

23 February 2018

PROPOSED

CONSTITUTION

OF

SCHOOL FOR THE GERMAN LANGUAGE INCORPORATED

ABN: 82 358 402 260

To Be Considered at – AGM – 17th March 2018

~~Approved – AGM – 28th May 2016~~

AMENDMENT HISTORY

Date	Remarks
? May 2008	Oldest version readily available.
22 May 2010	<p><u>Major Rewrite</u></p> <ul style="list-style-type: none"> - Changed quorum to be 20% of children represented. - Changed committee to consist of <ul style="list-style-type: none"> - Principal - 7 elected members - 5 nominees from external organisations. - Modernised many other clauses.
28 May 2016	<ul style="list-style-type: none"> - Added nominee from Barossa German Language Association. - Reduced elected members from 7 to 6.
<u>17 Mar 2018</u>	<ul style="list-style-type: none"> - <u>Increased maximum size of Committee from 13 to 15</u> - <u>Added Deputy Principal to Committee</u> - <u>Increased number of elected members from 6 to 7</u> - <u>Reduced requirement for elected members in committee quorum to a minimum of 2.</u> - <u>Added missing mention of Minute Secretary in 8.3a</u>

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CONSTITUTION OF: THE SCHOOL FOR THE GERMAN LANGUAGE INCORPORATED

1. NAME OF THE ASSOCIATION

The name of the incorporated association is School for the German Language Incorporated referred to herein as the “the Association”. In the German language the name translates as *Schule der Deutschen Sprache e.V. (S.D.S.)*.

2. INTERPRETATION

In these rules unless the contrary intention appears:

- “Committee” means the Management Committee of the Association;
- “General Meeting” means a general meeting of members of the Association convened in accordance with these rules;
- “Committee Meeting” means a meeting of the Management Committee
- “Member” means a member of the Association;
- the “Act” means the Association Incorporation Act, 1985;
- “Special Resolution” means a special resolution as defined in the Act;
- “School Community” means all parents, caregivers, students and staff of the school and other persons who can demonstrate a current financial interest in the school;
- “Parent” or “caregiver” in relation to the school means the parent or caregiver of a student attending the school;
- “Principal” means the head teacher of the school and is appointed as required from time to time by the Management Committee.
- “Deputy Principal” means the assistant head teacher of the school and is appointed as required from time to time by the Management Committee.

3. OBJECTIVES AND PURPOSES

The objectives for which the Association is established are:-

- a. To establish and maintain German Language Classes for the German speaking community and the community in general.
- b. To assist in the furthering of the knowledge of the German Language and the culture of German speaking peoples
- c. To strengthen the cultural relations between peoples of German speaking cultures and Australia, thereby extending friendly relations to all other ethnic communities in Australia’s multicultural society and the Australian peoples.

- d. To co-operate with support organisations and institutions whose objectives and purposes are similar.
- e. To maintain membership of the Ethnic Schools Association of South Australia.
- f. To remain independent of any political, religious, commercial or any other association.
- g. To do all such other things as are incidental or conducive to the attainment of any or all of the above objectives.

4. POWERS

The Association shall have the following powers:-

- a. Those powers conferred by Section 25 of the Associations Incorporation Act 1985 as amended.
- b. To accept donations, gifts, bequests, endorsements, pledges, low interest loans, interest free loans and to receive or request such (subject to Section 53 of the Act) for all or any of the purposes herein provided.
- c. To apply for grants and seek any other sources of funding to support the achievement of the 'Objectives and Purposes'.
- d. To make donations, grants, loans whether of money or goods in pursuance of the objectives of the Association.

5. MEMBERSHIP OF THE ASSOCIATION

5.1 All members of the School Community are considered members of the Association.

5.2 Any person who is a current member of the:

~~1.i.~~ South Australian German Association Inc. (ABN 46 255 171 130)

~~2.ii.~~ Austrian Association of South Australia Inc. (ABN 35 445 896 358)

~~3.iii.~~ The Swiss Club of South Australia Inc. (ABN 12 454 140 635)

4.iv. The Josef Landherr and Hermann Thumm Foundation Inc
(ABN 77 851 698 965);

or can demonstrate an historical, financial interest and active participation in the School;

is able to become a member of the Association.

5.3 Any other person who can demonstrate an interest in the “objectives and purposes” as defined in this document can apply for membership. The application needs to be either in writing and approved by the Management Committee or by direct invitation of the Management Committee.

5.4 A meeting of the Management Committee, by unanimous vote, may confer Life Membership upon any person to recognise service to the School or its predecessor associations.

6. RESIGNATION

A member may resign from membership of the Association by giving written notice thereof to the Secretary or Public Officer of the Association or by ceasing to be a member of the School Community.

7. EXPULSION OF A MEMBER

- a. Subject to giving an opportunity to be heard or make a written submission, the Management Committee may resolve to expel a member upon a charge of misconduct detrimental to the interest of the Association.
- b. Particulars of the charge shall be communicated to the member at least one calendar month before the Meeting of the Management Committee at which the matter will be decided.
- c. The decision of the Management Committee shall be communicated to the member and in the event of an adverse decision; the member subject to subclause (d) ceases to be a member 14 days after the Management Committee has communicated its decision to him/her.
- d. It shall be open to the member to appeal to the Association at a general meeting against the expulsion. The intention of the appeal shall be communicated to the Secretary or Public Officer of the Association within 14 days after the decision of the Management Committee has been communicated to the member.
- e. In the event of an appeal under subclause (d) the appellant’s membership of the Association shall not be terminated unless the decision of the Management Committee to expel the member is upheld by the members of the Association at a general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the decision of the Management Committee is upheld.

8. THE MANAGEMENT COMMITTEE: POWERS, MEMBERSHIP AND PROCEEDINGS

8.1 THE POWERS OF THE MANAGEMENT COMMITTEE

The affairs of the Association shall be managed and controlled exclusively by the Management Committee which in addition to any powers conferred by these rules may exercise all such powers and do all such things as are within the objectives of the Association and are not by the Act or these rules required to be done by the Association at a general meeting. In addition to all other powers hereby expressed conferred upon them and without detracting from the generalities of their powers under these rules the Management Committee shall have the following powers:-

- a. To expend the funds of the Association in such a manner as they shall consider most beneficial for the purposes of the Association and to invest in the name of the Association such part thereof as the Committee may think fit and to direct the sale or transposition of any such investment and the expend the proceeds of any such sale for the purposes of the Assoc.
- b. To enter into contracts on behalf of the Association.
- c. To borrow money upon the security of any of the property of the Association or otherwise to grant or direct to be granted mortgages or debentures or securing the same and to accept deposits and to pay interest thereon at such rates as the Management Committee may think fit.
- d. To lease or let for such a period as the Management Committee may think fit the whole or part of any part of the property of the Association.
- e. To authorise the affixing of the common seal of the Association to any deed instrument or other document the Management Committee may think fit.
- f. To delegate such powers as the Management Committee may select to any sub-committee which may be from time to time appointed by the Management Committee.
- g. Generally to do all things necessary or expedient for the conduct of the affairs of the Association not herein otherwise provided for.
- h. To appoint such officers and employees as are required to carry out the objectives of the Association including a Public Officer required by the Act.

Such officers or employees may be members of the Management Committee but it shall not be a prerequisite for them to be members of the Association.

- i. To appoint the Principal and the Deputy Principal.

8.2 MEMBERSHIP

- a. The Management Committee of The School for the German Language Incorporated

~~—~~ must comprise a minimum of 6 members up to a maximum of ~~13~~ 14 ~~15~~ members.

Made

~~—~~ up as follows:

- i. The 'Principal';

- ~~i.~~ ii. The 'Deputy Principal'

- ~~ii.~~ ii. Up to ~~six~~ 7 members of the School Community as elected at the Annual

- iii. General Meeting or by invitation of the Management Committee as required to fulfil any vacancy that may arise;

- ~~iii.~~ iv. By invitation of the Management Committee, each of the following organisations can nominate one individual to become a member of the Management Committee:

- a. South Australian German Association Inc.

(ABN 46 255 171 130)

- b. Austrian Association of South Australia Inc.

(ABN 35 445 896 358)

- c. ~~—~~ The Swiss Club of South Australia Inc.

~~—~~(ABN 12 454 140 635)

- d. The Josef Landherr and Hermann Thumm Foundation Inc.

(ABN 77 851 698 965)

- e. The Parents and Friends of the School for the German Language Inc. (ABN 73 283 216 183)

- f. ~~—~~ The Barossa German Language Association Inc

(ABN: 80 457 193 215)

- b. A person is not eligible for election, appointment or nomination to the Management Committee, if the person is an undischarged bankrupt or is receiving the benefit of a law for the relief of insolvent debtors.

- c. A School Community member, apart from the Principal or Deputy Principal, shall be elected at the AGM of the Association, or appointed by the Management Committee to fill a casual vacancy and shall hold office for a term of two years with half of the Management Committee retiring each year. Each retiring member of the Management Committee shall be eligible for re-election
- d. Members appointed to fill casual vacancies shall be entitled to remain in the office for the remainder of the term of the vacant position which they have filled.

8.3 PROCEEDINGS

- a. The Management Committee shall elect at its first meeting after the AGM or as required by vacancy a Chairperson, Vice Chairperson, ~~Secretary~~, Minute Secretary ~~and Treasurer~~ (~~neither none~~ of whom can be the Principal or Deputy Principal).
- b. The Management Committee shall meet at such times and places as may be from time to time determined for the purposes of business and may adjourn and otherwise regulate its meetings as it may think fit.
- c. The Chairperson or any three members of the Management Committee may whenever s/he or they think fit convene a meeting of the Management Committee. Notice of every meeting of the Management Committee shall be given by the Secretary to each member of the Management Committee either personally, electronically or by posting the same to the usual or last known place of business or abode within the State of South Australia of such member at least three days before such meeting unless urgent circumstances require shorter notice.
- d. A quorum shall be at least half plus one of the existing Membership of the Management Committee but must consist of a minimum of 5 members of the Management Committee and must include at least 2 ~~members~~ elected at an AGM or subsequently appointed by the Management Committee to fill a casual vacancy created by the departure of a member elected at an AGM ~~must be in the majority~~.
- e. A Member of the Management Committee having a pecuniary interest in a contract with the Association must disclose that interest to the Management

Committee as required by the Act and shall not vote with respect to that contract.

- f. Questions arising at any meeting shall be decided by a majority of votes (except where a special resolution is required) and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote. Where a special resolution is required the matter shall be decided by a three quarters majority.

9. VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER

The office of a member of the Management Committee shall be vacated:

- a. if the member becomes mentally defective or otherwise incapable of managing his/her affairs or
- b. if the member is convicted of any criminal offence, or
- c. if the member becomes bankrupt or executes a deed of assignment or arrangement for the benefit of his creditors, or
- d. if the Management Committee resolves by special resolution that a Management Committee member's office shall be declared vacant, or
- e. on the expiration of the Management Committee member's term of office, or by resignation in writing of a Management Committee member, or
- f. is absent from three consecutive Management Committee meetings without leave of absence approved by the Management Committee. Acceptance of an apology at a Management Committee meeting will be deemed a grant of such leave, or
- g. completes a term of office and is not re-elected, re-nominated or re-appointed.

10. LOCATION OF REGISTERED OFFICE

The registered office for the School for the German Language Inc., is located at 27, Oakley Street, Adelaide, S.A., 5001. Any change to the location of the registered office requires a special resolution of the Management Committee.

11. MEETING OF MEMBERS

- a. The Management Committee may call a general meeting of the Association at any time and shall call an annual general meeting in accordance with the Act.
- b. The annual general meeting shall be held within five months after the end of the financial year of the Association.

- c. At least fourteen days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held and particulars of the natures and order of the business to be transacted at the meeting. In the case of an annual general meeting the order of the business at the meeting shall be:
- * The consideration and adoption of the accounts and reports of the Management Committee and, if appointed, the Auditor,
 - * The appointment of the Management Committee members,
 - * The appointment of the Auditor, and
 - * Any other business requiring consideration by the Association for which seven days prior written notice has been given or other matters approved by the Chairperson of the meeting.
- d) Notice of a meeting at which a special resolution is proposed shall be given at least twenty one days prior to the meeting. Voting on a special resolution shall be conducted in accordance with the Act.
- e) Upon a requisition in writing from Parents and Caregivers representing not less than 20 per cent of the students enrolled in the School at any time, the Management Committee shall within one month of receipt of the requisition convene a special general meeting for the purpose specified in the requisition.
- f) Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- g) A notice may be given by the Association to any member personally, electronically or by sending it to the address appearing on the register of members.
- h) Where a notice is sent by post service of the notice shall be deemed to be affected if it is properly addressed and posted to the member by ordinary prepaid mail.

12. PROCEEDINGS AT MEETING OF MEMBERS

- a) Parent and Caregivers representing not less than 20 per cent of the students enrolled in the School present personally or by proxy shall constitute a quorum at any general meeting.
- b) If within thirty minutes after the time appointed for the meeting a quorum of members is not present a meeting convened upon requisition of members shall lapse. In any other case the meeting shall stand

adjourned to the same day in the next month at the same time and place and if at such adjourned meeting a quorum is not present within thirty minutes of the time appointed for the meeting the members shall form a quorum.

- c) The Chairperson of the Management Committee or if there shall be no Chairperson then the Vice-Chairperson of the Management Committee or in their absence or their declining to take or retiring from the chair one of the Management Committee members chosen by the meeting shall preside as chairperson at every meeting of the Association.
- d) If there are no such Chairperson or Vice-Chairperson present within ten minutes after the time appointed for holding the meeting the members present may choose one their numbers to be Chairperson.
- e) The Chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- f) At any general meeting a resolution put to a vote shall be decided on the show of hands and a declaration by the Chairperson of the meeting that a resolution has been carried or lost shall, unless a poll is demanded, be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
- g) If a poll is demanded by the Chairperson of the meeting or by three or more members present personally or by proxy it shall be taken in such a manner as the Chairperson directs. The results of such poll shall be the resolution of the meeting except where that in the case of a special resolution a majority is required of not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting.
- h) A poll demanded on the election of a meeting or on any question of any adjournment shall be taken at the meeting and without adjournment.

13. MINUTES

- a) Minutes of all proceedings of meetings of the Association and of the meetings of the Management Committee shall be prepared within one month after the relevant meeting. The minutes should be confirmed, and

if required amended, at the next meeting of the Association or Management Committee.

- b) The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- c) Where minutes are entered and signed they shall until contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

14. VOTING RIGHTS AT A GENERAL MEETING

- a) A parent or caregiver either in person or by proxy shall be entitled to one vote per student currently enrolled in the school. Only one vote may be cast per student currently enrolled in the school.
- b) Each staff member of the School present in person or by proxy shall be entitled to one vote.
- c) A member who does not have student enrolled in the school is entitled to one vote.
- d) A member being a body corporate shall be entitled to appoint one person who need not be a member of the Association to represent it at a particular meeting or at all meetings of the Association. That person shall be appointed by the corporate member by a resolution of its Management Committee which shall be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all its purposes until the authority to represent the corporate member is revoked.
- e) The Chairperson or other member so appointed to preside shall have a deliberate vote and, in the case of equality of votes, shall also have a casting vote.
- f) The Principal present in person or by proxy shall be entitled to one vote.
- g) Any other member of the Association is entitled to one vote either in person or by proxy.

15. PROXIES

A member with a right to vote shall be entitled to appoint in writing a natural person who is also a member of the Association to be that member's proxy to attend at any meeting of the Association. Proxy appointment is not permitted at meetings of the Management Committee.

16. FINANCIAL YEAR

The financial year of the Association shall be the period of twelve months ending on the 31 December in each year.

17. THE SECRETARY AND MINUTE SECRETARY

- a) The Secretary shall call meetings in accordance with the provisions of this constitution.
- b) The Secretary shall cause records to be kept of the business of the Association including the constitution and policies, a register of minutes of meetings (including Management Committee meetings) and of notices, a file or correspondence and records of submissions or reports made by or on behalf of the Association.
- c) The Secretary or other nominated office holder shall represent the Association in all administrative matters.
- d) The Secretary or other nominated office holder shall be the Public Officer for the purposes of the Act.
- e) The Secretary shall attend to correspondence of the Association as required at the direction of the Management Committee.
- f) The Minute Secretary shall maintain proper minutes in accordance with Clause 13 and shall deputise as Secretary in the absence of the Secretary.
- g) In the absence of the Minute Secretary another member shall be elected as Minute Secretary.

18. FUNDS OF THE ASSOCIATION

All income and property of the Association shall be applied towards the objectives of the Association as herein set forth, and within the scope of such objectives, for

and towards such other objectives or purposes as the Management Committee may from time to time direct and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the members of the Association, provided that nothing herein contained shall prevent the payment in good faith of remunerating to any officers or servants of the Association or to any person in return for any services actually rendered to the Association nor prevent payment of interest on any money borrowed by the Association from any member of the Association.

19. THE ACCOUNTS AND THE TREASURER

- a) The Treasurer shall cause monies received to be paid into a bank account authorised by the Management Committee in the name of the Association. At least three Management Committee members shall be signatories to the bank account as authorised by the Management Committee and all cheques shall be signed by at least two of the signatories. Any expenditure in excess of \$1,000.00 not included in the current annual budget shall be authorised in advance by the Management Committee.
- b) The Treasurer shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association. The accounts of the Association shall be open to inspection of member's at all reasonable times.
- c) The Treasurer shall be responsible for the payment of wages to employees of the Association and the payment of all other accounts.
- d) The Treasurer shall prepare financial budgets and statements and shall submit a report on the Association's finances to each Management Committee meeting.
- e) The Treasurer shall be responsible for maintaining a register of current members of the association.
- f) The Treasurer shall arrange for the accounts to be Audited as required by the "Act" or as required as a condition of any Grants applied for or received by the Association. If an audit is required then the audited accounts are to be presented to the Annual General meeting.
- g) If an Audit is not required then the Management Committee can nominate two members of the School Community, who are not signatories on the Bank Accounts to review the accounts and systems in place and report to the Management Committee.

20. THE PRINCIPAL

- a) The Principal shall be appointed by the Management Committee and can only be removed by special resolution of the Management Committee.
- b) The Principal is an ex officio member of the Management Committee
- c) The Principal is responsible for:
 - i. The curriculum;
 - ii. Organisation of classes and lessons, including relief teachers;
 - iii. Appointment of teachers, subject to confirmation by the Management Committee;
 - iv. Liaison with the State Education Department and other education authorities as required;
 - v. Representing the interest of teachers to the Management Committee;
 - vi. Other matters that may arise and deemed to be the Principal's responsibility by special resolution of the Management Committee.

21. SEAL HOLDERS OF THE ASSOCIATION

The seal holders of the Association shall be: The Chairperson, the Vice-Chairperson, the Secretary, the Treasurer, and the Principal. THE COMMON SEAL of the Association shall be used only with the authority of the Management Committee and can only be affixed in the presence of any two seal holders of the association who shall countersign the deed, instrument or other document to which the common Seal is affixed.

22. ALTERATION TO CONSTITUTION

This constitution may be repealed altered or amended by special resolution of three quarters of members present and voting at a special or general meeting of which not less than twenty one days written notice including notice of the proposed repeal alteration or amendment has been distributed to all members.

23. WINDING UP

If upon winding up of the Association there remains after the satisfaction of all its debt and liabilities and conditions applying to any grant or other funds provided, any assets whatsoever the same shall not be paid or distributed among members of the Association but shall be given or transferred to some other association or institution

with similar objectives or purposes and which is considered a public benevolent institution for the purpose of the Commonwealth Income Tax laws or to a public fund to provide a relief for persons in Australia who are in necessitous circumstances or to any of the funds, authorities or institutions as defined by the Commissioner of Taxation at that time.

24. SALVATORY CLAUSE

Should any part of this constitution be invalid or becomes invalid for any reason, it is to be replaced with a corresponding text, which is valid and equivalent to the intended meaning. The rest of the constitution shall remain unaffected and valid.

PROPOSED