

By-laws
Association Kangourou Sans Frontières
Adopted by the General Assembly in December 1996
Revised by the General Assemblies of:
2004, 2008, 2011, 2017
Updated on 14th October 2017

Article 1

- 1.1 According to the provisions of the French law of 1st July 1901 and of Law Decrees of 16th August 1901, an association is formed with the name “Kangourou Sans Frontières” (hereinafter referred to as the “**Association**” or “**AKSF**”). The Association has unlimited duration.
- 1.2 The Head Office of the Association is located at 50 rue des Ecoles, 75005 Paris (France). It may be transferred to any other location within France by simple decision of the Board of Directors.

Article 2

- 2.1 The Association aims at promoting the dissemination of basic mathematical culture by every possible means and, particularly, by organizing the Kangaroo game contest taking place on the same day in all the countries concerned.
- 2.2 The Association will establish friendly relationships with other organizations or international associations having similar goals.

Article 3

- 3.1 The means of action of the Association are the organization of the game contest, as well as the preparation and the dissemination of documents, software, films, broadcasts, the setting up of information or entertainment networks, the organization of meetings and exchanges between children, teachers and the general public.
- 3.2 The rules relating to the organization of the Kangaroo game contests in each country or, in exceptional cases approved by the General Assembly, in a geographical region (also referred to as “country”) are defined by the Association. Each active member in charge for organizing the Kangaroo game contest freely manages its organization in its country, without the Association being held responsible, either financially or legally for such organization.

Article 4

- 4.1 The Association is composed of several categories of members:
- o Active members, divided in two categories:
 - Provisional active members, i.e., legal entities proposed by the Board of Directors and confirmed by a majority of two thirds of the General Assembly.
 - Full active members, i.e., legal entities that have been provisional active members for at least three years to which the General Assembly grants, by a majority of two thirds, the status of full active members.Each active member appoints an individual as its official representative (who has full authority to act on its behalf), and informs the Board of Directors thereof.
 - o Honorary members, i.e., individuals proposed by the Board of Directors and confirmed by a majority of two thirds of the General Assembly in light of the valuable services that they have rendered to the Association. Honorary members are not subject to the payment of the annual subscription fee.
- 4.2 In 2017 (prior to the 2017 Annual Meeting), for the purpose of the adoption of the new by-laws and internal regulations of the Association, each existing active member of the Association was asked by the Board of Directors to designate the legal entity that shall replace him or her (as individual) and notify the Board of Directors of such designation. At the 2017 Annual Meeting, by way of exception and notwithstanding anything to the contrary in the by-laws or in the internal regulations of the Association, the General Assembly decided, in a sovereign manner, that: (i) legal entities designated by former provisional active members be considered provisional active members; and (ii) legal entities designated by former full active members be considered full active members.

Article 5

- 5.1 The lists of provisional active members, full active members and honorary members, indicating as well as the country they each represent, are attached to these by-laws. The General Assembly deliberates sovereignly on the inclusion of new members on these lists.
- 5.2 The title of member of the Association is lost by:
- o The resignation notified by registered letter (with acknowledgment of receipt) to the President of the Association;
 - o The dissolution, for any reason whatsoever, of an active member;
 - o The death of an honorary member; or
 - o The exclusion proposed by the Board of Directors and approved by a majority of the General Assembly (at the conditions set forth in Article 13.2 of these by-laws) for failure to pay the annual subscription fee or any other serious grounds (for example, breach of the obligations included in these by-laws or in the internal regulations of the Association, or conduct that is manifestly in breach of the purpose or proper functioning of the Association), after having invited the entity concerned to defend itself. The concerned member is entitled to participate at the General Assembly called to decide on its exclusion.

- 5.3 In the event that an active member loses its membership to the Association, the Board of Directors may appoint another legal entity (including another active member) to organize the game contest in the relevant country; such appointment will become ineffective as soon as a new provisional active member is appointed for such country.

Article 6

- 6.1 The resources of the Association include:
- o The subscription fees;
 - o The agreements executed with institutions or national or international organizations;
 - o Public subsidies;
 - o Individual donations and private aid; and
 - o Any other financing permitted by the law and regulations in force.
- 6.2 The Association may not distribute, directly or indirectly, its assets or resources to its members.

Article 7

- 7.1 The Board of Directors is comprised of at most 9 members (including the President), chosen among the full active members of the Association. These full active members are represented within the Board of Directors by their official representative, who must be in full possession of his/her civil rights. The President of the Association chairs the Board of Directors.
- 7.2 Members of the Board of Directors are elected by the General Assembly by the majority specified in Article 13.2 of these by-laws. Three members of the Board of Directors will be elected according to Article 7.5.
- 7.3 Any full active member can run to be a member of the Board of Directors provided that its candidacy is supported by at least three other full active members. The election of the members of the Board of Directors is organized and conducted by an electoral committee (hereinafter referred to as the “**Election Committee**”). The Election Committee is composed of three members appointed by the General Assembly (by the majority specified in Article 13.2 of these by-laws) upon proposal of the President.
- 7.4 The term of office of members of the Board of Directors is fixed at 3 years. Members of the incumbent Board of Directors may be immediately re-elected. Each year runs from the end of an Annual Meeting to the following one.
- 7.5 Three members of the Board of Directors will be specifically in charge for organizing an annual meeting (hereinafter, the “Annual Meeting”), which will, among other things, select the questions for the game contest. These three members are elected by the General Assembly by being elected as organizers of an Annual Meeting. Each member organizing the Annual Meeting for a given year (i) joins the Board of Directors right

after the Annual Meeting two years before that year, and (ii) leaves the Board of Directors right after the General Assembly of the year following that given year

- 7.6 In the event that one or more members of the Board of Directors is on leave, the Board of Directors may make provisional appointments (co-options). The Board of Directors is required to make these appointments when the number of its members falls below five. These co-options are subject to the ratification of the earliest General Assembly. If this ratification is refused, decisions made and actions taken by the Board of Directors following the co-option(s) in question will still be valid. Co-opted members of the Board of Directors only remain in office for the duration the member they are replacing is on leave and at most for the duration of the term of the member they are replacing.
- 7.7 The term of office of the members of the Board of Directors ends by resignation, loss of active membership in the Association, radiation pronounced by the General Assembly, which can intervene in the event of a procedural breach, or under the circumstances specified in Articles 7.4 and 7.5.
- 7.8 Members of the Board of Directors do not receive any compensation for performing their duties.
- 7.9 The Board of Directors manages the Association's day-to-day operations. The Board of Directors meets, upon convocation of the President:
- o As often as the interests of the Association so require (and at least once a year); or
 - o If the meeting is requested by at least four members of the Board of Directors.
- 7.10 Convening notices for meetings of the Board of Directors are sent 15 days before the meeting (by mail or email). The convening notice shall include the meeting agenda, approved by the President (or by the members of the Board of Directors that requested the meeting).
- 7.11 The Board of Directors meets at the Head Office of the Association (or at any other location indicated in the convening notice), by conference call or videoconference.
- 7.12 The Board of Directors may deliberate regardless of the number of members present or represented. Any member of the Board of Directors that is absent or cannot attend may give a proxy to another member of the Board of Directors to be represented at a meeting of the Board of Directors.
- 7.13 Decisions of the Board of Directors are adopted by a simple majority of the members present or represented. In the event of a tie, the President casts the deciding vote.
- 7.14 The Board of Directors is vested with the broadest powers to manage the Association within the limits of its purpose and subject to the powers granted to the General Assembly by the by-laws.
- 7.15 The Board of Directors authorizes the President to represent the Association in court and to close the financial statements for the preceding year.

Article 8

- 8.1 The President of the Association is elected by the General Assembly (by the majority specified in Article 13.2 of these by-laws).
- 8.2 Any full active member can run to be President provided that such candidacy is supported by at least three other full active members. The election of the President is conducted by the Election Committee (as provided for by Article 7.3).
- 8.3 The President (represented by an individual, as specified in Article 7.1) is elected for a 3-year term, and may immediately be re-elected. Each year runs from the end of an Annual Meeting to the end of the following one. No President may hold office for more than three consecutive terms.
- 8.4 The President alone represents the Association in all civil formalities and is vested with all powers to this effect. The President has the capacity to represent the Association in court.

Article 9

- 9.1 By secret vote, the Board of Directors elects among its members (represented by individuals) a Vice-President, a secretary and a treasurer.
- 9.2 The Vice-President, secretary and treasurer are elected until their term in the Board of Directors ends and, in any event, for at most a 3-year term. They may immediately be re-elected.
- 9.3 The Vice-President assists the President in the exercise of his or her duties and stands in for him or her in the event that the President is unable to perform such duties.
- 9.4 The secretary is in charge of convening meetings in agreement with the President. The secretary establishes or ensures the establishment of minutes of meetings of the Board of Directors and the General Assembly.
- 9.5 The treasurer establishes or, under his or her responsibility, ensures the establishment of the Association's financial statements. The treasurer is in charge of collecting the subscription fees. Under the President's supervision, the treasurer makes and receives all payments. The treasurer establishes a report on the financial condition of the Association and presents it to the General Assembly at the Annual Meeting.

Article 10

- 10.1 All Association's members participate in the General Assembly. The Association's General Assembly takes place at least once a year.
- 10.2 The General Assembly is convened by the President. All members must be informed of its place and date one month before the meeting is held.

- 10.3 The agenda of the General Assembly is prepared by the Board of Directors and circulated to the members at least 15 days before the Annual Meeting.
- 10.4 At the Annual Meeting, the General Assembly receives the management report of the Board of Directors, and the report on the financial and corporate situation of the Association.
- 10.5 At the Annual Meeting, the General Assembly:
- o Approves the annual management report of the Board of Directors, which presents the situation of the Association and its activities over the year, as well as the forecasted developments;
 - o Approves the annual report on the financial condition of the Association prepared by the treasurer and the financial statements for the year ended, votes on the budget for the following year;
 - o Deliberates on the items on the agenda;
 - o Provides for the renewal of the outgoing members of the Board of Directors and ratifies the co-option(s);
 - o Dismisses members of the Board of Directors (even if this issue is not on the agenda); and
 - o Authorizes the completion of all acts or operations beyond the powers of the Board of Directors.

Article 11

- 11.1 An Extraordinary General Assembly can be called (i) by the President, (ii) by demand of four members of the Board of Directors, or (iii) by demand of half of the Association's full active members plus one.

Article 12

- 12.1 Internal regulations are drawn up by the General Assembly, which is the only body with the authority to amend or repeal them.
- 12.2 The internal regulations fix various points not covered by the by-laws, in particular those which concern the internal functioning of the Association.

Article 13

- 13.1 Voting rights are reserved to active members.
- 13.2 The General Assembly's deliberations are valid only if, upon the first convocation, at least half of the active members are present or represented. If this quorum is not met, the General Assembly is convened with the same agenda within one day after the first meeting. During the second meeting, it can validly deliberate regardless of the number of active members present or represented. Subject to Articles 4.1, 13.3 and 15.1, the General Assembly's deliberations are adopted by the majority of the active members present or represented.

- 13.3 The by-laws may be modified upon proposal of the Board of Directors or ten full active members; the proposals must be sent to all active members one month before the Annual Meeting in which the General Assembly will rule on these proposals. Amendments to the by-laws are adopted by a majority of two thirds of the active members present or represented.

Article 14

- 14.1 The fiscal year begins on 1st January and ends on 31st December of each year.

Article 15

- 15.1 In case of dissolution pronounced by at least two thirds of the active members present or represented at the General Assembly, one or several liquidators are nominated by the Association and the assets are allotted according to article 9 of the French law of 1st July 1901 and to Law Decrees of 16th August 1901.

Annex I – List of Full Active Members

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Annex II – List of Provisional Active Members

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Annex III – List of Honorary Members

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