

## Notice of 33rd Annual General Meeting German School Johannes Gutenberg, Limited by Guarantee ACN 003 484 204 (**Company**)

**Notice** is given that the 33rd annual general meeting of the Company will be held at:

Location	33 Myoora Road, Terrey Hills
Date	Thursday, 30 <sup>th</sup> July 2020
Time	7.30 pm

**Attached** are:

- the agenda for this annual general meeting (**AGM**)
- the minutes of the last AGM
- the proxy form.

At the AGM, members will have the opportunity to:

- find out about the Company's operations and finances
- ask questions about the operations and finances of the Company
- speak about any items on the agenda
- vote on the resolutions set out in the agenda.

### **Information regarding meeting facilities and online participation**

Due to the continuing potential health risks created by the COVID-19 pandemic, the AGM will be held as 'hybrid' meeting which means that instead of attending the AGM in person at the above address, members will be able to participate in a live webcast of the AGM online and will be able to ask questions and participate in discussions through the webcast function. **However, voting will not be possible by electronic means.** Therefore, all members who wish to participate in the AGM online will need to lodge a proxy in advance of the AGM. Instructions on completion and lodgement of proxy forms is set out in the enclosed proxy form.

A link to the online meeting facility and more information regarding participation in the AGM online will be sent to all members in due course.

Any members who may wish to physically attend the AGM should be mindful of social distancing requirements and any other restrictions regarding COVID-19 which might be in force at the time of the AGM. In order for the Company to ensure that sufficient space is available, all members wishing to attend the AGM in person will need to register their attendance no later than July 28 [via this registration form](#).

Prior to entering the AGM venue all members attending in person are required to confirm that the below conditions are satisfied:

- They have not travelled overseas or been in contact with someone who has returned from overseas within the last 14 days.
- They have not been in contact with anyone who has been tested for or diagnosed with COVID19 within the last 14 days.
- They and anyone living in their household are not showing any cold or flu like symptoms.

If not all of the above can be confirmed, the relevant member will not be allowed to enter the AGM venue. We therefore recommend that all members attending in person submit a valid proxy form in advance of the meeting to ensure that their votes are counted in case they are not allowed to attend the meeting in person.

**Members attending in person are requested to arrive no later than 7:15 pm** as the arrival and registration process at the meeting venue may take longer than usual due to the current social distancing restrictions and health guidelines.

At the AGM, members will be asked to vote on the resolutions set out in the agenda, including the resolutions further detailed below:

## Ordinary Business

### Financial statements and reports

To receive and consider the Company's financial reports and the reports of the directors and the auditor for the financial year ended 31 December 2019 and, if thought fit, to pass the following resolution as an ordinary resolution.

1. "That the Company's financial reports and the reports of the directors and the auditor for the financial year ended 31 December 2019 be approved."

### Re-election and election of directors

To consider and, if thought fit, to pass each of the following resolutions as an ordinary resolution:

2. "That **Martina Link**, who was appointed as a director of the Company under rule 26.4 of the Company's constitution on 4 February 2020, ceases to be a director under rule 26.5 of the Company's constitution, and being eligible, be re-elected as a director of the Company."
3. "That **Olaf Pietschner**, who retires by rotation under rule 26.9 of the Company's constitution, and being eligible, be re-elected as a director of the Company."
4. "That **Bernd Winter**, who retires by rotation under rule 26.9 of the Company's constitution, and being eligible, be re-elected as a director of the Company."
5. "That **Jennifer Gilmore**, who retires by rotation under rule 26.9 of the Company's constitution, and being eligible, be re-elected as a director of the Company."

6. "That **Tammie Christie**, who retires by rotation under rule 26.9 of the Company's constitution, and being eligible, be re-elected as a director of the Company."
7. "That **Angelika Yates**, who retires by rotation under rule 26.9 of the Company's constitution, and being eligible, be re-elected as a director of the Company."
8. "That **Julia Erben**, who has submitted a valid Candidacy Notice under rule 26.7 of the Company's constitution for the portfolio "*PR, Marketing and Events*", be elected as director of the Company."
9. **EITHER:**
  - (a) "That **Nicole Bruell** who has submitted a valid Candidacy Notice under rule 26.7 of the Company's constitution for the portfolio "*Pedagogical*", be elected as director of the Company."**OR:**
  - (b) "That **Alison Totterdell** who has submitted a valid Candidacy Notice under rule 26.7 of the Company's constitution for the portfolio "*Pedagogical*", be elected as director of the Company."

**Note:** Information about each candidate appears in the Explanatory Memorandum. With respect to the resolutions in item 9(a) and 9(b), the Directors have defined the election process in accordance with rule 26.8 of the Company's constitution which is described in the Explanatory Memorandum.

### **Appointment of auditor**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

10. "That **SDJA** be appointed as auditor of the Company."

Dated: 7 July 2020

By order of the Board

**Olaf Pietschner**  
Chair



## Further information

### Right to vote

A member can vote at the Meeting: in person, by proxy or by attorney.

### Proxies

A member entitled to attend and cast a vote at the meeting is entitled to appoint a proxy to attend and vote for the member. The person appointed as proxy may, but does not need to be, a member of the Company. A proxy form accompanies this notice.

An instrument of proxy in which the name of the appointee is not filled in is taken to be given in favour of the Chair.

If the member does not instruct its proxy on how to vote, the proxy may, subject to any restrictions to the voting of undirected proxies outlined below, vote as he or she sees fit at the meeting.

Please refer to the enclosed proxy form for instructions on completion and lodgement. Where the proxy form is executed under a power of attorney, the original or an attested copy of the power of attorney or other authority (if any) under which it is signed MUST also be lodged with the Company at together with the proxy form.

### How the Chair will vote undirected proxies

The Chair will vote undirected proxies on, and in favour of, all the proposed resolutions

### Lodgement of proxy forms, powers of attorney and authorities

The appointment of a proxy or attorney for the meeting is not effective unless the instrument appointing the proxy or attorney, and the original or an attested copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the Company **at least 48 hours before the meeting (i.e. no later than 7:30 pm on Tuesday, 28 July 2020)**. Any forms received after that time will be invalid.

Proxy forms may be lodged:

- IN PERSON** German International School Sydney  
33 Myoora Road, Terrey Hills, NSW 2084
- BY MAIL** German International School Sydney, Attn: Kristian Wolf  
33 Myoora Road, Terrey Hills, NSW 2084
- BY EMAIL** [AGM@giss.nsw.edu.au](mailto:AGM@giss.nsw.edu.au)



## Explanatory Memorandum

This Explanatory Memorandum accompanies the Notice of 33<sup>rd</sup> Annual General Meeting of the Company (**Notice**) to be held at German International School Sydney, 33 Myoora Road, Terrey Hills, NSW 2084.

This Explanatory Memorandum has been prepared to assist members in determining how to vote on the resolutions set out in the Notice and is intended to be read in conjunction with the Notice.

A German translation of the Notice of Meeting and this Explanatory Memorandum can be made available upon request.

### Financial statements and reports

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires that the report of the directors, the auditor's report and the financial report be laid before the annual general meeting.

The annual report will be made available to all members upon completion of the audit.

### Resolution 1: Approval of financial reports

Members will be given reasonable opportunity at the meeting to raise questions and make comments on these reports and will be asked to pass a resolution approving these reports.

### Resolution 2: Re-election of Martina Link

**Martina Link** was appointed as a director of the Company under rule 26.4 of the Company's constitution on 4 February 2020 and is currently responsible for the portfolio "School Community, Parent & Alumni Relations". Martina Link ceases to be a director under rule 26.5 of the Company's constitution and stands for re-election.

Martina is a Physiotherapist and Health Coach and has been running her own business for more than eight years. She has experience in many areas of holistic health and wellbeing with a focus on psychosomatic health coaching and therapy. Martina has been actively involved as a PRC member at GISS since 2012 and has been involved in numerous projects ranging from conducting dance lessons to help finance our GISS sandpit, organising our 25th anniversary Gala Ball, to assisting with coordinating numerous Christmas Markets and bringing awareness of student wellbeing to GISS through the 'Kids Matter' concept and the 'Sugar Movie' project.

### Directors' recommendation

The Board supports the re-election of Martina Link as a director.



### **Resolution 3: Re-election of Olaf Pietschner**

**Olaf Pietschner** retires from office under rule 26.9 of the Company's constitution and stands for re-election. Olaf Pietschner has been acting as the Chair of the Board since 2 June 2020 and as such does not have a particular portfolio responsibility. He was first elected as a director on 17 May 2016 and appointed Deputy Chair on the 22 May 2018.

Olaf is the Chief Executive Officer and Managing Director of Capgemini in Australia and New Zealand. He has over 25 years experience in consulting, technology and transformation which includes executive roles in the Energy, Media and Automotive sectors.

#### **Directors' recommendation**

The Board supports the re-election of Olaf Pietschner as a director.

### **Resolution 4: Re-election of Bernd Winter**

**Bernd Winter** retires from office under rule 26.9 of the Company's constitution and stands for re-election. He acted as the Chair of the Board for six years until 2 June 2020 and was first elected as a director on 15 May 2012. Bernd Winter currently acts as the Deputy Chair and has assumed the portfolio of *Facilities & Campus Development*.

Having cut his teeth in international lifestyle publishing and advertising at Jahreszeiten in Hamburg and Saatchi&Saatchi Frankfurt, Bernd founded in 1987 and continues to lead Australia's award-winning comms Agency DDI as well as chairing his wife's design retail operation top3 by design.

#### **Directors' recommendation**

The Board supports the re-election of Bernd Winter as a director.

### **Resolution 5: Re-election of Jennifer Gilmore**

**Jennifer Gilmore** retires from office under rule 26.9 of the Company's constitution and stands for re-election. Jennifer currently is responsible for the portfolio "*Human Resources*" and was first elected as a director on 22 May 2018.

Jennifer is a freelance Human Resources Consultant and Coach. She has a Master's degree in Employment Relations and has more than 20 years of experience in human resource management with significant time in the education sector. She was previously a director and Chairperson in the board of a childcare service running three centres.

#### **Directors' recommendation**

The Board supports the re-election of Jennifer Gilmore as a director.



#### **Resolution 6: Re-election of Tammie Christie**

**Tammie Christie** retires from office under rule 26.9 of the Company's constitution and stands for re-election. Tammie is currently responsible for the portfolio "*Strategy and Governance*" and was first elected as a director on 22 May 2018.

Tammie is a Senior Leader at Westpac Banking Corporation where she is the Head of Risk Assurance and Prudential Governance. She is responsible for and experienced in creating and implementing large scale transformation and developing and managing large and high performing teams. Tammie has over 20 years of experience in the Australian financial services industry with a focus on Governance, Risk and Regulations.

#### **Directors' recommendation**

The Board supports the re-election of Tammie Christie as a director.

#### **Resolution 7: Re-election of Angelika Yates**

**Angelika Yates** retires from office under rule 26.9 of the Company's constitution and stands for re-election. Angelika is currently responsible for the portfolio "*Compliance and Legal Matters*" and was first elected as a director on 16 May 2015.

Angelika is an experienced corporate lawyer, holding dual qualifications in German and Australian law. She is a Partner at Addisons, a leading commercial law firm in Sydney, and has a special focus on advising German clients on their investments and day to day business operations in Australia. Angelika's experience spans more than 20 years practising at leading firms in Australia, Germany and the UK, including Andersen Legal in Sydney, Pinsent Masons in London and Luther in Germany.

#### **Directors' recommendation**

The Board supports the re-election of Angelika Yates as a director.

#### **Resolution 8: Election of Julia Erben**

**Julia Erben** has submitted a valid Candidacy Notice under rule 26.7 of the Company's constitution for the portfolio "*PR, Marketing and Events*".

Julia fell in love with Australia in 2008 during a sabbatical from her management career in the media sector in Germany, where she worked among others as Publishing Director, Special Editions at the Financial Times Deutschland and leading magazine publishing house, Gruner + Jahr. In Sydney, she applied her experience in marketing, content and brand management as Portfolio Director of a group of industry events within global exhibitions organiser, Reed Exhibitions, and became an Australian citizen in 2015.

Julia has a passion for bringing together people for a joint cause, and creating offers that truly benefit them. For our school, she hopes to foster an awareness of the special learning and multicultural philosophy of GISS, both to existing and future families and hopes to support the board and management team in creating events and campaigns that showcase our spirit in the most enticing and effective way.



## Directors' recommendation

The Board supports the election of Julia Erben as a director.

### Resolution 9: Election of Nicole Bruell or Alison Totterdell

**Nicole Bruell and Alison Totterdell** have both submitted a valid Candidacy Notice under rule 26.7 of the Company's constitution for the portfolio "Pedagogical".

**Nicole Bruell:** Since January 2006, Nicole has had, at any given time, at least two children attending the school, at times even up to four. Three of them graduated with the IB in 2015, 2017 and 2018, respectively and two are currently in Year 10 and Year 6. She has therefore gained extensive knowledge of the GISS curriculum in primary and secondary school and the IB requirements and challenges, extending to the bilingual IB and the GIB. She also tutors mainly high school students at GISS in Maths, English SL, German, Chemistry and IB Biology. Nicole also served on the PRC for several years and hosted three GISS interns in her home. She is acquainted with many GISS staff and parents and is fully bilingual in German and English.

Nicole holds a PhD in Biochemistry and since 2016, after having changed paths, qualified as an ESL teacher with the Cambridge English Language Teaching for Adults (CELTA) certificate. She then taught English at an International Language College in Manly and has since been focusing on tutoring. Due to her varied teaching experience and having accompanied GISS in its development for the last 14 years, Nicole has gained unique insight into the school's strengths and weaknesses. Nicole expressed that all students should be supported by dedicated and experienced staff to achieve the best learning outcomes and that she would enjoy the chance to be part of GISS' future and further advance its pedagogical outcomes.

**Alison Totterdell** is an accredited teacher (NSW Education Standards Authority) with two years of experience in the educational sector. Prior to working in education, she worked extensively in the conservation and community sectors, attaining outcomes for both the environment as well as remote Aboriginal communities. Alison has experience in community engagement, working groups and both private and public stakeholder engagement.

Alison has a strong interest in the IB and MVP programs due to their academic rigour and emphasis on critical thinking and global contexts. She also has a strong interest in progressive and inclusive teaching, that is: the use of rich, open-ended tasks that incorporate problem-solving and cross-curriculum links; how STEM and ICT concepts and technologies can be used effectively for learning; and the development of intrinsic motivation in students. Alison an advocate for the principles of grounded design, that is, basing teaching practice on established theories and research.

Alison is a big supporter of GISS. She has three children at the school (oldest daughter in year 1 and twins in preschool), and she has been a part of the GISS community since she started attending playgroup with her oldest daughter. Alison states that GISS is a wonderful school, and that she would really appreciate the opportunity to contribute to the GISS Board moving forward.

If more than one person is eligible for election as director for the same portfolio, the election process will be defined by the existing Directors (see rule 26.8 of the Company's constitution).

The Directors have determined that the election process is as follows: The vote must be taken by poll and each member may **EITHER** vote on resolution 9(a) **OR** on resolution 9(b) but not on both





resolutions. The resolution with the most "for" votes will be considered as being passed, provided it has received more "for" than "against" votes. If the resolution with the most "for" votes should have received more "against" than "for" votes and the other resolution has received more "for" than "against" votes, the latter resolution will be considered as being passed. If both resolutions receive the same number of "for" votes and more "for" than "against" votes, the election will be repeated up to three times to achieve a decisive result. If in all three elections both resolutions achieve the same number of "for" votes and more "for" than "against" votes, the Chair will have a casting vote and may exercise that vote by drawing lots.

#### **Directors' recommendation**

The Board abstains from making a recommendation on resolution 9(a) and 9(b). If you have appointed the Chair as your proxy and not given a voting direction on resolution 9(a) or 9(b), the Chair will abstain from voting on these resolutions.

#### **Resolution 10: Appointment of auditor**

Sydney Based Leading Audit Specialists, **SDJA**, have been appointed by the Directors in November 2019 to be the auditor of the Company for the financial year ended 31 December 2019 and the appointment needs to be reconfirmed by the members of the Company.

SDJA is a progressive and dynamic firm aimed at providing cost effective, reliable and value-based audit solutions to the not-for-profit industry. They currently work with over 80 for-purpose organisations throughout New South Wales, including a number of education providers.

#### **Directors' recommendation**

The Board supports the appointment of SDJA as the auditor of the Company.