

BYLAWS OF BELO HORIZONTE'S INTERNATIONAL ASSOCIATION OF EDUCATION

SECTION I – NAME, LEGAL NATURE, REGISTERED OFFICE, PURPOSE, AND accounting year OF THE ASSOCIATION

Clause 1. Belo Horizonte's International Association of Education, duly registered with the CNPJ (acronym in Portuguese for Corporate Taxpayers Registry) under nº 17.445.321/0001-00, is a non-profit educational association established with undetermined duration.

Sole Paragraph. The term "Association," as used in these Bylaws, refers to the Entity.

Clause 2. The Association has its registered office at Avenida Professor Mário Werneck, nº 3.301, district of Buritis, in Belo Horizonte, State of Minas Gerais (ZIP code 30.575-180).

Clause 3. The purpose of the Association is to promote education, science, culture, sports, and literature, especially for children and adolescents, through educational programs aligned with the values, tradition, philosophy, and pedagogical system of the United States of America.

§1. The Association is the sponsoring entity of the American School of Belo Horizonte, hereinafter referred to as the "School."

§2. Under no circumstances may the Association interfere, influence, or otherwise, directly or indirectly, intervene in the academic matters of the School, which holds pedagogical autonomy, pursuant to Articles 207 and 209 of the Federal Constitution, as well as Articles 15, 53, and 54 of the Brazilian Law of Guidelines and Bases of Education (Law nº 9.394/1996).

§3. Within the scope of its purpose, the Association may also:

- (a) provide positive social interaction experiences that support the integral development of the School's students;
- (b) foster awareness and the development of intellectual, democratic, moral, and social values among the School's students;
- (c) carry out activities that promote the physical, social, and emotional growth of the School's students;

- (d) assist parents in understanding and supporting the developmental process of the School's students;
- (e) enter into partnerships or agreements with other entities, public or private, national or international;
- (f) make investments to improve and/or expand the School's infrastructure;
- (g) promote and support cultural and artistic events and productions, through specific projects, in partnership with public or private entities, in compliance with Brazilian law and the other purposes set forth in these Bylaws;
- (h) organize or participate in educational events aimed at technological development; food and nutritional security; environmental protection and preservation; sustainable development; and community social projects (volunteer work).

§4. In addition to sponsoring the American School of Belo Horizonte, the Association may also establish and maintain other educational institutions, provided that they comply with the Association's purpose and the U.S. pedagogical system, and that their creation is previously approved by the General Assembly.

Clause 4. The participation of the Association in political or political party activities, as well as its affiliation with religious entities, is prohibited.

Clause 5. The accounting year of the Association shall begin on July 1 and end on June 30 of the following year, in alignment with the United States academic calendar.

SECTION II – MEMBERSHIP

General membership and participation

Clause 6. The Association membership shall be composed of quotas according to the number of students enrolled at the School.

§1. Each student enrolled in the School shall correspond to one (1) quota, which may have up to two holders, hereinafter referred to as "Association Members."

§2. The holders of the quotas (Association Members) may be the parents or legal guardians of the respective student enrolled in the School.

Clause 7. Membership of the Association shall take effect after the Community Statement and the School Academic Contract have been signed.

Rights and Obligations of the Association Members

Clause 8. The Association Members rights are:

- I. Participate in the activities of the Association and the School;
- II. Attend, vote, and be elected in General Assemblies;
- III. Run for positions within the Association, subject to legal and statutory limitations;
- IV. Have the right to adversarial proceedings and a full defense in cases where sanctions are applied.

Sole Paragraph: In the event an Association Member has unpaid debts to the Association, the rights set forth in items II and III of this Clause shall be suspended until such time as the Member has satisfied all outstanding financial obligations.

Clause 9. The Association Members obligations are:

- I. Comply with and enforce legal, statutory, and internal regulations, as well as the decisions of the General Assembly, the Board of Directors, the other governing bodies of the Association, and the School's administration;
- II. Make payments of the Association's fees and contributions, including the Association fee, the annual tuition, and all expenses related to the educational services provided to the students of the School, for which they are responsible;
- III. Assist and make every effort to achieve the purposes of the Association;
- IV. Behave in an appropriate and courteous manner within the scope of the Association and the School, including in virtual environments, respecting other Association Members and the School's staff;
- V. Take care of and preserve the property and assets of the Association and the School;
- VI. Support the Association by promoting its spirit of community and ensuring the fulfillment of the purposes set forth in these Bylaws; and
- VII. Carry out, with dedication, competence, and responsibility, the duties for which they are appointed or elected.

Sole Paragraph. The Board of Directors may exempt Association Members who are employees and/or teachers of the School from the obligation provided in item II.

Clause 10. Association Members are not entitled to any form of remuneration, salary, or distribution of revenues for volunteer services provided, whether directly or indirectly, to the Association.

§1. Voluntary services provided to the Association do not establish any legal relationship with the Association Members, including employment or civil obligations.

§2. Members shall not acquire, under any title or circumstance, any right over the assets of the Association, nor may they claim anything for the time they remain in it, upon leaving or being removed.

Clause 11. No right, privilege, or obligation conferred upon Members may be transferred or assigned to third parties.

Clause 12. In the event of a change in the legal guardian of a student enrolled in the School, there shall be a corresponding substitution of the Member, and no new membership fee shall be charged in this case.

Responsibilities of Association Members

Clause 13. Association Members shall not, under any circumstance, be held liable for the Association's obligations, except when such obligations are undertaken by them directly and/or in violation of the rules and procedures set forth in these Bylaws.

Penalties and Sanctions

Article 14. Association Members are subject to the following penalties, depending on the severity of their conduct:

- I. Fine;
- II. Suspension of rights; and
- III. Exclusion.

Article 15. No penalty shall be applied without the Association Member's prior knowledge of the alleged misconduct, and they shall be granted the right to a full defense and adversarial process in disciplinary proceedings.

§1. Proceedings involving the application of fines or suspension of rights shall be handled by the Governance Committee. Those involving the exclusion of an Association Member shall fall under the jurisdiction of the Board of Directors.

§2. Once disciplinary proceedings are initiated, the Association Member shall be notified to present a written defense within ten (10) calendar days, along with any evidence deemed necessary.

§3. In the course and judgment of disciplinary proceedings, the Association Member's record, the seriousness, and the repercussions of the infractions shall be taken into account.

§4. Upon conclusion of the disciplinary proceedings, the Association Member shall be notified of the decision through extrajudicial notification.

§5. The application of sanctions does not exempt Association Members from payment of fees and contributions owed to the Association.

Article 16. Anyone who commits any act that results in material damage or harm to the reputation of the Association, the School, its employees, service providers, or members of its administrative bodies in the exercise of their duties, shall be subject to a fine of up to five (5) times the value of the annual tuition fee.

§1. The fine may be applied either independently or in combination with other sanctions, and the offending Association Member shall also be required to compensate for any damages caused to the Association or the School.

§2. The Association Member shall pay the fine within five (5) calendar days from the receipt of the extrajudicial notification.

Clause 17. Anyone who commits the following acts shall be subject to suspension of their rights for a period of one (1) to six (6) months:

- I. Fail to comply with the decisions of the Association's bodies, especially the General Assembly and the Board of Directors, as well as the School's administration;
- II. Behave inappropriately, dishonorably, or disrespectfully within the Association's or School's premises, including virtual environments; and
- III. Fail to pay the fine provided for in Clause 16.

Sole Paragraph. The suspension of an Association Member's rights does not affect the activities of the students enrolled in the School.

Clause 18. Shall be subject to exclusion from the Association anyone who:

- I. Reoffend in any of the infractions described in Clauses 16 and 17;
- II. Commit two or more infractions described in Clauses 16 and 17;
- III. Behave in a manner that prevents or hinders the harmonious functioning and purposes of the Association and the School; and
- IV. Commit or defend, in any forum, violations of the provisions of these Bylaws.

Clause 19. Decisions imposing sanctions on Association Members may be appealed, and such appeals shall be reviewed:

- I. By the Board of Directors, in cases of fines or suspension; and
- II. By the General Assembly, in cases of exclusion.

§1. The appeal must be addressed to the President of the Board of Directors and filed at the Association's headquarters within five (5) calendar days from receipt of the extrajudicial notification, and it must state the reasons why the Association Member believes the penalty should be altered or reversed.

§2. The President of the Association shall receive the appeal and forward it to the competent body for deliberation. If the appeal is to be judged by the General Assembly, the President of the Association shall convene it within thirty (30) days from receipt.

Withdrawal of Association Members

Clause 20. Membership shall be terminated for those:

- I. Whose students are no longer enrolled in the School, subject to the rights and obligations established in the School Academic Contract; and
- II. Who have been penalized with exclusion, as provided for in Clause 18 of these Bylaws.

§1. Any rights an Association Member is entitled to by virtue of membership shall cease upon their withdrawal.

§2. Association Members who are removed from the Association shall not be entitled to renew the enrollment of the students linked to them.

SECTION III – ASSOCIATION BODIES

Clause 21. The Association bodies are:

- I – the General Assembly;
- II – the Board of Directors;
- III – the Committees.

§1: Association Members shall not be eligible to run for the Association's bodies if they:

- (a) are parties to a disciplinary process, as provided in Clause 15;
- (b) are parties to any legal proceedings against the Association or the School;
- (c) have their rights suspended, under the terms of Clause 17;

- (d) are employees or service providers of the Association or the School;
- (e) have any outstanding debts to the Association; or
- (f) are responsible for students who are recipients of a scholarship.

§2: An Association Member may only run for one position per election, and simultaneous registration for more than one position in the same election is prohibited, even if the positions belong to different administrative bodies or the School's board.

§3: In each electoral process, only one Association Member linked to a given membership quota may run for an elected position; simultaneous candidacy of two primary Association Members or representatives of the same quota is prohibited.

General Assembly

Ordinary and Extraordinary General Assembly

Clause 22. The General Assembly is the supreme and sovereign body of the Association and shall be composed of all Association Members who are capable and in full enjoyment of their rights, subject to the legal restrictions and those provided in these Bylaws.

Sole Paragraph: The General Assembly may be held in person, virtually, or in a hybrid format, at the discretion of the Board of Directors.

Clause 23. The General Assembly shall meet ordinarily once (1) a year, within the first four months following the end of the accounting year, exclusively to:

- I. examine and deliberate on the Association's financial statements and accounts relating to the previous accounting year; and
- II. if necessary, elect members to the Board of Directors.

Sole Paragraph: According to Article 1,078 of the Civil Code, the balance sheet and income statement must be sent and made available to the Association Members at least thirty (30) days before the scheduled date of the General Assembly.

Clause 24. The General Assembly shall meet extraordinarily whenever deemed necessary, including to deliberate on:

- I. Amendment of the Bylaws;
- II. Removal of a member of the Board of Directors;
- III. Appeals against a decision of the Board of Directors imposing the penalty of exclusion on an Association Member;
- IV. Creation or closure of educational establishments;

- V. Dissolution or termination of the Association; and
- VI. Any other matter submitted to it.

Calling of the General Assemblies

Clause 25. Ordinary and extraordinary General Assemblies shall be called by the President of the Board of Directors, with at least fifteen (15) days' notice, through written communication sent to the Association Members via email or other secure means adopted within the Association or the School.

§1. The Call the General Assembly must include:

- (a) the agenda;
- (b) the format (online, in person, or hybrid);
- (c) the date and time; and
- (d) the location and/or link address where it will be held.

§2. If the agenda includes the election of members to the Board of Directors, the Call for Meeting must include a list of candidates and the respective positions they are running for.

§3. If the agenda includes amendments to the Bylaws, the call must include a draft of the Bylaws, showing the proposed changes.

Article 26. Exceptionally, the General Assembly may be convened upon written request by Association Members representing twenty percent (20%) of the total number of quotas.

§1. The written request from the Association Members must be addressed to the President of the Board of Directors and filed at the Association's headquarters, including the agenda and signatures of the Association Members making the request.

§2. Upon receiving the request, the Board of Directors shall convene the General Assembly within thirty (30) days.

§3. If the Assembly is not convened, any of the Association Members who signed the request may directly convene the General Assembly within ninety (90) days from the end of the period provided in §2.

§4. Documented costs and expenses will be reimbursed by the Association to the Association Member who convened the Assembly as described in §3, up to the limit of the expenses of the immediately preceding General Assembly.

Attendance and Installation Procedures of General Assemblies

Clause 27. Association Members attending the General Assembly shall sign a register or attendance list.

§1. If the General Assembly is held virtually, attendance shall be recorded via the list generated by the platform used for the meeting.

§2. The quorum for opening the discussions and voting shall be calculated based on the total number of quotas.

Clause 28. General Assemblies shall be opened:

- I. on first call, with Association Members representing the absolute majority of quotas;
- II. after fifteen (15) minutes, on second call, with any number of Association Members representing voting quotas.

Clause 29. The General Assembly shall be presided over by the President of the Board of Directors or, in their absence or impediment, by the Vice-President of the Board of Directors. If both are absent or impeded, the presidency of the General Assembly shall be exercised by any member of the Board of Directors.

Sole Paragraph: If all members of the Board of Directors are absent or impeded, the General Assembly may be presided over by any other Association Member chosen among those present.

Deliberation of General Assemblies

Clause 30. Each Association Member shall have one (1) vote at the General Assembly, weighted according to the number of quotas they hold.

§1. Association Members shall not have the right to vote if they:

- (a) are parties to a disciplinary process under Clause 15;
- (b) are parties to any legal proceedings against the Association or the School;
- (c) have their rights suspended under Clause 17; or
- (d) have any outstanding debts to the Association.

§2. If the Association Member is entitled to exercise their rights, they may appoint another Association Member as proxy to participate and vote at the General Assembly.

§3. In case of representation by proxy, the duly signed document must be sent to the email indicated in the Call, addressed to the President of the Board of Directors, at least forty-eight (48) hours before the General Assembly.

§4. An Association Member may not hold more than three (3) proxies granted by other Association Members.

§5. To be eligible to vote, Association Members with outstanding debts must settle all amounts owed to the Association at least five (5) days prior to the General Assembly.

Clause 31. Association Members are prohibited from voting on matters in which there is a conflict of interest or disqualification.

Sole Paragraph: If a vote is found to involve a conflict of interest or disqualification, it shall be disregarded by the General Assembly's presiding body.

Clause 32. Unless otherwise provided, decisions of the General Assembly shall be taken by a simple majority of quotas present.

§1. Voting and deliberations may occur in person or virtually.

§2. In physical voting, votes shall be counted and verified by three (3) Association Members. In virtual voting, a vote report shall be issued.

§3. In the event of a tie, the President of the General Assembly shall have the right to cast a deciding vote.

Clause 33. Approval of the following matters requires the vote of the half plus one of the Association Members total number of quotas:

- I. Amendment of the nature and objectives of the Association, as well as the provisions in Clauses 3, 4, 64, and 67;
- II. Sale of real estate or creation of real encumbrances thereon;
- III. Creation, closure, or transfer of maintained establishments;
- IV. Dissolution of the Association;
- V. Change of accounting year;
- VI. Modification of the majority of foreigners on the Board of Directors;
- VII. Waiver of the requirement for an external audit;
- VIII. Qualifications and experience required for the Head of School.

Clause 34. Online General Assemblies with deliberations requiring a qualified quorum may be conducted or converted into a continuous session lasting up to five (5) consecutive days whenever less than seventy percent (70%) of the Association's quotas are represented.

Sole Paragraph: Conversion of the General Assembly into a continuous session may be approved by a majority of Association Members present.

Clause 35. The proceedings of the General Assembly shall be recorded in Minutes, which shall be read, approved by those present, and signed by the President and Secretary of the General Assembly.

Board of Directors

Composition of the Board of Directors

Clause 36. The Board of Directors is the body responsible for managing the Association and shall be composed of seven (7) members, as follows:

- I. four (4) foreigners; and
- II. three (3) Brazilians.

§1. A foreigner is defined as someone who does not hold Brazilian nationality, pursuant to Article 12 of the Federal Constitution.

§2. If an Association Member holds two or more nationalities and one of them is Brazilian, they shall be considered Brazilian for all purposes related to the Association.

§3. All members of the Board of Directors must be proficient in English, both written and spoken.

§4. The Board of Directors may include one (1) non-Association Member, subject to the limits and proportions set forth in this Clause.

§5. Athletes may participate as members of the Board of Directors, in which case they shall report and advise on discussions regarding sports-related matters within the Association.

Clause 37. Members of the Board of Directors shall serve three (3) year terms, starting from the date of the first Board meeting following their election.

Sole Paragraph: In any case, the term of Board members shall extend until the induction of new elected members.

Clause 38. The Board of Directors may have up to two (2) honorary members, in addition to those provided for in Clause 36.

§1. Honorary members are non-Association Members with an interest in participating in the School and in achieving the purposes of the Association.

§2. Honorary members shall be appointed by the Board of Directors and shall serve a two (2) year term.

§3. Honorary members, who do not count toward quorum, may participate and speak in Board meetings and General Assemblies, but are not entitled to vote or be elected.

Clause 39. No member of the Board of Directors, including honorary members, shall receive remuneration for performing their duties.

Election of the Board of Directors

Clause 40. Association Members in full exercise of their rights may run for the Board of Directors.

§1. The following may not run for the Board of Directors:

- (a) those not in full exercise of their rights as Association Members;
- (b) those in debt with the Association;
- (c) those who have a relative up to the third degree, by blood or marriage, on the Board of Directors;
- (d) employees or service providers of the Association or the School;
- (e) spouses, partners, children, siblings, or parents of employees or service providers of the School or Association;
- (f) anyone otherwise disqualified under these Bylaws.

§2. Re-election to the Board of Directors is permitted.

Clause 41. Any Member wishing to run for the Board of Directors must submit their candidacy in writing to the Governance Committee at least thirty (30) days before the General Assembly at which the election will take place, under penalty of having their candidacy denied.

Sole Paragraph: Upon receiving and reviewing the candidacies, the Governance Committee shall forward them, along with its opinion, to the Board of Directors.

Clause 42. Only those whose candidacies have been forwarded to the Governance Committee and approved by the Board of Directors may participate in the elections.

Clause 43. Elections to the Board of Directors shall be staggered as follows:

- I. In one election, up to three (3) Board members shall be elected;
- II. In the next election, up to four (4) Board members shall be elected.

Clause 44. At the General Assemblies, the election process shall proceed in the following order:

- I. Candidates shall have up to five (5) minutes for an oral presentation, preferably introducing themselves, their qualifications, and proposals. Foreign candidates shall present first, followed by Brazilian candidates in alphabetical order;
- II. Association Members, chosen at the discretion of the Board of Directors, may ask up to three (3) questions to each candidate, who shall have up to three (3) minutes to respond to each;
- III. A single vote shall be conducted for each type of Board position:
 - (a) first for positions designated for foreigners;
 - (b) then for positions designated for Brazilians;
- IV. At the end of each voting session, votes shall be counted and verified by three (3) Association Members if in-person. For online voting, a report shall be issued;

- V. Except for the first voting session, the next voting shall begin only after the results of the previous election are announced;
- VI. Candidates receiving the highest number of votes shall be elected;
- VII. After the announcement of the election results, the election process shall be concluded.

§1. The election process shall be transparent, fair, and subject to verification later by the Association Members.

§2. Voting may be conducted either in person, through the use of physical ballots, or electronically, provided that the method employed ensures the possibility of verification and subsequent audit.

§3. If the number of candidates equals the number of available Board positions, and no contest exists, the result shall be by acclamation, and the formal election procedure is waived.

Powers and Duties of the Board of Directors

Clause 45. The Board of Directors shall:

- I. Manage the Association, ensuring its purposes are fulfilled and its financial health maintained, in accordance with these Bylaws;
- II. Ensure compliance with legal, statutory, and regulatory norms, as well as the decisions of the Association's General Assembly;
- III. Ensure proper control and management of matters and interests related to the Association;
- IV. Decide on the hiring and/or dismissal of the Head of School;
- V. Create or dissolve Committees to achieve the Association's purposes, according to institutional interests;
- VI. Appoint or remove Committee members;
- VII. Process and adjudicate disciplinary proceedings, in cases of expulsion of Association Members;
- VIII. Discuss and determine the value of school tuition fees for the educational services provided by the School, as well as the creation and establishment of any fees and/or contributions to be paid by Association Members to the Association;
- IX. Decide on contracts for the disposal, acquisition, or encumbrance of Association property, or service contracts exceeding R\$500,000.00 (five hundred thousand reais) individually;
- X. Approve regulations, institutional documents, budgets, and other measures necessary for the governance of the Association.

Executive Members

Clause 46. Executive Members of the Board of Directors are:

- I. President;
- II. Vice-President;
- III. Secretary;
- IV. Treasurer.

§1. Executive Members shall be appointed by and from among the Board members at the first meeting following the ordinary election of the Association or as needed.

§2. Non-Association or honorary members may not be appointed as Executive Members.

Article 47. The President of the Board of Directors shall preferably be a foreign Association Member and shall:

- I. Represent the Association before third parties, in and out of court;
- II. Appoint attorneys or agents through specific powers of attorney;
- III. Sign documents related to the acquisition or disposal of Association property and assume legal obligations, consistent with these Bylaws and Board and General Assembly decisions;
- IV. Lead the Board and other bodies in planning to fulfill the Association's purpose;
- V. Execute hiring and dismissal decisions recommended by the Head of School;
- VI. Cast tie-breaking votes in meetings, deliberations, or General Assemblies;
- VII. Convene and preside over General Assemblies and Board meetings, including setting the agenda;
- VIII. Ensure compliance with these Bylaws, and decisions of the General Assembly, Board of Directors, and Association bodies.

Clause 48. The Vice-President shall:

- I. Support the President in fulfilling their duties;
- II. Substitute the President in all responsibilities in case of absence or impediment;
- III. Perform other tasks assigned by the President or the Board of Directors.

Clause 49. The Secretary shall:

- I. Safeguard the original Bylaws, General Assembly Minutes, Board of Directors meeting minutes, and other important documents for the Association;
- II. Ensure frequency and compliance of minutes from the General Assemblies and Board of Directors Meetings with these Bylaws;

- III. Ensure proper communication to Association Members respecting deadlines established in these Bylaws;
- IV. Serve as Secretary at General Assemblies and Board of Directors meetings if not impeded;
- V. Perform other duties assigned by the Board of Directors or President.

Clause 50. The Treasurer shall:

- I. Supervise the use of Association and School resources and assets;
- II. Chair the Finance Committee;
- III. Represent the Association and Board of Directors before independent auditors;
and
- IV. Perform other duties assigned by the Board of Directors or President.

Board of Directors Meetings

Article 51. The Board of Directors shall meet at least six (6) times per year.

§1. Meetings and deliberations may occur at the Association headquarters, virtually, or in a hybrid format.

§2. Unless decided otherwise by the President, the Head of School may attend Board of Directors meetings.

§3. Board of Director meetings may be open to all Association Members or closed, at the President's discretion.

Clause 52. No separate notice is required for Board of Directors meetings included in the Association calendar.

Clause 53. Board of Director meetings shall be convened with at least four (4) members present.

§1. No matter shall be decided without the vote of at least four (4) members of the Board of Directors.

§2. If quorum is not met within 30 minutes of the scheduled start time, the meeting shall be postponed.

Article 54. Board of Directors decisions shall be made by a simple majority of votes of members present.

§1. Members of the Board of Directors may not vote on matters in which a conflict of interest with the Association or its bodies exists.

§2. If a conflict of interest is identified, the vote shall be disregarded by the Board of Directors.

§3. The Board of Directors is a collegial body, and its members are prohibited from expressing themselves in opposition to the decisions and understanding of the majority.

Clause 55. The proceedings of the meetings of the Board of Directors shall be recorded in Minutes, which shall be read, approved by those present, and signed by the President and Secretary of the Board of Directors or by those responsible for conducting the meeting.

Vacancy and Removal of Members of the Board of Directors

Clause 56. The position of a member of the Board of Directors shall be deemed vacant if he/she:

- I. dies;
- II. fails to attend three (3) consecutive meetings without due cause;
- III. ceases to be an Association Member, due to the withdrawal of the respective student;
- IV. is no longer entitled to exercise his/her rights within the Association;
- V. is in debt for more than two (2) consecutive months or for at least three (3) months within the same school year;
- VI. resigns, expressly and in writing, from his/her term; or
- VII. is removed from his/her term or dismissed, during the General Assembly.

Sole Paragraph. In the event of a vacancy, the Board of Directors shall appoint a substitute to complete the respective term, in compliance with the limits and criteria set forth in Clause 36.

Clause 57. Members may request the destitution of a member of the Board of Directors by means of a written request signed by at least 30% (thirty percent) of the total number of quotas.

§1. The written request from the Association Members shall be addressed to the President of the Board of Directors and filed at the Association's headquarters, containing the reasons for the destitution request and the signatures of those responsible for the petition.

§2. If the request concerns the destitution of the President of the Board of Directors, the request shall be delivered to and processed by the Vice-President or another member of the Board of Directors.

§3. The member whose removal has been requested shall be notified to submit a written defense within ten (10) calendar days, accompanied by all evidence deemed necessary.

§4. Once the defense has been submitted, the Board of Directors shall convene the General Assembly within fifteen (15) days to deliberate on the destitution request.

§5. If no such meeting is convened, any of the Association Members who signed the petition may directly convene the General Assembly within ninety (90) days, counted from the end of the period set forth in §4.

Committees

Clause 58. The Committees are collegial bodies, intended to specialize and optimize management in specific areas.

§1. The Committees have a predominantly advisory role, presenting possible ideas, projects, and solutions to the Board of Directors, which is responsible for making decisions or establishing procedures and strategies.

§2. The Committees shall be composed of three (3) Association Members, at least one (1) of whom must be a member of the Board of Directors.

§3. The members of the Committees shall be appointed and/or dismissed by the members of the Board of Directors, by written communication.

§4. Committee decisions shall be taken by a simple majority of its members.

§5. The Head of School and the President of the Board of Directors may participate in Committee meetings.

Clause 59. The permanent Committees of the Association are:

- I. the Governance Committee;
- II. the Finance Committee; and
- III. the Strategic Planning Committee.

Sole Paragraph. In addition to those provided for in this Article, the Board of Directors may establish specific temporary Committees, whenever deemed necessary, for the fulfillment of the Association's objectives.

Governance Committee

Clause 60. The Governance Committee shall be responsible for:

- I. Reviewing and proposing improvements to institutional documents, such as the Bylaws, Internal Regulations, and the School's Community Statement;
- II. Supporting the Board of Directors in evaluating its performance and proposing criteria for composition, succession, and training of its members;
- III. Monitoring and proposing improvements in electoral processes, promoting school community engagement and legitimacy in decision-making;
- IV. Identifying and mitigating governance risks, such as conflicts of interest, lack of transparency, or statutory deviations;

V. Promoting the associative culture among parents and guardians, reinforcing the role of the community within the School;

VI. Receiving and reviewing candidacy applications submitted by those who wish to run for the Board of Directors, verifying compliance with the requirements set forth in these Bylaws, and forwarding them to the Board of Directors for deliberation;

VII. Overseeing the electoral process at General Assemblies; and

VIII. Processing and adjudicating disciplinary proceedings.

Sole Paragraph. The decisions made by the Governance Committee are binding and must be complied with by all Association Members.

Finance Committee

Clause 61. The Finance Committee, chaired by the Treasurer, shall be responsible for:

I. Reviewing and monitoring the annual budget, tracking its implementation, and proposing adjustments when necessary;

II. Periodically analyzing financial reports, ensuring clarity, consistency, and adherence to good accounting practices;

III. Overseeing the use of the resources and assets of the Association and the School;

IV. Recommending financial policies and procedures to be observed within the Association;

V. Reviewing financial proposals and budgets before submitting them to the Board of Directors;

VI. Monitoring and supporting the work of external auditors, promoting the implementation of recommendations and the financial integrity of the Association; and

VII. Assisting in the analysis of financial impacts of strategic decisions, such as expansion, hiring of services, or adjustments in tuition fees.

Strategic Planning Committee

Clause 62. The Strategic Planning Committee shall be responsible for:

I. Assisting the Board of Directors in conducting the Association's strategic projects and programs;

II. Proposing objectives, plans, and strategic projects, submitting them for consideration by the Board of Directors, for the growth and improvement of the Association;

III. Monitoring the implementation of strategic goals, proposing revisions and updates when necessary;

IV. Analyzing the internal and external environment, identifying opportunities, challenges, and trends relevant to the future of the School;

- V. Ensuring alignment between the Association's decisions and the institution's strategic objectives; and
- VI. Promoting communication and community engagement with the School's strategic objectives.

SECTIONS IV – RESOURCES AND ASSETS

Clause 63. The assets of the Association consist of:

- I. all movable and immovable property, tangible and intangible, that have been or may be acquired or incorporated, including applications, investments, bank deposits, and other financial resources;
- II. fees, contributions, and all other payments made by the Association Members, including Association fees;
- III. resources obtained from providing services to Association Members or third parties, such as tuition fees and contributions;
- IV. revenues from partnerships, contracts, agreements, leases, or other sources of fundraising; and
- V. donations or legacies, assistance, and grants received from individuals or legal entities, public or private.

Clause 64. The assets of the Association shall be used exclusively to achieve its purpose and must be applied to the maintenance of the Association and the development of the institutional objectives and of the School.

§1º. The creation of reserves for future investments or contingency against risks to the Association is permitted.

§2º. Investments abroad are prohibited.

Clause 65. The opening and management of bank accounts, issuance and endorsement of checks, bank orders, promissory notes, and other negotiable instruments, as well as the

application and management of investments, must be approved in advance by the Board of Directors and executed by the Head of School.

Clause 66. The Association must hire an independent external auditor to supervise and issue reports on its accounts.

Clause 67. In the event of dissolution or termination of the Association, all its assets, after payment of debts and obligations, shall be allocated to another association with similar purposes and/or objectives as those set forth in these Bylaws.

Sole paragraph: The choice referred to in this article shall be deliberated by the General Assembly that approves the dissolution or termination of the Association.

SECTION V – HEAD OF SCHOOL

Clause 68. The Association shall hire the Head of School, selected by deliberation of the Board of Directors, who shall be responsible for:

- I. Conducting and managing the educational, institutional, and administrative processes of the School;
- II. Planning and executing strategic plans, ensuring the inclusion and participation of the entire academic community in the School;
- III. Organizing and coordinating spaces, materials, and resources to promote activities focused on education and the American (U.S.) experience;
- IV. Leading and inspiring staff and service providers, especially teachers and educators, to foster a collaborative environment conducive to School activities;
- V. Maintaining ongoing and healthy communication with families and the school community;
- VI. Safeguarding the assets invested in the School's operation;
- VII. Coordinating the creation, review, and application of curricula and other academic frameworks; and

VIII. Performing other duties necessary to achieve the School's objectives, provided they are exclusively for the benefit of students.

Sole paragraph: The Head of School may be removed from his position following prior deliberation by the Board of Directors.

Clause 69. The Head of School must be proficient in English and possess recognized qualifications and experience for the position.

CHAPTER VI – FINAL PROVISIONS

Clause 70. All notices or communications shall be issued by the Association through the addresses, including electronic addresses, provided in the Association Members' records.

§1º. It is the sole responsibility of the Association Member to keep their information updated in the records.

§2º. Notices or communications sent to the addresses listed in the Association Members' records shall be deemed received by the intended recipient.

Article 71. Unless otherwise specified, all deadlines provided in these Bylaws shall be counted in calendar days.

Article 72. Within the limits of the insurance policy in force, the Association shall indemnify Board Members, Committee members, and its employees for all costs, damages, and expenses incurred as a result of performing their duties within the Association.

Article 73. Terms that began before the entry into force of these Bylaws shall be extended until the period established in Clause 37 is reached.

Article 74. Any cases omitted in these Bylaws shall be provisionally resolved by the Board of Directors and definitively decided by the General Assembly.

Article 75. The jurisdiction of the District of Belo Horizonte – MG is elected to resolve any disputes or litigation related to the Association.



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THE AMERICAN
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Article 76. These Bylaws replace the previous one, registered at the Civil Registry of Legal Entities of Belo Horizonte – MG.

Article 77. These Bylaws shall enter into force immediately upon filing with the Civil Registry of Legal Entities of Belo Horizonte – MG, revoking all previous provisions to the contrary.

These Bylaws were approved by the General Assembly held on September 22, 2025.

Belo Horizonte, September 22, 2025.

President of the Board of Directors

Ana Beatriz Rocha Oliveira Rocholi Alvarenga