

CHAPTER I: CONSTITUTION, HEADQUARTERS, DURATION, PURPOSE AND MEMBERS

ARTICLE 1

Corporate name and legal classification

The *Associação Britânica de Educação* ("**ABE**") is a non-profit, legally constituted entity, which is governed by the present By-Laws, its Internal Regulation (*Regimento Interno*), if applicable, and by Brazilian law, and its duration is for an indefinite period.

Sole Paragraph — The ABE uses as its operating name: "**The British School, Rio de Janeiro**".

ARTICLE 2

Headquarters

The ABE is headquartered at Rua da Matriz, nº 90, Botafogo, CEP: 22260-100, in the City and State of Rio de Janeiro, of the Federative Republic of Brazil, and is authorised to have branches, offices and agencies anywhere else in the State of Rio de Janeiro, in order to maintain schools for both Brazilian children and children of the international community, whose parents opt for a British-style education.

ARTICLE 3

Corporate Purpose

The ABE maintains "**The British School, Rio de Janeiro**", which may provide Pre-School education activities, Primary and Secondary education, offering courses that enable students to study for internationally accepted qualifications appropriate to a British-style education, as well as other courses of study it deems desirable.

Paragraph One — The ABE also promotes, participates in and develops activities with philanthropic purposes related to education in general.

Paragraph Two — The participation of ABE in political, electoral or religious activities or affiliation is expressly forbidden.

ARTICLE 4

Other activities



A caring community, striving for excellence,
where every individual matters.

The ABE may perform and conduct any and all activities which may be necessary to meet and develop or are related to its corporate purpose as described in Article 3 above, including, but not limited to, buying, mortgaging, renting, selling and developing properties.

Paragraph One — The ABE may provide co-curricular and extra-curricular activities, field, cultural and sporting trips, and examinations of any kind through The British School.

Paragraph Two — The ABE can maintain a bursary award scheme; create, support and develop educational projects of any nature; buy and sell textbooks, materials and school equipment and materials in general produced in Brazil, or imported; and any other activities which foster greater cultural and educational exchanges within The British School and with other schools and networks regionally and worldwide.

ARTICLE 5

ABE Members and Registration

ABE members (“The ABE Members”) are the individuals who (a) have a child enrolled and attending The British School, who are up to date with their tuition fee payments; (b) past parents of a child who attended The British School; or (c) past pupils (alumni) who are at least twenty-five (25) years old, remained at least five (5) full academic years and reached the age of sixteen (16) years old in the calendar year they left the School. In all cases, ABE Members (a) must be the nationals and/or passport holders of one of the member countries of the Commonwealth of Nations; (b) must not be in debt with the ABE or subject to any insolvency proceedings or be party to other legal (judicial or administrative) processes concerning the ABE or which may negatively impact the image of the ABE; and (c) must not be subject to a previous exclusion from ABE membership unless formally readmitted.

Paragraph One — The ABE Members must be committed to the objectives, interests and commitments of the ABE and are not individually or collectively liable for any and all liabilities, whether fiscal, labor, commercial or otherwise, beyond ABE’s net assets.

Paragraph Two — Notwithstanding the provisions of the header of this Article 5, membership to the ABE of the individuals mentioned in items “(b)” and “(c)” above will not be automatic and, therefore, such individuals who intend to become an ABE Member shall formally apply for their membership to the ABE observing the procedure set forth in the Paragraphs below. The membership application must be addressed to the Elected Board Members and, where requested, accompanied by all the requisite documents evidencing that such individual meets the relevant requirements set forth in this Article 5. After receipt of the application, the Elected Board Members shall have thirty (30) days to analyse such application and related documents and confirm whether all such requirements have been met.

Paragraph Three — For purposes of registering ABE Members, the Elected Board Members shall keep, update and maintain an internal and electronic register of all ABE Members in good

standing with their membership on an annual basis (“Electronic Register of ABE Members”), in accordance with Paragraph Four below. The ABE should make reasonable provision to identify and communicate with eligible members, and to facilitate registration and renewal of membership, in writing or via electronic means. The Electronic Register of ABE Members shall observe all applicable laws related to privacy and data protection, including, but not limited to, the Brazilian Data Protection Law.

Paragraph Four — The Electronic Register of ABE Members shall observe the following rules:

- a) The Elected Board Members shall send, on an annual basis and no later than January 31 of each year, a reminder and communication (via postal or electronic means) to (i) eligible ABE Members under the terms of these By-Laws regarding the possibility of registering and applying for membership to the ABE; and to (ii) current ABE Members about renewal of their membership to the ABE. Moreover, regardless of the first communication mentioned in this item, the Elected Board Members shall send further reminders and communications (i) by February 15 and (ii) March 15 of each year.
- b) ABE Members who do not renew their membership to the ABE in the first cycle of Electronic Register of ABE Members shall receive one (1) further invitation in the next annual cycle for readmission and if such invitation is rejected or not responded to, such ABE Members shall have their membership discontinued until they make another approach to ABE. Such ABE Members do not lose their eligibility for the membership to the ABE.
- c) On the first-time registration, each ABE Member must indicate their preference for electronic or postal communication for further registration cycles and other relevant communications.
- d) The Electronic Register of ABE Members must be finalized by March 31 of each year. Only the ABE Members who have registered or renewed their membership to the ABE before the deadline of close of business on March 31 of the respective year will be entitled to vote at any General Meeting or at any other Meeting of the ABE until the next annual update of the Register at the subsequent end March. ABE Members who request the renewal of their registration as an ABE Member after the deadline of March 31 will have no voting rights until the subsequent annual cycle for the Electronic Register of ABE Members, an exception being made only for those ABE Members who have a child currently enrolled and attending The British School (item “a” of the head of Article 5 above), who, regardless of the timing of their request for registering as an ABE Member, shall be automatically entitled to vote at any General Meeting.
- e) The Elected Board Members shall ensure that the Electronic Register of ABE Members is updated each year. The Register must record the active Members with voting rights for the following year, eligible members whose membership is inactive for the year, and also those members who were dismissed or suspended/excluded, if any.

- f) All subsequent references to ABE Members in these By-Laws shall be read as referring to the total number of ABE Members who were registered by means of the Electronic Register of ABE Members by March 31 of the respective year, plus eligible parents of existing pupils (see item d above), unless otherwise expressly specified.

Paragraph Five – the requirements in this Article for alumni to have completed 5 full years in the School and reached a certain age at the time of leaving to be eligible for ABE membership do not apply to alumni who left the School before 1990. This exemption also applies to the eligibility of such alumni to become elected members (see Article 17 below).

CHAPTER II: RIGHTS AND OBLIGATIONS OF MEMBERS AND THEIR EXCLUSION

ARTICLE 6

Rights of ABE Members

In addition to voting at the General Meetings or at any other Meeting of the ABE, rights of ABE Members are mainly the following, provided that such ABE Members are entitled to vote pursuant to the rules of Article 5, Paragraph Four above as well as any and all applicable provision provided for in these By-Laws:

- a) To elect the Elected Board Members;
- b) To dismiss the Elected Board Members, at any time;
- c) To approve the ABE accounts;
- d) To approve development projects which significantly change the scale of The British School operations, in terms of pupil numbers or physical footprint;
- e) To amend these By-Laws;
- f) To approve and amend the Internal Regulation (*Regimento Interno*); and
- g) To dissolve the ABE.

ARTICLE 7

Obligations of ABE Members

The obligations of the ABE Members are:

- a) To support and participate in the ABE's activities;
- b) To sustain the mission of the ABE;



c) To comply with the provisions of these By-Laws and of the Internal Regulation (*Regimento Interno*);

d) To abide by the decisions of the Board of Governors and the resolutions passed at the Annual General Meeting (AGM) or at Extraordinary General Meetings (EGM); and

e) To observe the values and standards of behavior expected of ABE members, as set out in these By-Laws and in the Internal Regulation (*Regimento Interno*), as applicable, and to avoid any action which brings the ABE into a conflict or disrepute.

ARTICLE 8

Procedure for suspension or exclusion of an ABE Member

ABE Members who fail to comply with their duties or commit any act against the ABE may be warned, suspended or excluded from the ABE, depending on the nature of the offence committed and in accordance with the decision of the Elected Board Members; this decision which shall, when applicable, be further confirmed and validated by a General Meeting of the ABE observing the procedures mentioned below.

Paragraph One — The due process of legal principle shall be observed during the whole procedure for suspension or exclusion of an ABE Member, and the ABE Member will be granted the right of a defense and appeal, and the following steps will be taken:

a) Any ABE Member, employee or third party may communicate, in writing or electronically, about an alleged infringement or act against the ABE by any ABE Member.

b) Once the Elected Board Member is informed of an alleged infringement, a written notice will be issued to the ABE Member concerned (the “Investigated ABE Member”). The written notice will: (i) inform the Investigated ABE Member that the proceedings have started; (ii) describe the act or omission classified as an alleged infringement of duties or act against the ABE; and (iii) provide to the Investigated ABE Member a term of thirty (30) days, to be counted from the receipt of the notice of the proceedings, for the submission of a written defence to the Elected Board Members.

c) Following the receipt of the written defence by the Investigated ABE Member, a decision shall be provided within ninety (90) days by the absolute majority of the Elected Board Members, during a meeting called for that purpose. The decision shall be communicated in writing to the Investigated ABE Member and will: (i) establish if the member has infringed or not; (ii) indicate the penalty to be applied (warning, suspension or exclusion), based on the seriousness of the infringement or act against the ABE; (iii) provide a term of thirty (30) days, to be counted from its receipt for the submission of an appeal by the Investigated ABE Member to the Elected Board Members.

d) Following the submission of the written appeal by the Investigated ABE Member, a final decision shall be provided within ninety (90) days by the absolute majority of the Elected Board Members, during a meeting called for that purpose. This second decision of the Elected Board Members shall also be communicated in writing to the Investigated ABE Member and will: (i) confirm or review the first decision taken by the Elected Board Members establishing whether the Investigated ABE Member has infringed or not; (ii) indicate the penalty to be applied (warning, suspension or exclusion), as applicable; and (iii) provide a term of fifteen (15) days, to be counted as from the communication of this second decision, for the submission of a second appeal by the Investigated ABE Member to the Elected Board Members requiring a confirmation and validation of such decision by the General Meeting of ABE. In the event the Investigated ABE Member does not comply with the timeframe mentioned in this item for the final appeal, the decision taken by the Elected Board Members will be considered as binding and final without the need of any further confirmation by the General Meeting of the ABE.

e) In the event the Investigated ABE Member submits the second appeal mentioned in item “d” above to the Elected Board Members within the timeframe, the final decision taken by the Elected Board Members and the respective appeal shall be communicated and sent by the Elected Board Members to a General Meeting of ABE, which shall, then, review such decision within thirty (30) days. The decision of the General Meeting of ABE shall be final and (i) establish if the Investigated ABE Member has infringed or not; and (ii) indicate the penalty to be applied (warning, suspension or exclusion), based on the seriousness of the infringement or act against the ABE. Immediately thereafter, a written notice will be issued by the Elected Board Members to the Investigated ABE Member, informing him/her of the final decision of the General Meeting of ABE and the penalty to be applied, if any.

f) Decisions on suspension or dismissal of the Investigated ABE Member will be recorded in the Electronic Register of ABE members.

Paragraph Two — During the period of the proceedings, the Elected Board Members may invite any ABE Member for private meetings, in order to obtain any clarifications concerning the alleged infringement or act against the ABE which are the subject of proceedings.

CHAPTER III: GENERAL MEETINGS

ARTICLE 9

Annual General Meeting – AGM

The ABE’s Annual General Meeting (“AGM”) will occur ordinarily by the end of April of each year, on a date to be chosen by the Elected Board Members, who will decide on the topics to be covered in the respective call notice. The AGM shall be held in a presential or virtual format or any combination thereof, whether by videoconference or any other electronic means that enables the effective attendance, participation and exercise of voting rights of all ABE Members.

ABE Members must be registered in accordance with the process mentioned in Article 5, in order to be able to attend and vote at the AGM.

Sole Paragraph — In the event that any of ABE Member is not able to attend an AGM, such ABE Member may also send their vote on the matters of the agenda of the AGM with at least five (5) business days in advance of the AGM, in which case he/she will be considered as having attended and voted at any such AGM. Moreover, any ABE Member may also be represented at the AGM by attorneys-in-fact of their choosing who shall have been granted powers to represent the referred ABE Member and vote on his/her behalf at the relevant AGM, provided that the relevant power of attorney is sent to the attention of the Elected Board Members at least five (5) business days in advance of the AGM. Only another ABE Member who is not currently an Elected Board Member can be appointed as attorney-in-fact for an ABE Member who is not able to attend an AGM. The Chair or an Elected Board Member may be appointed as attorney-in-fact for an ABE Member who is not able to attend an AGM, provided that the relevant power of attorney contains an express and specific instruction to vote in a certain manner regarding the agenda and the resolutions to be taken at the AGM.

ARTICLE 10

Extraordinary General Meetings - EGM

The ABE may also hold Extraordinary General Meetings (“EGM”), at the request and call of the Chair or of the majority of the Elected Board Members, for specific purposes. The EGM may also be held under the same format and following the same conditions and procedures as set forth above in connection with an AGM, including but not limited to sending written votes in advance and/or granting proxies.

ARTICLE 11

Call Notice

The Elected Board Members will send a notice to call the AGM or EGM to the ABE Members at least fifteen (15) calendar days in advance, in writing or electronically. The notice shall contain the place and/or relevant access details for the virtual holding of the meeting, including date, time, the agenda of the meeting and any relevant materials pertaining to the same.

Sole Paragraph – It is the guaranteed right of one tenth (1/10) of the then-current number of ABE members to require the calling of a General Meeting. This one tenth (1/10) of the ABE members will be calculated based on the total number of ABE Members registered in accordance with the process mentioned in Article 5 above.

ARTICLE 12

Votes

Subject to the provisions of Article 5 above regarding the Electronic Register of ABE Members, each ABE Member is entitled to one vote at the General Meetings of the ABE, either in person

(including virtual presence), written or electronic vote in advance, or by proxy. In all cases, votes must be formalised either on paper or by electronic means (electronic ballots).

ARTICLE 13

Voting Rules

Fifteen (15) ABE Members, in person (including virtual presence) or by proxy, constitute a quorum for holding any ABE General Meetings. At the General Meetings of the ABE, the following voting rules will apply:

- a) Election and/or dismissal of Elected Board Members: by a majority of the ABE Members present at the meeting;
- b) Approval of the accounts of The British School: by a majority of the ABE members present at the meeting;
- c) Approval of changes to the Internal Regulation (*Regimento Interno*) of the Association: by a majority of the ABE members present at the meeting;
- d) Any other issues on the agenda: by a majority of ABE Members present at the meeting;
- e) Approval of any development project which significantly changes the scale of The British School operations, in terms of pupil numbers or physical footprint: by a majority vote of ABE members present at the meeting;
- f) Approval to amend these By-Laws: by an absolute majority vote of all the members of the ABE based on the total number of ABE Members registered in accordance with the process mentioned in Article 5 above; and
- g) Approval of dissolution of the ABE: by a vote of seventy-five percent (75%) of all the members of the ABE based on the total number of ABE Members registered in accordance with the process mentioned in Article 5 above.

CHAPTER IV: ABE ASSETS

ARTICLE 14

Assets

The ABE's equity is the value of the fixed and non-fixed assets, including acquired rights, credits and any other assets, recognised as such by applicable law.

ARTICLE 15

Sources of Funds



A caring community, striving for excellence,
where every individual matters.

The following constitute sources of funds for the ABE:

- a) The fees relating to education, related services and any other activities related to the achievement of the ABE's objectives that may be offered to students;
- b) Investments and assets, including any income derived from them;
- c) Extraordinary income and revenues from partnerships or associations with third parties;
- d) Grants or assistance from private or public institutions or governments; and
- e) Any other income and/or revenue.

ARTICLE 16

Application of Resources

The resources of the ABE shall be applied exclusively to the ABE's purposes. Distribution of surpluses is forbidden.

CHAPTER V: THE ADMINISTRATION AND OTHER GENERAL PROVISIONS

ARTICLE 17

Elected Board Members

The Management of the ABE shall be exercised by the Elected Board Members, elected through an AGM, in accordance with the provisions of Article 13 above. The Elected Board Members are six (6) to eight (8) individuals who are domiciled in the State of Rio de Janeiro, Brazil. They will be elected for a term of two (02) years and allowed a maximum of two (2) consecutive re-elections. The Chair, Vice Chair, Honorary Treasurer and Honorary Secretary shall be selected by, and from within, the Elected Board Members, who may assign other relevant titles and management functions to any Elected Board Members. This selection will occur every year at the first Elected Board Members meeting immediately following the AGM.

Paragraph One — In the event of an Elected Board Member vacancy occurring, the Chair of the Board shall appoint a substitute to complete the remaining period of regular office until the next AGM.

Paragraph Two — Elected members and other members of the Board of Governors shall not receive any remuneration, payments, bonuses, benefits, dividends or other benefits from the ABE.

Paragraph Three — The Chair and Vice Chair, and the absolute majority of Elected Board Members shall be ABE members and thus must be the nationals and/or passport holders of one of the member countries of the Commonwealth of Nations. The other Elected Board Members

are not subject to the abovementioned nationality or citizenship requirements; provided, however, that they must be (a) current parents; (b) past parents; or (c) past pupils (alumni) who are at least twenty-five (25) years old, remained at least five (5) full academic years and reached the age of sixteen (16) years old in the calendar year they left The British School, Rio de Janeiro. All Elected Board Members must be fluent in English, the principal language of governance and administration of the ABE.

Paragraph Four — Upon the recommendation by the Chair and approval of the majority of the Elected Board Members, a specific *Ad Hoc* committee — the Nominating Committee — may be formed for purposes of selecting and nominating to the Chair potential candidates for office. The Nominating Committee shall consist of a maximum of three (3) members. The Nominating Committee is prohibited from selecting and nominating any of its own members as candidates to be Elected Board Members. One fifth (1/5) of the then-current number of ABE members may present alternative candidates for consideration as Elected Board Members, provided that such candidates are made known to the Elected Board Members and other ABE Members at least five (5) business days in advance of the General Meeting in question.

Paragraph Five – Once a meeting of Elected Board Members is assembled, should any matter require a decision by vote, then the Elected Board Members shall decide by an absolute majority of all its duly Elected Board Members. The Chair shall have the casting vote in the event of a tie among those Elected Board Members then in attendance.

Paragraph Six — In the event any of the Elected Board Members fails to comply with his/her fiduciary duties under these By-Laws or the applicable law or commits any act against the interests of the ABE, due to gross negligence or willful misconduct (“Investigated Elected Board Member”), such Investigated Elected Board Member may be suspended, removed and dismissed from his/her position as an Elected Board Member of the ABE, depending on the nature of the offence committed and in accordance with the decision of the absolute majority of the remaining Elected Board Members, which decision shall, when applicable, be further confirmed and validated by a General Meeting of the ABE observing the procedure mentioned below. The due process of law shall be observed during the entire proceedings, and the Investigated Elected Board Member will be granted the right of defence and appeal, and the following steps will be taken:

- a) Any ABE Member, employee or third party may communicate to the other Elected Board Members, by any means, about an alleged infringement or act against the interests of ABE by any Elected Board Member.

b) As soon as the other Elected Board Members are informed of an alleged infringement, the majority of them may (i) call the Investigated Elected Board Member for private meetings, in order to seek and obtain any clarifications concerning the alleged infringement or act against the interests of ABE subject to these proceedings; and, thereafter, (ii) decide, by absolute majority of votes, if the Investigated Elected Board Member should be subject to internal proceedings aiming at removing them from their position. If the absolute majority of the other Elected Board Members believe in good faith that the Investigated Elected Board Member should be subject to such internal proceedings, a written notice will be issued to the Investigated Elected Board Member. The written notice will: (i) inform the Investigated Elected Board Member that the proceedings have started and will move forward; (ii) describe the act or omission classified as an infringement or act against the ABE; and (iii) provide a term of thirty (30) days, to be counted from the receipt of the notice of the proceedings, for the submission by the Investigated Elected Board Member of a written defence to the other Elected Board Members. Once the written notice is sent to the Investigated Elected Board Member, such Investigated Elected Board Member shall be deemed as having been immediately suspended from their management duties pending the conclusion of such internal proceedings. In the event the Investigated Elected Board Member does not comply with the timeframe mentioned in this item for filing of a defence, the decision taken by the Elected Board Members will be considered as binding and final.

c) After the submission of the written defense by the Investigated Elected Board Member, a decision shall be provided within thirty (30) days by the absolute majority of the Elected Board Members, at a meeting especially called for that purpose. The decision shall be communicated in writing to the Investigated Elected Board Member and will: (i) establish if the defendant has infringed or not; (ii) indicate the penalty to be applied (warning, suspension or dismissal), based on the seriousness of the infringement or act against the ABE; (iii) provide a term of thirty (30) days, to be counted as from the communication of the decision to the Investigated Elected Board Member for the submission of an appeal by them to the remaining Elected Board Members.

d) After the submission of the written appeal, a final decision shall be provided within thirty (30) days by the absolute majority of the Elected Board Members, during a meeting called for that purpose. This second decision of the Elected Board Members shall also be communicated in writing to the Investigated Elected Board Member and will: (i) confirm or review the first decision taken by the Elected Board Members establishing whether the Investigated Elected Board Member has infringed or not; (ii) indicate the penalty to be applied (warning, suspension or dismissal), as applicable; and (iii) provide a term of fifteen (15) days, to be counted as from the communication of the second decision to the Investigated Elected Board Member for the submission of a second appeal by him/her to the Elected Board Members requiring a confirmation and validation of such decision by the General Meeting of ABE. In the event the Investigated Elected Board Member does not comply with the timeframe mentioned in this item for the final appeal, the decision taken by the Elected Board Members will be considered as binding and final without the need of any further confirmation by the General Meeting of the ABE and will imply the immediate resignation from office by the Investigated Elected Board Member.

e) In the event the Investigated Elected Board Member submits the second appeal mentioned in item “d” above to the other Elected Board Members within the fifteen (15) days, the final decision taken by the Elected Board Members and the respective appeal shall be communicated and sent by the Elected Board Members to the General Meeting of ABE and the other Elected Board Members shall call a specific EGM for purposes of resolving on disciplinary action in relation to the Investigated Elected Board Member within thirty (30) days after the receipt of the documents mentioned herein by the ABE Members. The decision of the General Meeting of ABE shall be final and establish if the Investigated Elected Board Member has infringed or not and decide on his/her suspension, removal and/or dismissal, as applicable. Immediately thereafter, a written notice will be issued by the other Elected Board Members to the Investigated Elected Board Member informing him/her of the final decision of the General Meeting of ABE and the penalty to be applied, if any.

f) Decisions on suspension or dismissal of the Investigated Elected Member will be recorded in the Electronic Register of ABE members.

ARTICLE 18

Duties of the Elected Board Members

The duties of the Elected Board Members of the Board of Governors, which may be carried out directly and/or delegated, as the case may be and as per the applicable provisions of the Internal Regulation (*Regimento Interno*) to members of ABE’s senior management, are to:

a) Encourage the effective development of the ABE, safeguarding its image and ensuring that it constantly strives to meet its objectives, oversee the management of the ABE and adopt appropriate measures to implement the resolutions of the General Meeting of ABE;

b) Establish the annual fees of The British School, including, but not limited to, tuition, co-curricular and extra-curricular activities, trips and exams;

c) Analyze applications for membership of the ABE sent by individuals who meet the formal requirements, as per detailed in Article 5 above; and analyze and conduct any procedure regarding the potential exclusion of an ABE member as per Article 8 above;

d) Oversee and resolve on the ABE and The British School's technical, administrative and financial activities and action policies, resolve on the annual budget proposal for the following fiscal year within two (2) months prior to the end of the current fiscal year and maintain the ABE's longer term strategic plan;

e) Comply with, and enforce, the By-Laws, observe and enforce the Internal Regulation (*Regimento Interno*) of ABE, establishing specific rules on the organisation and functioning of the ABE, as well as issuing regulations complementary to the provisions of the By-Laws;

f) Represent the ABE, in legal and non-legal matters, subject to the provisions of its By-Laws;

g) Approve and submit a report of the activities developed by the ABE during the calendar year prior to the AGM;

h) Select and hire the Director of the British Curriculum Studies and Brazilian Curriculum Studies Director(s), as may be necessary and/or required by the applicable laws; and evaluate the performance of the Director of the British Curriculum Studies;

i) Prepare and consider proposals for the amendment of the By-Laws of the ABE, or the dissolution of ABE, for submission to the General Meeting of ABE;

j) Determine how the net assets of the ABE are to be treated in the case of dissolution, subject to any overriding conditions in the By-Laws; and

k) Participate as members of the Board of Governors and consider the reports and opinions of the Board of Governors; and seek and obtain, when applicable or advisable, the views and opinions of the Board of Governors with regards to the relevant matters concerning ABE.

Paragraph One — In addition to the above, the Elected Board Member may, with the support of at least two-thirds (2/3) of Elected Board Members, submit proposals for the amendment of the By-Laws of the ABE, or the dissolution of ABE, to the General Meeting of ABE.

Paragraph Two — The Elected Board Members shall also have the powers to (i) approve rules, policies and regulations in general, for the functioning of the ABE, being able to delegate specific normative attributions to the Director, the Senior Leadership Team and the Committees, in addition to those established in the By-Laws and/or in the Internal Regulation (*Regimento Interno*); (ii) overview the Committees' activities and create *Ad Hoc* Committees, as deemed necessary; determine, create and modify the specific attributions and roles of each Committee; and (iii) institute suitable delegation of legal powers and authority to the Director, the Senior Leadership Team, Committees and/or specific individuals, with such delegations requiring the approval of the absolute majority of the Elected Board Members, with these being subject to periodic review to ensure their continued legitimacy and suitability.

ARTICLE 19

Execution of Documents and General Representation

In accordance with the applicable provisions of this By-Law and/or the Internal Regulation (*Regimento Interno*), ABE shall be represented and all documents that bind the ABE, such as, but not limited to, contracts, cheques, guarantees, surety bonds and other securities shall be signed by: (a) at least two (02) Elected Board Members; (b) one (1) Elected Board Member jointly with one (1) attorney-in-fact; or (c) by two (2) attorneys-in-fact. The attorneys-in-fact shall be appointed under the terms of the Sole Paragraph below.

Sole Paragraph - The powers of attorney, including those which are *ad judicium*, shall be granted on behalf of the ABE and executed by at least two (2) Elected Board Members. Such powers of attorney shall, in all cases, specify the powers granted and their term of effectiveness.

ARTICLE 20

Board of Governors

The Board of Governors is an advisory collegiate body of the ABE, providing technical and strategic support, through the formulation of proposals or suggestions, within the scope of the ABE, but without any formal responsibilities for the decisions, management and/or administration of the ABE. The Board of Governors will consist of:

- a) all Elected Board Members;
- b) up to four (4) Co-opted Members; and
- c) (c) five (5) Ex-Officio Members.

Paragraph One – The Co-opted Members will be appointed by the Chair, with the support of a majority of Elected Board Members. The tenure of Co-opted Members may not exceed six (6) consecutive years unless agreed by the Chair.

Paragraph Two - The Chair may end the mandate of a Co-opted member at any time, with the support of a majority of Elected Members. The member has the right of appeal and may present a written case to Elected Members but, once considered, has no further redress.

Paragraph Three – The Ex-Officio Members are one representative from each entity as follows:

- a) Christ Church;
- b) Her Britannic Majesty’s Consulate-General;
- c) British Chamber of Commerce in Brazil;
- d) The British and Commonwealth Society, and
- e) The alumni association.

Paragraph Four – The tenure of Ex-Officio Members may not exceed six (6) consecutive years unless agreed by the Chair, and in the event of a vacancy, the respective entity shall appoint a substitute. The Chair of the Board of Governors has the right to veto a representative chosen by the entity.

Paragraph Five – The Chair of the Board of Governors may invite guests to the Board meetings, as required, for example, but not restricted to: the Directors and Senior Leaders of The British School, Staff Representatives; and Chair of the Executive Committee of the Parents and Teachers Association.

Paragraph Six – The Elected Board Members shall convene at least four (4) Board of Governors meetings per year, with optional extra meetings at the request of at least three (3) Elected Board Members. A quorum of 3 (three) Elected Board Members is required, in order for any meeting of the Board of Governors to be valid.

ARTICLE 21 Duties of the Board of Governors

The duties of the Board of Governors are:

- a) Monitoring, assessing and making recommendations on the activities of the ABE, based on reports and presentations made by the Elected Board Members or by others;
- b) Promoting initiatives that increase ABE’s standing and relationships in the wider community, including institutional relations with relevant parties;

- c) Encouraging support for the ABE in the fulfilment of its institutional objectives among government authorities at the federal, state and municipal level and the private, industrial, commercial and service sector, as well as from individuals;
- d) Acting as an advisory body to the Elected Board Members; be custodian of the School's ethos and philosophy; and ensure that By-Laws are respected and regularly reviewed.

Sole Paragraph – Members of the Board of Governors are not liable, individually or collectively, for the fiscal, labor, commercial or any other obligations of the ABE under Brazilian law, except for acts or omissions that are detrimental to third parties or to the ABE, when resulting from fraud or gross negligence.

ARTICLE 22

Fiscal Council

The AGM of the ABE may elect a Fiscal Council, which has a non-permanent nature. The Council will work as a collegiate body consisting of three (3) members elected for a term of three (3) years by a General Meeting. In the event of a vacancy of any member of the Fiscal Council occurring during his/her respective term of office, the Chair of the Board of Governors shall appoint a substitute to complete the remaining period of office until the next General Meeting. The members of the Fiscal Council should preferentially include professional experience and qualification in accounting, auditing, business management, finance or economics.

Sole Paragraph - The main duty of the Fiscal Council is the overview and review of the management accounts and financial statements of ABE. Other specific duties of the Fiscal Council are detailed in the Internal Regulation (*Regimento Interno*) of the ABE.

ARTICLE 23

Use of Development Funds

All resources received by ABE for development purposes, whether through fees, grant, gifts or as loans, must be spent on development purposes.

ARTICLE 24

Fiscal Year

The ABE's fiscal year ends on December 31 and any surplus generated must be allocated to the fulfilment and development of the ABE's objectives.

ARTICLE 25

Jurisdiction

The ABE elects the courts of the City of Rio de Janeiro to resolve any matters or disputes arising from these By-Laws.



The
**British
School**
Rio de Janeiro

A caring community, striving for excellence,
where every individual matters.

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