



BYE-LAWS OF DER DEUTSCHE SCHULVEREIN LTD.

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BYE-LAWS OF DER DEUTSCHE SCHULVEREIN LTD.

1. NAME and REGISTERED OFFICE

The name of the Company is Der Deutsche Schulverein Ltd., and the registered office is at Roebuck Road, Clonskeagh, Dublin 14.

2. SCHOOL STRUCTURE and AIMS

2.1 School name and support received

The School carried on by the Company shall be known as DEUTSCHE SCHULE, DUBLIN, ST. KILIAN'S, (or ST. KILIAN'S GERMAN SCHOOL) thereafter called DSD. It shall be a Primary and Secondary School (see paragraph 3 on Kindergarten) sponsored by the Government of the Federal Republic of Germany. The school is recognised, and supported at secondary level, by the Irish Department of Education.

2.2 Character of the School

It shall be a mixed School of inter-denominational, co-educational and bilingual or multi-lingual character for the education of German children, children of German descent, children of Irish parents and children of parents of other nationalities, who are particularly interested in the German language or German culture.

Its continued aim is to be a school of German-Irish encounter, which on the basis of a balanced bilingual timetable as well as syllabi geared to the cultural and educational values of both countries, affords high quality education to pupils.

2.3 Academic aims and German language teaching

DSD is, by virtue of its existing structure and mandate, a school providing additional German instruction. As such the school is expected and has as its aim to produce above average standards in German language instruction and other subjects. It aims to differ from other schools in Ireland by virtue of the targets set for such instruction. Suitable instruction for German or German-speaking children must be ensured to the best extent possible and where economically feasible. In regard to German language instruction close co-operation with the appropriate German authorities is maintained, and any resolutions for change in the type and extent of German will only be introduced after consultation and agreement with such authorities.

2.4 Guidelines and Regulations

The Board of Management is empowered and has the responsibility to adopt appropriate regulation guidelines relating to the operation and organisation of the school.

2.5 Entry to the School and examinations

The general procedures on entry to the school are outlined in the School Regulations, which have been adopted by the Board of Management. Children entering the Primary Section of the School shall have reached the age of six at the beginning of the school year. A logical continuation of the Primary Section is the Secondary Section. Entry into the Secondary Section is, in the normal course of events, subject to an Entrance Examination and is open to children as described under 2.2, who need not necessarily have attended the Primary Section of the DSD. Pupils enrolling in the 7th class shall have reached the age of twelve at the beginning of the school year. In special circumstances, where a child has not reached the age of twelve at the beginning of the school year, the Headmaster shall have the power to authorise entry into the 7th class.

The Secondary Section curriculum leads to the Leaving Certificate Examination and this shall remain an examination at the School. The Junior Certificate Examination may be taken at the discretion of the school authorities. In line with the School's aim to achieve high standards in the German language, the German Language Diplomas levels I and II are taken.

3. KINDERGARTEN

- 3.1 The Company may operate a Kindergarten, known as St. Kilian's Kindergarten. It shall be financially independent from the DSD and not sponsored by the Government of the German Federal Republic. This does not preclude support from any Government or other sources, if it becomes available.
- 3.2 Children entering St. Kilian's Kindergarten shall be between the ages of four and six years, but in any event not older than six at the beginning of the school year. The minimum entrance age of four years may, in certain circumstances, be lowered, but shall not be below three and a half years at the beginning of the school year.
- 3.3 Completion of St. Kilian's Kindergarten does not entitle a child to automatic acceptance into the DSD.

4. COMPANY MEMBERS

The members of the Company shall be:

- 4.1 **Ordinary Members**; that is to say, the parents and foster parents of pupils attending the DSD and/or St. Kilian's Kindergarten.
- 4.2 **Extraordinary Members**; that is to say, all persons who wish to further the objectives of the Company without making use of the school facilities and who agree in writing to pay an annual subscription as fixed from time to time by the Board of Management and whose application for membership has been accepted by the Board of Management by a two-thirds majority. Such members are non-voting.
- 4.3 **Honorary Members**; that is to say, persons who have been elected to be honorary members by the General Meeting on a recommendation by the Board of Management, PROVIDED HOWEVER, no person shall be recommended by the Board of Management, unless he or she, in the opinion of the Board of Management, has rendered special services to the DSD, the German language or the cultural relations between Germany and Ireland. The list of names shall be kept by the School Office. Honorary Members shall have the same entitlement to vote at AGM/EGM's as Ordinary Members.
- 4.4 **Expiration of Membership**

Membership ceases through death, resignation or exclusion of a member from the Company. Membership also ceases if, after previous written reminder all school fees due or membership subscriptions are not paid by the set date.

An Ordinary Member shall cease to be a member of the Company when his/her child, in the case of there being only one child at the school, or all children, in the case of there being more than one attending, leave the DSD.

The Board of Management requires written notice of resignation which comes into effect at the end of the school year.
- 4.5 **Exclusion**

Members can be excluded by passing of a resolution of the Board of Management, by two-thirds of Board of Management Members present, if members by their conduct damage the image or interests of the Company. Before the decision the member concerned must be given the opportunity to express his/her views. The member has the right to appeal to the General Meeting against the decision. The decision of the General Meeting is final.

5. GOVERNING BODY

5.1 Number of Board of Management Members

The Company shall be governed by a Board of Management consisting of not more than nine or not less than five members to be elected by the Annual General Meeting.

5.2 Eligibility

Only fully paid up Ordinary Members shall be eligible for membership of the Board of Management.

5.3 German Panel

A simple majority of the Board of Management shall be of German descent or German nationality. The German panel shall include at least one German national who is temporarily resident (e.g. in Ireland for a period of time and with reasonable expectations of returning to Germany). If no such member is available for election, the Board of Management will continue to seek such an appointment as and when vacancies arise.

In carrying out the election of Board of Management members at the Annual General Meeting or in carrying out a co-option as hereafter provided, the Board of Management shall ensure that this simple majority is retained. For the purpose of these provisions, the decision of the Board of Management shall be final as to whether an individual candidate for membership of the Board of Management either by election or by co-option is temporarily resident in Ireland and is a German national or of German descent or an Irish national or of Irish descent.

5.4 Female/Male

The Board of Management shall include at least one female member and one male member.

5.5 Casual Vacancies

The Board of Management shall, by simple majority, have power to fill casual vacancies. The election of such members shall be confirmed at the next Annual General Meeting.

5.6 Tenure

At the Annual General Meeting one-third of the members of the Board of Management for the time being, or if their number is not three or a multiple of three, then the number nearest to one-third shall retire from membership of the Board of Management. The members of the Board of Management to retire in every year shall be those who have been longest in office since their election, but between persons, who became members of the Board of Management on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot. A retiring member of the Board of Management shall automatically be eligible for re-election. However, maximum continuous Board of Management membership should not exceed six years, unless this is necessary for reasons of continuity.

The Company, at the Annual General Meeting, at which the members of the Board of Management retire in the aforesaid manner, may fill the vacated position by electing persons thereto.

5.7 Academic Staff/Employees

Members of the academic staff of the DSD or employees of the Company are not eligible for membership of the Board of Management.

5.8 Nomination Procedure

Candidates for membership of the Board of Management shall be nominated in writing by not less than two members of the Company to whom they are personally known and proposed by one at the A.G.M. The nomination forms should be received by the Secretary not later than seven days before the Annual General Meeting. No candidate shall be nominated without his or her prior consent, which shall be endorsed on the nomination form.

6. BOARD OF MANAGEMENT AND OFFICERS

6.1 Officers

The Honorary Officers of the Company shall be a Chairman/President, a Vice-Chairman/Vice-President, a Treasurer and a Secretary. The Board of Management elects these officers from its midst at the first Board of Management Meeting after the A.G.M.

6.2 Duties of Chairman

Apart from the routine duties of Chairman, he/she or his/her duly appointed deputy shall also carry out the following duties: maintenance of close liaison with the Headmaster, sitting on interview panels for new staff, attendance at major school functions, both social and academic.

6.3 Duties of Secretary

The Secretary shall give due notice of Board of Management Meetings and be responsible for the compilation of the Minutes and the Agenda of all meetings. He/she shall perform such other duties as the Board of Management may instruct him/her to discharge.

6.4 Duties of Treasurer

The Treasurer, under the direction of the Board of Management, shall be responsible for the collection and distribution of the funds of the Company. All cheques and drafts on the bankers shall have two signatures. Eligible for signature are the Treasurer, the Chairman, the Secretary and the Office Manager.

The Treasurer shall draw up and submit to the Annual General Meeting or when so instructed by the Board of Management, a Statement of Accounts. The Annual Accounts shall be certified by the Auditor of the Company.

6.5 Board of Management Authority

The Board of Management, by reason of the authority vested in it by the members and the Articles of Association, is the sole Governing Body of the School and Company with full executive powers.

All communications and representations from the Headmaster concerning the school must be addressed to the Board of Management and to no other person or body and all communications from the staff must be addressed to the Board of Management through the Headmaster.

6.6 Quorum/Voting

A simple majority of the members of the Board of Management shall constitute a quorum. If the Board of Management, by resignation of members does not constitute a quorum any longer, the representative of the Embassy of the Federal Republic of Germany or his deputy appoints, if the situation demands it, an executive who is empowered to conduct the entire business of the Board of Management until the Board of Management's operating power is restored.

Board of Management decisions are taken by simple majority vote. When a vote results in a tie, the Chairman has a casting vote.

6.7 Frequency and Calling of Meetings

The Board of Management shall meet as often as necessary, but not less than every six weeks during the School Year. The meetings are convened by the Secretary.

A meeting of the Board of Management can also be called by the Chairman on his/her own initiative or by the Secretary on a demand by not less than two Board of Management members or by the German Ambassador or by the Headmaster of the School.

6.8 Attendees

The representative of the German Embassy, the Headmaster and Vice-Principal of the School as well as the Teachers' Representative take part in all meetings of the Board of Management in an advisory capacity. On the resolution of the Board of Management further participants can be called upon, in an advisory capacity, for meetings or specific points of the Agenda.

The presence of the Headmaster, Vice-Principal, Teachers' Representative or other participants may be dispensed with if deemed necessary.

6.9 Signing of Documents

The legally binding signature of the Company is affected by the Chairman and Secretary, or other Board of Management members appropriately authorised to deputise for these officers. Should this concern matters which could affect the extent and type of the promotion of German, the permission of the Representative of the German Embassy Dublin is first to be obtained. If documents touch on the official field of the Headmaster, information is to be given to him.

7. BOARD OF MANAGEMENT DUTIES

The Board of Management arranges all matters of the Company as long as these matters do not fall within the authority of the members' general meeting. It puts into effect the decisions of the members' general meeting.

The duties of the Board of Management include the following:

- 7.1 To prepare and consider the budget for the new school year.
- 7.2 To secure the necessary financial means for the school and to administer expenditure within the budget.
- 7.3 To act in all respects on behalf of the Company.
- 7.4 To determine the character and structure of the school.
- 7.5 To approve the rules governing the operation of the School, the duties of the Headmaster and the implementation of the rules of the School introduced by the Headmaster and the Teachers' Conference.
- 7.6 To appoint and discharge the Headmaster, the academic staff and employees of the School. Local prior decisions regarding the contracts of employment of teachers delegated by the BVA in Cologne - Central Office for the educational system abroad - are in co-operation with the Headmaster, according to the regulations specified in his Service Regulations.
- 7.7 To decide on applications for school fee remission. The Board of Management will not entertain claims for the refund of school tuition fees, except in cases where compassionate grounds exist.
- 7.8 To decide on the admission of extraordinary and honorary members.
- 7.9 To decide on the date and venue of the Annual General Meeting and the agenda for this meeting.
- 7.10 Documents and letters, other than cheques or bank drafts, shall be issued on behalf of "Der Deutsche Schulverein Ltd." Unless otherwise directed by the Board of Management, they require the signature of the Secretary.
- 7.11 Financial arrangements, not included within the budget, shall not be entered into without the prior consent in writing of the representative of the German Ambassador.
- 7.12 Adoption of regulations, in co-operation with the relevant German Authorities, relating to the operation and organisation of the School.
- 7.13 The Board of Management ensures that teachers, pupils and parents have appropriate participation and share of school life according to the regulations applying to the school.

8. HEADMASTER / ACADEMIC STAFF

8.1 Access to Documents

The Headmaster shall have sight of documents concerning the operation of the school and his own position and responsibility and those of other members of the Staff.

8.2 Contract

The contract with the Headmaster shall be signed by the Chairman and the German Ambassador or their authorised representatives.

8.3 Rights and Duties of the Headmaster

Rights and duties of the Headmaster especially his co-operation on personnel decisions by the Board of Management are laid down in the Contract of Employment, Service Regulations, School Regulations, the Teachers' Conference Rules and these Bye-Laws.

8.4 Acting Headmaster

An acting Headmaster shall have all the powers and duties of and shall be guided by the regulations for Headmasters issued by the relevant German Authorities.

8.5 Outside Work

Prior notification of outside work must be given to the Board of Management and be approved in writing.

9. MEMBER MEETINGS

9.1 A.G.M.

The Annual General Meeting (A.G.M.) must be held within each school year.

9.2 E.G.M.

An Extraordinary General Meeting shall be called by the Secretary, either on the instructions of the Board of Management or within 21 days after receipt of a written demand, signed by not less than one fifth of the members, subject to a minimum of thirty members, and stating the proposed Agenda.

The business of an Extraordinary General Meeting shall be limited to those matters for which the meeting is called.

9.3 Notice of Meetings

At least twenty-one days before the Annual General Meeting or an Extraordinary General Meeting, a written notice of such and of the business to be transacted shall be sent by the Secretary to each member, which may be conveyed by hand, by post, by fax or by means of electronic mail to the member's address on file. The non-receipt of such notice shall not invalidate the proceedings.

Thirty members shall constitute a quorum at such meetings. If no quorum is reached at an Annual General Meeting, a new A.G.M. is to be convened within fourteen days. Such an Annual General Meeting is not dependent on a quorum.

9.4 Chairing of Meetings

General Meetings. In his/her absence the Vice-Chairman shall take the chair. In the absence of both, the Board of Management shall elect a chairman.

9.5 Decisions of General Meetings are reached by simple majority of those present and voting. When a vote results in a tie the Chairman has a casting vote.

10. ANNUAL GENERAL MEETING

The Annual General Meeting shall:

- 10.1 Consider the minutes of the preceding Annual General Meeting and of any Extraordinary General Meetings, which have occurred since the last Annual General Meeting. Such minutes are to be approved by the Meeting and signed by the Chairman. The Minutes shall be open to inspection, at the registered

office, by members during normal business hours. Any member is entitled to receive a copy within seven days of requesting it.

- 10.2 Consider a report of the Board of Management on school activities in the past school year.
- 10.3 Consider a report of the Treasurer and adopt a statement of accounts certified by the Company's Auditor.
- 10.4 Consider a report of the Headmaster of the School.
- 10.5 Consider motions submitted by the Board of Management or individual members. Such motions must be submitted in writing to the Secretary not later than seven days before the meeting. The Board of Management can, at its discretion, admit motions which do not comply with this condition.
- 10.6 Consider and decide on appeals against exclusion in accordance with 4.5.
- 10.7 Elect the Board of Management.
- 10.8 Appoint the Auditor.

11. MEMORANDUM and ARTICLES of ASSOCIATION

Draft proposals for amendments to the Memorandum and Articles of Association of the Company shall not be presented by the Board of Management to the meeting of the members for adoption unless they have firstly been approved by the Foreign Office of the Federal Republic of Germany.

A quorum of thirty members wishing to amend the Memorandum or Articles of Association shall forward their proposal to the Board of Management, who shall obtain the consent to the proposal from the aforesaid Foreign Office of the Federal Republic of Germany. Such proposed amendments shall be passed at the A.G.M. or an E.G.M. by a two-third majority of votes cast.

12. BYE-LAWS

Amendments to the Bye-Laws shall be treated in the same way as stated under point 11 above.

13. DISSOLUTION

The Company can be dissolved by a three-quarter majority vote of all its members. If, upon winding up or dissolution of the Company, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members and associates of the Company. Such funds shall be given and transferred to the Ambassador of the Federal Republic of Germany in Ireland to keep in trust for the Foreign Office of the Federal Republic of Germany and to be retained by him in Ireland for a period of ten years for the possible establishment of a new German School. If, after expiration of this period, the assets shall not have been used as aforesaid, they shall be transferred to the Foreign Office of the Federal Republic of Germany for the purpose of other German schools abroad.

Dublin, 28th February 1992
Marianne Ranedo-Klein
Chairman
Anne MacMahon
Hon. Secretary

Last Amended following A.G.M. May 2011
(Provided for notification of AGM / EGM by
specific means including fax, e-mail)
Frank Heisterkamp
Chairman