

BY-LAWS OF THE UNITED NATIONS INTERNATIONAL SCHOOL

Article 1

Name

The name of the corporation established by the Charter granted by the Board of Regents of the University of the State of New York for and on behalf of the State Education Department, as last amended on June 25, 1985, is "The United Nations International School" hereafter referred to as "the School", which was established to fit the specific needs of the children of the different nationalities comprising the United Nations.

Article 2

Purposes

The purposes of the School shall be to establish, operate and maintain, under the auspices of the United Nations, a school to promote and provide an international education conforming to the spirit and principles contained in the Charter of the United Nations for the children of persons officially connected with the United Nations, as well as for the children of other persons desirous of obtaining a similar education for their children and to promote educational activities of international character.

Article 3

Membership of the Corporation

The Members of the Corporation at any time shall be the persons who at such time are Members of the Board of Trustees of the School. Members of the Corporation may remove a Trustee with or without cause by a vote of two-thirds (2/3) of the Members.

Article 4

Board of Trustees

(1) There shall be a Board of Trustees, the Members of which shall be Members of the Corporation. The Board of Trustees shall be the ultimate governing authority for the School.

(2) The Board of Trustees shall be appointed by the Secretary-General of the United Nations and shall comprise a maximum of eighteen (18) Members and a minimum of twelve (12) Members (hereafter referred to as "Trustees") appointed by the Secretary-General of the United Nations. The designation of the Chair is at the discretion of the Secretary-General. The Special Representative of the Secretary-General shall be a Member of the Board and shall not be subject to term limits. The term of office of other Members of the Board shall be two years and they may be reappointed. The term will commence on the 1st of July of a given year and end on the 30th of June two years thereafter. A Trustee may not serve for more than four consecutive full terms; however, a Trustee whose term has expired may serve until a successor is appointed. A Trustee may be reappointed after a break of one year. In exceptional circumstances and at the discretion of the Secretary-General, the terms of up to three (3) Trustees may be extended by one, two or three years to ensure a continuity in critical areas.

(3) The Board shall establish a Nominating Committee consisting of a minimum of five (5) Trustees who shall identify candidates, review their qualifications and propose candidates to the Board. Parents and other interested persons may suggest names for consideration by the Nominating Committee. Before making its recommendations, the Nominating Committee shall invite parents to suggest names of potential candidates. The Nominating Committee shall consult with the Secretary-General to seek his views and concurrence regarding the candidate[s] whom the

Committee wishes to propose to the Board. Thereafter the Board shall make its recommendations to the Secretary-General for appointment. Should the Secretary-General wish to appoint a Trustee from outside the list submitted by the Board, he shall first consult with the Board.

(4) The Executive Director of the School shall be an ex-officio Member of the Board entitled to be present at all meetings, including the meetings of all Committees, with all the privileges of a Member of the Board except the right to vote. The Executive Director shall absent himself or herself upon request of the Board when matters relating to his or her conditions of service or performance are being discussed.

(5) Trustees shall be drawn from the parent body, the United Nations or related agencies, the international community, the business community and from persons competent in the fields of education, administration, law or finance or any other field of expertise needed from time to time by the Board of Trustees. At least a majority of the Members of the Board shall be parents of students enrolled at the School. Every effort shall be made to have at least one UNIS alumnus on the Board and one Member of the Board should be a person of eminence in the field of education not directly associated with the School. Due regard shall be placed on appointing Trustees on the basis of as wide a geographic distribution as possible consistent with the needs of the School. Generally, not more than six (6) Members with voting rights shall be of the same nationality.

(6) If a vacancy shall occur at any time during their term in office of a Member, the Board of Trustees shall as soon as practicable recommend to the Secretary-General the appointment of a replacement to serve the remainder of the term of office. If the remainder of the term is less than one year the Trustee may be appointed to the Board for further terms not exceeding four consecutive full terms. If the remainder of the term is one year or more the Trustee may be nominated for further terms not exceeding three full terms.

(7) The Board of Trustees may invite Permanent Representatives to the United Nations to serve as Honorary Trustees. In the interest of the School, the Board may invite additional Honorary Trustees. Honorary Trustees shall be entitled to all the rights of a Member of the Board of Trustees, except the right to vote.

(8) The Board of Trustees shall establish procedures for the removal of a Trustee for cause. These procedures shall respect the principles of due process. Any Trustee who fails to attend three (3) consecutive meetings of the Board, without an excuse acceptable to the Board, shall be deemed to have resigned, thereby creating a vacancy.

(9) The quorum for meetings of the Board of Trustees shall be a majority of the Members of the Board at the time in office.

(10) Decisions of the Board shall be taken by consensus or by vote. Consensus shall be established by ascertaining the absence of any formal objection on the part of a Member. In the absence of a consensus and except as otherwise provided, decisions of the Board shall be by a simple majority of Members of the Board present and voting. Each Member shall have one vote.

(11) No Trustee shall receive any remuneration whatsoever for performance of the duties of a Trustee.

(12) The Board of Trustees may establish such standing and ad hoc Committees as may be necessary for the conduct of its business. The Chairperson of a Committee shall be appointed by the Board. The Chairpersons of Committees may invite non-members of the Board of Trustees to serve on Committees subject to approval by the Board.

(13) The Board shall normally meet in sessions to which non-members may be invited as observers or consultants. At the beginning of each year, the Board shall normally issue a standing invitation to designated representatives from the UNIS Parents Association, the UNIS Staff Association, the UNIS Alumni Association and the UNIS Student Council whose names should be communicated in advance to the Secretary of the Board.

(14) The Board may decide to meet in closed session for part or the entire duration of a meeting whenever it considers that necessary. Such closed session shall be restricted to Members of the Board and the Executive Director unless expressly decided otherwise.

Article 5 **Responsibilities and Powers of the Board of Trustees**

(1) The Board of Trustees shall be responsible for the fulfillment of the purposes of the Corporation and for policies relating to the conduct and management of the affairs of the School and the Corporation, including, without limitation, adoption of an annual budget and tuition schedule, fundraising, transferring funds from the Development Fund, selection and appointment of the Executive Director of the School, hiring of architects, attorneys and auditors for the corporation, appointment of committees, consultants and advisors, approval of general academic policy, determination of the system of compensation for employees of the corporation and authorization (general or specific) of expenditures.

(2) The Board of Trustees shall have, and may exercise, all powers permitted by law, necessary or appropriate, or deemed by the Board of Trustees to be desirable, in the carrying out of its responsibilities under these By-Laws, including, without limitation, the power to buy or otherwise acquire and to hold, or sell or otherwise dispose of, or mortgage, pledge or otherwise encumber any property, real or personal, tangible or intangible (including stock or other securities), the power to borrow money and the power to authorize the execution of contracts or other instruments or obligations of the corporation.

Article 6 **Reporting of the Board of Trustees**

(1) The Board of Trustees shall publish an annual report which shall be transmitted to the Secretary-General of the United Nations and to parents and may be made available to other interested persons and institutions.

(2) The Board of Trustees shall convene an annual assembly to which School parents and staff members shall be invited, in order to report on important issues of common interest.

Article 7 **Officers of the Corporation**

(1) The Secretary-General shall have the authority to appoint the Chair of the Board of Trustees.

(2) The Board of Trustees shall elect officers, who shall also be the officers of the Corporation. The officers shall be the Chairperson of the Board of Trustees who shall also be the President and the Chief Executive Officer of the Corporation, such number of Vice-Chairpersons as the Board of Trustees may from time to time determine, the Treasurer, the Secretary, all of whom shall be voting Members of the Board of Trustees at the time of their election, and such other officers as the Board

of Trustees may from time to time determine.

(3) The officers of the Board shall serve for a term of one year and may be re-elected. They shall continue in office until their successors are elected. The Board shall fill vacancies by election from Trustees of the Board.

(4) The Chairperson of the Board shall preside at all meetings of the Board of Trustees and shall exercise such other powers, and perform such other duties, as the Board of Trustees may from time to time designate. In the event of the absence or incapacity of the Chairperson, a Vice-Chairperson designated by the Chairperson or by the Board, as the case may be, shall exercise the powers and perform the duties of the Chairperson.

(5) The Treasurer shall be responsible for maintenance of the financial records of the Corporation and the accounts of its revenues and expenditures. The Treasurer shall also be responsible for supplying the Board of Trustees with such financial reports as the Board may request in order to ensure that expenditures of the corporation are in accordance with the budgets and other decisions of the Board of Trustees.

(6) The Secretary shall be responsible for keeping the minutes of all meetings of the Board of Trustees, which minutes shall record decisions taken, including the results of any vote. The minutes shall note items that were discussed but were not the subject of any decision. The Secretary shall be responsible for preparing the Agenda under the direction of the Chairperson and for issuing the required notices for meetings of the Board of Trustees.

(7) Any officer of the Corporation shall, in addition to the powers and duties initially entrusted to him or her, exercise such further powers and perform such further duties as the Board of Trustees or the Chairperson may from time to time designate.

(8) The Executive Director of the School shall be the Chief Administrative Officer of the School.

Article 8

The Executive Director of the School

The Board of Trustees shall select and appoint an Executive Director of the School who shall be responsible to the Board of Trustees for the conduct and management of the School. The Executive Director of the School, in conformity with the principles and policies established by the Board of Trustees, shall have charge of the day-to-day activities of the School. The Executive Director shall be responsible for the establishment of educational methods, curricula and standards; the administration of the budget and the making of all necessary appointments. The Executive Director shall inform the Board of all appointments of one-year duration or longer and the Board shall confirm those administrative appointments as it shall designate from time to time.

Article 9

Executive Committee of the Board of Trustees

The Board of Trustees shall have the power to establish an Executive Committee by a decision of a majority of all its Members, composed of such number of officers of the Corporation and other appropriate Members of the Board of Trustees, to discharge the duties and exercise the powers of the Board in between Board sessions in urgent circumstances. Actions of the Executive Committee shall be reported to the Board of Trustees.

Article 10
Indemnification and Insurance

(1) To the fullest extent permitted by law the School shall indemnify any person made or threatened to be made a party to any action or proceeding, including an action or proceeding by or in right of the School to procure a judgment in its favor, whether instituted before or after the date of adoption of this Article, by reason of the fact that person (or his or her testator or interstate) is or was a Trustee or officer of the School or any trust, employee benefit plan or other enterprise whatsoever in which the Trustee or officer served at the request of the School. The Board is authorized to adopt resolutions implementing this provision.

(2) The School may insure itself and the persons to be indemnified for any obligations for indemnification it incurs as a result of this Article or by operation of law or otherwise.

Article 11
Fiscal Year

The fiscal year of the Corporation shall begin on the 1st day of July and end on the 30th day of June in the following calendar year.

Article 12
Amendments

These By-Laws may be amended at any meeting of the Board of Trustees of the corporation by the vote of two-thirds (2/3) of the Trustees. Notice of such meeting, stating the substance of the proposed amendment or amendments, shall be given to all Members of the Board of Trustees of the Corporation in writing not less than fourteen (14) days prior to such meeting.

Article 13
Date of effect

These By-Laws shall take effect on the date of adoption.

Article 14
Transitional Provisions

For purposes of the transition resulting from the adoption of these By-Laws, the following transitional provisions are adopted, and these provisions shall take precedence over any other provisions of these By-Laws:

(1) In lieu of the provisions of Article 3 of these By-Laws, and until such time as there shall be appointed the Trustees provided for in paragraphs (3) and (4) of this Article, the Secretary-General shall be the sole Member of the Corporation, with power as sole Member to remove all Trustees without cause as provided in Section 706(b) of the New York Not-for-Profit Corporation Law.

(2) It is expected that the Secretary-General will promptly exercise that power in order to accomplish the transition provided for in these By-Laws.

(3) As soon as practicable after the adoption of these By-Laws, the Secretary-General shall constitute an ad hoc Selection Committee, chaired by a person nominated on his behalf by the

Under-Secretary-General for Management Strategy, Policy and Compliance and composed of the Chairperson of the ad hoc Committee, three Members selected by the Chairperson of the Committee, at least two of whom shall be parents at UNIS, the Executive Director of the School and the Special Representative of the Secretary- General.

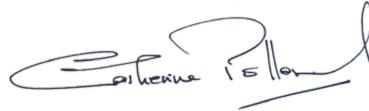
(4) The ad hoc Selection Committee shall, as soon as practicable and having regard to the procedures and qualifications set out in Article 4 for the selection of Trustees, recommend a maximum of seventeen (17) candidates for appointment to the Board of Trustees for an initial term of one or two years to establish the staggered turnover of Members of the Board referred to in that Article.

(5) Following the implementation of paragraphs (1) and (2) of this Article and until the appointment of Trustees pursuant to paragraphs (3) and (4) of this Article and of Article 4 hereof, there shall be an interim Board of Trustees consisting of the six (6) Members of the ad hoc Selection Committee to take such urgent Board of Trustee action as cannot be postponed until the Trustees appointed pursuant to those provisions take office.

I hereby certify that the above By-Laws as amended were adopted by the Board of Trustees of the United Nations International School at its meeting held on 18 November 2021.

Catherine Pollard

Chairperson of the Board of Trustees



Signature

10 December 2021

Date

Revised 10.05.01
Revised 11.12.13
Revised 08.12.15
Revised 18.11.21