

V E D T Æ G T E R F O R D E N
S E L V E J E N D E I N S T I T U T I O N

The International School of Billund

I. SKOLENS NAVN, ADRESSE, HJEMSTED OG STATUS

§ 1.

Skolens navn er "The International School of Billund". Skolen er oprettet i år 2012 og påbegynder skolevirksomhed august 2013.

Stk. 2. Skolens hjemsted er Billund Kommune. Skolen driver virksomhed fra adressen Skolevej 24, 7190 Billund

Stk. 3. Skolen er en selvejende uddannelsesinstitution, der i sit virke er uafhængig. Skolen har CVR- nr.: 34 76 33 56

§ 2.

Skolens formål er at drive privat grundskole efter de til enhver tid gældende love og andre regler for friskoler og private grundskoler m.v.

Stk. 2. Det er tillige skolens formål at drive børnehavevirksomhed i henhold til § 36 a i lov om friskoler og private grundskoler m.v.

Stk. 3. Skolen skal give en undervisning, som står mål med, hvad der almindeligvis kræves i folkeskolen og forventes af en international skole.

Stk. 4. Skolen skal forberede eleverne til at leve i et samfund med frihed og folkestyre.

Stk. 5. Skolen skal i samarbejde med forældrene give eleverne kundskaber og færdigheder, der forbereder dem til videre uddannelse og giver dem lyst til at lære mere, gør dem fortrolige med dansk kultur og historie, giver dem forståelse for andre lande og kulturer, bidrager til deres forståelse for menneskets samspil med naturen og fremmer den enkelte elevs alsidige udvikling.

Stk. 6. Skolen skal udvikle arbejdsmetoder og skabe rammer for oplevelse, fordybelse og virkelyst, så eleverne udvikler erkendelse og fantasi og får tillid til egne muligheder og baggrund for at tage stilling og handle.

Stk. 7. Skolen skal forberede eleverne til deltagelse - med rettigheder og pligter - i et samfund med frihed og folkestyre.

Stk. 8. Det er endvidere skolens formål at styrke elevernes systematiske og kreative kompetencer med udgangspunkt i den enkelte elevs potentiale,

Stk. 9. Uddybende bemærkninger til skolens formål kan optages som bilag til vedtægterne.

III. SKOLENS BESTYRELSE OG LEDER

§ 3.

Skolens bestyrelse varetager den overordnede ledelse af skolen og er ansvarlig over for børne- og undervisningsministeren for, at skolens økonomi og drift - herunder forvaltningen af de statslige tilskud - er i overensstemmelse med skolens vedtægt og med de til enhver tid gældende love og andre regler for friskoler og private grundskoler.

Stk. 2. Skolens leder varetager den daglige pædagogiske ledelse af skolen, jf. § 6, stk. 1 i lov om friskoler og private grundskoler m.v. Skolens leder har tillige ansvaret for, at den daglige drift af skolen er forsvarlig og i overensstemmelse med gældende regler og vilkår.

Stk. 3. Bestyrelsen består af 5 medlemmer, der udpeges/vælges således:

- a. To medlemmer udpeges af LEGO Fonden.
- b. Et medlem udpeges af Dansk Industri.
- c. To medlemmer vælges af og blandt forældrene til elever på skolen (forældrekræden) jf. nedenfor under § 5.

Stk. 4. De under stk. 3, litra a og b udpegede bestyrelsesmedlemmer udpeges for to år ad gangen, medens de to under litra c nævnte medlemmer vælges for et år ad gangen. Udpegede/valgte bestyrelsesmedlemmer indtræder i bestyrelsen pr. den 1. november i valgåret/udpegningsåret. Hvert år vælges for et år et af forældrekræden fastsat antal suppleanter for de under litra c nævnte medlemmer. Suppleanterne optages automatisk i bestyrelsen, hvis en eller begge medlemmer nævnt under litra c træder ud af bestyrelsen.

Stk. 5. Meddelelse om, hvem der er udpeget som bestyrelsesmedlemmer i henhold til § 3, stk. 3, litra a og b afgives skriftligt til skolen senest den 1. oktober i det år, hvor udpegnen har fundet sted.

Stk. 6. Forældrekrederen kan på et forældrekredermøde afsætte et eller begge de under § 3, stk. 3 litra c valgte bestyrelsesmedlemmer, såfremt dagsordenen for mødet indeholder et punkt om afstemning om afsættelse af et eller begge bestyrelsesmedlemmer med angivelse af, at afsættelse sker ved almindelig stemmeflerhed. De under § 3, stk. 3, litra a og b udpegede bestyrelsesmedlemmer kan ikke afsættes i funktionsperioden.

Stk. 7. De under stk. 3 litra c. valgte bestyrelsesmedlemmer skal ikke udtræde af bestyrelsen, hvis deres børn i valgperioden udskrives af skolen mod forældrenes ønske.

Stk. 8. Bestyrelsen bør så vidt muligt have en afbalanceret sammensætning af kvinder og mænd jf. § 11, stk. 2 i lov om ligestilling af kvinder og mænd.

Stk. 9. Skolens ansatte kan ikke være medlem af bestyrelsen og kan kun deltage i valg af bestyrelsen, når disse samtidigt er medlem af forældrekrederen. Bestyrelsen kan beslutte, at skolens ledelse, det vil sige skolens leder og viceinspektør, samt en repræsentant for de ansatte kan deltage i bestyrelsens møder uden stemmeret. Ved behandling af enkeltsager, der vedrører personer i skolens ledelse eller enkelte ansatte, kan bestyrelsen suspendere mødedeltagelsen for en, flere eller alle de pågældende.

Stk. 10. Bestyrelsesmedlemmerne er ikke ved udøvelsen af bestyrelshvervet undergivet beslutninger truffet af den organisation, institution, forening eller lignende, som har valgt eller udpeget den pågældende.

Stk. 11. Bestyrelsen konstituerer sig selv af sin midte med formand og næstformand. Næstformanden træder i formandens sted ved formandens forfald.

Stk. 12. Bestyrelsesmedlemmerne skal være myndige, og mindst et flertal, herunder formanden, skal være registreret i CPR med bopæl i Danmark.

Stk. 13. Bestyrelsesmedlemmer hæfter ikke personligt for skolens gæld, men kan blive ansvarlig efter dansk rets almindelige erstatningsregler.

Stk. 14. Bestyrelsesmedlemmerne kan ikke modtage honorar eller lignende betaling af skolens midler for varetagelsen af hvervet som bestyrelsesmedlem.

Stk. 15. Et bestyrelsesmedlem udtræder af bestyrelsen øjeblikkeligt, hvis medlemmet ikke længere opfylder habilitetsbetingelserne for at være medlem af bestyrelsen, jf. lov om friskoler og private grundskoler m.v. og bekendtgørelsen om vedtægter for friskoler og private grundskoler.

Stk. 16. I tilfælde af et bestyrelsesmedlems udtræden i funktionsperioden f.eks. ved generel inhabilitet indtræder suppleanten i den pågældendes resterende funktionsperiode. Hvis dette ikke er muligt, skal der vælges henholdsvis udpeges et nyt medlem hurtigst

muligt for resten af perioden. Ved supplerung af bestyrelsen i funktionsperioden skal antallet af medlemmer (to) valgt af og blandt forældrekredeksens medlemmer opretholdes.

Stk. 17. For bestyrelsen, lederen, andre ansatte ved skolen samt skolens tilsynsførende, jf. nedenfor under § 6, gælder i øvrigt bestemmelserne i forvaltningslovens kapitel 2 om inhabilitet og kapitel 8 om tavshedspligt m.v.

Stk. 18. Bestyrelsen er beslutningsdygtig, når mindst halvdelen af medlemmerne er mødt personligt frem. Bestyrelsen træffer beslutninger ved almindelig stemmeflerhed, idet en række beslutninger dog alene kan træffes ved særlig majoritet jf. § 3, stk. 22 og § 10, stk. 1. Der kan ikke stemmes ved fuldmagt eller ved brev. Ved stemmelighed er formandens – og i dennes fravær næstformandens – stemme udslagsgivende.

Stk. 19. Bestyrelsen skal føre protokol over sine beslutninger. Ethvert bestyrelsesmedlem har ret til at få ført sin afvigende mening til protokols. Protokollen skal underskrives af de medlemmer, der har deltaget i mødet. Konstateret inhabilitet skal indføres i protokollen.

Stk. 20. Bestyrelsen fastsætter en forretningsorden for sin virksomhed, der mindst skal indeholde bestemmelser om, hvordan indkaldelse til bestyrelsesmøder skal ske. Forretningsordenen optages som bilag til vedtægten.

Stk. 21. Bestyrelsen ansætter og afskediger skolens leder og skolens øvrige personale. Kompetencen til at ansætte og afskedige skolens øvrige personale kan bestyrelsen delegerer til skolens leder, idet skolelederen dog, uden at delegation er nødvendig, til enhver tid på egen hånd kan ansætte og afskedige vikarer og anden midlertidig medhjælp til kortvarig tjeneste.

Stk. 22. Bestyrelsen træffer beslutning om køb, salg og pantsætning af fast ejendom. Til beslutning om køb, salg og pantsætning af fast ejendom samt om andre væsentlige købs- og lejekontrakter kræves det, at mindst 3 medlemmer stemmer herfor.

Stk. 23. Bestyrelsen fastsætter størrelsen af skolepengene og størrelsen af forældrebetalingen for skolefritidsordningen.

Stk. 24. Bestyrelsen træffer beslutning om ethvert overordnet spørgsmål om skolen, som bestyrelsen selv ønsker at træffe beslutning om bortset fra de kompetencer, som er tillagt henholdsvis skolens leder jf. § 3, stk. 2 og skolens forældrekræde jf. § 7, stk. 14.

Stk. 25. Bestyrelsen skal i tilfælde af uoverensstemmelse mellem lovgivningen og vedtægtens ordlyd følge lovgivningen, og bestyrelsen har ansvaret for, at skolens vedtægter til enhver tid er i overensstemmelse med lovgivningen.

IV. REGNSKAB M.V.

§ 4

Skolens regnskabsår følger kalenderåret.

Stk. 2. Bestyrelsen er ansvarlig for, at der hvert år udarbejdes et retvisende årsrapport for skolen i overensstemmelse med gældende regler.

Stk. 3. Bestyrelsen har ansvaret for, at årsrapporten underkastes betryggende revision i overensstemmelse med gældende regler.

Stk. 4. Bestyrelsen er ansvarlig for, at en revideret og originalt underskrevet årsrapport samt revisionsprotokoller sendes til Børne- og Undervisningsministeriet inden den 15. april i året efter regnskabsåret. Alle bestyrelsesmedlemmer skal underskrive årsrapporten og afgive erklæring på tro og love om, at de opfylder betingelserne for medlemskab.

Stk. 5. Bestyrelsen vælger skolens revisor.

Stk. 6. Forældre til elever samt fastansatte ved skolen har altid ret til at få kendskab til budgetter, årsrapporter, som er godkendt af bestyrelsen samt i revisionsprotokoller. Bestyrelsen kan udstrække denne ret til andre. Bestyrelsen kan fastsætte nærmere regler for retten til indsigt i skolens forhold. Oplysninger, der er omfattet af bestemmelserne om tavshedspligt i forvaltningsloven, kan dog ikke videregives.

V. FORÆLDREKREDS, TILSYN OG FORÆLDREKREDSMØDE

§ 5

Forældrekredsen består af forældrene til børn på skolen.

Stk. 2. Forældrenes rettigheder i medfør af denne vedtægt og lov om friskoler og private grundskoler m.v. tilkommer den eller de personer, der har forældremyndigheden over eleven eller har barnet i pleje, idet den, der har eleven i pleje dog ikke kan træffe beslutning om skolegangens begyndelse og varighed.

Stk. 3. Skolen fører en liste over de personer, som har tilmeldt sig som hørende til forældrekredsen. Listen ændres kun efter begrundet – om nødvendigt tillige dokumenteret – skriftlig anmodning herom med efterfølgende behørig underretning til den eller de personer, der optages henholdsvis slettes på listen, hvorved bemærkes, at forældremyndighedsindehavere altid har ret til at udøve deres rettigheder, uanset om de er optaget på listen.

§ 6

Skolen følger de til enhver tid gældende regler om tilsyn med frie grundskoler.

§ 7

Forældrekredermøde afholdes hvert år på skolen eller et andet sted i hjemstedskommunen inden udgangen af oktober måned. Bestyrelsen er ansvarlig for, at forældrekrederen indkaldes til forældrekredermødet. Indkaldelsen sker ved almindeligt brev, e-mail eller anden sikker forsendelsesmåde med mindst 14 dages varsel med angivelse af dagsorden.

Stk. 2. Indkaldelsen til forældrekredermøde skal indeholde følgende dagsorden:

1. Valg af dirigent.
2. Bestyrelsen og ledelsen orienterer om skolens økonomiske, driftsmæssige og pædagogiske forhold.
3. Valg af bestyrelsesmedlemmer i medfør af § 3, stk. 3, litra c.
4. Fastsættelse af det højeste antal suppleanter og valg af suppleanter, jf. § 3,stk. 4.
5. Eventuelt.

Stk. 3. Af indkaldelsen skal fremgå, at enhver forælder har ret til at foreslå kandidater på mødet. Bestyrelsen er ansvarlig for, at det alene er personer, der tilhører forældrekrederen, som afgiver stemme.

Stk. 4. Hvert medlem har én stemme.

Stk. 5. Der kan kun gives fuldmagt til en person, med hvem man har fælles forældremyndighed over et barn på skolen.

Stk. 6. Forældrekredermødet er beslutningsdygtigt uden hensyn til antallet af fremmødte medlemmer. Forældrekredermødet træffer beslutninger ved almindelig stemmeflerhed.

Stk. 7. Bestyrelsen og skolens ledelse har møderet og taleret på forældrekrederens møder. Herudover træffer forældrekrederen selv afgørelse om, hvorvidt personer uden for forældrekrederen kan deltage i forældrekredermøder og i givet fald hvilke personer.

Stk. 8. Skolens ansatte samt kandidater til bestyrelsen og til tilsynsførende kan ikke være dirigent på forældrekredermøder.

Stk. 9. Der skal føres protokol over det på forældrekredermøder vedtagne. Protokollen skal underskrives af dirigenten.

Stk. 10. Valghandlinger skal være hemmelige, hvis et eller flere medlemmer af forældrekrederen ønsker det.

Stk. 11. Ved valg af bestyrelsesmedlemmer og suppleanter kan hver forælder afgive stemme på det antal medlemmer, der skal vælges til bestyrelsen, henholdsvis på et antal personer svarende til det besluttede højeste antal suppleanter.

Stk. 12. Kandidaterne er valgt i rækkefølge efter størrelsen af de personlige stemmetal. I tilfælde af stemmelighed foretages lodtrækning.

Stk.13. Genvalg af bestyrelsesmedlemmer og suppleanter kan finde sted.

Stk. 14. Forældrekredermødets kompetencer er anført i § 3, stk. 3, litra c og § 3, stk. 4. Endvidere er der i de i § 6 anførte regler fastsat kompetencer for forældrekrederen.

VI. SKOLENS DRIFT

§ 8

Skolens drift gennemføres ved offentlige tilskud og ved egendækning herunder skolepenge for eleverne og forældrebetaling for skolefritidsordning efter lov om friskoler og private grundskoler m.v. og for dagpasning efter dagtilbudsloven samt eventuelt ved bidrag fra andre.

Stk. 2. Skolens midler må kun komme skolens skole- og undervisningsvirksomhed til gode.

Stk. 3. Et eventuelt overskud ved skolens drift tilfalder skolen.

Stk. 4. Bidrag til skolen giver ikke ret til nogen del af skolens formue eller til udbytte af nogen art.

Stk. 5. Bestyrelsen skal forvalte skolens midler til størst mulig gavn for skolen og skal tage skyldige økonomiske hensyn.

Stk. 6. Skolens likvide midler skal anbringes i overensstemmelse med bestemmelserne i lov om friskoler og private grundskoler m.v. og må ikke anbringes på konti m.v., som andre end skolen har rådighed over.

VII. TEGNINGSRET

§ 9

Skolen tegnes enten af bestyrelsens formand og skolens leder i forening eller af en af disse i forening med bestyrelsens næstformand.

Stk. 2. Ved køb salg og pantsætning eller andre dispositioner over skolens faste ejendomme tegnes skolen dog af mindst 3 medlemmer af bestyrelsen i forening.

Stk. 3. Tegningsretten kan ikke delegeres, og der kan ikke gives prokura jf. dog stk. 4.

Stk. 4. Bestyrelsen kan træffe beslutning om, at skolelederen i et nærmere fastlagt omfang og under bestyrelsens ansvar bemyndiges til at udføre overordnede ledelsesfunktioner, når dette er nødvendigt for at opnå en hensigtsmæssig daglig ledelse.

VIII. ÆNDRING AF SKOLENS VEDTÆGT

§ 10

Bestyrelsen træffer beslutning om vedtægtsændringer. Til vedtagelse af vedtægtsændringer kræves det, at mindst 3 medlemmer stemmer herfor.

Stk. 2. Vedtægtsændringer har kun gyldighed, hvis de 1) indeholder oplysning om, hvem der er formand og næstformand for bestyrelsen, 2) er underskrevet af samtlige bestyrelsesmedlemmer, 3) angiver bestyrelsesmedlemmernes navne og adresser med let læselig skrift, f.eks. maskinskrift og 4) er offentliggjort på skolens hjemmeside med angivelse af, hvornår offentliggørelsen har fundet sted, og hvornår vedtægtsændringerne er vedtaget af bestyrelsen.

IX. NEDLÆGGELSE AF SKOLEN M.V.

§ 11

Beslutning om skolens nedlæggelse træffes af bestyrelsen.

Stk. 2. Ophører skolen med at drive skolevirksomhed efter bestemmelserne i § 2, stk. 1, 3 og 4, skal den nedlægges.

Stk. 3. Det påhviler bestyrelsen at orientere forældrekredsen om beslutning om nedlæggelse og om grundlaget herfor. Orienteringen skal ske umiddelbart efter beslutningen om nedlæggelsen er truffet.

Stk. 4. Det påhviler bestyrelsen at give Børne- og Undervisningsministeriet og de kommuner, hvor eleverne er hjemmehørende, meddelelse om skolens nedlæggelse.

Stk. 5. Det påhviler bestyrelsen omgående at orientere Børne- og Undervisningsministeriet, hvis skolen standser sine betalinger, begæres konkurs, eller der i øvrigt er fare for, at skolens virksomhed må indstilles.

Stk. 6. Bestyrelsen har ansvaret for bevarelsen af skolens aktiver og for, at den økonomiske opgørelse i anledning af skolens nedlæggelse foretages efter gældende regler, samt at skolens nettoformue anvendes i overensstemmelse med vedtægten.

Stk. 7. Eventuelle overskydende midler skal med Børne- og Undervisningsministeriets godkendelse anvendes til brug for skoleformål, der støttes gennem lov om friskoler og private grundskoler m.v.

Stk. 8. Det påhviler bestyrelsen at fungere videre, indtil den økonomiske afvikling af skolens aktiver og passiver er tilendebragt efter gældende regler, herunder at skolens nettoformue anvendes i overensstemmelsen vedtægten.

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Nærværende vedtægter er den 11 marts 2013 vedtaget af skolens bestyrelse Camilla Uhre Fog (formand), udpeget af LEGO Fonden, jf. § 3, stk. 3, litra a, Christian Hyltoft Hellum udpeget af LEGO Fonden, jf. § 3, stk. 3, litra a og Mogens Cranil (næstformand) udpeget af Dansk Industri, jf. vedtægtens § 3, stk. 3, litra b.

De to bestyrelsesmedlemmer, som skal vælges af skolens forældrekræds, jf. vedtægtens § 3, stk. 3 litra c, vil blive valgt på et forældrekræds møde i september måned 2013, når forældrekrædsen er blevet etableret.

Vedtægten træder tidligst i kraft, når den er offentliggjort på skolens hjemmeside. Det skal af offentliggørelsen på skolens hjemmeside fremgå, hvornår offentliggørelsen på hjemmesiden har fundet sted, hvornår bestyrelsen har vedtaget vedtægten, og hvornår børne- og undervisningsministeren har godkendt vedtægten.

Camilla Uhre Fog
(Formand)
Skovparken 102
7190 Billund

Mogens Cranil
(Næstformand)
Engbovej 50E
2610 Rødovre

Christian Hyltoft Hellum
Eskelunden 17
7300 Jelling

**MEMORANDUM AND ARTICLES OF ASSOCIATION
FOR THE PRIVATE FOUNDATION**

The International School of Billund

I. SCHOOL'S NAME, ADDRESS, DOMICILE AND STATUS

§ 1

The name of the school is "The International School of Billund". The school was established in 2012 and begins its activities as a school in August 2013.

Section 2 The school is domiciled in Billund Municipality, Denmark. The school undertakes its activities at Skolevej 24, 7190 Billund, Denmark.

Section 3 The school is a private educational foundation, and is independent in its activities. The school has CVR no. (Danish Central Business Register number) 34 76 33 56.

§ 2

The purpose of the school is to operate a private basic school in accordance with the Danish legislation in force at any given time, and in accordance with current Danish legislation and other rules for private independent schools and private basic schools, etc.

Section 2 It is also the school's objective is to conduct kindergarten activities in accordance with § 36 of the Danish *lov om friskoler og private grundskoler, m.v.* (Law on Private Independent Schools and Private Basic Schools).

Section 3 The school must provide an education that is fully comparable with what is commonly required in the Danish *folkeskole* and is expected of an international school.

Section 4 The school must prepare students to live in a society characterised by freedom and democracy.

Section 5 In cooperation with the parents, the school must give students the knowledge and skills that will prepare them for further education and make them want to learn more, make them familiar with Danish culture and history, give them an understanding of other countries and cultures, contribute to their understanding of human interaction with nature, and promote the individual student's

overall development.

Section 6 The school must develop working methods and create opportunities for experience, absorption and the desire to get involved, so that students develop awareness, imagination and confidence in their own abilities and background in order to be able to form an opinion and to act on that opinion.

Section 7 The school must prepare students for participation in a society based on freedom and democracy – with the rights and duties pertaining to this.

Section 8 It is also the school's aim to strengthen students' systematic and creative skills, based on the individual student's potential.

Section 9 Explanatory comments about the school's purpose can be included as supplements to the articles of association.

III. THE SCHOOL BOARD OF DIRECTORS AND THE HEAD OF THE SCHOOL

§ 3

The board is responsible for the overall management of the school and is accountable to the Danish Minister of Children and Education for the school's finances and operations – including the management of government grants – being consistent with the school's articles of association and with the legislation and other rules currently in force for Danish private and independent schools.

Section 2 The head of the school is responsible for the day-to-day educational leadership of the school, in accordance with § 6 section 1 of the Law on Private Independent Schools and Private Basic Schools. The head of the school is also responsible for the day-to-day operations of the school being sound and in accordance with the applicable rules and conditions.

Section 3 The board consists of five members appointed/elected as follows:

- a. Two members appointed by the LEGO Foundation.
- b. One member appointed by *Dansk Industri* (the Confederation of Danish Industry).
- c. Two members elected by and from among parents of students at the school (the parent group), as laid out below in § 5.

Section 4 The board members appointed in accordance with section 3, sub-sections a and b are appointed for two-year terms, while the two members appointed in accordance with sub-section c are elected for one year at a time. The nominated/elected members join the board on 1 November of the year in which they are appointed/elected. Each year, the parent group elects a number of

substitutes for the members elected in accordance with point c, for a period of one year, the actual number to be determined by the parent group. These substitutes are automatically inducted onto the board, if one or both members mentioned under sub-section c steps down from the board.

Section 5 Notice about who has been appointed as a board member pursuant to § 3 section 3, sub-sections a and b must be given in writing to the school by 1 October of the year in which the appointment has taken place.

Section 6 The parent group can remove one or both of the board members elected in accordance with section 3 sub-section c at a meeting of the parent group, provided that the agenda includes an item for a vote on removal of one or both members of the board stating that the removal can be carried out by simple majority. The board members appointed pursuant to § 3 section 3, sub-sections a and b cannot be removed during their term.

Section 7 The board members elected in accordance with section 3 sub-section c do not have to resign from the board should their children be removed by the school against their parents' wishes during the period for which their parents are elected.

Section 8 The board should seek to have a balanced composition of women and men, in accordance with § 11 section 2 of the Danish legislation regarding equality between the sexes.

Section 9 School employees cannot become members of the board and can only participate in the election of the board in cases where they are also a member of the parent group. The board can decide that the school management – i.e. the head of school and the assistant head of school, and a staff representative – may attend board meetings, but without voting rights. When considering individual cases that involve persons in the school management group or individual employees of the school, the board may suspend such meeting attendance for one, several or all of these.

Section 10 In the course of their duties as board members, board members are not bound by any decisions of the organisation, institution, association or other body that has elected or appointed that person.

Section 11 The board selects a chairperson and a deputy chairperson from among its members. The deputy chairperson shall replace the chairperson in his/her absence.

Section 12 Board members must be of age, and at least a majority of the members, including the chairperson, must be registered in the Danish CPR register and resident in Denmark.

Section 13 Board members are not personally liable for the school's debts, but may be held liable under Danish tort legislation.

Section 14 Board members are not allowed to receive fees or similar payments from school funds for performing the duties of a board member.

Section 15 A board member resigns from the board immediately if the member no longer complies with the conditions for eligibility for being a member of the board, in accordance with the Law on Private Independent Schools and Private Basic Schools and the Danish ministerial regulations regarding articles of association for private independent schools and private basic schools.

Section 16 In the case of an appointed board member leaving during his/her term – for example due to general disqualification – a substitute will take over his/her position for the remaining term of office. If this is not possible, a new member is to be elected or appointed as quickly as possible for the remainder of the period. When supplementing the number of appointed board members during their term, the number of members (two) elected by and among parents must be maintained.

Section 17 The provisions of the Danish *forvaltningslov* (Law on Public Administration) chapter 2 regarding disqualification and chapter 8 regarding confidentiality, etc. apply to the board, the head of school, other staff of the school and school supervisors, as laid out in § 6 below.

Section 18 The board has a quorum when at least half of the members are present in person. The board takes decisions by simple majority. However, a number of decisions can only be taken by a special majority pursuant to § 3 section 22 and § 10 section 1. Members cannot vote by proxy or by letter. In the case of a tied vote, the chairperson – and in his/her absence the deputy chairperson – has the casting vote.

Section 19 The board is to keep minutes of its decisions. Every board member has the right to have his/her dissent entered into the record. The minutes must be signed by the board members who participated in the meeting. Any established disqualification must be recorded in the minutes.

Section 20 The board establishes rules of procedure for its own activities. These rules must include, as a minimum, provisions regarding convening board meetings. The rules of procedure must be included as a supplement to the articles of association.

Section 21 It is the board's responsibility to appoint and dismiss the head of the school and other school staff. The board delegates authority to hire and fire other school staff to the head of the school, and the head of the school can at any time hire and fire temporary or substitute staff and other temporary assistant staff for short-term service, with no delegation being necessary

Section 22 It is the board's responsibility to make decisions regarding the purchase, sale and mortgaging of property. Any decision to purchase, sell or mortgage property as well as on other major purchase and rental agreements require that at least three members of the board vote in favour.

Section 23 It is the board's responsibility to determine school fees and the parental payments for after-school care.

Section 24 It is the board's responsibility to make decisions regarding any general questions about the school that the board wish to take within its purview, apart from the jurisdiction conferred on the head of the school in accordance with § 3, section 2 and on the school's parent group in accordance with § 7, section 14, respectively.

Section 25 If there is a discrepancy between Danish legislation and the wording of the school's articles of association, the board must comply with the pertinent Danish legislation. The board is responsible for the articles of association being compliant with such legislation at all times.

IV. ACCOUNTS, ETC.

§ 4

The school's financial year follows the calendar year.

Section 2 The board is responsible for ensuring the preparation of a true and fair annual report for the school each year, in accordance with currently applicable rules and regulations.

Section 3 The board is responsible for ensuring that the annual report is subjected to satisfactory audit, in accordance with currently applicable rules and regulations.

Section 4 The board is responsible for ensuring that originals of the audited, signed annual report and auditors' report are sent to the Ministry of Children and Education before 15 April of the year following the financial year. All board members must sign the annual report and submit a solemn and sincere declaration that they comply with the conditions for membership.

Section 5 The board elects the school's auditor.

Section 6 Parents of students and permanent staff at the school always have the right to be appraised of budgets and annual reports approved by the board and the auditors' report. The board may also extend this right to others. The board can lay down more detailed rules for rights to access to matters pertaining to the school. However, it is not permissible to disclose information that is subject to the provisions regarding confidentiality laid down in the Danish Law on Public Administration.

V. PARENT GROUP, SUPERVISION AND PARENT GROUP MEETING

§ 5

The parent group consists of parents of children who attend the school.

Section 2 Parents' rights under these articles of association and with regard to the Law on Private Independent Schools and Private Basic Schools pertain to the person who has parental custody of the school student or is the foster parent of the child, although foster parents are unable to make decisions about children attending the school, or about the duration of their attendance.

Section 3 The school maintains a list of people who have signed up as belonging to the parent group. Changes to this list can only be made on the basis of a reasoned – and, if necessary, also documented – written request with subsequent due notification to the person or persons being added or deleted from the list, as the case may be. However, it should be noted that holders of parental custody always have the right to exercise their rights, regardless of whether or not they are included in the parent group list.

§ 6

The school must comply with the rules regarding the supervision of Danish independent basic schools that are current and applicable at any given time.

§ 7

Parent group meetings are held every year at the school or elsewhere in the municipality in which the school is domiciled, by the end of October. The board is responsible for ensuring that parent group convenes the parent group meeting. This is done by ordinary mail, email or other secure and reliable means of communication, and is to take place with at least 14 days' notice, stating the agenda.

Section 2 The notice convening the parent group meeting must contain the following agenda points:

1. Election of chairperson
2. Information from the board and from the school management group about the school's financial, operational and educational conditions
3. Election of board members pursuant to § 3 section 3, sub-section c
4. Determination of the maximum number of substitutes and the election of substitutes, in accordance with § 3, section 4
5. Any other business

Section 3 The notice convening the parent group meeting must state that any parent has the right to propose candidates at the meeting. The board is responsible for ensuring that voting is limited to persons belonging to the parent group.

Section 4 Each member has one vote.

Section 5 It is only possible to grant power of attorney to a person with whom one has shared parental custody with regard to a child attending the school.

Section 6 The parent group meeting has a quorum irrespective of the number of members present. Parent group meetings take decisions by simple majority.

Section 7 The board and the school management group are entitled to attend parent group meetings and speak at such meetings. In addition, the parent group can make its own decisions about whether persons who are not members of the parent group can take part in parent group meetings and – if so – which people.

Section 8 School employees and candidates for the board and candidates as supervisors cannot serve as chairperson of parent group meetings.

Section 9 Minutes must be kept of the decisions taken by parent group meetings. These minutes must be signed by the chairperson.

Section 10 Ballots are to be conducted in secret, should one or more members of the parent group request this.

Section 11 When electing board members and substitutes, each parent is entitled to vote for the number of members to be elected to the board, or for a number of people equal to the agreed maximum number of substitutes.

Section 12 Candidates are selected in order of the number of personal votes cast. In the event of a tie, lots will be drawn.

Section 13 Board members and substitutes can be re-elected.

Section 14 The remit for parent group meetings is laid down in § 3, section 3, sub-section c and § 3, section 4. § 6 also contains rules regarding the remit for the parent group.

VI. THE RUNNING OF THE SCHOOL

§ 8

The school is run on the basis of government grants as well as self-financing, including school fees for pupils and parental payments for school-based leisure-time activities in accordance with the Law on Private Independent Schools and Private Basic Schools and for day care in accordance with *Dagtilbudsloven* (the Danish day care legislation), in addition to possible contributions from other parties.

Section 2 School funds can only be used for the benefit of the school's activities and for educational purposes.

Section 3 Any profit from the running of the school belongs to the school.

Section 4 Any contributions made to the school do not give any entitlement to any part of the school's assets or to dividends of any kind.

Section 5 The board must administer the school's resources for the maximum benefit of the school, and must take due financial consideration.

Section 6 The school's liquid funds are to be deposited in accordance with the provisions of the Law on Private Independent Schools and Private Basic Schools and must not be placed in accounts, etc. to which parties other than the school may have access.

VII. AUTHORITY

§ 9

The school is represented either by the chairperson of the board and the head of the school acting jointly or by one of these in conjunction with the deputy chairperson of the board.

Section 2 In the case of purchase, sale, mortgaging or other financial decisions pertaining to school buildings and properties, however, the school must be represented by at least three members of the board acting jointly.

Section 3 Such warrants of authority cannot be delegated to other parties, and it is not possible to issue power of procuration, except as laid out in section 4.

Section 4 The board is entitled to decide that the head of the school, to an extent laid down by the board and subject to the responsibility of the board, is authorised to undertake executive decisions in cases where this is necessary to ensure the appropriate day-to-day running of the school.

VIII. CHANGES IN THE ARTICLES OF ASSOCIATION OF THE SCHOOL

§ 10

Decisions with regard to changes and amendments to the articles of association of the school must be taken by the board. Changes to the articles of association require that at least three members of the board vote in favour.

Section 2 Changes and amendments to the school articles of association are only valid if they 1) contain information about who is the chairperson and deputy chairperson of the board 2) are signed by all members of the board 3) present the names and addresses of the board members in easily legible type (machine-written typescript for example) and 4) are published on the school website with indication of when such public disclosure took place, and when the amendments were passed by the board.

IX. CLOSING DOWN THE SCHOOL, ETC.

§ 11

Decisions about the school's closure must be taken by the board.

Section 2 If the school no longer conducts school activities in accordance with § 2 section 1, 3 and 4, it must be closed down.

Section 3 It is the board's responsibility to inform the parent group about any decision regarding closure of the school, and the reason why. This information must be provided immediately after the decision on the closure is taken.

Section 4 It is the board's responsibility to inform the Ministry of Children and Education and the municipalities in which students attending the school live regarding the school's closure.

Section 5 It is the board's responsibility to immediately inform the Ministry of Children and Education if the school suspends its payments, is subject to bankruptcy proceedings, or there is otherwise a danger that the school's activities must be terminated.

Section 6 The board is responsible for maintaining the school's assets and that the financial statement in conjunction with the closure of the school is conducted in accordance with the rules and regulations currently applicable and that the school's net assets are used in accordance with the school articles of association.

Section 7 Any excess funds must be used for educational purposes, as supported by the Law on Private Independent Schools and Private Basic Schools, with the approval of the Ministry of Children and Education.

Section 8 It is the board's responsibility to continue its activities, until such time as the financial settlement of the school's assets and liabilities has been completed in accordance with the rules and regulations currently applicable, including the school's net assets being used in accordance with the school's articles of association.

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These articles of association were adopted on 11 March 2013 by the school board in the persons of Camilla Uhre Fog (chairperson), appointed by the LEGO Foundation, in accordance with § 3, section 3, sub-section a, Christian Hyltoft Hllum, appointed by the LEGO Foundation, in accordance with § 3, section 3, sub-section a, and Mogens Cranil (deputy chairperson), appointed by the Confederation of Danish Industries, in accordance with § 3, section 3, sub-section b of the articles of association.

The two members who are to be elected by the school's parent group, in accordance with § 3, section 3, sub-section c of the articles of association, will be elected at a meeting of parents in September 2013, when the parent group has been established.

These articles of association come into force when they are published on the school website, at the earliest. Publication on the school website must show when such publication took place, when the board adopted the articles of association, and when the Minister of Children and Education approved the articles of association.

Camilla Uhre Fog
(Chairperson)
Skovparken 102
7190 Billund

Mogens Cranil
(Deputy chairperson)
Engbovej 50E
2610 Rødovre

Christian Hyltoft Hllum
Eskelunden 17
7300 Jelling

ISB School Board and Board Member Responsibilities and Code of Conduct

ISB School Board is responsible for the overall management of the school and is accountable to the Danish Minister of Children and Education for the school's finances and operations – including the management of government grants – being consistent with the school's articles of association and with the legislation and other rules currently in force for Danish private and independent schools.

ISB School Board Members have a joint responsibility to operate transparently and the authority to establish overall strategic direction, academic and administrative policies as well as to hold fiduciary control over ISB. In performing its role ISB Board must hold ISB Leadership to the highest standards of service to its students, staff, community and stakeholders.

ISB School Board similarly to other boards must take the time to ensure that every Board Member fully understands what's expected and needed of him or her, and then hold all members accountable.

This starts with an understanding of the fundamental legal duties of each individual Board Member, which include:

- **Duty of Care** — Each board member has a legal responsibility to participate actively in making decisions on behalf of the organization and to exercise his or her best judgment while doing so.
- **Duty of Loyalty** — Each board member must put the interests of the organization before their personal and professional interests when acting on behalf of the organization in a decision-making capacity. The organization's needs come first.
- **Duty of Obedience** — Board members bear the legal responsibility of ensuring that the organization complies with the applicable national, and local laws and adheres to its mission.

Board Members are not appointed or elected to represent specific constituencies in individual matters. While all Board Members bring different expertise, knowledge, and experiences to the Board, it is expected that all Members will consider the good of the whole school as expressed in the ISB Articles of Association and ISB Mission Statement above all.

Main responsibilities of ISB Board are:

- Determine the school's vision, mission, values and purpose
- Ensure adequate resources
- Exercise fiduciary responsibility and oversight
- Determine, monitor, and strengthen the school's programs and services
- Enhance the school's public standing
- Ensure legal and ethical integrity and maintain accountability
- Select and support the Head of School

Members of the Board, acting individually, have no authority to make decisions. All Members work as equal parts of a Board; only the School Board in formal session (Board Meeting) has the power to make decisions that affect the school and its community members, based on voting stipulations stated in ISB Articles of Association.

School related communication from Parents can be addressed to individual Board Members or Board Chair. If the matter requires operational attention, it and/or the parents will be referred to the Head of School. In those cases where the Board Member, in consultation with the Head of School or the Board Chair, considers that the matter requires Board review or action, it will be placed on the agenda of the next Board Meeting, as appropriate.

It needs underlining that elected Parent Board Members share same duties with Appointed Board Members and need to stay impartial in all matters. All Board Members should be aware that they represent the whole Board while communicating with the community members and should make sure that they stay impartial in doing so.

All School Employees can communicate with the Board by addressing the whole Board through the Board Chair in writing with prior notification to the Head of School.

In case matters brought to the Board's attention can be considered grievances the communication process for Grievances Policy will apply.

Each Member of the ISB Board is expected to adhere to the following code of conduct:

I shall do my utmost to represent the community interest in education by adhering to the following commitments:

- I shall avoid any legal conflict of interest or the appearance of impropriety that could result from my position and shall not use my Board membership for personal gain.
- I shall refer to and work within ISB policies.
- I shall recognize that a Board Member has no legal authority as an individual and that decisions can be made only by majority vote of the Board at a formal Board meeting.
- I shall take no private action that might compromise the Board, ISB LT or administration and shall respect the confidentiality of privileged information.
- I shall encourage and respect the free expression of opinion by my fellow Board Members and others who seek a hearing before the Board.
- I shall represent all school constituents honestly and equally and refuse to surrender my responsibilities to special interest or partisan groups.
- I shall abide by majority decisions of the Board, while retaining the right to seek changes in such decisions through ethical and constructive channels.

Board Way of Working

Upon elected to the Board, new members will be invited for a meeting with Head of School, who will hand out present document and ensure information about meeting dates and contact details to all Board members.

- The Board holds 4-6 meetings per school year
- The Board works at meetings
- Board members must send agenda wishes and potential pre-read no later than 14 days before a board meeting to the Head of School.
- The Head of the School and the Chairman author the final agenda and send this and relevant pre-reads one week prior to the meeting.
- The Head of School send minutes from the meeting to the Board one week after the meeting.
- Decisions are made at board meetings. In special cases, Chairman or Head of School can ask for an extraordinary meeting or board decision to be made otherwise.
- It is expected that the members of the Board are well prepared for the meetings to ensure a qualified dialogue
- If a member of the board is prevented from attending a meeting, comments and input to discussion points may be forwarded to another member or Head of School who will ensure the views expressed.

Board Code of Conduct will be reviewed annually at the first board meeting after the General Assembly.

Bylaws can be found at ISB website in both Danish and English.

Approved by ISB Board, October 2018