
DEUTSCHE SCHULE MELBOURNE INC

CONSTITUTION

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Ref: NV

DEUTSCHE SCHULE MELBOURNE INC
STATEMENT OF PURPOSES

1. The name of the incorporated association is Deutsche Schule Melbourne Inc (in these Rules called "the Association").
2. The purposes for which the Association is established are to:
 - 2.1. establish, operate and support a kindergarten, pre-school, primary school and secondary school in Melbourne;
 - 2.2. promote and conduct the teaching of children in Melbourne in the German and English languages according to a school curriculum approved by State Government and/or appropriate bodies;
 - 2.3. promote German language, culture, arts and literature in the European context through education and the school community; and
 - 2.4. carry out such activities in accordance with Christian and humanistic values.
3. Solely for the purpose of furthering those purposes set out above, the Association shall have power to:
 - 3.1. invest and deal with monies of the Incorporated Association not immediately required in such manner as is from time to time thought fit;
 - 3.2. raise or borrow money upon such terms and in such manner as it thinks fit;
 - 3.3. secure the repayment of monies so raised or borrowed or the payment of a debt or liability of the Incorporated Association by giving mortgages, charges or securities upon or over all or any of the property of the Incorporated Association; and
 - 3.3.1. give any guarantee or indemnity for the payment of money or the performance of any contractual obligation or undertaking entered into by or on behalf of a not-for-profit association or company; and
 - 3.3.2. become surety or security for or on behalf of any not-for-profit association or company and without exception either alone or in association or jointly and severally or jointly and severally with other persons, trustees, companies, associations or entities; and
 - 3.3.3. for the purpose of securing the payment of any money or the performance of any such contractual obligation or undertaking for which the Association has become or may become liable under and by virtue of any guarantee indemnity or other contract pursuant to this paragraph, to mortgage or provide a lien or fixed or floating charge or to otherwise charge the whole or any part of the assets of the Association (in the present or the future); and

- 3.3.4. no Lender shall be concerned to enquire into the necessity for any such borrowing or as to the purpose for which it is required or as to the application of money borrowed.
- 3.4. delegate in writing the exercise of all or any of the powers or discretionary authorities hereby conferred on the Association and to execute any Powers of Attorney or other instruments necessary to effect such a delegation;
- 3.5. act as trustee;
- 3.6. accept and hold upon trust real and personal property; and
- 3.7. do all other things that are incidental or conducive to the attainment of the purposes and the exercises of the powers of the Incorporated Association.

DEUTSCHE SCHULE MELBOURNE INC RULES

1. Name

The name of the incorporated association is Deutsche Schule Melbourne Inc (in these Rules called "the Association").

2. Definitions

2.1. In these Rules, unless the contrary intention appears:

2.1.1. "**Act**" means the **Associations Incorporation Act 1981**;

2.1.2. "**Board**" means the Board of Management of the Association;

2.1.3. "**financial year**" means the year ending on 30 June;

2.1.4. "**general meeting**" means a general meeting of members convened in accordance with rule 12;

2.1.5. "**German**" refers to the German language not nationality;

2.1.6. "**invited guest**" means an invited attendee to Board meetings not being entitled to vote;

2.1.7. "**member**" means a member of the Association;

2.1.8. "**member of the Board**" means a member of the Board elected under Rule 22 or co-opted under Rule 21.5;

2.1.9. "**Regulations**" means regulations under the Act;

2.1.10. "**relevant documents**" has the same meaning as in the Act;

2.1.11. "**St Christopher's**" means St Christopher's German Speaking Catholic Church (ABN 29 058 870 593) of 595 Riversdale Road, Camberwell 3124;

2.1.12. "**Trinity**" means German Lutheran Trinity Church East Melbourne Inc (A0038001Z) of 22 Parliament Place, East Melbourne 3002.

2.2. In these Rules, a reference to the Treasurer of an Association is a reference:

2.2.1. if a person holds office under these Rules as Treasurer of the Association--to that person; and

2.2.2. in any other case, to the public officer of the Association.

3. Alteration of the rules

- 3.1. These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.
- 3.2. The Association shall not alter its Statement of Purposes or Rules 3, 33 or 36 without the consent of the Commissioner of Taxation.

4. Membership, entry fees and subscription

- 4.1. A natural person aged 18 years or older, or a legal person, who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these Rules.
- 4.2. A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) can be admitted to membership if:
 - 4.2.1. he or she applies for membership in accordance with rule 4.3; and
 - 4.2.2. the admission as a member is approved by the Board.
- 4.3. An application of a person for membership of the Association must be:
 - 4.3.1. made in writing in the form set out in Appendix 1; and
 - 4.3.2. lodged with the Treasurer of the Association.
- 4.4. As soon as practicable after the receipt of an application, the Treasurer must refer the application to the Board.
- 4.5. The Board must determine whether to approve or reject the application.
- 4.6. If the Board approves an application for membership, the Treasurer must, as soon as practicable:
 - 4.6.1. notify the applicant in writing of the approval for membership; and
 - 4.6.2. request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- 4.7. The Treasurer must, within 28 days after receipt of the amounts referred to in rule 4.6, enter the applicant's name in the register of members.
- 4.8. An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.

- 4.9. If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected. The Board may give a reason for the rejection.
- 4.10. A right, privilege, or obligation of a person by reason of membership of the Association:
 - 4.10.1. is not capable of being transferred or transmitted to another person; and
 - 4.10.2. terminates upon the cessation of membership whether by death or resignation or otherwise.
- 4.11. The entrance fee is the relevant amount set out in Appendix 4.
- 4.12. The annual subscription is the relevant amount set out in Appendix 4 and is payable in advance on or before 1 July in each year. The Board may extend this time of payment for some or all members.

5. **Register of members**

- 5.1. The Treasurer must keep and maintain a register of members containing:
 - 5.1.1. the name and address of each member; and
 - 5.1.2. the date on which each member's name was entered in the register.
- 5.2. The register is available for inspection free of charge by any member upon request.
- 5.3. A member may make a copy of entries in the register.

6. **Ceasing membership**

- 6.1. A member of the Association who has paid all monies due and payable by a member to the Association may resign from the Association by giving notice in writing to the Treasurer of his or her intention to resign.
- 6.2. After receiving the notice referred to in rule 6.1:
 - 6.2.1. the member ceases to be a member; and
 - 6.2.2. the Treasurer must record in the register of members the date on which the member ceased to be a member.

7. **Discipline, suspension and expulsion of members**

- 7.1. Subject to these Rules, if the Board is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the Board may by resolution:

- 7.1.1. suspend that member from membership of the Association for a specified period; or
- 7.1.2. expel that member from the Association.
- 7.2. A resolution of the Board under rule 7.1 does not take effect unless:
 - 7.2.1. at a meeting held in accordance with rule 7.3, the Board confirms the resolution; and
 - 7.2.2. if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 7.3. A meeting of the Board to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with rule 7.4.
- 7.4. For the purposes of giving notice in accordance with rule 7.3, the President must, as soon as practicable, cause to be given to the member a written notice:
 - 7.4.1. setting out the resolution of the Board and the grounds on which it is based; and
 - 7.4.2. stating that the member, or his or her representative, may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - 7.4.3. stating the date, place and time of that meeting; and
 - 7.4.4. informing the member that he or she may do one or both of the following:
 - 7.4.4.1. attend that meeting;
 - 7.4.4.2. give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
 - 7.4.5. informing the member that, if at that meeting, the Board confirms the resolution, he or she may, not later than 48 hours after that meeting, give the President a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 7.5. At a meeting of the Board to confirm or revoke a resolution passed under rule 7.1, the Board must:

- 7.5.1. give the member, or his or her representative, an opportunity to be heard; and
 - 7.5.2. give due consideration to any written statement submitted by the member; and
 - 7.5.3. determine by resolution whether to confirm or to revoke the resolution.
- 7.6. If at the meeting of the Board, the Board confirms the resolution, the member may, not later than 48 hours after that meeting, give the President a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 7.7. If the President receives a notice under rule 7.6, he or she must notify the Board and the Board must convene a general meeting of the Association to be held within 21 days after the date on which the President received the notice.
- 7.8. At a general meeting of the Association convened under rule 7.7:
- 7.8.1. no business other than the question of the appeal may be conducted; and
 - 7.8.2. the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - 7.8.3. the member, or his or her representative, must be given an opportunity to be heard; and
 - 7.8.4. the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 7.9. A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

8. **Disputes and mediation**

- 8.1. The grievance procedure set out in this rule applies to disputes under these Rules between:
- 8.1.1. a member and another member; or
 - 8.1.2. a member and the Association.
- 8.2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

- 8.3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 8.4. The mediator must be:
 - 8.4.1. a person chosen by agreement between the parties; or
 - 8.4.2. in the absence of agreement:
 - 8.4.2.1. in the case of a dispute between a member and another member, a person appointed by the Board of the Association; or
 - 8.4.2.2. in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 8.5. A member of the Association can be a mediator.
- 8.6. The mediator cannot be a member who is a party to the dispute.
- 8.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 8.8. The mediator, in conducting the mediation, must:
 - 8.8.1. give the parties to the mediation process every opportunity to be heard; and
 - 8.8.2. allow due consideration by all parties of any written statement submitted by any party; and
 - 8.8.3. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 8.9. The mediator must not determine the dispute.
- 8.10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

9. **Annual general meetings**

- 9.1. The Board may determine the date, time and place of the annual general meeting of the Association.
- 9.2. The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 9.3. The ordinary business of the annual general meeting shall be to:

- 9.3.1. confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - 9.3.2. receive from the Board reports upon the activities of the Association during the last preceding financial year; and
 - 9.3.3. elect the members of the Board; and
 - 9.3.4. receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- 9.4. The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

10. **Special general meetings**

- 10.1. In addition to the annual general meeting, any other general meetings may be held in the same year.
- 10.2. All general meetings other than the annual general meeting are special general meetings.
- 10.3. The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- 10.4. If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.
- 10.5. The Board must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- 10.6. The request for a special general meeting must:
 - 10.6.1. state the objects of the meeting; and
 - 10.6.2. be signed by the members requesting the meeting; and
 - 10.6.3. be sent to the address of the President.
- 10.7. If the Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the President, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 10.8. If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in

convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

11. Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

12. Notice of general meetings

12.1. The Treasurer of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

12.2. Notice may be sent:

12.2.1. by prepaid post to the address appearing in the register of members; or

12.2.2. by facsimile transmission or electronic transmission.

12.3. No business other than that set out in the notice convening the meeting may be conducted at the meeting.

12.4. A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the President of that business, who must include that business in the notice calling the next general meeting.

13. Quorum at general meetings

13.1. No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.

13.2. Ten per cent of members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

13.3. If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:

13.3.1. in the case of a meeting convened upon the request of members, the meeting must be dissolved; and

13.3.2. in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by

written notice to members given before the day to which the meeting is adjourned) at the same place.

- 13.4. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than fifteen) shall be a quorum.

14. Presiding at general meetings

- 14.1. The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- 14.2. If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

15. Adjournment of meetings

- 15.1. The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 15.2. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 15.3. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- 15.4. Except as provided in rule 15.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

16. Voting at general meetings

- 16.1. Upon any question arising at a general meeting of the Association, a member has one vote only.
- 16.2. All votes by a natural person must be given personally or by proxy in accordance with Rule 19. All votes by a legal person must be given by proxy in accordance with Rule 19. A person may not hold more than two proxies.
- 16.3. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 16.4. A member is not entitled to vote at a general meeting unless all monies due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

17. Poll at general meetings

17.1. If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

17.2. A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

18. Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands:

18.1. a declaration by the Chairperson that a resolution has been:

18.1.1. carried; or

18.1.2. carried unanimously; or

18.1.3. carried by a particular majority; or

18.1.4. lost; and

18.2. an entry to that effect in the minute book of the Association, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

19. Proxies

19.1. Each member is entitled to appoint another member as a proxy by notice given to the Treasurer no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

19.2. The notice appointing the proxy must be:

19.2.1. for a meeting of the Association convened under rule 7.7, in the form set out in Appendix 2; or

19.2.2. in any other case, in the form set out in Appendix 3.

20. Board of Management

20.1. The affairs of the Association shall be managed by the Board of Management.

20.2. The Board:

- 20.2.1. shall control and manage the business and affairs of the Association; and
- 20.2.2. may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
- 20.2.3. subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association including but not limited to:
 - 20.2.3.1. appointment and discharge of the headmaster, the teachers and the employees of the school;
 - 20.2.3.2. implementation, amendment or repeal of school regulations as introduced by the headmaster;
 - 20.2.3.3. deliberation and drawing up of the budget for the new financial year while taking into consideration the conditions to be met for the granting of official assistance from Germany and Local, State and Commonwealth Governments.
 - 20.2.3.4. to procure and administer the necessary funds for the Association;
 - 20.2.3.5. to ensure that the budget is adhered to;
 - 20.2.3.6. judicial and extra-judicial representation of the Association, to issue and accept legal declarations on behalf of the Association and to undertake legal actions of any kind;
 - 20.2.3.7. determination of school fees of any kind and membership fees;
 - 20.2.3.8. decisions concerning applications for the reduction of entry fees, school fees, membership fees and other fees, including decisions about scholarships;
 - 20.2.3.9. decisions about appealing for, accepting or rejecting sponsorships, grants, bequests and major donations;
 - 20.2.3.10. taking care of all matters concerning the school, its concept, operations, planning and short-term and long-term viability;
 - 20.2.3.11. acting on the resolutions passed at general meetings in a reasonable time.

20.3. Members of the Board shall be entitled to attend any meetings or assemblies of persons held on property owned, leased or occupied by the Association.

21. **Board members**

21.1. The Board shall consist of:

21.1.1.a minimum of three and a maximum of ten ordinary members, elected at a general meeting of the Association; and

21.1.2.one member nominated by Trinity, whose appointment shall be either ratified or rejected by the Board within 30 days of such nomination, and if the nomination is rejected the Board shall give reasons for the rejection; if the Board fails to either ratify or reject the nomination within the specified time, this will be deemed to be a ratification; and

21.1.3.one member nominated by St Christopher's, whose appointment shall be either ratified or rejected by the Board within 30 days of such nomination, and if the nomination is rejected the Board shall give reasons for the rejection; if the Board fails to either ratify or reject the nomination within the specified time, this will be deemed to be a ratification.

21.1.4. maximum of 4 permanently invited guests appointed under rule 24.3, 24.4 and 24.5.

21.2. The number of ordinary members to be elected under 21.1.1 will be determined by the board before the general meeting of the Association.

21.3. If at the said annual general meeting, more than 7 Board members (other than the Trinity nominee) are not due for election, all Board position shall be declared vacant and be due for election

21.4. At its first meeting after each annual general meeting, the Board shall appoint from amongst its members:

21.4.1. a President (who shall also be the public officer);

21.4.2. a Vice-President;

21.4.3. a Treasurer;

21.4.4. a Secretary; and

21.4.5. such other officers as it shall consider appropriate.

21.5. Each Board member shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election. Elected

members are elected for 2-year terms. Permanently invited guests serve a 1-year term.

- 21.6. In the event of a casual vacancy occurring in the office of a member of the Board (other than the nominee of Trinity or St Christopher's), the Board may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

22. **Election of Board members**

- 22.1. Nominations of candidates for election as Board members must be:

22.1.1. made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

22.1.2. delivered to the Treasurer of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.

- 22.2. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected.

- 22.3. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

- 22.4. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

- 22.5. The ballot for the election of members of the Board must be conducted at the annual general meeting in such manner as the Board may direct.

- 22.6. Staff and students of the Association are not eligible for election as a Board member.

23. **Vacancies**

The office of a member of the Board becomes vacant if the member:

- 23.1. ceases to be a member of the Association; or

- 23.2. becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth); or

- 23.3. resigns from office by notice in writing given to the Board;

- 23.4. is absent for three consecutive meetings of the Board without reasonable excuse or leave of the Board to be absent.

24. **Meetings of the Board**

- 24.1. The Board must meet at least 3 times in each year at such place and such times as the Board may determine.
- 24.2. Special meetings of the Board may be convened by the President or by any 4 members of the Board.
- 24.3. A representative of the German Consulate General Melbourne is invited as a permanent guest to all meetings. The representative should be nominated for one year by the German Consulate General Melbourne before each annual general meeting.
- 24.4. The appointed headmaster (if any) and the appointed manager (if any) of the school operated by the Association are invited as permanent guests to all meetings.
- 24.5. The Board may invite permanent guests to the meetings.
- 24.6. All meetings of the Association and its Board shall be conducted in German and recorded. Meetings can be conducted in English or bilingually if the majority of participants wish to do so.
- 24.7. Meetings are not open to the public or to members. Any person can apply, or can be asked by the Board, to be heard on a specific point. Such permission must be granted by a majority of Board members and announced to the members of the Board. Meetings should not have regular public and non-public sessions.

25. **Notice of Board meetings**

- 25.1. Written notice of each Board meeting must be given to each member of the Board at least 5 business days before the date of the meeting.
- 25.2. Written notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

26. **Quorum for Board meetings**

26.1.

Sixty per cent of elected members of the Board under clause 21.1 constitute a quorum for the conduct of the business of a meeting of the Board.

26.2. No business may be conducted unless a quorum is present.

26.3. If within half an hour of the time appointed for the meeting a quorum is not present:

26.3.1.in the case of a special meeting--the meeting lapses;

26.3.2.in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week.

26.4. The Board may act notwithstanding any vacancy on the Board.

27. Presiding at Board meetings

At meetings of the Board:

27.1. the elected Chairperson or, in the elected Chairperson's absence, the President or, in the President's absence, the Vice-President presides; or

27.2. if the elected Chairperson and the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

28. Voting at Board meetings

28.1. Questions arising at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

28.2. Each Board member (but expressly excluding permanent and non-permanent guests) present at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

29. Removal of Board member

29.1. The Association in general meeting may, by resolution, remove any member of the Board before the expiration of the member's term of office.

29.2. A member who is the subject of a proposed resolution referred to in rule 29.1 may make representations in writing to the Treasurer or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

29.3. The Treasurer or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

30. Minutes of meetings

The Secretary of the Association or other appointed person must keep minutes of the resolutions and proceedings of each general meeting, and each Board meeting, together with a record of the names of persons present at Board meetings.

31. Sub-committees

- 31.1. The Board may appoint sub-committees.
- 31.2. Each sub-committee shall consist of no more than 6 persons including at least one Board member. The Board member shall attend each sub-committee meeting and who shall report back to the Board after each sub-committee meeting.
- 31.3. Rules of procedure for such sub-committees shall be drawn up by the Board and reviewed yearly and made known to the members at each annual general meeting.
- 31.4. Sub-committees must provide written minutes of every meeting to the Board for its next meeting.
- 31.5. Sub-committees are not allowed to keep separate financial books.

32. Funds

- 32.1. The Treasurer of the Association must:
 - 32.1.1. collect and receive all monies due to the Association and make all payments authorised by the Association; and
 - 32.1.2. 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.
- 32.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Board.
- 32.3. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

33. Relationship with sponsor and partner organisations

- 33.1. The Association shall offer religious and humanistic education for all grades up to year 9, including at least the following alternative streams:
 - 33.1.1. a stream constituting Christian religious education according to the beliefs of the Lutheran denomination;
 - 33.1.2. a stream constituting Christian religious education according to the beliefs of the Roman Catholic Church; and
 - 33.1.3. a stream constituting instruction in secular humanism and ethics.
- 33.2. The Association shall develop the syllabus for the stream under article 33.1.1 in agreement with Trinity, and the appointment of teachers for this stream shall be subject to the approval of Trinity.

33.3. The Association shall develop the syllabus for the stream under article 33.1.2 in agreement with St Christopher's, and the appointment of teachers for this stream shall be subject to the approval of St Christopher's.

33.4. Notwithstanding anything else in these Rules, clauses 21.1.3, 21.2.3, 33.1.2 and 33.3 shall only have effect upon the signing of an agreement between the Association and St Christopher's whereunder St Christopher's agrees to provide a start-up loan of at least \$100,000.00 to the Association.

34. Not for profit

The assets and income of the Association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the Members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

35. Seal

35.1. The common seal (if any) of the Association must be kept in the custody of the Treasurer.

35.2. The common seal (if any) must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures of two members of the Board.

36. Notice to members

Except for the requirement in rule 12, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by:

36.1. delivering the notice to the member personally; or

36.2. sending it by prepaid post addressed to the member at that member's address shown in the register of members; or

36.3. facsimile transmission; or

36.4. electronic transmission.

37. Winding up

In the event of the winding up or dissolution of the Association, the assets which remain after the satisfaction of all debts and liabilities shall be given to another organisation or other organisations which:

37.1. has or have similar objects;

37.2. prohibits or prohibit distribution of its or their assets and income to members to an extent provided for in these Rules; and

37.3. is exempt from the payment of income tax.

38. Custody and inspection of books and records

38.1. Except as otherwise provided in these Rules, the Treasurer must keep in his or her custody or under his or her control all books, documents and securities of the Association.

38.2. All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

38.3. A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

39. Gift Fund

39.1. The Association shall keep and maintain the Deutsche Schule Melbourne Building Fund ("Gift Fund") to which all gifts of money or property that are received shall be added and that does not receive any other money or property.

39.2. The Gift Fund shall be kept clearly separate from any other money or property of the Association and shall be accounted for accordingly in a separate bank account.

39.3. The Gift Fund shall be maintained for the principal purposes of the Association and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

39.4. All receipts issued by the Association for gifts received by the Gift Fund shall note the full name and Australian Business Number of the Association and the fact that the receipt is for the gift.

39.5. Reasonable costs of managing the Gift Fund may legitimately be charged to it.

39.6. If, upon the winding up or dissolution of the Gift Fund or, if the endorsement (in any) of the Association as a deductible gift recipient is revoked, there remains after satisfaction of all its debts and liability any surplus assets or property whatsoever, that amount shall be transferred to any association with similar purposes which is not carried on for the profit or gain of its individual members and that is also endorsed as a deductible gift recipient by the Australian Taxation Office.

APPENDIX 1

**APPLICATION FOR MEMBERSHIP OF
DEUTSCHE SCHULE MELBOURNE INC**

I,....., ofdesire to become a
(*name and occupation*) (address)

member of Deutsche Schule Melbourne Inc.

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

.....
Signature of Applicant
Date

I,....., a member of the Association,
(*name*)
nominate the applicant, who is personally known to me, for membership of the Association.

.....
Signature of Proposer
Date

I,....., a member of the Association, second
(*name*)
the nomination of the applicant, who is personally known to me, for membership of the Association.

.....
Signature of Seconder
Date

APPENDIX 2

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF
ASSOCIATION CONVENED UNDER RULE 7(7)**

I,.....
(name)

of
(address)

being a member of Deutsche Schule Melbourne Inc.

appoint
(name of proxy holder)

of
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under rule 7(7), to be held on-

.....
(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under rule 7(1)).

.....
Signed
Date

APPENDIX 3

FORM OF APPOINTMENT OF PROXY

I,
(name)

of
(address)

being a member of Deutsche Schule Melbourne Inc.

appoint
(name of proxy holder)

of
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special* general meeting of the Association to be held on

.....
(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against* the following resolution (insert details of resolution).

.....
Signed
Date

* Delete if not applicable

APPENDIX 4
SCHEDULE OF FEES

<i>Fee</i>	<i>Amount</i>
Entrance fee	\$0.00
Annual subscription fee	\$25.00