

The Companies Act 2006
COMPANY LIMITED BY GUARANTEE
Articles of Association
of
GERMAN SCHOOL ASSOCIATION LIMITED

§ 1 Interpretation

Words and phrases in the Articles with initial capital letters have the meanings set out in Article 43. Where required, other definitions are set out in particular Articles.

§ 2 Name

The name of the Company is the German School Association Limited (the “**Association**”).

§ 3 Object

The object for which the Association is established is to establish maintain and conduct for the benefit of the public in or in the neighbourhood of London a German School for the general education of children, to educate children and adults in the language, literature and general culture of Germany and to promote the study of German culture in England and of English culture in Germany.

§ 4 Powers

In furtherance of the Object, the Association shall have the powers to:

- (a) purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which are necessary for the promotion of the Object, and to construct, maintain and alter any buildings or erections which are necessary for the work of the Association;
- (b) sell, let, mortgage, or dispose of all or any of the property or assets of the Association as may be necessary, provided that when land is sold the Association complies as appropriate with sections 117 and 119-123 of the Charities Act;
- (c) undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its Object;
- (d) borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit, provided that the Association complies with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (e) deposit or invest such moneys of the Association not immediately required for its purposes in or upon investments, securities, or property, employ a professional fund-manager and arrange for the investments or other property of the Association to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- (f) establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its Object;
- (g) make grants and provide other assistance;
- (h) promote or undertake study or research and disseminate the results of that research;
- (i) enter into contracts to provide services to or on behalf of other bodies;
- (j) produce, print and publish anything in any media;
- (k) hold or support seminars, conferences and public meetings;
- (l) accept gifts and raise funds (but not by means of Taxable Trading);
- (m) establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Object, or to undertake trading and to establish the same either as wholly owned subsidiaries of the Association or jointly with other persons and to finance such limited company or companies or other body by way of loan or share subscription or other means;
- (n) subject to Article 5.2 employ paid or unpaid agents, staff or advisers;
- (o) make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- (p) set aside funds for special purposes or as reserves against future expenditure;
- (q) give or receive guarantees or indemnities;
- (r) make social investments by any means [and raise funds for or donate funds to other charitable organisations];
- (s) establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;
- (t) open and operate bank accounts and other banking facilities, including by using Internet banking or other electronic authentication methods;
- (u) insure the Association against any risks arising from the activities of the Association; and
- (v) do all such other things as are necessary for the furtherance of the Object.

For the avoidance of doubt, none of the above powers shall entitle the Association to dispose of or prejudice the property rights of the Federal Republic of Germany without its consent.

§ 5 Income and property

1. The income and property of the Association, from whatever source, shall be applied solely towards the promotion of the Object and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise to the Members of the Association.

2. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association; but so that no Member of the Management Committee of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Management Committee, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a Member of the Management Committee may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

§ 6 Limitation of liability and guarantee

1. The liability of the Members is limited.
2. Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Association contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amounts as may be required not exceeding £1.

§ 7 Dissolution

If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to the Federal Republic of Germany to be held by them as custodian trustee on trust to apply the same and the income thereof in establishing a new German school having objects similarly charitable to these presents in or in the neighbourhood of London, or failing such application within ten years of the said dissolution or winding up, to apply the said property and income to any other charitable educational purposes as it shall think fit.

MEMBERSHIP

§ 8 Members

1. The Association must maintain a register of Members.
2. Any person who is aged 18 years or over and who agrees with the Object can become a Member and every Member shall either sign a written consent to become a Member or sign the register of Members on being admitted as a Member.
3. A body corporate can become a Member. A body corporate Member may appoint a German-speaking authorised representative to act on its behalf, including by voting at General Meetings.
4. The number of Members with which the Association proposes to be registered is unlimited.

5. The subscribers to the Memorandum of Association (to the extent they have not resigned their membership) and such other persons as the Management Committee shall admit to Membership in accordance with the following provisions shall be Members.

§ 9 Admission Process

1. Any person desiring to become a Member of the Association may submit to the Association an application in writing signed by him (or in the case of a corporation on its behalf) for admission in a form approved by the Management Committee. Every such form of application shall contain an agreement by the applicant to pay the annual subscription payable under these Articles in the event of the applicant being admitted.
2. Every application for membership shall be considered by the Management Committee and the votes of the Members of the Management Committee on the question whether or not any applicant shall be admitted shall be given by a show of hands. No applicant shall be admitted to Membership unless two thirds of the votes cast on the question of his admission are in favour. No reasons for refusal to admit any applicant shall be given.

§ 10 Annual Subscription

1. Every applicant admitted to Membership on being notified of his admission shall forthwith pay the annual subscription payable by Members in respect of the year then current.
2. Every Member other than an Honorary Member shall pay the annual subscription for the ensuing year on such date that the Management Committee shall determine.
3. The Management Committee decides on the amount of the annual subscription. The Management Committee may at any time and from time to time vary the rate of annual subscription for the time being payable, provided that no such alteration shall affect the subscription payable in respect of the financial year current at the date of such alteration.

§ 11 Honorary Membership

The Management Committee may at any time recommend any person who in their opinion has attained distinction in the promotion or conduct of the School or in the promotion of the study of the German language or cultural relations between the Federal Republic and the United Kingdom for election as an Honorary Member and if such person shall consent in writing to become an honorary Member and the Association by ordinary resolution so resolves such person shall become an Honorary Member. An Honorary Member is not a Member for the purposes of the Companies Act and does not have voting rights.

§ 12 Cessation of Membership

1. Membership shall not be transferable and shall cease on death, resignation or expulsion.
2. A Member may at any time, by not less than three Months' notice in writing given to the Association, resign from the Association and on the expiration of such notice shall cease to be a Member.
3. A Member shall cease to be a Member if he has failed to pay his annual subscription on the expiry of a Month after the issuing of a reminder for payment sent by or on behalf of the Management Committee.
4. The Management Committee may at any time resolve to expel any Member on the ground that his conduct is contrary to the reputation or interests of the Association, provided that no such

resolution shall be passed before the member concerned has been given a statement in writing of the particulars of his conduct which is alleged to be contrary to such reputation or interests and has been afforded an opportunity at a meeting of the Management Committee (to be held on not less than fourteen days written notice to the Member concerned) of denying any allegations as to his conduct or giving such explanations as he desires to give which shall be submitted in writing at least five Working Days prior to the date of the meeting of the Management Committee at which the Member's submissions are to be considered.

5. No Member shall be expelled unless two thirds of the votes cast on the question of the expulsion are in favour of doing so. The Member will be informed of the vote and the reasons for the expulsion.
6. No part of any annual subscription shall be repayable in any circumstances on a Member ceasing to be a Member.

GENERAL MEETINGS

§ 13 Powers of a General Meeting

1. Notwithstanding other provisions of these Articles and the requirements of the Act, the following is a non-exhaustive list of the powers of a General Meeting of the Association:
 - (a) approval of the minutes of the previous General Meeting;
 - (b) receiving of the report of the Chair of the Management Committee about the activities of the Management Committee;
 - (c) receiving of the Headteacher's report;
 - (d) receiving of the auditor's report;
 - (e) approval of the annual accounts;
 - (f) passing of resolutions referred to in the notice to the General Meeting;
 - (g) appointment of Honorary Members;
 - (h) appointment of Members of the Management Committee;
 - (i) appointment of auditors; and
 - (j) alterations of the Articles.

§ 14 Convening of General Meetings

1. The Association shall hold a General Meeting in every financial year as its Annual General Meeting, at such time and place as may be determined by the Management Committee and shall specify the meeting as such in the notices calling it.
2. The proceedings of all General Meetings shall generally be conducted in the German language, unless the English language is more practical.
3. The Management Committee may whenever they think fit convene a General Meeting.

4. A General Meeting shall also be convened on a Members' requisition as provided by section 303 of the Act. A Members' requisition is a requisition of Members representing not less than five per cent of the total voting rights of all the Members having at the date of the deposit of the requisition a right to vote at General Meetings. The requisition must state the objects of the meeting, and must be signed by the requisitionists and deposited at the Office of the Association, and may consist of several documents in like form each signed by one or more requisitionists. If the Management Committee does not within 21 days of the date of the deposit of the requisition proceed to convene a General Meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting.

§ 15 Notice of General Meetings

1. A General Meeting shall be called in writing by at least 14 and not more than 28 Clear Days' notice, or shorter notice if it is so agreed:
 - (a) in the case of an Annual General Meeting, by all the members entitled to attend and vote at the meeting; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority holding not less than ninety-five per cent of the total voting rights of all the members.
2. The notice calling a General Meeting shall specify:
 - (c) the place, the day and the time of the meeting;
 - (d) the general nature of the business to be transacted;
 - (e) if a Special Resolution is to be proposed, the terms of the proposed Special Resolution;
 - (f) a statement informing Members of the right to appoint another person as proxy; and
 - (g) in the case of an Annual General Meeting, that the meeting is an Annual General Meeting.
3. Copies of the statement of anticipated income and the proposed expenditure for the current financial year (as referred to in Article 27.2(f), the audited financial statements and reports from the auditor, Management Committee and Headteacher shall be sent out with the notice of each Annual General Meeting.
4. Notice shall be given to each Member, Member of the Management Committee and the Auditors, and such other persons as are under these Articles or under the Act entitled to receive such notices from the Association.
5. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice shall not invalidate any resolution passed, or proceeding had, at any meeting.

§ 16 Quorum

1. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided in these Articles, a quorum shall be that number of Members present in person, which is nearest to, but not less than, one eighth of the total number of Members (excluding Honorary Members) for the time being.

2. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall be adjourned to such day, time and place as the Management Committee may determine. If at the reconvened meeting a quorum is not present within half an hour from the time appointed for the holding of the meeting the Members present shall form a quorum.

§ 17 Chair of General Meeting and Adjournment of General Meeting

1. The Chair (if any) shall preside as chair at every General Meeting, but if there is no Chair, or if at any meeting the Chair is not present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the Vice-Chair (if any) shall preside as chair of the General Meeting, but if there is no Vice-Chair or if at any meeting the Vice-Chair is not present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the Members present shall choose some member of the Management Committee, or if no member of the Management Committee is present, or if all the Members of the Management Committee present decline to take the chair, they shall choose some Member present to preside as chair.
2. The chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned notice of the adjourned meeting shall be given forthwith.

§ 18 Attendance

Members are entitled to attend General Meetings in person or by proxy, but may only appoint a proxy in writing if the proxy is notified to the Association before the commencement of the meeting in such form as the Management Committee may from time to time determine.

§ 19 Voting

1. Except where otherwise provided by the Articles or the Companies Act, every issue at a General Meeting is decided by Ordinary Resolution.
2. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by any one Member present in person, and unless a poll be so demanded a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
3. Subject to the provisions of Article 19.4, if a poll is demanded, it shall be taken at such time and place, and in such manner, as the chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
4. No poll shall be demanded on the election of a chair of a meeting, or on any question of adjournment.
5. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote.

6. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
7. Teachers and other employees of the School may be allowed to attend General Meetings but they shall not be entitled to vote, unless they are also Members. Even if they are Members they will not be entitled to vote on the appointment or re-appointment of the Members of the Management Committee.
8. The chair of the meeting declares the result of a vote which will be entered in the minute book of the Association without proof of the number or proportion of the votes recorded in favour of or against the resolution.

§ 20 Votes of Members

1. Subject as otherwise provided in these Articles, every Member present in person or by proxy shall have one vote on each issue.
2. No Member, other than a Member duly registered, who has paid every subscription and any other sum which shall be due and payable to the Association in respect of his Membership, shall be entitled to vote on any question at any General Meeting.
3. A corporation may vote by its duly authorised representative appointed as provided by the Act.

§ 21 Minutes of General Meetings

The chair of a General Meeting shall cause minutes to be made and the minutes shall be signed by him and the Secretary. A copy of the minutes shall thereafter be sent to the Embassy and to the Members of the Association either in hard copy or in electronic form.

MANAGEMENT COMMITTEE

§ 22 Members of the Management Committee

1. Until otherwise determined by the Association in General Meeting the number of the Members of the Management Committee shall not be less than six and not more than ten.
2. A Member of the Management Committee is both a company director and a Charity Trustee of the Association and a prospective Member of the Management Committee must:
 - (a) be over the age of 18;
 - (b) be a Member of the Association;
 - (c) be eligible for election as a company director and a Charity Trustee; and
 - (d) sign a written declaration of support for the Object and willingness to act,

and no teacher or other employee of the Association and no members of the Elternbeirat (Parents' Council) shall be eligible to hold office as a Member of the Management Committee.

§ 23 Election of Members of the Management Committee, terms of office and rotation

1. One-third of the members of the Management Committee (excluding any co-opted Member appointed in the year under Article 25) shall retire from office each year, and do so at the latest

by the date of the Annual General Meeting. If their number is not a multiple of three then the number nearest to one-third shall retire.

2. The Members of the Management Committee to retire shall be those who have been longest in office since their last election or appointment. As between Members of the Management Committee who have served for an equal period of time, the Members of the Management Committee to retire shall (in the absence of agreement between them of who should retire) be selected by lot. The length of time a Member of the Management Committee has been in office shall be computed from his last election or appointment. A retiring Member of the Management Committee shall be eligible for re-election, but no Member of the Management Committee may stand for re-election after nine years in office without a period of at least a year out of office.
3. Subject to Article 22.1, the Association may from time to time in General Meeting elect any person who is eligible under Article 22.2 to be an additional Member of the Management Committee.
4. In addition and without prejudice to the provisions of section 168 of the Act, the Association may by Special Resolution remove any Member of the Management Committee before the expiration of his period of office, and may by an Ordinary Resolution appoint another person who is eligible under Article 22.2 in his place; but any person so appointed shall retain his office so long only as the Member of the Management Committee in whose place he is appointed would have held the same if he had not been removed.

§ 24 Candidates for election to the Management Committee

1. Any person meeting the requirements of Article 22.2 may stand for election as a Member of the Management Committee, but only if either:
 - (a) he has been recommended by the Management Committee for election, or
 - (b) there has been given within the Prescribed Time a notice in writing to the secretary by a Member who is qualified to be present and vote at the meeting for which such notice is given, of his intention to propose the person for election.
2. The “**Prescribed Time**” referred to in Article 24.1(b) shall be a period between the date when the notice nominating a candidate is served, or deemed to be served, and no more than twenty-eight nor less than fourteen days before the day appointed for the meeting.

§ 25 Co-option

1. The Management Committee may from time to time and at any time appoint any Member as a Member of the Management Committee to fill a casual vacancy or by way of addition to their number provided that the maximum number of Members of the Management Committee permitted by Article 22.1 is not exceeded. Any Member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for election.

§ 26 Disqualification of Members of the Management Committee

1. The office of a Member of the Management Committee shall be vacated:
 - (a) if he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director or a Charity Trustee; or
 - (b) if he becomes bankrupt or makes any arrangement or composition with his creditors;
or

- (c) if he is incapable, whether mentally or physically, or managing his own affairs and he is for this reason removed by a resolution of the Management Committee; or
- (d) if he ceases to be a Member; or
- (e) if by notice in writing to the Association he resigns his office (but only if at least two Members of the Management Committee remain in office when the resignation is to take effect); or
- (f) if he fails to attend three consecutive meetings of the Management Committee without permission by the Management Committee and the Management Committee resolves that the Member of the Management Committee be removed for this reason; or
- (g) if he is removed by the Members under Article 23.4, or under the provisions of section 168 of the Act.

§ 27 Powers of the Management Committee

1. The business of the Association shall be managed by the Management Committee and the Management Committee may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by these Articles required to be exercised or done by the Members. No resolution made by the Association in General Meeting shall invalidate any prior act of the Management Committee which would have been valid if such resolution had not been made.
2. Without prejudice to the generality of the foregoing the Management Committee shall:
 - (a) appoint and dismiss the Headteacher of the School, subject to other provisions of these Articles;
 - (b) employ and dismiss, teachers and other employees of the School, and together with the Headteacher, pursuant to the provisions set down in the Headteacher's terms of employment make preliminary decisions regarding the service agreements of teachers seconded by the Federal Republic of Germany acting through the Bundesverwaltungsamt;
 - (c) in its sole discretion determine the character, form, aim and location of the School;
 - (d) adopt, put into force and enforce policies and regulations, including those introduced by the Headteacher and/or delegate such a task to staff;
 - (e) prepare for consideration by the Annual General Meeting a statement of the anticipated income of and the proposed expenditure for the current financial year, taking into account the conditions for grants provided by the German State and subject to any directions given by the Annual General Meeting carry out the proposals therein contained;
 - (f) make available the funds necessary for the school, control the compliance with the budget and decide about the entering into of loan agreements;
 - (g) fix the fees for the time being payable by pupils of the School;
 - (h) represent the Association in and out of court, make and receive legal declarations for the Association;

- (i) decide about applications for the reduction of school fees;
- (j) decide about applications for Membership and expulsion of Members;
- (k) convene General Meetings and set the agenda for the General Meetings; and
- (l) decide about measures taken pursuant to the School regulations.

3. Before

(a) taking any decision relating to the teaching at the School, or the responsibilities of the Headteacher of the School, the Management Committee shall discuss the issue with the Headteacher.

(b) taking decisions which will impact upon the provision of grants and subsidies from the Federal Republic, the Management Committee shall consult the Embassy.

- 4. The Management Committee shall not enter into any contract for the sale or purchase of any estate or interest in land without the approval of the Association in General Meeting.
- 5. Documents can validly be signed for the Association by the Chair of the Management Committee or by the Vice Chair, together with another Member of the Management Committee and the Chair of the Management Committee together with another Member of the Management Committee may in writing delegate a signing authority to the Head of Administration.
- 6. The Members of the Management Committee may act notwithstanding any vacancy in their body, provided always that in case the Members of the Management Committee shall at any time be or be reduced in number to less than the minimum number prescribed by these Articles, it shall be lawful for them to act as the Management Committee for the purpose of admitting persons to Membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

§ 28 Officers and Rules of Procedure

- 1. The Management Committee shall from time to time elect a Chair and a Vice Chair and may determine the period for which they are to hold office.
- 2. The Secretary shall be appointed by the Management Committee for such time, at such remuneration (if any) and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Management Committee may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. The Secretary and any assistant or deputy Secretary may be a Member of the Management Committee, but in such case shall not be remunerated.
- 3. The Management Committee may appoint one of their number to be Treasurer and another of their number to be Assistant Treasurer and may determine the period for which any person shall hold either of such offices.
- 4. The Management Committee shall adopt rules of procedure to govern their proceedings and the administration of the Association.

5. The working language used by the Members of the Management Committee is German but English may be used by way of exception.

§ 29 Sub-Committees and other delegation

1. The Members of the Management Committee may from time to time resolve to form sub-committees. The sub-committees shall prepare resolutions for the meetings of the Management Committee to decide on.
2. The Management Committee may delegate any of their powers to sub-committees consisting of such Members of the Association as they think fit, provided that there shall always be at least one Member of the Management Committee on every such sub-committee. Any sub-committee so formed, shall conform to any regulations imposed on it by the Management Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Management Committee, so far as applicable and so far as the same shall not be superseded by any regulations made by the Management Committee.
3. The deliberations of all sub-committees must be reported regularly to the Management Committee and a sub-committee must not knowingly incur expenditure or liability on behalf of the Association, except where authorised by the Management Committee in accordance with a budget approved by the Management Committee.
4. Where the Management Committee may delegate any of the powers conferred on it under the Articles, it may do so:
 - (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters; and
 - (e) on such terms and conditions,as it thinks fit.
5. A delegation may authorise further delegation of the powers of the Management Committee by an person to whom, or committee to which, they are delegated.
6. The Management Committee may revoke any delegation in whole or part, or alter its terms and conditions.

§ 30 Convening of meetings of the Management Committee

1. A meeting of the Management Committee may be called at any time by:
 - (a) the Chair, or
 - (b) any two members of the Management Committee,and the Chair must arrange for the Secretary to give notice of a meeting of the Management Committee if requested to do so by the Embassy or the Headteacher.

2. Except in cases of emergency, seven clear days' notice shall be given of every meeting of the Management Committee, but the fact that a meeting is held on shorter notice shall not invalidate the proceedings at the meeting.
3. Every notice calling a meeting of the Management Committee must specify:
 - (a) the place, date and time of the meeting;
 - (b) the general particulars of the business to be considered at the meeting;
 - (c) the wording of any proposed resolution; and
 - (d) if it is not anticipated that the Members of the Management Committee participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

§ 31 Attendees at meetings of the Management Committee

1. Notice of every meeting of the Management Committee shall be given to the Embassy, the Headteacher and the Head of Administration, and a representative of the Embassy, the Headteacher and Head of Administration shall be entitled to attend every meeting to provide advice, but they:
 - (a) shall not be Members of the Management Committee and shall not have a right to vote; and
 - (b) may at the request of the Chair be required to absent themselves from part or all of a meeting.
2. The Deputy Headteacher of the School, Headteacher and Deputy Headteacher of the Primary School, the Chair and Vice-Chair of the Parent Representatives and the Teacher Representatives and the Friends of Douglas House may be sent notice of any meeting at the discretion of the Management Committee, and if invited to attend a meeting they shall not be entitled to vote and may be required by the Chair to absent themselves from any part or parts of the meeting.

§ 32 Management Committee meetings and resolutions

1. Subject to the provisions of the Articles, the Management Committee may regulate their meetings as they think fit.
2. A meeting of the Management Committee may be held either in person or by suitable Electronic Means, agreed by the Members of the Management Committee, by means of which each participant may communicate with all the other participants.
3. The Chair, or failing him the Vice Chair, shall preside at all meetings of the Management Committee at which he shall be present, but if at any meeting neither the Chair nor the Vice-Chair shall be present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the Members of the Management Committee present shall choose one of their number to be chair of the meeting.
4. The quorum necessary for the transaction of business shall be one half in number of the Members of the Management Committee.

5. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the person chairing the meeting shall have a second or casting vote.
6. Where the Management Committee is not capable of acting due to the number of Members of the Management Committee having been reduced to less than the minimum number prescribed by or pursuant to these Articles and where it is not possible pursuant to these Articles to fill up vacancies in its body, the Embassy may name a person or persons who need not be a Member of the Association who shall manage the affairs of the Association as Members of the Management Committee until a newly appointed Management Committee shall be able to act again.
7. All acts bona fide done by any meeting of the Management Committee or of any sub-committee, or by any person acting as a member of the Management Committee or of such a sub-committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Management Committee or of such sub-committee.
8. A resolution in writing signed by all the members for the time being of the Management Committee or of any sub-committee thereof, who are entitled to receive notice of a meeting of the Management Committee or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee or of such sub-committee duly convened and constituted.
9. The Members of the Management Committee may take a unanimous decision, without holding a meeting, by any means (including by Electronic Means). Such a decision shall take the form of a resolution in writing.

CONFLICTS OF INTEREST

§ 33 Procedure

1. Subject to Article 33.2, whenever a Member of the Management Committee is in a situation that gives rise to, or is reasonably likely to give rise to, an avoidable Conflict of Interest, the Member of the Management Committee must:
 - (a) declare the nature and extent of the interest before discussion begins on the matter;
 - (b) withdraw from the meeting or discussion for that item after providing any information requested by the other Members of the Management Committee;
 - (c) not be counted in the quorum for that part of the meeting or decision-making process;
 - (d) be absent during the vote and have no vote on the matter; and
 - (e) comply with any other requirement which the other Members of the Management Committee resolve is necessary.
2. If any question arises as to whether a Member of the Management Committee has a Conflict of Interest, the question must be decided by a majority decision of the other Members of the Management Committee.

3. Where a Member of the Management Committee has a Conflict of Interest which has been declared to the other Members of the Management Committee, the Member of the Management Committee shall not be in breach of that Member of the Management Committee's duties to the Association by withholding confidential information from the Association if to disclose it would result in a breach of any other duty or obligation of confidence.

§ 34 The power of the Management Committee to authorise a Conflict of Interest

1. When a Member of the Management Committee has a Conflict of Interest, the Members of the Management Committee who do not have a Conflict of Interest (if they form a quorum without counting the Member of the Management Committee and are satisfied that it is in the best interests of the Association to do so) may by resolution passed in the absence of the Member of the Management Committee permit the Member of the Management Committee (notwithstanding any conflict of interest or duty which has arisen or may arise for the Member of the Management Committee) to:
 - (a) continue to participate in discussions leading to the making of a decision, or to vote, or both;
 - (b) disclose to a third party information confidential to the Association;
 - (c) take any other action, not otherwise authorised, which does not involve the receipt by the Trustee or a Connected Person of any payment or Material Benefit from the Association; or
 - (d) refrain from taking a step required to remove the conflict.

OTHER PROVISIONS

§ 35 Minutes

1. The Management Committee shall cause proper minutes to be made in the English language of all appointments of officers made by the Management Committee, and of the proceedings of all meetings of the Association and of the Management Committee and of all committees, and all business transacted at such meetings. Any such minutes of any meeting, if purporting to be signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts stated in the minutes.
2. The minutes of any General Meeting, or a German translation thereof, shall be submitted for approval to the next following General Meeting and shall only be signed by the chair of that meeting after they have been so approved.

§ 36 Headteacher

1. The Management Committee shall appoint the Headteacher of the School. The terms of the appointment of the Headteacher shall be embodied in a written contract which shall incorporate the terms provided by the "Bundesverwaltungsamt - Zentralstelle für das Auslandsschulwesen" and shall be signed by or on behalf of the Association and by the Headteacher (such contract the "**Headteacher Contract**").
2. The rights and obligations of the Headteacher, and in particular his participation in meetings of the Management Committee regarding personnel matters, are governed by the Head Teacher Contract

3. The resolutions made by the Management Committee shall be binding on the Headteacher, unless the Headteacher Contract provides otherwise. The Headteacher shall attend all meetings of the Management Committee for the purpose of rendering advice to the meeting, except when any matter which concerns the Headteacher personally or in his/her capacity as Headteacher is under discussion.

§ 37 Participation of teachers, pupils and parents

1. The Management Committee shall ensure that teachers, pupils and parents can reasonably co-operate and participate in School life pursuant to the school regulations which apply from time to time.

§ 38 Records and Accounts

1. The Management Committee shall cause proper books of account to be kept with respect to-
 - (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods by the Association; and
 - (c) the assets and liabilities of the Association
2. The books of account shall be kept at the Office, or, subject to the Act, at such other place or places as the Management Committee shall think fit, and shall always be open to the inspection of the Members of the Management Committee and the Embassy.
3. The Management Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members, not being Members of the Management Committee and no member (not being a Member of the Management Committee) shall have any right of inspecting any account or book or document of the Association, except as conferred by the Act or authorised by the Management Committee.
4. The Management Committee shall also comply with the requirements to prepare and transmit to the Registrar of Companies and the Charity Commission annual returns, annual reports and annual statements of account.

§ 39 Audit

1. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
2. Auditors shall be appointed and their duties regulated in accordance with the Act/

§ 40 Notices

1. A notice may be served by the Association upon any Member by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the register of Members, or by email.

2. Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.
3. Any notice, if served by first class post, shall be deemed to be given at the expiry of 48 hours after the envelope containing it was posted, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter. Notice sent by email to an address provided by a Member shall be deemed to be given 24 hours after being sent.

§ 41 Special obligations of the Association and the School

1. In addition to the provisions in these Articles, the Association and the School are bound by special obligations towards
 - (a) the competent local school authorities where they exercise supervision over the School;
 - (b) the German Foreign Office and the Bundesverwaltungsamt - ZfA in relation to conditions for personal and financial support, grants and subsidies; and
 - (c) the German Conference of Ministers for Education and Culture in relation to the curricula, the German examinations, the recognition of the German School according to the applicable qualifications in the Federal Republic of Germany and the working conditions of the teachers.

§ 42 Alterations of Articles

1. The Articles can only be altered by Special Resolution.
2. Each alteration of the Articles requires the prior written consent of the German Foreign Office and, where an alteration is a 'regulated alteration' under the Charities Act, the Charity Commission.

§ 43 Interpretation

1. The Articles are to be interpreted without reference to the model articles under the Act, which do not apply to the Association
2. In these Articles the following terms have the following meanings:

WORDS	MEANINGS
Act	The Companies Act 2006
Articles	These Articles of Association of the Association and " Article " refers to a particular article.
Bundesverwaltungsamt	the Federal Office of Administration of the government of the Federal Republic of Germany

Chair	The chair of the Management Committee.
Charities Act	The Charities Act 2011.
Charity Trustee	Has the meaning given to the term in section 177 of the Charities Act.
Clear Day	Does not include the day on which notice is given or the day of the meeting or other event.
Conflict of Interest	Any direct or indirect interest of a Member of the Management Committee (whether personal, by virtue of a duty of loyalty to another organisation, or otherwise) that conflicts or might conflict with the interests of the Association, because the Member of the Management Committee or a Connected Person is receiving or may receive a benefit from the Association, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Association.
Connected Person	A person with whom a Member of the Management Committee shares a common interest such that he may reasonably be regarded as benefitting directly or indirectly from any Material Benefit received by that person, being either a member of the Member of the Management Committee's family or household or a person or body who is a business associate of the Member of the Management Committee, and (for the avoidance of doubt) does not include a company with which the Member of the Management Committee's only connection is an interest consisting of no more than 1% of the voting rights.
Electronic Means	Communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference.
Elternbeirat	Members of the Elternbeirat are the parent class representatives of each class.
Embassy	The person for the time being authorised by the diplomatic representative in the United Kingdom of the Federal Republic

of Germany to act on behalf of his Government in relation to the Association.

Federal Republic	The Federal Republic of Germany
Financial Year	A period of 12 Months beginning on the First day of October in every year or on such other date as the Management Committee shall resolve from time to time
General Meeting	A general meeting of the Association under the Act.
Headteacher	the Headteacher of the School appointed in accordance with Article 36.
Headteacher Contract	has the meaning given to such term in Article 36(1).
Honorary Member	An honorary member appointed under Article 10, who is a Member.
Management Committee	The Management Committee of the Association, being the board of directors and Charity Trustees.
Material Benefit	A benefit, direct or indirect, which may not be financial but has a monetary value.
Member and Membership	Refer to company membership of the Association.
Member of the Management Committee	A company director and charity trustee of the Association.
Month	Calendar month.
Object	The charitable object of the Association set out in Article 3.
Office	The registered office of the Association
Ordinary Resolution	A resolution agreed by a simple majority of the Members present and voting at a general meeting, or, in the case or a written resolution, by Members who together hold a simple majority of the voting rights.
School	The German school managed by the Association
Special Resolution	A resolution of which at least 14 Clear Days' notice has been given agreed by a

75% majority of the Members present and voting at a General Meeting, or, in the case of a written resolution, by Members who together hold 75% of the voting rights.

Taxable Trading

Carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax.

Working Days

Days on which banks are open for normal business in the City of London

written or in writing

a legible document on paper or a document sent by Electronic Means which is capable of being printed on paper.

United Kingdom

Great Britain and Northern Ireland

3. In these Articles:

- (a) words importing the singular number only shall include the plural number and vice versa;
- (b) words importing the masculine gender only shall include the feminine gender;
- (c) words importing persons shall include corporations;
- (d) terms not otherwise defined which are defined in the Act have the same meaning; and
- (e) references to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.