

CONSTITUTION OF THE INTERNATIONALE SCHULE E.V.

(Registered Association)
(Translation)

§ 1

Name and Location

1. The Verein (Association) is called Internationale Schule e.V.
2. The Verein is located in Hamburg and derives its legal status from its registration in the Register of Associations of the District Court of Hamburg.

§ 2

Purpose

1. The purpose of the Verein shall be the maintenance of an International School with English as the main language of instruction, a school at which both male and female pupils will be taught with the goal of continuing their education in their respective mother country and/or in a foreign country.
2. The Verein exclusively and directly serves a charitable purpose in line with the paragraph on “tax-privileged purposes” of the tax code. The Verein acts selflessly; it does not first and foremost serve a profit making purpose. The funds of the Verein shall be used exclusively for the constitutional purposes of the Verein. Members of the Verein shall not receive any form of remuneration from the funds of the Verein. Notwithstanding these considerations, such members who, by reason of an employment contract concluded with the Board, belong to the teaching or administrative staff of the school maintained by the Verein, are entitled to such payment as is specified by the terms of their employment contract.
3. 25% of the students shall be admitted without regard to their parents’ financial circumstances, in accordance with article 7, paragraph 4, sentence 3 GG and the school laws of Hamburg.
4. The Verein may favour no one through expenditures which are not in accordance with the purpose of the Verein, or through inappropriately high compensation.

§ 3

Membership

1. Only persons of or above the age of eighteen years who accept the purpose and goals of the Verein and who pay the fixed annual dues may become members of the Verein.

2. The Verein has:
 - a) non-parent members, who can vote in all matters raised at general meetings except for the election of the representatives of parent and faculty members to the Board and the dismissal of such representatives;
 - b) parent members, who can vote in all matters raised at general meetings except for the election of the representatives of non-parent and faculty members to the Board and the dismissal of such representatives;
 - c) faculty members, who can vote in all matters raised at general meetings except for the election of the representatives of non-parent and parent members to the Board and the dismissal of such representatives.
3. Non-parent members are those who do not have children at the school maintained by the Verein and who are not members of the school faculty.
4. Parent members are those whose children attend the school maintained by the Verein. Membership shall only be open to one parent in the family; this applies even if several children in a family attend the school maintained by the Verein. Legal guardians who are not parents have the same membership rights as parents. Distant relatives are not included in the group of parent members.
5. Faculty members are persons who, on the basis of an employment contract concluded with the Board, belong to the faculty of the school maintained by the Verein, including faculty members whose children attend the school. The headmaster of the school maintained by the Verein is a faculty member by virtue of his office.

§ 4

Acquisition and Termination of Membership

1. Membership may be obtained by completing an application form available from the Verein, on which it must be stated for which of the three membership groups as defined in the constitution membership is sought. Although membership is immediately effective, the Board reserves the right to cancel membership by giving written notice by registered post within four weeks of the application being made, to take effect from the date of application. An appeal against this decision of the Board can be made within a month of the receipt date; a final decision will then be taken by the General Meeting. The Verein member is entitled to vote four weeks after the application has been received, provided the membership fee has been paid.
2. The membership of the headmaster of the school maintained by the Verein shall commence on the day on which his contract begins.
3. Membership shall be terminated
 - a) by death,

- b) by resignation, which may only be announced in writing and on the condition that a three month notice of resignation be observed to the end of a business year,
 - c) through exclusion on the basis of a decision by the Board if a member should violate the Constitution or remains in arrears with the payment of his dues in spite of reminders. Such a decision may be appealed against within one month of its announcement and the General Meeting will have the final decision.
4. Notwithstanding the reasons for terminating membership outlined in Paragraph 3, membership ends automatically:
- a) for non-parent and parent members, as soon as the conditions decisive to their qualifying for membership according to Section 3 Paragraph 3 or Section 3 Paragraph 4, cease to apply
 - b) for faculty members when their employment contract expires.
5. Persons who lose their membership by reason of any at the provisions in Paragraph 4 shall be required to file a new application if they wish to continue membership within one of the other membership groups.

§ 5

School Attendance

The Board shall issue school regulations concerning attendance at the school maintained by the Verein which shall be compulsory for the school pupils and their parents or guardians as well as the headmaster and other faculty members. The Board shall have the authority to change the school regulations at any time, for and against all parties concerned.

§ 6

Organs of the Verein

The organs of the Verein are:

- a) the General Meeting
- b) the Board (also known by its German name as the *Vorstand*)

§ 7

The Board

1. The Board consists of eleven persons, all of whom must be members of the Verein. It is composed of four non-parent members, four parent members, two faculty members and the Chairman.
2. Members of the Board will be elected at the General Meeting of members by means of a secret ballot, except for the first representative of the faculty members on the Board whose place is automatically held by the headmaster of the school maintained by the

Verein. Every year one half of the parent members and non-parent members will be elected for a period of two years, and the second representative of the faculty members will be elected every two years for a period of two years. In addition, parent and non-parent members shall elect two substitutes. The elected members of the Board remain in office until the time of the next election,

3. The four representatives of the non-parent members on the Board are elected exclusively by the non-parent members. The election is by single ballot. With the exception of representatives of non-parent members of German nationality, no more than two representatives may be of the same nationality. The two candidates are elected who receive the most votes in the annual election according to Paragraph 2. The two candidates receiving the next largest numbers of votes, whose nationality meets the above restrictions, are elected as substitutes. In the event of a tie, a final ballot will be taken if necessary.
4. The four representatives of the parent members on the Board are elected exclusively by the parent members. No more than two representatives of the parent members may have the same nationality, including the German nationality. Beyond this, the rest of Paragraph 3 applies here accordingly.
5. The second representative of the faculty members on the Board is elected exclusively by the faculty members. The candidate who receives the most votes shall be elected. In the event of a tie, a final ballot shall be taken.
6. Members of the Board may resign their office at any time.
7. A member of the Board may only be dismissed in the event of a serious breach of responsibility or the inability to carry out constitutionally prescribed executive responsibilities. Such a decision shall require a simple majority vote within a meeting of the members of the respective membership group responsible for the election of the particular member.
8. Members of the Board lose their office automatically when they cease to be members of the Verein.
9. If a member of the Board retires before the end of his term of office and if no substitute is available, a supplementary ballot will be necessary to fill the place of the retired member for the remaining portion of his term of office.
10. The Chairman of the Board will be elected by the representatives of the non-parent and parent members on the Board from their number, on the basis of a nomination by the representatives of the non-parent members of the Board. Should no majority be reached in two ballots based on a nomination, at least one further ballot must take place for which each member of the Board may make a nomination and in which the second faculty representative on the Board is permitted to vote.

As a result of the Chairman's election his term of office is extended to 3 years. Should the person elected as Chairman be an non-parent member, then the substitute elected by the non-parent members will be co-opted to the Board. Should the person elected be a parent member, then the first of the two substitutes elected by the parent members will be co-opted to the Board.

The representatives of the non-parent members and the parent members on the Board shall then elect the Vice-Chairman, either from among the representatives of the non-parent members or the parent members on the Board; no substitute will be co-opted in the place of the Vice-Chairman.

Should no majority be found in the course of two ballots, at least one further ballot must take place, in which the second faculty representative on the Board may cast a vote.

Should the Chairman retire from the Board during his period of office, a new Chairman will be elected according to the above rules, and, should the vote be in favour of the former Vice-Chairman, then a new Vice-Chairman shall also be elected. Should the Vice-Chairman retire during his period of office, only a new Vice-Chairman will be elected according to the above rules, following the co-opting of a substitute or the election of a new member of the Board. The successors elected in place of the Chairman and Vice-Chairman and other members of the Board shall assume the duties assigned to their predecessors.

11. The Board shall pass its resolutions at Board meetings. Board meetings shall be convened and presided over by the Chairman, or when prevented from doing so, by the Vice-Chairman. Board meetings shall be convened if the Chairman or Vice-Chairman or at least four other members of the Board request a meeting. The Board meeting shall be convened in writing, verbally, by telephone or by telegram, submitting an agenda and adhering to a convening period of seven days, which may only be shortened in urgent cases, the reasons there for having been stated.
12. A quorum shall exist when all members of the Board have been invited in accordance with the Constitution and when a total of at least four Board members from no less than two membership groups are present.
13. In exceptional circumstances a vote may be taken in absentia in writing if no member of the Board raises any objection to this procedure. When Board decisions are made by written ballot outside of Board meetings, it shall be the responsibility of the Chairman or, if he is prevented from doing so, the Vice-Chairman to inform the other Board members immediately of the outcome of the vote.
14. Board decisions shall be made based on a simple majority of the votes cast. A Board member's vote is not transferable. When a tie occurs, the Chairman of the Board or, if he is unable to attend, the Vice-Chairman shall have the casting vote.
15. The Chairman and the Vice-Chairman shall be the *Vorstand* of the Verein within the meaning of § 26 of the German Civil Code (BGB). Only the Chairman and the Vice-Chairman are empowered to represent the Verein in and out of court. Both have sole power of representation. In representing the Verein they shall pay heed to the decisions of the General Meeting and the Board (the *Vorstand* within the meaning of the Constitution).
16. The Board office shall be honorary.

§ 8

Responsibilities of the Board

1. The Board shall be responsible for conducting the affairs of the Verein, in particular that business resulting directly from the activities of the school maintained by the Verein. The Board shall determine the amount of the school fees, the contribution to the cost of teaching aids and the admission fee, which shall be binding upon the parents or the persons responsible for the education of the pupils. Furthermore, the Board shall determine the amount of annual dues payable by Verein members. Beyond this, the Board shall be required to present to the General Meeting an annual report of activities and a financial statement for the past year as well as the estimated cost of the current financial year.
2. In carrying out its responsibilities the Board shall draw up rules of procedure regulating the duties of the individual Board members.

§ 9

The General Meeting

1. The affairs of the Verein, which are not the direct responsibility of the Board, shall be the responsibility of the General Meeting. All members of the Verein shall be entitled to take part in the General Meeting. The extent to which members from the three constitutionally prescribed membership groups are entitled to vote follows from Section 3, Paragraph 2 in association with Section 4, Paragraph 1. A member who is not entitled to vote, may take an active part in discussions. The spouse of a parent member is automatically empowered to represent his wife or her husband as the case may be. Otherwise it is not permissible for a member of the Verein to be represented by another person at a General Meeting.
2. Decisions by the General Meeting shall be made exclusively at an assembly of members; a written vote taken outside the Meeting is not permissible. General Meetings shall be convened and conducted by the Chairman of the Board or, in case of his being prevented from doing so, by the Vice-Chairman.
3. An ordinary General Meeting shall take place annually within the first five months of each financial year. The following shall be reserved to the ordinary General Meeting:
 - a) the acceptance of the Board's annual report of activities, the annual financial statement of the Board for the past year, and the estimated cost of the current financial year;
 - b) the election of Board members;
 - c) the discharging of the Board members who have served for the past financial year;
 - d) the appointment of an auditor for the current financial year.

4. Extraordinary General Meetings are to be convened when:
 - a) the Chairman of the Board or the Vice-Chairman or at least four other Board members consider the convening of a General Meeting to be in the interests of the Verein;
 - b) one third of all members of the Verein request, in writing, that a General Meeting be convened, stating their reasons.
5. A General Meeting shall be convened in writing together with the submission of an agenda, observing a fourteen day period prior thereto. In order for decisions of the General Meeting to be valid, the matter to be decided must appear on the agenda at the time the meeting is convened.
6. Except where resolutions regarding amendments to the Constitution or the dissolution of the Verein are concerned, General Meetings shall be deemed quorate when all members of the Verein have been invited to the meeting in accordance with the Constitution. If decisions have to be taken regarding amendments to the Constitution or the dissolution of the Verein, a General Meeting will only be quorate if all members of the Verein have been invited in accordance with the Constitution and if one half of all members is present. If decisions have to be taken regarding amendments to those sections of the Constitution dealing with the election and duties of the Board, a General Meeting will only be quorate if half of all non-parent members and half of all parent members are present.
7. If a resolution cannot be passed regarding amendments to the Constitution or the dissolution of the Verein because the requirements as to the number of members to be present according to Paragraph 6 are not met, the Board shall arrange for voting slips be issued to all members of the Verein so that they may vote in writing. When voting on a resolution in this way, only such original voting slips will be counted that are received within two weeks of their being mailed.
8. Unless otherwise provided by the Constitution, the General Meeting will pass resolutions on the basis of a simple majority of votes cast. Resolutions regarding amendments to the Constitution and the dissolution of the Verein require a majority vote of 75 % of the members present. Resolutions regarding amendments to the Constitution dealing with the election and duties of the Board require a majority vote of 75 % of the non-parent members present and 75 % of the parent members present in order to take effect. In the voting procedure described in Paragraph 7, the members of the Verein shall pass resolutions by means of a 75 % majority of the votes cast within the prescribed time limit. Excepted from this rule are resolutions concerning those sections of the Constitution dealing with the election and duties of the Board, for which a majority of 75 % of the votes cast by non-parent members and 75 % of the votes cast by the parent members within the prescribed time limit is required following the procedure described in Paragraph 7.
9. Minutes shall be prepared of all General Meetings, and these shall be signed by the Chairman of the Assembly and by a further member of the Board of the Verein.

§ 10

Financial Year

The financial year of the Verein shall begin on August 1st and shall run to July 31st of the following year.

§ 11

Dissolution

1. Should the General Meeting fail to appoint liquidators following a decision to dissolve the Verein, the Chairman and the Vice-Chairman of the Board shall be empowered to act as liquidators with joint powers of representation.
2. In case of the dissolution of the Verein or the cessation of tax-privileged purposes, the assets of the Verein shall go to a public corporation or to another tax-privileged corporation to be used for educational purposes.

Transitional Regulation to § 7

When the first election is held in accordance with the amended Constitution, those two candidates receiving the most votes in the groups of non-parent members and parent members will be elected for two years, while the two candidates with the next largest number of votes will be elected for one year.

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