
BYLAWS OF THE

**LYCEE FRANCAIS DE KUALA LUMPUR HENRI FAUCONNIER BERHAD
(Company No. 473805-T)**

**Adopted by Extraordinary General Meeting in Complement to
the Constitution adopted on 09 November 2022**

Incorporated on the 17th day of December 1998



INTRODUCTION

The **LYCEE FRANCAIS DE KUALA LUMPUR HENRI FAUCONNIER BERHAD** (LFKL) is a not-for-profit company Limited By Guarantee, referred to as the “Institute” in its Constitution.

The Board of Directors ensures the management of LFKL, of which it is legally responsible, especially with regards to Malaysian legislation. The Board of Directors is mandated and elected (in part) by the Members of the LFKL and their mission will be carried out in accordance to the Constitution and to these bylaws.

LFKL was established as a not-for-profit Institute on 17 December 1998, and it was registered as such with effect from the 17 December 1998 with the Malaysian Registrar of Companies N° 473805-T. Being such an organization, duties, liabilities and principles are attached that must be respected as expressed in its Constitution and these Bylaws.

The Agency for French Education Abroad (AEFE) is an institution supervised by the French Ministry for Europe and Foreign Affairs. It coordinates and supports nearly 522 schools in 139 countries. The AEFE network welcomes 370,000 pupils and students and guarantees them access to education excellence all over the world. 60% of them are non-French. The Agency is one of the key entities involved in supporting French international initiatives. The AEFE is committed to providing public educational services for French families living abroad as well as promoting the French language, culture and values defining French education. This is the reason why students and pupils of all nationalities are welcome.

On May 2002 the Lycée Français de Kuala Lumpur has entered in an agreement with the AEFE (“Convention”) whereby the LFKL delegates to the Principal appointed by the AEFE the role of running the school on a day-to-day basis under limited delegation by the Board.

As part of the **AEFE Convention**, the Board commits to communicating any status changes to the AEFE prior to their approval by a general meeting of the School.

The AEFE commits, in return, to communicating to the Board any change in its missions.

Both parties declare that, to their knowledge, this Convention is in compliance with the relevant Malaysian laws applicable in the jurisdiction where the LFKL is located.

For a full copy of the agreement between the AEFE, represented by the Ambassador of France to Malaysia and LFKL, represented by the Chairperson of the Board, please see Appendix G.

The Bylaws of the LFKL are there to support and explicit the working of the LFKL in accordance with Malaysian law and with the AEFE convention in place (as the case may be). It will organize the



extent, limitations and workings of the various organs to the Institute in complement to the Constitution. The Constitution supersedes these Bylaws in case of discrepancy or contradiction.

As such the Bylaws adopted by the Members of the LFKL in an Extraordinary General Meeting will be deemed compulsory and applicable to all Members, Board Members and Staff in full respect of the Constitution of the LFKL. They will be made available on the LFKL intranet to all interested parties.

The Bylaws will evolve in time and their regular updates will be delegated by the Board to the Committee for Governance and Conformity and regularly communicated to the Members and Staff.

However, **any changes to Bylaws 2 (Board of Directors), Bylaws 3 (Effective Governance) and Bylaws 5 (General Meeting Processes) will require an approval by Members during an Extraordinary General Meeting.**



BYLAWS OF THE

LYCEE FRANCAIS DE KUALA LUMPUR HENRI FAUCONNIER BERHAD

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0 TERMINOLOGY

Constitution: means the Constitution of the Institute as amended from time to time

Member: means a Member of the Institute admitted to membership under clauses 18 to 21 of the Constitution

Board: means the members of the Board of Directors appointed for the management of the affairs of the Institute, and may be referred to as the “Board of Directors” or commonly as “the Board”

Director: any person appointed to be member of the Board of Director of the Institute. Directors means all or some of the Directors acting as a Board.

Institute or School: means Lycée Français de Kuala Lumpur Henri Fauconnier Berhad (LFKL)

AEFE: “Agence pour l’Enseignement Français à l’Etranger” – Agency for French Education Abroad with which the School has a “convention”

Auditor: means the Institute's auditor (as the case may be)

Committee: means a group of members of the School community, including staff, to whom delegation has been given by the Directors under Clause 75 of the Constitution. At least one member of each Committee must be a Director

Secretary: means any person who is a holder of a secretary licence or a member of a prescribed body appointed under Section 236 of the Act to perform the duties of the secretary of the Institute, also referred to as “Company Secretary”

SSM: Companies Commission of Malaysia (in Malay: Suruhanjaya Syarikat Malaysia)

Advisory Council: means the council of representatives invited by the French Ambassador to ensure the compliance with the guidelines issued from time to time by the relevant French authorities responsible for providing such guidelines in relation with teaching activities in French taking place outside France, whether or not materialized in a specific agreement or “convention”.



1 GOVERNANCE

1.1 Definition of Governance Roles

The responsibility for fulfilling legislative corporate governance obligations rests with the **Directors of the Board elected by the Members (majority) or appointed by the Board (minority)** under specific circumstances as prescribed in the constitution.

The standards for 'proper governance' are a legal requirement for the School to operate and the School must have and implement policies and procedures in accordance with requirements of an educational establishment located in Malaysia.

It is important to note that the **Board** does not manage the day-to-day operations and is not responsible for the implementation of the educational curriculum of the School.

The **essence of the governance** role is to work with the Principal, Finance and Administration Manager (as the case may be) and Primary School Headmaster and ensure a strategic approach to the School's future.

Coupled with that is the responsibility to monitor adherence to systems of risk management, ensure the school's financial stability and viability, ensure the School maintains systems to ensure it is compliant with legal obligations and undertake periodic performance reviews.

The **Board remains accountable** for the School's performance and supports management on an ongoing basis. It also recognizes penal and civil responsibility in Malaysia for the Institute.

The main Board's responsibilities include:

- Defining and driving the strategic direction of the School;
- Working with the Principal to enable the School to obtain the resources, funds and staff necessary to implement the strategic objectives.
- Implementing, maintaining and refining a system of good governance that is appropriate for the School;
- Reviewing reports and maintaining an appropriate level of supervision and monitoring of the School performance including management performance (whilst not engaging at any level in the micro-management of school operations).
- Reviewing the Board's structure and composition so that these are appropriate for the organisation.



All authority vests with the Board and by way of delegation, specific responsibilities are assigned to individuals or groups in executive and/or non-executive roles within the School as detailed in these Governance Bylaws.

The persons who enjoy delegation by the Board are to be called **Responsible Persons**.

The Board will reserve the right to **suspend** any specific responsibilities via delegation for any failure to comply with the requirements below:

- The Board requires all Responsible Persons, any member representing a school body or function and all Management Staff to remain up to date in the payment of school's fees for any of their children enrolled in the school.
- Appropriate conduct as defined in the School Rules and Regulations (Appendix D & E), the Directors code of Conduct (Appendix H) or the Employee Handbook as the case may be.

There is a **duty** of every Member or staff to report a suspected breach of the Governance to the Board.

The Board is committed to protecting staff or Members who report a suspected breach against action taken in reprisal for making such a report.

Breaches to the governance significantly damage the Institute and expose it to unintended legal and commercial liabilities.

Breaches will be investigated by the Governance and Compliance Committee (refer to Board Committees in Bylaw 4) in who will report findings to the Board and Principal.

Breaches will result in a formal warning.

Serious breaches may result in the permanent suspension of specific responsibilities or may result in termination of employment and/or membership to the Institute.

1.2 Role of Directors

The business of the Institute is managed by the Directors who may exercise all powers of the Institute that the Constitution does not require to be exercised by the Institute in a general meeting.

As Responsible Persons, Directors are required to meet a set of legal duties and governance standards.

At all times while the Institute is a Registered Entity, each Director is subject to, and must comply with, the following duties:

- (a) To exercise the Director's powers and discharge the Director's duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Institute;



- (b) To act honestly, fairly and in good faith in the Institute's best interests, and to further the purposes of the Institute;
- (c) Not to misuse the Director's position;
- (d) Not to misuse information obtained in the performance of the Director's duties as a Director of the Institute;
- (e) To disclose perceived or actual material conflicts of interest of the Director;
- (f) To ensure that the Institute's financial affairs are managed in a responsible manner;
- (g) Not to allow the Institute to operate while insolvent.
- (h) A Director cannot be elected as a representative in the School Committee (Conseil d'Établissement), Parents' Association or School Council (Conseil d'École)

1.3 Role of the Chairperson

Directors elect one amongst them as the Chairperson (Président) for the purpose of presiding over the Board Meetings and General Meetings of the Institute.

The Chairperson runs Meetings in a way that demonstrates regard for individuals and their views.

He or she may make helpful suggestions and links ideas from various stakeholders.

The Chairperson runs Meetings in a way that encourages decision making based on consensus.

He or she allows fair and open discussion of matters, while ensuring Meetings are run efficiently according to the agenda.

The Chairperson acts on the guidance of the Board, and in the best interests of the Institute.

The Chairperson of the Board must be a bilingual Member (French–English), preferably with experience on a Board.

He has a casting vote in addition to his/her votes as a Member, proxy or attorney.

The Chairperson meets regularly with the Principal and acts as a direct liaison between the Board and senior management, through the Principal, whilst also serving as a spokesperson for the Board to the Members of the Institute and the school community.

1.4 Role of the Vice-Chair, the Treasurer and the Board Secretary

Following the election of the Board Chairperson, the Directors elect amongst themselves a Vice-Chair (Vice-Président), a Treasurer (Trésorier) and a Board Secretary (Secrétaire du Conseil).

The Vice-Chair stands in for the Chairperson when needed and helps with difficult decisions between meetings. The Chairperson should liaise regularly with the Vice-Chair and ensure he or she knows enough about the current issues to be able to stand in at short notice, if needed. It is usual procedure to turn to the Vice-Chair if a complaint is to be made about the Chairperson.



The Treasurer works in close cooperation with the Finance and Administration Manager (DAF in French). The Finance Committee (“Commission Finance”) is chaired by the Treasurer. It is usually expected that the Director elected to become Treasurer has a strong background or knowledge in corporate finance. The Finance Committee reports monthly to the Board on the school’s general financial performance and on financial planning matters. The Committee establishes purchasing and tender procedures.

The Board Secretary plays a critical role in the Board. He or she ensures the accuracy of the minutes, writes them out as soon as possible after the meetings, and submits them to the Chairperson before circulation to the other Board members. The Board Secretary is responsible for publishing and archiving all the resolutions voted by the Board.

1.5 Role of the Company Secretary

Pursuant to Clause 80 of the Constitution, the Company Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

The Company Secretary will assist the Institute, acting as the official liaison party for the preparation and submission of Statutory Returns with the Companies Commission of Malaysia in compliance with Statutory Requirements under Malaysia’s Companies Act, 2016.

1.6 Role of the Principal (“Le Proviseur / La Proviseure”)

The AEFÉ appoints and remunerates the Principal, according to a profile defined in consultation with the Embassy of France to Malaysia and the Board.

The Principal, under the AEFÉ’s delegation, ensures the quality of the teaching in the School.

He or She provides a guarantee that the pedagogical program follows the French Ministry of Education’s program.

The Principal is accountable to the AEFÉ for the delivery of the French curriculum and to the Malaysian Ministry of Education for delivery of the Malaysian education requirements.

The Principal takes responsibility, by means of delegation from the Board, for the School’s pedagogical organisation and operations as well as School life.

The Principal manages all the school staff and cooperates fully with the Board with their duty to evaluate the school and management performances.

The Principal is closely associated with the management of the school and provides all the information needed to the Board in a timely manner so that the Directors can discharge their duties.

The Principal attends the Advisory Council and the Board Committees.



The nature and the extent of the signature delegations in terms of management granted by the Board to the Principal and any other delegated position, are communicated to the interested parties and the French Ambassador.

The principles of validation and control, which prevail for these delegations, appear in the specific provisions of AEFÉ Convention, being understood that a delegation does not involve a transfer of responsibility.

The Board delegates the following to the Principal, who together with the Board, may agree to assign some or all of the following responsibilities to the School's management staff:

- Education: philosophy and principles, curriculum, syllabus, compliance;
- School Project Strategic 3-year Plan;
- Human Resources Management;
- Financial Management and compliance;
- Infrastructure and Security;
- Information Technology;
- Marketing;
- Work, Health and Safety;
- Sustainability;
- Enrolments;
- Child Protection
- Inclusion of special needs students
- Privacy and Data Protection
- School Governance Compliance and Conformity to local laws;

The Principal or delegate is required to report to the Board or regulatory authorities as follows:

- Monthly Principal update to the Board, except in the months where Board meetings are not held;
- Advise the Chairperson of written complaints from parents, staff or any other stakeholders;
- Census;
- Advise Board of serious breaches of policy or employment terms by staff or unsatisfactory performance and advise on action taken;
- Advise the Board of projected shortfalls in appropriate staffing and recommend solutions;
- Advise the Board on Risks and opportunities as required;
- Update to Board on major upgrades and processes pertaining to IT;
- Inform the Board on Hazard and Incident Reports;
- School education profile: results, class sizes, new programs etc;
- Enrolments, departures (patterns and trends) and student expulsions;
- Non-Payments of school fees –patterns and trends;
- Medium and long term financial position; actual vs planned and vs previous year, reason for variations;
- French Grants availability – changes/variations in government subsidies;
- Changes in French government policies that may have an impact on the School;
- Progress on implementation of Strategic plans for School Project; and
- Maintenance and building updates;



- Update to Board on major upgrades and processes pertaining to Health, Safety and Security.

1.7 Role of the Finance and Administration Manager

The Finance and Administration Manager (referred to as DAF in French - Directeur Administratif et Financier) ensures the quality of the financial and administrative management of the School in compliance with the Malaysian Standards and with the Institute's financial regulations, and in compliance to the AEFÉ "convention and guidelines".

He or She assists the Principal as to the day-to-day management of human resources, finances, back-office and secretarial requirements. He also works in close relationship with the Members of the Board, in particular with the Finance Committee and the HR Committee on their respective attributions.

The DAF is responsible for presenting the following reports to the Board on a monthly, except in the months where Board meetings are not held:

1. The Financial Statements with an emphasis on the School's previous year's performance and an analysis of variances versus a forecast or a budget.
2. The amounts of debentures and income for the month/period and their forecast for the next month/period.
3. The overdue payment of tuition fees
4. The Treasury Reports inclusive of cash flow statements, money market deposits and investments, bank reconciliations, credit cards statements and petty cash statement.
5. any cases of non-respect or potential dispensation of financial regulations

The Financial bundle to deliver to the Board is done in full concertation with the Treasurer member of the Board.

Along with the Principal and the School's Finance committee, it is a prerogative of the Finance and Administrative Manager to elaborate the annual budget proposal according to the local requirements and the AEFÉ guidelines.

He or She also ensures that all Employment Regulations as stipulated by the Malaysian Authorities are met and this includes the permits, immigration visas and teaching permits as per Malaysian Ministry of Education guidelines.

He or She ensures that the Human Resources management is carried out according to the principles of the Malaysian Laws.

The DAF is responsible for developing, maintaining and implementing standard operating procedures for the School operations.



1.8 Role of the School Committee (Conseil d'établissement)

The School Committee is competent regarding pedagogical and educational school matters. It is a tripartite authority with members representing the administration, school staff representatives, parent representatives and student representatives. Members of the Board are invited to assist at the meetings.

The School Committee reports directly to the Principal, and operates under the rules of the AEFÉ as they apply to French Schools Abroad: "circulaire numéro 1566 du 09/07/2019 organisation et fonctionnement des instances des établissements d'enseignement français à l'étranger relevant de l'AEFE" (Appendix J) as well as under the rules of this governance Bylaws.

The School Committee is formed at the beginning of each academic year and meets at least 3 times throughout the academic year.

The School Committee Votes:

- the School Project Strategic 3-year Plan;
- the school internal rules (Règlement Interieur); and
- the school hours and the school calendar

A report on pedagogical operations of the School and a step-by-step report of the School project (Projet d'établissement) are presented at the School Committee every year by the Principal.

1.9 Role of the School Council (Conseil d'école)

The School Council operates under the rules of the AEFÉ as they apply to French Schools Abroad (cf "circulaire numéro 1566 du 09/07/2019 organisation et fonctionnement des instances des établissements d'enseignement français à l'étranger relevant de l'AEFE") as well as under the rules of these governance Bylaws.

The circular number 1566 can be modified by the AEFÉ.

The School Council is a consultative body for pedagogic and organizational affairs concerning the primary school. It is elected every year and is made up of primary school teachers and elected parent representatives.

It meets three times a year, prior to the School Committee meeting, chaired by the Primary School Headmaster.

1.10 Role of the Advisory Council (Conseil de Surveillance)

The Institute shall be advised by an Advisory Council, whose role will be (and will be limited to) assessing the conformity of the Institute with the guidelines issued from time to time by the competent French State Authorities overseeing the teaching of the French curriculum outside of France or any agreement hereto in place with the said authorities.



The Advisory Council shall be consulted on the strategic decisions made by the Board of Directors in regards to the Institute's strategy and management.

Other than those members of the Advisory Council (who are also ex officio attendees of the Board), the members of the Advisory Council will not be members of the Board and will have no right to attend its meetings, but will be granted access to the minutes of the meetings of the Board and to other documentation relevant to the performance of their duties. The members of the Advisory Council shall consist of ex officio members (who may appoint each an appointee with the same powers and duties as their appointor):

- The ambassador of France to Malaysia who will chair the meetings unless he or she delegates that responsibility to another member of the Advisory Council of his or her choice and in-between meetings will be referred to as president of the Advisory Council
- the counsellor for cooperation and cultural affairs of the French Embassy in Malaysia
- the French consul (or associate consul) in Malaysia
- the members of the Board
- the Consular advisors "conseillers consulaires"
- the management team of the Institute

1.11 Role of the Parents' Associations

Students' parents of the Lycée Français de Kuala Lumpur may setup one or more parents' associations. The parents' associations are separate and independent entities to the Institute.

A parents' association is a non-for-profit organisation. The associations may represent parents in the various committees of the School, participate in and actively support projects and actions developed in partnership with the School.

In order to be officially recognised, a parents' association must have rules and regulations set in accordance with its statutes (as per AEFÉ recommendation).

2 THE BOARD OF DIRECTORS

Note: any changes to “Bylaw 2 – Board of Directors” requires an approval by simple majority from the Members during an Extraordinary General Meeting. The present version was adopted on 9 November 2022

2.1 Board Composition

The business of the Institute shall be managed by a Board of Directors. The Board shall consist of not less than five (5) and not more than seven (7) elected members.

All Directors must be Members of the Institute and at least one-half of the Board members shall be French citizens at the time of the nominations, considering both elected and appointed directors. The Chairperson of the Board shall be of French nationality.

Number of Board positions	Min. number of French Citizens
7	4
6	3
5	3
4*	2
3*	2
2*	1

* the number of elected Board members may be lower than five (5) due to resignations.

The Board may appoint Members of the Institute to be members of the Board either to fill a casual vacancy or vacancies unfilled during an election. At any given time, the maximum number of Board members appointed according to Clause 68 of the Constitution shall not exceed two (2).

All Directors must be approved by the SSM prior to being able to vote on Board matters.

The following individuals must be invited to attend Board meetings as observers and advisors, unless the Board determines in its absolute discretion that it is not appropriate for a person to attend in light of the proposed discussion at any meeting or part of a meeting of the Board:

- (a) The School Principal
- (b) The School Finance and Administration Manager (DAF)
- (c) The Primary School Headmaster
- (d) The French Consul in Malaysia (or his/her appointee)
- (e) The French Cooperation & Cultural Counsellor in Malaysia

The Board keeps the right to invite to a Board meeting any member or external advisor that it deems relevant.



2.2 Board Composition - Exceptional situations

Whilst the ideal Board composition is described in Bylaw 2.1, situations may arise that may be less than ideal. In those situations, the Board shall endeavour to use its powers to restore the ideal Board composition at the earliest. Below are some of the scenarios that may occur:

- i. Should the number of French citizens fall below fifty (50) percent in the remaining Board due to the resignation of one or more Board members, the Board shall endeavour to resolve the matter by appointing (if allowable) a Board Member of French citizenship or by calling for an EGM for the election of new Board members at the earliest. The Board may continue to operate if the Quorum for Board meetings is achieved with three (3) Members.
- ii. Should a situation arise where a Board member of French citizenship registered with the SSM is not available to be Chairperson of the Board, the Vice-Chair, regardless of citizenship, may assume the responsibilities of the Chairperson to ensure that the School operations are not affected. The Board shall endeavour to resolve the matter by appointing (if allowable) one or more Board members of French citizenship or by calling for an EGM for the election of new Board members at the earliest. The Board may continue to operate if the Quorum for Board meetings is achieved with three (3) Members.
- iii. Should a situation arise where the Quorum of three (3) Members for Board meetings cannot be reached due to an insufficient number of Board members registered with SSM, as per the Company Act 2016, a minimum of two (2) Board members shall form a Quorum to ensure that the day-to-day School operations are not affected. The two-member Board's power shall be limited to contract renewals, payments of existing contracts and new resolutions with less than RM 20,000 impact. Should there be urgent major resolutions required, the Board may call for an EGM for Members to vote on them to keep the School running. The two-member Board shall of course call for an EGM for the election of new Board members at the earliest.

2.3 Election of Board members

The election of Board of Director members shall take place in the following manner:

- Any person (including a retiring Board member) who seeks to be elected to the Board shall notify the Institute of his/her candidacy for election at least five (5) days before the date of General Meeting during which elections will be held. His/her individual candidacy shall be submitted in writing to the administrative office of the School and the administrative office shall forward a copy of the same to the Company Secretary. The candidates should provide a short introductory statement outlining their skills and expertise for holding directorship. For avoidance of doubt, candidacies may be submitted by electronic means (e-mail to secretary@lfl.edu.my with a copy to ca@lfl.edu.my).
- The list of candidates along with their introductory statements shall be shared with all Members by e-mail at least 48 hours prior to the General Meeting.
- Board members are elected by passing ordinary resolutions (simple majority). In case of multiple vacancies and multiple candidates, Members may vote in favour or against each



resolution appointing a candidate. The resolutions passed with the highest numbers of favourable votes shall be considered for filling the vacancies, in accordance with the Board composition requirements described in bylaw 2.1. In case of a tie, the chairperson of the meeting shall have a casting vote.

- Balloting lists shall be prepared containing the names of the candidates in alphabetical order.

Upon being elected, candidates will need to provide the following documents for registration with the SSM:

- Copy of passport and valid work permit
- CV
- Copy of academic degrees
- Any other documents that may be requested by SSM

2.4 Director Retirement

Subject to Clause 62 and 63, at every annual general meeting, one-third (1/3) of the elected Board members, or if their number is not three or multiple of three, then the number nearest one-third, shall retire from office. The members of the Board to retire in every year shall be those who have been longest in office since their last election, but as between persons who became member on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Board members appointed by the Board under clause 68 shall not be taken into account in determining the Board members who are to retire by the 1/3 rotation rule.

Number of elected Board members	Number of elected Board members to retire
7	2
6	2
5	2
4*	1
3*	1
2*	0

* the number of elected Board members may be lower than five (5) due to resignations.

Subject to Clause 64 of the Constitution, a retiring Director is eligible for re-election or re-appointment.

Subject to applicable law, if the Board considers in its discretion, acting reasonably, that the conduct or position of any Director is such that continuance in office is likely to be prejudicial to the interests of the Institute, the Board, at an Extraordinary General Meeting specifically called for that purpose, may ask Members to vote to retire that Director, in accordance with Clause 69 of the Constitution.



2.5 Disqualification of members of the Board

A person immediately ceases to be a Director if he or she:

- (a) without the consent of the Institute granted in a general meeting holds any office of profit under the Institute (ie: employee of the school); or
- (b) becomes bankrupt or makes any arrangement or compromise with his creditors generally; or
- (c) if he fails to pay moneys presently payable by him to the Institute in a timely manner; or
- (d) becomes prohibited or disqualified from being a member of the Board under any provisions of the Act; or
- (e) becomes medically certified of unsound mind; or
- (f) resigns from his office by notice in writing to the Institute; or
- (g) is removed by ordinary resolution of the Institute; or
- (h) is absent for more than three (3) consecutive Board meetings without permission of the Board; or
- (i) is directly or indirectly interested in any contract or business with the Institute and fails to declare the nature of his interest in the manner required by the Act; or
- (j) dies.

2.6 Directors appointed by the Board

As per Clause 68 of the Constitution, the Board shall have power at any time, and from time to time, to appoint Members of the Institute to be members of the Board either to fill a casual vacancy or vacancies unfilled during an election. The total number of members of the Board shall not at any time exceed the number fixed in accordance with the Constitution.

Any member of the Board so appointed shall hold office only until the next following annual general meeting, and then shall be eligible for-election, but shall not be taken into account in determining the Board who are to retire by rotation at such meeting. The number of Board members so appointed shall never exceed two (2) at any time.

A Director appointed in such manner is subject to the same rules that apply to all Directors to be eligible for re-election or reappointment as a Director.

His or her directorship will only commence on approval by the SSM. He or she has the powers and duties as an elected Director.



2.7 Skills and Requirements of the Board of Directors

The Institute seeks Directors who are appropriately skilled, experienced, diversified and with an outlook that genuinely upholds the mission and objects of the School.

It is considered a privilege to serve on the Board but it is also acknowledged that there is a significant commitment and professionalism that is required to serve the governance needs of the School.

A Director's priority and obligation is to the Members of the Institute, acting with integrity and impartiality and in the best interests of the Institute.

All Directors act pro bono in a voluntary capacity. No fees or any kind of remuneration may directly or indirectly be paid to a Board member.

A Director is required to:

- Have working proficiency in French and English
- Submit a valid Residence Permit in Malaysia
- Sign a Statutory Declaration that they are a Responsible Person, i.e. that they are a fit and proper person
- Sign a Code of Ethics Declaration
- Maintain confidentiality regarding Board discussions;
- Publicly support any Board decisions / resolutions made known to the wider school community;
- Act with integrity and declare any concerns (e.g. potential conflict of interest);
- Ensure that any personal concerns about their child are addressed with school operational staff and not with the Chairperson or other Board members;
- Act impartially putting the interest of Institute Members / community before any personal agenda; and
- Attend school functions in a representational capacity as a Director.

2.8 Board of Directors Code of Ethics

The Board's code of ethics serves as a code of conduct for these parents in their capacity as Board members and for any other person appointed by the Board (referred to as "Appointed Person") to work on a voluntarily basis and contribute to the objectives of the Institute. Members of the board affirm their endorsement of the code and acknowledge their commitment to uphold its principles and obligations by accepting and retaining membership on the board. Refer to Appendix H for the "Board of Directors Code of Ethics" form.



2.9 Board Director Induction

The Chairperson shall ensure that any new elected or co-opted Director be inducted promptly in an appropriate fashion to the Constitution, the Bylaws, the latest state of affairs at the Board and the historic Board papers so that he or she can fulfil his role.



3 EFFECTIVE GOVERNANCE

Any changes to “Bylaw 3 – Effective Governance” requires an approval by simple majority from the Members during an Extraordinary General Meeting. The present version was adopted on 9 November 2022

3.1 Relationship between the Principal and Chairperson

This relationship needs to be positive; based on mutual respect and a clear understanding of their respective roles (on the basis of the Special Delegation Document and/or of the AEFÉ Convention)

The Principal and Chairperson meet and communicate regularly so that a professionally supportive relationship is possible.

Ideally all Board members should have some access to the Principal regarding Board related matters but coordination by the Chairperson is recommended.

3.2 Dispute Resolution / Grievance Handling

How to resolve grievances between the Chairperson and the Principal

If the Principal is aggrieved, this matter should first be raised with the Chairperson. If this is not satisfactory, the next point of contact should be the Vice-Chair. The Vice Chair has a role to ensure that the Principal and the Chairperson have a harmonious relationship and extend this to the Chairperson, Principal and Board. If this does not resolve the conflict then as a last resort, the Principal has a moral and contractual obligation to raise matters of concern with the French Embassy and/or with the Board as a whole. This should be done in absence of the Chairperson. The Board should understand the difficulties of this for the Principal and the Chairperson and treat the matter with strictest confidentiality and sensitivity. The Board may resolve that external mediation may assist or it may resolve that it is in the best interests of the School that the Chairperson step down from this position.

Issues about the Principal raised directly with the Board

Any serious matters should be managed by the Chairperson and the Vice-Chair. The Principal must be given a fair opportunity and time to answer any such grievances. If they are serious matters affecting the performance of the Principal or the reputation of the School, then the issue should be raised immediately by the Chairperson with the representative of the French Embassy. In some circumstances it may be necessary for the Board and/or the Principal to obtain external expert advice on a confidential basis.

Issues/complaints raised by Members with individual Board members



Board members must not engage in giving advice to parents on issues which are not in the Board's prerogative. They should suggest that the matter be taken up by the parent directly with the teacher/staff member in the first instance. If this has occurred, then they should be directed to take the matter up with the Principal.

3.3 Director Protection

3.3.1 Access to Professional Advice

In the exercise of their mandate the Members of the Board will be entitled to seek and obtain professional advice from experts outside of the School's perimeter. This will be proposed to the Board and agreed by the Chairperson on evaluation of pertinence.

3.3.2 Access to Board Papers

On appointment to the position of Director, access is given to historic Board papers (Board minutes, Board resolutions and supporting documents) on a secured shared drive. These are 'read only'. The Minutes of Assemblies along with the main documentation pertaining to the Institute are stored in a private section of the School's intranet.

3.3.3 Indemnity and Insurance

To the extent permitted by law and subject to the restrictions in Companies Act 2016 Malaysia and other applicable statutory restrictions, the Institute has an insurance in place to cover Directors and Officers Liability.

The Institute indemnifies every person who is or has been an officer of the Institute against any liability incurred by that person:

- (a) as an officer of the Institute; and
- (b) to any person other than the Institute or a related body corporate of the Institute, except where the liability arises out of conduct on the part of the officer which:
 - involves a lack of good faith; or
 - is contrary to the Institute's express instructions except where the liability arises out of conduct on the part of the officer which involves a lack of good faith or is contrary to the Institute's express instructions.

3.3.4 Director Remuneration

Subject to Clause 54 of the Constitution, no payment will be made to any Director other than payment which is in reimbursement for out-of-pocket expenses incurred by the Director in connection with the performance of any duty as member of the Board where the amount payable



does not exceed an amount previously approved by the Board and is substantiated or supported by appropriate documentation as determined by the Institute.

3.3.5 Conflict of Interests, Gifts and other Benefits

Directors are reminded of the Board of Directors Code of Ethics stipulates that Directors act with a high degree of integrity and behave in a manner befitting of Board Director status and declare any concerns e.g. potential conflict of interest, pecuniary or non-pecuniary benefits, as soon as they become aware of them.

Further Directors must declare any conflict of interest which extends to that of financial relationships or association with an interested party.

Other instances Directors should consider:

- If they are offered anything that is being given in order to persuade them to act improperly (a bribe), they must refuse it and report the matter to the Chairperson.
- Accepting gifts and other benefits has the potential to compromise their position by creating a sense of obligation and undermining their impartiality. They must not create the impression that any person or organisation is influencing the Board or the School; and
- If they are offered a gift or benefit, they should advise the contributor that they will accept it on behalf of the school. In that instance they must advise the Chairperson who will determine how it should be treated and make a record of its receipt or record the gift in the asset register.

3.4 Borrowing Powers

The Board shall have no power to mortgage or charge the assets of the Institute, issue debentures, debentures stock and other securities, whether outright or as security for any debt, liability or obligation of the Institute without a vote by Members at an Extraordinary General Meeting.

For amounts not exceeding 25% of the prior year audited revenues (approximately equivalent to 3 months operating cashflow) **and which do not require** to mortgage or charge the assets of the Institute the Board may exercise all of the powers of the Institute to borrow money. For amounts above the aforementioned limit, a vote by Members at an Extraordinary General Meeting shall be required.

3.5 Solidarity Fund

A solidarity fund is setup to provide occasional help to families of Members who may experience financial difficulties in meeting their children's school expenses. This assistance is limited in time and may only be attributed in the form of a reduction on moneys due to the School.

The sum allocated to this solidarity fund shall need to be approved by a vote of Members during the Annual General Meetings of the Institute. Appendix I provides further details on the solidarity fund.



4 BOARD PROCESSES

4.1 Board Meeting times and location

During the operational months of the School (September to June), the Board will convene at least once a month with at least 7 days' notice. The meetings will preferably take place at the School premises, but may also allow Board members to join via teleconferencing means. A draft agenda of the Board meeting should be provided with the notice. Emergency Board meetings may be convened by the Board at much shorter notice.

Meetings usually commence at 18:30 and aimed to conclude by 22:30, including a short dinner break. The Board may change the meeting time if required.

The Board shall convene a "Kick Off Meeting" within the first 2 months of the start of the School's operations where the Board will endeavour to set the main strategic orientations for the short and mid-term, the main events that the Board will need to face in the coming school year and their implications in terms of financing and management.

4.2 Board Meeting Agenda

Reasonable notice of a Board meeting is required, and it is deemed good practice for the agenda to be prepared for Board meetings and that agenda to list all of the items to be dealt with at the meeting.

Good practice dictates that the agenda is to be discussed beforehand with the Principal and will contain the actual resolutions to be proposed.

It will also contain the minutes of the previous meeting and any business arising from it.

The Chairperson, the Vice-Chair or the Board Secretary prepares and distributes the final agenda ideally 5 days prior to the scheduled meeting.

The Agenda will have details of the date, location, and commencement time.

To expedite the meeting efficiently the matters are ordered:

- Matters for Decision
- Matters for Discussion
- Matters for Noting



4.3 Board Papers

Papers that regularly appear on the agenda are:

- Finance report
- Resolution and Action Register - 'Fichier de Pilotage'

Directors are notified when these reports become available on the Board section of the school's intranet or alternative cloud storage set up for this purpose.

These should be available at least 48 hours prior to the scheduled meeting.

The Board Secretary notifies Directors when these reports are available.

It is assumed that participants to Board meetings have pre-read all papers that are being considered at the meeting.

4.4 Use of technology

The Company Act of 2016 and the Constitution allow Board members to use technology in order to participate physically and/or remotely in meetings.

4.5 Minutes

The Board Secretary is appointed to take minutes of monthly meetings.

This position will be filled by a Director or other delegate if the Board Secretary is not in attendance.

Minutes must include:

- (a) the names of the Directors present at all Directors' meetings and meetings of Directors' committees;
- (b) all proceedings and resolutions of general meetings, monthly and sub-committee meetings of Directors
- (c) all resolutions passed by Directors
- (d) all appointments of officers and employees;
- (e) all orders made by the Directors and Directors' committees; and
- (f) all disclosures of conflicts of interests

Minutes are signed by the Board Secretary and by the Chairperson of the meeting or by the Chairperson of the next meeting.

All minutes, the action register, the resolution register, declarations and conflict of interest are stored in the secure Board section of the School's intranet – Originals are sent to the Company Secretary

The Board may decide to make the Resolution register available to members as long as any strictly confidential or sensitive information is removed.



4.6 Board Committees (“les Commissions”)

Good governance requires that committees undertake more detailed work on matters within the jurisdictions of the Board and report back to the Board and make submissions for approval by the Board, who remains the sole decision maker. No report or resolution of any committee shall bind the Institute until such report or resolution is adopted by the Board, unless at the time of the appointment, power to so bind was expressly conferred on such committee. The Board may create committees as and when it deems required by the circumstances.

The following are the permanent Committees of the Board guided by the same guidelines of the Board:

- Finance Committee (“Commission Finance”)
- Human Resources Committee (“Commission RH”)
- Governance and Compliance Committee (“Commission Gouvernance et Conformité”)
- Infrastructure and Projects Committee (“Commission Infrastructure et Projets”)
- Environmental Committee (“Commission Environnement”)
- Marketing Committee (“Commission Marketing”)
- School Canteen Committee (Commission Cantine)

Each Committee meeting needs minutes to be taken.

At minimum needs to be indicated:

- (a) the names of the Directors / Members present
- (b) all recommendations passed and their supporting rationale
- (c) all disclosures of interests

4.6.1 Finance Committee (“Commission Finance”)

Chaired by the Treasurer (or Chairperson) and consisting of the Finance and Administration Manager, and other expert members the committee may co-opt as required from time to time.

The Principal may attend.

The Committee will meet regularly and be responsible for:

- financial performance;
- purchasing and tender procedures
- preparing the budget;
- provisioning
- recommendation on the fees to be charged;



- changes in the financial regulations
- management of dues and receivables
- investment programs for the School recommended by the Infrastructure and Projects committee, the Principal and the Finance and Administration Manager, in agreement with the Budget and /or Strategic Plan.

4.6.2 Human Resources Committee (“Commission RH”)

Chaired by a member of the Board and consisting of at least one other member of the Board, the Principal and the Finance and Administration Manager.

The Committee may call on experts on an as-needed basis. It should maintain a strong relationship with the Finance Committee to ensure the compliance of its operations with the Strategic Plan and the Budget.

It will meet regularly and be responsible for:

- Overseeing the HR department & developing HR procedures
- Ensuring compliance to Malaysian labour laws
- Revisions of contracts and the Employee Handbook
- Reviewing benefits and salary grids
- Communicating and collaborating pro-actively with the elected staff representatives on relevant HR topics

4.6.3 Governance and Compliance Committee (“Commission Gouvernance et conformité”)

Consisting of the Chairperson and other members with expertise and/or corporate memory. The Principal and the representative of the French Embassy are members.

The Committee should:

- be responsible for reporting annually, as part of the School’s annual performance report, to the School community on issues of importance that fall within its direct responsibility (e.g.; governance, role of the Institute etc.);
- publish in the Annual Report (Rapport Moral) its own performance record (e.g.: process reviews, procedures adopted, etc);
- evaluate requests for changes to the Bylaws and the Constitution and make recommendations to the Board.
- identify new Directors based on required skill sets;



- assess the adequacy of management reporting;
- follow-up the implementation of the auditor's recommendations; and
- assess the identification and management of internal and external risks

Other members of staff or management may be invited to attend as observers or to provide information, as is considered necessary.

Meetings should be held at least twice a year, unless otherwise determined by the Board.

4.6.4 Infrastructure and projects Committee

Chaired by a member of the Board and consisting of the Principal and/or Primary School Headmaster, a representative of the Finance committee and the Operations Manager. The Committee may co-opt experts on an as-needed basis. It should maintain a strong relationship with the Finance Committee to ensure the on-budget and on-time delivery of projects.

The Committee operates in all matters regarding:

- the School assets
- Buildings maintenance and construction

It will meet regularly and be responsible for:

- Ensuring that all capital works carried out at the school will fall within the Strategic Plan and Budget;
- Overseeing the progress of planning, design, financing and construction of projects on behalf of the Board;
- Proposing a yearly maintenance budget to the Board and following it up; and
- Providing regular reports to the Board.

4.6.5 Environmental Committee

Chaired by a member of the Board and consisting of representatives of parents, teachers and students. The committee may call on other members of the academic or administrative team as well as external experts or providers as needed.

It assists the Board in carrying out its mandate by:

- initiating and proposing social and environmental projects within LFKL / Hévéa
- supporting the successful implementation of projects selected by LFKL / Hévéa



- ensuring that students are involved at the heart of these projects
- making sure that these projects help students better understand the world around them, in order to flourish in it and participate in its development.

The members of the committee present their recommendations on topics at hand to the Board for final decision making.

4.6.6 Marketing Committee

Chaired by a member of the Board and consisting of the Principal and and the Marketing Manager. The committee may call on other members of the teaching or administrative team as well as parents or external providers as needed.

It assists the Board in carrying out its mandate by:

- Establishing the marketing plan
- Determining the important events in which the LFKL must take part
- Preselecting external service providers for Board approval
- Informing the Board on the competition

4.6.7 School Canteen Committee (Commission Cantine)

It is chaired by a member of the Board and consists consisting of the Principal and/or Primary School Headmaster, representatives of parents and students, the Finance and administration manager, the operations manager, representatives of the canteen service provider in place, the chef in charge and a dietician. The commission may call on external experts or service providers as needed.

It assists the Board in carrying out its mandate by monitoring the services offered:

- Analyse the meals for the last period (assessment, product quality, quantity, etc.) based in particular on the opinions and assessments of the canteen staff as well as those of the students,
- Examine, modify and validate the menus offered by the service provider while ensuring compliance with certain criteria such as variety, quality, seasonality of products, etc.
- Regularly visit the places of production and catering (1 to 2 times a year by 1 or 2 members of the committee),
- Take note of the individual specific requirements and specific regimes (anonymously),
- Address concerns when there are issues with the service.
- Assist in drafting and validating the specifications and calls for tenders submitted to the various service providers
- Participate as may be required in the selection process of the service providers
- Suggest/ advise on the target meal prices every year
- Update students and parents about the service offered

Meetings should be held at least quarterly, unless otherwise determined by the Board.



5 GENERAL MEETING PROCESSES

Any changes to “Bylaw 5 – Effective Governance” requires an approval by simple majority from the Members during an Extraordinary General Meeting. The present version was adopted on 9 November 2022

5.1 General Meeting rules

There are two types of General Meetings to which all members are invited to participate:

- Annual General Meeting (AGM) also referred to as Ordinary General Meeting
- Extraordinary General Meeting (EGM)

The rules for General Meetings and Member’s voting rights are defined in the Constitution of the Institute in clauses 28 to 51. **The Constitution supersedes these Bylaws** in case of discrepancy or contradiction.

1. Clause 28 of the Constitution provides that the Institute MUST HOLD a general meeting as its Annual General Meeting once each financial year.
2. Clause 31-32 of the Constitution sets out the notice required for general Assemblies.
3. Clause 36 of the Constitution sets out the quorum for General Assemblies.
4. Clause 37 of the Constitution sets out the rules relating to adjournment of General Assemblies.
5. Clauses 38-46 of the Constitution set out the rules on voting at General Assemblies.
6. Clauses 47-52 of the Constitution set out the rules relating to proxies. No Member of the Institute, including the Chairperson, shall be entitled to vote as proxy for more than four Members. All Proxy forms shall clearly state the name of the proxy to whom it is given and be delivered to the designated school administrative staff in the way and as per the deadline set out in the notice of the General Meeting.
7. All General Meetings, including the annual general meeting and any extraordinary general meeting, are held in French, but if a participant must speak in English a translation shall be contemporaneously given in French. All minutes will be rendered in English for legal compliance.
8. General Meetings are typically held twice in every calendar year at such time and place as may be prescribed by the Board and usually at the beginning of the academic year in October/November and in May/June of each year.

5.1.1 Ordinary / Annual General Meetings



As stipulated in Clause 28 of the Constitution, the Institute MUST HOLD a general meeting as its Annual General Meeting once each financial year, otherwise known as the Ordinary General Meeting. The AGM is held at such time and place as may be determined by the Directors

The items that need to be covered at Annual General Meetings are:

1. Consideration of the audited accounts for the preceding financial year
2. Consideration of the interim administrative and financial accounts for the current and next financial year
3. Vote of confidence for the Board of Directors for its management performance.
4. Appointment of auditor for the current financial year and approval of their remuneration
5. Election of new members to the Board of Directors

While the Institute is a Registered Entity, the chairperson of an annual general meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about, and make comments on, the management of the Institute.

It is customary, although not required by Law, that at the end of the Annual General Meeting the Board of Directors solicits by way of vote by the Members of an approval of the School's management by the Board for the year ended (vote of confidence). Insofar as this vote is not required by law, its result will not have legal consequences. It will be up to the members of the Board to draw conclusions from the result of the vote and to decide on the actions they deem appropriate, provided that these do not jeopardize the continuity of the functioning of the Institute.

The AGM is typically held in May or June each year. However, the Board may at any time at their own discretion convene a General Meeting as an Annual General Meeting for the purpose of complying with the Clause 28 of the Constitution.

5.1.2 Extraordinary General Meetings

Any other business than the business reserved for the Annual General Meeting shall be transacted at an Extraordinary General Meeting. Its agenda is variable contrary to the Annual General Meeting.

Matters considered at the Extraordinary General Meetings (EGM) typically are:

1. All changes to the Constitution
2. Changes to the Bylaws that require a vote at an EGM
3. Resolutions suggested by the Board
4. Resolutions brought by petition of members as per Clause 30 of the Constitution
5. Election of new members to the Board of Directors



5.1.3 Agenda of General Meetings

Subject to Clause 35 to 44 of the Constitution, a General Meeting shall only consider matters which are set out in the notice of the General Meeting and the agenda or any amendment thereto made by authority of the Board of Directors.

After receiving the notice of the General Meeting, Members who desire so, may submit a request to add a particular item to the agenda. The request must be communicated in writing to the Board of Directors (ca@lfl.edu.my) at least seven (7) days before the date fixed for the holding of the General Meeting. Subject to the Constitution, the Board of Directors shall have the full discretion to decide whether or not to include such item for consideration at the General Meeting.

5.1.4 Power to call an Extraordinary General Meeting

The Board of Directors may, whenever it thinks fit, convene an Extraordinary General Meeting.

However, as part of the good governance, subject to clause 30 of the constitution and Section 311(3) of the Company Act 2016, an Extraordinary General Meeting shall also be convened on the special requisition signed by not less than 5% of the total number of the Members having the right to vote. The requisition must hold a resolution proposal that the Board of Directors will include in the notice calling the Extraordinary General Meeting. As per Clause 37, If within half an hour from the time appointed for the meeting a quorum is not present, the meeting convened upon requisition of the members shall be dissolved.

The requisition of an Extraordinary General Meeting by Members is a serious matter and should not be done so in a frivolous manner or against the interests of the Institute. The Advisory Council will be called upon to confirm the validity of a requisition by Members.

Refer to the Constitution for full details regarding the notice period (Clause 31 & 32), a quorum (Clause 36 & 37) and voting at meetings (Clauses 38 to 51).

5.1.5 Voter eligibility

Clauses 45 & 46 of the Constitution specify that every Member shall have one vote. However, no Member shall be entitled to vote at any general meeting unless all annual subscriptions payable by him or her to the Institute have been fully paid. The date of reference for determining the eligibility to vote shall be seven (7) days prior to the date of the general meeting.

5.1.6 Proxies

Clauses 47 to 51 of the Constitution are related to appointing a proxy. A Member may only act as proxy for maximum four (4) Members. The instrument appointing a proxy may be either in physical form or by electronic means. It must be submitted to the secretariat of the Institute at least 48 hours prior to the general meeting.



6 NOT FOR PROFIT REQUIREMENTS

From 2016, the Companies Act has made clearer the definition of not-for-profit requirements for CLBG (Companies Limited by Guarantee) Companies.

The following requirements are necessary with regards to the Institute:

- All income and assets must be used for the operation of the school.
- Board members cannot be paid sitting fees or any other direct or indirect remuneration.
- Board members cannot engage the School funds at any one time, superior to 1/3 of the School's annual budget without proper consent from the Members in General Meeting.
- All transactions must be at market value, including transactions with related parties.

Market value is defined as "the amount which would be paid by a knowledgeable, willing party, at arms-length to the seller".

The Institute will demonstrate they are paying reasonable market value for property, goods or services for example by an open tender process, obtaining multiple quotes, or by reference to what others have paid in a similar market.

Any funding by a partner of the School may only be considered as a Grant, a Subsidy or a Donation with no reimbursement attached to any of the sums received.

A special GSD (Grant – Subsidy - Donation) Register holds all such transactions with the accompanying documentation.



7 MOE REQUIREMENTS – AEFE REQUIREMENTS

7.1 MOE - Ministry of Education Malaysia

The Institute is subject to the Malaysian Education Act - 1996

The full text of the act is available at the link below:

<http://www.agc.gov.my/agcportal/uploads/files/Publications/LOM/EN/Act%20550.pdf>

(or Google search: Education Act Malaysia)

7.2 AEFE Requirements

The Institute has entered in an agreement with the AEFE, through a “Convention”, whereby it delegates to this Authority the role of running the school on a day-to-day basis under limited delegation by the Board.

Below is a link to the guide (in English) to the implementation of the AEFE "Convention" agreement in French Schools Abroad

<https://www.aefe.fr/sites/default/files/asset/file/guide-bon-usage-convention-aefe-eng.pdf>

(or Google search: “Guide du bon usage AEFE”)