

Constitution of the Heads Standing Association (HSA)

Approved by the Board of Governors in November 2005 and amended on 2 December 2007

ARTICLES OF ASSOCIATION

The name of the association is "The Heads Standing Association" of IB schools (HSA), operating within the framework of the IB Organization. An elected heads council (HC) conducts the business of the HSA.

Chapter I: The Heads Standing Association (HSA)	
Article 1	<p>Composition</p> <p>The Heads Standing Association of IB schools comprises all heads of schools that are authorized to teach any of the programmes of the International Baccalaureate Organization. Only the head of an IB authorized school may be members of the HSA. Heads are defined as those so registered with the IB Organization and they may not delegate membership of the HSA.</p>
Article 2	<p>Selection</p> <p>Any head of an IB World School is automatically a member of the HSA.</p>
Article 3	<p>Terms of office</p> <p>A head of an IB school will remain a member of the HSA as long as he/she is the head of an IB World School.</p>
Article 4	<p>Attributions</p> <p>To provide a forum whereby the membership can:</p> <ol style="list-style-type: none"> 1. advise and cooperate with the IB Organization on matters of concern to IB World Schools, with particular reference to educational philosophy, curriculum development and finance, and to offer practical support whenever possible; 2. provide opportunities for discussion of matters of interest to the membership; 3. elect members to the HC; 4. decide upon the frequency, date and location of HSA worldwide conferences; 5. give assistance to the heads of new IB World Schools; 6. in general, further the cause of international education.

Article 5	Worldwide conferences and procedures
Frequency of Conferences	5.1 A worldwide conference shall be held every two years, at such a time and at such a place as may be determined by the HC, having due regard to the wishes of the membership. Such conferences shall be self-funding. A general assembly is held at that time for business matters necessitating a vote.
Extraordinary Assembly	5.2 An extraordinary general assembly of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the chair, or in his or her absence by the vice chair, or by a majority of the HC, and shall be called at any time by the secretary upon written request of ten percent (10 %) of the members in good standing of the association entitled to vote at such meetings. Business transacted at all extraordinary general assemblies shall be confined to the objectives stated in the call.
Notice	5.3 Notice of the time and place of any worldwide conference of the HSA shall be given by mailing these notices at least sixty (60) days prior to the meeting. The notice required for extraordinary general assemblies may be waived by written consent of at least ten per cent (10%) of the members in good standing. The accidental omission to give notice of an assembly to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.
Chair	5.4 The chair of the HC shall preside as chair at every worldwide conference of the HSA. In his/her absence, the vice chair and secretary, in the order designated by the HC, shall exercise the functions of the chair during an absence or disability of the chair.
Minutes	5.5 The secretary of the HC shall take minutes of all HSA worldwide conferences and prepare a report that shall be sent to the HSA by the IB headquarters.
Vote	5.6 At any general assembly a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll (secret ballot) is (before or on the declaration of the result of the show of hands) demanded by at least five members entitled to vote. Unless a poll is so demanded, a declaration by the chair that a resolution has by a show of hands been carried, or carried unanimously, or by a particular majority, or lost, with an entry to that effect in the minutes of the HSA, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
Quorum	5.7 In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a second or casting vote.
	5.8 No business shall be transacted at any general assembly unless a quorum of members is present at the time when the meeting proceeds to business; unless as herein otherwise provided ten percent (10 %) of the total membership, physically present, shall be a quorum.

Chapter II: Heads council (HC)

Article 6	Composition The heads council (HC) is composed of a maximum of 12 members of the HSA: three elected from each IB region: (1) Africa/Europe/ Middle East (2) Asia-Pacific (3) Latin America and (4) North America & Caribbean.
Article 7	Selection Members are elected regionally in accordance with article 1 of the “by-laws”.
Article 8	Terms of office 8.1 The term of office for members of the HC is three years. No member may serve more than six consecutive years but may become eligible again after a minimum hiatus of one year. 8.2 The HC appoints officers – chair, vice chair and secretary – annually. 8.3 The three-year term of office begins at the conclusion of the sequence of governance meetings when the annual general meeting of the Board of Governors is taking place, in April/May, and terminates at the end of the third such sequence of annual governance meetings. 8.4 Membership shall cease if the committee member: a) is no longer the head of an IB World School b) has served six consecutive years on the HC c) becomes a member of the Board of Governors (except for the HC chair – see article 11). 8.5 A member elected from a particular region who moves to another region remains a member of the HC to complete his/her term of office provided he/she is still head of an IB school.
Article 9	Attributions The purpose of the HC is to: a) serve as an advisory council to the director general (DG), providing a forum for strategic thinking and advice related to the implementation of IB programmes and policies in schools around the world. As such, HC members shall reflect as professional educators the needs and concerns of IB schools and incorporate these reflections in the feedback and advice provided to the DG. b) organise the HSA world conference.
Article 10 Frequency of meetings Extraordinary meetings	Meetings and procedures 10.1 The HC shall meet twice a year. 10.2 Meetings may be called at any time by the chair, provided there are sufficient budget funds, or, in the chair’s absence, by

Notice	<p>the vice chair, or by the secretary upon receipt of written requests from more than one third of the committee's membership. These meetings may also be held by teleconference.</p> <p>10.3 Notice of all meetings shall be given to each council member at least thirty (30) days before the meeting. Such written notice may be waived in writing by a majority of the members.</p>
Chair	<p>10.4 The chair shall preside at all meetings, shall have general supervision of the affairs of the council, shall sign or countersign all certificates or other reports to the council and to all HSA members, and shall perform all such other duties as are incidental to the office or are properly required by the council.</p> <p>10.5 The vice chair and secretary, in the order designated, shall exercise the functions of the chair during an absence or disability of the chair. Each officer shall have such powers and discharge such duties as may be assigned from time to time by the council.</p>
Elections	<p>10.6 At the first meeting after the HC election results, generally the last meeting of the year, the council must appoint a chair, vice chair and secretary from amongst its members. Their terms of office begin at the conclusion of the annual general meeting of the Board of Governors.</p>
Vacancy	<p>10.7 Any casual HC vacancy may be filled by a majority vote of the council members either at a meeting or by an electronic ballot. A member thus appointed shall hold office until the end of the term of the person being replaced.</p> <p>10.8 Where the number of <i>bona fide</i> candidates presented for election to the HC is insufficient from any region to fill the number of vacant places, the HC may function with either fewer members or they may co-opt members on a regional basis to fill such vacancies by majority vote of the members of the council. Persons thus appointed shall hold office until the end of the term of the person being replaced.</p>
Minutes	<p>10.9 The secretary shall act as certifying officer for the council in all matters of official action by the council, and shall take minutes:</p> <ul style="list-style-type: none"> a) of the names of members present at each meeting and of any sub-committee; b) of all resolutions and proceedings at all meetings including sub-committee meetings. <p>10.10 The minutes of each meeting shall be distributed to members, the DG, and each regional director. A copy shall also be sent to IB Geneva for filing.</p>
Delegation	<p>10.11 In the case of the absence or inability to act of any officer and of any person herein authorized to act in his or her place, the council may from time to time delegate the powers or duties of such officer to any other officer, or any council member or other member of the council whom it may select.</p> <p>10.12 The HC may delegate any of its powers, other than its electoral powers, to committees consisting of such persons, whether</p>

<p>Quorum</p> <p>Resignation</p>	<p>committee members or not, as it thinks fit to appoint, and may recall or revoke any such delegation or appointment. Any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be prescribed by the council.</p> <p>10.13 A quorum at all meetings shall consist of a majority of the whole council; but less than a quorum may adjourn any meeting, which may be held on a subsequent date without further notice, provided a quorum be present at such deferred meeting. Members unable to attend any meeting of the council may not appoint a substitute to attend in their stead.</p> <p>10.14 Any member who fails to attend two consecutive meetings without reasons acceptable to the council will be deemed to have resigned from the council.</p>
<p>Article 11</p>	<p>Nomination to the Board of Governors</p> <p>The chair of the HC shall be an <i>ex officio</i> member of the Board of Governors. The HC may additionally nominate heads to the governance committee for consideration as members of the Board of Governors or its committees.</p>
<p>Chapter III: Finance</p>	
<p>Article 12</p>	<p>Finance</p> <p>12.1 The HC is funded by the IB Organization. Each financial year, its budget, which includes an amount intended to finance meetings and expenses, is approved by the IB director general.</p> <p>12.2 No salary shall be paid to council members for their services. By resolution of the HC, a contribution may be made towards the expenses incurred by a member engaged in official business on behalf of the HSA. However, no expenses will be payable in connection with attendance at a worldwide conference of the HSA and such conferences shall be self-funding.</p> <p>12.3 HC funds shall be used:</p> <ul style="list-style-type: none"> a) to provide secretarial help b) to pay for items such as stationery, postage and telephone c) to defray a proportion of the expenses of members engaged in the business of the council in line with IB regulations d) to cover expenses of two annual HC meetings e) for other purposes approved by the DG <p>12.4 Meeting expense claims of HC members should be sent to IB Geneva.</p> <p>12.5 The disbursement of funds shall ultimately be at the discretion of the HC chair within the authorized budget. Extraordinary items outside the approved budget must be approved by the DG.</p>

Chapter IV : Constitutional change

Article 13:

Constitutional change

Any decisions regarding proposed changes to the articles of association and by-laws shall be made by two-thirds (2/3) majority vote of the members of the HC. Written notice of the proposed changes shall be sent to the total membership of the HSA not less than 60 days prior to the vote of the HC to allow for input and discussion.

The Board of Governors must ratify the HSA Constitution, as well as any subsequent changes.

Chapter V: Official languages

Article 14:

Official languages

The articles of association shall be rendered in all languages designated as official by the IB. The definitive version shall be in English.

December 2007

CONSTITUTION OF THE HEADS STANDING ASSOCIATION

BY-LAWS

1. Election procedures to the heads council (HC)

The members of the HC shall be elected by the members of the Heads Standing Association of IB schools on a regional basis and according to the following procedures:

a) Electoral committee

The chair of the HC appoints an electoral committee, consisting of three HC members, one of whom will be designated as the returning officer. The electoral committee reports to the chair. It is the duty of the electoral committee to ensure that the lists of candidates for the region where a vacancy arises are valid. Once approved, all candidatures will be forwarded to IB Geneva.

The electoral committee, whose decision is final, will consider only candidatures completed on the official IB form. The list of candidates for HC membership should provide, as far as possible, a fair and adequate representation of the regions, their cultures and languages, and IB programmes.

b) Call for nominations

By 15 August, a nomination form and explanation of procedures shall be sent by IB Geneva to the heads in the region where a vacancy arises.

By 30 September, completed nomination forms, bearing the signature of the candidate, shall be sent to the returning officer.

c) Eligibility

The electoral committee and any HSA member may propose a candidate for a regional list, properly seconded by another HSA member and with the candidate's permission. The candidates, proposers and seconders must all be heads of a different IB World School offering the Diploma Programme and/or the Middle Years Programme and/or the Primary Years Programme and must all belong to the same region.

d) Voting process

By 31 October, details of candidates with instructions on voting and a ballot form shall be sent by IB Geneva to all heads in the region(s) where a vacancy will occur. Only one head per school has the right to vote and each head shall exercise one vote per programme offered in his/her school.

By 30 November, all ballots shall reach the regional returning officer.

	<p>e) <u>Counting</u></p> <p>The counting shall take place not later than 15 December and be undertaken by the returning officer assisted by an HSA member. However, when no HSA member is available locally, reasonable travel costs will be covered. Results shall be communicated immediately thereafter to IB Geneva.</p> <p>f) <u>Results</u></p> <p>The returning officer should inform the candidates of the results before IB Geneva informs all IB schools. Number of votes per candidate will be provided to each candidate. IB Geneva shall send by 20 December a written notice to all IB World Schools stating the names of the successful candidates.</p>
<p>2.</p>	<p>Nomination to the regional councils (RCs)</p> <p>The regional councils shall have 6 HSA heads, 2 of whom will be nominated by the HC. When an HC nominated vacancy occurs on any RC, the HC will nominate HSA candidates to fill such vacancy.</p>
<p>3.</p>	<p>Distribution of articles of association and by-laws</p> <p>A copy of the articles of association and by-laws shall be sent to all new heads of IB World Schools.</p>