

**ARTICLES OF ASSOCIATION FOR
THE INDEPENDENT INSTITUTION, SKIPPER CLEMENT SCHOOL**

I. NAME OF THE SCHOOL, ADDRESS AND YEAR OF ESTABLISHMENT

§ 1.

PCS. 1. The school's name is "The independent institution, Skipper Clement School".

PCS. 2. The school's home is Aalborg Municipality. The school operates from the address Gammel Kærvej 30 and Vesterbro 14, 9000 Aalborg.

PCS. 3. The school was established on 1 April 1973 by a merger of two independent institutions, Elisabeth Brøndsted School and Skipper Clement School, the latter formerly Cand. Mag. Møllers Realskole. In August 2005, Aalborg International School was admitted as the Skipper Clement School's international department.

II. SCHOOL ORGANIZATION AND OPERATION

§ 2.

PCS. 1. The school is an independent, self-governing educational institution. The school has CVR no.: 35876219.

PCS. 2. The operation of the school is carried out by public subsidies and by self-coverage, including tuition fees for the pupils and parental payment for the after-school program, in accordance with the Act on Free Schools and Private Primary Schools. etc. and possibly by contributions from others.

PCS. 3. The school's funds may only benefit the school's school and teaching activities.

PCS. 4. Any profit from the operation of the school accrues to the school.

PCS. 5. Contributions to the school do not entitle the contributor to any part of the school's assets or to dividends of any kind.

PCS. 6. The school's liquid funds must be placed in accordance with the provisions of the Act on independent schools and private primary schools, etc. and may not be placed in accounts etc. that are available to anyone other than the school.

III. PURPOSE OF THE SCHOOL

§ 3.

PCS. 1. The purpose of the school is to run a private primary school in accordance with the legislation in force at any given time for independent schools and private primary schools, etc. The school provides teaching within 0th - 9th grade. The school can also include 1-year teaching in the 10th grade and the after-school program.

PCS. 2. The school must provide an education that is commensurate with what is generally required in the primary school. This also applies to the school's international department, which is mentioned under § 3, para. 3.

PCS. 3 . The school's international department works according to the Cambridge Assessment International Examinations' Curriculum for examinations at Checkpoint and the International General Certificates of Education (IGCSE).

PCS. 4. The school must in all its activities, prepare students to live in a society like the Danish with freedom and democracy and must develop and strengthen students' democratic formation and their knowledge of and respect for fundamental freedoms and human rights, including gender equality.

IV. TASKS OF THE BOARD OF DIRECTORS, ETC.

§ 4.

PCS. 1. The school board is responsible for the overall management of the school.

PCS. 2. The board is responsible for the school's finances and operation.

PCS. 3. The board hires and fires the school leader and other staff. The board may transfer the head of the school's right to hire and fire the school's other staff.

PCS. 4. The board determines the amount of tuition fees.

PCS. 5. The board determines the size of the parental payment for the after-school program.

PCS. The Board of Directors decides on the purchase, sale and mortgaging of real estate.

PCS. 7. The board, together with the parent group, decides on changes to the school's articles of association

PCS. 8. Outside the cases where the board is required by law to provide for the liquidation of the school, the board, together with the parents, decides on the closure of the school.

PCS. 9. The Board also decides any questions about the school that the board itself wants to decide on.

PCS. 10. The board of directors must keep minutes of its decisions and enter established incapacity in the minutes.

PCS. 11. In the event of a discrepancy between the legislation and the wording of the articles of association, the board of directors must follow the legislation, and the board of directors is responsible for ensuring that the articles of association are in accordance with the legislation at all times.

§ 5.

PCS. 1. The members of the board of directors are not subject to decisions made by the organization, institution or the like that has elected or appointed them in the exercise of the position of board member.

PCS. 2. Board members are not personally liable for the school's debts.

PCS. 3. The members of the board may not receive fees or similar payment of the school's funds for the performance of the duties as a board member.

PCS. 4. The members of the Board of Directors are covered by the provisions of Chapters 2 and 8 of the Public Administration Act on incapacity and professional secrecy, etc.

PCS. 5. The school may pay travel allowance to the board members in accordance with the rules in the business travel agreement, cf. the Ministry of Finance's circular no. 12212 of 30 June 2000.

V. COMPOSITION OF THE BOARD OF DIRECTORS, mode of operation and period of operation, etc.

§ 6.

PCS. 1. The Board of Directors consists of seven members. Of these, five members are elected by and from the parent group as well as two members by and from the employees - but not the school head. Apart from this, the school staff may not be a member of the board. In addition, two deputies from the parent group and one deputy from the employee group are elected - but not the school head.

PCS. 2. The five board members elected by and among the parents are elected for two years and retire each year alternately by two and three. The two board members elected by and from among the

employees are elected for two years and retire each year alternately. The board members must be of legal age, and at least a majority, including the chairman, must be registered with CPR and residence in Denmark.

PCS. 3 The Board of Directors should, as far as possible, have a balanced composition of women and men, cf. section 11, subsection 2 of the Act on Equality of Women and Men.

PCS. 4. The five parent-elected board members shall be elected by and from among the persons who have custody of the school's pupils (cf. section 8), in accordance with rules laid down by the board and published on the school's website no later than eight weeks before the election.

PCS. 5. The school's employees can only participate in the election of parent representatives on the board if they are also parents of students at the school.

PCS. 6. A board member resigns from the board immediately if the member no longer fulfills the conditions for membership of the board, which follows from section 5 of the Act on independent schools and private primary schools or from the articles of association.

PCS. 7. If a board member resigns during the term of office, the deputy shall take over for the remainder of the term of office. If there is no deputy, a new board member must be elected as soon as possible for the resignation's remaining term of office.

PCS. 8. The board members shall not resign from the board if their children are expelled from school during the election period against the parents' wishes, and may otherwise continue on the board even if they do not have children at the school until the board member's election period expires.

PCS. 9. At a general meeting, the parents may dismiss one or more board members during the term of office, if the agenda for the meeting contains an item on voting on the dismissal of one or more board members, stating that the resignation takes place by a simple majority of votes.

PCS. 10. The Board of Directors constitutes itself with a chairman and deputy chairman. The chairman and deputy chairman are elected by the center of the board. The Vice-Chairman shall take the place of the Chairman in the event of the President's resignation.

PCS. 11. The Board of Directors has a quorum when at least half of the members are present.

PCS. 12. The Board of Directors makes decisions by a simple majority of those present. Voting may not be by proxy or by letter. In the event of a tie, the chairman's - and in his absence's vice - chairman's vote is decisive.

PCS. 13. The board may decide that the school management and / or others may participate in the board meetings (without the right to vote). When dealing with individual cases involving persons in the school's management or employees, the board may suspend the meeting attendance for one, several or all of those concerned.

PCS. 14. The Board of Directors ensures that the election of supervisors takes place in accordance with the Executive Order on the election and certification of supervisors at independent primary and lower secondary schools, etc.

PCS. 15. The Board of Directors shall establish rules of procedure for its activities, which shall at least contain provisions on how convening of Board meetings shall take place.

VI. SCHOOL LEADER AND OTHER STAFF

§ 7.

PCS. 1. The head of the school is responsible for the day-to-day pedagogical management of the school.

PCS. 2. The head of the school is responsible for ensuring that the daily operation of the school is sound and in accordance with applicable rules and conditions.

PCS.3. The head of the school and the school's other staff are covered by the provisions of the chapters 2 and 8 of the Public Administration Act on incapacity and duty of confidentiality, etc,

VII. THE SCHOOL'S PARENT CIRCLE AND THE PARENTS 'RIGHTS

§ 8.

PCS. 1. The parent group consists of the persons who have custody of the school's students.

PCS. 2. The parents' rights under the articles of association and the law belong to the person or persons who have custody of the pupil. The school may consider the person who has the pupil in care to be authorized to act on behalf of the holder of parental authority, but not with regard to the question of the beginning and duration of the schooling.

PCS. 3. The school maintains a list of the persons who have registered as belonging to the parent group. The list shall be amended only upon reasoned - if necessary also documented - written request to this effect with subsequent due notice to the person or persons who are included or deleted from the list, whereby it is noted that custodians always have the right to exercise their rights, regardless whether they are included in the list.

§ 9.

PCS. 1. The annual general meeting is held every year at the school or elsewhere in the home municipality before the end of May. If there is an assembly ban issued by public authorities that makes it impossible to hold the general meeting, this can be held virtually.

PCS. 2. The general meeting is convened by the board of directors by ordinary letter, e-mail or other secure method of transmission with at least 14 days' notice stating the agenda.

PCS. 3. The notice convening the Annual General Meeting shall contain at least the following agenda:

1. Election of Chair.
2. The Board of Directors' reports.
3. The Board of Directors submits the audited and approved annual report for information.
4. The Board of Directors submits the approved budget for information.
5. Presentation of newly elected board members and deputies.
6. Processing of received proposals.
7. Election of supervisor or request to the municipal council of Aalborg Municipality to appoint them for a two-year period.
8. Optional items.

PCS. 4. Proposals that are to be considered at the annual general meeting must be received by the board of directors no later than 1 April. Proposals must be announced to the members no later than when the general meeting is convened.

PCS. 5. Each member of the parent group present has one vote.

PCS. 6. There can only be granted power of attorney to a person with whom you have joint custody of a child at school.

PCS. 7. The general meeting has a quorum regardless of the number of members present. The general meeting makes decisions by a simple majority of votes, cf., however, section 13, subsection 1 and § 14, para. 1.

PCS. 8. The parent group itself decides whether persons outside the parent group can participate in the general meeting and, if so, which persons.

PCS. 9. There must be a record of it at the general meeting. The minutes must be signed by the Chair.

PCS. 10. Election documents must be secret if one or more members of the parent group so wish.

PCS. 11. Extraordinary general meetings are held when the school board decides so. Extraordinary general meetings must also be convened by the board of directors when 1/5 of the members of the parent group so request in writing. The convening is done as an ordinary general meeting. The extraordinary general meeting must be held no later than 3 weeks after receipt of the request.

VIII. **ANNUAL REPORT AND INSIGHT OF PARENTS AND EMPLOYEES IN BUDGETS, ANNUAL REPORTS AND AUDIT PROTOCOL**

§ 10.

PCS. 1. The Board of Directors is responsible for preparing a true annual report each year in accordance with applicable rules, which in accordance with applicable rules is subject to satisfactory audit by an auditor elected by the Board of Directors.

§ 11.

PCS. 1. Upon request, members of the parent group and employees at the school have the right to gain insight into budgets and accounts approved by the board, as well as the audit report. However, there is no right to insight into information that is covered by the Public Administration Act's rules on professional secrecy. The Board of Directors may extend this right to other persons.

IX. **SIGNING RIGHT**

§ 12.

PCS. 1. The school is signed either by the chairman of the board and the head of the school jointly or by one of these in association with the deputy chairman of the board.

PCS. 2. The signing right cannot be delegated.

X. **AMENDMENT OF THE SCHOOL'S STATUTES**

§ 13.

PCS. 1. The board of directors and the parent group jointly decide on amendments to the articles of association. Adoption of proposals for amendments to the articles of association requires a majority of 2/3 of the votes cast.

PCS. 2. Amendments to the articles of association shall only be valid if they (1) contain information on who is the chairman and deputy chairman of the board of directors, (2) are signed by all board members, (3) indicates the names and addresses of the board members in easy-to-read writing, e.g. typescript and (4) is published on the school's website with an indication of when the publication took place and when the amendments to the articles of association were adopted by the board.

XI. CLOSURE OF THE SCHOOL

§ 14.

PCS. 1. Outside the cases where the Board under this Act shall ensure liquidation of the school, the Management Board will jointly with parents circuit decision on school closure. The adoption of a proposal for closure requires a majority of 2/3 of the votes cast.

PCS. 2. If the school ceases to conduct school activities for the purpose in accordance with the Act on Free Schools and Private Primary Schools, it must be closed down.

PCS. 3. It is the responsibility of the board of directors to inform the parents about the decision on closure and the basis for this. The briefing must take place immediately after the decision on the closure has been made.

PCS. 4. It is the responsibility of the board to notify the Ministry of Children and Education (the Quality and Supervision Board) and the municipalities where the students are domiciled.

PCS. 5. It is the responsibility of the board to inform the Ministry of Children and Education (the Quality and Supervision Agency) if the school stops its payments, is declared bankrupt, or there is otherwise a danger that the school's activities may be suspended.

PCS. 6. The board is responsible for the preservation of the school's assets and for ensuring that the financial statement on the occasion of the school's closure is made in accordance with current rules, and that the school's net assets are used in accordance with the articles of association.

PCS. 7. Any excess funds must, with the approval of the Minister for Children and Education, be used for school activities that are supported through the Act on Free Schools and Private Primary Schools, etc.

PCS. 8. It is the responsibility of the board to continue to function until the financial liquidation of the school's assets and liabilities has been completed in accordance with applicable rules, including that the school's net assets are used in accordance with the articles of association.

Aalborg, 1st October 2021

Sabina Folden (Chairman of the Board)
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