

**ARTICLES OF ASSOCIATION
of the
INTERNATIONAL SCHOOL SPORT FEDERATION**

1 NAME, REGISTERED OFFICE, OBJECTS AND MEMBERSHIP

1.1 LEGAL NAME

A not-for-profit association is constituted in the sense of article 60 and following of the Swiss Code Civil under the name "INTERNATIONAL SCHOOL SPORT FEDERATION" (hereinafter abbreviated as "ISF"). ISF is the official acronym for INTERNATIONAL SCHOOL SPORT FEDERATION.

1.2 REGISTERED OFFICE

The registered office of ISF is located in Lausanne.

1.3 TERM

The ISF is incorporated for an indefinite period.

1.4 OBJECT AND ACTIVITIES

ISF aims to promote school sport in all its forms as an educational tool for the physical, intellectual, moral, social and cultural development of students, to convey the Olympic spirit and the values of peace, friendship, solidarity and fair play, without discrimination of race, color, gender, sexual orientation, language, religion or philosophical beliefs, politics or other opinions, of origin, physical aspect, wealth, language, birth or any other situation.

In conducting its activities, ISF will ensure compliance with the Olympic Charter, the IOC Code of Ethics, including the Basic Universal Principles of Good Governance within the Olympic Movement, the World Anti-Doping Code, and the Olympic Movement Code on the Prevention of the Manipulation of Competitions.

ISF also aims to bridge the gap and facilitate contacts between school sports groups, to cooperate with and assist institutions, federations, associations, national or international groups with similar objectives.

To that end, ISF will, among other things, promote, organize, supervise, coordinate meetings, conferences, events, and activities related to school sport and/or democracy values.

It will also organize, promote, monitor and supervise competitions and international sports events for students.

ISF has a right to establish new entities, as well as regional operational offices.

1.5 MEMBERSHIP

1.5.1 CATEGORIES OF MEMBERSHIP

1.5.1.1 Full members

All legal entities, which are properly constituted according to the laws and customs in their country of origin, and which are recognized in their country of origin (which country must be recognized by the UN) as representative body for school sport can be admitted as a Full Member, without prejudice to the membership of the legal entities which are already admitted as a Full Member. In cases where it would not be clear which legal entity is duly recognized as representative body for school sport in a certain country the ISF shall consult with the official representative bodies of such country and seek confirmation on which legal entity can be recognized as such. Pending the obtaining of such confirmation, an application for membership can be suspended.

Full members have the right to vote at the General Assembly ("GA").

1.5.1.2 Associate Members

Legal entities which support the object of the ISF and which are not eligible to be Full Members may apply to become Associate Member.

Associate Members have no voting rights at the GA and cannot be elected for any position in any of the bodies of the ISF.

1.5.1.3 Honorary Members and Presidents

The GA, on the proposal of the EC, may grant titles of Emeritus President, Honorary President or Honorary Member to a person or persons who have rendered exceptional services to the ISF. Only past ISF Presidents (excluding Continental Presidents) shall be eligible to become Emeritus President and/or Honorary President.

Such persons shall be invited to attend the GA and Executive Committee but shall not have the right to vote. The GA shall have the power to withdraw the title of Emeritus President, Honorary President or Honorary Membership conferred on any person at any time.

Any person who is granted the title of Emeritus President or Honorary President can no longer apply for a position in any of the bodies of the ISF.

1.5.2 ADMISSION OF MEMBERS

Applications for membership shall be addressed to the President and shall be examined by the EC. The EC shall decide in a final and binding manner on the admission of new members. The decisions of the EC do not have to be motivated.

The GA shall be notified of the decisions taken by the EC regarding the admission of new members.

1.5.3 MEMBERS REPRESENTATION

Each member shall appoint a physical person or a plural delegation of physical persons before each GA to officially represent it within the ISF. Each member shall duly inform the ISF in writing of such appointment at least one month before each GA meeting. Each member undertakes to fully cover possible costs, fees, and compensation of its representatives within the ISF (including without limitation, travel expenses, hotel accommodation, meals, etc.).

A Full Member which has appointed a plural delegation shall expressly indicate the single individual who shall exercise the right to vote at the GA and shall inform the ISF accordingly.

The EC has the authority to prepare the meetings of the GA and to finally decide on any issue relating to the delegate representing a member.

1.5.4 MEMBERSHIP RIGHTS AND OBLIGATIONS

1.5.4.1 Full Members have the right to:

- Call a meeting of the GA, if such request is supported and signed by at least 1/5th of all Full Members;
- Attend, participate and vote at each meeting of the GA;
- Exercise all rights provided for by the current articles of association or by law;
- Organize the ISF events which would be allocated to them by the EC.

1.5.4.2 Associate Members have the right to:

- Call a meeting of the GA, if such request is supported and signed by at least 1/5th of all Full Members;
- Attend and participate at each meeting of the GA without the right to vote;
- Exercise all rights provided for by the current articles of association or by law;
- Organize the ISF events which would be allocated to them by the EC.

1.5.4.3 Honorary Members, Emeritus Presidents and Honorary Presidents have the right to:

- Attend each meeting of the GA without the right to vote.

1.5.4.4 Obligations of all members: each member shall:

- Promote and respect the objects and values of the ISF and support the activities of the ISF;
- Respect the underlying articles of association as may be modified from time to time as well as all applicable laws and regulations;
- Comply with the resolutions adopted by the respective bodies of the ISF;
- Pay the membership fees decided by the bodies of the ISF, exception being made for Honorary Members, Emeritus Presidents and Honorary Presidents who shall not have to pay any membership fee;
- Promote and enforce the rules of good conduct and anti-doping with all its members, participants and representatives;
- Comply with all obligations enacted by or under applicable law, these articles of association, any regulation adopted by the ISF and as otherwise decided by the bodies of the ISF.

1.5.4.5 Participation in ISF events:

Countries and organizations which are not a member of the ISF (directly or through a recognized legal entity) can participate in ISF events, if there are places available and upon admission by the EC.

1.5.5 MEMBERSHIP FEES

All ISF members, except for the Honorary Members, Emeritus Presidents and Honorary Presidents, are required to pay an annual membership fee, the amount of which will be determined each year by the GA.

1.5.6 RESIGNATION, SUSPENSION AND EXCLUSION OF MEMBERS

Each member has the right to resign from the ISF provided that it announces its decision six months prior to the end of the calendar year, by notifying its resignation by registered mail to the ISF to the attention of the President. The resignation will be effective as from January 1 of the year following the year in which the resignation was notified by registered mail to the President. Any resignation made after June 30 of a certain year shall only become effective on January 1 of the second year following the year in which the resignation was notified by registered mail to the President. The membership fee shall remain due for the entire year in which the resignation was given.

Members who are in breach with the law, the present articles of association, any decision of the bodies of the ISF or with any policies or regulations that will be adopted by the ISF, such as code of conduct policies, ethical policies, etc., or in general violate the rules of honor and decency, the rules of sports competitions, or in any way discredit the ISF or the school sport in any way, can be excluded from the ISF by decision of the GA with a two-thirds majority of the votes cast by the Full Members present or represented at the meeting.

Any such breach shall be recorded by, or reported to, the Secretary-General, analyzed by the Legal and Ethic committee and confirmed by the EC before it will be officially notified to the member concerned.

Pending the voting on its exclusion by the GA, the membership of the concerned member may be suspended by decision of the EC. A member which committed a breach shall be informed thereof by the EC and will be allowed the opportunity to provide its written explanations to the EC within a period of fifteen calendar days as from being informed of the breach. After reading of such written explanations, if any, the EC will decide whether or not to request the GA to decide on the exclusion of the member concerned or on any other disciplinary sanctions that would be foreseen in the ISF's disciplinary code or code of conduct. The member concerned has the right to be heard at the GA that will decide on its proposed expulsion. The member concerned does not have the right to participate in the voting on its exclusion.

Where the breach is in respect of a member's representative or a member of his delegation, that person shall lose the right to represent the member and the member concerned shall provide for his timely replacement, in absence of which the member itself will be suspended and liable to exclusion.

Members who resign, are excluded or suspended shall have no right to any of the assets or property of the ISF. They cannot claim or require any statement or accounting, affixing of seals, inventory or refund of membership fees or contributions.

1.6 RECOGNIZED ORGANIZATIONS

The EC may grant formal recognition to sport-related governmental and non-governmental organizations (except organizations, registered in unrecognized self-falling states and/or annexed territories) whose objectives and activities are in line with those of the ISF. In each case, the consequences of recognition shall be determined by the EC. Otherwise, recognition has no significant effect.

Recognition by the ISF may be granted for a fixed or an indefinite period. The recognition, or the withdrawal thereof, shall be decided by the EC, which does not have to justify its decision. The details of the recognition and its effects may be determined by the EC or via a Memorandum of Understanding signed between the ISF and the concerned organization.

1.7 RECOGNIZED SCHOOLS

The Management Committee ("MC") may grant formal recognition to any school whose objectives and activities are in line with those of the ISF. In each case, the consequences of recognition shall be determined by the MC. Otherwise, recognition has no significant effect.

Recognition by the ISF may be granted for a fixed or an indefinite period. The recognition, or the withdrawal thereof, shall be decided by the MC, which does not have to justify its decision.

Recognized schools will have the possibility to take part in the ISF events, under specific rules to be determined by the MC, in addition to the ISF member from the respective country of origin.

1.8 RECOGNIZED SCHOOL SPORT FEDERATIONS/ASSOCIATIONS/NETWORKS

The EC may grant formal recognition to continental and regional school sport federations/associations/networks whose objectives and activities are in line with those of the ISF. In each case, the consequences of recognition shall be determined by the EC. Otherwise, recognition has no significant effect. From each continent/region only one federation/association/network can be officially recognized as representing school sport in a certain continent/region. In case there are multiple federations/associations/networks claiming to represent school sport in a certain continent/region, the EC, after consultation with the official representatives

of the countries/state bodies in that continent/region, shall decide which one will be recognized. The EC may also finally decide not to recognize any of them.

Recognition by the ISF may be granted for a fixed or an indefinite period. The recognition, or the withdrawal thereof, shall be decided by the EC, which does not have to justify its decision.

2 GOVERNING BODIES OF THE ISF

The governing bodies of the ISF are:

- 2.1. The General Assembly (GA)
- 2.2. The Executive Committee (EC)
- 2.3. The Management committee (MC)
- 2.4. The Secretary-General (SG)

The members of any of the governing bodies of the ISF (or of any of the committees, commissions or other bodies of the ISF) are also referred to as the officers of the ISF.

2.1 THE GENERAL ASSEMBLY (GA)

2.1.1 POWERS

The GA is the supreme governing body of the ISF. It is vested with all powers specifically conferred to it by law and in these articles of association.

The GA shall have the authority to decide on:

- the exclusion of members.
- the election and dismissal of elected members of the EC.
- the election and dismissal of the President of the ISF and of the members of the Disciplinary Committee and Finance Committee upon the proposal of the EC.
- the approval of the annual accounts and activity report for the past fiscal year, the discharge to the EC members and to the statutory auditor, the approval of the budget and the annual activity plan for the following year.
- any modification to these articles of association.
- the appointment, on the recommendation of the EC, and the dismissal of the statutory auditor.
- the dissolution of the ISF and any reorganization or restructuring.
- the attribution of the titles of Emeritus or Honorary President or Honorary Member, upon proposal of the EC, as well as the withdrawal of these titles at any time.
- the determination of the annual membership fee.

2.1.2 COMPOSITION

The GA shall comprise all members. Only Full Members shall participate in the GA with voting right.

Associate and Honorary Members and Emeritus and Honorary Presidents shall participate in the GA without voting right. Other EC members, the statutory auditor, as well as advisors or experts may be invited by the EC

to attend the GA without voting right. The statutory auditor will be invited to attend the GA in case the agenda includes the discussion of any audit or other specific report that he has issued.

2.1.3 MEETINGS

2.1.3.1 General Assembly Meeting

The ordinary GA meets at least once a year, with the purpose, in particular, to vote on the approval of the annual accounts and activity report of the previous financial year, of the budget and activity plan for the following financial year, the discharge to the members of the EC and the statutory auditor and the determination of the membership fee for the following year.

Meetings of the GA can be held in person, via video- or teleconference, via web based conference tools or using any other type of electronic means, as well as in hybrid mode, as decided by the EC.

2.1.3.2 Extraordinary Meetings of the GA

At any time, the ISF may convene an extraordinary GA, at the request of the EC, the President or at the request of at least one fifth (1/5th) of the Full Members. In this case, the notice periods listed below may be reduced by half at the initiative of the EC.

Extraordinary meetings of the GA can be held in person, via video- or teleconference, via web based conference tools or using any other type of electronic means, as well as in hybrid mode, as decided by the EC.

2.1.3.3 Convening notice

Each meeting of the GA shall be held on the date, time and place mentioned in the invitation sent by the President or, in the case of his/her absence or incapacity, by a Vice-President, at least three months before the meeting.

2.1.3.4 President - Secretary - Scrutineers

The GA is chaired by the President or, in his absence or incapacity, by the First Vice-President. The Secretary General shall be part of the bureau of the meeting.

The EC shall appoint three scrutineers among the members of the EC or external advisors to check the validity of the voting, the proxies and compliance with any quorum requirements. During the election of EC members, no candidate for such election may be appointed as scrutineer. The oldest in years among the scrutineers shall chair the GA during the vote for the election of the President.

2.1.3.5 Attendance

Only the official representative of the Full Member may vote. Each Full Member may give proxy to another Full Member to vote in its place. Each Full Member may not carry more than one proxy. All proxies must be notified in writing to the Secretary General at least 48 hours before the meeting of the GA, in absence of which the proxy will not be allowed and the proxy holder will not be allowed to vote on the basis of the proxy.

2.1.3.6 Voting powers

Each Full Member has one vote.

Full Members are only allowed to exercise their voting right if they have complied with the payment of their membership fees and do not have any debt towards ISF. Otherwise, their voting right will be suspended until they have settled all arrears and debts.

The member who has failed to appoint its official representative for a meeting of the GA will not be allowed to vote.

Only votes cast in favor and votes against shall be counted for. Abstentions and invalid votes shall not be taken into consideration.

Voting shall take place by the show of hands, via written forms or via electronic means (such as voting pads, web-based tools, etc.) as decided by the EC. The vote is held by secret ballot in cases:

- 1) when appointing the President and EC members.
- 2) when voting on the exclusion of members.
- 3) when more than half of the Full Members present so request.

2.1.3.7 General Assembly Agenda

The agenda of the ordinary meeting of the GA shall include at least the approval of the annual accounts of the ISF for the previous financial year, the approval of the budget for the following financial year, as well as the discharge from liability of the members of the EC and of the statutory auditor. It shall also include the items supported by at least one fifth (1/5th) of the members who have requested in writing to the President not less than two months before the date of the meeting that such items are to be added to the agenda.

The final agenda and the documents to be attached shall be drawn up and sent to the members by the Secretary General or the President at least one month before the meeting in case of an ordinary meeting of the GA and at least fifteen days before the meeting in case of an extraordinary meeting of the GA. These deadlines can be reduced by half by the President or the Secretary General for online meetings held in a situation of emergency.

The reports such as the activity report, report of the statutory auditor and activity plan will be sent before or distributed during the meeting of the GA.

The speaking time at any meeting of the GA is limited to ten minutes for the speakers who have made the request to speak in writing to the President at least fifteen days before the date of the meeting. For all others, the time is limited to five minutes. Exceptions can be decided upon by the President in case of exceptional circumstances requiring shorter or longer delays.

2.1.3.8 Quorums - Majorities

Except as otherwise provided herein or by law, the decisions of the GA are validly adopted only if (i) at least half (½) of the Full Members are present or represented at the meeting, and (ii) they are approved by absolute majority of the votes cast (half of the votes plus one). If the attendance quorum is not reached at the first meeting of the GA, a second meeting may be organized with the same agenda which will be able to validly decide without any specific quorum requirement. The second meeting shall be convened as soon as practicable, but it cannot be held less than five days after the first meeting.

2.1.3.9 Minutes

The deliberations of the GA will be recorded in minutes which will be sent to all members at the latest within one month after the date of the meeting. The minutes shall be signed by the President or, in his absence or incapacity, by a Vice-President, and by the Secretary General, or any member of the EC who drafted the minutes.

2.1.3.10 Amendment of the articles of association

Any proposal to amend the articles of association by the EC shall be duly justified. The GA will only be able to validly decide on any amendments to the articles of association if the proposal to amend the articles of association is explicitly indicated in the final agenda. To be adopted, such amendments shall require a two-thirds majority of the votes cast by the Full Members present or represented at the meeting.

The amendments to the articles of association become effective as soon as they are approved by the GA unless the GA decides otherwise.

2.2 THE EXECUTIVE COMMITTEE (EC)

2.2.1 POWERS AND DUTIES

The EC acts collectively and is vested with all powers to pursue the objectives of the ISF and to perform all deeds of management, representation and executive action relating to the ISF. The EC is vested with all powers not exclusively reserved to the GA herein or by law.

The powers of the EC include, but are not limited to, the following matters:

- 1) Adopting strategies, policies and other relevant documents of the ISF.
- 2) Enforcing the GA's resolutions.
- 3) Preparing the meetings of the GA.
- 4) Appointment of the scrutineers for meetings of the GA.
- 5) Drawing up of the reports to be presented to the GA, including the annual activity report, the activity plan and the annual budget with projections.
- 6) The appointment of Presidents, Vice-Presidents of the Commissions and Chairpersons, Vice-Chairpersons of the Committees (except Disciplinary Committee and Finance Committee),
- 7) The appointment of the members of the various committees and commissions on the recommendation and supervision of the appointed Chairpersons and Presidents.
- 8) The appointment and dismissal of the Secretary General.
- 9) The appointment and dismissal of the Sports Director.
- 10) The recommendation for the appointment of the statutory auditor to the GA, and the setting of its remuneration.
- 11) Admission of new members.
- 12) Maintaining and developing contacts and relations with school sport organizations, Continental Unions, national, regional and local private or public institutions and bodies, as well as international and intergovernmental organizations.
- 13) The decision to suspend a member from the ISF.
- 14) Setting of the calendar of events.
- 15) The allocation of any type of license, franchise or other rights to organizations who work in accordance with ISF's objectives and philosophy; determining the contributions for participation in ISF events; and establishing the organizational fee and the participation cost (official amount) for the members participating in the events.
- 16) Proposing of candidates for the titles of Emeritus President, Honorary President or Honorary Member, determination of relevant selection criteria and the award of the Certificates of Honor.
- 17) Establishing of the ISF's internal rules and policies.
- 18) Establishing of new entities and offices in Switzerland or abroad.

- 19) Attribution of the organization of the Gymnasiades, World Schools Championships, other sports, educational or cultural events organized under the auspices of ISF.
- 20) Supervision of the MC.
- 21) Drafting proposals for amending the articles of association.

The EC may delegate all or part of its powers to the MC, with the exception of the powers referred to above under 4), 5), 6), 7), 8), 9), 10), 11), 13), 16), 17), 20) and 21).

2.2.2 COMPOSITION

2.2.2.1 General principles

The EC consists of members which are elected by the GA. All EC members must be physical persons. They exercise their mandate of EC member solely in the interest of the ISF. They are not entitled to a remuneration for the exercise of their function of EC members; they are, however, entitled to reimbursement of their expenses subject to the conditions fixed by the EC.

The term of office of the EC members is four years and can be renewed maximum three times for the same position within the EC. An EC member may not hold more than five terms in total, with or without interruption. An EC member is elected for a full term, in such a way that he/she cannot leave his/her current position in the EC to apply for another position vacated within the ISF. If an EC member wishes to apply for a vacant position in the ISF, he/she must first resign from his/her mandate.

The elections of the EC members are held every four years or in the meantime, if required to fill a vacant position during the term of office (e.g. as a result of resignation or dismissal). In the latter case, the appointed EC member will serve out the term of office of the EC member who he/she is replacing.

The EC members are elected by the GA among the candidates presented by the Full Members. Each Full Member may, at least six weeks in advance of the relevant meeting of the GA which is to decide on the election of EC members, indicate in writing to the Secretary General which candidates it wishes to propose to the GA for election as EC member. All candidates must be active in the field of school sport and should be affiliated with the Full Member which has proposed his/her candidature. Each Full Member proposing candidates shall issue a written letter of confirmation confirming such affiliation.

In addition, qualified experts may propose to the Secretary General, in writing, their candidature for the post of Elected EC member. To be eligible to apply in this capacity, they must:

- 1) have held two full terms in the EC (within the ISF or ISF Belgium), or
- 2) a full term in the MC (within the ISF or ISF Belgium), or
- 3) see their candidature supported in writing by at least five (5) members from at least three (3) different continents. A Full Member can only support one "Qualified Expert" candidate and in this case it does not affect its right to nominate one candidate of its own.

The GA shall strive for a composition of the EC which is representative for the membership of the ISF and promotes a balanced representation of genders. A Full Member cannot have more than one of its affiliated physical persons elected as EC member.

The EC may determine internal rules regarding the maximum number of EC members, the process of presenting candidates and the election procedure for electing the EC members.

2.2.2.2 Elections of EC Members by the GA

The GA shall elect:

- 1) **One (1) President** from among the candidates presented by the Full Members, who shall act as President of the Association and who shall preside the GA, the EC and the MC. The President has the power to:
 - Represent and bind the ISF towards third parties in all matters, both in court as out of court.
 - Convene, establish the agenda of and chair all meetings of the GA, EC and MC.
 - Take all actions on behalf of the ISF to ensure compliance with all resolutions that are adopted by the GA, EC and MC.
 - Nominate official delegates for each ISF event.

The President shall strive for a strong cohesion and understanding between all members of the ISF.

If the President is unable to exercise his/her functions (e.g. in case of illness, accident or other absence), the First Vice-President will serve as the acting President and assume the powers of the President for the time of absence of the President. Likewise in case the First Vice-President is unable to exercise his/her functions, the Second Vice-President will serve as the acting President.

The President can appoint two (2) advisors to assist him/her with the exercise of his/her functions.

- 2) **Three (3) Vice-Presidents**, from among the candidates presented by the Full Members, who represent at least two different continents and whose mission is:
 - To exercise the functions and powers of the President in his/her absence or incapacity in the order determined by the number of votes collected (firstly the First Vice-President who has received the greatest number of votes among the three Vice-Presidents, secondly the Second Vice-President who has received the second greatest number of votes among the three Vice-Presidents and finally the Third Vice-President who has received the third greatest number of votes among the three Vice-Presidents). In case Vice-Presidents have obtained an equal number of votes the person oldest in age shall be considered as having obtained the greatest number of votes.
 - To assume the specific responsibilities delegated to them.
 - To provide advice and assistance to the President in relation to the role and mission of the President.
- 3) **Fourteen (14) Assessors** from among the candidates presented by the Full Members whose tasks and responsibilities are determined by the EC, according to the objectives and needs of the ISF. They shall report on their tasks and activities to the EC.
- 4) **Five (5) Continental Presidents** (representing respectively ISF Africa, ISF America, ISF Asia, ISF Europe and ISF Oceania) from among the candidates presented by the Full Members originating from the respective continents, who shall be in charge of:
 - Recruiting new members.
 - Promoting attendance in ISF events.

- Sending the annual fee payment reminders.
- Encouraging regional initiatives and consolidating regional strengths.
- Promoting the collaboration and cohesion of school sport in the continent.
- Tracking member development and school sport on their continent.

The five Continental Presidents shall be elected by means of a specific procedure whereby each Continental President shall be elected by the GA in an election in which only the Full Members, originating from the respective continent which the Continental President shall represent, shall have the right to vote.

Continental Presidents who cannot attend EC meetings can give a power of attorney to the Vice President representing their continent. This proxy can only be valid for one meeting at a time.

- 5) A maximum of two (2) Qualified Experts, from among the persons who have proposed their candidature to the Secretary General as foreseen in clause 2.2.2.1 above. Their tasks and responsibilities are determined by the EC, according to the objectives and needs of the ISF. They shall report on their tasks and activities to the EC.

2.2.2.3 Secretary General and Sport Director

The EC shall appoint:

- 1) **One (1) Secretary General**

The Secretary General shall exercise the function of chief executive officer (CEO) of ISF, responsible for the day-to-day management of the association (see below under art. 2.4)

- 2) **One (1) Sport Director**

The Sport Director is responsible for coordinating the tasks and working methods of the Sports Committee and for the organization and managing of all sports events and related activities.

They shall attend the meetings of the EC without the right to vote. They shall report to the EC on the performance of their mandates.

2.2.3 DELEGATION OF POWERS, REPRESENTATION AND SIGNING AUTHORITY

The President and the Secretary General may sub-delegate specific tasks to a person of their choice.

The ISF is validly represented towards third parties by the collective signature by two of:

- the President; and/or
- the Secretary-General; and/or
- the CFO; and/or
- any other person empowered to represent ISF as decided by the EC.

Notwithstanding the above, the EC may authorise any person entitled to sign on behalf of the ISF to sign documents for day-to-day ordinary operations (such as daily management, etc), within a certain financial limit or for recurring operations, acting individually and with the power of sub-delegation.

In addition, the ISF is validly represented by special proxy holders within the limits of their proxy, as decided by the EC.

The signatories shall ensure that they have the necessary approval from the competent bodies within ISF before signing any document.

2.2.4 MEETINGS

The EC shall meet at least twice a year, upon convocation by the President or, in his absence or incapacity, by the First Vice-President, at least one month in advance. The EC shall also meet upon request of at least twelve (12) EC members.

The EC may invite the CFO and/or any person or organization of its choice to all or part of the EC meetings.

Meetings of the EC can be held in person, via video- or teleconference, via web based conference tools or using any other type of electronic means, as well as in hybrid mode, as decided by the EC or via the procedure of unanimous written resolutions (by circular vote) if decided by the President.

2.2.5 PRESENCE, QUORUMS AND MINUTES

The EC can only validly deliberate and resolve if an attendance quorum is reached of at least 12 EC members, present or represented by proxy at the meeting.

Any EC member who, during his/her term of office, is absent for three consecutive EC meetings will be automatically considered as having resigned, except in case of valid excuse, as confirmed by the EC.

The decisions of the EC are validly taken by absolute majority of the EC members present or represented (half of the votes plus one vote), unless otherwise stated in these articles of association. Abstentions and invalid votes are not counted for. EC members may vote by written proxy. However, no member can hold more than one proxy. In the case of a tied vote, the President shall have the casting vote, except if the vote concerns the suspension or appointment of a person/member. The EC deliberations and resolutions are recorded in minutes which are signed by the President and/or the Secretary General. These minutes shall be made available to all EC members via the register of the minutes of the EC meetings held at the registered office of the ISF or by email. This does not prevent the President and/or the Secretary General to circulate to all EC members a summary of any EC meeting or of the decisions issued during a meeting before circulating the minutes.

The President may decide to ask the EC to issue a decision by means of adopting written resolutions, provided that (i) an absolute majority of the EC members vote in favour of the resolution and (ii) no EC member requires a discussion.

In this case, the President shall send the proposals to the EC members in writing - by e-mail - and shall set a period of at least eight (8) days to adopt or reject the proposed decisions or request a discussion. The EC members shall inform the President of their decision within the time-frame imposed by the President by e-mail.

If an EC member requires a discussion, a meeting of the EC via video- or teleconference or via web-based conference tools shall be convened on short notice.

2.3 THE MANAGEMENT COMMITTEE (MC)

The Management Committee (MC) shall be composed of seven (7) members, as follows:

- the President of the ISF,
- the three Vice-Presidents of the ISF,
- the Secretary General, and
- two additional members of the EC, appointed by the EC to serve on the MC.

The Sports Director of the ISF shall attend the meetings of the MC without the right to vote.

The Management Committee (MC) shall have the powers delegated to it by the EC. It shall report to the EC on its activities and decisions, notably by spontaneously sending to the EC a report of any decision issued by the MC as soon as practicable, but at the latest within seven (7) days of the issuance of any decision.

The Management Committee (MC) has the authority to supervise the General Secretariat of the ISF, adopt general administration policies and hire and dismiss any member of the staff in the General Secretariat. The MC shall prepare the annual budget for submission to the EC.

The Management Committee may sub-delegate any of its powers to the President or the Secretary General. In particular the MC may delegate the power to hire and dismiss all staff of the association and to determine the terms and conditions under which they are hired to the SG.

The MC shall meet at least six times a year, upon convocation by (i) the President or, in his absence or incapacity, by the First Vice-President, or (ii) the Secretary General at least five days in advance. The MC shall also meet upon request of at least half of its members.

The MC may invite the CFO or any person or organization of its choice to all or part of the MC meetings.

Meetings of the MC can be held in person, via video- or teleconference, via web based conference tools or using any other type of electronic means, as well as in hybrid mode, as decided by (i) the President or, in his absence or incapacity, by the First Vice-President, or (ii) the Secretary General.

The decisions of the MC are validly taken by absolute majority of its members present or represented (half of the votes plus one vote), without any specific quorum requirement. Abstentions and invalid votes are not counted for. MC members may vote by written proxy. However, no member can hold more than one proxy.

2.4 THE SECRETARY-GENERAL AND GENERAL SECRETARIAT

The Secretary General (SG) shall act as the chief executive officer (CEO) of ISF, responsible for the day-to-day management of the ISF.

The Secretary General is appointed by the EC upon the proposal of the President and the Management Committee. The SG shall be responsible for the day-to-day implementation of the ISF policies and decisions and for the organisation and supervision of the General Secretariat of ISF. The powers of day-to-day management of the SG include taking all acts required in the daily life of the association as well as those acts which, because of their less importance or because of the need for a prompt solution, do not justify the intervention of the EC, such as without limitation signing for receipt of all registered deliveries, signing the ordinary correspondence of the association, signing off on contracts and orders in the ordinary course of business, etc.

The SG shall report to the Executive Committee. The EC has sole authority to set the objectives of this position and to decide on his/her remuneration, upon the recommendation of the President and the Management Committee.

The Secretary General may be dismissed at any time by the Executive Committee.

The SG shall be assisted by the General Secretariat of the association, composed of persons hired by the Association. The General Secretariat shall be responsible, under the supervision of the SG, for:

- The Organization of competitions and all related matters (together with the Sports Director), in accordance with the decisions and directions of the MC, EC and GA.
- The negotiation, execution and performance of all commercial contracts, in accordance with the standards, policies and procedures established by the MC and EC.
- Providing administrative support to the standing committees and commissions of ISF.
- Management of the operations and day-to-day business of ISF, in accordance with the parameters established by the SG, MC, EC and GA.
- All other administrative matters necessary for the efficient operation and organization of ISF, as required and authorized by the SG, MC and EC.
- Establishing basic administrative procedures for managing the staff and properties, and for the overall operations of the ISF General Secretariat.
- Handling ISF's accounts.
- Keeping records of the payment of membership fees and other income.
- Settling of approved expenses.
- Providing all accounting documentation and answering all questions from the statutory auditor who shall submit his/her report to the EC and GA called to approve the annual accounts.
- Organization of ISF meetings, commissions and assemblies.

2.5 THE CFO

The MC may appoint a CFO who shall be responsible for organizing and supervising the appropriate financial and audit processes within the ISF and for ensuring that the bookkeeping and accounts of the association are prepared and kept in line with applicable laws and regulations and that the association complies with its tax obligations. The CFO shall have the power to represent the association towards the tax authorities and financial administrations.

The CFO can be invited by the SG or the President to attend meetings of the MC, EC and AGM without voting right and to attend meetings of the Finance Committee.

3 STANDING AND AD-HOC COMMITTEES AND COMMISSIONS

Standing and ad-hoc Committees and Commissions are constituted as follows.

3.1. STANDING COMMITTEES

The Standing Committees of the ISF are the committees listed below, as well as additional Standing Committees established by the EC, as provided for in the internal regulations:

1. Disciplinary Committee
To promote compliance with laws, the present articles of association and the policies and values of the association; to investigate any non-compliance or breaches by any person in or member of the association and impose appropriate sanctions as per any ISF's ethics or disciplinary code or code of conduct.
2. Ethics and Legal Committee
Advise the Executive Committee as ISF main body on legal and ethical matters. Advise on the management and support of contracted relationships between ISF and third parties. Represent ISF at meetings of ISF partners dealing with legal and ethical matters
3. Finance Committee
Provide financial analysis, advice, and oversight of the ISF budget. Their sole responsibility is to ensure the ISF is operating with the financial resources it needs to provide programs and services to the community. Make recommendations to the EC on the strategy to be followed for financial investments and monitor that such strategy is followed or updated based on changing conditions in the financial markets. To ensure compliance with federal, state, and other requirements related to the ISF's finances
4. Sports Committee
It serves the general vision of the ISF in all aspects related to sport and events. Develops the ISF sport programmes and adapts them to the ISF target group. Coordinates, overviews and evaluates the work of Technical commission per sport.

Members of the Standing Committees may at the same time be members of the EC, with the exception of the members of the Disciplinary Committee, who shall not belong to the EC.

The Chairperson, Vice-chairperson and members of each Standing Committee shall be appointed by the EC on the proposal of the Full Members or Management Committee or the President of ISF, except for the Chairperson, Vice-chairperson and members of the Disciplinary Committee, who are elected by the GA upon the proposal of the EC.

Their terms shall last for four years, beginning upon the respective date of appointment by the EC.

Members of the standing committees may be relieved of their duties at any time by the EC, except for the members of the Disciplinary Committee, who may only be relieved of their duties by the GA.

The EC will adopt the internal regulations for each Standing Committee.

The EC may decide to call members of Committees to attend one or more meetings of the EC, without voting rights.

3.2. AD-HOC COMMITTEES

The Executive Committee may decide to set up ad-hoc committees if necessary at any time.

3.3. TECHNICAL COMMISSIONS

The Executive Committee shall establish Technical Commissions for the sports in the programme of ISF Competitions, as further provided for in the internal regulations.

The Chairperson of each Technical Commission shall be appointed by the EC on the proposal of the member associations or Sports Committee or the President of ISF, for a period of maximum four (4) years.

The Vice-chairperson and other members of the Technical Commissions may be chosen by the Executive Committee, on proposal of the President of ISF or the Sports Committee, from among the candidates proposed by the Full Members and/or from among candidates proposed by other organisations, in particular the International Sports Federations that have established official partnership relations with ISF.

The Executive Committee may decide to set up ad-hoc Technical Commissions if necessary at any time.

The Executive Committee may decide to call Chairpersons or members of Technical Commissions to attend one or more meetings of the EC, without voting rights.

3.4. CONTINENTAL COMMISSIONS

The ISF Continental Presidents can set up committees that shall oversee matters relating to their continent's school sport. The Continental Committee shall be chaired by the Continental President of the given continent, and will contain no more than two Continental Vice-Presidents and a Secretary.

4 ETHICS AND SAFEGUARDING - DECLARATION OF PREVENTION AND SANCTION OF ABUSE AND HARASSMENT

Any breach of the law, the present articles of association, any decision of the bodies of the ISF or any policies or regulations that will be adopted by the ISF, such as code of conduct, policies, ethical policies, etc., or any conduct which violates the rules of honor and decency, the rules of sports competitions, or in any way discredit the ISF or the school sport in any way, shall be investigated and shall be referred to the competent bodies within ISF in accordance with the present articles of association, as well as any ISF's ethics or disciplinary code or code of conduct.

Based on ISF values and in addition to the legal and regulatory provisions, the ISF stresses on the utmost importance of protecting all ISF members and representatives, including but not limited to the staff, members, officers, participants and volunteers.

Everyone has the right to be respected in its entire integrity (physically and psychologically).

The ISF will not tolerate any act of incivility, violence, abuse, discrimination or harassment within the ISF or, more generally, within the framework of its activities.

It will treat any cases with the utmost severity, regardless of the consequences, whether they are criminally reprehensible or not.

5 CONFLICTS OF INTERESTS POLICY

The officers of the ISF must always act in the best interests of the ISF. They have a fiduciary duty to exercise their mandates within the ISF in the best interest of the ISF and without their personal interests or interests of third parties taking preference over the interests of the ISF. They must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of the ISF when they exercise a mandate in the ISF.

A conflict of interest is any kind of transaction or relationship which presents or may present a conflict between an officer's obligations to ISF and the officer's personal, business or other interests.

All officers have the obligation to disclose all actual and potential conflicts of interests whenever a conflict arises or is likely to arise. An officer confronted with a conflict of interest in respect of a certain decision or transaction shall not be allowed to participate in the voting on such decision or transaction.

It is considered as a serious misconduct if an officer voluntarily hides a potential or actual conflict of interest, irrespective of previous decisions in similar cases.

6 ACCOUNTS

The financial year of the ISF runs from January 1st to December 31st of each year.

If the ISF meets the legal criteria for the submission to the full audit of an audit body, the GA shall appoint an external and independent audit body (auditor) charged with (i) the verification of the annual accounts of the ISF and drafting of a detailed report to the GA and (ii) ensuring that the statutory provisions of the ISF (statutes and internal regulations) are respected.

If the ISF does not meet the legal criteria for the submission to the full audit of an audit body, then the GA shall appoint an external and independent audit body (auditor) entrusted to perform the limited control of its accounts (review)

7 LIABILITY AND INSURANCE

No member of the ISF can be held liable for the commitments undertaken by the ISF.

The EC may authorize to take out an insurance covering the liability incurred by the officers of ISF during the exercise of their mandate.

8 DISSOLUTION

The ISF may be dissolved by decision of the GA approved by at least three quarters of the votes cast by the Full Members present or represented at the meeting.

In the event of dissolution, the net assets of the ISF will be allocated to a non-profit association based in Switzerland with similar objectives as the ISF.

9 OFFICIAL LANGUAGES

The working language of the ISF is English, to be used in all official communications, except for the documents which have to be drafted in French pursuant to the regulations applying to the ISF.

10 INTERNAL REGULATIONS

The EC may decide to draw up internal regulations and policies which will be binding on all members and officers of the ISF.

11 ANTI-DOPING

ISF and its members are bound by the ISF anti-doping rules, in accordance with the World Anti-Doping Agency (WADA) declaration (and its amendments) adopted in Copenhagen in March 2002 or with any other subsequent declaration adopted at any time by WADA.

12 LOGO

The drawing below represents the ISF logo.



13 APPLICABLE LAW AND DISPUTE RESOLUTION

For any question or matter not specifically provided in the present statutes, or in the Internal Regulations, the laws and customs applicable in Switzerland shall apply.

Final decisions issued by the competent bodies within the ISF may be exclusively appealed before the Court of Arbitration for Sport in Lausanne, Switzerland, which will resolve the dispute definitively in accordance with the Code of sports-related arbitration. The time limit for appeal is twenty-one days after the reception of the decision concerning the appeal. The panel of arbitrators shall resolve the dispute by exclusively applying the ISF statutes and regulations and Swiss law.

Any other dispute between the ISF and any of its member or affiliated person, which does not relate to a decision issued by the ISF shall be exclusively settled by the competent courts in Lausanne, Switzerland.

14 TRANSITIONAL PROVISIONS

15.1 Upon the constitution of the ISF in 2023, as a transitional provision, the constitutive assembly has appointed all officers of the ISF, including all EC members, all MC members, all members of the Technical Commissions, all members of the Standing Committees, Ad Hoc Committees and any other officer or director of the ISF for a first term of office that has started on the date of the constitution of the ISF and will (except in case of re-election) automatically end at the 2026 GA where elections will be organized. Moreover, the constitutive assembly shall have the authority to grant powers of signature.

15.2 Following the constitution of the ISF, all members of the **International School Sport Federation AISBL**, an international non-profit association, established under Belgian law, having its registered office at avenue Tervueren 168, 1150 Woluwe-Saint-Pierre, with enterprise number 0476.233.673, (RPR Brussels), may become a member of the ISF and adhere to the statutes, internal regulations and decisions made by the bodies of the ISF by means of (i) a registration form and/or (ii) such member paying the annual membership fee to the ISF and/or (iii) by such member registering for any event organized by the ISF after its constitution.

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The present statutes have been adopted by the extraordinary general assembly of 14 February 2025 and are effective as of this date.

Done in: Lausanne
On: 14 February 2025