

Bylaws Article 12

The Auditing Committee

1. The Auditing Committee consists of 3 (three) members (auditors), who are elected by the General Assembly in the spring.
2. Members of the Auditing Committee may not be employed by the American International School on an on-going basis, or the spouse of such an employee. The auditors may not be simultaneously members of the Executive Board.
3. The term of the office of the auditors is 2 (two) years. It begins after the election of the auditors by the General Assembly and ends after discharge by the General Assembly and election of the new member(s). The election of the Auditing Committee members occurs under the same provisions as the election of Executive Board members.
4. Members of the Auditing Committee may resign in writing at any time. The resignation is to be addressed to the Executive Board. In the event of the resignation or protracted incapacity of an Auditing Committee member, the Executive Board shall appoint a provisional member until the regular spring election.
5. The auditors elect from among themselves a Chairperson and a Deputy Chairperson.
6. The Auditing Committee has an ordinary meeting at least once during each quarter of the year. An extraordinary meeting is held when such is considered necessary by the Chairperson of the Auditing Committee or is the subject of a written request with the indication of reasons, addressed to the Chairperson of the Auditing Committee by 1 (one) of the auditors. In the latter case, the extraordinary meeting is to take place within 14 (fourteen) days of receipt of the request.
7. The Auditing Committee may make valid decisions if a majority of members are present. The decisions of the Auditing Committee are valid by simple majority of the votes cast.
8. Minutes shall be kept of Auditing Committee meetings. The minutes shall be signed by the Chairperson of the Auditing Committee and the Recorder. Minutes shall be available to members of the Association/Verein upon request and approval of all members of the Auditing Committee.
9. The Auditing Committee reviews the conduct of the financial affairs of the Association/Verein on a continuing basis and examines the annual financial statement. The Auditing Committee is entitled at any time to examine the correspondence, the financial records and other documents of the Association/Verein and demand explanations. It must report its findings to the Executive Board and the General Assembly.

Policy Manual (June5, 2013) Page14

Policy 1.6 Auditing Committee

Members of the Auditing Committee are elected by the General Assembly.

The Auditing Committee verifies that (i) by assisting the external auditor, the financial statements of the School are true and correct, (ii) School funds are used in accordance with the bylaws, policies and procedures and (iii) adequate control mechanism are implemented for the expenditure of school funds and for the prevention, avoidance and reporting of fraud.

The Auditing Committee shall report their findings and recommendations to the Board and the General Assembly. The Members of the Auditing Committee shall be independent and unbiased when performing their duties. They shall keep non-public information confidential and sign a confidentiality commitment.

1. Tasks of the Auditing Committee:

The main tasks of the Auditing Committee should include the oversight of the following:

- A. Examination of the school's risk management system
- B. Review of the audit report and the administration's response to the Auditor's management letter
- C. Review of control mechanisms and procedures related to procurement and financial management implemented by the Administration
- D. Review summer maintenance projects and other capital projects
- E. Ensure and review that the school has an effective system to prevent, avoid and report fraud

For clarity, excluded from the mandate of the Auditing Committee are the following:

1. The Auditing Committee does not review the legal affairs or other non-financial affairs of the Association/Verein
2. The Auditing Committee is not responsible for determining the use of school funds or making decisions relating to the budget. Responsibility for this rests with the Executive Board and Administration.
3. The Auditing Committee is not responsible for the financial oversight of the current operations of the School during the fiscal year. This responsibility rests with the Board Treasurer and the Finance Committee.

2. Audit Plan and examination of records

The Auditing Committee develops an Audit Plan for each of the Winter General Assembly and the Spring General Assembly.

Procedures Manual

1.6P Auditing Committee

The Auditing Committee submits the Audit Plan to the Executive Board Chair, Executive Board Treasurer, Director and Business Manager at the beginning of each period being examined. It meets with the Director and Business Manager on a quarterly basis.

Reports are provided to the Executive Board and General Assembly. The Board shall be informed in advance and be given an opportunity to comment before the Auditing Committee submits a report to the General Assembly. The minutes of the Auditing Committee meetings have to be forwarded to the Director for filing at the School.

The administration shall be given a reasonable time to produce relevant records and answer related questions from the Auditing Committee. Request for documentation and information outside the Audit Plan will be avoided.