

**ARTICLES OF ASSOCIATION**  
**FOR**  
**The Private foundation of**  
**The International School of Sønderborg (SIS)**

**I. SCHOOL NAME, ADDRESS, REGISTERED OFFICE AND STATUS**

§ 1.

The school's name is "The private foundation of The International School of Sønderborg. The school was founded in 2011.

**Paragraph. 2.** The school is registered at Sønderborg Municipality. The school operates from the address Agervang 14, 6400 Sønderborg

**Paragraph. 3.** The school is a private educational institution which is governed independently. The schools CVR No.: 333 50589

**II. SCHOOL AIMS**

§ 2

The School's purpose is to operate a private school according to current laws and other rules for independent private schools, etc.

**Paragraph. 2.** The school must provide an education which corresponds to what is normally expected of public schools. The school follows the Cambridge International Curriculum or a corresponding internationally recognized curriculum. The teaching language is English except in specific language subjects such as Danish, German and other languages.

**Paragraph. 3.** The school must, according to its purpose and throughout its work, prepare the students to live in a society like the Danish with freedom and democracy as well as develop and strengthen the students' democratic formation and their knowledge of and respect for fundamental freedoms and human rights, including gender equality.

**Paragraph. 4.** It is also the school's purpose:

- to enhance pupils' personal, social and academic development in close cooperation with the parents
- to develop students' respect for the past, understanding of the present and ambition for the future
- to prepare students for independence, tolerance, responsibility and active participation as citizens in a democratic society.

### III. SCHOOL BOARD AND EDITORIAL

#### § 3

The school board is responsible for the overall management of the school and is accountable to the Minister of Education for school finances and operations – including the administration of government grants – being consistent with the articles of association of the school and with the current laws and other rules for independent and private schools

**Paragraph. 2.** The School leader handles the daily educational and pedagogical leadership of the school. The school leader is also responsible for the daily operation of the school being responsible and in accordance with current rules and conditions.

**Paragraph. 3.** The board consists of five members, selected by and from parents of pupils at the school (Parents Association). Note that all members of board are elected according to the rules of announcement no. 619 af 9. Juni 2010 regarding election of a certification of supervisors at independent schools. The members of the board additionally will co-opt two additional board members from outside of the Parents' Association. The status of these additional board members will be reviewed annually.

**Paragraph. 4.** The board members elected within the parent group's term of office are 3 years. Every year 2 new members are elected, except every 3 years where 1 new member is elected. Each year, 2 deputies are elected for one year. Deputies are automatically admitted to the Board of Directors if one or more members of the Board of Directors resign from the Board. The deputy takes office during the retiree's remaining term of office. If there is no deputy, a new board member must be elected as soon as possible for the retiree's remaining term of office.

**Paragraph. 5.** The Parents Association can, at a general parents meeting, dismiss one or more members of the board before the end of term, if the agenda for the meeting includes an item for a vote on removing one or more members. This happens according to a simple majority of vote.

**Paragraph. 6.** A member of the board must not resign from the board if their children, during the election period prescribed by the school and against their will, are dismissed from the school. They may continue on the board even though they have no children at the school until their board member term expires.

**Paragraph. 7.** The board should, if possible, have a balanced mix of women and men cf. § 11 paragraph. 2 of the Act. of Equal rights between women and men.

**Paragraph. 8.** Employees of the school may not be a member of the board and can only participate in the election of the board when the employees are also members of the parent association. The Board can decide that school management like the school leader, vice principal and a representative of the employees may attend Board meetings without having the right to vote. When handling individual cases involving persons in the school management or individual employees, the Board may suspend the attendance of any or all of these people.

**Paragraph. 9.** The board is not, in carrying out their board duties, subject to the decisions of parents, and/or Parent Association, except in case where this is stated in the Articles of Association.

**Paragraph. 10.** The Board constitutes itself. Chairman and vice chairman are elected by the board members. Vice chairman steps into office in the absence of the chairman.

**Paragraph. 11.** Board members must be of legal age and at least a majority, including the chairman, must be registered in the CPR with residence in Denmark.

**Paragraph. 12.** Board members are not personally liable for the school debt but may be liable under Danish liability laws.

**Paragraph. 13.** Members may not receive fees from the school's resources for carrying out the duties of the board of members, however, travel and similar expenses can be reimbursed according to invoice.

**Paragraph. 14.** A Board member resigns from the Board immediately if the member no longer meets the qualification requirements of § 5, paragraph. 6 of the Law on Private and Independent Schools and the articles of association of private schools.

**Paragraph. 15.** In the case of a board member withdrawing during their term because, for example, by general disqualification, then the substitute will take his place according to § 3, paragraph. 4. Is this not possible a new board member must be appointed or elected for the remaining time.

**Paragraph. 16.** For the board, leader, or the elected supervisors and other employees at the school the rules and regulation regarding confidentiality also applies according to the provision of Chapter 2 Administration of disqualification and Chapter 8 on confidentiality, etc.

**Paragraph. 17.** The board has a quorum/power when at least half the members by personal appearance are present. The board makes decisions by simple majority except in the following paragraph 21 indicating decisions regarding real estate. No voting by power of attorney or by letter is allowed. In case of an equal number of votes during the voting, the chairman – and in his absence the vice chairman – has the casting vote.

**Paragraph. 18.** The board shall keep minutes of its decisions. Every member has the right to have his dissent be recorded. The protocol should be signed by the members who participated in the meeting. Noted disqualification must be recorded in the minutes.

**Paragraph. 19.** The board establishes a procedure for its operations, which as a minimum must include provisions for convening the board members.

**Paragraph. 20.** Board appoints and dismisses the school leader and other school staff. The authority to hire and fire other school staff may be delegated to the school leader. The school leader can however, without delegation, hire and fire temporary workers and other temporary assistants for short-term service.

**Paragraph. 21.** Board and management make a joint decision on buying, selling and mortgaging of real estate. Approval by the board requires that at least 2/3 of the members are voting for a decision. For Parents Association approval it requires a simple majority vote without regards to the number of members' present cf. § 7, paragraph 7.

**Paragraph. 22.** The board determines the size of school fees and the amount of parental fees for school club schemes and also decide on any other general questions about the school, according to § 3, paragraph. 2, § 3, paragraph. 5, § 3, paragraph. 21, § 10 paragraph. 1 and § 11, paragraph 2.

#### **IV. ACCOUNTING MV**

##### § 4

The schools accounting year follows the calendar year.

**Paragraph. 2.** The Board is responsible for presenting the annual accounts according to the applicable regulations.

**Paragraph. 3.** The board is responsible for the yearly financial statements, which have been audited in accordance with applicable regulations.

**Paragraph. 4.** The board is responsible for ensuring revised and original signed annual accounts and audit reports are sent to the Ministry of Education before the expiration of the Ministerial deadline. All board members must sign the accounts and declare solemnly that they qualify for membership.

**Paragraph. 5.** The board selects the school accountant.

**Paragraph. 6.** Parents of pupils and staff at the school will always be entitled to gain insight of budgeting, accounting and audit protocol approved by the Board. The Board may extend this right to others. The Board may issue rules for the right to inspect these documents. The information is subject to the provisions on secrecy of the administration and may not be divulged.

#### **V. PARENTS ASSOCIATION. CHOICE OF SUPERVISOR AND MV PARENTS ASSOCIATION MEETING**

##### § 5

The Parents Association is formed by parents of children at the school.

**Paragraph. 2.** The parental rights, according to the articles of association and the law of private and Independent schools, etc. are entitled to the person/persons who has/have custody of the pupil or has the child in their care. A person who has got the child in care cannot make decisions regarding the beginning or the duration of school attendance.

**Paragraph. 3.** The school maintains a list of those who are registered as members of the Parents Association. The list may change only after reasonable – if necessary, also documented – written request with proper notification to the person being recorded or removed from the list. The parents with custody of the child will always have the right to exercise their rights, whether admitted to the list or not.

##### § 6

The school follows the at any given time rules on supervision.

##### § 7

The ordinary Parents Association meeting is held each year at the school or somewhere else in the home municipality before the end of the month of May. The Parents Association meeting is called by the board by means of ordinary mail, e-mail or other secure method with at least a notice of 14 days. An agenda will also be provided. The summoning for the ordinary Parent Association meeting shall contain the following agenda:

1. The election of a chairman.

2. Report of the Board.
3. The Board shall present the audited and approved financial statements for information.
4. The Board shall present an adopted budget for information.
5. Election of board members, cf. § 3, paragraph 3 and 4.
6. Stipulate the maximum of substitute and the election of substitutes, cf. § 3, paragraph 4.
7. Received proposals.
8. AOB.

**Paragraph. 2.** Any proposals which need to be discussed in the planned parents' association meeting shall be in possession of the board for at least four weeks before the meeting takes place. Proposals must be announced to the members together with the invitation for Parents Association meeting.

**Paragraph. 3.** The invitation must state the rules on how to elect members of the board and – in the years where there must be an election of a supervisor for the school - the rules for selection of supervisors and supervisory rules apply. For both elections the parents have the right to propose candidates to the posts at the meeting.

**Paragraph. 4.** Each parent has one vote. The Board is responsible for ensuring that only the persons belonging to the Parents Association can vote.

**Paragraph. 5.** Power of attorney can only be issued to a person with whom you have joint custody of a child at the school.

**Paragraph. 6.** The Parent Association meeting is to take place regardless of the number of parents present. The Parent Association shall make decisions based on simple majority, except decisions to close the school, cf. § 11 paragraph. 2.

**Paragraph. 7.** The Parent Association can decide whether people outside the circle of parents can participate in Parent Association meetings and who these people should be.

**Paragraph. 8.** School staff and candidates for the board and supervisor positions, cannot act as chairman of the Parents Association meetings.

**Paragraph. 9.** Records must be kept of decisions made agreed on at the Parent Association meetings. Records shall be signed by the Chairman of the Parents Association.

**Paragraph. 10.** Elections must be confidential, if one or more members of the Parents Association request this.

**Paragraph. 11.** In electing of members, substitutes and supervisors, each parent can vote for the number of members which need to be elected to the board, the number of persons corresponding with the agreed maximum number of substitutes decided as well as highest number of supervisors.

**Paragraph. 12.** Candidates are elected according to number of personal votes. In the event of a tie, lots will be drawn.

**Paragraph. 13.** Re-election of board members, substitutes and supervisors is possible.

**Paragraph. 14.** Extra Parent Association meetings can be held when the Board decides so. Parent Association meetings shall also be arranged by the board when three board members or ten members of the

Parent Association demand this in writing. Invitations will follow the same rules as for ordinary Parent Association meetings.

**Paragraph. 15.** Parent Association powers of authority are listed in §3, paragraph. 3, §3 paragraph. 5, §3, paragraph. 21, §7, §10 paragraph. 1 and §11 paragraph. 2.

## **VI. OPERATION OF THE SCHOOL**

### § 8

Operation of the school is undertaken by government subsidies and of its own settlements including school fees for students and any parental contribution for any after – school activity/daycare according to the law of Private and Independent Schools, etc.

**Paragraph. 2.** The schools funds are to be used for school and teaching purposes only.

**Paragraph. 3.** Any profit made from running the school is assigned to the school.

**Paragraph. 4.** Contributions to the school do not give the right used for any portion of school property or to profits of any kind.

**Paragraph. 5.** The board must administer the school's resources for maximum benefit of the school and must take due financial consideration.

**Paragraph 6.** School cash must be deposited in accordance with the Law on Private and Independent Schools, etc. and may not be deposited to accounts, etc., which is not owned and accessed by the school.

## **VII. SIGNATURES**

### § 9

Either the chairman jointly and the school leader in unison, or one of these in association with the vice chairman.

**Paragraph. 2.** For the purchase and sale, or other dispositions of school real state, the signatures of 2/3 of the board members are required.

**Paragraph. 3.** Signing rights cannot be delegated without power of attorney cf. paragraph. 4.

**Paragraph. 4.** The board may decide that the principal can be authorized by the board to perform management functions specifically stated where necessary in order to conduct appropriate daily management.

## **VIII. REVISION OF SCHOOL STATUS**

### § 10

The Board and parent's association shall jointly decide on changes to the articles of association. Both parties vote. Within the board, a decision can be made when half of the board members are present in person cf. §3,

17. For the Parent Association decisions are made by simple majority, without regards to the number of members' present cf. §7 paragraph 6.

**Paragraph. 2.** The articles of association of the school and changes to the articles of association must be approved by the Ministry of Education with regards to the provisions on school administration and economic conditions.

**Paragraph 3.** Amendments to the Articles of Association apply when they

- 1) contains information on who is the chairman of the board and who is the deputy chair of the board
- 2) are signed by all board member
- 3) indicates the name and address of the board members in easy-to-read writing, e.g. typescript, and
- 4) is published on the school's website with an indication of when the publication took place and when the amendments to the articles of association were adopted by the board.

## **IX. ABANDONMENT OF SCHOOL**

### § 11

In cases where the board according to law must arrange for the liquidation of the school, the board has jurisdiction to decide on school closure. Decisions will be made according to the rules in § 3, paragraph. 17.

**Paragraph. 2.** Apart from the in paragraphs 1 stated cases, the acting Parent Association decides upon the school's closure. Adoption of proposed closure requires that a majority of at least 2 / 3 of the votes speak for the proposal without regard to the number of members present.

**Paragraph. 3.** If the school ceases to conduct school activity it must be terminated.

**Paragraph 4.** It is the responsibility of the board to inform parents about the decision on the decommissioning and on what basis. The orientation must be completed immediately after the decision on closure decommissioning is made.

**Paragraph. 5.** It is the responsibility of the board to inform the Ministry of Education and the municipalities, where pupils are established, about the school closure.

**Paragraph. 6.** It is the responsibility of the board to inform the Ministry of Education if the school goes into liquidation, bankruptcy, or other dangers, which will result that school activities will terminate

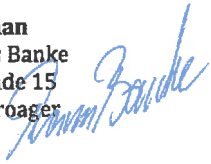
**Paragraph. 7.** The board has responsibility for maintaining the school's assets and that the financial statement of the occasion of the school's closure is in accordance with current rules. The school's net worth must be spent in accordance to the articles of association.

**Paragraph. 8.** Any excess funds should, with the approval by the Ministry of Education, be used for school purposes supported by the Law on Private and Independent Schools, etc.

**Paragraph. 9.** The members of the board will remain in their position, until the financial settlement of the school's assets and liabilities has been completed according to applicable rules, including the school's net worth conforming with the articles of association.

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