

GERMAN SCHOOL SOCIETY

CONSTITUTION

June 25th, 1984

AS AMENDED ON NOVEMBER 27TH, 1985 | OCTOBER 16TH, 1986 | NOVEMBER 26TH, 1987 |
NOVEMBER 13TH, 1990 | NOVEMBER 10TH, 1994 | OCTOBER 12th 2005 | FEBRUARY 10TH 2013 |
NOVEMBER 7TH 2019 | MAY 27TH 2021

Name, Domicile and Object of the Society and the School

Article 1

Name and Domicile of the Society

The name of the Society shall be "GERMAN SCHOOL SOCIETY".

The domicile of the Society is in Kenya.

Article 2

Objective and Aim of the Society and the School

1. The objective of the Society shall be the establishment and support of a German school including kindergarten, preschool and boarding facilities (the "School") and providing general education for its students.
2. The aim of the School is to give its students an education based on German educational aims, while using German curricula and directed towards German examinations.
3. The School shall, moreover, familiarise the students with the culture and language of Kenya, foster social and cultural contacts and promote mutual understanding by engaging the students in activities within or extending beyond the normal school curricula.
4. Within the scope of this objective, the School shall be open to students of non-German nationality provided that they have an adequate command of the German language. The School can also offer the option of learning German to those who do not have an adequate command of the language, provided further that places are available and subject to relevant legal provisions of the Republic of Kenya.
5. Subject to the foregoing aims, the rules as to detailed implementation thereof shall be determined in consultation with the Foreign Office of the Federal Republic of Germany with the participation of the Embassy of the Federal Republic of Germany in Nairobi.
6. The income of the Society shall be applied wholly and exclusively in furtherance of the objects of the Society and no portion of the income of the Society shall be paid or transferred, directly or indirectly, in any way whatsoever to the Members of the Society PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Society or to any Member of the Society in return for any services actually rendered to the Society.

Membership

Article 3

Members

1. The parents or guardians of a student shall become Members of the Society upon enrolment of their child to the School.
2. Subject to the provisions of Article 4, other persons who are not parents or guardians can become Members of the Society. Such persons must be (i) at least 18 years of age; (ii) have an adequate command of the German language; and (iii) subscribe to the objective of the Society. Such persons shall apply in writing to the Committee for admission to membership.
3. Subject to the provisions of Article 4, other interested persons including corporate entities can also become Members of the Society. Such entities may be represented at a General Meeting by one person only who must be duly authorised to vote and who must have an adequate command of the German language.
4. All Members of the Society shall receive a copy of the constitution.
5. All Members of the Society shall be required to pay an annual membership fee as shall be fixed by the General Meeting from time to time.

Article 4

Admittance

The Committee established under Article 14 shall have absolute discretion to admit or reject an application for membership. The resolution to admit or reject an application shall be by a two thirds majority vote of those Committee members present at the meeting. The Committee shall vote by secret ballot. No reasons shall be given to an applicant in the case of rejection.

Article 5

Honorary Membership

1. Persons who have distinguished themselves by furthering the interests of the School, the German language or the cultural relationship between the Federal Republic of Germany and the Republic of Kenya may, after recommendation by the Committee, be elected as honorary and voting Members of the Society by the General Meeting.
2. The ambassadors of the German, Austrian and Swiss Embassies and their deputies are ex-officio members of the German School Society Nairobi.

Article 6

Termination of Membership

1. Membership shall be terminated by death, resignation or expulsion of such a Member. Furthermore, membership shall be terminated if, after a reminder has been issued to a Member, any fee due from that Member at the beginning of a school year is not paid in full by the end of that school year.
2. Resignation of a Member must be given in writing to the Committee and shall become effective at the end of the school year in which it was given.

Article 7

Expulsion

1. Members who by their conduct prejudice the reputation or interests of the Society may be expelled by resolution of two thirds of such Committee members present at the meeting. The Committee shall vote by secret ballot. Before the decision to expel a member is taken by the Committee, the Member sought to be expelled shall be given the opportunity to make a statement to the Committee explaining why he should not be expelled. The resolution and the reason for expulsion shall be communicated to the Member concerned.
2. A Member who has been expelled shall have the right to appeal against his expulsion to the General Meeting. The latter's decision shall be final.

General Meetings

Article 8

Dates of the General Meetings

1. The Society shall have two General Meetings of its Members per year. The Annual General Meeting shall be held within the first three months of each school year. The Extraordinary General Meeting shall be held at least two months prior to the end of each school year.
2. Additional General Meetings shall be convened if the Committee has passed a resolution to call such a General Meeting, or on written application of at least one fifth of the Members of the Society to the Chair of the Committee stating the reasons for calling such a General Meeting. The General Meeting shall then be held within three weeks.

Article 9

Convocations

The Chair of the Committee shall convene and act as Chair at General Meetings. The notice convening a General Meeting shall be in writing, shall state the agenda, and shall be sent by post or by email to Members twenty-one days before the date of the General Meeting. The Members shall receive relevant preparatory information two weeks before the date of the General Meeting. In case this

information comes late, the General Meeting can still be held with the consent of a majority of the Members present.

Article 10

Quorum

1. There shall be a quorum at a General Meeting if at least one eighth of the total membership is present or represented during any vote. Any absent Member may be represented by a proxy in writing held by another Member. Any present Member may hold only one proxy.
2. Where no quorum exists, the meeting shall stand adjourned and the Chair shall convene another General Meeting, which shall take place within fourteen days of the date of the adjourned Meeting. A quorum shall be deemed to exist at the newly convened General Meeting irrespective of the number of Members present.

Article 11

Functions

Functions of the Annual General Meeting shall be:

1. Approval of the minutes of the previous General Meeting.
2. Consideration of the Chair's report on the activities of the Committee.
3. Consideration of the Headmaster's report.
4. Consideration of the Auditor's report on the accounts of the Committee.
5. Approval of the Accounts and the Balance Sheet.
6. Approval of the activities of the Committee.
7. Consideration and approval of the acquisition or disposal of any assets as well as of the taking of any loan in so far as it exceeds the authority given to the Committee.
8. Approval of the Committee's proposals as submitted to the Members together with the invitation to the General Meeting.
9. Approval of Members' proposals presented in writing to the Committee at least seven days before the General Meeting. Proposals which are introduced later can only be considered or approved with the consent of the majority of the Members present.
10. Resolutions on appeals against expulsions of Members.
11. Election of Committee members.
12. Election of Auditors.
13. Election of Trustees.

Functions of the Extraordinary General Meeting shall be:

1. Approval of the minutes of the previous General Meeting.
2. Consideration and approval of the proposed budget for the following financial year as prepared by the Committee.
3. Consideration and approval of the annual membership fee, school and kindergarten fees and other charges.
4. Approval of the Committee's proposals as submitted to the Members together with the invitation to the General Meeting.
5. Approval of Members' proposals presented in writing to the Committee at least seven days before the General Meeting. Proposals which are introduced later can only be considered or approved with the consent of the majority of the Members present.

Article 12

Resolutions

1. Resolutions at a General Meeting shall – unless otherwise specified - be carried by a simple majority of the Members present and entitled to vote thereat. The Chair of the General Meeting shall have a casting vote.
2. Teachers, employees and students of the school shall not have the right to take part in the election or dismissal of the Committee nor in the approval of the activities of the Committee.

Article 13

Minutes

1. Business conducted at General Meetings shall be recorded in written minutes. Such minutes shall be signed by the Chair of the Meeting and by the Secretary.
2. The Chair of the Committee shall send copies of the minutes to all Members and to the Head of the Embassy of the Federal Republic of Germany in Nairobi. Applications for amendments to the minutes shall be put on record by the Chair and dealt with during the next General Meeting.

The Committee

Article 14

Members and Permanent Participants in its Meetings

1. The Committee shall consist of eight members. Only Members of the Society shall be eligible for membership in the Committee. Teachers and students of the school and other employees of the Society and members of the Parents' Representation Council at the School are not

eligible. If the number of Committee members falls below eight members are elected the board shall operate with between four and seven Members and they shall seek to co-opt additional members within the shortest time possible in order to bring the number of Committee members to eight.

2. All meetings of the Committee shall be attended in an advisory capacity by the following persons: The Head of the Embassy of the Federal Republic of Germany in Nairobi or his/her delegate, and the Headmaster of the School or his/her delegate.

Article 15

Additional Participants in Meetings

Upon decision of the Committee additional participants with advisory capacity may be called upon to contribute to the meetings or to any specific points of the agenda.

Article 16

Terms of Office and Succession

1. The term of office of the members of the Committee shall be two years. At the end of each Annual General Meeting, the term of office of half the Members shall expire; re-election shall be possible. The members of the Committee to retire at the Annual General Meeting shall be those who have been longest in office since their last election. Where two or more persons became members of the Committee on the same day, those who retire shall (unless they agree otherwise among themselves) be determined by drawing lots.
2. If a member of the Committee vacates his seat before the end of his term of office, the Committee has, subject to Article 14(1), the right to co-opt a new member. Such co-option must be approved by the next General Meeting.
3. Any General Meeting may pass a resolution in support of the termination or appointment of any or all members of the Committee. Such resolution shall be carried by a simple majority of all members of the Society

Article 17

Office Bearers and Rules of Procedure

1. The Committee shall elect from its members the Chair, the Treasurer and the Secretary and their Deputies.
2. The Committee shall prepare rules of procedure for conducting its business. These rules shall be available for inspection by any Member of the Society upon prior request in writing to the Committee.
3. The language of the Committee meetings shall be German.

Article 17 a

Indemnification of Office Bearers and/or Committee Members

Every Office Bearer and/or Committee member of the Society is entitled to be indemnified out of the assets of the Society against all losses, liabilities, claims, damages or costs which he may sustain or incur on or about the reasonable performance or execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application which if the Society were a limited company incorporated under the Companies Act would fall under Section 402 of that Act whereby relief is granted to him by the Court and no such Officer and/or member shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Society in the reasonable performance or execution of the duties of his office or in relation thereto.

Article 18

Resolution and Quorum

1. Resolutions at Meetings of the Committee shall be carried by simple majority of members present. The Chair shall have a casting vote.
2. A quorum of the Committee shall consist of at least four of its members present in person.
3. If no quorum can be achieved in the Committee because of the resignation of members, the Head of the Embassy of the Federal Republic of Germany in Nairobi or his delegate shall nominate a commissary director empowered to conduct all business of the Committee until a quorum has been re-established.

Article 19

Convocation of Meetings

The Chair of the Committee shall issue invitations to meetings at least one week before the meeting is to take place. At the request of two members of the Committee, or of the Head of the Embassy of the Federal Republic of Germany in Nairobi, or of the Headmaster of the School, the Chair shall call for a Meeting within a week of the request.

Article 20

Functions of the Committee

1. The Committee shall have the power to conduct all business of the Society as far as this is not subject to decision by the General Meeting. The Committee shall implement the resolutions of the General Meeting.
2. The functions of the Committee shall include in particular:

- 1) Election, employment and dismissal of the Headmaster.
 - 2) Employment and dismissal of teachers and other employees of the Society, and preliminary decisions regarding the contracts of teachers provided via the "Bundesverwaltungsamt - Zentralstelle für das Auslandsschulwesen" (Federal Office of Administration - Central Agency for Education in German Schools Abroad) in Cologne as proposed by the Headmaster in accordance with the provisions of his rules of service.
 - 3) Approval of the functions and the structure of the school subject to article 2 paragraph 5.
 - 4) Approval of school rules as prepared by the Headmaster.
 - 5) Consultations and drafting of the Budget for the new fiscal year subject to the conditions laid down by the Government of the Federal Republic of Germany related to the financial support for the Society.
 - 6) Arranging the necessary funds for the school and exercising control over adherence to the Budget. The Committee shall decide on taking up loans of less than one year's term which do not exceed either separately or in total the amount of one twelfth of one year's Budget.
 - 7) Representation of the Society in litigious and non-litigious matters, issue and acceptance of legal statements on behalf of the Society, institution of any legal proceedings excepting the movable goods and real estate acquired from funds of the Government of the Federal Republic of Germany.
 - 8) Decision on applications for the remission of school fees.
 - 9) Decision on applications for or expulsion from membership of the Society.
 - 10) Convocation of General Meetings of Members of the Society and preparation of the agenda.
 - 11) Decision on disciplinary action in accordance with the school rules.
 - 12) Allocating donations to the Society which have not been specifically appropriated by the donors.
3. Decisions of the Committee affecting the nature or volume or the financial assistance by the Federal Republic of Germany shall be made in agreement with the Head of the Embassy of the Federal Republic of Germany in Nairobi.
 4. Matters concerning the organisation of the School shall be settled by the Committee in agreement with the Headmaster, whose duties and powers in the educational and administrative fields are fixed by his rules of service.

Article 21

Signature of Documents

All legal documents of the Society shall be executed by two signatories, one of whom shall be the Chair or the Vice-Chair and the other a member of the Committee. If such document relates to the nature or the volume of the financial assistance by the Government of the Federal Republic of Germany prior consent of the Head of the Embassy of the Federal Republic of Germany in Nairobi must be obtained. If such document affects the official duties of the Headmaster it shall be brought to his attention.

Article 22

German School Society Registered Trustees

1. There shall be incorporated under the provisions of the Land (Perpetual Succession) Act (Chapter 286) a body corporate to be known as "German School Society Registered Trustees" (hereinafter called "the German School Society") in which shall be vested all land for the time being owned by the German School Society and any other land which may subsequently be acquired by the said Society.
2. The general body of Members of the German School Society shall by resolution at the Annual General Meeting appoint at least four Members of the Society to be Trustees and the Trustees so appointed shall make the requisite application for incorporation as aforesaid to the Minister for Lands and Settlement. The first Trustees shall be appointed at an extraordinary General Meeting.
3. The office of Trustees shall be vacated in any of the following events, namely:
 - a) if he resigns his office by notice in writing
 - b) if he has a receiving order made against him or makes an arrangement or composition with his creditors
 - c) if he becomes of unsound mind
 - d) if he is removed from office pursuant to Article 6 hereof.
4. Subject to the provisions of the foregoing Clause the Trustees shall hold office for three years and on retirement such Trustees shall be eligible for re-election.
5. The Society in General Meeting may by ordinary resolution remove any Trustee before the expiration of his term of office and may by ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Trustee on the day on which the Trustee in whose place he is appointed was last appointed Trustee.
6. The German School Society shall have a Common Seal which shall be in circular form with the words "GERMAN SCHOOL SOCIETY REGISTERED TRUSTEES" inscribed around its circumference.
7. The Trustees shall provide for the safe custody of the seal which shall only be used by the authority of the Trustees. Every instrument to which the seal shall be affixed shall be signed by at least two Trustees.

Miscellaneous

Article 23

Rights and Duties of the Headmaster

The rights and duties of the Headmaster, particularly his participation in decisions to be taken by the Committee on matters of personnel, shall be laid down in his contract of service, the service regulations, the school rules and regulations of the Teachers' Conference.

Article 24

Representation of Teachers, Students, Parents

The Committee shall ensure that the teachers, students and parents are given appropriate opportunities for co-operation and participation in all school matters in accordance with its regulations.

Article 25

Inspection of Books

The Society shall make its books of accounts and all documents relating thereto and a list of Members available for any Committee member or Member of the Society at the School premises during normal office hours on three consecutive days (excluding Saturday and Sunday) during the fourteen days immediately preceding the General Meetings.

Article 26

Audit

1. At the Annual General Meeting two auditors shall be selected, who shall audit the handling of the assets, especially cash management, as well as adherence to the Budget, and examine the annual account after its completion.
2. The auditors shall in each case be elected for the following fiscal year. Re-election is possible.

Article 27

Special relations of the Society and the School

1. The constitution regulates the obligations and the internal responsibilities of the Society. At the same time it is the basis for its incorporation.
2. In addition there exist specially regulated relations of the Society and the School
 - towards the competent local authorities if they have a supervisory capacity

- with the Federal Foreign Office and the "Bundesverwaltungsamt - Zentralstelle für das Auslandsschulwesen" (Federal Office of Administration - Central Agency for Education in German Schools Abroad) in connection with the terms of support
- with the "Kultusministerkonferenz" (Conference of the Ministers of Education of the Länder of the Federal Republic of Germany) with respect of the curricula, the German examinations, the recognition of the school according to German regulations and the conditions of service of the teachers.

Article 28

Amendments to the Constitution

1. Amendments to the Constitution must be approved by the General Meeting of the Society with a two-thirds majority of the valid votes cast.
2. Any amendments of the Constitution shall require the approval of the Foreign Office of the Federal Republic of Germany.

Article 29

Dissolution of the School Society

1. The Society shall not be dissolved except by resolution passed by three-quarters of all Members of the Society having a right to vote.
2. The liquidation of the Society's Assets shall be effected by one or more persons appointed by the Committee.
3. The existing assets are to be left to the Federal Republic of Germany with the provision that they are to be kept available for a period of ten years for the founding of a new German school in Nairobi. After the expiry of this period, the assets of the society shall be used for the purposes of foreign cultural and educational policy in the Republic of Kenya.

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