

# **Constitution of the association**

## **"Förderverein International School Campus e.V."**

### **§ 1 Name, location and fiscal year**

1. The association is called Förderverein International School Campus e. V.  
- hereinafter referred to as "association" -
2. The association has its seat in Hamburg and is registered in the register of associations with the district court Hamburg with the registered identification VR 23402.
3. The fiscal year is the calendar year.

### **§ 2 Purpose**

1. Purpose of the association is the procurement of funds for the promotion of youth welfare, education and training.
2. The purpose of the statutes is realized, in particular by the transfer of funds to the "International School Campus - Ersatzschule -" in Pinneberg, which is under the sponsorship of the International School Campus - WABE Education Network gGmbH, so that they are eligible to advance the above mentioned purposes. It must be ensured that the funds transferred are used by the school exclusively for the long-term safeguarding and expansion of its activities. For this purpose, the funds are earmarked to be forwarded to the International School Campus - WABE Education Network gGmbH for the purchase of its own buildings as well as associated properties.
3. For the fulfillment of these statutory purposes, suitable funds shall be used through contributions/allocations, donations, grants and other benefits.
4. The association pursues exclusively charitable purposes in the sense of the section "Steuerbegünstigte Zwecke" of the tax code. It acts as a promotion association under § 58 no. 1 AO, which uses its funds exclusively for the promotion of tax-privileged purposes of corporations, like mentioned in § 2 item 1.
5. The association is wholly dedicated to charitable activities; it is predominantly a non-profit organization.
6. Funds of the association may only be used for purposes stated in the constitution. The members of the association receive no benefits from association funds.
7. No person may benefit by expenditures which are foreign to the purpose of the association or by disproportionately high remuneration.

### **§ 3 Membership; Acquisition of Membership**

1. Membership is open to any natural or legal person, association of persons, who is willing to sustainably promote goals and statutes of the association.
2. A distinction is made between full members, supporting members and honorary members.
  - 2.1. Full members are those who support the association through active participation. They are entitled to vote and participate in the general meeting and have the right to be informed about the association's affairs. All founding members are full members.
  - 2.2. Supporting members are those who support the association in an idealistic and financial manner. They are eligible to participate in the general meeting and have the right to be informed about the association's affairs. Supporting members have no voting rights.
  - 2.3. Honorary members are those who support the association in an idealistic and financial way and belong to the honorary council and thus represent the association and the school to third parties and the public in a special way. They are eligible to participate in the general meeting and have the right to be informed about the meeting. Honorary members have no voting rights.
3. Membership must be requested in writing. In case of doubt of categorization, an application as an application for supporting membership applies. To be accepted as a supporting member, a Board resolution is required; for admission as a full member or honorary member, a unanimous decision of the board is required. The applicant will be notified in writing of the decision. The board does not have to justify its decision. There is no entitlement for admission.
4. A change of membership must be requested in writing. To change to a supporting member, a board resolution is required; to change to a full member or honorary member, a unanimous decision of the board is required. The applicant will be notified in writing of the decision. The board does not have to justify its decision. There is no entitlement for admission.
5. The attribution of Honorary Membership must be unanimously approved by the Board after three years. Otherwise, the member has the right to continue his membership as a sponsoring member or to withdraw from the association without notice.

### **§ 4 Rights and obligations of the members**

The members are entitled to participate in all offered events of the association. They also have the right to submit proposals to the Board and the General Assembly. In the general meeting, the voting right can only be exercised personally. The members are obliged to

support the association and the purpose of the association in a proper manner, including in public.

## **§ 5 Termination of membership**

1. Membership ends by voluntary resignation, expulsion, death of the member or loss of status as a legal entity.
2. The voluntary termination of membership must be submitted in writing at the end of the school year with a two-month notice. The school year runs from 01.08 to 31.07, so termination notice must be received by 30.05.
3. The exclusion of a member can be pronounced with immediate effect and for good cause if the member severely or repeatedly violates the statutes, regulations, or the purpose of the statute or the interests of the association. The Board decides by a simple majority of votes regarding the exclusion of a member. Within a deadline of two weeks, the member will be given the opportunity to speak to the board personally or in writing. A written statement must be read before the vote. The decision of the board shall be justified and communicated to the person concerned in writing.
4. Upon termination of the membership, for whatever reason, all claims arising from the membership relationship expire. A refund of contributions, donations or other support services is excluded. The entitlement of the association to arrears of contributions remains unaffected.

## **§ 6 Membership fees**

Contributions may be collected from members. For the amount of the regular membership fees, subsidies, admission fees, levies or the like, the respective valid contribution regulations are binding, which is decided by the Executive Board. The contribution regulations may contain rules on the due date and amount of the contributions and distinguish them according to membership.

## **§ 7 Institutions of the association**

The association is composed of the following parts:

1. the general assembly,
2. the board,
3. the Treasurer and
4. the honorary council.

## **§ 8 General Assembly**

1. A general meeting should be held once a year. If required, further member meetings can be convened.

- 1.1. The members of the board receive the invitation to the general meeting in written form, maintaining a two-week notice and stating the agenda. The invitation will be sent to the last known address or e-mail address.
- 1.2. Extraordinary General Meetings may be convened by the Board at any time.
- 1.3. Requests to supplement the agenda must be submitted in writing to the Board no later than one week before the general meeting.
2. The General Assembly is chaired by the 1st Chairman, in his absence by the 2nd Chairman. The board can appoint an alternative chairman.
  - 2.1. If urgent requests are made at the general meeting, the urgency must be confirmed by a simple majority of two-thirds. Upon confirmation of the urgency, the application in the meeting may be discussed and decided upon. Urgent applications for changes to the statutes or dissolution of the association are not permitted.
  - 2.2. For elections, the following applies: If in the first ballot none of the candidates has reached the majority of the votes cast, a run-off election takes place between the two persons who have achieved the highest number of votes. Whoever receives the majority of votes in the second ballot is then elected.
  - 2.3. Resolutions shall be passed by a simple majority of valid votes cast unless the law or these Articles of Incorporation require a higher majority in individual cases.
  - 2.4. Amendments to the statutes require a majority of three-quarters of all votes.
  - 2.5. The dissolution of the Association requires a majority of eight-tenths of all votes.
3. The tasks of the general meeting include in particular:
  - 3.1. Annual Exoneration of the board,
  - 3.2. Determination of the annual financial statements
  - 3.3. Resolution for a legal transaction exemption for the board of § 181 BGB or for a general exemption for one or more board members from § 181 BGB,
  - 3.4. Resolution on amendment of the statutes,
  - 3.5. Resolution on dissolution of the association,
  - 3.6. Choosing a Treasurer,
  - 3.7. Election of the 2nd chairman (in the election year).

4. A record of the resolutions and elections of the General Assembly must be made and signed by the chairman of the meeting.

### **§ 9 Quorum, voting rights**

1. Election is by open ballot unless the chairman decides otherwise. If a secret vote is requested by one-quarter of the voting members present, the election shall be secret.
2. The assembly has a quorum if at least a quarter of all regular members are present. In the event where a quorum is not present, the Executive Board is obliged to convene a second general meeting with the same agenda within four weeks; this is quorate regardless of the number of members present. This should be noted in the invitation.
3. The provisions of § 8 No. 2 as well as their sub-items apply. Abstentions and invalid votes are disregarded. In case of a tie, the submitted request is considered rejected.
4. Full members have voting rights. A transfer of a person's voice to another person is excluded.
5. For the election of the 2nd Chairman and the Treasurer, as an exception, the supporting members and the honorary members are entitled to vote.

### **§10 Board**

1. The Board consists of two persons, namely the first chairman and the second chairman. The association is generally represented in court and out of court by the two chairmen. He forms the board according to § 26 BGB. The general meeting may decide to exempt a board member or several board members from the restrictions of § 181 BGB.
2. The board is elected for a two year term, but remains in office until the new election of the board. Re-election is possible indefinitely. If a member of the Executive Board resigns during the term of office, a successor must be elected promptly by the voters.
3. The 1st Chairman is elected by the Executive Board of WABE e.V., VR 16858, Hamburg District Court. The 2nd chairman is elected by the general meeting of the association.
4. The board is responsible for managing the association. It can adopt rules of procedure and can assign special tasks among the members or use committees for their processing.
5. The Board of Directors resolves by a simple majority of votes. The board has a quorum if at least two members are present. In case of a tie, the application is considered rejected.

6. A decision of the Board of Directors may be taken in writing if all members of the Board declare their consent to the rule to be adopted.
7. Resolutions of the Board of Directors are set down in meeting minutes and signed by all present authorized members of the Management Board.
8. The work of the board members is voluntary.
9. The merger of several board members in one person is inadmissible.

#### **§ 11 Auditors**

1. The financial statements of the association shall be audited by the Treasurer once a year within four weeks after completion of the annual accounts. The cash auditor is elected by the general meeting; his term of office is two years. Re-election is permitted without limit.
2. The Treasurer works on a voluntary basis.

#### **§ 12 Honorary Council**

1. The honorary council represents the association and the school in a special way vis-à-vis third parties and the public. He has no representation. Rather, his task lies in the acquisition of donations and public funds as well as the improvement of the reputation of the association and the school. Further tasks can be assigned to him or taken back from him by the board.
2. The work of the honorary council is voluntary.

#### **§ 13 Dissolution of the Association**

In the event of dissolution or abolition of the corporation or the abolition of tax-privileged purposes, the assets of the association shall fall to the International School Campus - WABE Education Network gGmbH, which has to use it directly and exclusively for charitable, benevolent or ecclesiastical purposes. Should the International School Campus - WABE Education Network gGmbH no longer exist at the time of the event, the assets of the association shall be paid to WABE e.V., which shall use it directly and exclusively for charitable, benevolent or ecclesiastical purposes.

#### **§ 14 Liquidators**

In the case of liquidation, the liquidating body is the Executive Board unless determined otherwise by the General Assembly.

Signed by both Chairman as of December 20, 2017.