GERMAN INTERNATIONAL SCHOOL ACCRA
BUILDING BRIDGES

CONSTITUTION

German International School Accra

Adopted by the School Membership

04 November 2026

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DOCUMENT STATUS

This document consolidates and supersedes all previous Constitutions of the German International School Accra LBG and the German Swiss International School

PREAMBLE

The School receives financial support from the Federal Republic of Germany, channelled through the Zentralstelle für das Auslandsschulwesen (ZfA) of the Federal Office of Administration (Bundesverwaltungsamt), acting on behalf of the Federal Foreign Office (Auswärtiges Amt), in accordance with the Auslandsschulgesetz (ASchulG). The School's further sources of revenue are membership subscriptions paid by members and tuition fees received from parents or guardians of enrolled wards.

The School acknowledges the important contributions of the Confederation of Switzerland and the Swiss community in Ghana in establishing the Ramseyer Memorial School in 1966 as a German–Swiss institution that incorporated German language and elements of the German curriculum. The School is grateful to continue Switzerland's legacy of supporting German-language education in Ghana on the premises of the Ramseyer Memorial School Association, and notes its evolution into a fully German school.

PART I

Objectives and Legal Status of the School

Article 1: Name and Domicile of the School

1. The Name of the Company shall be "German International School Accra Limited by Guarantee (LBG) (hereinafter called “the School.")
2. The domicile and registered office of the School is in Accra, Ghana.

Article 2: Objectives of the School

1. The objective of the School is the establishment and support of a German school including kindergarten, preschool and boarding facilities (as needed).
2. The objective of the School is to provide its wards with education based on German educational aims, while using German curricula and directed towards German-language qualifications and German examinations.
3. The School shall familiarise the wards with the culture and language of Ghana, foster social and cultural contacts and promote mutual understanding by engaging the wards in activities within or extending beyond the normal school curricula.
4. Within the scope of these objectives, the School shall be open to wards of all nationalities, provided they have an adequate command of the German language or are willing to acquire the German language as offered by the School and follow the School's curricula.
5. Subject to the foregoing objectives, the School may determine its educational approach in consultation with the Foreign Office of the Federal Republic of Germany with the participation of the Embassy of the Federal Republic of Germany in Ghana, provided that such consultation shall not derogate from compliance with the laws of the Republic of Ghana.

Article 3: Legal Status and Non-Profit Nature

1. The School is incorporated as a public Company Limited by Guarantee under the Companies Act, 2019 (Act 992) of Ghana.
2. The School is a non-profit organisation. Its principal sources of revenue are: financial support from the Federal Republic of Germany channelled through the ZfA (Zentralstelle für das Auslandsschulwesen) of the Bundesverwaltungsamt on behalf of the Auswärtiges Amt; contributions from other donors; membership subscriptions paid by members; and tuition fees received from parents or guardians of enrolled wards. No portion of the School’s income or property shall be distributed to any member or director.
3. The liability of the Members is limited to the amount they undertake to contribute to the assets of the School in the event of its winding up.
4. The income and property of the School shall be applied solely towards the promotion of the objects of the School and no portion of the income or property shall be transferred, directly or indirectly, by way of dividend, bonus or profit to a Member or Board Member of the School.

5. Sub-clause 4 above shall not prevent the payment in good faith of reasonable and proper remuneration to an officer of the School, or to a member of the School in return for any services actually rendered to the School.

PART II

Membership

Article 4: Members

1. Membership of the School shall comprise ordinary members, associate members and honorary members in accordance with this Constitution.
2. Ordinary Membership of the School shall be open to a primary parent or guardian of a ward enrolled at the School. Membership is activated upon:
   (a) an application by the parent or guardian to be admitted to ordinary membership;
   (b) the payment of the subscription fee to the School; and
   (c) the payment of the membership fee to the School.
3. An application for ordinary membership shall be made available to a primary parent or guardian at the point of enrolment of the ward or within a reasonable time thereafter.
4. Each ordinary member shall be entitled to attend General Meetings and shall have one (1) vote.
5. The Membership shall take effect upon payment of the prescribed subscription fee, membership fee and entry into the Register of Members.
6. Membership shall be on a yearly basis and shall be renewed annually upon payment of the annual membership fee. A member who fails to pay the annual membership fee within thirty (30) days after the anniversary of their admission shall be deemed to have ceased membership, subject to Article 12.

Article 5: Associate Members

1. The following persons shall be admitted as associate members of the School:
   a. Alumni of the School who apply to be admitted as associate members; and
   b. Any other person admitted to associate membership by the Board in recognition of their contribution to or support of the School.
2. Associate members are entitled to attend General Meetings of the School but shall not be counted towards quorum and shall not have or exercise voting rights.
3. Associate members shall be eligible to be elected as Board Members.
4. Where the second parent or guardian of an enrolled ward is not the primary ordinary member, that parent or guardian may be appointed as proxy by the ordinary member to attend and vote at General Meetings in accordance with Article 7(2) and the definition of Proxy in Part VII.

Article 6: Honorary Members

1. Persons who have distinguished themselves by furthering the interests of the School, the German language, or the cultural relationship between the Federal Republic of Germany and the Republic of Ghana may, upon recommendation by the Board, be admitted as honorary members of the School by the members acting in General Meeting.
2. Alumni of the School may be admitted as honorary members upon application and recommendation by the Board, in recognition of their connection to and continued support of the School.
3. The Ambassador of the Federal Republic of Germany to Ghana and/or a designated representative of the German Embassy in Ghana shall be honorary members of the School and shall serve as non-voting ex-officio participants in General Meetings.
4. All honorary members shall also be associate members of the School and shall enjoy the rights and be subject to the limitations of associate membership as set out in Article 5, except that the Ambassador of the Federal Republic of Germany to Ghana and/or a designated representative of the German Embassy in Ghana admitted under subclause 3 above shall not be eligible to be elected as a Board Member.
5. Honorary members shall not be counted towards quorum and shall not exercise voting rights in their capacity as honorary members.
6. Honorary members who are also ordinary members of the School shall retain full voting rights in their capacity as ordinary members.
7. An honorary member may be elected as a Board Member if that person satisfies the requirements of Article 19(3).

Article 7: Non-Member Parents

1. A parent or guardian of an enrolled ward who elects not to become an ordinary member (a "Non-Member Parent") shall not be entitled to membership rights, including the right to vote at General Meetings in their own right.
2. A Non-Member Parent may be appointed as proxy by an ordinary member in accordance with Article 9(4). When so appointed, a Non-Member Parent acting as proxy shall exercise the full rights of a proxy at that General Meeting, including the right to vote on behalf of the appointing member.
3. A Non-Member Parent may also contribute to the School and its community in the following ways:
    a. Making financial donations to the School; and
    b. Participating in voluntary and community activities organised by the School.
4. The Board shall create appropriate channels to enable Non-Member Parents to contribute meaningfully to the School community.
5. A Non-Member Parent who is not a primary parent or guardian may apply to be admitted to ordinary membership only upon the cessation of the ordinary membership of the primary parent or guardian of the ward(s) concerned, and provided that their ward remains enrolled, subject to payment of the applicable subscription and annual membership fee.

6. A parent or guardian may be admitted as a Non-Member Parent only while Non-Member Parents constitute less than one-third (1/3) of the School's total parent community. Once that threshold is reached or exceeded, enrolment of a new ward shall be conditional upon the parent's or guardian's application for ordinary membership. This threshold shall not apply to a member who voluntarily resigns ordinary membership in respect of an already-enrolled ward and continues as a Non-Member Parent; such status shall not be refused on account of the threshold. No differentiated or additional fee shall apply to Non-Member Parents.

Article 8: Admittance to Membership

1. Ordinary membership shall not be refused. Upon a valid application and payment of the prescribed subscription fee and membership fee, the applicant shall be admitted to ordinary membership and entered in the Register of Members.
2. The Membership shall take effect upon payment of the prescribed subscription fee, membership fee and entry of that member's details into the Register of Members, provided that a delay in effecting an entry shall not deprive a qualifying parent or guardian of the rights ascribed to their membership.
3. The Board of Directors may refuse enrolment of a nominated ward where admission criteria are not satisfied, but such refusal shall not affect valid membership unless the subscription fee remains unpaid.
4. Where enrolments are completed and subscription fees have been duly paid, the Board of Directors shall ensure that all qualifying members are duly admitted to membership and entered into the Register of Members without undue delay and ordinarily within fourteen (14) days from the date on which such qualification was acquired. The Board may adopt rules of procedure governing the admission process, including provision for virtual resolutions during school holiday periods, provided that such rules shall not operate to deprive a qualifying member of their rights.

Article 9: Register of Members

1. The School shall maintain an up-to-date Register of Members at its registered office or principal place of business, in accordance with the Companies Act, 2019 (Act 992).
2. The Register of Members shall be available for inspection at the administration of the School during School hours, and may be available for inspection at other times subject to the availability of the Administrator of the School.
3. Each entry of membership into the Register of Members shall record the details of the member, the class of membership, the ward(s) nominated, and the date on which the membership became effective.
4. Where a member has nominated a ward and also registered a proxy for standing arrangements, the proxy details shall be noted in the Register alongside the member's entry for reference purposes only.
5. The form and procedure for maintaining and amending the Register of Members shall be further specified in the Board's Rules of Procedure.
6. The Register of Members shall be kept secured by the Administrator or School Principal.

Article 10: Subscription Fee

1. Every person applying for ordinary membership shall pay a subscription fee upon first registration as a member of the School. The subscription fee is a one-time fee paid at the point of admission and is not renewable or refundable.
2. Payment of the subscription fee is what activates membership of the School but does not constitute or substitute the payment of tuition fees or the annual membership fee.
3. Where a member's membership lapses and that member applies for re-admission, the member shall be required to pay the subscription fee applicable at the time of re-admission.

Article 11: Membership Fee

1. Every ordinary member shall pay an annual membership fee to renew and maintain active membership of the School. The membership fee shall be paid on the anniversary of the member's admission each year for the duration of membership.
2. The annual membership fee is separate from and independent of the subscription fee and the tuition fees payable in respect of an enrolled ward. Payment of the membership fee maintains a person's active membership but does not constitute or substitute for the payment of tuition fees.
3. The annual membership fee is a fixed fee per household and shall not vary with the number of wards enrolled at the School. Ordinary Membership is held by one primary parent or guardian per household in accordance with Article 4. Tuition fees, which are separate from the membership fee, are payable in respect of each enrolled ward in accordance with the applicable schedule determined by the Members in General Meeting in accordance with Article 16.
4. A member who fails to pay the annual membership fee within thirty (30) days of its due date shall be deemed to have ceased membership, subject to Article 12.

Article 12: Cessation or Exclusion of Membership

1. A member's membership shall automatically cease:
    a. At the end of the yearly membership period, where the member fails to pay the annual membership fee within thirty (30) days of its due date;
    b. Where that member's ward ceases to be an enrolled student, in the case of an ordinary or associate member, unless otherwise determined by the Board;
    c. Upon voluntary resignation of the member in writing; or
    d. Upon the death of that member.
2. Cessation of membership of a defaulting member shall be affirmed and effected by ordinary resolution of the Board.
3. A member's ordinary membership shall not be terminated for cause before the expiry of the membership term except upon a resolution of members at a General Meeting, based on a determination by the Board that such termination is in the best interests of the School. The Board shall give the member an opportunity to be heard before making such determination.

4. The Board may, by Board Resolution, place a member's rights in abeyance pending a decision on exclusion where:
    a. There is a bona fide dispute concerning, or persistent partial payment or default under a payment arrangement in respect of, membership fees, or subscription fee, after due notice; or
    b. The Board determines that there are grounds for exclusion that require investigation.
5. A decision to exclude a Member may be appealed to the Members at a General Meeting, and determined by ordinary resolution of the members in General Meeting.
6. Where membership ceases or is discontinued, the enrolment of the member's nominated ward(s) may be reviewed and determined by the Board in accordance with the School's regulations and contractual arrangements.
7. Where a member's ordinary membership ceases, the following shall apply to the enrolment of that member's nominated ward(s):
    a. Where membership ceases by voluntary resignation, the enrolment of the ward(s) shall not be affected, and the resigning member shall continue as a Non-Member Parent in accordance with Article 7.
    b. Where membership ceases pursuant to a determination of the Board and resolution of the Members under Article 12(3), the enrolment of the ward(s) shall be reviewed and determined by the Board on a case-by-case basis in accordance with the School's regulations and contractual arrangements, provided that the Board shall, so far as reasonably practicable, enable such ward(s) to remain enrolled until the end of the then-current school year.
    c. Where membership ceases automatically under Article 12(1)(a) for non-payment of the annual membership fee, the enrolment of the ward(s) shall not be affected by the cessation of membership alone, and the member shall continue as a Non-Member Parent in accordance with Article 7, without prejudice to any separate action the School may take in respect of unpaid tuition fees under its regulations and contractual arrangements with the parent or guardian.

PART III

General Meetings

Article 13: General Meetings

1. The Board of Directors shall convene at least one General Meeting within two months of the commencement of each academic year, and shall specify the meeting as an Annual General Meeting in the notice calling the meeting.

    In addition to the Annual General Meeting, the Board shall convene a second mandatory General Meeting during each academic year.
2. Any further General Meeting within an academic year shall be convened in the following circumstances:
    a. Where the Board passes a resolution to call such an Extraordinary General Meeting; or
    b. On written application of at least one-fifth of the Members of the School to the Chair of the Board stating the reasons for calling such an Extraordinary General Meeting.

c. In both cases, the Board shall issue an invitation to an Extraordinary General Meeting within one week of the Board's resolution or Board's receipt of a request from Members.

3. The Chairperson of the Board of Directors shall act as the chair at General Meetings, and in his or her absence any other Board Member, other than the Secretary, shall chair the meetings with the consent of the Board.

Article 14: Notice of Meetings

1. The notice of a meeting shall specify:
   a. The place, date and hour of the meeting;
   b. The general nature of the business to be transacted at the meeting in sufficient detail to enable those to whom the notice is given to decide whether to attend or not; and
   c. Where the meeting is to consider a special resolution, the terms of the resolution.
2. Any request to appeal the decision of the Board excluding the membership of any person shall be dealt with as other business.
3. A notice convening a General Meeting shall be in writing sent by e-mail at least twenty-one (21) days before the date of the meeting, provided however that a meeting called by shorter notice shall be deemed to have been duly called if it is so agreed by a simple majority of members entitled to attend and vote.
4. The Members shall receive an agenda and all relevant preparatory materials no later than ten (10) days before the date of the General Meeting. In cases where information comes late, the meetings can still be held with the consent of a majority of the Members physically present at a convened meeting.

Article 15: Quorum for General Meetings

1. There shall be a quorum at a General Meeting if at least one-eighth (1/8) of the total ordinary membership is present or represented during any vote.
2. Any absent ordinary member may be represented by a proxy in writing held by any person, including another member, a Non-Member Parent, or any other person duly appointed in writing by the absent member. Any person present may hold only one proxy.
3. Associate members and honorary members shall not be counted towards quorum and may not vote at General Meetings except where they are also ordinary members or are acting as a duly appointed proxy for an ordinary member.
4. Where no quorum exists, the meeting shall stand adjourned and the Chair shall convene another General Meeting within fourteen (14) days of the date of the adjourned Meeting. A quorum shall be deemed to exist at the newly convened Meeting irrespective of the number of Members present.

Article 16: Functions of the General Meetings

1. Approval of the minutes of the previous General Meeting.
2. Consideration of the Chair's report on the activities of the Board.
3. Consideration of the Head of School's report.

4. Consideration of the Statutory Accounts and Balance Sheet of the School as reported on by the Board.
5. Approval of the Audited Accounts and the Balance Sheet of the School.
6. Consideration and approval of any other resolutions submitted by the Board or the Members.
7. Resolution on the budget estimate for the new financial year submitted by the Board.
8. Resolution on subscription fees, membership fees, tuition fees and other charges payable to the School
9. Resolution on the acquisition or disposal of assets and the raising of loans, as far as the Board is not authorised to decide.
10. Resolution on applications from the membership that have been submitted to the Board in writing at least five (5) days before the General Meeting.
11. Applications from the Board submitted later can only be discussed or resolved upon with the approval of the majority of the members present.
12. Decision on any appeal against termination of membership for cause..
13. Discharge of the Board of Directors.
14. Election of new Board Members.
15. Removal of Board Members.

Article 17: Resolutions

1. Resolutions at a General Meeting shall be carried by a simple majority of the ordinary members present and entitled to vote, including proxy votes duly submitted. In the event of a tie, the Chair of the Meeting shall have a casting vote.
2. Teachers and employees of the School shall not have the right to take part in the election or dismissal of Board Members, whether as voters (active electoral right) or as candidates (passive electoral right). Members of the School's parent representation body (Gesamtelternvertretung), being parents elected by the class parent representatives, shall not be eligible to stand for election as Board Members by virtue of their membership of that body (passive electoral right); this restriction applies for the duration of their mandate and does not otherwise affect their rights as ordinary members.

Article 18: Minutes of the General Meetings

1. Business conducted at General Meetings shall be recorded in written minutes. Such minutes shall be signed by the Chair of the Meeting and a Recording Secretary designated specifically for each General Meeting by the Chairperson. The following persons shall not serve as Recording Secretary: (a) any Board Member; and (b) any employee of the School, unless that employee holds a role whose written terms of reference expressly include the provision of administrative support to the Board. The Recording Secretary shall be a member or a person otherwise authorised by the Chairperson, and their designation shall be recorded at the commencement of each General Meeting.
2. The minutes of General Meetings shall be available in the English and German languages. The Chair of the Committee shall send copies of the minutes to all Members and to the Head of the Embassy of the Federal Republic of Germany in Ghana within one month of the General Meeting. Applications for

amendments to the minutes shall be put on record by the Chair and dealt with during the next General Meeting, which shall vote to approve the minutes.

PART IV

The BOARD OF DIRECTORS

Article 19: Board of Directors

1. The Board of Directors of the School shall also be known as the Executive Council, and its members shall be referred to as "Board Members."
2. The Board of Directors shall be constituted by not less than three (3) and not more than five (5) Board Members appointed by ordinary resolution of the members acting in General Meeting.
3. A person shall not be qualified to be appointed as a Board Member of the School unless that person:
    a. Is a member of the School; and
    b. Is a fit-and-proper person.
4. For the avoidance of doubt, honorary members who satisfy the requirements of sub-clause 3 above shall be eligible to be elected as Board Members except an honorary member under Article 6(3).
5. A Board Member shall not be appointed to a salaried office of the School, or such other office or role remunerated by fees, and remuneration or other benefit in money or money's worth shall not be given by the School to a Board Member except in repayment of out-of-pocket expenses reasonably incurred in the performance of their functions. Where a Board Member's spouse, civil partner, or domestic partner is employed by the School in any capacity, the Board Member shall disclose that relationship to the Board upon appointment and again at the commencement of any Board meeting at which a resolution directly concerning that person's employment, remuneration, contract, or disciplinary matter is to be considered. The Board Member shall not vote on any such resolution and shall, where appropriate, withdraw from the relevant portion of the meeting. This obligation shall be reflected in the Board's rules of procedure.

Article 20: Terms of Office and Succession

1. A Board Member shall hold office for a term of two (2) years and shall be eligible for re-election without limitation.
2. The Board Members shall elect, from among their number, a Chairperson, a Secretary, and a Treasurer. The Chairperson shall represent the School externally and preside over Board and General Meetings. The Secretary shall serve as Secretary of the Company in accordance with the Companies Act, 2019 (Act 992). The Treasurer shall be responsible for oversight of the financial affairs of the School and shall report to the Board on the financial position of the School at each Board Meeting.
3. The following persons shall attend all meetings of the Board of Directors in an advisory capacity only:
    d. The Head of the Embassy of the Federal Republic of Germany in Ghana or his/her representative; and
    e. The School Principal.

4. If a Board Member resigns before the end of their term of office, the remaining Board Members may appoint an interim Board Member to fill the vacancy and ensure the Board consists of five members. The replacement of a Board Member who resigns must be voted on at the next General Meeting.
5. Any General Meeting may pass a resolution in support of the termination or appointment of any or all Board Members. Such resolution shall be carried by a simple majority of all members of the School.

Article 21: Offices and Rules of Procedure

1. The Board shall elect from among its Members a Vice-Chair. The offices of Chairperson, Secretary, and Treasurer shall be constituted and shall exercise the functions set out in Article 20(2). The Vice-Chair shall act in the place of the Chairperson in the event of the Chairperson's absence or incapacity.
2. The Board may appoint committees from among:
    i. Its own Board Members;
    ii. Members of the School; or
    iii. A combination thereof, and

The functions and powers of such committees shall be determined by the Board.

3. The Board shall adopt rules of procedure for the conduct of its business. Such rules shall be available for inspection by Members.
4. The Board may appoint such officers, agents, or advisors as may be necessary or expedient for the proper administration of the School.

Article 22: Quorum and Resolutions

1. A quorum of the Board shall consist of at least three (3) Board Members or such higher number as the Board may determine.
2. Resolutions of the Board shall be carried by simple majority of votes cast by Board Members present and voting.
3. A Board Member who abstains shall be counted for quorum purposes but shall not be considered as having voted.
4. In the event of an equality of votes, the Chair shall have a casting vote.
5. Where the number of Board Members falls below the statutory minimum required under Act 992, the remaining Board Member(s) shall act only for the purpose of appointing additional Board Members or convening a General Meeting.

Article 23: Convocation of Board Meetings

1. The Chair of the Board shall issue notice convening a Board Meeting at least one (1) week prior to the meeting, unless urgent circumstances require shorter notice.
2. A Board Meeting may also be convened upon request of:
    a. Two Board Members;
    b. The Head/Principal of School; or

c. The Ambassador of the Federal Republic of Germany or designated representative (in advisory capacity).

3. Meetings may be held physically or by electronic means, provided that all participants can communicate effectively. The Chairperson, as presiding officer and holder of house rights (Hausrecht) at General Meetings, may invite guests to attend any General Meeting of the School without voting rights. Guests so invited shall not be counted towards quorum and shall not participate in voting. The right to invite guests to General Meetings shall not be delegated to the Board by way of rules of procedure alone; it shall vest in the Chairperson by virtue of this Constitution.

Article 24: Powers and Duties of the Board

1. The Board shall manage the business and affairs of the School, except for matters reserved for Members at a General Meeting under this Constitution or Act 992.
2. The Board Members stand in a fiduciary relationship to the School and shall observe the utmost good faith toward the School in any transaction with or on behalf of the School.
3. Board Members shall at all times act honestly and in what they believe to be the best interests of the School as a whole.

Article 25: Functions of the Board

The Board shall have the following functions and powers: In exercising these functions, the Board shall provide strategic leadership of the School and shall implement all resolutions duly adopted by Members at General Meetings. The Board shall report to the Members at each Annual General Meeting on the steps taken to implement General Meeting resolutions adopted since the previous Annual General Meeting.

1. Election, employment, supervision and dismissal of the Head of School.
2. Employment and dismissal of teachers and other employees of the School, including preliminary decisions on employment contracts of teachers placed by the the Federal Office of Administration (BVA)- Central Agency for Schools Abroad, upon recommendation of the Head of School.
3. Approval of the functions and organisational structure of the School, subject to Article 2.
4. Approval of School rules and regulations as prepared by the Head of School.
5. Consultation on and drafting of the Annual Budget for each fiscal year.
6. Arranging necessary funding for the School and exercising control over adherence to the approved Budget.
7. The Board may authorise short-term borrowings not exceeding one-twelfth (1/12) of the approved annual budget. Any borrowing exceeding this limit or extending beyond one year shall require approval by the Members at a General Meeting.
8. Representation of the School in legal proceedings and execution of legal documents in accordance with this Constitution.
9. Decisions on applications for scholarships and financial assistance.
10. Decisions on applications for admission of wards and disciplinary measures, including expulsion, in accordance with School regulations and due process.
11. Processing and administration of applications for membership in accordance with Article 8.

12. Maintenance of the Register of Members and ensuring compliance with statutory filings under Act 992. Where the Board contemplates a decision that may affect the School's eligibility for support from the Federal Republic of Germany under the Auslandsschulgesetz (ASchulG) — including but not limited to material changes to the School's structure, fee schedule, or curriculum — the Board shall seek guidance from the Zentralstelle für das Auslandsschulwesen (ZfA) in advance and shall document such consultation. For the avoidance of doubt, decision-making authority remains with the Board and the Members in accordance with Ghanaian law and this Constitution.
13. Convocation of General Meetings and preparation of the agenda.
14. Approval and allocation of donations made to the School, ensuring that such donations are applied toward the objects of the School.

PART V

Accounts and Audit

Article 26: Accounts and Audit

1. The Board shall cause accounting records to be kept and financial statements to be prepared, audited and circulated to the Members of the School in the manner required by the Companies Act, 2019 (Act 992).
2. The financial statements shall present fairly the financial position, financial performance, and cash flows of the School in accordance with the International Financial Reporting Standards for Small and Medium Entities (IFRS for SMEs).
3. The Annual General Meeting may, by resolution, appoint up to two ordinary members to serve as internal auditor(s) of the School. Such appointment is optional and not mandatory. The rights, duties and procedure of the internal auditor(s) shall be further specified in the Board's Rules of Procedure.

PART VI

Other Provisions

Article 27: Rights and Duties of the Head of School

4. The rights and duties of the Head of School, particularly his or her participation in decisions to be taken by the Board on matters of personnel, administration, and academic affairs, shall be laid down in:
    a. The service contract;
    b. The service regulations; and
    c. The School rules and regulations, including those adopted by the Teachers' Conference.
5. The Head of School shall participate in Board Meetings in an advisory capacity, save that the Head of School shall withdraw from any item of business in which their personal affairs are under consideration. This applies unless otherwise resolved by the Board in accordance with this Constitution.

Article 28: Representation of Teachers, Students and Parents

The Board shall ensure that teachers, students and parents are given meaningful opportunities for cooperation and participation in school matters, in a manner consistent with the democratic values of the Federal Republic of Germany, in accordance with regulations adopted by the Board. Such participation shall be advisory in nature and shall not derogate from the statutory powers and fiduciary responsibilities of the Board under this Constitution and under Act 992.

Article 29: Amendment of the Constitution

1. An amendment to this Constitution may only be made by Special Resolution of the Members at a duly convened General Meeting in accordance with Act 992.
2. No amendment shall take effect unless it has been duly filed and registered as required by Act 992.
3. The power to amend this Constitution shall vest solely in the Members of the School in accordance with Ghanaian law. Prior to any amendment that may affect the School's recognition as a Deutsche Auslandsschule or its eligibility for support under the Auslandsschulgesetz (ASchulG), the Board shall consult the Zentralstelle für das Auslandsschulwesen (ZfA) of the Bundesverwaltungsamt and obtain approval from the German Federal Foreign Office. If the Federal Foreign Office does not grant approval and the General Meeting nevertheless approves the amendment, the Federal Republic of Germany may terminate both the Verleihungsvertrag and the Fördervertrag with the School. For the avoidance of doubt, the Members retain the sole and final power of decision on any amendment in accordance with Ghanaian law; this clause does not impose a condition precedent to the validity of any amendment under Act 992.

Article 30: Signature of Documents

No legal document or binding contract shall be executed on behalf of the School unless authorised by a prior Board Resolution. All legal documents of the School shall thereafter be executed by two signatories, one of whom shall be the Chair or the Vice-Chair and the other a Board Member. Insofar as matters are affected that may have an impact on the scope and type of German funding or the School's obligations under the ASchulG, the Board shall consult the Head of the German Embassy in Ghana or designated representative in advance of execution and shall document such consultation. For the avoidance of doubt, the authority to authorise and execute the document remains with the Board and its duly appointed signatories in accordance with this Constitution and the Companies Act, 2019 (Act 992), and this sub-clause does not impose a condition precedent to the validity of any document so executed.

Article 31: Dissolution of the School

1. The School shall not be dissolved except by Special Resolution by members entitled to attend and vote at a General Meeting, or by official liquidation in accordance with the Companies Act, 2019 (Act 992) and the laws of Ghana.
2. Upon dissolution, after satisfaction of all debts and liabilities, no remaining assets shall be distributed among Members.

3. Remaining assets shall revert to the Ramseyer Memorial School Association or the Registered Trustees of Ramseyer Memorial Association, provided the Association continues to operate as a non-profit entity with similar educational objects.
4. If the Ramseyer Memorial School Association is no longer in existence or no longer operates as a non-profit entity with similar objects, the remaining assets shall be transferred in consensus with the German embassy in Ghana to another company limited by guarantee or charitable educational institution in Ghana with similar objects, as determined by the Members in accordance with Act 992.
5. For the avoidance of doubt, the land and appurtenances belonging to and held by the Registered Trustees of Ramseyer Memorial Association on behalf of the Ramseyer Memorial School Association shall not be reckoned as part of the assets of the School for purposes of Article 31 of this Constitution.

PART VII

Interpretations

Article 32: Definition and Interpretation

In this Constitution, unless the context otherwise requires, the following terms have the meanings ascribed to them below:

"Associate Member" means a person admitted to associate membership of the School under Articles 5 or 6, including alumni and honorary members. Associate members may attend General Meetings but do not have voting rights in their own right.

"Board Member" means a member of the Board of Directors of the School duly appointed in accordance with this Constitution.

"Board Resolution" means a resolution passed by a simple majority of Board Members present and voting at a duly convened meeting of the Board of Directors.

"Board of Directors" means the Board of Directors of the School as constituted from time to time in accordance with this Constitution.

"Donation" means any voluntary financial or in-kind contribution made to the School, whether by a member, a non-member parent, an embassy, an external organisation, or any other person, without expectation of any benefit or return.

"Honorary Member" means a person elected to honorary membership under Article 6. All honorary members are also associate members of the School and do not have voting rights unless they also hold ordinary membership.

"Membership Fee" means the annual fee per household payable by an ordinary member to renew and maintain membership in accordance with Article 11. It does not constitute tuition fees or the Subscription Fee.

"Non-Member Parent" means a parent or guardian of an enrolled ward who has elected not to become an ordinary member of the School. A Non-Member Parent may be appointed as proxy by an ordinary member.

"Proxy" means a person duly appointed in writing by an ordinary member to attend and vote at a General Meeting on behalf of that member. A proxy need not be a member of the School and may include a

Non-Member Parent. A proxy exercises the full voting rights of the appointing member at the meeting for which they are appointed.

"Ordinary Member" means a primary parent or guardian of an enrolled ward who has been admitted to ordinary membership upon application and payment of the subscription fee. Ordinary members have full voting rights and are counted toward quorum at General Meetings.

"Primary Parent or Guardian" means the one parent or guardian per household who holds ordinary membership of the School. Only one parent or guardian per household may hold ordinary membership at any time. The other parent or guardian may be appointed as proxy by the ordinary member.

"School" means the German International School Accra Limited by Guarantee.

"Subscription Fee" means the one-time, non-refundable fee payable upon first admission, or re-admission, to ordinary membership in accordance with Article 10. It does not constitute tuition fees or the Membership Fee.

"Tuition Fees" means the fees payable in respect of the education of an enrolled ward, which are separate from membership subscription fees. Payment of tuition fees does not of itself confer membership.

"Ward" means a child or young person who is enrolled at or nominated for enrolment at the School by a member.

PART VIII

Transitional Provisions and Onboarding

Article 33: Transitional Provisions

Upon adoption of this Constitution by members acting in a General Meeting and the due registration of this Constitution in accordance with the Companies Act, 2019 (Act 992), the Board of Directors shall, within three months, take steps to ensure that all existing parents or guardians of students enrolled in the School are offered the opportunity to be onboarded as members in accordance with this Constitution.

Where an existing enrolled student has only one registered parent or guardian, that parent or guardian shall be treated as the primary parent or guardian for the purposes of this Constitution.