

FRENCH SCHOOL SOCIETY
(DAR-ES-SALAAM, TANZANIA)

ARTICLES

As modified and approved by the General Assembly held on the 25 June 2024

PREAMBLE

The French School Society, known as the French School Arthur Rimbaud (hereinafter **The school**) is a French teaching institution that applies the texts and reform of the Ministry of Education of France, under agreement with the Agency for the French Education Abroad (*Agence pour l'Enseignement Français à l'Etranger* – herein referred to as AEFÉ) – Convention of 08/07/2002, open to children of French nationals living in Tanzania and, in the limit of its capacity, to the children of nationals of other Member States of the European Union, Tanzania and other nation states.

The school is run by a Head of School appointed by the AEFÉ.

The school is under the protection of the Embassy of France in Dar es Salaam and under the educational supervision of the Counsellor for Cooperation and Cultural Action of the Embassy of France (herein referred to as COCAC) acting as education Inspector.

The school is managed by the French School Society. The articles below provide the regulations of the established Society, the amendments to such regulations, and fix the organization of the school.

PART I - THE SOCIETY

CHAPTER I: ESTABLISHMENT, OBJECTIVES, LOCATION, AND DURATION

Article 1: Establishment

As part of the cooperation agreement between the Government of the French Republic and the Government of the United Republic of Tanzania, signed on March 9, 1973 in Dar-Es-Salaam (see Appendix 1), and in the spirit and in accordance with the provisions of the Code of Education relating to the organization of French education abroad, it is established in Dar es Salaam, a non-profit society governed by laws of the United Republic of Tanzania, subsequent legislation and these Articles, and called: "French School Society", abbreviated "FSS", hereinafter **the Society**.

Article 2: Objectives

The aim of the Society is to:

1. Ensure the management and the development of the school.
2. Provide an education which is compliant with the programs and teaching methods applied officially in France.
3. Establish a close collaboration between the parents, on the one hand, the Head of School and the teaching staff, on the other hand, in order to ensure the provision of quality education by the school.
4. Promote cultural and extracurricular activities conducive to consolidating the formal education provided by the school and promoting the French culture and interaction with the Tanzanian culture.

The Society prohibits itself from any political or religious activities and does not pursue any aim for profit.

Article 3: Headquarters

The headquarters of the Society shall be in Dar es Salaam, on the premises of the Embassy of France, PO Box 2349, Dar es Salaam. It may be transferred by decision of the Management Board, subject to ratification by the Annual General Meeting following the decision.

Article 4: Duration

The duration of the Society is unlimited, subject to early termination under Articles 32 and 33 hereof.

CHAPTER II: MEMBERSHIP OF THE SOCIETY

Article 5: The Members of the Society

The Ambassador of France is the Honorary President of the Society. The Society has active members and benefactors members:

- **Active members** are all parents or legal guardians of students with all tuition fees paid.
- **Benefactors members** are natural or legal persons, French or foreign nationals, who adhere to the goals of the Society, as defined in Article 2, and show their interest by donations in cash or in kind. On the proposal of the Management Board, they are appointed at the Annual General Meeting. They may attend the Annual General Meeting, but only in an advisory capacity.

Article 6: Admission of Active Members

The registration of one or more children at the French School Arthur Rimbaud is a sufficient condition for the parents to be admitted as active members of the Society.

Membership in the Society implies acceptance of these Articles and any other rules or regulations of the Society or the school. A copy of the prevailing articles is given to all new members. The articles are also available on the school website and upon request, from the school administration.

Article 7: Exclusion of Active Membership

Membership shall be lost or revoked for the following reasons:

- a) Having no more children enrolled and attending the school, with the exception of those admitted as benefactor members;
- b) Exclusion for non-payment of school fees as per the internal regulations;
- c) For a serious cause pronounced by the Management Board.

CHAPTER III: GOVERNING BODIES OF THE SOCIETY

Article 8: Governing Bodies of the Society

The governing bodies of the Society are:

- a) The Ordinary and Extraordinary General Meetings
- b) The Management Board.

CHAPTER IV: GENERAL MEETING

Article 9: Information Meetings

An information meeting will be organized by the Management Board during the first term of the school year, preferably in September. It will concern the functioning of the school and its mode of governance.

Article 10: Composition of the General Meeting

1. The General Meeting consists of all members of the Society.
2. Each student's family (parents or legal guardian) shall have one vote per student and may, if necessary, appoint another member of their choice as a proxy holder. Each voter can hold a maximum of two proxies¹.

Article 11: Meetings of the General Meeting

1. The Ordinary General Meeting, convened by the Management Board, shall take place at least **three times** a year.
2. The Extraordinary General Meeting may be convened by the Management Board in the following cases:
 - a) In case of pressing and fundamental issues, it is convened by the President, with the approval of the Management Board.
 - b) In case of a written and well-founded request addressed to the President by a group of active members representing at least one quarter of the votes of the Society.

¹ 1 proxy = 1 family

Article 12: Agenda of the General Meeting

The agenda of the General Meeting shall be communicated, together with the necessary documents, to the members of the Society at least **seven** days prior to the date set for the meeting. The meeting cannot take place during the school holidays.

Article 13: Powers of the Ordinary General Meeting

1st Ordinary General Meeting.

It must be held no later than the last week before the Christmas vacations of the year N. The agenda of the 1st Ordinary General Meeting of the academic year². It will include the following items:

- a) Head of School's report of the start of the academic year.
- b) Presentation of the budget for the upcoming year³.
- c) If necessary, financial regulations and school fees for the next academic year.
- d) If necessary, amending budget decisions of the current year⁴.

2nd Ordinary General Meeting.

The 2nd Ordinary General Meeting of the academic year shall take place during the month of March or early April and will include the following items on its agenda:

- a) Presentation of the moral and financial report for the past calendar year (a simplified version is sent to members with the notice of meeting);
- b) Approval of the moral and financial report for the past calendar year.

3rd Ordinary General Meeting.

The 3rd Ordinary General Meeting of the academic year shall take place at least one week before the summer holiday and will include the following items on its agenda:

- a) Annual report for the current school year from the Management Board
- b) General information about the upcoming school year
- c) Election of the members of the Management Board

Each meeting shall, in addition, deal with all matters regarding the operation and the development of the institution.

The Ordinary General Meeting has the power to decide on amendments to the Articles of the Society.

Various questions can be submitted to the President of the Management Board. They must be included, by law, in the agenda if they are submitted at least 3 days before the date of the General Meeting; otherwise, their inclusion in the Agenda shall be at the discretion of the Management Board.

² The academic year begins in September of year N and ends in late June or early July of year N+1.

³ Year N+1.

⁴ Year N.

Article 14: Voting Procedures

1. The General Meeting may only deliberate only if the total number of votes of the members present or represented by proxy, is at least half of the votes of all members. If this quorum is not reached half an hour after the time indicated on the agenda, the General Meeting shall deliberate whatever the number of members present or represented.
2. Voting is by secret ballot. All votes, including blanks or spoiled, shall be counted. However, only the votes cast shall be taken into account. If a solution for online voting is approved by the Management Board, it can be implemented.
3. The President of the Management Board may propose a vote by show of hands. This voting procedure shall, therefore, be adopted for the ongoing General Meeting unless a member of the Society requests a secret ballot.
4. Decisions passed at the General Meeting are binding for all members of the Society. Their execution is entrusted to the Management Board.
5. The General Meeting is chaired by the President of the Management Board, or failing that, by one of the members of the Management Board.
6. Records of attendance shall be kept in an attendance sheet indicating the name of each member present and, where applicable, his authorized representative, and the number of votes it has. This sheet is signed by each active member or his representative and certified by the Chairman of the General Meeting.
7. The deliberations of the General Meeting are recorded in minutes by the Secretary of the Management Board, signed by the President of the Management Board and a member of the Management Board who participated in the debates.
8. These minutes are made known, within two weeks, to members of the Society, through a secure online platform.

Article 15: Extraordinary General Meeting

The composition and operation of the Extraordinary General Meeting are identical to those provided for in Articles 10, 11, 12 and 14 hereof.

Article 16: Powers of the Extraordinary General Meeting

The Extraordinary General Meeting has the power to approve the following:

- a) Long-term liabilities: acquisition of property, guaranteed loans;
- b) Modification of the Articles and dissolution of the Society.
- c) Any other fundamental and pressing matters requiring the vote of members of the Society.

CHAPTER V: THE MANAGEMENT BOARD

Article 17: Composition of the Management Board

The Management Board is responsible for administrating the Society and carrying out the decisions of the General Meetings.

The Management Board is composed of:

- **Eight members elected** amongst the parents and legal guardians of students, at the General Meeting, with the exception of those who are employed by the school or the AEFÉ and their spouses or partners.
- **Three ex-officio members** in an advisory capacity: The Counsellor for Cooperation and Cultural Affairs, the Head of the Consular Section and the Head of School.
- **One invited member** in an advisory capacity (ref. Art. 18).

The Management Board members are elected at the General Meeting per functions of the board, with board members allocated to the following roles or areas of responsibility:

1. President
2. Vice President
3. Treasurer
4. Secretary
5. Internal Affairs
6. External Affairs
7. Estates and Safety
8. Wellbeing, Sustainability and Community

The Management Board has the discretion of reallocating roles if necessary. It is recommended that the Management Board must be composed of at least two French nationals, two Tanzanian nationals, and with a careful balance of expertise and gender.

It is recommended that the President of the Management Board is a French National. In the absence of French candidates, the General Meeting shall elect a candidate of other nationality. In this case, the President of other nationality shall be elected for a maximum period of one year. A non-French President may be re-elected if there continue to be no candidates of French nationality.

Article 18: Incompatibility

Employees of the French School Arthur Rimbaud cannot be elected to the Management Board. This also applies to members of their immediate family, spouses or partners.

However, the Management Board may call teachers' representatives in an advisory capacity at some of its meetings, on the sole condition that the representatives be appointed in a transparent manner by their peers and observe the rules of confidentiality.

Article 19: Method of Election of Members of the Management Board

Candidates must make themselves known by providing a motivation letter to the Head of School no later than two weeks before the election date. The list of candidates is displayed on the first business day following the closing date for submissions.

1. Only one person per family member is eligible.
2. Elections shall be held if there is, at least, one candidate per vacant seat. Otherwise, the President shall call for candidates at the opening of the session of the Ordinary General Meeting conducting the elections. If the number of candidates is insufficient, the election shall be postponed to an Extraordinary General Meeting.
3. The candidates with the highest number of votes are declared elected. The number of votes should be at least half of the votes cast. In case of a tie between two candidates, the candidate with the largest number of children enrolled in the school shall be declared elected. Or, if this is not possible, the candidate who has been a member of the Society for longest shall be declared elected.
4. The term of office as member of the Management Board is 3 years. Management Board Members may be re-elected for 2 consecutive terms, or 6 years. However, an extension may be passed if not enough candidates stand for election and consequently, some positions in the Management Board remain vacant.

Article 20: Replacement of Members of the Management Board

Between two General Meetings, the Management Board may make a provisional replacement of its defaulting or resigning members by selecting unanimously his successor among the active members of the Society. The mandate of the newly appointed member will run until the date of the next election.

By defaulting, it means a Board Member:

- a) Who has permanently left Tanzania.
- b) Who has been absent without valid reasons to three consecutive Management Board meetings.
- c) Whose children are no longer enrolled in the French School Arthur Rimbaud.

Article 21: Charge and Assignment of Members of the Management Board

The office of members of the Management Board is honorary and free. Members are entitled to reimbursement of expenses incurred on behalf of the Society.

The Management Board is responsible for financial management of the school. As such the Management Board:

- Approves and adopts the budget developed in conjunction with the Head of School.
- Approves and signs the financial report certified by an auditing firm.
- Approves any new staffing positions.
- Determines the registration and school fees, sets payment terms and determines the deposit amount and any other fees payable by the families for all activities offered by the school.
- Decides on investments, either for equipment or construction, maintenance or repair of the premises.

It may be taken into account that the French government contributions are primarily intended for the education of French nationals when determining registration and tuition fees for French nationals and non-French nationals.

The President or the Vice-President and Secretary or any other board members jointly sign the employment contracts of locally recruited staff. For all positions, recruitments are made following the recommendations of the Head of School.

Article 22: Specific Duties of the Management Board

1. President:

The President is the legal representative of the Society in all acts of civil activities. She/he sets the agenda and runs the meetings. She/he sits in the Recruitment Committee of local staff and the local Scholarship Commission. She/he can be represented by the Vice-Chairman, in priority, or another Board Member who shall, by law, act in her/his place, in case she/he may be unable to carry her/his duties or is absent. The main purpose of this role is to liaise closely with senior State stakeholders this could include but not be limited to stakeholder engagement and management in order to foster partnerships and nurture lasting relationships. The key State stakeholders include the French Embassy, Ministry of Foreign Affairs, and/or any Tanzanian Government Agencies, Regulators and Ministries, private sector entities and non-governmental organisations, along with key individuals in the community. The President ensures the decisions made by the Management Board follow the long-term strategic plans and goals of the school.

The ideal incumbent should have;

- A strategic people-oriented approach with a professional and social network
- Experience in dealing with high-level stakeholders and complex situations
- Experience as a senior executive (Director level) in a corporation is preferred

2. Vice-President:

The Vice-President assists the President and represents the President when she/he is unable to carry her/his duties. The Vice-President can represent the Society and can sit in the Recruitment Committee. In this context, the Vice-President works closely with the Treasurer to ensure the feasibility of any enrolment by the school. She/he makes sure the social dialogue with the teachers and staff representative(s) happens at least twice annually and attends the meetings on behalf of the Management Board. The Vice-President should not interfere with the work done by the school employed HR Manager, but rather is there to guide their efforts. She/he is the first member to act as interim President, if the President is absent for any reason. She/he can, therefore, make the required decisions in the interim as acting President. The Vice-President is able to take on special projects.

The ideal incumbent should have;

- A strong background in Human Resource Management.
- Awareness of Tanzanian employment law.
- Excellent communication, interpersonal and diplomacy skills.

3. Secretary:

She/he records the minutes of the Management Board and committee meetings. The Secretary keeps records of members present, sends the convening notice to the General Meetings and is responsible for all correspondence related to the activities of the Management Board. She/he can also represent the Society in any situation. The Secretary is responsible for timely preparation of Board Resolutions and any other documentation needed by the school for Tanzanian compliance. She/he liaises with the school Senior Management Team to support them with school by-laws, amendments to internal regulations any external regulatory compliance issue (including and not limited to mandatory government payments, certifications and registrations); and, with the support of the school legal advisors, is responsible for updating legal documentation to the Registrar of Societies (annual filings and updated registries of members) or the Registration, Insolvency and Trusteeship Agency (RITA), and any other compliance matters.

The ideal incumbent should have;

- A very high level of organisation.
- A pro-active approach to communication.
- Experience in achieving compliance in the complicated business regulatory environment in Tanzania.

4. Treasurer:

The Treasurer provides overall oversight of the finance function at the school, and as such gets involved in a number of different streams of activities with the Finance team and the Head of School. This includes assistance with preparing the budget, discussions with the external auditor, reviewing the monthly payroll, ensuring compliance with the various tax requirements and approving payments. The treasurer also supervises the management of the school cash flow and external obligations of the school (i.e. loans, payments to AEFEE, etc). The role is quite broad as finance underlies every aspect of the school operation so the Treasurer plays a supporting role in reviewing the financial validity of options being proposed and exploring different funding mechanisms available to the school over the long term.

The ideal incumbent should have;

- Expertise in Finance, and will ideally come from a senior finance/tax role.
- Strong teamwork.
- A commitment to new ideas and innovation.

5. Internal Affairs:

She/he maintains a strong link between the Management Board, the parents and their representatives. She/he is entitled to receive any request from the parents or their representatives and to communicate them to the Management Board. The Internal Affairs officer may sit in the Recruitment Committee.

The ideal incumbent should have;

- A good understanding of the bodies, actors and functioning of the school
- Experience in animation of community life
- A strong sense of listening and consensus
- Communication and synthesis skills

6. External Affairs:

She/he maintains and develops the external relationships. She/he is in charge of the partnerships and communication with the Local Authorities. The main purpose of this role is to liaise closely with external stakeholders beyond the mandate of the internal affair role. This could include but not be limited to stakeholder engagement and management in order to foster partnerships and nurture lasting relationships. The key external stakeholders include the school's legal advisor, government agencies, regulators and ministries, private sector entities and non-governmental organisations and key individuals in our community.

The ideal incumbent should be;

- A people-oriented individual with a wide professional and social network.
- Experienced in dealing with various stakeholders and complex situations.
- A lawyer ideally, or have some legal know-how.

7. Estates and Safety:

She/he follows up building management, maintenance, hygiene, safety and security matters and therefore maintains a strong link between the Management Board, technical teams and security advisers from the French Embassy. She/he oversees any technical procurement contracts (i.e. canteen, maintenance, gardening, building development, supplies of goods, HVAC, IT, alarm and fire safety) and services (energy, water, waste). The Estates and Safety board member may sit in the Safety and Security Committees.

The ideal incumbent should;

- Come from a background in project management, contract management or civil engineering.
- Be very detail orientated with strong technical competences.

8. Wellbeing, Sustainability and Community

She/he maintains a strong link between the Management Board, the school senior management teams and wellbeing and sustainability initiatives and projects, developed and supported with help from the school community, involving children, staff, parents and school friends and alumni.

The ideal incumbent should;

- Have experience in Environment Management and/or Health,
- Be able to engage with all parents of the school to foster a sense of community.

Article 23: Meetings of the Management Board

The Management Board meets a minimum of once a month, and whenever necessary. The meetings are convened by the President or upon request of at least half of its members. The President sends the agenda, and the accompanying necessary documents, at least one week before the meeting.

In the course of their duties, the Management Board members may invite in an advisory capacity, any person who, by her/his professional skills, can help the decision making.

Article 24: Proceedings of the Management Board

The Management Board may deliberate only when represented by a majority of its members. All decisions are taken by consensus in the first instance. In the event that no agreement is reached, a vote by the majority of the members present will be taken with the President having the casting vote.

Article 25: Minutes

For each meeting of the Management Board, deliberations and decisions shall be recorded in the minutes of the meetings.

The Secretary shall prepare the minutes of the meeting, have them approved by the Board and signed by the President within two weeks of the meeting.

A copy of the minutes is posted on the school boards, another copy is kept in the register of minutes of meetings, and a digital version of the report is published on a secure online platform).

Article 26: Working Committees

At the initiative of the Management Board, various working committees (educational, administrative, transportation, recreation, guidance...) can be constituted with members of the Society. Chaired by an elected Management Board member appointed by the President, these committees may be permanent or ad-hoc. They are responsible for investigating specific issues related to the development of the Society and propose solutions to the Management Board.

Invited guests may be members of the said committees. The invited guests do not have to be members of the Society.

Article 27: Access to Documents

Any member of the Society can consult the Articles of the Society, the general laws governing the Society, the minutes of the General Meetings and meetings of the Management Board, during any working day of the secretariat or by appointment with a member of the Management Board. Access to other documents of the Society must be requested in writing to the Management Board who will decide what to do in reference to the laws of the United Republic of Tanzania on access to administrative documents.

CHAPTER VI: RESOURCES OF THE SOCIETY AND FISCAL YEARS

Article 28: Resources of the Society

The resources of the Society shall consist of:

- a) Registration and school fees paid by the parents;
- b) Any subsidy granted by a Ministry or a French or foreign body;

- c) Any revenue authorized by the laws of Tanzania, including legacies and donations, interest on bank accounts, income from extra-curricular activities, use of school facilities or sponsorship, income from legally authorized events organized for charity;
- d) Any grant of a recognized charity;
- e) Donations received as gifts in kind.

Article 29: Budget

The school budget is prepared in collaboration between the Administrative and Financial Director, the Head of School and the Treasurer. It is adopted by the Management Board and presented by the Treasurer and/or the Administrative and Financial Director at the 2nd Annual General Meeting. It consists of two parts:

1. The investment budget, itself divided into the capital budget and the equipment budget
2. The operating budget which includes all current expenditures such as wages, salaries, overhead necessary for the smooth running of the school.

The financial year shall run from January 1st to December 31st. During the financial year an amended budget can be presented for approval at the General Meeting.

Article 30: Accounts Entries and Double Signature

The accounts of the Association are kept in accordance with French and Tanzanian accounting practices. Cheques issued by the Society must be signed by both the President and the Treasurer. Other Management Board Members can be a proxy signatory.

Article 31: Approval of Annual Accounts

1. The annual accounts (corresponding budget of the previous calendar year) are submitted for approval at the Annual General Meeting.
2. The accounts for implemented budget compared to the provisional budget of the calendar year are presented at the first Annual General Meeting.
3. The annual accounts and the drafts of the operating and investment budgets are communicated to the AEFE via the Embassy of France.

CHAPTER VII DISSOLUTION

Article 32: Definitive Closure of the School

In case of permanent closure of the French School Arthur Rimbaud, the Society is dissolved in accordance with these Articles and the statutory requirements of the Registrar of Societies, RITA, or any other mandated government authority.

Article 33: Allocation of Assets

After dissolution of the Society, buildings and equipment will be primarily assigned to another non-profit organization whose purpose is to promote the presence and Francophone culture in the country, or to the Embassy of France (including property), except for bequeathed property, property that are subject to a mortgage or have a particular assignment.

PART II - THE SCHOOL

CHAPTER I: REGULATORY BODIES

Article 34: Regulatory Institutions

The Society collaborates with the following French authorities:

- a) The Ministry of Foreign Affairs
- b) The Agency for French Education Abroad (AEFE)
- c) The Ministry of National Education.

Article 35: Inspection

The Society is subject to inspections from the following French departments:

- a) The Ministry of National Education.
- b) The Ministry of Foreign Affairs
- c) The Ministry of Economy and Finance, General Treasury for Missions Abroad.

CHAPTER II ADMINISTRATION OF SCHOOL

Article 36: The Head of School

The school is led by the Head of School (Director) appointed by the Agency for French Education Abroad (AEFE) after consultation with the Embassy of France. She/he is responsible for the organization and the good functioning of the institution and shall ipso jure exercise the administrative and educational duties related to her/his position.

She/he is a member of the Management Board of the institution in an advisory capacity.

She/he sets up and chairs all School Councils whose compositions and powers are in accordance with the provision defined by the AEFE. These two bodies work closely with the Management Board. In addition, the Head of School invites, in an advisory capacity, two elected Management Board Members entitled to attend the School Council meetings.

The Head of School shall prepare the draft budget of the institution on the basis of educational structures provided and submit it to the Management Board. She/he commits expenditure under and within budget

and has a delegation on expenditure commitments for a maximum amount, adjustable by the Management Board.

She/he has authority over all academic and administrative staff employed on a full or part-time basis. The Head of School recruits resident staff. In the absence of the Head of School, the Department of Cooperation and Cultural Action of the Embassy of France will organize a replacement.

Article 37: The Governing Body of the School

The **Management Board** and the **School Council** are the two decision-making bodies of the school. The school is managed by the Management Board as defined in Chapter V of Part I hereof.

The **School Council** is the organ for consultations and decisions related to the rules and regulations of the School. It plays an essential role in the fields of education and non-academic activities of the school.

CHAPTER III: SCHOOL COUNCIL

Article 38: Composition

The composition, the functioning and competences of the School Council are defined by the AEFECircular N°1033, from the 1st of July 2021. It may be amended or updated at times.

The School Council is constituted for one year and sits until the renewal of its members. It meets at least once a term.

Article 39: Powers of the School Council

The School Council upon proposal by the Head of School:

1. Develops and votes on school by-laws (internal regulations).
2. Adopts:
 - The school project, while taking into account the proposals of the Primary School Council.
 - The school opening hours and calendar.
 - The professional training plan for the school staff.
 - The orientation plan for students.
3. Gives its opinion (votes) on:
 - The employment situation: new positions, retention or cancellation and the pedagogical evolution.
 - The staff working conditions.
 - The school health and safety environment.
 - The condition of admission for students with special needs.
 - The organisation of the educational life at school.

- The school trip schedule and its budget.
- The communication: the welcoming and information of the students' parents.
- The Extra Curricular Activities.