

International School of Stuttgart e.V.

Articles of Association

I – THE ASSOCIATION

The Association bears the name of "International School of Stuttgart e.V." and is a non-profit organization. The Association's registered office is in Stuttgart. The Association is registered in the Register of Associations.

II – PURPOSE OF THE ASSOCIATION

1. The "International School of Stuttgart e.V." Association (with its registered office in Stuttgart) exclusively and directly pursues charitable purposes within the meaning of the section titled "tax-privileged purposes" of the German fiscal code (Abgabeordnung). The Association's purpose consists in the training and education of children with English as the language of instruction and in promoting the concept of international understanding. In order to achieve the Association's purpose of training and education, the Association runs a supplementary school in the form of a purpose-oriented operation according to the respective valid version of the laws governing privately sponsored schools (Private Schools Act).
2. The Association acts altruistically and pursues no profit making goals at all. The Association of the International School of Stuttgart is committed to not take into consideration the income and possessions of at least 25% of all students when considering admissions to the school.
3. The Association's funds may be used solely for the purposes in agreement with the Articles of Association. The Association's funds may not be used to remunerate Members, except if such Members are employed by the school.
4. No person may be favoured by expenditures unrelated to the purposes stipulated in the Articles of Association or by disproportionately high remuneration.
5. The international school run by the Association shall provide training and education to its pupils on an international basis. Besides learning about knowledge and culture, the students shall learn to adopt a liberal and tolerant attitude towards other people. The school does not pursue any political or religious aims. The school is not permitted to make any political propaganda whatsoever or make statements on any political or religious issues.
6. The Association makes an independent international school available to the international community in the State of Baden-Württemberg. Students are admitted regardless of their race, religion or nationality on the basis of criteria laid down by the school's School Director in accordance with the guidelines of the Association.

III – MEMBERSHIP OF THE ASSOCIATION

1. Ordinary Members - Guardians of the children attending the school become Ordinary Members of the Association by submitting a membership application when registering the child for school and by receiving a declaration of admission from the Association. Children will only be admitted to the school when the guardian has submitted the written membership application. Guardians with children at the school shall have two votes each on matters relating to the school's structure or amendments of the Articles of Association concerning the school. At all other times, they shall have one vote each.
2. Extraordinary Member - If a guardian with a child at the International School is employed by the school, he becomes an Extraordinary Member of the Association. Teachers employed by the school likewise automatically become Extraordinary Members of the Association. Due to their special membership status, the Extraordinary Members, apart from the School Director, are precluded from the following:
 - a) They cannot be candidates for the Board of Trustees or act as Board Members.
 - b) They cannot be members of the Nominating Committee for a Board election.In all other cases, they have the same rights as Ordinary Members.
3. External Members - Anybody can become a Member of the Association. A membership fee is fixed by the Board of Trustees. External Members have advisory functions and one vote in all matters.

In justified exceptional cases, the Board of Trustees may refuse to accept a membership application for the Association. Such an exceptional case exists if the preconditions are given for excluding a Member according to paragraph 4b.

The External Members are precluded from the following:

- a) They cannot be candidates for the Board of Trustees or act as Board Members.
- b) They cannot be Members of the Nominating Committee for a Board election.
- c) They cannot vote for Board Members.
4. Membership expires through death, withdrawal or exclusion
- a) The termination of membership can only become valid for the end of a school semester (for the end of January or June of the respective year). The resignation of membership must be in writing and received by the School Director's Office at least three months before the end of the respective semester.
- b) The Board of Trustees may pass a resolution to exclude a Member from the Association if such Member has sustainably violated the aims and principles of the Association or has sustainably disturbed the peace of the school and is not prepared to or able to refrain from the behaviour causing damage to the Association or, as the case may be, to remove the consequences of such behaviour upon request. The Member is to be heard prior to such exclusion. The Member shall be notified of such expulsion by registered mail.
- c) Guardians, whose children leave the school, lose their membership at the same time. As a consequence of the resignation of a guardian, its child or children shall have to leave the school.
5. Every Member of the Association has one vote during votes and elections (refer to the limiting clauses under Points 1, 2 and 3 of this section.)

IV – MEETING OF THE MEMBERS OF THE ASSOCIATION

1. At least one ordinary meeting of the Members is to be held every year. The Board of Trustees shall invite the Members. Invitations to the meeting shall be in English and German. They shall be sent out by mail at least two weeks prior to the date of the meeting. Every invitation must include the agenda.

The ordinary meeting of the Members has the following functions:

- a) to be informed about the Annual Report of the Board of Trustees and the School Director;
 - b) to approve the Financial Report for the last fiscal year of the Association according Para. IX, 4.;
 - c) to relieve the Board of Trustees, the School Director and other members of the Executive Board collectively and individually of any obligations for the last fiscal year of the Association
 - d) to review and approve all other matters submitted to it by the Board of Trustees or otherwise assigned to it by statute or by these Articles of Association.
2. Minutes recording the resolutions of the meeting of Members must be prepared and signed by the Chairman of the Board of Trustees or by the Deputy Chairman and another Member of the Board.
 3. Extraordinary meetings of the Members must be called by the Chairman of the Board of Trustees if a written request is produced, which has been signed by at least 10% of the total number of Members. Such an extraordinary meeting of the Members must be held within 30 days of receipt of the request. Beyond that, Paragraph 1 of Article IV also applies to the procedure for calling an extraordinary meeting of the Members.

V – AMENDING THE ARTICLES OF ASSOCIATION

1. The Articles of Association and the purpose of the Association can be amended at a meeting of the Members by a two-thirds majority of the Members present. The text of the proposed amendments is to be communicated in the invitation to the meeting of the Members and to be sent off at least two weeks prior to the meeting.

2. The Articles of Association may not be amended in any way that would annul or interfere with the Association's public-benefit character. Should it only be discovered afterwards that an amendment of the Articles of Association produces such effect, the Chairman of the Board of Trustees must immediately call an extraordinary meeting of the Members. A resolution to uphold, cancel or amend the relevant passage of the Articles of Association must be taken by a two-thirds majority of the Members present .

VI – NOMINATION FOR THE BOARD OF TRUSTEES

1. A member of the elected Board of Trustees in the first, second or third year of a four year term shall be appointed by the Chairman of the Board of Trustees, as Chairman of the Nominating Committee. The Nominating Committee shall be made up of at least three members.
2. Any Ordinary Member of the Association can apply for membership in the Nominating Committee by submitting a written application to the Chairman of the Board of Trustees.
3. No later than three weeks after the Committee is set up, the Chairman of the Nominating Committee must inform all Members of the Association as to its membership, the election day and election procedures.
4. The Chairman of the Nominating Committee shall nominate candidates for election for the vacant seats on the Board of Trustees from among the Ordinary Members. Said list of candidates should contain at least two candidates more than vacancies available on the Board of Trustees. The Members of the Association shall elect the required Members of the Board of Trustees.
5. Additional candidates for vacant seats on the Board of Trustees can be nominated by the Ordinary Members of the Association without the participation of the Nominating Committee if signatures of 10 % of the Ordinary Members are present in support of such additional candidates and are submitted to the Chairman of the Committee no later than 25 days before the last possible day of election (June 10).
6. The chairman of the Nominating Committee shall deliver the complete list of candidates to all the Members of the Association no later than 14 days before the final election day.
7. The Chairman of the Nominating Committee is responsible for ensuring that the elections to the Board of Trustees are carried out in accordance with the Articles of Association.
8. The election takes place as a written procedure before the 10th of June. Those candidates on the list who have the highest number of votes are considered elected. In case of a tie, the Chairman of the Nominating Committee must inform the respective candidates immediately. He shall then set the soonest possible date for a run-off election of the candidates concerned.
9. The Chairman of the Nominating Committee shall inform all Members of the Association within 7 days after the final election results are available.

VII – THE BOARD OF TRUSTEES

1. The Board of Trustees consists of nine members elected by the Association after nomination by the Board of Trustees' Nomination committee (hereinafter "**Elected Board Members**"). The period of office of the Elected Board members is four years.

By a four-fifths majority of all of the Board Members voting, the Board of Trustees may appoint up to two additional members of the Board of Trustees for a period of office of up to four years (hereinafter "**Appointed Board Members**").

The Elected Board Members and the Appointed Board Members (hereinafter together "Board Member/s") jointly constitute the Board of Trustees.

2. Members of the Board of Trustees may seek re-election and/or re-appointment.
3. Within 14 days after the final results of election for the Election of the Elected Board Members are known, the first ordinary meeting of the newly constituted Board of Trustees must take place. On the date of this meeting, the period of office of the resigning Elected Board Members expires and the term of the new Board of Trustees begins. During the first Board meeting, the new Board of Trustees must confirm or fill the posts of President, Vice President, Treasurer, and Secretary.
4. Should a Elected Board Member resign during the on-going term, no longer be able to discharge its duties or be relieved of its duties, the Board is entitled to select, by a four-fifths majority of all of the Board Members voting, a substitute from among the Ordinary Members for the remaining term of office.

5. The duties of each Board Member are laid down by the Board of Trustees.
6. If more than two Elected Board Members leave the Board then replacements must be sought before the next election.
7. The Board of Trustees is the ultimate supervisory body of the Association and the school. It has the duties and powers assigned to it in these Articles of Association, in particular the Board of Trustees has:
 - a) to appoint, evaluate and dismiss the School Director and the other members of the Executive Board;
 - b) to conclude, amend or terminate in the name of the Association the employment contracts with the School Director and the other members of the Executive Board including all conditions of employment and salary;
 - c) to advise and supervise the School Director and the Executive Board;
 - d) to develop, review and approve rules of procedure for the School Director and the Executive Board;
 - e) to develop, review and approve the policy manual as the main guidance for the School Director in running the school (hereinafter "policy manual");
 - f) to authorize the budget for the running and for the following business year
 - g) to supervise the bookkeeping and
 - h) to appoint the chartered accountant.

The Board of Trustees is allowed to define management measures and/or legal transactions which require its previous consent and to give instructions to the School Director and the other members of the Executive Board.

8. Unless regulated otherwise, resolutions shall be made with the majority of the votes cast.

VIII – SCHOOL DIRECTOR AND EXECUTIVE BOARD

1. The Executive Board is responsible for the management of the Association and the school. The Executive Board consists of up to three members. The School Director is automatically member and chairman of the Executive Board.
2. The Members of the Executive Board represent the Association in courts and towards third parties according to 26 BGB (Article 26, German Civil Law Code). Said shall apply to the signing of contractual agreements and any other official representation of the Association or the school. If the Executive Board has more than one member, two of its members shall represent the school jointly.
3. The School Director is the head of the school and responsible to the Board of Trustees. The School Director shall direct the management and development of the school according to the policy manual of the school. In cases where there is no written policy or the policy is deemed inadequate to cover the circumstances, the School Director shall act in the best interests of the school and then present policy amendments for consideration and approval of the Board of Trustees.
4. The School Director shall be solely responsible for the employment and dismissal of teachers and other employees in accordance with the policy manual.

IX – BOOKKEEPING AND AUDITING

1. The Executive Board shall have adequate and orderly accounting prepared for the following items:
 - a) The Association's assets and liabilities
 - b) Amounts received and spent by the Association and the matters with regard to which such receipts and expenditures were effected
 - c) All sales and purchases effected by the Association.

2. The accounting records are stored in the school's offices or at another place considered suitable by the Executive Board and shall be available to the Board Members and the members of the Executive Board for inspection at all reasonable times.
3. The business year comprises the period from 1st August to 31st July. The Executive Board shall present a report on receipts and expenditures during such period together with a balance sheet at the meeting of Members at least once a year.
4. At least once a year, the Association's books and accounting records shall be audited, and the accuracy of the report concerning the receipts, expenditures and of the balance sheet for the last fiscal year of the Association ("Financial Report") shall be approved by the chartered accountant appointed by the Board of Trustees. A report of the Executive Board is to be added to each balance sheet. The report of the chartered accountant is available to all Members of the Association. At the meeting of the Members, a majority vote of the Members present is required to approve the Financial Report for the last fiscal year of the Association. Said Financial Report shall be made accessible to the Members upon request during the two weeks prior to the vote.

X – ADVISORY COUNCIL

1. The Advisory Council consists of a representative of the Government of Baden-Württemberg, a representative of the State Capital of Stuttgart and of a maximum of 18 further Members. Said further Members shall be nominated by a Member of the Board of Trustees, by a Member of the Advisory Council or by a former Member of the Advisory Council and shall be elected by the Board of Trustees by a simple majority vote for the duration of one calendar year in each case (1st January - 31st December). Re-election is permitted.

The Members of the Advisory Council must feel bound to the aims of the Association by virtue of their occupation or for other reasons, and should therefore be suited to support the work of the ISS with advice and beneficial impulses.

2. The Advisory Council advises the Board of Trustees and the Executive Board on all important matters and contributes such that the school run by the Association can perform its tasks. The Advisory Council shall be kept informed by the Board of Trustees and the Executive Board about the conduct of affairs. The Members of the Advisory Council shall be invited to the meetings of the Members. They have an advisory vote at such meetings.
3. The Chairman of the Advisory Council shall be appointed by the Board of Trustees.
The Advisory Council shall hold a meeting at least once annually. The Chairman of the Advisory Council must invite all members of the Council 4 weeks in advance. The Members of the Board of Trustees and the Executive Board may participate at said meetings.
4. The Advisory Council may draw up its own rules of internal procedure.

XI – DISSOLUTION OF THE ASSOCIATION

1. The Board of Trustees can recommend the dissolution of the Association to a meeting of the Members. A two-thirds majority of the Members present is needed for such dissolution.
2. In the case of a dissolution or cancellation of the Association, or if its present aims lapse, the property of the Association shall go to a public corporation or to another tax-privileged body on the basis of a previous decision of the Board of Trustees. The use of such property must promote science, culture, training and education.

XII – DATE OF FORMATION

The Articles of Association were adopted at the meeting of the Members on 30th May 1985 and amended at the meeting of the Members on [•]. They came into force on the date of entry in the Register of Associations in Stuttgart.

Approved [•] April, 2009