

[Unauthorised translation – in case of any discrepancies between the Danish and the English version, the Danish version shall prevail]



Appendix:
BY-LAWS
FOR
THE SELF-GOVERNING INSTITUTION

NORDSJÆLLANDS GRUNDSKOLE OG GYMNASIUM (NGG)

Approved by the School Board of NGG (hereinafter referred to as “the Board” [in Danish: bestyrelsen]) on 08.06.2022

Approved by the Parent Constituencies of NGG (hereinafter referred to as the “Parent Constituencies” [in Danish: forældrekredse]) on 26.09.2022

These by-laws are made publicly available on the website of the school (ww.ngg.dk) on 26.09.2022

I. NAME, ADDRESS AND YEAR OF ESTABLISHMENT OF THE SCHOOL

§ 1.

The name of the self-governing institution is "Nordsjællands Grundskole og Gymnasium" (hereinafter referred to as "NGG").

2. The school is located in the municipality of Fredensborg. The address of the school is Christianshusvej 16, 2970 Hørsholm.

3. The school was established on 25 March 1980, and its company registration no. [in Danish: CVR-nr.] is: 10 56 56 93.

II. ORGANISATION AND OPERATION OF THE SCHOOL

§ 2.

NGG is an independent self-governing education institution and is operated in accordance with applicable laws and regulations for independent schools [in Danish: friskoler] and private primary and secondary schools [in Danish: grundskoler], as amended from time to time, as well as in accordance with applicable laws and regulations for private secondary schools, etc. [in Danish: gymnasieskoler], and higher preparatory examination etc. [in Danish: studenterkurser, kurser til højere forberedelseksamen (hf-kurser)] as amended from time to time.

NGG carries out international school activities under the name "North Zealand International School" in accordance with applicable provisions and standards for International Primary Curriculum (within the framework of the national curriculum for England and Wales), Cambridge Assessment International Education, as well as International Baccalaureate for the international higher general examination [in Danish: international studentereksamen].

2. The school is operated on the basis of public subsidies and own financing, including school fees paid for the students, parent contributions for the before and after school care facility [in Danish: skolefritidsordning], parent contributions for the private day care facility [in Danish: dagpasningsordning], as well as potential contributions from others.

3. The school funds may only be used for the benefit of school and teaching activities.

4. Profits from operating the school, if any, shall belong to the school.

5. Any contributions made to the school do not give the contributor any right to any part of the school's assets or dividend of any nature.

6. The school's liquid funds shall be placed in accordance with the provisions in the Danish Act on Independent Schools etc. no. 1656 of 9 August 2021 (hereinafter referred to as "the Danish Act on

Independent Schools etc.”) [in Danish: lov om friskoler og private grundskoler samt for private gymnasieskoler, studenterkurser and kurser til højere forberedelseksamen m.v.] and shall not be placed in accounts etc. to which other parties than the school have access.

III. PURPOSE OF THE SCHOOL

§ 3.

In accordance with its authorisations and applicable legislation the purpose of the school is as follows:

1. to operate a private primary and secondary school, including an international primary and secondary school, in accordance with applicable regulation on independent schools and private primary and secondary schools etc. as amended from time to time, where
 - a. the school teaches grade 0 and grade 1– grade 9 in the Danish department, and
 - b. the school teaches school years 1 to 11 (Year 1 til Year 11) in the international department,
2. to operate a high school, including international high school educations, in accordance with applicable legislation on private institutions offering high school education as amended from time to time,
3. to operate a one-year tenth form [in Danish: tiende klassesettrin],
4. to operate a before and after school care facility, and
5. to operate a private day care facility.

2. The school carries out its activities based on the following values: NGG is a unified school educating whole persons for life. Anchored in its community NGG educates competent individuals, who understand, respect, and take an active part in the world.

3. NGG was founded in 1983 with the vision of creating a private high school in North Zealand and this was carried out with an associated primary and secondary school with the symbol of two swans forming an entity between the two as one single unified school.

4. Teaching shall be based on laws and regulations etc. and provisions laid down by the Danish Ministry of Children and Education [in Danish: Børne- and Undervisningsministeriet] as amended from time to time.

5. As regards the primary and secondary school, the school shall provide teaching, which measures up to the general standards for a Danish “folkeskole”.

6. In all its activities, the school shall prepare the students to live in a society as the Danish society based on liberty and democracy as well as develop and strengthen the students’ democratic education and their knowledge of and respect for the fundamental freedoms and human rights, including the equality of genders.

IV. THE BOARD’S TASK ETC.

§ 4.

The Board is responsible for the overall management of the school.

2. The Board is responsible for the school's financial situation and operation. The Board shall manage the funds of the school to the greatest possible benefit of the school and with due regard to financial considerations. The Board may transfer rights and obligations concerning the day-to-day management of the school's finances and operation to the school leader.
3. The Board shall employ and dismiss the school leader (principal) and other staff. The Board is entitled to transfer the right to employ and dismiss other staff of the school to the school leader.
4. The Board determines the size of school fees.
5. The Board determines the size of parent contributions for the before and after school care facility as well as for the day care facility.
6. The Board shall make all decisions on purchase, sale and mortgaging of real property.
7. Every year the Board, in accordance with applicable rules, is responsible for the preparation of a true and fair annual report, to be subject to a proper audit under applicable rules by an auditor chosen by the Board.
8. It is the responsibility of the Board that applicable rules on supervision are observed.
9. Amendments of the school's by-laws are decided jointly by the Board and the Parent Constituencies, see § 16.
10. Outside of such situations where the Board by law is required to ensure that the school is liquidated, the Board and the Parent Constituencies jointly decide to close down the school.
11. Apart from the above situations the Board may further consider any issues related to the school if it so wishes.
12. The Board shall keep records of its decisions and enter any identified impartiality to such records.
13. In the event of any discrepancies between the legislation and the wording of the by-laws, it is by law required - and it is likewise the responsibility of the Board - to ensure that the by-laws at any and all times are in compliance with the legislation.

§ 5.

When exercising their powers the members of the Board are not subject to any decisions made by the Parent Constituencies.

2. The members of the Board shall not be personally liable for any debts of the school.
3. The members of the Board are not entitled to any fee or similar payment for carrying out the position as a board member.
4. The members of the Board are subject to the provisions in Chapter 2 and 8 in the Danish public administration act [in Danish: forvaltningsloven] on impartiality and secrecy etc.

5. The school may pay a driving allowance [in Danish: kørselsgodtgørelse] to members of the Board in accordance with the regulation in the agreement on mission expenses [in Danish: tjenesterejseaftalen], see Circular of the Finance Ministry [in Danish: Finansministeriets cirkulære] no. 12212 of 30 June 2000.

V. COMPOSITION, FUNCTIONING AND TERM OF SERVICE ETC. OF THE BOARD

§ 6.

The Board consists of nine members to be elected as follows:

One member by and among parents belonging to the primary and secondary school's Parent Constituency (elector group 1),
one member by and among parents from the high school's Parent Constituency (elector group 2),
one member by and among persons with custody of students in the international department (elector group 3),
one member by and among all persons with custody of students at NGG (elector group 4),
four members by and among the class representatives (elector group 5), and
one member without voting rights appointed by the student council of the high school. The individual must have reached the age of 18.

All members of the Board are elected by a simple majority of votes, and lots shall be drawn in the event of equality of votes.

2. Each year three substitutes for the members of the Board may further be elected for a period of one year, however as a minimum one substitute. Substitutes are elected amongst all eligible persons.

3. Eligible to be elected for the Board and as substitute is any holder of the custody of a student at the school, or in such cases where the student has reached the age of 18, any person up and until this time having custody of the student or the foster parent of the student, provided that such student has had a permanent residence with the relevant individual.

4. The term of service of the member of the Board is two years with the possibility of being re-elected. The term of service will commence on the date of the relevant election, which shall be scheduled to take place with regard to the date of the school's first annual ordinary meeting of the Parent Constituencies, and will end in connection with the school's corresponding ordinary meeting of the Parent Constituencies two school years after the aforementioned date. In even years four members are elected and in odd years four members are elected.

5. Members of the Board must be 18 years old, and at least a majority, including the chairperson, must be registered as residents in Denmark with the Danish civil registration system [in Danish: CPR registret].

6. The Board should to the widest extent possible have a balanced gender composition, see § 11(2) in the Danish Act on Equality between Women and Men [in Danish: lov om ligestilling mellem kvinder og mænd], and the aim should be that the Board represents the diversity of the school.

7. Employees of the school as well as their spouses or partners may not be members of the Board.

- 8.** The employees of the school may however participate in elections for the Board, if they are at the same time parents of students at the school.
- 9.** A member of the Board shall resign from the Board with immediate effect in the event that the member no longer meets the conditions for membership of the Board following from § 5 in the Danish Act on Independent Schools etc. or from the by-laws.
- 10.** Should a member of the Board resign during the term of service, the substitute shall enter the Board for the remaining term of service. In the event that there is no substitute, a new member of the Board shall be elected as soon as possible for the remaining term of service of the resigned member of the Board.
- 11.** Members of the Board are not required to resign from the Board, if during their term of service, their children are asked to leave the school against the parents' wishes.
- 12.** A member of the Board may not be dismissed during the term of service, see however paragraph 13 below.
- 13.** The Parent Constituencies may dismiss one or more board members during their term of service at a meeting of the Parent Constituencies, if the agenda for the meeting contains a point on voting for the dismissal of one or more members of the Board, stating that the dismissal shall be decided by a simple majority of votes.
- 14.** The Board shall constitute itself with a chairperson and two substitutes (first and second substitute chairperson). The chairperson and first substitute chairperson are elected by and among the members of the Board. The first substitute chairperson shall assume the position of chairperson, in the event that the chairperson is unable to attend.
- 15.** The Board shall constitute a quorum, when at least half of its members are present.
- 16.** The Board makes its decisions by a simple majority of votes among those present. Voting by proxy or by letter is not permitted. In the event of equality of votes the chairperson – and in the absence of the chairperson, the first substitute chairperson – shall have the deciding vote.
- 17.** The Board may decide, that representatives of the school management as well as a representative for the employees may participate in the board meetings without any voting rights. When considering individual cases regarding persons in the school management or individual employees, the Board may suspend such participation in the meeting with respect to one, more or all of the individuals.
- 18.** The Board may decide that representatives of the Parent Constituencies, the management and/or employees may participate in parts of the board meetings, just as the Board may add external advisors to assist the Board in carrying out its functions.
- 19.** The Board shall lay down rules of procedure with respect to its activities containing as a minimum provisions on how board meetings shall be called.

VI. THE SCHOOL LEADER AND OTHER STAFF

§ 7.

The school leader shall carry out the day-to-day management of the school, including the pedagogical management, and is responsible for the school's activities vis-a-vis the Board.

2. It is the responsibility of the school leader (the principal) to ensure the proper day-to-day operation of the school and that it is in accordance with applicable provisions, laws and regulation.

3. In accordance with the guidelines laid down by the Board, the school leader shall present to the Board on an annual basis a proposal for the annual budget and a plan for the school's educational and associated activities.

4. The school leader and other staff of the school are subject to the provisions in Chapter 2 and 8 of the Danish Public Administration Act concerning impartiality and secrecy etc.

5. The principal shall have teaching competences in one or several subjects offered by the high school or higher preparatory examination programme.

VII. PARENT CONSTITUENCIES OF THE SCHOOL AND RIGHTS OF THE PARENTS

§ 8.

The Parent Constituency of the primary and secondary school shall consist of individuals with custody of the students of the primary and secondary school.

The Parent Constituency of the high school shall consist of individuals with custody of the students in the high school.

2. The parents' rights in accordance with the by-laws and legislation lie with the person(s) having custody of the student. The school may regard a person being the foster parent of the student, as competent to act on behalf the holder of the custody, however not with respect to issues regarding the commencement or duration of the schooling.

3. The school shall keep a list of the persons belonging to the Parent Constituencies. The list may only be amended after placing a reasoned written request to this effect. Following amendments of the list of the Parent Constituencies due notification shall be carried out to the person(s), who is/are included on or deleted from respectively such list. It should be noted, that the holder of the custody is always entitled to exercise its rights regardless of being listed or not.

§ 9.

The school shall establish a Board of Class Representatives [in Danish: forældrerepræsentantskab] among the Parent Constituencies, whose purpose is to ensure the best possible cooperation between the school, its employees, students, and parents.

2. A Class Representative [in Danish: forældrerepræsentant] and substitute is elected in each class at NGG from grade 0 (Year 1 in the international department). Both shall meet the requirements set out in § 8(1) and (2).
3. Election is held at a scheduled class meeting at the beginning of the school year and is carried out by the class teacher or other representative for the school by a simple majority of the votes. Two votes are cast for each student by personal attendance by one of the parents or guardians.
4. The term of service as a Class Representative is one year.
5. A parent may act as a representative of several classes at NGG, if such parent has children in the classes in question.
6. Class Representatives may request that their substitute participates in the meeting of the Board of Class Representatives in case of isolated events of non-participation.
7. At elections each Class Representative shall have one vote per class represented by the individual.
8. If a Class Representative resigns during its term of service, its substitute shall take its place in the Board of Class Representatives. In the event that both the representative and the substitute resign, a new election shall be held at the earliest convenience for the remaining term of service.
9. Classes that have not elected a Class Representative in accordance with the by-laws may not be represented at the ordinary meeting of the Parent Constituencies.
10. The Board shall lay down rules of procedure for the activities of the Board of Class Representatives, containing as a minimum provisions on how meetings of the Parent Constituencies shall be called.

§ 10.

The Class Representative of each class may, subject to the school's approval and with a reasonable notice, call the parents of the class for a meeting regarding current events or issues in the class, as well as for a meeting, where information is given on the activities of the Board of Class Representatives.

2. At the request of the parents of at least 1/4 of the parents of the class, the Class Representative of each class shall call for a parent meeting in the class regarding current issues, with the exception, however, of issues regarding individual students' circumstances. The teacher or other representative of the school shall participate in such meetings. In the event that questions regarding one particular subject are to be discussed, the specialised teacher [in Danish: faglærer] in question shall be invited to the meeting.
3. Simultaneously with the call of the parents to the meeting, the class teacher or similar function shall also be informed of the meeting, which is being held.
4. The principal heads of the departments and class teachers are entitled to be present at the meetings, that have been called, see § 10(1) and (2).

§ 11.

The ordinary meeting of the Parent Constituencies is held twice a year at the school. The first meeting is held in the third quarter, and the second meeting is held in the second quarter.

2. The meeting of the Parent Constituencies is called by the Board by ordinary letter, e-mail or by other secure means of dispatch with a minimum of 14 days' notice, stating the agenda.

3. The invitation for the ordinary meeting of the Parent Constituencies shall contain the following agenda as a minimum:

- a. The first annual ordinary meeting of the Parent Constituencies (third quarter)
 1. Election of chairperson of the meeting
 2. Report by the Board on its work
 3. Report by the school leader
 4. Election of members of the Board
 5. Election of substitutes
 6. Consideration of proposals received
 7. Any other business.

- b. The second annual ordinary meeting of the Parent Constituencies (second quarter)
 1. Election of chairperson of the meeting
 2. Report by the Board on its work
 3. Report by the school leader
 4. The Board presents the audited and approved annual report for information purposes.
 5. The Board presents the adopted budget for information purposes.
 6. New election of members of the Board (if necessary)
 7. Election of the school's form of supervision and supervisor
 8. Consideration of proposals received.
 9. Any other business.

4. Prior to calling the meetings of the Parent Constituencies a deadline is set for submitting proposals to be considered. Proposals to be considered at the ordinary meeting of the Parent Constituencies, must reach the Board no later than the set deadline. The received proposals are announced to the members no later than the time of the call of the meeting of the Parent Constituencies.

5. Decisions made on the meeting of the Parent Constituencies are valid without regard to the number of attendees. Decisions made at the meeting of the Parent Constituencies are decided by a simple majority of votes.

6. Records must be kept of the decisions adopted at the meeting of the Parent Constituencies. The chairperson of the meeting shall sign these records.

7. Elections are secret.

8. An extraordinary meeting of the Parent Constituencies is held, if decided by the Board. Furthermore, the Board shall call an extraordinary meeting of the Parent Constituencies when half of the members of the

Board or 1/4 of the members of the Board of Class Representatives requires this in writing. This is called in the same manner as the ordinary meeting of the Parent Constituencies.

VIII. ANNUAL REPORT AND THE PARENT CONSTITUENCIES' AND THE STAFF'S ACCESS TO BUDGETS, ANNUAL REPORTS AND AUDIT REPORT

§ 12.

Every year the Board, in accordance with applicable rules, is responsible for the preparation of a true and fair annual report, to be subject to a proper audit under applicable rules by an auditor chosen by the Board.

§ 13.

Upon request, members of the Parent Constituencies and employees of the school are entitled to gain access to budgets and accounts approved by the Board, as well as the audit report. However, access shall not be granted with respect to information subject to the provisions in the Danish Act on Public Administration concerning secrecy. The Board may extend this right to comprise other persons as well.

IX. POWER TO BIND THE SCHOOL

§ 14.

The power to bind the school shall be vested in the chairperson of the Board and the school leader acting jointly or in one of these persons acting jointly with the first substitute chairperson or the second substitute chairperson.

2. The power to bind the school is non-delegable.

X. AMENDMENT OF THE BY-LAWS OF THE SCHOOL

§ 15.

The Board and Parent Constituencies jointly decide on amendments of the by-laws.

2. The Board's decision to amend the by-laws shall be decided by a simple majority of the votes by the Board.

3. The Board shall notify the Parent Constituencies of the amendments approved by the Board and at the same time call for a referendum on the amended by-laws, to be carried out no earlier than 14 days following the Board's notification.

4. Amendments of the by-laws are only valid, if they 1) contain information on the identity of the chairperson and substitute chairperson of the Board, 2) have been signed by all members of the Board and 3) state the name and address of the members of the Board in a clearly legible manner i.e. typescript, and 4) are made available on the website of the school stating when such publication has taken place and when the amendments of the by-laws were approved by the Board.

XI. CLOSING DOWN OF THE SCHOOL

§ 16.

Outside situations where the Board by law shall ensure the liquidation of the school, the Board may only jointly with the Parent Constituencies decide to close down the school. The decision of the Parent Constituencies shall be made on two consecutive meetings of the Parent Constituencies to be held at least one month apart and at the latest four months apart.

2. Should the school cease to carry out school activities under the Danish Act on Independent Schools etc., it shall be closed down.

3. The Board shall notify the Parent Constituencies of the decision to close down the school as well as the basis for such closing down of the school. Such notification shall take place immediately after the decision to close down the school has been made.

4. The Board shall notify the Danish Ministry of Children and Education and the municipalities, where the students are resident, of the closing down of the school.

5. The Board is responsible of carrying out notification of the Danish Ministry of Children and Education, in the event that the school suspends its payments, is declared bankrupt, or other situations where there is a risk that the activities of the school must be discontinued.

6. The Board is responsible for maintaining the school's assets and ensuring that the financial statement in the event that the school is closed down is carried out in accordance with applicable rules, as well as that the school's net equity is spent in accordance with the by-laws.

7. Excess funds, if any, shall as approved by the Danish Ministry of Children and Education be used for the purpose of school activities, in accordance with the Danish Act on Independent Schools etc.

8. The Board is under the obligation to continue its activities, until such time when - in accordance with applicable rules - the financial settlement of the school's assets and passives has come to an end, including the school's net equity has been spent in accordance with the by-laws.

XII. ENTRY INTO FORCE

§ 18.

These by-laws shall enter into force on 26 September 2022 and replace the by-laws of NGG dated 1 May 2018.

2. The composition of the Board at the time of the approval of the by-laws:

| | Name | Address | Signature |
|------------------------------|-------------------------|----------------------------------|-----------|
| Chairperson | Maria Aagaard Pejter | Egevej 16 DK-2970 Hørsholm | |
| First substitute chairperson | Dennis Solberg Kjeldsen | Egeparken 86 DK-2980 Kokkedal | |

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|-------------------------------|---------------------------|--|--|
| Second substitute chairperson | Rikke Handreck Novod | Bomosevej 45 DK-2970 Hørsholm | |
| Member of the Board | Nina Beck Thomsen | Bygvænget 237 DK-2980 Kokkedal | |
| Member of the Board | Malene Stausholm- Perkins | Dreyersvej 36 DK-2960 Rungsted Kyst | |
| Member of the Board | Joan Brochdorf | Kastanievej 43 DK-3480 Fredensborg | |
| Member of the Board | Michael Mellberg Nilsson | Århusgade 138, 2. tv DK-2150 Nordhavn | |
| Member of the Board | Christina Falkenberg | Svalevej 21 DK-2970 Hørsholm | |