

**BYLAWS
OF
THE INDEPENDENT INSTITUTION
Esbjerg International School**

I. NAME, ADDRESS, DOMICILE AND STATUS OF THE SCHOOL

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(1) The name of the school is Esbjerg International School. Since 2008, Esbjerg Realskole has had a department with the name Esbjerg International School. With effect from 1 August 2011, Esbjerg International School is an independent school governed by these Bylaws.

(2) The school is domiciled in Esbjerg Municipality. With effect from 1 August 2011, the school is operating from Guldager Skolevej 4, 6710 Esbjerg V.

(3) The school is an independent educational institution. The school's CVR no. is 33335334. With effect from 1 August 2011, the school's address is Guldager Skolevej 4, 6710 Esbjerg V.

II. OBJECT OF THE SCHOOL

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(1) The object of the school is to operate a private primary and lower secondary school in accordance with the rules and regulations that apply to free schools and private primary and lower secondary schools, etc. from time to time.

(2) The school shall provide teaching on a par with what is normally required at municipal primary and lower secondary schools.

(3) The school shall prepare the students for life in a free, democratic society.

(4) Other objectives of the school are:

- to strengthen the personal, social and academic development of the students in close cooperation with the parents;
- to teach the students respect for the past, understanding of the present and courage for the future;
- to prepare the students for independence, tolerance, responsibility and participation as members of a democratic society.

III. SCHOOL BOARD AND PRINCIPAL

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(1) The school's Board is responsible for the overall management of the school and responsible to the Minister for Children and Education for ensuring that the finances and operation of the school, including the administration of government subsidies, comply with the school's Bylaws and with all other acts and regulations applying to free schools and private primary and lower secondary schools.

(2) The Principal of the school is responsible for the day-to-day pedagogic management of the school. The Principal is also responsible for ensuring that the day-to-day operation of the school is appropriate and complies with applicable rules and regulations.

(3) The Board consists of six members of which three are elected by and among the parents of students at the school (parents of the school) pursuant to the rules in Executive Order no. 619 of 9 June 2010 on the election and certification of supervisors at free primary and lower secondary schools, etc., and three are elected by the friends of the school. The Chairman of the Board shall have the casting vote in the event of equality of votes. If Executive Order no. 619 of 9 June 2010 is replaced by other regulations, the new regulations shall apply to the school. Employees at the school cannot be elected to the Board and can only participate in the election of Board members if the person in question is also a member of the parents of the school.

(4) The Board members serve for two years. Three members are elected in even years and three members in uneven years. Three alternate members are elected to the Board every year of which one is elected by and among the parents of students at the school (parents of the school) and two by the friends of the school.

(5) If a Board member elected by the parents of the school resigns during an election period, the alternate member elected by the parents of the school shall automatically become a member of the Board, cf. Article 3(4) and the Executive Order on Bylaws for Free Schools and Private Primary and Lower Secondary Schools, etc.

(6) The friends of the school consist of parents of children who attended the school in the past and other members approved by the Board. The Board stipulates the membership fee, if applicable, for membership of the friends of the school. The members are not personally liable for the school's debt.

(7) The members of the Board and alternate members representing the friends of the school are elected at the general meeting; cf. Article 7(1).

(8) As far as possible, the Board shall consist of an even number of men and women, cf. Section 11(2) of the Danish Act on Equal Opportunities for Men and Women.

(9) In the performance of their duties, the members of the Board are not obliged to follow the decisions made by the parents of the school except in cases where these Bylaws have bestowed authority on the meeting of the parents of the school. In the performance of their duties, the members of the Board are not obliged to follow the decisions made by the individual(s) who elected the member(s) in question, i.e. the friends of the school.

(10) The Board shall elect its own Chairman and Vice-Chairman from among the members of the Board. The Vice-Chairman shall take the place of the Chairman in the Chairman's absence.

(11) All Board members must have full legal capacity, and a majority, including the Chairman, must be registered in the Danish Civil Register and be resident in Denmark.

(12) The Board members are not personally liable for the school's debt but can be held liable in accordance with the general Danish law on damages.

(13) The Board members cannot be paid a fee from the school's funds for performing their duties as members of the Board.

(14) A Board member shall immediately withdraw from the Board if the member no longer meets the legal capacity criteria for membership of the Board as set out in Section 5(6) of the Danish Act on Free Schools and Private Primary and Lower Secondary Schools, etc. See also the Executive Order on Bylaws for Free Schools and Private Primary and Lower Secondary Schools, etc.

(15) In the event that a member of the Board resigns during his/her term of office, for example because of a lack of legal capacity, the alternate member shall take over from the member in question for the rest of the term of office. If this is not possible, a new member shall be elected as soon as possible for the remainder of the period.

(16) At a meeting of the parents of the school, the parents of the school can remove one or more members of the Board during their tenure provided the agenda for the meeting contains an item about voting on the removal of one or more of the members of the Board elected by the parents of the school, indicating that removal shall require a simple majority of votes.

Similarly, Board members elected by the friends of the school can be removed by the friends of the school during their tenure provided the agenda for a meeting of the friends of the school contains an item about voting on the removal of one or more of the Board members elected by the friends of the school, indicating that removal shall require a simple majority of votes.

(17) The Board members elected by the parents shall not be required to retire from the Board if their children leave the school against the wishes of the parents during their term of office.

(18) In all other respects, the provisions set out in Chapter 2 of the Danish Administration of Justice Act on legal capacity and in Chapter 8 on confidentiality, etc. shall apply to the Board, the Principal and other employees of the school.

(19) The Board shall be quorate if at least half of the members are in attendance. The Board's decisions shall be made by a simple majority of votes except for the decisions regarding real property mentioned in section 23 below. Votes cannot be cast by proxy or by letter. In the case of equality of votes, the Chairman, or in his/her absence the Vice-Chairman, shall have the casting vote.

(20) The Board shall record its decisions in the minutes. All Board members shall have the right to have their divergent views recorded in the minutes. The minutes shall be signed by the members who participated in the meeting. Any lack of legal capacity shall be recorded in the minutes.

(21) The Board shall determine the rules for its proceedings including, as a minimum, provisions regarding the manner in which the meetings of the Board are convened.

(22) The Board shall employ and dismiss the Principal of the school and other school employees. The Board may delegate the authority to employ and dismiss other school employees to the Principal of the school. The Principal of the school may, however, employ and dismiss relief teachers and other short-term casual staff on his/her own at any time, without delegation being necessary.

(23) The Board shall decide on the purchase, sale and mortgaging of real property. A decision shall require that at least two thirds of the Board members vote in favour.

(24) The Board shall determine the amount of school fees and the amount payable by the parents for after school care and shall decide all other general questions relating to the school which the Board may want to decide, however see also Articles 3(2), 10(1) and 11(2).

IV. ANNUAL REPORT, ETC.

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(1) The school's financial year follows the calendar year.

(2) The Board is responsible for the preparation of an annual report providing a true and fair view of the financial affairs of the school in accordance with applicable rules.

(3) The Board is responsible for ensuring that the annual report is adequately audited in accordance with applicable rules.

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(4) The Board is responsible for submitting an audited and signed version of the original annual report and audit report to the Danish Ministry of Children and Education before expiry of the deadline stipulated by the Ministry. All Board members shall sign the annual report and give a solemn declaration that they comply with the membership requirements.

(5) The Board shall elect the school's auditor.

(6) Parents of students and permanent employees of the school shall be entitled at any time to inspect budgets, annual reports and the auditor's reports approved by the Board. The Board shall be entitled to extend this right to others. The Board may determine rules for the right to information about school matters. Information covered by the provisions on confidentiality in the Danish Administration of Justice Act cannot be disclosed.

V. PARENTS OF THE SCHOOL, ELECTION OF SUPERVISORS, ETC. AND MEETING OF THE PARENTS OF THE SCHOOL

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(1) The parents of the school consist of parents of children attending the school.

(2) The rights of the parents pursuant to these Bylaws and the Danish Act on Free Schools and Private Primary and Lower Secondary Schools, etc. apply to individuals who have custody of the child or are responsible for the care of the child, however individuals in charge of the care of a child cannot make any decisions about the commencement or duration of the child's school attendance.

(3) The school shall maintain a list of individuals who have registered themselves as belonging to the parents of the school. The list shall only be amended following a written request, including the reasons for the amendment, and documentation if necessary, followed by notification of the individual(s) to be added to or removed from the list. Parents with legal custody of students at the school shall, however, be entitled to exercise their rights pursuant to the Danish Act on Free Schools and Private Primary and Lower Secondary Schools, etc., at any time.

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The choice of a model for supervision and supervision procedures shall comply with applicable legislation and corresponding regulations at any time.

(1) The general meeting shall be held once a year before the end of April at the school or elsewhere in the municipality in which the school is domiciled. The general meeting shall be convened by the Board by ordinary mail, e-mail or other safe means of despatch with at least 14 days' notice indicating the agenda for the meeting. The parents of the school and the friends of the school shall have the right to attend and vote at the general meeting. The Principal of the school and the school employees shall also be entitled to attend the general meeting without voting rights. The notice convening the general meeting shall contain an agenda comprising, as a minimum, the following items:

1. Election of a chairperson
2. Report by the Board
3. Presentation by the Board of the audited and approved annual report for general information
4. Presentation by the Board of the approved budget for general information
5. Election of Board members by the parents of the school, cf. Article 3(3-4).
The Board shall ensure that only members of the parents of the school participate in the election of Board members representing the parents of the school
6. Election of Board members by the friends of the school, cf. Article 3(3-4)
7. Election of alternate members to the Board, cf. Article 3(4 and 7)
8. Proposals
9. Miscellaneous

(2) Proposals for consideration by the general meeting shall reach the Board no later than three weeks before the general meeting. The parents of the school and the friends of the school shall be informed of any proposals no later than at the time the general meeting is convened.

(3) The message convening the meeting shall state the rules that apply to the election of Board members by the friends of the school and that each friend of the school is entitled to nominate candidates at the meeting.

(4) Each member has one vote.

(5) The general meeting shall be quorate regardless of the number of members present. The general meeting shall make decisions by simple majority of votes except for a decision to close the school, cf. Article 11(2).

(6) The general meeting decides whether individuals other than the parents of the school can participate in the general meeting and, if so, which individuals.

(7) The employees of the school as well as people nominated for the Board and for the position as supervisor cannot act as chairperson of the general meeting.

(8) All decisions made at the general meeting shall be recorded in the minutes. The minutes shall be signed by the chairperson of the meeting.

(9) Ballots shall be secret if requested by one or more members of the general meeting.

(10) For the election of Board members and alternate members, each member shall be entitled to vote for the number of members to be elected to the Board and a number of individuals corresponding to the maximum number of alternate members.

(11) The nominees are elected according to the number of votes obtained. In the event of equality of votes, the outcome shall be decided by a draw.

(12) Board members and alternate members can be re-elected.

(13) Extraordinary general meetings are held when decided by the Board. In addition, an extraordinary general meeting shall be convened by the Board if three members of the Board or six members of the parents of the school and the friends of the school request it in writing. The procedure for convening the meeting is the same as for the annual general meeting.

(14) The authority of the general meeting is outlined in these Bylaws.

VI. OPERATION OF THE SCHOOL

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(1) The operation of the school is financed by government subsidies and own funds such as school fees for the students and payment by parents for after school care in accordance with the Danish Act on Free Schools and Private Primary and Lower Secondary Schools, etc. as well as any contributions from other parties.

(2) School funds may only be used for the benefit of the school.

(3) Any profit from the operation of the school shall accrue to the school.

(4) Contributions to the school shall not entitle the donor to any part of the school's assets or to profit of any kind.

(5) The Board shall administer the school's assets in the best interests of the school with due regard for other financial considerations.

(6) The school's available funds shall be invested in accordance with the provisions set out in the Danish Act on Free Schools and Private Primary and Lower Secondary Schools, etc. and shall not be deposited in accounts, etc. to which other parties than the school have access.

VII. POWER TO BIND THE SCHOOL

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(1) The school shall be bound by the joint signatures of the Chairman of the Board and the Principal or by one of these signing jointly with the Vice-Chairman of the Board.

(2) The purchase, sale, mortgaging or other decisions about the school's real property shall require the signatures of two thirds of the members of the Board.

(3) The right to sign for the school may not be delegated nor may a power of attorney be granted, cf. however section (4) below.

(4) The Board may decide to authorise the Principal to a certain, specified extent and subject to the consent of the Board to perform general management duties when necessary for the day-to-day operation of the school.

VIII. AMENDMENTS TO THE SCHOOL'S BYLAWS

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(1) The Board and the parents of the school shall jointly decide on any amendments to these Bylaws. Decisions shall be made at the meeting of the parents of the school by a simple majority of votes. The Board may also make decisions by a simple majority of votes, provided at least half of the Board members take part in the Board meeting at which the decision is made, cf. Article 3(17), first sentence and Article 7(7).

(2) The school's Bylaws and any future amendments to the Bylaws pertaining to the management of the school and financial matters shall be approved by the Danish Ministry of Children and Education.

IX. CLOSURE OF THE SCHOOL

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(1) In the event that the Board is responsible according to legislation for liquidating the school, the Board shall have the authority to decide on the closure of the school. The decision shall be made in accordance with Article 3(20).

(2) Except for the case mentioned in (1) above, the parents of the school shall be responsible for making a decision to close the school. A decision to close the school shall require that at least two thirds majority of the votes cast at a legally convened annual general meeting or extraordinary general meeting are in favour of the proposal regardless of the number of members in attendance.

(3) If the school ceases to operate as a school in accordance with the object clause, the school shall be closed.

(4) It shall be the duty of the Board to inform the parents of the school of the decision to close the school and the reasons for the closure. Such information shall be given immediately after the decision to close the school has been reached.

(5) It shall be the duty of the Board to inform the Ministry of Children and Education and the municipalities where the students are domiciled of the closure of the school.

(6) It shall be the duty of the Board to inform the Ministry of Children and Education if the school suspends payments or is served with a petition for bankruptcy or if there is any other risk of the school's operation being discontinued.

(7) The Board shall be responsible for maintaining the school's assets and, in the event of the closure of the school, for ensuring that the accounts of the school are prepared in accordance with applicable rules and for ensuring that the net assets of the school are utilised in accordance with the Bylaws.

(8) Any excess funds and fixed assets shall, with the Danish Ministry of Education's approval, be used for charitable youth organizations.

(9) It shall be the duty of the Board to continue until the financial settlement of the school's assets and liabilities has been completed in accordance with applicable rules, including ensuring that the school's net assets are utilised in accordance with the Bylaws.

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