



International Bilingual Montessori School (ibms) e. V.

Articles of Association
as amended on 25 October 2019

Article 1
Name, Registered Office and Financial Year

- (1) The association bears the name "International Bilingual Montessori School (ibms) e.V." and is registered in the Register of Associations at the Local Court of Frankfurt am Main.
- (2) The registered office of the association is in Frankfurt am Main.
- (3) The financial year is the calendar year.

Article 2
Purpose of the Association

- (1) The association, with its registered office in Frankfurt am Main, pursues exclusively and directly non-profit purposes within the meaning of the section "Tax-Privileged Purposes" of the German Fiscal Code (Abgabenordnung).
- (2) The purpose of the association is to promote multilingual education and upbringing in Frankfurt am Main. This purpose is realized in particular by the association acting as the responsible body of the International Bilingual Montessori School (ibms), which operates a bilingual children's house and primary school.
- (3) The association is guided by the educational principles of Maria Montessori (education based on the individual needs and abilities of each child; emphasis on independent learning; living and learning in interactive, mixed-age groups where cooperative social behavior is fostered; participatory observation by educators providing guidance and explanation).
- (4) The association may support and promote other institutions, provided they are tax-privileged entities and providers of youth welfare.

Article 3
Non-Profit Status

- (1) The association acts on a selfless basis; it does not primarily pursue its own economic interests.
- (2) The funds of the association may be used only for the purposes set out in these Articles. Members do not receive any benefits from the association's funds.

- (3) No person may be favored by expenses that are disproportionately high.
- (4) In the event of dissolution or termination of the association, or if the non-profit purpose ceases to apply, the assets shall pass to a legal entity under public law or to another tax-privileged entity for use in the promotion of education within the meaning of Article 2 of these Articles.

Article 4 Membership

- (1) Any natural or legal person may become a member of the association.
- (2) Application for membership shall be made in writing or by email. The application should state the name, profession, address, and email address of the applicant, as well as whether the applicant has or had children enrolled at ibms, or is or was employed at ibms. The executive board decides on the application. If the application is rejected, the applicant may—within writing or by email—request that the next general meeting decide on the admission by a two-thirds majority.
- (3) Membership ends upon the death of a member, by voluntary resignation, by removal from the membership list, or by expulsion from the association.
 - (a) Resignation must be declared in writing or by email and is only possible with one month's notice to the end of a financial year.
 - (b) Removal from the membership list can be decided by the executive board if the member is in arrears with membership dues despite two reminders, and at least four weeks have passed since the second reminder. The removal shall be communicated to the member in writing or by email.
 - (c) Expulsion from the association can be decided by the executive board if the member grossly violates the purposes or interests of the association. Before a decision is made, the executive board must provide the member with a reasonable opportunity to justify himself or herself in writing, by email, or by being heard before all board members. The affected person may, within one month of becoming aware of the board's decision, request in writing or by email that the next general meeting decide on the expulsion by a two-thirds majority. In this case, the effect of the expulsion is suspended until the decision of the general meeting.

Article 5 Membership Fee

Annual membership fees shall be charged to all members; in the event of admission or resignation during the year, the full annual fee is payable. The amount of the membership fee is determined by the general meeting. Fees are to be collected by direct debit authorization. The general meeting may determine that individual members are appointed honorary members exempt from the obligation to pay fees.

Article 6 Governing Bodies of the Association

The governing bodies of the association are:

- (a) the general meeting, and
- (b) the executive board.

**Article 7
General Meeting**

- (1) The general meeting consists of all members of the association.
- (2) The general meeting has the following responsibilities:
 - (a) to determine the general guidelines for the association's activities;
 - (b) to elect or remove the executive board or individual board members;
 - (c) to discharge the executive board or individual board members;
 - (d) to receive and consider the annual report or statement of accounts;
 - (e) to appoint auditors if necessary; and
 - (f) to make decisions expressly assigned to it by these Articles.

The general meeting may adopt recommendations on matters within the responsibility of the executive board. Conversely, the executive board may seek the opinion of the general meeting on matters within its own area of responsibility.

**Article 8
Resolutions of the General Meeting**

- (1) At least one general meeting shall be held each year. It is convened by the executive board by email or in writing, giving four weeks' notice and stating the agenda. The notice period begins on the day following dispatch of the invitation.
- (2) The executive board is obliged to convene a general meeting if at least one tenth of the members submit a written or email request to the executive board, stating the purpose and reasons. Any member may request, by email or in writing, that additional items be placed on the agenda, provided such request is made at the latest one week before the general meeting. If the executive board does not include the requested additions to the agenda, the member who made the request may demand a resolution by the general meeting, which will decide on the request with a two-thirds majority.
- (3) The general meeting is chaired by a meeting chairperson appointed by the executive board. The chairperson appoints a minute taker, determines the order in which the items on the agenda are handled, sets time limits for speeches, closes the speakers' list, and decides on the manner of voting, especially in elections with more than two candidates.
- (4) The general meeting has a quorum regardless of the number of members present, provided it has been validly convened pursuant to these Articles.
- (5) Resolutions are adopted by a simple majority of votes cast by members present, unless statutory law or these Articles require a different majority. Abstentions are not counted. Each member has one vote. Voting rights may only be exercised through written proxy granted to another member; however, no member may represent more than two votes in addition to their own.
- (6) Minutes must be taken of every general meeting, recording the place and date of the meeting, the number of members present, the identity of the chairperson and minute taker, the agenda, a summary of the meeting, all voting results and all resolutions passed by the general meeting. If the Articles are amended, the complete amended text shall be attached to the

minutes. The minutes are to be signed by the chairperson and the minute taker and kept in the association's records.

Article 9 Executive Board

- (1) The executive board consists of three or five persons who must not be employed by the association at the same time.
- (2) The executive board represents the association in and out of court. Individual board members may be granted sole power of representation by resolution of the general meeting.
- (3) The members of the executive board are elected by the general meeting from among the members for a term of two years. Re-election is permitted. Upon expiry of their term, board members remain in office until the new board, after a proper election, has been registered in the Register of Associations. Board members may be removed from office before the end of their term of office by a two-thirds majority of votes cast at a general meeting.
- (4) The executive board is responsible for the affairs of the association, unless assigned to the general meeting by these Articles. Its main duties include:
 - (a) preparing the general meeting and setting the agenda;
 - (b) convening the general meeting;
 - (c) implementing the resolutions of the general meeting;
 - (d) approving the budget for each financial year; reviewing the accounting; approving the annual report;
 - (e) selecting and supervising the school principals and commercial managers of ibms; and
 - (f) deciding on the admission, removal, and expulsion of members.
- (5) As a rule, board members carry out their duties on an honorary basis. Expenses may be reimbursed.

Article 10 Resolutions of the Executive Board

- (1) The executive board adopts its resolutions in meetings convened by any board member with two weeks' notice by email or in writing, stating the agenda. The invitation must also be sent to the school principals and commercial managers. The executive board has a quorum if at least two out of three or three out of five board members are present. Resolutions are adopted by a majority of the votes cast. Resolutions must be recorded in writing for evidentiary purposes. The minutes shall state the place and date of the board meeting, the names of the participants, the wording of the resolutions, and the voting results. The resolutions are to be kept in the executive board's records.

Any board member may submit their vote on an agenda item in advance, in writing or by email. Board resolutions may also be adopted in writing, by email, or by telephone if all board members explicitly consent to this form of decision-making in the individual case.

- (2) The school principals and commercial managers should attend all meetings of the executive board, unless the board is considering matters that directly affect the position or employment

relationships of one of these persons. The school principals and commercial managers, however, have no voting rights.

Article 12
Amendments to the Articles

- (1) Amendments to these Articles may only be adopted by the general meeting with a two-thirds majority of the votes cast at the meeting.
- (2) Resolutions on amendments to the Articles may only be passed if notice of this agenda item was included in the invitation to the general meeting and both the previous and the proposed wording of the Articles were attached to the invitation.

Article 13
Dissolution of the Association

The dissolution of the association can only be resolved by the general meeting with a two-thirds majority of the votes cast. Such a resolution may only be passed if notice of the proposed dissolution was included as an item on the agenda in the invitation to the general meeting. Upon resignation, or in the event of dissolution or termination of the association, members have no claim for the return of paid contributions or the value of non-cash benefits, unless repayment was agreed in writing prior to payment (e.g., loans).