

**BYLAWS
OF
TRONDHEIM INTERNATIONAL SCHOOL
(Org. No. 886 847 262)**

Adopted on the Board of Directors 21.04.2021
Adopted at the Annual Meeting 26.05.2021

The bylaws are written and adopted in the Norwegian language according to Norwegian regulations. In the case of a discrepancy between the Norwegian version of the bylaws and any translation, the Norwegian version shall prevail.

§ 1 The Foundation's name

The Foundation's name is the Trondheim International School Foundation.

The Trondheim International School Foundation and office are located in Trondheim municipality.

§ 2 Purpose

The Trondheim International School Foundation aims to facilitate and operate an international primary school, and middle school as well as naturally related activities.

The foundation shall apply, and maintain authorization as IB World School and is run as a non-profit organization. All public grants and tuition fees are to benefit the students.

§ 3 Founding Capital

The Trondheim International School Foundation's founding capital is NOK 10 000.

§ 4 Management Form

The Trondheim International School Foundation is managed by a Board of Directors, hereinafter called the Board.

Parents/guardians who have children in the Trondheim International School Foundation have the right to meet and vote in a forum called the Annual General Meeting. Each family (parental pair) has one vote regardless of the number of children attending the school.

§ 5 Annual General Meeting (AGM)

The meeting is held once a year, preferably by the end of April.

The annual meeting is called by the Board with a minimum of 17 (seventeen) days' notice. All parents/guardians who have children in the school must receive the notice. The notice can be sent electronically.

The Board may convene an Extraordinary General Meeting on its own initiative if so desired. If a minimum of ten parents/guardians so desires, the Board shall also convene an Extraordinary General Meeting.

The AGM has the following authority:

- elect members to the Board
 - Chairman of the Board for 2 years at a time
 - Deputy Chairman for 2 years at a time
 - Board members for 3 years at a time
- approve guidelines for Board remuneration
- change the Trondheim International School Foundation's bylaws
- issue a statement on the annual accounts and annual report
- elect the auditor for the Foundation
- elect members to the Nomination Committee

The elections are conducted such that the Chair of the Board and the Deputy Chair are not up for election in the same year, and that no more than 2 of the Board members are in the same year.

The Nomination Committee shall present candidates for new Board members at the Annual General Meeting. Parents/guardians can also propose candidates to the Board if this takes place no later than 10 (ten) days before the Annual General Meeting.

The Nomination Committee must present all proposed candidates at the Annual General Meeting. The AGM must elect members to the Board based on the candidates presented by the The Nomination Committee at the Annual General Meeting.

. The Nomination Committee consist of a minimum of three and a maximum of five members who are elected for 2 years at a time. The members are elected among the parents/guardians following a proposal from the existing Nomination Committee. Parents/guardians may also propose candidates to the nomination committee if this takes place no later than 10 (ten) days before the Annual Meeting is held. The members of the nomination committee elect their own chair. The chair has a double vote in the event of a tie. The Nomination Committee must ensure that there are enough candidates to replace the members who resign. The work of the Nomination Committee shall be regulated in separate instructions.

Election of Board members requires a simple majority of the votes cast. Removal of Board members requires 3/4 majority of the votes cast.

The Board shall present the accounts and the auditor's report at the AGM.

The Board shall present proposals for bylaw amendments to the AGM. Proposals for bylaw amendments from parties other than the Board must be presented to the Board at least 10 (ten) days before the holding of the Annual General Meeting. The Board must present all proposals for the Annual General Meeting. Changes to the bylaws require 3/4 majority.

If the foundation does not conduct business and for that reason, there are no parents/guardians with voting rights in the Annual General Meeting, the founder's function as the annual meeting.

§ 6 The Board

The foundation is managed by a Board of 5-7 persons.

The Chair of the Board convenes a Board meeting as required, at least four times a year.

The Board leads Trondheim International School Foundation's activities and shall ensure that this is done in accordance with the foundation's purpose and within a reasonable financial framework.

The Board is responsible for the long-term planning of the foundation's activities.

§ 7 Audit

The foundation accounts shall be audited by a registered / state-authorized public accountant.

The auditor shall ensure that the foundation's activities are in accordance with the foundation's purpose and that the business is run in a financially sound manner in accordance with guidelines issued by the public authorities.

§ 8 Signature – Power of Attorney

The Chair of the Board and one Board member sign on behalf of the foundation. The Board may grant power of attorney.

§ 9 Board Composition

Decisions on any possible transformation of the Board are made by the Annual General Meeting following a recommendation from the Board. Such a recommendation from the Board requires 2/3 of the majority in the Board. Resolution on dissolution requires 3/4 majority in the Annual General Meeting.