

ACT German Language School Incorporated CONSTITUTION

THE A.C.T. GERMAN LANGUAGE SCHOOL INCORPORATED  
CONSTITUTION

A. GENERAL

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| Name                        | 1. The name of the Association is “THE A.C.T. GERMAN LANGUAGE SCHOOL INCORPORATED”   |
| Registered Office           | 2. The registered office of the Association is situated at Canberra in the Australian Capital Territory  |
| Aims and Objectives         | 3. The aims and objectives for which the Association is established are:<br>“The provision of German language classes for the promotion of knowledge of the German language and culture”   |
| Definitions                 | 4. In this Constitution unless inconsistent with the context or subject matter:<br><br>“Association” or “The Association” means “THE A.C.T. GERMAN LANGUAGE SCHOOL INCORPORATED”;<br><br>“committee” includes sub-committee and means the committee of the Association for the time being;<br><br>“month” means calendar month;<br><br>“objects” means aims and objects of the Association and includes powers and functions;<br><br>“officers” means members of the committee;<br><br>“term” means the normal school term |
| Interpretation as to number | 5. In any provision of this Constitution, unless the contrary intention appears, words in the singular shall include the plural and words in the plural shall include the singular   |
| Powers and Functions        | 6. The powers and functions for which the Association is established are:<br><br>(i) Subject to any statutory provision in relation thereto to set up maintain and conduct and to assist in the maintenance and conduct of the German Language School<br><br>(ii) To build erect construct lay down enlarge pull down alter re-erect repair and maintain any buildings works or houses   |

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necessary or convenient for the purposes and objects of the Association

- (iii) To purchase take on lease or enter into any agreement for lease or exchange or hire or otherwise acquire and whether by gift demise bequest or in any other manner from any person company or association any real or personal property of any description or any interest therein including land buildings easements and any other rights and to execute transfers mortgages securities and other instruments pursuant to this clause for the purpose of carrying out all or any of the objects of the Association or of a kind necessary or convenient for the purpose of any such objects
- (iv) To sell manage lease mortgage dispose of or otherwise deal with all or any part of the real and personal property of the Association provided that in case the Association shall hold any property subject to any trusts it shall only deal with the same as allowed by law having regard to such trusts
- (v) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Association either in cash or by instalments or on such terms as the Association may determine and to execute transfers mortgages securities and other instruments pursuant to this clause
- (vi) To borrow or raise money or secure payment of money required for any of the aims and objects or powers and functions of the Association or for the satisfaction or performance of any obligation or liability incurred or undertaken by the Association in such manner as the Association may from time to time think fit; and in particular, but without restricting the generality of the foregoing, to borrow or raise money by overdrawn account at a bank or by mortgage or charge upon the undertaking or the real and/or personal property of the Association or any part thereof, or by two or more of these ways together, or to borrow or raise money on the security of bills of exchange promissory notes bonds mortgages deposit receipts or notes or any other security or obligation and/ or to borrow money without giving any security therefore and upon such terms as to priority or otherwise as the Association shall think fit and to purchase redeem and pay off any such securities or loans
- (vii) In furtherance of the aims and objects and powers and functions of the Association and subject to the provisions of this

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Constitution to guarantee the contracts or liabilities of any person firm or company with or without security. Such power shall only be exercised by the Association at a general meeting

- (viii) To take such steps by personal or written appeals public meetings advertisements or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association by way of donations annual subscriptions bequests or otherwise
- (ix) To draw make accept endorse discount execute and issue cheques promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments
- (x) In furtherance of the objects of the Association to enter into any agreement or arrangement with any person company association society club trust authority administration or body whether incorporate or unincorporated having objects altogether or in part similar to those of this Association and to co-operate with any such person company association society club administration trust authority or body in any way which the association deems conducive to the attainment of these objects or any of them
- (xi) In furtherance of the objects of the Association to amalgamate or affiliate with any corporation institution society club association or other body whether corporate or unincorporated having objects altogether or in part similar to those of this Association and which shall prohibit distribution of its or their income and property among its or their members to an extent at least as great as is imposed on this Association under or by virtue of Claus 7 thereof
- (xii) To purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements of any one or more of the companies institutions societies clubs association or bodies with which this Association is authorised to amalgamate or to affiliate
- (xiii) In furtherance of the objects of the Association to transfer all or any part of the property assets liabilities and engagements of this Association to any one or more of the companies institutions societies clubs associations or bodies with which this Association is authorised to amalgamate or affiliate

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- (xiv) In furtherance of the objects of the Association and subject to all relevant laws to publish any newspaper magazine or other periodical and to arrange radio broadcasting session
- (xv) To insure any employees servants or officers of the Association against risk or accident in the course of their employment by the Association and to effect insurance for the purpose of indemnifying the Association in respect of claims by reason of any such risk or accident and to insure against loss or damage caused by the Association or any of its employees servant officers or agents or by reason of public risk
- (xvi) To do all such other lawful things as are incidental or conducive to the attainment of the above objects

Income and Property      7. The income and property of the Association shall be applied solely to the promotion of its objects and no part thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of pecuniary profit to the members provided that remuneration may be paid in good faith to officers and servants of the Association or other persons in return for services actually rendered to the Association

Membership      8. The Association shall consist of ordinary members and honorary members

(a) Ordinary Members:

- (i) All persons whose children attend the school and who pay the prescribed school fees and all interested citizens who are prepared to acknowledge this constitution as binding on them may apply for ordinary membership in the prescribed form
- (ii) Admission of ordinary members shall be by election of the committee and no person shall be admitted to membership of the Association until so elected

(b) Honorary Members:

The Committee may elect as honorary members person who, in the opinion of the Committee, have rendered meritorious services to the Association for the furtherance of its aims and objects. Ordinary members may send to the secretary names suggested for election. Honorary members shall not be required to pay any entrance fee or subscription, but they shall be entitled to all the

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benefits and privileges of membership

(c) Corporations as Members:

A corporation, having legal personality, may be elected as a member of the Association. The provisions as to ordinary members shall, mutatis mutandis, apply to such corporations

(d) Ceasing to be a Member:

- (i) Membership ceases when the children of a member cease to attend the school or on death resignation or expulsion of a member or when the Committee decides that the child of a member should no longer attend the classes due to lack of progress or misconduct
- (ii) Any persons including their personal representative, shall, upon ceasing to be a member, forfeit all rights to and claims upon the Association and its property and funds. All moneys owing by a person who has ceased to be a member, otherwise than by death shall become due and payable in one sum
- (iii) In the event of a member's death, any liability by the deceased ceases and no action shall lie against the member's personal representative
- (iv) If any members or their children shall wilfully refuse or neglect to comply with the provisions of the Constitution, or shall be guilty of improper conduct, or likely to be injurious to the Association, or if the Committee at any time shall be of opinion that the interests of the Association so require, as the case may be, such member shall be liable to expulsion by a resolution of two-thirds of the Committee members present, provided that at least one week before the meeting at which such resolution is passed the member shall have had notice thereof, and of the intended resolution for the member's expulsion, and that the member shall, at such meeting and before the passing of such resolution, have had an opportunity of giving, orally or in writing, any explanation or defence the member may think fit
- (v) In the case of resignation, the member shall give notice in writing addressed to the secretary of the member's intention so to do

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## B. COMMITTEE

- Election of Committee 9. Committee members shall be elected at the annual general meeting and shall hold office until the next succeeding annual general meeting
- Candidate for Committee 10. Every candidate for office shall be proposed and seconded by two members of the Association in the prescribed form which shall be signed by the candidate and handed to the secretary. A member of the Committee shall be eligible for re-election. If no written nominations are received as provided for by this clause the returning officer for the election of the incoming committee shall admit oral nominations to be seconded orally by another member and consented to by the candidate at the annual general meeting
- Committee 11. There shall be a Committee consisting of a President, Vice-President, Secretary, Treasurer and/or Secretary-Treasurer and three ordinary members all of whom shall be members of the Association. The headmaster of the school will be an ex-officio member with full voting rights. The Committee shall have power to co-opt such other persons as it may determine and to appoint sub-committees
- Committee Members Honorary 12. No committee members of the Association shall receive any remuneration for their services, but nothing herein contained shall be deemed to prohibit the payment by the Association of any sum to the honorary secretary or treasurer and headmaster for clerical or other assistance or in return for services actually rendered to the Association
- Functions of Committee Members 13. The functions of the committee members are:
- (a) The president shall chair all committee and general meetings. The president shall when necessary speak on behalf of the Association and represent it in relation with other persons or organisation or Government departments, and shall present a report to the annual general meeting
  - (b) The vice-president shall, in the absence of the president, act in the president's stead and shall, for this purpose, have all the rights, powers and duties and perform all the functions of the president
  - (c) The secretary or secretary-treasurer shall keep and attend to all correspondence and records on behalf of the Association
  - (d) The treasurer shall be responsible for all moneys and shall keep the financial records and books of the Association. The treasurer

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shall present a report to the annual general meeting together with an audited balance sheet and statement of income and expenditure

(e) The headmaster/mistress shall be responsible for advising the committee on the development of curriculum and employment of staff

(f) Members of the committee shall perform such other functions as the committee from time to time determines

- Vacancies 14. Vacancies on the committee may temporarily be filled by the committee until the next annual general meeting and such temporary committee members shall exercise all the rights and privileges of elected members
- Public Officer 15. The Public Officer shall be a member of the Association, residing in the A.C.T., appointed by the Committee and shall be subject to the Associations Incorporation Ordinance. If the member ceases to be so resident then a member of the Association so resident shall be appointed public officer of the Association by the Committee within fourteen days of such vacancy occurring as provided by the said Ordinance
- Committee Meetings 16. There shall be a committee meeting at least once in each term. Minutes shall be taken of all the proceedings of the committee and shall be open to the inspection of any member upon application to the secretary
- Quorum at Committee Meetings 17. A quorum at a committee meeting shall be three committee members
- Voting at Committee Meetings 18. Voting at committee meetings shall be by show of hands. A simple majority of committee members present shall be sufficient for any resolution, unless otherwise provided for by this Constitution. In case of equality of votes the president shall have a casting vote as well as a deliberative vote
- Representation 19. The Association may be represented on or may, subject to sub-clause (xi) of clause 6 of the Constitution, affiliate with such bodies and organisations and in such manner as the committee may determine
- Powers Functions and Duties of the Committee 20. The business of the Association shall be managed by the committee who may exercise all powers of the Association as are not by this Constitution required to be exercised by the Association in general meeting subject nevertheless to this Constitution and to such regulations not inconsistent with this Constitution as may be

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prescribed by the Association in general meeting. Provided that without prejudice to the powers thus conferred the committee shall have power to do any one or more or all of the following things:

- (a) Regulation of the Constitution and character of the school and its classes;
- (b) Making of bye-laws of the school and approval of the curriculum;
- (c) Appointment and dismissal of the headmaster/mistress, taking into consideration any recommendation by the teaching staff;
- (d) Confirmation of appointment and dismissal of teaching personnel;
- (e) Preparation of the budget;
- (f) Appropriation of finance as required;
- (g) Approval of applications for reduction or release of subscriptions and fees (if any);
- (h) Decision of election of members of the Association;
- (i) To determine the school fees and teacher' salaries

Signing of Documents

21. Legally binding instruments to be executed by the Association shall be signed by the president together with either the secretary or the treasurer or the secretary-treasurer. If required the Association seal be affixed to such in accordance with clause 38

Disquali-  
fication of  
committee  
members

22. The office of a member of the committee shall be vacated:

- (a) If the member becomes bankrupt or suspends payment of or compounds with the member's creditors or makes any assignment for the benefit of the member's creditors
- (b) If the member shall be absent from more than three consecutive committee meetings without the consent or ratification of the committee
- (c) If by notice in writing the member resigns or refuses to act as a member of the committee
- (d) If the member fails to pay any school fee or other debt due to the Association on or before the day appointed for payment thereof or within one month thereafter



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- (e) If the member ceases to be a member of the Association
- (f) If a resolution is passed by two-thirds of the members present at a duly convened general meeting declaring the member's office to be vacant

Bye-laws            23. The committee shall from time to time make repeal and amend all such bye-laws and regulations (not inconsistent with this Constitution) as they shall think expedient for the internal management of the Association and the conduct of the members. All bye-laws and regulations made by the committee under this rule shall be binding upon the members until repealed by the committee or set aside by a resolution of a general meeting of the Association

### C. GENERAL MEETINGS

- Annual  
General  
Meeting            24. There shall be an annual general meeting of the Association to be held during the month of February in each year upon a date and a time to be fixed by the committee for the following purposes:
- (a) To receive from the committee a report, balance sheet and statement of account for the preceding financial year, and an estimate of the receipts and expenditure for the current financial year;
  - (b) To elect the incoming committee and the auditor for the ensuing year;
  - (c) To decide on any resolution which may be duly submitted to the meeting;
  - (d) To decide what assets, being real or personal property, exceeding \$1,000.00 in value per single item, may be purchased or sold, allowing to vary that figure according to inflation
- Special  
General  
Meetings            25. There shall be such other special general meetings as the committee may determine; but any ten financial members shall be entitled to call a special general meeting by written request to the secretary, stating the purposes for which the meeting is required. The general meeting shall be called not later than on month after receipt by the secretary of such request notice. Members shall be given at least seven days' notice of any general meeting. If the meeting is not convened as requested within three weeks, all the members who have called it may convene the meeting themselves

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- Notice of Business 26. Any member desirous of moving any resolution at any general meeting shall give notice thereof in writing to the secretary not less than two weeks before the date of such meeting, provided that motions proposed within a shorter time than required by this rule may be resolved if the general meeting so decides
- Quorum 27. The quorum at any general meeting shall be six financial members personally present. In the absence of a quorum the chairman shall convene another general meeting which has to take place within two weeks. At such a meeting resolutions may be passed, the absence of the prescribed quorum notwithstanding. In the case of equality of votes the president shall have a casting vote as well as a deliberative vote
- Voting 28. Only ordinary and honorary members being persons over the age of 18 years shall be entitled to vote at any general meeting. Resolutions at all general meetings shall be by simple majority except in the case of a motion for an amendment to the Constitution, which shall require a two-thirds majority of those present and voting. For an alteration of the object of the Association a unanimous resolution of all members present shall be necessary. Voting at all meetings shall be by show of hands, except in the case of election of committee members, when voting shall be by secret ballot in the case of more than one nomination for a position. In the case of equality of votes the president shall have a casting vote as well as a deliberative vote. Dissident members shall be bound by a majority decision
- Voting when subscription in arrear 29. No member shall be entitled to vote at any meeting unless all moneys due to the Association shall have been paid other than sums due for school fees for the current term
- Proxies 30. Any members may appoint in writing a proxy to act and vote in their stead. All appointment of proxies shall be in writing and handed to the secretary prior to the commencement of the meeting

### D. REGISTER OF MEMBERS

31. The Association shall compile and keep a register of members with their addresses. Any member who shall at any time change the address shall immediately give notice thereof in writing to the secretary. Subject only to this Constitution no person shall be entitled to exercise the rights or privileges of a member unless that person's name appears on the register of members as a member for the time being of the Association

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### E. FINANCE

- Financial Year      32. The financial year shall commence on the first day of January in each year
- Subscription      33. The school fee as determined from time to time by the committee, based on fixed and envisaged running costs, shall be payable at the beginning of each school term. The Committee may from time to time suggest charges and fees for special purposes. The Committee may waive such charges, fees or subscriptions as it thinks fit. Moneys at the disposal of the Association shall be applied exclusively for the promotion of the aims and objectives of the association
- Bank Accounts      34. The Association shall have such bank accounts as the committee may determine. Cheques drawn on these accounts shall be signed by any two of the president, vice-president, secretary and treasurer or secretary-treasurer
- Auditor              35. There shall be one auditor appointed at the annual general meeting who shall hold office until the next succeeding annual general meeting. The auditor shall not be a member or the public officer of the Association. A person who is interested in any transaction of the Association shall not be eligible for appointment as an auditor

### F. DISSOLUTION OF ASSOCIATION

36. The Association may subject to sections 17 to 19 of the Associations Incorporation Ordinance 1953 (A.C.T.) be wound up or dissolved at a special general meeting called for such purpose by a resolution passed by a majority of two-thirds of the members present and voting thereon with a view, where necessary, of presenting a petition to the Supreme Court of the Australian Capital Territory for the making of a winding-up order. The distribution of the surplus assets, that is to say, the assets remaining after payment of the debts and liabilities of the Association and the costs, charges and expenses of the winding-up, shall take place in accordance with section 19 of the said Ordinance in the following way: The special general meeting at which the resolution for winding-up or dissolution of the Association has been passed or another special general meeting called for that purpose shall pass a further resolution by a majority of two-thirds of the members present and voting thereon that the Supreme Court of the Australian Capital Territory be presented with a petition to make an order for the distribution of the surplus assets of the Association in the manner to be submitted as follows: The surplus assets shall not be paid to or distributed amongst the members of the Association but

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shall be given to and vested in such organisation, institutions, clubs or associations in Australia which have as or include in their objectives the promotion of the German language and which shall prohibit distribution of their income and property among their members to an extent at least as great as is imposed on the Association under or by virtue of clause 7 hereof such organisation, institution, club or association to be determined by the members of the Association by two-thirds majority in general meeting at or after the time of dissolution and in default thereof as determined by the Judge of the Supreme Court of the Australian Capital Territory. Upon the completion of the distribution if the property as provided by this rule the Association shall be dissolved

### G. AMENDMENT OF THE CONSITUTION

37. This Constitution may be amended at a special general meeting called for that purpose. The majority necessary for an amendment shall be in accordance with clause 28 of this Constitution

### H. SEAL OF THE ASSOCIATION

38. The committee shall provide a Common Seal and for the safe custody thereof; and the said Seal shall not be affixed to any instrument except by the authority of a resolution of the committee and in the presence of at least two members of the committee and also of the secretary or such other person as the committee may appoint for that purpose; and such two members shall sign and the secretary or such other person appointed for that purpose as aforesaid shall countersign every instrument to which the Seal of the Association is so affixed in their presence

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Quorum

27. The quorum at any general meeting shall be six financial members personally present. In the absence of a quorum the chairman shall convene another general meeting which has to take place within two weeks. At such a meeting resolutions may be passed, the absence of the prescribed quorum notwithstanding. In the case of equality of votes the president shall have a casting vote as well as a deliberative vote.

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