



# International Montessori Preschool

## **Bylaws (vedtekter) for Cooperative International Montessori Preschool (IMS) under Samvirkeloven**

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## 1. Form of ownership and business location (Sammenslutningsform, foretaksnavn og forretningskontor m.v)

### Form of ownership:

Not for profit parent-owned cooperative (samvirkeforetak).

### Official name:

International Montessori Preschool SA org nr 971477512.

### Place of business:

Jongsåsveien 2, 1337 Sandvika, Bærum Municipality.

## 2. Objective (Formål)

2.1 The cooperative's purpose is to own and operate daycare for the benefit of members and their children.

2.2 The company will promote the economic interests of the members through their participation in the activity as buyers of childcare services from the enterprise.

2.3 The purpose is not capital return for the members. Any profit will be credited to the school's equity.

## 3. Membership (Medlemskap)

3.1 The cooperative is open to parents / guardians who are offered enrollment in the preschool.

3.2 When parents / guardians have accepted an offer from the preschool, they are obliged to become members of the cooperative.

3.3 The membership is limited to one per family.

Once a child is enrolled in the preschool, the family must pay a deposit per child. The deposit is interest free

The deposit may be returned when withdrawing from the cooperative providing:

There are no outstanding debts.

2 months written notice is given for withdrawal before April 1<sup>st</sup>.

Members shall not pay membership dues.

The members are not liable to creditors for its liabilities.

3.7 The cooperative may use electronic communication to convey information and documents etc. to members under the Cooperative Law (Samvirkeoven) as long as the member has expressly accepted it. and there are no other provisions under the law on cooperatives.

3.8 When a member shall provide notification etc under the Cooperative Law, they can do this by using electronic means to the e-mail address to the CEO or the Board of Directors for this purpose.

#### 4. Withdrawal (Utmelding)

- 4.1 A cooperation member must notify the School manager, in writing, of their intent to withdraw their child from the preschool, and, at the same time, to withdraw from the cooperative, unless something else is agreed with the Board.
- 4.2 Should a cooperation member have more than 1 child in the preschool, they must give written notification of withdrawal from the cooperative when the last child leaves preschool, unless something else is agreed with the Board.
- 4.3 Notice of both withdrawals must be received two months prior to the child's last day.
- 4.4 If written notice is not received two months prior to the child's last day, the cooperative member will lose the deposit and be liable to pay two months tuition.
- 4.5 If parents decide to withdraw their child from pre-school, despite their child being eligible to continue for the following pre-school year, they must notify the school manager, in writing, by April 1<sup>st</sup> of the current pre-school year.
- 4.6 For withdrawal initiated by other means, the Board of Directors (will determine the appropriate notice period).

#### 5. The Board (styret)

##### 5.1 Board members

- 5.1.1 Board of Directors shall consist of a chairperson and two other members and one alternate.
- 5.1.2 The school manager (daglig leder) is the permanent secretary for the Board.
- 5.1.3 The term of the chairperson and the two other members is two years. Alternates are elected for one year at a time. The alternate shall step in if one of the elected Board of Directors (styret) members is unable to complete their term.
- 5.1.4 The Chairperson, Board members and alternates may be reelected.
- 5.1.5 The Board shall be elected at the AGM or ABM.
- 5.1.6 There cannot be more than one representative from any one family (parent-child) to a Board or Committee position.
- 5.1.7 A Board member may not hold a position within the teaching staff or administration that could be deemed a conflict of interest.
- 5.1.8 The Board constitutes itself and elects the chairperson at the first Board meeting following the AGM/ABM.
- 5.1.9 The signature of the chairperson of the Board obligates the preschool to external parties.

##### 5.2 Board responsibilities (Styrets oppgaver)

- 5.2.1 Management of the cooperative in compliance with applicable laws and regulations, these Bylaws, annual meetings and an approved budget. The Board may make any decisions that are not assigned to other governing bodies by law or the bylaws.
- 5.2.2 The Chairperson shall ensure that Board meetings are held as often as needed. A board member or the school manager can demand a Board meeting to discuss specific matters.
- 5.2.3 The board shall keep minutes in accordance with the Cooperative Law. The minutes must be signed by those Board members who were present at the meeting.
- 5.2.4 Employment of the school manager (daglig leder) and head teacher (styrer).

5.2.5 The Board shall ensure a properly organized cooperative.

5.2.6 The Board shall, with the school manager, establish plans and budget for the cooperative activities and inform members about the budget at an annual meeting.

5.2.7 The Board shall keep themselves informed about the cooperative's financial situation, and shall keep adequate control of the business, accounts and asset management.

5.2.8 The Board appoints the accountant.

5.2.9 The Board has responsibility for presenting the financial statements together with the Directors' Report at the annual meeting.

5.2.10 The Board shall conduct any investigations that the Board considers necessary to perform its duties. The Board shall make such investigations at the request of one or more of the directors.

5.2.11 The Board shall oversee the daily manager and the operations of the enterprise as a whole.

5.2.12 The Board should establish guidelines for the general manager.

5.2.13 Board has employer's responsibility in the preschool.

5.2.14 The Board shall create a Board Handbook (styreinstruks)

### 5.3 Board decisions (Styrets vedtak)

5.3.1 The Board may make a decision when more than half of all the directors are present or involved in the proceedings. The Board cannot make a decision unless all members have been given a reasonable opportunity to participate in the discussion. Should any director not be able attend, the alternate should be called in.

5.3.2 A board resolution requires a majority vote from the directors who are involved. Should there be a tie, the Chair's vote will decide the case. A resolution that involves a change must have the vote of at least a third of all directors.

5.3.3 In the case of elections and appointments, the person with the most votes will be appointed. The Board may determine in advance that a second vote must be taken if noone receives a majority of the votes given. In the event of a tie in the selection of the chairperson or the deputy, the election will be decided by pulling the name from the hat. In other cases where the votes are equal, the chairperson's vote will be decisive.

## 6. School manager (daglig leder) and head teacher (Styrer)

6.1 The school manager and head teacher are appointed by the Board. The school manager is responsible for the daily administrative functions of the preschool, and the head teacher is responsible for the education management and activities.

6.2 The school manager and head teacher shall comply with the guidelines issued by the Board.

6.3 The daily management does not include matters that are unusual or of great importance for the cooperative.

6.4 The school manager is otherwise authorized by the Board to make decisions on individual cases, or when there is a major inconvenience to the cooperative to wait for a board decision. The Board shall be notified of the decision as soon as possible.

6.5 The school manager shall ensure that cooperative's financial statements are in accordance with laws and regulations, and that the assets are managed in a prudent manner.

6.6 The school manager is responsible for ensuring that the preschool has an internal control system in accordance with applicable laws and regulations.

6.7 The school manager will notify the Board at least every four months, at a meeting or in writing, of the enterprise and financial status.

6.8 The Board and/or each individual board member may at any time require the school manager to provide a detailed report on specific matters.

## 7. Annual meetings (årsmøter)

7.1.1 The annual meetings are the preschool's ultimate authority and consists of all the members of the preschools cooperative.

7.1.2 Annual meetings are led by the chairperson unless the Board chooses someone else to chair. Two meetings shall be held annually:

- a. The Annual General Meeting (AGM) shall be held before the end of October each year.
- b. The Annual Budget Meeting (AGB) shall be held within six months of the end of the financial year.

The Board can call an Extraordinary Meeting when they find it necessary, or when the auditor or a minimum of 10% of the association members demand it and shall provide information on the item to be discussed

## 7.2 Format of general meetings (gjennomføring av årsmøte)

7.2.1 The Board decides the format of the meeting

7.2.2 The Board is responsible for the running of the meeting

7.2.3 If the meeting is held physically

- a. it shall be held in the municipality where the cooperative is located
- b. members have the right to participate electronically unless the Board decides there is acceptable reason to deny electronic participation

7.2.4 If the meeting is held electronically, the Board shall have a system in place to ensure the participation and voting can be verified.

## 7.3 Notification of Annual meetings (innkalling til årsmøte)

7.3.1 The Board will give a minimum of 2 weeks written notice of an annual meeting.

7.3.2 The notification shall clearly state the topics that will be addressed, along with the time and date for the meeting. Suggestion on amendments to the by-laws (vedtekter) shall be included in the notification.

7.3.3 Items that any association members want to discuss at the meeting, should be sent in writing in advance so that they can be included in the notification. If the notification has already been sent, a new notification shall be sent as long as it is at least 1 week before the annual meeting shall be held.

#### 7.4 Items that shall be addressed at an annual meeting (saker som skal behandles på årsmøtet)

- 7.4.1 Election of who will take the minutes and two people to sign the protocol.
- 7.4.2 Preparation of a list of members present at the meeting, the number who have votes and how many votes they have.
- 7.4.3 Review of the years report from the Board (årsberetning)
- 7.4.4 Approval of previous year's financial results (årsregnskap)
- 7.4.5 Election of new board members and Coordination Committee representatives
- 7.4.6 Selection and approval of auditor
- 7.4.7 Discussion and approval of changes to Bylaws (vedtektsendringer)
- 7.4.8 Determination of enrolment policy
- 7.4.9 Discussion and vote on proposal for dissolution of the cooperative
- 7.4.10 Discussion of cooperative members' responsibilities/participation.
- 7.4.11 Other business as identified by the cooperative's members

#### 7.5 Voting rules for Annual Meetings (stemmeregler for årsmøtet)

- 7.4.12 Each member has one vote at the annual meetings.
- 7.4.13 Each member may be represented by proxy at the annual meetings, but no one can be a proxy for more than one member. The representative must provide written and dated proxy.
- 7.4.14 A decision at an Annual Meeting requires a majority vote. In the event a tie, the chairperson's vote is decisive. Blank votes shall be considered as not having been made.
- 7.4.15 There are no requirements as to how many voters must be present for the annual meeting to create a quorum.

### 8. Amendments to by laws (vedtektsendring)

- 8.1 Changes to these Bylaws must be presented to the cooperative for discussion and vote at AGM or ABM.
- 8.2 Changes to these Bylaws requires two-thirds of the votes given unless the Cooperative Law imposes stricter requirements.
- 8.3 Changes in the bylaws shall be sent to, and approved by, Bærum kommune.

### 9. Dissolution and liquidation (oppløsning og avvikling)

Dissolution of the cooperative will be decided at an annual meeting with the same majority vote that applies to bylaw amendments.

- 9.1 Company members are entitled to be paid their deposit if there are funds in the cooperative after it has covered its liabilities.
- 9.2 Remaining funds in excess of this will go to the cooperative purposes or charitable purposes.