years from the Annual General Meeting at which the Member was elected, unless the Member resigns or is removed from office under the provisions of Article 3.3.6 or Article 12 of the Act of Contribution.
- 3.4.2. Notwithstanding the provisions of Article 3.4.1, the Board of Directors may designate terms of office of its Members to ensure compliance with Article 3.3.3.
- 3.4.3. The terms of office of *pro tempore* Members of the Board of Directors elected by the Board of Directors to fill vacancies under the provisions of the Act of Contribution shall end at the next Annual General Meeting following their election by the Board of Directors. Such *pro tempore* Members may be nominated for election under the provisions of Article 3.3.1 herein to serve any remaining term of their predecessors in office or for a full term of three years, as the case may be.

3.5. Officers

- 3.5.1. The Board of Directors shall elect from amongst its Members a Chairman, a Vice-Chairman, Honorary Secretary and Honorary Treasurer.
- 3.5.2. The Vice-Chairman shall act in the place of the Chairman when so requested by the Chairman, when the Chairman is incapacitated due to illness or injury and is unable to fulfill his or her duties, or when the Chairman is absent from Japan.

3.5.3. The Honorary Secretary shall be responsible for compiling and maintaining accurate records of all meetings of the Board of Directors and General Meetings.

3.5.4. The Honorary Treasurer shall advise the Board of Directors on the financial conduct of and financial planning for the School, and shall report to the Board of Directors, the Board of Trustees, and the Annual General Meeting on the financial performance and financial position of the School.

3.6. Sub-Committees

3.6.1. Sub-committees may be appointed from the Board of Directors as required. The functions of the various sub-committees shall be in accordance with terms of reference approved by the Board of Directors.

3.6.2. Chairman of sub-committees shall be appointed by the respective sub-committees. The Chairman of the Board of Directors shall be, *ex officio*, a member of all sub-committees.

3.6.3. Sub-committees shall be advisory, their recommendations being subject to ratification by the Board of Directors.

3.7. Board of Directors and Sub-Committee Meetings

3.7.1. Board of Directors meetings shall be called by the Chairman as required to conduct the business of the School. Sub-committee meetings shall be held as required and shall report activities to the Board of Directors not less frequently than once per term.

3.7.2. Meetings of the Board of Directors shall be carried out as specified in the Act of Contribution and the Policies and Procedures. Faculty members may be required to attend meetings of the Board of Directors or sub-committees.

3.7.3. Copies of the non-confidential minutes of meetings of the Board of Directors shall be retained on file in the School Office and may be viewed on request by any person qualified to attend and vote at General Meetings.

4. CHAPTER 4: PROXIES

4.1. Procedure for Submission of Proxy

4.1.1. Members of the Board of Directors and Members of the Board of Trustees unable to attend a meeting of the respective Boards may submit a proxy to the meeting.

- 4.1.2. The proxy may be submitted through any Member who attends the meeting for which the proxy is intended.
- 4.1.3. The proxy must be in a reliable form of written communications as may be specified in the Policies and Procedures.

4.2. Use of Proxies

- 4.2.1. The proxy may indicate the Member's views on any matter on the agenda for the meeting for which the proxy is intended.
- 4.2.2. The proxy may either specify the Member's vote for or against any matter on the agenda, or the Member may appoint another Member to vote in the Member's stead as shall be determined by the appointed Member.
- 4.2.3. Any proxy which contains an appointment to vote but does not name another Member for such purposes shall be voted by the Chairman.
- 4.2.4. The proxy shall be ineffective for any matter not on the agenda.
- 4.2.5. For purposes of the Chapter, matters on the agenda shall include only matters identified with particularity on the agenda, and shall exclude items added pursuant to Section 2.3.4 herein and matters arising only as other business or the like.

5. CHAPTER 5: SCHOOL FUNDS

5.1. Maintenance of School Funds

- 5.1.1. School funds shall be deposited with a bank or banks as designated by the Board of Directors.
- 5.1.2. Disbursements of school funds may only be made on the signature of the Chairman of the Board of Directors, the Honorary Treasurer, or by alternates appointed by the Board of Directors.

5.2. Audit of School Accounts

- 5.2.1. The school accounts shall be examined by a professionally qualified auditor appointed annually by the Board of Directors not less frequently than once per year. The auditor's report shall be a basis for the financial report to be presented at each Annual General Meeting.

6. CHAPTER 6: THE HEADMASTER AND FACULTY

6.1. Headmaster

6.1.1. The Headmaster shall be appointed by the Board of Directors, subject to approval by the Board of Trustees, and shall administer and be responsible for the affairs of the School on behalf of the Board of Directors, as specified in the Policies and Procedures.

6.1.2. Should the Headmaster, for whatever reason, be deemed by the Chairman of the Board of Directors not to be in a position to carry out his or her duties, these duties shall be assumed by such person as may be designated by the Chairman of the Board of Directors, subject to confirmation by the Board of Directors, until such time as either the Headmaster can resume his or her duties or until a successor is appointed. A decision by the Chairman of the Board of Directors that the Headmaster is not in a position to carry out his or her duties may be overridden by a majority vote of the Board of Directors.

6.2. Teachers

6.2.1. Teachers shall be appointed on behalf of the Board of Directors by the Headmaster within the approved annual budget.

6.2.2. Teachers shall be responsible to the Headmaster for the purpose of carrying out of their duties as laid down in the Policies and Procedures.

6.3. Contracts

6.3.1. All faculty members shall agree and sign a contract specifying the terms under which faculty members are engaged.

6.3.2. The Chairman of the Board of Directors or his or her delegate shall sign on behalf of the School and the Board of Directors.

7. CHAPTER 7: CHANGES TO THIS CONSTITUTION

Proposed changes to this Constitution, including the full text thereof, must be noticed to persons qualified to attend General Meetings at least 30 days prior to the General Meeting at which such proposed changes are presented for a vote, and shall be passed only by a two-thirds vote of those in attendance and qualified to vote at a General Meeting.