

ABEL & SKOVGÅRD
LARSEN

REGULATIONS

for
the self-governing institution

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Aarhus Academy for Global Education

CVR no. 33 63 38 58

(the 'School')

1. Name, address, registered municipality and status

- 1.1. The School's name is 'Aarhus Academy for Global Education'.
- 1.2. The School is registered in the City of Aarhus.
- 1.3. The School is an independent, self-governing educational institution. The School's CVR no. is: 33 63 38 58.

The School's address is Dalgas Avenue 12, 8000 Aarhus C, Denmark.

2. Objective

- 2.1. The School is an international school and kindergarten/preschool, the objective of which is to offer international IB-certified schooling and childcare, pursuant to Section 36a of the Danish Private Independent Schools Act (*Friskoleloven*), in Aarhus, Denmark, primarily for children of parents working for internationally oriented companies, educational institutions and organisations etc. in the Aarhus area.

The language of instruction is English. The School consists of an international school, a kindergarten/preschool and an after-school activities programme targeted at both foreign and Danish families with a global mindset and with children between 3 and 12 years of age (Primary Years Programme) and between 12 and 16 years of age (Middle Years Programme).

- 2.2. The School must be run in accordance with all relevant acts, rules and regulations governing private independent schools and private elementary schools etc. applicable at any given time and must, as a part of this, offer teaching which is at least commensurate with the requirements normally made within the municipal primary and lower secondary school system (*Folkeskolen*). The School comprises Year 0 up to and including Year 10.
- 2.3. The kindergarten/preschool (the 'Kindergarten') must be run in accordance with all relevant acts, rules and regulations applicable at any given time and also in accordance with the approval criteria for kindergartens applicable in the City of Aarhus.
- 2.4. The School and the Kindergarten are financially independent units.

3. Board and Headmaster

3.1. The School's Board of Governors (the 'Board') is the supreme governing body of the School and is responsible vis-à-vis the Danish Minister of Education for ensuring that the School's finances and the running of the School – including the administration of government subsidies – comply with the School's Regulations and with all relevant acts, rules and regulations governing private independent schools and private elementary schools applicable at any given time.

3.2. The head of the School (the 'Headmaster') is in charge of the day-to-day and educational management of the School.

3.3. The Board has a total of 11 members:

3.3.1. Seven of the Board members have been appointed for a term of four years by:

- Erhverv Aarhus (Aarhus Business Network)
- DI Østjylland (Confederation of Danish Industry Eastern Jutland)
- Dansk Erhverv (Danish Chamber of Commerce) (the first member is appointed for a term of two years)
- Advisory board in International Community
- Aarhus University (the first member is appointed for a term of two years)
- VIA University (the first member is appointed for a term of two years)
- Langkær Gymnasium & HF as Aarhus's international IB upper secondary school

3.3.2. In addition, four members are elected by and from among the parents of the children attending the Kindergarten and the School. Three of the members are elected at the general meeting by and from among the parents of the pupils attending the School for a term of two years, such that one member is elected for a term of two years in even years, and two members are elected for a term of two years in odd years. The fourth member is elected by and from among the parents of the children attending the Kindergarten and the School for a term of one year.

If the child of a Board member elected by the parents leaves the School during the member's term of office, the Board member in question must resign from the Board, and the alternate subsequently joins the Board. Such resignation is not required, however, if the relevant Board member's child leaves the School against the parents' wishes.

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- 3.3.3. The School's staff may not be members of the Board and may only participate in the election of Board members if they are also members of the parent body.
- 3.4. All Board members may be re-elected/re-appointed; however, no Board member may be elected/appointed for a period of more than eight years.
- 3.5. The Headmaster cannot be elected to the Board, but must participate in Board meetings.
- 3.6. A first alternate and second alternate are elected for each of the members elected by the parents; the alternate is automatically admitted to the Board if one of the elected members resigns.
- 3.7. The seven appointed Board members, see Clause 3.3.1, cannot be removed during their term of office.
- 3.7.1. The four members elected by and from among the parents of the children attending the Kindergarten and the School, see Clause 3.3.2, may be removed during their term of office by the body which elected them. The agenda for the meeting of the removing body must include an item concerning a vote to remove one or more members of the Board. A decision to remove such Board members is made by a simple majority of votes. Subsequently, the alternate joins the Board.
- 3.8. The School's Board should, to the extent possible, have an equal gender balance pursuant to Section 11(2) of the Danish Consolidation Act on Gender Equality (*Lov om ligestilling af kvinder og mænd*).
- 3.9. In exercising their duties as members of the Board, the Board members are not bound by decisions made by the organisation, institution, association or the like which has elected or appointed the relevant Board member.
- 3.10. The Board meets to elect a chairman and a vice-chairman from among its members.
- 3.11. Members of the Board must be of full age and capacity, and at least a majority of the Board members, including the chairman, must be registered in the Danish Civil Registration System (CPR) as being resident in Denmark.
- 3.12. Members of the Board are not personally liable for the School's debt, but may become liable in accordance with the general rules on liability under Danish law, and members of the Board may not receive remuneration out of the School's funds in their capacity as Board members.

- 3.13. A member of the Board must immediately resign from the Board if the member no longer meets the competence requirements for being a member of the Board pursuant to Section 5(6) of the Danish Private Independent Schools Act and the Ministerial Order on Regulations for Private Independent Schools and Private Elementary Schools etc. (*Bekendtgørelse om vedtægter for friskoler og private grundskoler m.v.*). In the event that a member of the Board retires during his or her term of office, for example due to general disqualification, the alternate takes such member's seat on the Board. If this is not possible, a new member must be appointed or elected, as applicable, as soon as possible for the remainder of the term.
- 3.14. The Board, the Headmaster and other staff at the School are generally subject to the provisions on disqualification set out in Part 2 of the Danish Public Administration Act (*Forvaltningsloven*) and the provisions on professional secrecy etc. set out in Part 8 of the Danish Public Administration Act.
- 3.15. The Board forms a quorum when at least half of its members are present in person or participate online via Skype, video conference call, telephone etc.
- 3.16. The Board makes decisions by a simple majority of votes. Votes may not be cast by proxy or by letter. In the event of an equality of votes, the chairman (and in his or her absence the vice-chairman) has the casting vote.
- 3.17. As concerns special issues, including any decisions concerning the appointment or dismissal of the Headmaster or concerning amendments to these Regulations, decisions to relocate the School and to conclude major purchase agreements or leases, including the purchase/sale and mortgaging of real property, three fourths of all the members of the Board must vote in favour thereof.
- 3.18. Decisions to close the School may only be made by the general meeting and a majority of three quarters of all the members of the Board.
- 3.19. The Board must keep minutes of its decisions. Each member of the Board has the right to have his or her divergent opinion entered in the minutes. The minutes must be signed by the members present at the meeting. Any disqualification established must also be recorded in the minutes.
- 3.20. The Board adopts rules of procedure governing the performance of its duties. The rules of procedure must as a minimum contain provisions on how Board meetings are to be convened.
- 3.21. The Board appoints and dismisses the Headmaster and the School's other staff.

The teaching staff and the School's other staff are appointed and dismissed by the Board upon the Headmaster's recommendation. The Board may assign the authority to appoint and dismiss the teaching staff and the School's other staff to the Headmaster.

- 3.22. The Board fixes the amount payable in school fees and the amount payable by the parents for the after-school activities programme.
- 3.23. The Board may decide that two pupil representatives must participate as observers without voting rights in Board meetings or parts of Board meetings which do not consider decisions on the appointment or dismissal of staff.

4. Parent body – School

- 4.1. The parent body consists solely of parents of pupils attending the School, see Clause 2.2. The parents' rights under the Danish Private Independent Schools Act rest in the person(s) who have custody of the pupil or have the child in care. The person having the child in care may not, however, decide on the commencement or duration of the school attendance.
- 4.2. A School Parents' Council has been established for the School, the objective of which is to lay down guidelines for the collaboration between the School and the parents and for the parents' commitment to and support of the School in various contexts as well as contributing to the planning and implementation of special joint school activities. In collaboration with the Headmaster, the School Parents' Council convenes and holds fixed meetings with the parent body.
- 4.3. The election of members to the School Parents' Council takes place at a parent body meeting in April or May every year.
- 4.4. The School Parents' Council is responsible for preparing rules governing the tasks of the parents' council, the number of members of the council and the holding of meetings etc. The rules must be approved by the School's Board and at the next annual general meeting.

5. Parent body – Kindergarten

- 5.1. The parent body consists solely of parents of children attending the Kindergarten, see Clause 2.3.

- 5.2. A Kindergarten Parents' Council has been established, the objective of which is to lay down guidelines for the collaboration between the kindergarten/daycare centre and the parents, the principles governing the activities of the daycare centre and the principles governing budgetary spending. Furthermore, in collaboration with the head of the Kindergarten, the Kindergarten Parents' Council convenes and holds fixed meetings with the parents of the children attending the Kindergarten.
- 5.3. The election of members to the Kindergarten Parents' Council takes place at a meeting in April or May every year.
- 5.4. The Kindergarten Parents' Council is responsible for preparing rules governing the tasks of the parents' council, the number of members of the council, the holding of meetings etc. The rules must be approved by the School's Board.

6. Supervisor

- 6.1. The School's supervision complies with the rules on supervision and supervisors applicable at any given time.
- 6.2. The Board is responsible for ensuring that the parent body lays down guidelines for the parent body's own supervision of the School's ordinary activities, including supervision to ensure that the School's teaching is commensurate with the requirements normally made within the municipal primary and lower secondary school system.
- 6.3. The Board is responsible for ensuring that only members of the parent body vote in connection with the election of supervisor(s).
- 6.4. The election of supervisor(s) takes place at the general meeting.

7. General meeting

- 7.1. The general meeting consists of parents of pupils attending the School.
- 7.2. The annual general meeting is held every year before the end of April.
- 7.3. Extraordinary general meetings are held when deemed necessary or expedient by the Board, when a minority of three members of the Board so requests, or when parents representing one fourth of the pupils attending the School submit a request to this effect to the Board, accompanied by the proposals which they want the extraordinary general meeting to consider.

- 7.4. General meetings are held at the School or at another location chosen by the Board in the municipality in which the School is registered and are convened by the Board by ordinary letter, email or via another reliable method of dispatch, giving a notice of at least four weeks. Extraordinary general meetings which are convened at the request of parents of pupils attending the School, see Clause 6.3, must be held within three weeks of the Board having received such request.
- 7.5. The notice convening the general meeting must include the agenda for the meeting and must be accompanied by any proposals for consideration at the general meeting.
- 7.6. At the annual general meeting, the following items must as a minimum be included on the agenda:
1. Election of chairman of the meeting
 2. Report by the Board
 3. Report by the Headmaster
 4. Presentation of the audited financial statements for information
 5. Presentation of the adopted budget for information
 6. Election of the parent body's Board members and alternates for these
 7. Election of supervisor(s), see Clause 6
 8. Proposals received
 9. Any other business

- 7.7. Any proposals for consideration at the annual general meeting must be submitted to the Board no later than three weeks prior to the general meeting. The proposals are distributed by the Board to the parents no later than two weeks prior to the general meeting.
- 7.8. The applicable rules governing the election of Board members and supervisory regulations must appear from the notice. In connection with both types of elections, the notice convening the meeting must state, among other things, that any parent has the right to propose candidates at the meeting.
- 7.9. All decisions at the general meeting are made by a simple majority of votes irrespective of the number of parents present at the meeting.
- 7.10. Each member of the parent body has one vote irrespective of how many children the parent has at the School, and both parents with custody have one vote each. In connection with the election of Board members by and from among the parents of pupils attending the School pursuant to the rules set out in Ministerial Order No. 619 of 9 June 2010 on the Election and Certification of Supervisors (*Bekendtgørelse nr. 619 af 9. juni 2010 om valg og certificering af tilsynsførende*), proxies may only be issued to persons with whom issuers of the proxies share custody of a child attending the School.
- 7.11. Minutes must be kept of the decisions made at the general meeting. The minutes must be signed by the chairman of the meeting, and a copy of the minutes must be sent to the home within four weeks of the general meeting being held.

8. Running of the School

- 8.1. The running of the School is financed by public subsidies, by the school fees fixed by the Board and by the fees for the after-school activities programme fixed by the Board. In addition, the School may receive contributions from other parties.
- 8.2. The School's funds may only be used for the benefit of the School's schooling and educational activities.
- 8.3. Any profits generated from the running of the School belong to the School (and are allocated to building capital funds to meet any losses in future years and otherwise for the optimum benefit of the School, e.g. for improving teaching materials, for building projects, expansions etc.).
- 8.4. Contributions made to the School do not entitle anyone to any part of the School's

assets or to profits of any kind. Parents of pupils attending the School are thus not entitled to any part of the School's assets or to any profits generated from such assets, and the parents are also not personally liable for the School's liabilities.

- 8.5. The Board must manage the School's funds for the greatest possible benefit of the School, with due consideration being given to the School's financial situation.
- 8.6. Cash and cash equivalents must be deposited pursuant to the provisions set out in the Danish Private Independent Schools Act and must not be deposited in accounts etc. to which parties other than the School have access.

9. Financial statements etc.

- 9.1. The School's financial year is the calendar year.
- 9.2. The Board is responsible for the preparation and fair presentation of an annual report for the School each year in accordance with applicable rules.
- 9.3. The Board is responsible for ensuring that the financial statements are audited in accordance with applicable rules on the audit of private primary and lower secondary schools.
- 9.4. The Board appoints the School's auditor.
- 9.5. The Board is responsible for ensuring that a duly audited and original signed copy of the financial statements as well as the auditors' records are submitted to the Danish Ministry of Education before the deadline fixed by the Ministry. All members of the Board must sign the financial statements and submit a solemn declaration stating that they comply with the requirements for membership of the Board.
- 9.6. Parents of pupils attending the School and permanent staff at the School always have the right to inspect the budgets, financial statements and auditors' records which have been approved by the Board. The Board may extend this right to other parties. The Board may lay down detailed rules on the right to gain insight into the School's affairs. Any information which is covered by the professional secrecy provisions in the Danish Public Administration Act, however, may not be disclosed.

10. Power to bind the School

- 10.1. Signatories for the School are either the chairman of the Board jointly with the Headmaster or one of these two jointly with the vice-chairman of the Board.

10.2. The power to bind the School may not be assigned to other parties, and no power of procuration may be conferred, see, however, Clause 10.3.

10.3. The Board may decide that the Headmaster, to a certain specified extent and under the Board's responsibility, be authorised to carry out overall management functions where this is required for the expedient day-to-day management of the School.

11. Amendments of the Regulations

11.1. Where the Board wishes to amend the School's Regulations, a majority of three-fourths of all the members of the Board must vote in favour thereof.

11.2. To amend Clauses 2.1 and 3.3 of the Regulations, however, all Board members must vote in favour.

11.3. The School's Regulations and any amendments to the Regulations must be approved by the Danish Ministry of Education as regards any provisions concerning the Board and the financial situation.

12. Closure of the School

12.1. In the event that the Board is required to ensure the liquidation of the School pursuant to current legislation, the Board has the authority to decide on the closure of the School.

12.2. Apart from the case mentioned in Clause 12.1, the general meeting and the Board, see Clause 3.18, make decisions on the closure of the School. The adoption of a proposal for the closure of the School at a Board meeting requires that a majority of three fourths of all the members of the Board vote in favour thereof while such adoption at a general meeting requires that a majority of at least two thirds of the votes cast are in favour thereof irrespective of the number of members present at the meeting.

12.3. If the School ceases to carry out school activities pursuant to the provisions set out in Clauses 2.1 and 2.2, the School must be closed.

12.4. The Board must inform the parent body about the decision to close the School and about the reasons therefor. Such information must be disclosed immediately after the decision to close the School has been made.

12.5. The Board must notify the Danish Ministry of Education and the municipalities in which the pupils are residents of the closure of the School.

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- 12.6. The Board must inform the Danish Ministry of Education if the School suspends payments, files a petition for bankruptcy, or if there is otherwise a risk that the School's activities must be suspended.
- 12.6. The Board is responsible for protecting the School's assets and for ensuring that the determination of the School's financial situation in connection with the closure of the School is carried out in accordance with applicable rules and that the School's net assets are utilised pursuant to these Regulations.
- 12.7. Subject to the approval of the Danish Ministry of Education, any excess funds must be used for school purposes supported through the Danish Private Independent Schools Act.
- 12.8. The Board must continue to perform its duties until the School's assets and liabilities have been wound up in accordance with applicable rules, ensuring also that the School's net assets are utilised pursuant to these Regulations.

Thus adopted on 28 April 2015.