

Articles of Association of Deutsche Schule Shanghai

German association with full legal capacity

NAME, DOMICILE AND PURPOSE OF THE SOCIETY

§ 1 Name and Domicile of the Society

The name of the Society is: "Deutsche Schule Shanghai" – German association with full legal capacity¹. It is domiciled in Shanghai, People's Republic of China.

§ 2 Purpose and Aims of the Society

- (1) The purpose of the Society is to establish and maintain the "German School Shanghai Hongqiao"² and the "German School Shanghai Yangpu"³ (hereinafter referred to as "both Schools"), respectively registered as Chinese private organisations. In addition, communication from both Schools can also be appended with "EuroCampus". Both Schools are general education institutes with their associated Kindergartens/Pre-schools for German-speaking students and children. The Society is the body responsible for both Schools and their associated Kindergartens.
- (2) Both Schools are tasked with providing their students with an education based on German educational goals and content using German curricula, and on obtaining German diplomas.
- (3) Both Schools, furthermore, are responsible for familiarising their students with Chinese culture and language and, to the extent possible, fostering personal and cultural ties and mutual understanding through extra-curricular activities.
- (4) Within this goal, both Schools are also open to students and children who are not German citizens, as long as they are fluent in the German language, the capacity of both Schools can accommodate them and the laws of the host country permit it.

¹ Amended as per certificates from the Federal Office of Administration including those of 16 July 2002 and 8 December 2015, in the past also known as "DEUTSCHER SCHULVEREIN SHANGHAI e.V."

² Due to statutory requirements, "German School Shanghai" is replaced by "German School Shanghai Hongqiao" (with the legally-required affixes in Chinese as applicable) post corresponding approval and registration.

³ During the construction phase, "German School Shanghai Yangpu (Provisional)" and after its completion "German School Shanghai Yangpu" (with the legally-required affixes in Chinese as applicable) encompasses all the activities of the "German School Shanghai Pudong." Until this transition, the term "German School Shanghai Yangpu" or any corresponding reference in these Articles of Association is to be understood as "German School Shanghai Pudong."

- (5) The premises of both Schools are oriented toward these goals and their particulars are determined in agreement with the Federal Foreign Office, assisted by the Consulate General of the Federal Republic of Germany.
- (6) The Kindergartens of both Schools are tasked with looking after, nurturing and teaching children under school-going age or, in the case of a pre-school group, preparing them for school admission.
- (7) The details of § 2 Paragraphs (1) to (6) are included in the School Rules. They are specifically based on the guidelines proposed by the Standing Conference of the Ministers of Education and Cultural Affairs.

MEMBERSHIP

§ 3 Members

- (1) At least one legal guardian becoming a Member of the School Society is a prerequisite for children of said legal guardian to attend either of the two Schools. The Member can always be represented by the second legal guardian registered with the School, insofar as the latter is not a Member in their own right. Furthermore, natural persons who are 18 years old and agree with the aims of the Society (§ 2) can become Members. The applicant must submit a written membership request to the Board and commit therein to pay the annual membership fee as decided by the General Assembly.
- (2) Legal persons can also join the Society. They can send one representative to vote at the General Assembly.
- (3) The General Assembly is composed of all registered Society Members.

§ 4 Honorary Members

Upon request of the School Society Board, the General Assembly can appoint persons who have made notable contributions to the German Schools in Shanghai, to the German language or to cultural relations between the Federal Republic of Germany and the People's Republic of China as Honorary Members of the Society with voting rights.

§ 5 Termination of Membership

- (1) Membership of the Society is terminated by demise, resignation or dismissal. Membership is suspended if the membership fee due at the beginning of the school year has not been paid by the end of the first quarter of the school year following a written reminder. If membership is suspended, the Member cannot participate in voting procedures.

- (2) Resignation must be informed to the School Society Board in writing and becomes effective at the end of the school year.

§ 6 Dismissal

- (1) Members can be dismissed by a decision of the School Society Board if their behaviour damages the image or interests of the Society or if membership fees or other dues (e.g. school fees) are not paid even after a reminder. Before the decision is taken, the concerned Member is allowed to provide a statement. The decision must be adopted by two-thirds of the Members present. It shall be communicated to the concerned person stating the reasons for the same.
- (2) The Member has the right to appeal to the General Assembly against this decision. The General Assembly's decision is final.

GENERAL ASSEMBLY

§ 7 Dates of the General Assembly

- (1) The Annual General Assembly must be held within two months of the start of the school year.
- (2) Additional General Assemblies shall be organised if the School Society Board so decides or at least one-fifth of the Members send a written application stating reasons for the same to the Chairperson of the School Society Board. The General Assembly shall then be held within three weeks.

§ 8 Convocation

The General Assembly shall be convened and chaired by the Chairperson of the School Society Board. The invitation shall be sent in writing together with the agenda and must be sent at least ten days before the General Assembly.

§ 9 Quorum

- (1) The General Assembly has achieved quorum when at least one-eighth of the Members are present for the votes. Absent Members cannot assign another Member who is present as their proxy.
- (2) If the General Assembly has not achieved quorum at the time set for the beginning of the meeting, the Chairperson convenes a new General Assembly with the same agenda, starting 30 minutes after the time stated in the invitation. All decisions stated on the agenda can be adopted by a majority vote of the Members present. This does not apply to amendments to the Articles of Association. If the Articles of Association are to be amended, a new General Assembly must be

convened within 14 days. The newly-convened General Assembly has achieved quorum irrespective of the number of Members present.

§ 10 Tasks

The tasks of the General Assembly are:

- (1) Adopting the minutes of the previous General Assembly (§ 12 Paragraph (2)),
- (2) Receiving the Chairperson's report on the activities of the School Society Board,
- (3) Receiving reports from the Directors of both Schools,
- (4) Receiving the Auditors' report on the accounts of the School Society and both Schools,
- (5) Approving the budget and annual accounts of the School Society and both Schools,
- (6) Dissolving the School Society Board,
- (7) Adopting the budget proposed by the School Society Board for the upcoming accounting year for the School Society and both Schools,
- (8) Deciding on the acquisition or sale of assets and taking out of loans for the School Society and both Schools, insofar as the School Society Board does not have the authority to decide (see § 19 Paragraph 2 Point 6),
- (9) Deciding on the amount for the membership fee,
- (10) Deciding on applications to join the School Society Board, which were sent to Members with the invitation to the General Assembly as received,
- (11) Deciding on applications from among Members, which were submitted to the School Society Board in writing at least five days before the General Assembly. Applications submitted after this date can only be discussed or decided on if approved by the majority of Members present.
- (12) Ruling on an appeal against dismissal according to § 6,
- (13) Electing the School Society Board (§ 13),
- (14) Electing the Auditors for the School Society and both Schools.

§11 Voting

- (1) Decisions at the General Assembly are taken – as long as nothing to the contrary has been decided – by simple majority of the Members present. In case of a tie, the Chairperson of the General Assembly casts the deciding vote.

(2) Teachers and staff at the School cannot vote in the election and dissolving of the Board.

§ 12 Minutes

- (1) The proceedings shall be recorded in minutes that are signed by the Chairperson and the Secretary.
- (2) The Chairperson of the School Society Board shall ensure that copies of the minutes are sent to all Members as well as the Director of the Consulate General of the Federal Republic of Germany. Requests for amendments to the minutes shall be put on record by the Chairperson and addressed in the next General Assembly.

SCHOOL SOCIETY BOARD

§ 13 Members and Standing Participants

- (1) The School Society Board consists of eight Members. Only Members of the School Society can be elected to the Board. Teachers, staff and members of the Board of Parents at either School cannot be elected.
- (2) All School Society Board meetings are also attended by the following participants who can cast an advisory vote: The Director of the Consulate General of the Federal Republic of Germany or his representative and the Directors of both Schools.

§ 14 Other Meeting Participants

Further participants can be invited to participate in individual meetings or with respect to specific agenda items and to cast an advisory vote by decision of the School Society Board.

§ 15 Term and Re-election

- (1) The term of the School Society Board Members chosen at the General Assembly is two years. Re-election is possible.
- (2) If a Board Member steps down before the end of his term, the Board can choose a replacement. The replacement Board Member must stand for election at the next General Assembly.

§ 16 Positions and Rules of Procedure

- (1) The School Society Board shall choose from among its Members a Chairperson, a Treasurer, a Secretary and their deputies. Two Deputy Chairpersons shall be elected, and shall be responsible for specific issues at each of the two Schools.
- (2) The Chairperson, both the Deputies, the Treasurer and the person in-charge of the Staff Board in each School serve as Council Members in the Staff Union of the respective School. They shall communicate all the decisions of the General Assembly and the School Society Board to the respective School.
- (3) The School Society Board shall follow its Rules of Procedure.
- (4) The language of proceedings is German.

§ 17 Decisions and Quorum

- (1) Decisions in the School Society Board shall be taken by a majority vote of the Board Members present. In case of a tie, the Chairperson casts the deciding vote.
- (2) The School Society Board has achieved quorum when at least half of its Members are present.
- (3) Should it become impossible to achieve quorum in the Board due to Member resignations, the Director of the Consulate General of the Federal Republic of Germany or his representative can, if required, appoint a Manager who is authorised to carry out all the functions of the Board till quorum can be reinstated.

§ 18 Convening Meetings

- (1) The Chairperson of the School Society Board shall provide at least one week's notice to the Members about a Board Meeting. If two Board Members, the Director of the Consulate General of the Federal Republic of Germany or his representative, or the Director of either School makes a request, the Chairperson shall convene a meeting within one week.
- (2) Meetings of the School Society Board shall, as a rule, be organised together as joint meetings with the Councils of both Schools. Insofar as they affect the School, decisions by the School Society Board shall, as a rule, be adopted in parallel as a corresponding decision of the respective Councils of both Schools by the Board Member appointed according to § 16 Paragraph (2).

§ 19 Tasks of the School Society Board

- (1) The School Society Board takes care of the different tasks of the Society, insofar as decisions on the same do not need to be approved by the General Assembly. It executes the decisions of the General Assembly.
- (2) The School Society Board takes on the following specific tasks:
 1. Choosing, hiring and dismissing the Directors of both Schools,
 2. Hiring and dismissing teachers and staff at both Schools, taking a local preliminary decision on Service Contracts of teachers sent by the Federal Office of Administration – Central Office for Overseas Schools in Cologne together with the School Directors, according to the conditions set out in their Service Rules,
 3. Deciding on the direction and expansion of both Schools while keeping § 2 Paragraph (5) in mind,
 4. Implementing the rules introduced by the School Directors at both Schools,
 5. Advising on and drawing up the budget proposal for both Schools for the new financial year while considering the conditions for approval of German public service promotions,
 6. Providing the necessary funds for both Schools and monitoring compliance with the planned budget. The School Society Board can decide on the taking of loans for a term of less than one year where the individual or joint amount does not exceed one-twelfth of the annual budget.
 7. Representing the School Society in judicial and extra-judicial affairs, issuing and receiving legal declarations for the School Society, carrying out all legal proceedings insofar as they do not concern movable or fixed assets that were acquired using funds of the Federal Republic of Germany,
 8. Deciding on applications for school fee reductions,
 9. Approving the admission and dismissal of Society Members,
 10. Convening the General Assembly and drafting its agenda,
 11. Deciding on disciplinary measures, insofar as specified in the School Rules.
- (3) Decisions that affect the scope and type of German funding must be taken in agreement with the Director of the Consulate General of the Federal Republic of Germany.
- (4) Organisational issues of both Schools shall be dealt with by the School Society Board in agreement with the School Director, whose tasks and responsibilities in the pedagogical and administration sphere are laid down in the Service Rules.
- (5) To fulfil its tasks, the Board can appoint a Board Representative, who shall be an employee of the School Society. The Board Representative shall represent the interests of the Board in all bodies of both Schools, shall be the first contact person for all Board matters and shall report regularly to

the Board. Board tasks can be delegated to this Representative. The competences and responsibilities of the Board Representative shall be decided by the Board, while considering the rights and obligations of the School Director, especially as prescribed in the School Director Service Contract.

§ 20 Signing of Documents

Documents of the School Society and both Schools must be signed by the Chairperson or a Deputy and one more School Society Board Member for the signature to be legally binding. Prior approval must be obtained from the Director of the Consulate General of the Federal Republic of Germany for decisions that affect the scope and type of German funding. The School Director is referred to with respect to documents that touch on his official scope.

OTHER PROVISIONS

§ 21 Rights and Obligations of School Directors

The rights and obligations of School Directors, especially their involvement in staff-related decisions taken by the School Society Board, are prescribed in the Service Contract, the Service Rules, the School Rules and the Conference Rules of both Schools.

§ 22 Involvement of Teachers, Students and Parents

The School Society Board shall ensure that teachers, students and parents are sufficiently involved and participate appropriately in school life as specified in the Rules applicable to both Schools.

§ 23 Audits

- (1) The General Assembly shall elect two Auditors, who shall monitor the entire asset management for the School Society and both Schools, especially cash management as well as compliance with budgetary plans, and shall check the annual accounts on completion.
- (2) The Auditors are elected for the upcoming financial year. Re-election is possible.

§ 24 Special Ties with the School Society and the School

- (1) These Articles of Association regulate the tasks and internal responsibilities of the Society. At the same time, it is also the basis for constituting liability.
- (2) In addition, there exist specially-regulated ties between the School Society and both Schools
 - with competent local authorities if they are entrusted with school supervision,
 - with the Federal Foreign Office and the Federal Office of Administration – Central Office for Overseas Schools due to funding conditions,
 - with the Standing Conference of the Ministers of Education and Cultural Affairs with regards to curriculum, German exams, recognition of the Schools by authorities within Germany and the working conditions of teachers.

§ 25 Amending the Articles of Association

- (1) The Articles of Association can only be amended at the General Assembly of the School Society with a two-thirds majority of the valid votes cast.
- (2) All amendments must be approved by the Federal Foreign Office.

§ 26 Dissolution of the Society

- (1) The Society can only be dissolved with the approval of two-thirds of all voting Members.
- (2) Liquidation of the Society's assets shall be executed by one or more persons appointed by the Board.
- (3) The existing assets shall then be handed over to the Federal Republic of Germany with the condition that they are kept available for a period of ten years for the founding of a new German School at the same location. At the end of this period, the Society's assets, as determined by the Federal Foreign Office, shall be used for another German School abroad, first and foremost in the same country.

§ 27 Miscellaneous

- (1) If parts or individual expressions of these Articles of Association do not comply with the applicable legal basis in full, in part or as of a certain date, the rest of the document nonetheless remains untouched in terms of content and validity.
- (2) For drafting reasons, the text uses the male form; all statements refer notwithstanding to individuals of both genders.

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The Articles of Association were adopted in their original form at the Founding Assembly of the School Society on 19/01/1995.

At the General Assembly on 24/05/1995, it was decided to amend § 14 Paragraph (1) Point 1 to state that the Board consists of six Members.

At the General Assembly on 03/02/1999, it was decided to amend § 14 Paragraph (1) Point 1 to state that the Board consists of eight Members.

(signed Prof. Dr. Thomas Harnisch, Chairperson of the School Society Board)

At the General Assembly on 21/10/2010, it was decided to amend § 3 Paragraph (1), 4, § 10 Paragraph (2), § 16 Paragraph (1), § 16 Paragraph (2), § 17 Paragraph (1), § 20 Paragraph (5), 21 and 27.

(signed Detlef Ernst, Chairperson of the School Society Board)

At the General Assembly on 31/10/2013, it was decided to amend § 3 Paragraph (1) and § 19 Paragraph (5).

At the General Assembly on 17/06/2015, amendments to § 2 Paragraph (1) and two footnotes due to the new construction in Yangpu, § 6 Paragraph (1), § 10, § 16, § 18, § 19 Paragraph (2) 5, § 20, § 23, as well as editorial corrections were adopted.

At the General Assembly on [20/10/2016], amendments to the title, § 1 and § 2, as well as footnotes 1 to 3 were adopted.

(signed Ralph Koppitz, Chairperson of the School Society Board)

Signatures of the Chairperson and other Board Members:

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