

ACT German Language School Incorporated

CONSTITUTION

2018

Association number A00044 incorporated under
the Associations Incorporation Act 1991
of the Australian Capital Territory

Contents

PART A. GENERAL	4
Name	4
Registered Office	4
Aim	4
Definitions	4
Powers and Functions	5
Income and Property	5
PART B. MEMBERSHIP	5
Membership eligibility	5
Ordinary members	5
Honorary members	5
Committee members	6
Member register	6
Membership powers and entitlements	6
Cessation of membership	6
Fees	7
Members' liabilities	7
Disciplining members	7
Decision to discipline	7
Review by Committee	8
Right of appeal of disciplined member	8
PART C. COMMITTEE	9
Committee members	9
Functions of Committee	9
President	9
Vice-President	9
Secretary	10
Treasurer	10
Principal and Coordinator	10
Powers of Committee	10
Election of Committee	11
Committee meetings	11
Delegation by Committee to sub Committee	12
Quorum	12
Voting and decisions	13
Vacancies	13
Removal of Committee members	13

Signing Documents	13
Rules	14
Public Officer	14
PART D. GENERAL MEETINGS	14
Annual General Meeting	14
Special General Meeting	15
Notice of Business	15
Quorum	15
Voting and decisions	15
Proxies	16
PART E. FINANCE	16
Funds	16
Auditor	16
PART F. ASSOCIATION DISSOLUTION	16
PART G. ASSOCIATION SEAL AND DOCUMENTS	17
Common Seal	17
Custody of books	17
Inspection of books	17
PART H. CHANGING THE CONSTITUTION	17

PART A. GENERAL

Name

1. The name of the Association is the ACT German Language School Incorporated.

Registered Office

2. The registered office of the Association is situated at Canberra in the Australian Capital Territory.

Aim

3. The Association aims to provide German language classes to promote knowledge of the German language and culture.

Definitions

4. In this Constitution:

Act means the *Associations Incorporation Act 1991 ACT*

Association means the ACT German Language School Incorporated

Committee includes sub-Committee and means the Committee of the Association for the time being

Coordinator means the person appointed by the Committee to run the Adult Division of the ACT German School

discipline means to

- (a) expel the member from the association, or
- (b) suspend the member from the rights and privileges of membership of the association for a time specified by the Committee.

financial year means the year beginning 1 July each year

month means calendar month

objects means aims and objects of the Association and includes powers and functions

officers means members of the Committee

Principal means the person appointed by the Committee to run the Children's Division of the ACT German School

Regulation means the *Associations Incorporation Regulation 1991 ACT*

semester means the ACT school semester

term means the ACT school term

Powers and Functions

5. The powers and functions of the Association are:

- (1) to set up, maintain and conduct the ACT German Language School
- (2) to do anything legal and reasonable in support of or to enable (1).

Income and Property

6. (1) The income and property of the Association must only be used to promote the Association objects.

(2) No income or property may be paid or transferred directly or indirectly to benefit members, except the Principal and Coordinator in their capacity as employees.

PART B. MEMBERSHIP

Membership eligibility

7. The Association consists of ordinary members, honorary members and Committee members.

Ordinary members

8. A person is an ordinary member if they:

- (a) are over 18 years old, enrolled and attending the school, or
- (b) are a person whose child is enrolled and attends the school and are nominated on the child's enrolment form, and
- (c) have paid the prescribed school fees.

Honorary members

9. A person is eligible to nominate as an honorary member if they:

- (a) are over 18 or a corporation
- (b) have rendered meritorious services to the Association to further its objects, and
- (c) agree to be bound by the Constitution.

10. (1) A nomination of a person for honorary membership of the association—

- (a) must recognise meritorious services rendered to the Association to further its objects,
- (b) must be made by a member of the association in writing and include details to justify the nomination, and
- (c) must be lodged with or recorded by the secretary of the association.

(2) As soon as is practicable after receiving a nomination for membership, the secretary must refer the nomination to the Committee which must decide whether to approve or to reject the nomination.

(3) If the Committee decides to approve a nomination for membership, the secretary must as soon as practicable after that decision notify the nominee of that approval.

(4) The secretary must, on approval of the nominee, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

Committee members

11. A person must be an ordinary member or an honorary member to be eligible to be a committee member.

Member register

12. (1) The Association must keep a register of members.

(2) The register must include the name, address and contact information of the member.

(3) A member must notify the secretary of changes to their information.

Membership powers and entitlements

13. Members may make decisions to achieve the objects of the Association.

14. A right, privilege or obligation that a person has because of being a member of the association—

- (a) cannot be transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

15. Honorary members are not required to pay a fee.

Cessation of membership

16. (1) A person ceases to be a member of the association if the person—

- (a) dies
- (b) ceases to attend the school or is the parent of a child who ceases to attend the school
- (c) resigns from membership of the association
- (d) is expelled from the association
- (e) is no longer permitted by the Coordinator or their child is no longer permitted by the Principal to attend classes, or
- (f) fails to renew membership of the association.

(2) When a person's membership ceases they forfeit all rights to and claims against the Association, its property and funds. All money owing by a person who has ceased to be a member, other than by death, becomes due and payable in one sum.

(3) The Principal or Coordinator may decide a member or their child should no longer attend the classes due to lack of progress or misconduct.

17. (1) A member may only resign from membership of the association in accordance with this clause.

(2) A member who has paid all amounts payable by the member to the association may resign from membership of the association by first giving notice (of not less than 1 month or, if the Committee has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member.

(3) If a person ceases to be a member, the secretary must make an appropriate entry in the register of members recording the date the member ceased to be a member.

Fees

18. (1) The entrance fee to the association is the school enrolment fee or, any other amount decided by the Committee.

(2) The school enrolment fee is determined from time to time by the Committee, based on fixed and envisaged running costs.

(3) The school enrolment fee is payable at the time notified on the enrolment form and school website.

(4) The Committee may from time to time set charges and fees for special purposes.

(5) The Committee may waive such charges, fees or subscriptions as it thinks fit.

Members' liabilities

19. The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount (if any) unpaid by the member in relation to membership of the association.

Disciplining members

Decision to discipline

20. (1) The Committee may decide, by majority, to discipline a member if the member—

- (a) has persistently refused or neglected to comply with a provision of the Constitution, or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.

Review by Committee

21. (1) A decision of the Committee under subclause 20 (1) is of no effect unless the secretary, as soon as practicable and within 7 days, after the decision advises the member in writing of—

- (a) the Committee decision and the grounds on which it is based
- (b) the member's right to have the decision reviewed
- (c) the member's right to appeal under clause 22
- (d) the date, place and time of a meeting (between 14 and 28 days from notification) at which the member may submit information to support a review of the decision
- (e) information the member may provide in support of their request to have the decision reviewed, including:
 - (i) attend and speak at that meeting, and
 - (ii) submit to the Committee at or before the date of that meeting written representations relating to the decision.

(2) If the member does not provide further information to the Committee before the meeting to review the decision or attend that meeting, the decision to discipline the member made at subclause 20 (1) is confirmed.

(3) If the member provides information to the Committee before or at the meeting to review the decision under subclause 21 (1) (d) the Committee must—

- (a) give due consideration to that information
- (b) decide by majority, via secret ballot, whether to uphold the decision or change their decision
- (c) advise the member, either at the meeting or in writing within 2 days, of the outcome of the review, and
- (d) advise the member of their right to appeal the review decision to the Association under clause 22.

Right of appeal of disciplined member

22. (1) A member may appeal to the Association in a general meeting against a decision of the Committee to discipline them under subclause 20 (1), within 7 days after notice of the decision is served on the member under subclause 21 (3) (c), by lodging with the secretary a notice to that effect.

(2) On receipt of a notice to appeal under subclause 22 (1), the secretary must notify the Committee which must call a general meeting of the association to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.

(3) Subject to the Act, section 50, at a general meeting of the association called under subclause 22 (2) to appeal a decision under subclause 20 (1)—

- (a) no business other than the question of the appeal may be transacted,
- (b) the Committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both, and
- (c) the members present must vote by secret ballot on the question of whether the decision made under subclause 19 (1) should be confirmed or revoked.

- (4) Subject to the Act, section 50, at a general meeting of the Association called under subclause 22 (2) to appeal a decision under subclause 20 (1), the Committee must—
- (a) give to the appealing member an opportunity to make oral representations
 - (b) give proper consideration to any written representations submitted to the Committee by that member at or before the meeting, and
 - (c) decide by majority whether to confirm or to revoke the decision of the Committee made under subclause 20 (1).
- (5) The decision on appeal is confirmed and takes effect when the meeting votes by majority to confirm the decision.

PART C. COMMITTEE

Committee members

- 23 (1) The Committee consists of:
- (a) the office-bearers of the association, and
 - (b) 3 ordinary Committee members,

each of whom must be elected or appointed under clause 27.

- (2) The office-bearers of the association are—
- (a) the president
 - (b) the vice-president
 - (c) the treasurer, and
 - (e) the secretary.
- (3) Each member of the Committee holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the member's election but is eligible for re-election.

Functions of Committee

24. The functions of the Committee members are:

President

- (1) The president of the association:
- (a) chairs all Committee and general meetings
 - (b) speaks on behalf of the Association and represent it to other persons, and
 - (c) presents a report to the annual general meeting

Vice-President

- (2) The vice-president, in the absence of the president, acts in the president's position, performing all functions and having all powers.

Secretary

- (3) The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of his or her contact details.
- (4) The secretary must keep minutes of:
 - (a) all elections and appointments of office-bearers and ordinary Committee members
 - (b) the names of members of the Committee members present at a Committee meeting or a general meeting, and
 - (c) all proceedings at Committee meetings and general meetings.
- (5) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.
- (6) Decisions made by email must be retained.

Treasurer

- (7) The treasurer of the association must:
 - (a) collect and receive all amounts owing to the association and make all payments authorised by the association
 - (b) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association, and
 - (c) present an audited balance sheet and statement of income and expenditure with the report to the annual general meeting.

Principal and Coordinator

- (8) The Principal and Coordinator must advise the Committee on student and class numbers, the development of curriculum and employment of staff.
- (9) Members of the Committee may perform such other functions as the Committee decides.

Powers of Committee

25. The Committee, subject to the Act, the Regulation, this Constitution and to any decision made by the Association—
 - (a) controls and manages the affairs of the association,
 - (b) may exercise all functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting, and
 - (c) has power to perform all acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the association.
26. A Committee member of the Association must not receive any remuneration for their services except the secretary, treasurer, principal or coordinator in return for clerical or other services actually rendered to the Association in those capacities.

Election of Committee

27. (1) Nominations of candidates for election as office-bearers of the association or as ordinary Committee members—

- (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form), and
- (b) must be provided to the secretary of the association at least 2 days before the date fixed for the annual general meeting at which the election is to take place.

(2) If insufficient nominations are received to fill all vacancies on the Committee, a candidate may be nominated and elected at the annual general meeting.

(3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be vacancies.

(4) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.

(6) The vote for the election of office-bearers and ordinary Committee members must be conducted at the annual general meeting in the way the Committee may direct.

(7) A person is not eligible to simultaneously hold more than one position on the Committee.

Committee meetings

28. (1) The Committee will meet at the place and time that the Committee decides.

(2) Additional meetings of the Committee may be called by any member of the Committee.

(3) Oral or written notice of a meeting of the Committee must be given by the secretary to each member of the Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Committee members present at the meeting unanimously agree to treat as urgent business.

(5) No business may be transacted by the Committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the place and time that the Committee decides.

(6) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.

- (7) At meetings of the Committee—
- (a) the president or, in the absence of the president, the vice-president presides, or
 - (b) if the president and the vice-president are absent—one of the remaining members of the Committee may be chosen by the members present to preside.

Delegation by Committee to sub Committee

29. (1) The Committee may, in writing, delegate to one or more sub Committees (consisting of the member or members of the association that the Committee considers appropriate) the exercise of the functions of the Committee that are specified in the instrument, other than—

- (a) this power of delegation, and
- (b) function that is a function imposed on the Committee by the Act, by any other Territory law, or by a majority vote of the association in general meeting.

(2) A function, the exercise of which has been delegated to a sub Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub Committee in accordance with the terms of the delegation.

(3) A delegation under this clause may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.

(4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.

(6) The Committee may, in writing, revoke wholly or in part any delegation under this clause.

(7) A sub Committee may meet and adjourn as it considers appropriate.

Quorum

30. (1) A quorum for a Committee decision taken at a meeting is three Committee members.

(2) To make a quorum for a Committee decision taken by email all Committee members must be emailed the question.

Voting and decisions

31. (1) Motions arising at a meeting of the Committee or of any sub Committee appointed by the Committee are decided by a majority of the votes of members of the Committee or sub Committee present at the meeting.

(2) Voting at Committee meetings is by a show of hands.

(3) Each member has one vote.

(4) Where votes are equal the president has one additional vote to break the tie.

(5) Questions arising outside a meeting of the Committee may be decided by email in accordance with subclauses 31 (1), (3) and (4).

Vacancies

32. If there is a vacancy in the membership of the Committee, the Committee may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

For these rules, a vacancy in the office of a member of the Committee happens if the member—

- (a) dies
- (b) ceases to be a member of the association
- (c) resigns the office
- (d) is removed from office under clause 33 (Removal of Committee members)
- (e) suffers from mental or physical incapacity
- (f) is disqualified from office under the Act, section 63 (bankrupt) or section 63B (non-compliance with the Act)
- (g) is subject to a disqualification order under the Act, section 63A
- (h) is absent without the consent of the Committee from 3 consecutive meetings of the Committee
- (i) fails to pay the school fee or other debt due to the Association on or before the day appointed for payment or within one month, or
- (j) if the position is not filled at the AGM under clause 27.

Removal of Committee members

33. The association in general meeting may decide, subject to the Act, section 50, remove any member of the Committee from the office of member of the Committee before the end of the member's term of office.

Signing Documents

34. (1) Instruments issued by the Association are executed and legally binding if they are signed by the president and another committee member.

(2) If required the Association seal will be affixed to such in accordance with clause 46.

Rules

35. (1) The Committee may from time to time make, repeal and amend rules (not inconsistent with this Constitution) to manage the internal workings of the Association and the conduct of the members. All rules made by the Committee under this clause are binding on the members until repealed by the Committee or set aside by a decision of a general meeting of the Association.

(2) The Committee may make rules about:

- (a) the character of the school and its classes
- (b) the school and approval of the curriculum
- (c) appointment and dismissal of the Principal and Coordinator taking into consideration any recommendation by the teaching staff
- (d) confirmation of appointment and dismissal of teaching staff
- (e) preparation of the budget
- (f) appropriation of finance as required
- (g) approval of applications for reduction or release of fees
- (h) decision of election of members of the Association
- (i) disciplining member, and
- (j) to determine the school fees and teacher' salaries.

Public Officer

36. The Public Officer must be a member of the Association, residing in the A.C.T. and appointed by the Committee. The Public officer is subject to the Associations Incorporation Ordinance. If the member ceases to be so resident then a member of the Association so resident will be appointed public officer of the Association by the Committee within fourteen days of a vacancy occurring.

PART D. GENERAL MEETINGS

Annual General Meeting

37. The annual general meeting of the Association will be held within five months of the end of the financial year on a date and time set by the Committee, with at least 21 days' notice, to:

- (a) receive a report, balance sheet and statement of account for the preceding financial year from the Committee, and an estimate of the receipts and expenditure for the current financial year
- (b) elect the incoming Committee and the auditor for the ensuing year
- (c) decide on any question which may be duly submitted to the meeting, and
- (d) decide what assets, exceeding \$1,000.00 in value per single item, may be purchased or sold, allowing to vary that figure according to inflation.

Special General Meeting

38. (1) The Committee may call other special general meetings.
- (2) Any ten ordinary members may also call a special general meeting by written request to the secretary, stating the purposes for which the meeting is required.
- (3) The general meeting must be called within one month of the request.
- (4) Members must be given at least 7 days' notice of any general meeting
- (5) If the meeting is not convened as requested within three weeks, all the members who have called it may convene the meeting themselves.

Notice of Business

39. (1) A member proposing to move a motion at a general meeting must give notice in writing to the secretary at least two weeks before the meeting date.
- (2) Motions proposed with less than two weeks' notice may be resolved if the general meeting agrees on a show of hands.

Quorum

40. (1) A quorum for a decision is six financial members personally present.
- (2) In the absence of a quorum the person presiding over the meeting must convene another general meeting within two weeks. Regardless of quorum the vote may go ahead at this meeting.

Voting and decisions

41. (1) All members present may vote at a general meeting.
- (2) Subject to (3) and (4), questions arising at a general meeting must be decided by a simple majority by a show of hands.
- (3) A decision to change the Constitution is made when at least two-thirds of those present and eligible to vote agree.
- (4) A decision to change the objects of the Association is made by two-thirds majority vote of those present and eligible to vote.
- (5) Where votes are equal the president has one additional vote to break the tie.
- (6) A member is not eligible to vote unless all fees owed to the Association are paid, except school fees for the current school semester.

Proxies

42. (1) A member may appoint a proxy to act and vote for them at an annual general meeting or committee meeting, except a committee vote by email.

(2) A proxy appointment must be in writing and provided to the secretary before the meeting commences.

PART E. FINANCE

Funds

43. (1) The funds of the association must be derived from school fees, grants and donations. Subject to a decision made by the Association in general meeting and subject to the Act, section 114, any other sources that the Committee decides.

(2) The Committee may open bank accounts in the name of the Association.

(3) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.

(4) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

(5) Subject to a decision of the Association in general meeting, the funds of the association must be used for the objects of the Association in the way that the Committee decides.

(6) All cheques, drafts, transfers, promissory notes and other negotiable instruments must be signed or otherwise authorised by any two members of the Committee or employees of the association, being members of the Committee or employees authorised to do so by the Committee.

Auditor

44. (1) An auditor must be appointed at the annual general meeting and holds office until the next annual general meeting.

(2) A person is not eligible to be an auditor of the Association if they:

- (a) are a member of the Association
- (b) are the public officer of the Association, or
- (c) have an interest in a transaction of the Association.

PART F. ASSOCIATION DISSOLUTION

45.(1) The Association may, subject to the Act, be wound up, dissolved or merged at a special general meeting called for this purpose.

(2) A decision to wind up, dissolve or merge the Association is made when two-thirds of the members present and eligible to vote agree.

(3) Any outstanding assets may be given to organisations, institutions, clubs or associations in Australia which have as their aim or objects to promote the German language or culture.

(4) At the special general meeting called under subclause 45 (1), the Association must pass a special resolution nominating—

- (a) another association for the Act, section 92 (1) (a), or
- (b) a fund, authority or institution for the Act, section 92 (1) (b), in which it is to vest its surplus property in the event of the dissolution or winding up of the association.

(5) An association nominated under subclause 45 (4) (a) must fulfil the requirements specified in the Act, section 92 (2).

PART G. ASSOCIATION SEAL AND DOCUMENTS

Common Seal

46. (1) The Committee must keep a common seal for the Association in a safe place known to the Committee.

(2) The common seal may only be used on an instrument where at least two Committee members authorise its use.

Custody of books

47. Subject to the Act and this Constitution, the secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the association.

Inspection of books

48. The records, books and other documents of the association must be open to inspection at a place in the ACT, free of charge, by a member of the association at any reasonable hour.

PART H. CHANGING THE CONSTITUTION

49. (1) This Constitution may be changed at a general meeting notified for that purpose.

(2) The majority necessary to change the Constitution is in accordance with clause 41.