



ARTICLES OF ASSOCIATION

1.0 THE ASSOCIATION

The association is called “Munich International School e.V.” and is a non-profit organisation. The association is based in 82319 Starnberg. It is registered in the Register of Associations of the Starnberg Local Court. The association is the economic and legal sponsor for the school.

2.0 PURPOSE OF THE ASSOCIATION

1. The association pursues exclusively and directly non-profit and charitable purposes within the meaning of the section “Tax-Privileged Purposes” of the Fiscal Code.
2. The purpose of the association is the furthering of education and development as well as the support of youth welfare services and the support of vulnerable people. The association mainly achieves these objectives by operating an international school including an international kindergarten with English as the main language of instruction for students and children from Munich and the surrounding area who are to receive an internationally based education.
3. The school does not pursue a political or religious agenda. Students are accepted regardless of their race, nationality, beliefs or religion.
4. Students must not be segregated according to their parents’ financial means within the meaning of Article 7 (4) sentence 3 GG [German Constitution] and Article 96 of the Bavarian Law on the Education and School System.
5. The association is a non-profit organisation, is charitable and does not primarily pursue its own financial purposes. The association’s funds may only be used for purposes in accordance with the statutes. Members of the association must not receive benefits from the funds of the association. The association must not favour persons by way of expenses not related to the purpose of the entity or by way of a disproportionately high remuneration.
6. The purposes of the association may also be realised by donating funds for the realisation of tax-privileged purposes to a different body or legal entity under public law. The donation of funds to a public-law entity with limited or unlimited tax liability requires that such entity is itself tax-privileged.

3.0 MEMBERSHIP IN THE ASSOCIATION

3.1 Members of the Association

1. The parents/guardians of students attending the school become members of the association after completing the written application process. Neither employees of the school nor their spouses may become members of the association, even if they are parents/guardians, except under the provisions of Article 3.1.2. The same shall apply to parents/guardians working for the school on a freelance basis, as well as their spouses.
2. Membership in the association and the related membership rights are therefore subject to the following classification:
 - i. **Full Members:** The parents/guardians of children attending the school are, by principle, full members. In elections or required votes, each full member shall have only one (1) vote. According to Article 6 of the present statutes, full members may be elected to the board.
 - ii. **Associate Members:** If a parent/guardian is in a minor employment relationship with the school pursuant to Sec 8 SGB IV [*German Social Code IV*], such parent/guardian, may only be an associate member. If one or both parents/guardians receive financial fee reductions for their child's/children's attendance of the school, both parents/guardians, shall be only associate members. Associate members shall have the same membership rights and obligations as full members, with the restriction that they may not be elected to the association's board.
 - iii. **Honorary Members:** Employees of the School whose engagement exceeds minor employment as well as their spouses may be declared honorary members of the association. The same shall apply to parents/guardians working for the school on a freelance basis, as well as their spouses. Honorary members shall be entitled to attend the general assembly of members. They shall, however, have no voting rights at the meeting, which means that they are also not entitled to vote on the association's board or run for it themselves. The board's right to appoint honorary members to the board according to Article 6.1.1 sentence 3 of the present statutes shall remain unaffected.



- iv. **Special Members:** The board shall also be entitled to declare friends and supporters of the school special members. However, anyone whose children attend the school or is employed at the school may not become a special member. Special members shall have the right to attend the general assembly of members but shall have no vote there. According to Article 6 of the present statutes, special members may be elected to the board.
3. The board of the association shall ensure that an official list of members be compiled and maintained, indicating the current addresses of all members of the association and the respective type of their membership.

3.2 Fees

1. The members of the association are obligated to pay fees and other contributions. The amount of the fees shall be determined and announced by the board. The board shall establish funding guidelines by which financial relief, such as fee deferment, reduction, abatement and bursaries may be granted based on individual circumstances.
2. Special members and honorary members of the association may be exempt from payment of the fees mentioned in Article 3.2.1 by way of board resolution or in accordance with individually concluded contractual agreements.

3.3 Termination of Membership

1. Full or associate membership in the association shall be terminated once a child is no longer enrolled at the school. Other than that, full and associate membership shall be terminated with immediate effect by loss of parental custody, death or expulsion from the association.
2. An honorary membership based on Article 3.1.2iii shall end with the end of the employment relationship.
3. Honorary members of the association whose membership is based on Article 3.1.3 may terminate their membership in writing at any time and withdraw from the association with immediate effect.

4. The membership of special members whose membership is based on Article 3.1.3iv shall automatically end after six years following the appointment; in case of doubt, the board shall determine the end of a special member's membership. Special members may at any time terminate their membership in writing and withdraw from the association with immediate effect.
5. By resolution of the board, each member may be expelled with immediate effect if they consistently act contrary to the aims and principles of the association or have consistently disrupted school peace and are unwilling or unable to refrain from the detrimental behaviour or to rectify the consequences of their actions.
6. Before expulsion, the respective member must be heard by the board. The respective member must be informed of the expulsion by registered letter/advice of delivery.

4.0 GENERAL ASSEMBLY OF MEMBERS OF THE ASSOCIATION

1. At least one (1) regular general assembly of members shall be held every year. Unless otherwise required by mandatory statutory provisions, general assemblies may take place in a form other than an in-person meeting, i.e. by simultaneous electronic or digital communication online, via video conference or conference call (virtual assembly of members) or in a mixed form.
2. General assemblies of members shall be convened by the board, which shall also determine the form of the general assembly (Article 4.1 sentence 2). The invitation to these general assemblies must be written in the German and English language, respectively. It must be sent at least fourteen (14) days prior to the date of the assembly. The agenda as well as corresponding annexes must be enclosed with each invitation.
3. The minutes to the general assembly of members must be signed by the chair of the board as well as another member of the board or, if they are unavailable, by the deputy chair and another member of the board. The minutes must be sent by post within two (2) weeks after the assembly or made public by posting them in the school for one (1) month.
4. Extraordinary assemblies of members must be convened by the chair of the board indicating the form of the general assembly of members (Article 4.1 sentence 2) if a written request is filed that is signed by at least 10% of the voting members. This extraordinary assembly of members must be held within 30 days of receipt of the written request. Article 4.1 sentence 2 shall apply mutatis mutandis.

5. If the board deems it appropriate, it shall be admissible that an electronic method (email and web pages) be used as an alternative or as a supplement to communication in paper form (letters and newsletters). This shall also include the voting process for the board elections. (see Article 6.2).

5.0 AMENDMENT OF THE STATUTES OF THE ASSOCIATIONS

1. The statutes of the association may be amended at a general assembly of members by approval of two thirds (2/3) of the attending members if at least 50 members with voting rights take part in the vote. Any voting member attending the assembly may cast an additional vote on behalf of the absent parent/guardian of the same child/children by presenting a signed proxy. The proxy form must be sent together with the invitation at least 14 days prior to the assembly. The proposed amendments to the statutes must be written in German and English and must be sent to all members of the association at least fourteen (14) days before the assembly at which the vote is to take place.
2. The statutes may not be amended in a manner that would abrogate or impair the charitable nature of the association. Amending resolutions with such a result shall be ineffective ab initio.
3. The board shall have authority to independently amend the statutes by unanimous resolution to the extent that this is required in its own discretion in order to correct clerical errors or obvious inaccuracies, or in order to remedy objections raised by the register of associations or the competent financial authority.

6.0 BOARD

6.1 Composition and Term of Office of the Board

1. The board shall consist of no more than sixteen (16) people. Within these limits, a minimum of nine (9) and up to twelve (12) members shall be elected to the board by the full members of the association. The board may appoint up to five (5) further people as members of the board, who shall be entitled to vote on board resolutions. Another member shall be the director, who by virtue of his office shall automatically be a member of the board. He shall not have voting rights.

2. The association shall be represented jointly by two people before court as well as third parties, which may be the chair, the deputy chair, the treasurer, the secretary or the director. They shall constitute the board within the meaning of Sec. 26 BGB [*German Civil Code*].
3. A member of the board shall be elected for three (3) years. A member of the board may be re-elected. The term of office of appointed members of the board shall be limited to the duration of three (3) school years. Appointed members of the board may be reappointed by the board.
4. If an elected or appointed member of the board resigns during an ongoing term of office, can no longer exercise their office or is removed from office by unanimous resolution of the board due to an event as listed in Article 3.3 of the present statutes (with the member of the board to be removed from office not being permitted to take part in the vote), the board shall be entitled to appoint a successor from among the full members for the remaining term of the resigning member at its own discretion - or, in the event of a resignation or withdrawal of an appointed member, to appoint a successor.
5. Sec. 27 (3) sentence 2 BGB shall not be applicable to the director.

6.2 Nomination and Election of the Board

1. The nominating committee shall be responsible for electing the board.
2. A member of the board shall be appointed by the board to chair the nominating committee. The chair of the nominating committee shall have the following responsibilities:
 - i. They must ensure that the election is held in accordance with the statutes and the policy manual;
 - ii. They must take into account the international nature of the school and form a nominating committee which consists of the chair of the nominating committee, one (1) member of the board and three (3) voting members of the association who are not members of the board;
 - iii. They must inform the members of the association of the composition of the nominating committee, the date and the procedure of the election (by post);
 - iv. They must inform the members of the association of the outcome of the election (by post).

3. The committee has the following responsibilities:

- i. It must relay the list of candidates for the election to the board;
 - ii. It must make sure that the list of candidates comprises at least two (2) candidates more than the number of open positions on the board;
 - iii. It must send the complete election documents by post no later than fourteen (14) days prior to the general assembly to which the candidates are invited in order to introduce themselves to the general assembly of members; this shall include the candidates' biographies, a ballot form listing the candidates and a self-addressed, stamped return envelope.
4. The election period starts once the members have received the election documents. The election shall be held by way of a written and secret ballot. All valid ballot papers submitted by 0.00 a.m. of the tenth (10th) day following the general assembly of members named in iii) shall be taken into account when the votes are counted. If this tenth (10th) day coincides with a Saturday, Sunday or public holiday, the time limit shall be extended until the following working day, 0.00 a.m. The dates shall be set for each school year and the election documents shall expressly point out these dates. The election may also be held electronically; the election documents may also be sent to the members of the association by email and each member may then decide whether to cast their vote by post or electronically.
5. The election shall be valid regardless of the turnout. Those candidates from the list (in order) who have received the most votes cast shall be deemed elected. In the event that two (2) or more candidates have obtained the same number of votes and if the same number of open positions on the board is not available, the decision shall be made by drawing lots.
6. The auditor commissioned with auditing the annual accounts or another independent third party is to be entrusted with receiving and tabulating the votes and conducting the drawing of lots. The auditor must provide a secure email address to which the electronic ballots can be sent.

6.3 Board Meetings

1. The board shall convene at least five times (5x) a year.
2. The chair of the board shall provide a written invitation to the board meetings, indicating the agenda, with one week's notice.

3. The chairperson of the board shall chair the meetings of the board. In their absence, the deputy chairperson shall perform these duties. If both the chairperson and the deputy chairperson are absent, the treasurer shall chair the meeting, if they are absent, the secretary shall chair the meeting.
4. More than half of all members with voting rights must be present during votes. In the event of a tie, the vote of the chairperson of the board or its representative according to Article 6.3.3 shall be decisive.
5. The secretary shall keep minutes of all meetings of the board. A resolution on the approval and confirmation of the minutes of the previous meeting must be passed in each of the following meetings.
6. The most senior elected member of the board shall chair the first meeting following the end of the chairperson's term of office. The first item on the agenda in this case shall be the election of the chairperson of the board.
7. The chairperson of the board, the deputy chairperson, the treasurer and the secretary shall each be elected for one (1) year. An election shall be by simple majority, re-election is permitted.

6.4 Responsibilities of the Board

1. The distribution of responsibilities between the members of the board shall be determined with the board's approval. To the extent a task is not allocated, it must be performed by the chair of the board.
2. The board shall establish a comprehensive plan in which the purpose in accordance with Article 2 of the present statutes is explained in detail.
3. The board shall adopt the policies by which the school is to be governed; some of these policies are explained in the policy manual and in board resolutions.
4. The board shall be responsible for the appointment, the monitoring and the assessment of the director.
5. The board shall determine the budget of the association and supervise its observance in accordance with Article 7 of the present statutes.
6. The board shall regularly inform the members of its activities during the preceding period.

7. To carry out its duties and implement its objectives, the board shall establish such working committees as may be necessary. The board is to appoint a finance committee, a committee for executive management matters of the board and a nominating committee as standing committees.

7.0 DIRECTOR

1. The director shall report to the board.
2. The director shall be responsible for managing the school, its educational direction and development, employing and dismissing personnel and managing the school's funds. The aforementioned responsibilities must be determined and carried out in accordance with the board policies and within the budget. In order to fulfil this duty, the director shall be authorised accordingly by the board. Further details, in particular with regard to the delegation of responsibilities to fulfil the aforementioned duties to persons employed by the association, may be determined by the board in rules of procedure for the director.

8.0 ACCOUNTING AND ANNUAL FINANCIAL STATEMENTS

1. The financial year begins on 1 August each year and ends on 31 July of the following year.
2. The director must ensure that orderly accounts are maintained.
3. The accounts must be kept in accordance with generally accepted accounting principles. In this regard, any applicable tax and regulatory provisions must be complied with.
4. The retention requirements under commercial law shall apply to the accounting documents correspondingly.
5. Subject to coordination with the director, the board shall be entitled to inspect the accounting documents at any time.
6. The school administration must draw up the annual financial statements and have them audited by an auditor or another qualified expert within three (3) months as of the end of the financial year.

7. The board shall inform the members of the annual financial statements at the general assembly of members following the receipt of the audit report.

9.0 DISSOLUTION OF THE ASSOCIATION

1. The board may recommend to the general assembly of members that the association be dissolved or annulled. Dissolution may only be decided by a general assembly of members if a two-thirds majority (2/3) of all voting members give their consent.
2. In the event of an annulment, the dissolution of the association or loss of the tax-privileged purpose, the association's assets shall be transferred to a legal entity under public law or to another tax-privileged entity or charitable institution to be used for the promotion of science, culture, education and training.
3. The association's assets may only be transferred to another organisation by virtue of a board resolution. Such organisation must be recognised as charitable by the competent authorities. The competent tax office's approval regarding the use of the assets must be obtained prior to adopting the resolution.

10.0 DATE OF FOUNDATION, DATE OF STATUTES

1. The first statutes of the association were adopted by the general assembly of members of 26 February 1966 in Munich upon the foundation of the association.
2. The present version of the statutes shall replace all previous versions. These statutes were last amended in the general assembly of members dated 27 January 2022.