

TPA BY-LAWS

Article I - Name and Seat

This organization (an association ruled by Art. 60 and following the Swiss Civil Code) will be known as the TPA (The Parents Association). Hereafter referred to as "TPA " or "Association". An association under the name TPA exists for an indefinite period in accordance with Art. 60 ff. of the Swiss Civil Code and the Association has its registered office in (6926 Montagnola, Ticino).

The Association operates as a unified organization that integrates parents of TASIS (school) students in order to communicate and collaborate with the school without subdivisions or separate sections. This approach aims to foster a collaborative community between families - parents & students - and the school, ensuring everyone is involved and supports the mission and objective of the association.

Article II - Objectives

The objectives of the TPA are:

1. To foster a spirit of inclusion and cooperation between the entire school community.
2. To organize social/fundraising activities.
3. To promote open communication and collaboration among the parents, teachers and administrative staff.
4. To provide a forum for discussions among parents concerning issues of the common interest.
5. To represent the views of parents and students to school.
6. To carry out any other activity to further the TPA's objectives.

The TPA has the following powers in order to further the Objectives (but not for any other purpose):

- (a) To raise funds;
- (b) To establish or support any charitable trusts, associations or institutions formed for any of the purposes included in the Objectives;
- (c) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves; upon approval of the annual report, the General Assembly will determine an adequate amount of income from the previous fiscal year to be carried over to the following year in anticipation of expenses relating to activities that occur prior to the new year's collection of funds;
- (d) To employ and remunerate such staff as are necessary for carrying out the work of the TPA;

In carrying out the above activities, the TPA and each of its members will adhere to principles of honesty, transparency, integrity and fairness. In no case will the TPA or any of its members accept any form of advantage, commission, or incentive, either financial or non-financial.

Article III - Membership

The membership shall be open to any parent, guardian or other adult standing in *loco parentis* having at least one child enrolled in TASIS, who have submitted a completed application form to the TPA.

Entry into the association is possible at any time. Applications for membership must be submitted to the board, which makes the final decision on admission by proving if your child/children are students of TASIS.

The membership fee is Fr. 30.- and will be used to cover the costs for the General Assembly. The membership fees are determined annually by the general assembly. The membership fee applies to one person who is a registered member, regardless of the number of children.

The full membership fee is payable for the current year, even if it has already started.

Membership terminates upon resignation — in particular, when the child or children complete their schooling — expulsion, or death.

Members can leave the TPA at any time by sending written notification to the Secretary of the Board.

The association year corresponds to the school year, running from August 1st to July 31st.

Article IV - Financial

The funds of the TPA, including all donations, shall be paid into an account operated by the Treasurer in the name of the TPA at a bank as the Board shall from time to time decide.

The funds belonging to the TPA shall be applied only in furthering the objectives.

Authorized signatories for any expense shall be the President or Vice President, together with the Treasurer of the Executive Committee - joint signature - .

TPA's goal is to maintain a break-even balance. The possibility of generating extra income is desirable, but not necessary. In the policies, we should indicate, among other things, how we intend to use these reserves (activities consistent with the association's objectives).

Article V - Liability and indemnification

The TPA is liable for its debts with its own assets. Personal liability of members is excluded.

Article VI - Expulsion

The TPA Board may expel a member from the association if the member violates the Code of Conduct or interests of the association, in particular if the member brings the association a bad reputation.

The expulsion must be justified by a vote of a two thirds majority of the TPA Board.

The expelled member loses its status as a member as a result of the expulsion.

As a result, he or she loses the right to participate in association meetings and is no longer obliged to pay any outstanding membership fees.

Article VII - Appeal against expulsion

An expelled member may appeal against the expulsion within one month.

The objection must be in writing and submitted to the TPA Board.

The General Assembly shall make a final decision on the objection regarding expulsion at the next General Assembly by calling an extraordinary General Assembly.

If the general meeting rescinds the expulsion the expelled member becomes a member in their previous category again with retroactive effect from the date of expulsion. This revives the obligation to pay membership fees; no interest on arrears is owed for the period between expulsion and approval of the objection.

Article VIII - Bodies

The bodies of the association are:

1. the General Assembly
2. The TPA Board

Article IX – General Assembly

The General Assembly shall have the power to:

- Agree to the general policy of the TPA;
- Ratify the election results;
- Approve the Board’s annual report including the accounts;
- Conduct any business that has been duly notified;
- Ratify amendments the By-laws;
- Dissolve the association and agree to the distribution of any net assets.

A meeting of the General Assembly shall be held annually, at a time and place determined by the Executive Committee. The Notice of the meeting shall be given by the President at least two weeks before the date of the meeting. The notice of the meeting shall indicate the date and place of the meeting as well as its agenda. Members have the right to submit items for inclusion on the agenda. Agenda items shall be included with the approval of a simple majority of the Executive Committee.

An extraordinary general assembly may be convened by the Board when needed, and may also be convened when at least one fifth of the members with voting rights, submit a written request to this effect stating the reason and proposed agenda. An extraordinary general assembly shall be held not more than six weeks after such request has been received. The notice rules shall be the same as for the Annual General Assembly.

Each member present at meetings of the General Assembly is entitled to one vote. Voting at all meetings, except as stipulated in the By-laws, is by simple majority. If the votes are tied, the President or the Vice President in her/his absence - has the deciding vote.

General Meetings can be held online via any possible platform. All online participants are required to join with their full first and last names and with their video turned on, so they can be correctly identified at all times.

Article X - TPA Board

To be eligible for a Board position, the future TPA Board member must be a member of TPA for a minimum of one year prior to election.

The Board shall be comprised of elected members all with equal voting rights in the following positions:

President
Vice President, with the possibility of up to two Vice Presidents
Treasurer
Secretary
PSC Coordinator
Fundraising Coordinator
Communication Coordinator

Elementary School Coordinator
Middle School Coordinator
High School Coordinator
LRC Coordinator

The ES, MS, HS, LRC, Communication and Fundraising Coordinators will have the responsibility of assembling up to 5 persons (TPA members) on a committee to support their activities. These persons will not have voting rights on the board.

Board members shall serve for a period of two years, and could be eligible for re-election for further terms of two years.

The Board will be integrated at least by the following officers, who constitute the Executive Committee.

1. A President. The President calls and presides over all the meetings of the Board and General Assembly; serves as the primary contact for the Headmaster; represents TPA at meetings outside the organization; serves as an ex-officio member of all committees and coordinates the work of all officers and committees so that the purpose of the organization is served.
2. A Secretary. The Secretary keeps all records of the organization, takes and records minutes, prepares the agenda, handles correspondence and sends notices of meetings to the membership. The Secretary also keeps a copy of the minutes book, bylaws, rules, membership list and any other necessary supplies.
3. A Treasurer. The treasurer receives all funds of the organization, keeps an accurate record of receipts and expenditures and ensures monetary controls are in place. He or she will present a financial statement when requested by the Board and make a full report at the end of the year.
4. Vice President, he/she shall assist the President and carry out the President's duties in his or her absence or inability to serve. The Vice President is also a member of the Executive Committee.

The same person can be appointed for more than one office when needed. The same office can be co-chaired by two persons.

In case of vacancies on the Board for whatever reason, the remaining Board members shall have the power to co-opt a replacement or to manage the TPA until the next General Assembly.

The Board shall establish ad-hoc committees as required to further the TPA's objectives. The President shall be an ex-officio member of all committees.

All Board members shall abide by the TPA Code of Conduct/Internal Rules, attached to these By-laws and forming part of it; failure to comply with the expectations contained in the Code of Conduct is cause for removal from the board.

The code of conduct can be amended by a majority vote of the Board members.

Members of the Board can be removed from office in case of misconduct or failure to abide by the TPA Code of Conduct by a two thirds vote of those present members, assuming a quorum, at a regular meeting where previous notice has been given.

Article XI - Parent Support Committee

The Parent Support Committee is composed of:

- (a) The ES PSC, made of 7 Members plus ES Coordinator, one from each grade from Pre K-5th;
- (b) The MS PSC, made of 7 Members plus MS Coordinator , two from each grade from 6th-8th plus one parent boarding member;
- (c) The HS PSC, made of 7 Members plus HS Coordinator, one from each grade from 9th-12th, one parent Member from the IB program, one from the AP program plus one boarding parent.

For the formation of the ES, MS and HS PSC:

- (1) The Coordinators of each PSC are elected according to the rules set forth by the Article XII- Elections, provided he or she has been a Member of the TPA for at least two years.
- (2) Once elected, each PSC Coordinator will begin seeking individuals to fill the committee roles, and define the members in concordance with each School's heads trying to have a fair representation of mixed cultures, student type and, for HS, grade level.

In case of vacancies on the PSC for whatever reason, the PSC Coordinator shall have the power to co-opt a replacement; if a replacement can not be found, the PSC shall continue to operate according to the By-Laws with fewer members until the required number of members can be reinstated.

The ES, MS and HS PSC hold separate meetings, at least four (4) times a year with:

- The head or heads of the relevant section of the School;
- The TPA Board President or Vice President

To discuss issues of common interest to the whole TESIS Community and to represent the views of parents to the School.

Each PSC Coordinator will attend the TPA Board meetings to ensure a constant flow of information between TPA and PSC regarding the issues discussed and to gather feedback on said issues from the larger TPA community.

Current members of the PSC are forbidden to hold a position at the Tasis Board of Directors due to a possible conflict of interest.

Article XII - Elections

All TPA members who are members for a minimum of one year are eligible to stand for election to the Board. Additional requisites, as detailed in Article XI - Parent Support Committee, apply to the election of PSC Coordinators.

A list of eligible TPA members will be sent out for a nomination. TPA members are able to nominate one person for each position. After accepting a nomination the ballot will go out to each TPA member together with their voting invitation. If for one Board position there is only one nominee, this person will be deemed elected without voting.

Article XIII - Board Meetings

TPA Board meetings shall be held at least four times during each academic year.

A quorum for the meetings of the Board shall exist if a simple majority of the voting members are present. If such a quorum is not reached, the meeting shall be adjourned until a quorum is present.

Meetings can be held online via any possible platform. All online participants are required to join with their full first and last names and with their video turned on, so they can be correctly identified at all times.

Voting at all meetings, except as stipulated in the By-Laws, is by simple majority. If the votes are tied, the President - or Vice President in her/his absence - has the deciding vote.

The President of the TPA Board can invite guests to the Board meeting if this person's presence is justified.

Article XIV - Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the meetings of its members and Board. Such records will be kept in the custody of the Secretary. All books and records of the Association may be inspected by any TPA member for any proper purpose at any reasonable time.

All Zoom or online meetings must be recorded and stored accordingly. These recorded meetings do not require additional minutes. In-person meetings will still require minutes.

Article XV- Fiscal Year

The fiscal year of the Association shall begin on the first day of August and end on the last day of July in each year.

Article XVI - Amendments to the By-laws

The By-laws may be amended by the General Assembly provided that written notification of the proposed amendment has been made to all members at least two weeks in advance of the General Assembly meeting at which the vote is to be taken.

A two thirds vote of the members present will be required for adoption.

Article XVII - Data Protection

The association collects only the personal data from members that is necessary to fulfill its purpose. The board ensures data security appropriate to the level of risk.

Member data — specifically name, telephone number or/and email address will be made available to all members of the association.

Member data, specifically name, can be published on the website, in the newsletter, and in the association's bulletin and any other relevant operation for the TPA. Beyond this, disclosure of data to third parties will occur only within the scope of legally permitted data processing on behalf of the association, or if required by law or ordered by authorities.

The processing of member data is carried out in accordance with the provisions of Swiss data protection legislation and the association's privacy policy as published on its website.

Article XVIII - Dissolution

The TPA can be dissolved by a two thirds majority of members present at either a General Assembly or an Extraordinary General Assembly. If the TPA is dissolved, the remaining funds must be distributed to the Tasis Foundation.

Article XIX - Miscellaneous

Standing - Internal Rules - Code of Conduct

There shall be standing rules as may be necessary to provide detailed policy and procedure for all the functions of this Association, provided such rules are not in conflict with these By-laws. Such rules may be adopted, amended or rescinded by a simple majority vote of the Board.

Article XX - Entry into Force

These By-laws were adopted at the constitutive assembly of the TPA held on May 27, 2008 at the TASIS campus in Montagnola, CH-6926, Switzerland, subsequently amended at the **General Assembly held on October 27 th 2025 at the, CH-6926, Switzerland** and updated afterwards to their current version. They replace all previous versions.

Date, Place: _____

The President: _____ The Secretary: _____

