



Constitution

Deutsche Schule Melbourne Inc
Association number: A0047534X
ABN: 52936931854

Updated	With assistance from Moores on 09 April 2025
Review date	To be determined by the Board

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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 Purpose and Powers

- 2.1 The Association is a not-for-profit incorporated association which is established to be, and to continue as, a Charity.
- 2.2 The Purpose for which the Association is established is to advance education, including by:
- (a) establishing, operating and supporting a kindergarten, pre-school, primary school and secondary school in Melbourne;
 - (b) promoting and conducting 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;
 - (c) promoting German language, culture, arts and literature in the European context through education and the school community; and
 - (d) carrying out such activities in accordance with Christian and humanistic values.
- 2.3 Solely to carry out the Purpose, the Association may exercise all of the powers of an individual and an association under the Act.

3 Not-For-Profit

- 3.1 Income and property received by the School (or by the Association on behalf of the School) must be applied as follows:
- (a) Government Funding received in respect of the School must be applied solely towards the conduct of the School) or otherwise in accordance with the terms and conditions that apply to the Government Funding; and
 - (b) other funding must be applied solely towards the Purpose.
- 3.2 To the extent that income or property relates to, or is generated in, the conduct of the School, it must be applied by the Association in a manner that will not result in the School ceasing to be operated on a not-for-profit basis for the purposes of the ETA 2016, the ETRR 2017, the AEA 2013 and AER 2013 and any other legislation or regulatory requirement relevant to the not-for-profit status of the School.

- 3.3 The Association must not be a party to, or allow the School to be a party to, a Prohibited Agreement or Arrangement with a Member or any other person or entity.
- 3.4 No part of the income or property of the Association may be paid or transferred directly or indirectly to members or Board members by way of dividend, bonus or other profit distribution in their capacity as members or Board members.
- 3.5 Rule 3.4 does not stop the Association from making a payment (provided it is not a Prohibited Agreement or Arrangement):
- (a) to a member for goods or services provided or expenses properly incurred at fair and reasonable rates or rates more favourable to the Association;
 - (b) to a member in carrying out the Association's Purpose;
 - (c) of premiums for insurance indemnifying Board members to the extent allowed for by law and these Rules; or
 - (d) with the prior approval of the Board, to a Board member:
 - (i) for work they do for the Association, other than as a Board member, if the amount is no more than a reasonable fee for the work done; or
 - (ii) as reimbursement for out-of-pocket expenses properly incurred in performing a duty as Board member.

4 Alteration of the Rules

- 4.1 These Rules must not be altered except in accordance with the Act.
- 4.2 During any period in which the Association or the School receives German Government Support, a special resolution to amend the Rules will have no effect unless the Foreign Office of Germany provides their written approval to the proposed amendment.

5 Membership, entry fees and subscription

- 5.1 A natural person aged 18 years or older, who is committed to the Purpose, 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.
- 5.2 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:
- (a) he or she applies for membership in accordance with rule 5.3; and

- (b) the admission as a member is approved by the Board.
- 5.3 An application of a person for membership of the Association must be:
 - (a) made in writing in the form set out in Appendix 1; and
 - (b) lodged with the Secretary of the Association.
- 5.4 As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.
- 5.5 The Board must determine whether to approve or reject the application.
- 5.6 If the Board approves an application for membership, the Secretary must, as soon as practicable:
 - (a) notify the applicant in writing of the approval for membership; and
 - (b) 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.
- 5.7 The Secretary must, within 28 days after receipt of the amounts referred to in rule 5.6, enter the applicant's name in the register of members.
- 5.8 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.
- 5.9 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.
- 5.10 A right, privilege, or obligation of a person by reason of membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- 5.11 The entrance fee is the relevant amount set out in Appendix 4.
- 5.12 The annual subscription is the relevant amount set out in Appendix 4 and is payable in advance on or before 1 January in each year. The Board may extend this time of payment for some or all members.

6 Register of members

- 6.1 The Secretary must keep and maintain a register of members containing:
 - (a) the name and address of each member and date of admission to membership – for each current member; and

- (b) the name, date of admission to membership and date on which a person stopped being a member – for each person who ceased to be member in the past 7 years.
- .
- 6.2 The Secretary must remove all information about former members within 14 days of the individual ceasing to be a member other than that specified in rule 6.1(b)
 - 6.3 The Association must give members access to the register of members in accordance with the Act and these Rules.

7 Ceasing membership

- 7.1 A person ceases to be a member of the Association on:
 - (a) resignation;
 - (b) expulsion in accordance with rule 8.1(b);
 - (c) the Board deeming, in their sole discretion, the member to be an untraceable member because the person has not responded to correspondence within 60 days; or
 - (d) death.
 - (e)

8 Discipline, suspension and expulsion of members

- 8.1 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:
 - (a) suspend that member from membership of the Association for a specified period; or
 - (b) expel that member from the Association.
- 8.2 A resolution of the Board under rule 8.1 does not take effect unless:
 - (a) at a meeting held in accordance with rule 8.3, the Board confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 8.3 A meeting of the Board to confirm or revoke a resolution passed under sub-rule 8.2(a) 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 8.4.

- 8.4 For the purposes of giving notice in accordance with rule 8.3, the President must, as soon as practicable, cause to be given to the member a written notice:
- (a) setting out the resolution of the Board and the grounds on which it is based; and
 - (b) 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
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following:
 - (i) attend that meeting;
 - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) 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.
- 8.5 At a meeting of the Board to confirm or revoke a resolution passed under rule 8.1, the Board must:
- (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- 8.6 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.
- 8.7 If the President receives a notice under rule 8.6, 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.
- 8.8 At a general meeting of the Association convened under rule 8.7:
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and

(d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

8.9 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.

9 Disputes and mediation

9.1 The grievance procedure set out in this rule applies to disputes under these Rules between:

- (a) a member and another member; or
- (b) a member and the Association.

9.2 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.

9.3 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.

9.4 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Association; or
 - (ii) 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).

9.5 A member of the Association can be a mediator.

9.6 The mediator cannot be a member who is a party to the dispute.

9.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

9.8 The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and

- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 9.9 The mediator must not determine the dispute.
- 9.10 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.

10 Annual general meetings

- 10.1 The Board may determine the date, time and place of the annual general meeting of the Association.
- 10.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 10.3 The ordinary business of the annual general meeting shall be to:
- (a) confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) receive from the Board reports upon the activities of the Association during the last preceding financial year; and
 - (c) elect the members of the Board; and
 - (d) receive the statement submitted by the Association in accordance with section 100(1) of the Act.
- 10.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

11 Special general meetings

- 11.1 In addition to the annual general meeting, any other general meetings may be held in the same year.
- 11.2 All general meetings other than the annual general meeting are special general meetings.
- 11.3 The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- 11.4 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.
- 11.5 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.
- 11.6 The request for a special general meeting must:

- (a) state the objects of the meeting; and
- (b) be signed by the members requesting the meeting; and
- (c) be sent to the address of the Secretary.

11.7 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 Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than three months after that date.

11.8 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.

12 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.

13 Notice of general meetings

13.1 The Secretary 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.

13.2 Notice may be sent:

- (a) by prepaid post to the address appearing in the register of members; or
- (b) by facsimile transmission or electronic transmission.

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

13.4 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 ensure that such business is included in the notice calling the next general meeting.

14 Quorum at general meetings

14.1 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.

- 14.2 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.
- 14.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
- (a) in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
 - (b) 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.
- 14.4 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.

15 Presiding at general meetings

- 15.1 The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- 15.2 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.

16 Adjournment of meetings

- 16.1 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.
- 16.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 16.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 13.
- 16.4 Except as provided in rule 16.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

17 Voting at general meetings

- 17.1 Upon any question arising at a general meeting of the Association, a member has one vote only.
- 17.2 Questions arising for determination (other than a special resolution) will be decided by a majority of votes cast (unless otherwise provided in these Rules).

- 17.3 All votes by a natural person must be given personally or by proxy in accordance with Rule 20. A person may not hold more than two proxies.
- 17.4 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.
- 17.5 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.
- 17.6 The following persons are not entitled to vote on any resolutions that relate to the election or removal of a Board member:
- (a) members who are employees;
 - (b) family members of members who are employees;
 - (c) any German Government Agency Seconded; and
 - (d) family members of a German Government Agency Seconded.

18 Poll at general meetings

- 18.1 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.
- 18.2 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.

19 Manner of determining whether resolution carried

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

- 19.1 a declaration by the Chairperson that a resolution has been:
- (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost; and
- 19.2 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.

20 Proxies

- 20.1 Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 20.2 The notice appointing the proxy must be:
- (a) for a meeting of the Association convened under rule 8.7, in a form substantially similar to Appendix 2; or
 - (b) in any other case, in a form substantially similar to Appendix 3.

21 Board of Management

- 21.1 The affairs of the Association shall be managed by the Board of Management.
- 21.2 The Board:
- (a) is responsible for the governance of the Association and furthering the Purpose; and
 - (b) may, subject to these Rules and the Act, 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
 - (c) subject to these Rules and the Act, 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.
 - (d) The Board cannot remove a Board member or an auditor.
- 21.3 The Board may delegate any of its powers to one or more Board members, the Principal, a sub-committee, an employee or any other person.
- 21.4 The Board may specify terms of the delegation (including the power to further delegate) and revoke a delegation.
- 21.5 Board members must comply with any duties imposed on them by the Act and with the duties described in governance standard 5 of the ACNC Legislation.

22 Board members' interests

- 22.1 Guidelines and procedures for the identification and management of conflicts of interest for all responsible persons of the Association (within the meaning of that term under ETRR 2017), are recorded in the Board's conflict of interest policy, as amended from time to time.
- 22.2 A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest and the relation of the interest to the activities of the Association:

- (a) to the Board – as soon as the Board member becomes aware of the interest; and
- (b) to the members – at the next general meeting.

23 Board members

- 23.1 The Board shall consist of a minimum of five and a maximum of ten ordinary members, elected at a general meeting of the Association.
- 23.2 The Board may invite a maximum of 4 permanently invited guests appointed under rule 27.3, 27.4 and 27.5 at any time. A permanent guest may attend and speak at Board meetings but is not a Board member and may not vote
- 23.3 The number of ordinary members to be elected under rule 23.1 will be determined by the Board before the general meeting of the Association. Each Board member shall hold office until the second annual general meeting next after the date of his or her election but is eligible for re-election. Permanently invited guests serve a 1-year term.
- 23.4 In the event of a casual vacancy occurring in the office of a member of the Board, 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 first annual general meeting following the date of the appointment.

24 Eligibility

- 24.1 Any natural person committed to the Purpose is eligible to be a Board member provided the person:
 - (a) is a member;
 - (b) has consented in writing to be a Board member;
 - (c) is not a student of the School;
 - (d) is not an employee or a family member of an employee of the Association;
 - (e) is not a member of the School's Parent Representative Committee, or equivalent (if any);
 - (f) is not a German Government Agency Secondee or a family member of a German Government Agency Secondee;
 - (g) is a "fit and proper person" within the meaning of Schedule 4 of the ETRR 2017;
 - (h) is not and has not been a registrable offender for the purpose of *the Sex Offenders Registration Act 2004* (Vic) (or any equivalent provision under similar legislation);

- (i) has a current working with children clearance for the purpose of the *Worker Screening Act 2020 (Vic)* (or any equivalent provision under similar legislation);
- (j) has not been refused a working with children clearance or given a working with children exclusion for the purpose of the *Worker Screening Act 2020 (Vic)* (or any equivalent provision under similar legislation); and
- (k) the person is not ineligible to be a Board member under:
 - (i) the Corporations Act; or
 - (ii) the ACNC Legislation.

(Eligible Person)

25 Election of Board members

- 25.1 The Board may call a general meeting for election of members of the Board to fill any casual vacancies or any positions that have not been filled at the most recent annual general meeting.
- 25.2 Nominations of candidates for election as Board members must be:
 - (a) 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
 - (b) delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the relevant general meeting.
- 25.3 The Secretary must review the nominations and confirm that the nominees are Eligible Persons. Those nominees who the Secretary confirms are Eligible Persons will become candidates.
- 25.4 If there are insufficient candidates to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected.
- 25.5 If the number of candidates is equal to the number of vacancies to be filled, the candidates nominated shall be deemed to be elected.
- 25.6 If the number of candidates exceeds the number of vacancies to be filled, a ballot must be held.
- 25.7 The ballot for the election of members of the Board must be conducted at the relevant general meeting in such manner as the Board may direct.

26 Vacancies

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

- 26.1 ceases to be a member of the Association;

- 26.2 becomes insolvent under administration within the meaning of the *Interpretation of Legislation Act 1984* (Vic);
- 26.3 resigns from office by notice in writing given to the Board;
- 26.4 is absent for three consecutive meetings of the Board without reasonable excuse or leave of the Board to be absent;
- 26.5 dies, or becomes subject to a Court order to receive treatment or have their finances managed by another person due to being of unsound mind or having a mental illness;
- 26.6 are directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of the interest as required by the Act;
or
- 26.7 becomes ineligible to be a Board member under:
 - (a) the *Corporations Act 2001* (Cth); or
 - (b) the ACNC Legislation; or
- 26.8 is removed by the Association at a general meeting pursuant to rule 32.

27 Meetings of the Board

- 27.1 The Board must meet at least three times in each year at such place and such times as the Board may determine.
- 27.2 Special meetings of the Board may be convened by the President, by any 4 members of the Board or the representative of the Honorary Consul General of the Federal Republic of Germany in Melbourne.
- 27.3 A representative of the Honorary Consul General of the Federal Republic of Germany in Melbourne is invited as a permanent guest to all meetings. The representative should be nominated for one year by the Honorary Consul General of the Federal Republic of Germany in Melbourne before each annual general meeting.
- 27.4 The appointed Principal (if any) and the appointed Business Manager (if any) of the school operated by the Association are invited as permanent guests to all meetings.
- 27.5 Subject to rule 23.2, the Board may invite permanent guests to the meetings.
- 27.6 All meetings of the Association and its Board shall be conducted in German and minuted. Meetings can be conducted in English or bi-lingually if the majority of participants wish to do so and may be minuted in English or bilingually.
- 27.7 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.

28 Notice of Board meetings

- 28.1 Written notice of each Board meeting must be given to each member of the Board, the Secretary, the Principal, the Business Manager and the Honorary Consul General of the Federal Republic of Germany in Melbourne or their representative at least five business days before the date of the meeting.
- 28.2 Written notice must be given to members of the Board, the Secretary, the Principal, Business Manager and the Honorary Consul General of the Federal Republic of Germany in Melbourne or their representative 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.

29 Quorum for Board meetings

- 29.1 Sixty per cent of elected members of the Board under rule 23.1 constitutes a quorum for the conduct of the business of a meeting of the Board.
- 29.2 No business may be conducted unless a quorum is present.
- 29.3 If within half an hour of the time appointed for the meeting a quorum is not present:
- (a) in the case of a special meeting - the meeting lapses;
 - (b) in any other case - the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 29.4 The Board may act notwithstanding any vacancy on the Board.

30 Presiding at Board meetings

At meetings of the Board:

- 30.1 the elected Chairperson or, in the elected Chairperson's absence, the President or, in the President's absence, the Vice-President presides; or
- 30.2 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.

31 Voting at Board meetings

- 31.1 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.

- 31.2 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.
- 31.3 A question arising at a Board meeting is to be decided by a majority of votes of Board members present and entitled to vote.
- 31.4 A Board resolution relating to Government Funding from a German Government Agency will have no effect unless the proposed resolution has the written approval of the Honorary Consul General of the Federal Republic of Germany in Melbourne or their representative.

32 Resolutions without meetings

- 32.1 A Board resolution may be passed without a meeting if a majority of the Board members entitled to vote on the resolution sign a notice stating that they are in favour of the resolution.
- 32.2 The resolution is passed at the time when the last Board member necessary to constitute a majority of Board members in favour of the resolution signs.
- 32.3 For the purpose of this rule:
- (a) the notice must include the wording of the resolution;
 - (b) the notice may be distributed by any means;
 - (c) separate copies of the notice may be signed; and
 - (d) the resolution fails if it has not achieved consent by a majority of Board members within 14 days after the notice was given.
- 32.4 Resolutions without meetings must be recorded in the minutes of the next Board meeting.

33 Removal of Board member

- 33.1 The Association in general meeting may, by resolution, remove any member of the Board before the expiration of the member's term of office.
- 33.2 A member who is the subject of a proposed resolution referred to in rule 33.1 may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 33.3 The Secretary 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.

34 Minutes of meetings

- 34.1 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.
- 34.2 The Board must ensure that signed minutes of each general meeting are provided to the Honorary Consul General of the Federal Republic of Germany in Melbourne or their representative as soon as practicable after the relevant general meeting.

35 Sub-committees

- 35.1 The Board may appoint sub-committees.
- 35.2 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.
- 35.3 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.
- 35.4 Sub-committees must provide written minutes of every meeting to the Board for its next meeting.
- 35.5 Sub-committees are not allowed to keep separate financial books.

36 Office bearers, Secretary, Treasurer and Principal

- 36.1 Office bearers
- (a) At the first Board meeting after each annual general meeting and from time to time as required, the Board members must appoint a President, a Vice-President and a Treasurer and may appoint any other office bearers they deem fit from among the Board.
 - (b) Office bearers of the Association hold office until the end of the Board meeting held after the first annual general meeting following their appointment.
 - (c) An office bearer may be appointed for more than one successive term.
 - (d) The Board members may remove or suspend a person from holding any office bearer position by resolution passed at a Board meeting provided:
 - (i) the resolution is passed by not less than two-thirds of the Board members present; and

- (ii) at least 21 days' notice in writing of the resolution has been given to the Secretary and to the person who is the subject of the resolution.

36.2 Secretary

- (a) The Board must appoint at least one Secretary, who may also be a Board member.
- (b) A person may not be appointed as Secretary unless the person:
 - (i) consents in writing to being appointed as Secretary;
 - (ii) is at least 18 years of age; and
 - (iii) is resident in Australia.
- (c) The Secretary may attend and speak at all Board meetings and general meetings but may not vote at Board meetings unless the Secretary is also a Board member.
- (d) The Board may suspend or remove a Secretary.
- (e) The Secretary must give the Registrar notice of their appointment within 14 days of their appointment.
- (f) The Board must fill any vacancy in the office of Secretary within 14 days of the vacancy arising.

36.3 Treasurer

- (a) The Treasurer must:
 - (i) ensure that the financial records of the Association are kept in accordance with the requirements of the Act and the ACNC Legislation; and
 - (ii) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- (b) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Association.

36.4 Principal

- (a) The Board must appoint a Principal for a term, at the remuneration and on the conditions that it deems fit.
- (b) The Principal must be a "fit and proper person" within the meaning of Schedule 4 of the ETRR 2017.

(c) Subject always to the requirements of Australian law, including the ETA 2016, the ETRR 2017, the AEA 2013 and the AER 2013, the Principal may be a German Government Agency Secondee, in which case their rights and duties, particularly their involvement in personnel decisions made by the Board, are as set out in the principal's employment contract (Dienstvertrag) and the following German laws:

- (i) the Service Regulations (Dienstordnung);
- (ii) the School Regulations (Schulordnung); and
- (iii) the Conference Regulations (Konferenzordnung).

36.5 German Government Agency Secondee

A German Government Agency may appoint a German Government Agency Secondee to serve at the School subject to the terms of an agreement from time to time between the Association and the German Government Agency.

37 Indemnities and insurance

37.1 The Association indemnifies every present and past office holder to the full extent permitted by law against all losses and liabilities incurred as a result of their position as an office holder of the Association.

37.2 This indemnity:

- (a) is a continuing obligation and is enforceable even if the person has ceased to be an office holder of the Association; and
- (b) is not subject to any requirement to first incur an expense or make a payment.

37.3 The Association may, to the extent permitted by law, pay or agree to pay a premium in respect of a contract insuring its office holders.

37.4 Nothing in this rule 37 limits the Association's ability to indemnify or pay for insurance for any person not expressly covered by this rule.

38 Funds

38.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Board.

38.2 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

39 Common Seal

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

- 39.2 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.

40 Notice to members

Except for the requirement in rule 13, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by:

- 40.1 delivering the notice to the member personally; or
- 40.2 sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- 40.3 facsimile transmission; or
- 40.4 electronic transmission.

41 Closure of the School or winding up, deregistration or dissolution of the Association

41.1 General

The Association may only be wound up in accordance with the Act.

41.2 Distribution of assets on closure of the School or the winding up, deregistration or dissolution of the Association

- (a) On the closure of the School or the winding up, deregistration or dissolution of the Association, any Government Funding from a German Government Agency, must be returned to the German Government Agency, if required by the terms of the grant.

School assets

- (b) If on the closure of the School or the winding up, deregistration or dissolution of the Association there is a surplus of:
- (i) School assets (being assets that relate to, or are generated in, the conduct of the School) remaining after satisfying all the School's liabilities and expenses, the surplus must:
- (A) not be paid or distributed to a member in their capacity as a member; and
- (B) be used to provide education services to children of compulsory school-age; or
- (C) be given or transferred to an entity or entities that is charitable at law and which:

- (I) provide educational services to children of compulsory school-age; or
- (II) has charitable purposes similar to the Purpose(s); and
- (III) prohibits the distribution of profit or gain to its members in their capacity as members.

Non-School assets

- (c) If on the winding up, deregistration or dissolution of the Association, there is a surplus of non-School assets remaining after satisfying all the Association's liabilities and expenses, then after complying with rule 41.2(b) the surplus must:
 - (i) not be paid or distributed to a member in their capacity as a member; and
 - (ii) be given or transferred to an entity or entities that is charitable at law which:
 - (A) provides educational services to school-age children; or
 - (B) has a charitable purpose similar to the Purpose(s).
- (d) The identity of the recipient entity or entities under rule 41.2(b)(i)(C) or 41.2(c)(ii) will be decided by resolution of the members on or before any closure, winding up, deregistration or dissolution. If the members fail to decide:
 - (i) on the closure of the School, the identity of the recipient entity or entities may be determined by the Board; or
 - (ii) on the winding up, deregistration or dissolution of the Association, the identity of the recipient entity or entities must be determined by application to the Supreme Court in the State of Victoria.

41.3 .

42 Custody and inspection of books and records

- 42.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 42.2 Members may not have access to the accounts, books, securities and any other relevant documents of the Association, unless otherwise permitted by these Rules, the Act or the Board.
- 42.3 Members may on request inspect:

- (a) the register of members;
 - (b) the minutes of general meetings; and
 - (c) these Rules.
- 42.4 Unless otherwise permitted under the Act, the Board may refuse any request to inspect books and records of the Association where:
- (a) the records relate to confidential, personal, employment, commercial or legal matters; and/or
 - (b) allowing the request would be prejudicial to the interests of the Association.
- 42.5 Unless the purpose for which the information is used or disclosed is otherwise expressly permitted by these Rules or by law, members must not:
- (a) use information obtained about another person from the Register to contact or send materials to the other person; or
 - (b) disclose information obtained about a person from the Register knowing that the information is likely to be used to contact or send materials to the other person;
- 42.6 If the Association provides access to these Rules on the Association's website or the ACNC website, the Board will be deemed to have allowed a member to inspect and copy these Rules, unless the member informs the Association that they are unable to access the Rules on either website.
- 42.7 A member must be given a copy of these Rules and minutes of general meetings within one month of the Association receiving a request by the member at no cost to the members.

43 Public Funds and Library Fund

43.1 General

- (a) The Association has established and maintains the:
 - (i) Deutsche Schule Melbourne Building Fund ("**School Building Fund**") for the purpose of providing money for the acquisition, construction or maintenance of a school building; and
 - (ii) Deutsche Schule Melbourne Scholarship Fund ("**Scholarship Fund**") for the purpose of providing money for scholarships, bursaries or prizes.

(also collectively referred to as "**Public Funds**")

- (b) The Association has established and maintains the Deutsche Schule Melbourne Library Fund for the purpose of a public library (“**Library Fund**”).

43.2 Administration of the Public Funds and the Library Fund

Public Funds and the Library Fund

- (a) Gifts and deductible contributions to the School Building Fund and the Scholarship Fund and any money received by the Association because of those gifts must be deposited into, and stored in, separate bank accounts to the other funds of the Association (and to each other) and may only be used for the purpose of the School Building Fund, or Scholarship Fund (as the case may be).
- (b) Gifts and deductible contributions to the Library Fund and any money received by the Association because of those gifts must be kept clearly separate from any other money or property of the Association and may only be used for the purpose of the Library Fund.
- (c) No monies or assets of the Public Funds or the Library Fund may be distributed to members or Board members of the Association or members of the management committee, except as reimbursement of out-of-pocket expenses incurred on behalf of the Public Funds or the Library Fund or proper remuneration for administrative services.
- (d) The Commissioner of Taxation must be notified of any proposed amendments or alterations to provisions for the Public Funds and the Library Fund, to assess the continuing Deductible Gift Recipient status of the Public Funds and the Library Fund.
- (e) Receipts for gifts or deductible contributions to the Public Funds and Library Fund must state:
 - (i) the name of the relevant Public Fund or Library Fund;
 - (ii) the Australian Business Number of the Association;
 - (iii) the fact that the receipt is for a gift or deductible contribution made to a Public Fund or Library Fund; and
 - (iv) any other matter required to be included on the receipt pursuant to the requirements of the ITAA 1997.
- (f) The Association must comply with any rules that the Commissioner of Taxation makes to ensure that gifts and deductible contributions made to the Public Funds and the Library Fund will only be used for the Association’s Purpose and the purpose of the relevant Public Fund or Library Fund.

Public Funds

- (g) The Public Funds must be administered by a management committee. The management committee may be, but is not required to be, comprised of the Board members. A majority of the management committee must, because of their tenure of some public office or their position in the community, have a degree of responsibility to the community as a whole.
- (h) The public must be invited to contribute to the Public Funds.

43.3 Winding-up, dissolution or revocation of a Public Fund or Library Fund

If a Public Fund or Library Fund is wound up, or if the endorsement of the Association as a Deductible Gift Recipient for the operation of a Public Fund or Library Fund is revoked, any surplus assets of the Public Fund or Library Fund remaining after the payment of liabilities attributable to it must be transferred to some other fund, authority or institution which:

- (a) is a Deductible Gift Recipient;
- (b) has objects similar to the objects of the relevant Public Fund or Library Fund; and
- (c) is charitable at law.

44 Interpretation

44.1 Definitions

In these Rules, unless the contrary intention appears:

ACNC means the Australian Charities and Not-for-profits Commission;

ACNC Legislation means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the *Australian Charities and Not-for-profits Commission (Consequential and Transitional) Act 2012* (Cth);

Act means the *Associations Incorporation Reform Act 2012* (Vic);

AEA 2013 means the *Australian Education Act 2013* (Cth);

AER 2013 means the *Australian Education Regulation 2013* (Cth);

Association means Deutsche Schule Melbourne Inc and is the proprietor of the School;

Board means the Board of Management of the Association;

Board member or **member of the Board** means any person occupying the position of a member of the Board under these Rules;

Business Manager means the person appointed to serve as the Business Manager (or any similar role or title) of the School from time to time;

Charity means a charity registered under the ACNC Legislation;

Corporations Act means the *Corporations Act 2001* (Cth);

Deductible Gift Recipient means an entity to which tax deductible gifts may be made pursuant to Division 30 of the ITAA 97;

Deutsche Auslandsschule means a German School Abroad recognised by the Kulturminister Konferenz and the Zentralstelle für Auslandsschulwesen;

Eligible Person means an eligible person under rule 24.1;

ETA 2016 means the *Education and Training Reform Act 2016* (Vic);

ETRR 2017 means the *Education and Training Reform Regulations 2017* (Vic);

financial year means the year ending on 31 December;

Foreign Office of Germany means the foreign ministry of the Federal Republic of Germany (Auswaertiges Amt);

general meeting means a general meeting of members convened in accordance with rule 13;

German refers to the German language not nationality;

German Government Agency means any government or any governmental, semi-governmental or administrative department, entity, agency, authority, commission, corporation or body (including those constituted or formed under any statute) where the department, entity, agency, authority, commission, corporation or body is subject to the control or direction of the Federal Republic of Germany or a State of the Federal Republic of Germany;

German Government Agency Seconded means an individual appointed by the German Government Agency pursuant to rule 36.5;

German Government Support means, at the relevant time, one or both of the following applies:

(a) the Association or the School has the status of Deutsche Auslandsschule; or

(b) the Association or the School receives Government Funding from a German Government Agency;

Government Funding means money provided for the conduct of the School under an agreement or arrangement with the State of Victoria, the Commonwealth of Australia or a German Government Agency;

Honorary Consul General of the Federal Republic of Germany in Melbourne means the individual appointed to that role from time to time;

invited guest means an invited attendee to Board meetings not being entitled to vote;

ITAA 97 means the *Income Tax Assessment Act 1997* (Cth);

Library Fund means the Deutsche Schule Melbourne Library Fund established under rule 43.1(b);

member means a person whose name has been entered in the register of members as a member of the Association in accordance with rule 5.7;

member of the Board means any person occupying the position of a member of the Board under these Rules;

Parent Representative Committee means the Parent Representative Committee of the School (if any) constituted from time to time;

President means the individual appointed to the role of President under rule 36.1(a);

Principal means the person appointed to serve as the Principal (or any similar role or title) of the School from time to time;

Prohibited Agreement or Arrangement has the meaning given to that term under the ETRR 2017;

Public Fund or **Public Funds** means the public fund(s) established under rule 43;

Purpose means the purpose set out in rule 2.2;

relevant documents has the same meaning as in the Act;

School means the school currently known as Deutsche Schule Melbourne (Association number A0047534X);

Scholarship Fund means the Deutsche Schule Melbourne Scholarship Fund established under rule 43.1(a)(ii);

School Building Fund the Deutsche Schule Melbourne Building Fund established under rule 43.1(a)(i);

Secretary means the individual appointed to the role of Secretary under rule 36.2;

Treasurer means the individual appointed to the role of Treasurer under rule 36.3; and

Vice-President means the individual appointed to the role of Vice-President under rule 36.1(a).

44.2 Interpretation

In these Rules:

- (a) if an expression in the Rules has a meaning in the Act, the meaning from the Act will apply to the expression (except where a contrary intention appears in these Rules); and

- (b) a reference to any legislation or to any provision of any legislation includes:
 - (i) any modification or re-enactment of it;
 - (ii) any legislative provision substituted for it; and
 - (iii) all regulations and statutory instruments issued under it.

Appendix 1 - Application for membership of Deutsche Schule Melbourne Inc

I, , of desire 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 Secunder

Date

Appendix 2 - Form of Appointment of proxy for meeting of Association Convened under Rule 8.7

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 8.7, 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 8.1).

.....
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

Fee	Amount
Entrance fee	\$0.00
Annual subscription fee	\$25.00