

**ARTICLES OF ASSOCIATION OF
DEUTSCHE SCHULE ZU JOHANNESBURG**

TABLE OF CONTENTS

DEFINITIONS

PREAMBLE.....	1
1. NAME, REGISTERED OFFICE AND NATURE OF ASSOCIATION.....	1
2. OBJECT AND AIM OF THE ASSOCIATION.....	2
2.1 MAIN OBJECT.....	2
2.2. AIM.....	2
2.3 GENERAL DUTIES OF THE ASSOCIATION.....	3
2.4 FACILITATION OF ENCOUNTER PROVIDED IN THE DSJ.....	3
2.5 CULTURAL AND SOCIAL ACTIVITIES.....	3
3. MEMBERSHIP.....	4
3.1 ORDINARY MEMBERS.....	4
3.2 CORPORATE MEMBERS.....	4
3.3 HONOURARY MEMBERS.....	4
3.4 REGISTER OF MEMBERS.....	4
3.5 TERMINATION OF MEMBERSHIP.....	4
3.5.1 Automatic termination of membership.....	4
3.5.2 Termination of membership by resignation.....	5
3.5.3 Termination of membership through exclusion	5
4. MEMBERS' MEETINGS.....	6
4.1. CALLING OF MEMBERS' MEETINGS.....	6
4.1.1 Annual general meeting.....	6
4.1.2. Extraordinary members' meetings.....	6
4.1.3. Dates for extraordinary members' meetings	6
4.2. CHAIR OF ANNUAL GENERAL MEETINGS AND EXCTRAORDINARY MEMBERS' MEETINGS.....	7
4.3. RIGHT TO VOTE AND RIGHT TO BE ELECTED	7
4.3.1. Right to vote.....	7
4.3.2. Limitation of the right to vote.....	9
4.3.3. Limitation of the right to be elected.....	9
4.4. QUORUM	9
4.5. VOTING AND ELECTIONS.....	10
4.6. MINUTES OF MEMBERS' MEETINGS.....	10
4.6.1. Minuting procedure.....	10
4.6.2. Alterations to the minutes.....	10
4.7. PROCEEDINGS OF ANNUAL GENERAL MEETING OF MEMBERS	10

5. SCHOOL COMMITTEE.....	13
5.1. SCHOOL COMMITTEE MEMBERS AND FURTHER PARTICIPANTS COMMITTEE MEETINGS.....	13
5.1.1. Number of members of the School Committee.....	13
5.1.2. Invited participants at ordinary meetings of the School Committee.....	13
5.1.3. Election of office bearers and constitution of sub-committees of the School Committee.....	14
5.1.4. Invitation of additional participants to meetings of the School Committee..	14
5.1.5. Rules of proceedings of the School Committee.....	14
5.2. TERM OF OFFICE AND SUCCESSION IN OFFICE.....	14
5.2.1. Regular term of office of members of the School Committee.....	14
5.2.2. Resignation and co-option of members of the School Committee.....	15
5.2.3. Disqualification of members of the School Committee	15
5.3. RESOLUTIONS AND QUORUM, ABSTENTION FROM VOTING	16
5.3.1. Procedure for passing resolution.....	16
5.3.2. Quorum.....	16
5.3.3. Abstention from voting	16
5.4. CALLING OF MEETINGS OF THE SCHOOL COMMITTEE.....	16
5.4.1. Calling of ordinary meetings of the School Committee.....	16
5.4.2. Calling of extraordinary meetings of the School Committee.....	16
5.5. MINUTES OF MEETINGS OF THE SCHOOL COMMITTEE	17
5.5.1. Minutes of the proceedings of the School Committee.....	17
5.5.2. Mailing of minutes of the proceedings of the School Committee.....	17
5.5.3. Resolutions of the School Committee in writing.....	7
5.6. POWERS AND DUTIES OF THE SCHOOL COMMITTEE.....	17
5.6.1. General Powers.....	17
5.6.2. Relation of the School Principal.....	17
5.6.3. Special duties of the School Committee.....	17
5.6.4. Participation of bodies of the DSJ.....	19
5.6.5. Signing of documents.....	19
5.6.6. Limitation of borrowing powers.....	20
6. AUDITING OF ACCOUNTS.....	20
6.1. APPOINTMENT OF AUDITOR.....	20
7. AMENDMENTS TO THE ARTICLES OF ASSOCIATION.....	20
8. DISSOLUTION OF THE ASSOCIATION.....	20
8.1. DECISION OF DISSOLUTION OF THE ASSOCIATION.....	20
8.2. WINDING UP OF ASSOCIATION.....	21
8.3. MEMBERS' LIABILITY LIMITED TO GUARANTEE AMOUNT.....	21

DEFINITIONS

ACT	means the Companies Act, 1973, as amended, and
ANNUAL BUDGET	means the budget in respect of a financial year as approved by the School Committee, and
ARTICLES	means the articles of association of the Association for the time being in force, and
ASSOCIATION	means Deutsche Schule zu Johannesburg, Association incorporated under section 21 of the ACT, and
CHAIR	means the person in charge of a meeting or Committee as the case may be, and
DSJ	means Deutsche Schule zu Johannesburg, and
DIRECTOR	means any person duly elected as School Committee member, and
HAUPTSCHULE	means the type of school presently defined in Germany in terms of German educational legislation, and
MEMORANDUM	in relation to the Association means the Memorandum of Association of the company for the time being in force, and
MEMBER OF THE SCHOOL COMMITTEE	means a director of the Association, and
PARENTS' ASSOCIATION	means the association of parents as constituted under Articles 5.6.4., and
PRINCIPAL-IN-COMMITTEE	means the body consisting of the School Principal, his deputy, and other members of the internal pedagogical executive of the school, and
REALSCHULE	means the type of school presently defined in Germany in terms of German educational legislation, and
SCHOOL PRINCIPAL	means the head of the DSJ as appointed by the School Committee, and charged with the pedagogic responsibilities of the Association, and

SECRETARY	includes any official of the Association, by whatever name designated, who is performing the duties normally performed by a secretary of a company, and
SPECIAL RESOLUTION	means a resolution passed at a meeting at which at least 25% of all members of the Association entitled to vote are present or represented and which otherwise is passed in terms of section 199 of the Act, and
SUB-COMMITTEE	in relation to the School Committee means a committee, consisting of all or some of the members of the School Committee, formed for a specific purpose, and
TEACHERS' ASSOCIATION	means the association of teachers as constitutes under Articles 5.6.4., and
TREASURER	means the School Committee member in charge of the financial administration of the Association.

**DEUTSCHE SCHULE
ZU JOHANNESBURG
ASSOCIATION INCORPORATED UNDER SECTION 21
(Association not for gain)**

**ARTICLES OF ASSOCIATION OF
DEUTSCHE SCHULE ZU JOHANNESBURG**

PREAMBLE:

These present Articles of Association are subject to the Companies Act, 1973, as amended, in all its constituent parts. In case of conflict the ACT shall take precedence. The only legally binding version of these Articles of Association is the English version deposited at the Registrar of Companies with the title "Articles of Association of Deutsche Schule zu Johannesburg".

1. NAME, REGISTERED OFFICE, AND NATURE OF ASSOCIATION

The name of the Association shall be:

Deutsche Schule zu Johannesburg
(hereinafter referred to as DSJ).

The registered office of the Association shall be situated at the address at which the administration of the DSJ is carried out.

The Association is an association not for gain in terms of section 21 of the Act. In particular the following regulations of section 21 (2)(a) shall apply.

"The income and property of the Association whencesoever derived shall be applied solely towards the promotion of its main object, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to members of the Association or to its holding company or subsidiary. Provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any bona fide employee of the association or to any member thereof in return for any services actually rendered to the association".

2. OBJECT AND AIM OF THE ASSOCIATION

2.1 MAIN OBJECT

The main object of the Association is the establishment and maintenance of a non-denomination school and pre-school providing a general education, that predominantly uses German as teaching medium, and that promotes education in the German language and culture as integral component of its syllabus.

2.2 AIM

The aim of the Association is to provide and safeguard the infra-structure, personnel, as well as all other prerequisites necessary for the development and maintenance of education at the DSJ that will enable pupils to achieve amongst other the following education goals:

2.2.1.

the acquisition of South African school leaving certificates in accordance with the criteria as set out in the applicable laws and regulations;

2.2.2

the acquisition of such qualifications as will entitle them to apply for admission to South African tertiary educational institutions;

2.2.3

the acquisition of qualifications corresponding to the German school leaving certificates other than the university exemption mentioned under 2.2.4, in particular and where applicable that of the German "Hauptschule" and/or "Realschule";

2.2.4

the acquisition of a school leaving certificate that will entitle them to apply for admission to German institutions of tertiary education;

2.2.5

to successfully integrate pupils coming from Germany, other German-speaking countries or other German schools into the DSJ, as well as preparing pupils for a possible reintegration into the educational system of a German-speaking country.

2.3 GENERAL DUTIES OF THE ASSOCIATION

The Association has the task to create and maintain prerequisites at the DSJ that shall allow its pupils to:

2.3.1

develop into informed, tolerant, cooperative and critical persons;

2.3.2

develop the capability to participate constructively and responsibly in social processes;

2.3.3

utilize, uphold, and promote bonds with the German language and culture;

2.3.4

uphold and promote personal and cultural bonds with South Africans, and promote mutual understanding;

2.3.5

contribute to the fostering of social relations and cultural exchange between South Africa and Germany, as well as between South Africa and other German-speaking countries.

2.4 FACILITATION OF ENCOUNTER PROVIDED IN THE DSJ

The DSJ shall also be open to non-German speaking children, insofar as they fulfill the relevant conditions of admission, as set out in the school rules in effect at that time.

2.5 CULTURAL AND SOCIAL ACTIVITIES

Furthermore, the Association shall endeavour to promote cultural and social Activities, in particular such as are related to German culture. Such activities shall, where appropriate, be open to the general public.

3. MEMBERSHIP

3.1 ORDINARY MEMBERS

Both parents (in case of adoption, adoptive parents) or persons with legal parental powers over pupils of the DSJ shall automatically become ordinary members of the Association. On registration of their child(ren) the parents or the person having parental power shall be bound by all applicable rules and regulations of the DSJ.

3.2 CORPORATE MEMBERSHIP

Every juristic person assenting to the aims and objects of the Association and consenting to effect payment on or before due date of the annual membership contribution, this being not less than the annual school fee for one child, shall be entitled to apply for corporate membership. The written application for admission shall be decided upon by secret ballot by the School Committee. The decision of the Committee shall be communicated to the applicant without statement of reasons and shall not be contestable.

3.3 HONOURARY MEMBERS

Persons who have rendered outstanding services to the DSJ may be nominated as honorary members of the Association and shall have the right to vote. Award of honorary membership requires the School Committee's written motivation, on which the annual general meeting of members shall pass decision.

3.4 REGISTER OF MEMBERS

A list of members in terms of §113 of the Act shall be kept at the registered office of the DSJ. On request, and on payment of the prescribed fee, copies of the list shall be issued to any person.

3.5 TERMINATION OF MEMBERSHIP

3.5.1 Automatic termination of membership

3.5.1.1

Membership of ordinary members according to section 3.1. shall be automatically terminated as soon as the member no longer has any children attending the DSJ.

3.5.1.2

Membership according to section 3.2 shall be automatically suspended if the prescribed membership fee remains unpaid after due date.

3.5.1.3

Membership according to section 3.1 and/or 3.2 shall be automatically terminated if the membership contribution or school fee is not paid on third written request, and by the due date stipulated therein.

3.5.2 Termination of membership by resignation

Membership of the Association shall terminate on resignation. The School committee shall be notified in writing of any resignation of membership by the respective member. Resignation does not entitle the member to claim a refund of membership contributions previously paid. The resignation shall become effective from the date on which the resignation has been recorded in the register of members.

3.5.3 Termination of membership through exclusion

Membership may be terminated by resolution of the School Committee, if a member is deemed to harm the good name and standing of the Association through his/her actions; provided that the following procedures be adhered to:

3.5.3.1

Before passing the resolution the member concerned shall be given the opportunity to voice his/her opinion. The resolution to terminate membership shall require a two-third majority of votes of the School Committee members present at an ordinary or extraordinary meeting of the School Committee.

3.5.3.2

The decision of termination of membership shall be communicated in writing, stating reasons. The member shall have the right of appeal at the next general meeting of members. At such a members' general meeting final decision on the issue shall be passed.

4. MEMBER'S MEETINGS

4.1 CALLING OF MEMBERS' MEETINGS

All meetings of members shall be called by not less than 21 clear days notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under these articles, entitled to receive such notices from the Association.

4.1.1 Annual general meeting

The annual general meeting of the Association shall take place within three months after the end of the financial year and notice of the meeting shall be forwarded to the following persons:

- all members of the Association
- the School Principal or his representative
- the representative of the Ambassador of the Federal Republic of Germany

4.1.2 Extraordinary members' meetings

An extraordinary member's meeting shall be called in the following cases:

4.1.2.1

If such is the decision of the School Committee

4.1.2.2

If a written request for such meeting, stating the relevant reasons, is submitted to the chair of the School Committee by at least 5% or 100 of the ordinary members, whichever number is the greater.

4.1.2 Dates for extraordinary member's meetings

The date of an extraordinary member's meeting shall be fixed by the School Committee. Such a date shall be announced within 14 days of receipt of the petition and shall not take place later than five weeks after receipt of the petition. The invitation to the extraordinary member's meeting shall be issued in accordance with the stipulations under 4.1.

4.2 CHAIR OF ANNUAL GENERAL MEETINGS AND EXTRAORDINARY MEMBER'S MEETINGS

At all member's meetings the School committee chair or his/her representative shall chair the meeting. In the case of both the School Committee chair and his/her representative not being able to attend the meeting the members of the School Committee present shall nominate a chair from their ranks.

4.3 RIGHT TO VOTE AND RIGHT TO BE ELECTED

4.3.1 Right to vote

Only those members as per paragraph 3.1 and 3.3 present in person or represented at any members' meeting shall have the right to vote. Every member shall have one vote only, unless he or she is at the same time a representative of a corporate member as defined under section 3.2. No person may represent more than one corporate member.

4.3.1.1 Proxies

The instrument appointing a proxy shall be in writing under the hand of the appointer or of his agent duly authorised in writing, or, if the appointer is a body corporate, under the hand of an officer or agent authorised by the body corporate. A proxy must be a member of the Association. The holder of a general or special power of attorney, who is himself a member, given by a member shall be entitled to attend meetings and to vote, if duly authorised under that power to attend and take part in the meetings. No person may represent more than two (2) members.

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority shall be deposited at the registered office of the Association not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default of complying herewith the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of six months from the date when it was signed, unless so specifically stated in the proxy itself, and no proxy shall be used at an adjourned meeting which could not have been used at the original meeting.

The instrument appointing a proxy shall be in the following form
Or as near thereto as circumstances permit:

Deutsche Schule zu Johannesburg 1926/008515/08 (Association Incorporated under section 21)

I,.....of.....

being a member of the Deutsche Schule zu Johannesburg hereby appoint

.....of.....or failing him/her

.....of.....

as my proxy to vote for me on my behalf at the annual general or general meeting as the case maybe of the Association to be held onday of.....and at any adjournment thereof as follows:

	In favour of	against
Resolution to		
Resolution to		
Resolution to		

(Indicate instruction to proxy by way of a cross in space provided above).

Unless otherwise instructed, my proxy may vote as he/she thinks fit.

Signed thisday of

.....
Signature

(Note: A member entitled to attend and vote is entitled to appoint a proxy to attend, speak and on a poll vote in his stead, and such proxy must be a member of the company. No member may represent more than two (2) members).

4.3.2 Limitation of the right to vote

Teachers and employees of the DSJ who are members shall have no right to cast their vote in any procedure pertaining to the election and exoneration of the School Committee.

4.3.3 Limitation of the right to be elected

4.3.3.1

Teachers and employees of the DSJ, as well as their spouses shall not be permitted to be elected as members of the School Committee.

4.3.3.2

Only members of category 3.1 shall be permitted to be elected as members of the School Committee.

4.3.3.3

Members of the School Committee and their spouses shall not be permitted to hold any official function on another elected body officially constituted within the DSJ.

4.4. QUORUM

4.4.1

The members' meeting shall be deemed to form a quorum if at least 5% (five per cent) of members, not being less than three members present in person, having a right to vote are present in person.

4.4.2

If within half an hour after the time appointed for the meeting a quorum is not established, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day not earlier than seven days and not later than twenty-one days after the date of the meeting and if at such adjourned meeting a quorum is not established within half an hour after the time appointed for the meeting the members present or represented shall be deemed to represent a quorum.

Where a meeting has been adjourned as aforesaid, the Association shall, upon a date not later than three days after the adjournment, inform all members and persons entitled to receive notice of the adjournment stating:

- the date, time and place to which the meeting has been adjourned
- the matter before the meeting when it was adjourned
- the ground for the adjournment.

4.5 VOTING AND ELECTIONS

Decisions of the members' meetings shall be passed – insofar as not other stipulations have been made – by the simple majority of votes of the members present and having the right to vote. Should one or more members demand a secret ballot such shall be exercised; otherwise votes shall be cast by show of hands. In the event of an equality of votes the respective motion shall be deemed to have been rejected.

Election of members to the School Committee shall in every case be executed by secret vote, except where the number of candidates corresponds with the number of vacancies.

4.6 MINUTES OF MEMBER'S MEETINGS

4.6.1 Minuting procedure

The proceedings of the meeting shall be recorded in the form of minutes written in English and shall be signed by the chair of the meeting and the secretary of the School Committee. These minutes must be mailed to members within 30 days after such members' meeting.

4.6.2 Alterations to the minutes

Requests for alterations to the minutes shall be recorded and shall become subject of the following members' meeting.

4.7 PROCEEDINGS OF ANNUAL GENERAL MEETING OF MEMBERS

The annual general meeting shall deal with and dispose of all matters prescribed by the Act, including:

4.7.1

Approval of the minutes of the previous annual general meeting.

4.7.2

Discussion and acceptance of the School Principal's report.

4.7.3

Discussion and acceptance of the School committee's report.

4.7.4

Discussion and adoption of the annual financial statement of the DSJ for the previous financial year.

4.7.5

Approval of the auditor's remuneration.

4.7.6

Exoneration of the School committee with regard to actions undertaken in the course of the previous financial year.

4.7.6.1

Insofar as the School Committee is not exonerated, the meeting shall proceed by the actions as set out from 4.7.7 onwards.

4.7.6.2

Insofar as the School Committee is not exonerated, the School Committee shall ask for a vote of confidence.

4.7.6.2.1

Insofar as confidence in the School Committee is expressed by the majority of members, the meeting shall proceed by the actions as set out from 4.7.7 onwards. At the same time the School Committee shall be duty-bound to finalise, before the next members' meeting, those issues that were not finalised to the members' complete satisfaction.

4.7.6.2.2

Insofar as the majority of members withdraws its confidence in the School Committee the meeting shall be terminated. The School Committee shall call for an extraordinary meeting of members according to the legal regulations of the companies Act within 30 days. The exclusive purpose of such an extraordinary meeting shall be the resignation of the School Committee in office and the election of a new School Committee. The first year of office of the new School Committee shall end with the next ordinary annual general meeting.

4.7.6.2.3

Up until the election of the new School Committee as stipulated under 4.7.6.2.2 the old School Committee shall remain in office, but only in order to continue current official business. Within 8 weeks of the date of its election the new School Committee shall call another extraordinary members' meeting. The purpose of this meeting shall be the handling of any outstanding issues of the agenda of the previous ordinary annual general meeting, on which confidence in the previous School Committee was withdrawn, in accordance with 4.7.6.2.2.

4.7.7

Decision on acquisition or disposal of immovable property.

4.7.8

Decision on the appointment of honorary members on application of the School Committee.

4.7.9

Decision on the call for termination of memberships.

4.7.10

Decision on applications of the School Committee that were brought to the attention of members in writing together with the invitation to the members' meeting.

4.7.11

Decisions on members' written applications that have reached the School Committee at least 5 days prior to the members' meeting. Late applications can only be discussed and decided if the majority of the members present agrees to their being raised.

4.7.12

Decision on an application of the School Committee concerning the confirmation of an interim co-option of members to the School Committee.

4.7.13 Election and appointment of office bearers

4.7.13.1

Election of members of the School Committee, unless the procedure as per 4.7.6.2.2 has been followed.

4.7.13.2

Appointment of the auditor

5. SCHOOL COMMITTEE

The School Committee shall constitute the Board of Directors of the Association.

5.1 SCHOOL COMMITTEE MEMBERS AND FURTHER PARTICIPANTS OF COMMITTEE MEETINGS

5.1.1. Number of members of the School Committee

The School committee shall consist of a minimum of 9 and a maximum of 11 members, including co-opted members.

5.1.2 Invited participants at ordinary meetings of the School Committee.

The following persons, entitled to participate at ordinary meetings in an advisory capacity, shall be invited to every ordinary meeting.

5.1.2.1

The School Principal and his/her deputy and, where applicable, the administrative manager.

5.1.2.2

The chair of the teachers' association or his/her representative, as well as the chair of the parents' association or his/her representative, insofar as these bodies have been properly constituted as orderly bodies in accordance with section 5.6.4.

5.1.2.3

A member of the relevant diplomatic representation of Germany nominated by its ambassador.

The school principal and/or his/her deputy, the administrative manager, as well as the chair of the teachers' association or his/her representative shall, however, not participate at meetings dealing with personnel matters that concern them personally.

5.1.3 Election of office bearers and constitution of sub-committees of the School Committee

On the first meeting after the annual general meeting the School Committee shall elect from its ranks the chair, the treasurer, their deputies, as well as the secretary of the School Committee. Subsequently the School Committee shall decide on the constitution of its sub-committees.

5.1.4 Invitation of additional participants to meetings of the School Committee

On decision of the School Committee additional participants may be invited to attend meetings in whole or during deliberations regarding specific points on the agenda, in an advisory capacity and without a right to vote.

5.1.5 Rules of proceedings of the School committee

The School Committee shall establish its rules of proceedings that shall determine details with respect to the formulation of its duties and tasks, the form of cooperation with the Principal of the School, its methods of working, and other aspects of its business.

5.2 TERM OF OFFICE AND SUCCESSION IN OFFICE

5.2.1 Regular term of office of members of the School Committee

The term of office of members of the School Committee shall be three years. At each annual general meeting at least three members shall stand down; a re-election is possible.

On an election of the complete School Committee as per 4.7.6.2.2 all terms of office shall begin anew. Those members of the School Committee that shall stand down at the following annual general meeting shall be determined by agreement within the School Committee or otherwise by casting lots.

5.2.2 Resignation and co-option of members of the School Committee

5.2.2.1

If a member of the School Committee resigns from office before termination of his/her term of office, the School Committee shall be entitled to co-opt another member for the remaining period of the term of office of the resigning member. This co-option shall require confirmation at the following member's meeting.

5.2.2.2

A member of the School Committee whose membership is terminated during his/her period of office according to the regulations as set out in 3.5.1.1 may be co-opted by the School Committee in the interest of continuity of the School Committee's work up until the following annual general meeting. A member co-opted in such a way shall temporarily not be subject to the regulations of section 3.1 and 3.5.11; such a co-option shall, however, lapse irrevocably at the following annual general meeting.

5.2.2.3

The School Committee shall have the right to co-opt members into its ranks insofar as this is expedient with respect to the issue concerned, and where the co-opted members are such members as set out in section 3.1.

5.2.3 Disqualification of members of the School Committee

The office of a School Committee member shall be vacated in the following cases:

5.2.3.1

If that member is absent, for more than six months, without permission from the School Committee members, from meetings of School Committee members held during that period.

5.2.3.2

If a School Committee member has a direct or indirect interest in any contract or proposed contract with the Association and fails to declare his interest and the nature thereof in the manner required by the Act.

5.3 RESOLUTIONS AND QUORUM, ABSTENTION FROM VOTING

5.3.1 Procedure for passing resolutions

Resolutions of the School Committee shall be passed by a majority of votes of those members of the School Committee present. In the case of an equality of votes the respective motion shall be deemed to have been rejected.

5.3.2 Quorum

A quorum is necessary for the transaction of all business of the School Committee. The School Committee shall form a quorum if at least 50% of its members are present.

5.3.3 Abstention from voting

Subject to the provisions of sections 234 to 241, inclusive, of the Act, a member of the School Committee shall not vote in respect of any contract or proposed contract with a company in which he has an interest, or any matter arising therefrom, and if he does so vote, his vote shall not be counted.

5.4 CALLING OF MEETINGS OF THE SCHOOL COMMITTEE

5.4.1 Calling of ordinary meetings of the School Committee

The secretary of the School Committee shall send out written invitations to the meetings of the School Committee on behalf of the chair at least two weeks prior to the date of meeting.

5.4.2 Calling of extraordinary meetings of the School Committee

If one of the members of the School Committee, or the representative of the ambassador of the Federal Republic of Germany or the School Principal apply for an extraordinary meeting, the chair shall call for such a meeting within one week of such application being made. The representative of the ambassador and the School Principal shall be invited to participate at such an extraordinary meeting.

5.5 MINUTES OF MEETINGS OF THE SCHOOL COMMITTEE

5.5.1 Minutes of the proceedings of the School Committee

Minutes of the proceedings of the School Committee shall be recorded in English for approval by the School Committee at the following meeting. Such minutes shall be signed by the chair and the secretary of the School Committee after approval has been given.

5.5.2 Mailing of minutes of the proceedings of the School Committee

The secretary of the School Committee shall cause the mailing of copies of the minutes to all members of the School Committee at least one week prior to the following ordinary School Committee meeting. Applications for changes to the minutes shall be subject to approval and be placed on record at the following meeting of the School Committee.

5.5.3 Resolutions of the School Committee in writing

Subject to the provisions of the Act, a resolution in writing, signed by all the members of the School Committee, shall be valid and effectual as if it had been passed at a meeting of the School Committee duly convened and held.

5.6 POWERS AND DUTIES OF THE SCHOOL COMMITTEE

5.6.1 General Powers

The School Committee shall carry legal responsibility for the Association. It shall deal with all matters of the Association insofar as they are not reserved to be dealt with and decided upon at a members' meeting. The School Committee shall put into effect resolutions taken at the members' meeting.

5.6.2 Relation to the School Principal

The School Committee shall attend to all organisational issues of the DSJ in constructive co-operation with the School Principal, whose tasks and responsibilities lie in the pedagogical and administrative field as is stipulated in his/her job description.

5.6.3 Special duties of the School Committee

In addition to those duties laid down in the Act the School Committee shall assume the following duties:

5.6.3.1

Election, engaging, extension of period of office, and termination of contract of the School Principal.

5.6.3.2

Engaging, extension of periods of office, and termination of contract of teachers and employees of the DSJ in constructive cooperation with the School Principal.

5.6.3.3

Decisions on the structure and development of the DSJ as laid down in section 2 of the Articles of Association.

5.6.3.4

Ratification of the school regulations and conference regulations that have been established in cooperation with the School Principal, in which criteria for the rightful invocation against decisions of the principal-in-committee, as well as the relevant procedures, are set out.

5.6.3.5

Discussion and adoption of the budget for the next financial year.

5.6.3.6

Setting details on, and control of, payment of school fees and/or membership contributions in the form of school fee regulations. This shall include the application procedure for a possible school fee reduction.

5.6.3.7

Stipulation and adjustment of school fees and membership contributions.

5.6.3.8

Control of the annual budget as per paragraph 5.6.3.5, provision of the required financial means, investing of excess financial funds, taking up loans.

5.6.3.9

Representation of the DSJ in and out of court, making and accepting legal declarations for the DSJ, and undertaking legal acts of any kind.

5.6.3.10

Resolutions regarding one of the following: accepting members according to 3.2; recommendations to members' meetings with regard to acceptance of members according to section 3.3, as well as with regard to suspending membership according to section 3.5.3 and applying for termination thereof to the Annual General Meeting.

5.6.3.11

Calling members' meetings and drawing up agendas.

5.6.4 Participation of bodies of the DSJ

The School Committee shall take due care that parents, teachers and pupils shall have opportunity to participate in the activities of the DSJ in accordance with the regulations applicable to the DSJ and the Association.

5.6.4.1

All memoranda, articles, rules and regulations of school bodies set up for this purpose shall require approval by the School Principal and thereafter by the School Committee.

5.6.4.2

The School Committee, in cooperation with the School Principal, shall have the power to revoke official recognition in terms of paragraph 5.6.4.1 of school bodies which, in the course of exercising their official duties, seriously or repeatedly impinge on the rules and regulations applicable to them.

5.6.5 Signing of documents

The signing of documents of any kind shall generally be effected by signatures of at least two members of the School Committee. The pertaining details and exceptions shall be regulated by the rules of procedure and the regulations of the School Committee.

5.6.6 Limitation of borrowing powers

The Committee may exercise all the powers of the Association to borrow money, and subject to the approval of the Association in general meeting, may mortgage or bind the fixed property to the Association or part thereof. Provided that the total amount remaining undischarged in respect of monies borrowed or secured by the Committee shall not at any time, without the prior sanction of the Association in general meeting exceed the amount of 50% of the school fees as reflected in the latest available annual financial statement.

6. AUDITING OF ACCOUNTS

6.1. APPOINTMENT OF AUDITOR

An auditor shall be appointed in accordance with Chapter X of the Act.

7. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Subject to §62 of the Act, the articles may be amended at a meeting of members at which 25% of all members being not less than three members present in person shall constitute a quorum. Should no quorum be established within half an hour of the appointed time of the meeting, the rules of section 4.4.2 shall apply.

8. DISSOLUTION OF THE ASSOCIATION

Dissolution of the Association may only be effected by way of a special resolution passed in the same manner as set out under section 7. In the case of dissolution of the Association the overriding regulations of section 21(2)(b) of the Companies Act No. 61 of 1973, as amended, shall apply.

8.1 DECISION OF DISSOLUTION OF THE ASSOCIATION

A dissolution of the Association can only be effected if 75% of all members entitled to vote express their agreement.

8.2 WINDING UP OF ASSOCIATION

If the Association be wound up the assets remaining after payment of all debts and liabilities shall be applied as follows:

8.2.1

All property and buildings of the DSJ shall be transferred to the Federal Republic of Germany on condition that they be kept available for a period of 10(ten) years for the purpose of founding a new school, with like objects, at the same place. After the period of 10 (ten) years, if no such school has been founded, the Federal Republic of Germany shall be free to dispose of the property as it deems fit;

8.2.2

All other assets remaining shall be delivered to an institution having objects set out in section 2 of these articles, or comparable.

8.3 MEMBERS' LIABILITY LIMITED TO GUARANTEE AMOUNT

In the case of a liquidation of the Association any one individual member's liability shall be limited to the guarantee amount of 1 Rand.