

## **Articles of Association of the German School Seoul International**

### **§ 1 NAME AND LOCATION OF THE ASSOCIATION**

The official name of the Association is: "International German School Association".

The Association is located in Seoul, South Korea.

### **§ 2 PURPOSE AND GOALS OF THE ASSOCIATION AND SCHOOL**

(1) The purpose of the Association is to establish and support a general educational institution including a nursery school for German-speaking students/children, hereinafter referred to as the School.

(2) The main purpose of the School is to give its students the opportunity to complete a course of study using a German curriculum and based on German educational goals, with the primary aim being for students to graduate with a German diploma.

(3) Furthermore, the School's mission is to familiarize its students with Korean culture, to maintain cultural and personal relationships and to facilitate a mutual understanding through curricular and extra-curricular activities.

(4) Within the framework of these goals, the school/nursery school will also be open to students/children of nationalities other than German. However, this shall be the case only if the capacity of the school/nursery school allows and as long as there are no applicable legal provisions that conflict.

(5) The School's structure and organization will be oriented around the aforementioned goals and will be specifically defined in cooperation with the German Ministry of Foreign Affairs and the German Embassy.

### **§ 3 MEMBERS**

(1) Any individual over 18 years of age can become a member of the Association, provided they are proficient in the German language and agree to the purpose of the Association as outlined in paragraph 2 above. All legal guardians of children who attend the School/nursery school are members. All applicants are required to submit an application in writing to the board of directors and pledge to pay the fee for admission as well as all annual fees.

(2) Corporations are also permitted to become members of the Association. Corporate applicants are required to submit an application in writing to the board of directors and pledge to pay the fee for admission as well as all annual fees.

Corporate members are permitted to send a German-speaking proxy to the general meeting.

(3) Honorary members will be appointed at the general meeting, on the recommendation of the board of directors of the Association.



#### **§ 4 ACCEPTANCE**

(1) Applications for membership will be decided on by the members of the Association's board of directors, using a two-thirds majority secret vote. Applicants joining in the second half of the calendar year are only required to pay the admission fee and half of the yearly fees. Furthermore, it is possible to arrange monthly payments based on guidelines set by the board of directors.

#### **§ 5 TERMINATION OF MEMBERSHIP**

(1) Membership will be terminated on the basis of death, withdrawal, or expulsion from the Association as well as upon the cessation of payment of annual fees. The board of directors can revoke membership if, at the beginning of the school year, the dues have not been paid in full within the two-month period after receipt of a written reminder. However this does not absolve the member of the subsequent payment of said dues/fees. In cases of enrolment in the School/nursery school during the school year, the application fee and stipulated dues must always be paid in advance.

(2) The board of directors must be informed of the withdrawal of individuals and corporations from the Association in writing. Legal guardians will be refunded the dues paid for the second term if their children are withdrawn from the School during the first term of the school year.

#### **§ 6 EXPULSION**

(1) The board of directors can resolve to expel members in cases where the behaviour of said member could negatively influence the reputation or interests of the Association. Before such a decision is reached, said member will be given the opportunity to respond. The resolution will only be passed with a two-thirds majority of the members of the board of directors. Said member will be informed of the resolution and the reasons thereof in writing.

(2) Said member has the right to appeal the decision of the board of directors by calling a general meeting. The members of the general meeting will then make the final decision. In this case, the meeting will be held in a closed session.

#### **§ 7 GENERAL MEETING SCHEDULE**

(1) The annual general meeting must be held within 2 months after the beginning of the school year.

(2) Further meetings can be summoned either by a resolution of the board of directors or by a written petition signed by a minimum of one-fifth of all members, presented to the board of directors. The grounds for summoning the meeting must be included in the petition. The meeting will then be held within the next three weeks.

#### **§ 8 CONVENING**

(1) The meeting of members will be convened and presided over by the chairperson of the board of directors. Invitations to the meeting will be sent out in written form a minimum of ten days before the scheduled meeting date. Included in the invitation will be the meeting's agenda and any draft resolutions, if applicable.

(2) Representatives of the German embassy will be invited to all meetings.



## **§ 9 QUORUM**

(1) The general meeting is quorate, when at least thirty-five percent of the members are present at the time of voting. Absent members can be represented by their spouse. One member cannot execute more than two votes.

(2) In the event that the meeting is not quorate, the chairperson must convene a new meeting to be held within fourteen days.

## **§ 10 DUTIES**

Duties of the general meeting consist of the following:

- (1) Adoption of the minutes of the previous meeting in accordance with paragraph 12.
- (2) Acceptance and discussion of the report made by the chairperson regarding the activities of the board of directors.
- (3) Acceptance and discussion of the reports made by the headmaster of the school and nursery school.
- (4) Acceptance and discussion of the report made by the comptroller regarding the financial statement of the board of directors of the Association.
- (5) Approval of the budget and annual statement of accounts.
- (6) Discharging of the board of directors.
- (7) Adoption of resolutions regarding the budget for the new fiscal year as proposed by the chairman of the board.
- (8) Determination of the amount of annual fees, should changes exceed the authority of the chairman as approved by the members of the general meeting.
- (9) Adoption of resolutions regarding the purchase or sale of assets and the borrowing of monies, in cases where the chairman of the board is not authorized to make such a decision.
- (10) Adoption of resolutions regarding motions made by the board of directors, which members received along with their written invitations to the general meeting.
- (11) Adoption of resolutions regarding motions made by members, which were presented to the chairman in writing at least 5 days prior to the general meeting. Motions filed later can only be negotiated or adopted upon approval by a majority of the members present.
- (12) Adoption of resolutions regarding the objectives and organization of the school
- (13) Decisions regarding the invocation against expulsion as outlined in paragraph 6.
- (14) Appointment of the board of directors in this order: chairman, deputy chairman, treasurer, secretary to the board and observers.
- (15) Appointment of the comptroller.
- (16) Nomination of honorary members.



## **§ 11 VOTING AND VOTING RIGHTS**

- (1) Resolutions are adopted by a simple majority as long as no other determination has been made. In the case of an equality of votes, the chairperson of the meeting will cast the deciding vote.
- (2) All members have the right to vote on resolutions in accordance with paragraph 3.
- (3) Teachers and School employees do not reserve the right to vote on the appointment or discharge of members of the board of directors.

## **§ 12 MINUTES**

- (1) The minutes of each meeting will be prepared in writing and signed by the chairperson of the meeting and by the secretary to the board.
- (2) The chairperson of the board should arrange for a copy of the minutes to be sent to all members within two months after the meeting. Motions to make changes to the minutes will be put on record by the chairperson and will be discussed at the next meeting.
- (3) The German embassy will receive a copy of the minutes.

## **§ 13 MEMBERS AND PERMANENT PARTICIPANTS**

- (1) The Board of Directors is composed of seven members. Only members of the INTERNATIONAL GERMAN SCHOOL Association are eligible. Teachers, employees, the president of the Parent-Teacher Association (PTA) and their representatives and family members are not eligible.
- (2) The headmaster and a representative of the German embassy will participate in the general meeting of members in an advisory manner.

## **§ 14 ADDITIONAL PARTICIPANTS**

- (1) Base upon the resolution of the board of directors, additional advisory or consultative persons may be invited to participate in the general meeting or in selected items for discussion on the agenda.
- (2) The president of the PTA, the chairperson of the teacher's advisory board, as well as the president of the student council, or, in their absence, their representatives, will participate in the general meeting in an advisory manner insofar as they have not been explicitly excluded by the board of directors.

## **§ 15 TERMS IN OFFICE AND SUCCESSIONS**

- (1) Members of the board of directors will be elected for a term of two years. Re-election is possible.
- (2) Should a member of the board resign before the end of their term, the board may co-opt a new member to fill the vacated position. This co-option must be approved at the next general meeting, to be held within two months of the co-option.
- (3) The term of office of a board member ends upon termination of membership as stipulated in paragraph 5.



## **§ 16 OFFICERS**

(1) The board of directors is comprised of the following officers: chairperson, deputy chairperson, treasurer, secretary to the board and the first, second and third observers. The three observers are assigned to specific working fields by the chairperson.

## **§ 17 QUORUM**

(1) Resolutions from the board of directors will be decided upon by a majority of its members. In cases of a tie, the chairperson will cast the deciding vote.

(2) The board of directors is quorate, when at least half its members are present.

(3) In the event that the board of directors is no longer quorate due to the resignation of its members, the head of the German embassy or his/her representative will appoint a director who is authorized to conduct all of the board's duties until the board is once again quorate.

## **§ 18 CONVENING OF MEETINGS**

(1) The chairperson of the board will notify the other board members of a board meeting with at least one week's notice.

## **§ 19 DUTIES OF THE BOARD OF DIRECTORS**

(1) The board of directors will regulate all of the Association's affairs as long as they do not have to be decided on at the general meeting. It will carry out all resolutions passed at the general meeting and will adopt resolutions that apply to the type and scope of aid or support received from the German government, in consultation with the head of the German embassy.

(2) The board of directors is responsible for determining the amount of the annual fees, insofar as the changes do not exceed fifteen percent. The annual fees can be adjusted on a sliding scale based on social aspects or respective school level (nursery school, primary school, secondary school, etc.).

(3) In particular, the board of directors is responsible for the following duties:

A) Appointment, engagement, and dismissal of the headmaster

B) Hiring and dismissal of teachers and employees. Regional preliminary decision-making regarding contracts with teachers arranged by the German Federal Administrative Office, the Centre for Overseas Schools in Cologne and made in conjunction with the headmaster based on his/her specified official regulations.

C) Resolutions regarding the goals and organization of the School in accordance with paragraph 2, section 5.

D) Implementation of the official school regulations as determined by the headmaster. The members of the Association are to be given notice of these regulations.

E) Consultation on and disposition of the budget proposal for each new fiscal year in accordance with the terms and stipulations of approval that are made by the German government regarding official aid.



F) Appropriation of the necessary funds for the School and supervision of the compliance with the budget. The board of directors makes decisions regarding loans that have a term of less than one year or whose amount individually or in conjunction with other loans does not exceed one twelfth of the yearly budget.

G) Judicial and extrajudicial representation of the Association, filing and acceptance of legal documents for the Association and the undertaking of legal actions of any kind, insofar as these do not apply to personal and real property that was acquired using funds from the Federal Republic of Germany.

H) Decisions regarding the reduction of annual fees.

I) The adoption of resolutions regarding the admission or discharge of Association members.

K) Convocation of the general meeting and disposition of the agenda.

L) Decisions regarding organization measures, in accordance with the regulations of the School.

M) Organizational matters are regulated by the board of directors after a hearing with the parent advisory counselors in conjunction with the headmaster, whose duties and responsibilities are based on previously established official regulations in educational and administrative areas.

## **§ 20 SIGNING OF DOCUMENTS**

(1) The signing of legally binding Association documents will be done by the chairperson or his/her deputy as well as one further member of the board of directors. In cases involving issues relating to the scope and type of German governmental aid, approval from the head of the German embassy must first be obtained. In cases involving documents relating to the headmaster and his/her area of work, the headmaster will be given insight into those documents.

## **§ 21 RIGHTS AND DUTIES OF THE HEADMASTER**

(1) The rights and duties of the headmaster, especially his/her involvement in decisions made by the board of directors regarding personnel, are laid out in his/her employment contract as well as in the official employment regulations, in the School regulations and the regulations governing meetings.

## **§ 22 INVOLVEMENTS OF TEACHERS, STUDENTS AND PARENTS**

(1) The board of directors is responsible for ensuring that teachers, students, and parents are granted an appropriate level of involvement and integration into school life, in accordance with the applicable regulations.

## **§ 23 COMPTROLLER**

(1) At the general meeting, two comptrollers are elected to monitor the management of assets, in particular the cash accounting and the compliance with the budget as well as to audit the annual financial statements upon their completion.

(2) The election of comptrollers will always be made for the subsequent fiscal year. Re-election is possible.



## **§ 24 SPECIFIC LIASONS OF THE ASSOCIATION AND THE SCHOOL**

(1) These articles of association regulate the duties and internal competencies of the Association. In addition, they constitute the basis of the Association's obtainment of legal capacity.

(2) Furthermore, specific, regulated liaisons exist between the Association and:

- the German Foreign Office, the German Federal Administrative Office and the Centre for Schools Abroad, due to the conditions for funding.

- the Conference of the Ministers of Education, due to the curricula, the German exams, recognition of the school in the sense of authorizations within Germany and the employment conditions of the teachers.

## **§ 25 CHANGES TO THE ARTICLES**

(1) A resolution to change these articles can only be adopted at the general meeting with a two-thirds majority of all eligible votes cast.

(2) All changes must be approved by the German Foreign Office.

## **§ 26 DISSOLUTION OF THE ASSOCIATION**

(1) The Association can only be dissolved with the approval of three-quarters of all eligible members.

(2) The liquidation of the Association's assets will be carried out by one or more persons as directed by the board of directors.

(3) Existing assets are to be released by resolution to the Federal Republic of Germany, which will hold these assets in escrow for a period of ten years to be used for the reestablishment of a German school in the same location. Should this period expire, the assets will be allocated at the discretion of the German Foreign Office to other German international schools, primarily in the same country.

## **Final Clause**

These Articles of Association were discussed and approved in their changed form at the general meeting of the German School Seoul International Association on September 16th, 2009 and August 30<sup>th</sup>, 2010. They replace the articles of association enacted heretofore. These Articles will be implemented by the board of directors upon approval of the Federal and State Committee for International School Affairs (BLASchA) and the German Foreign Office.

Seoul, October 25<sup>th</sup>, 2010

For the School Association Board of Directors

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Chairperson

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Secretary to the Board