

**SPIELWELT GERMAN PARENTS  
ASSOCIATION INCORPORATED**

**OBJECTS AND RULES OF THE  
ASSOCIATION**

# **SPIELWELT GERMAN PARENTS ASSOCIATION INCORPORATED**

## **OBJECTS OF THE ASSOCIATION**

The objects of the Spielwelt German Parents Association Incorporated (“the Association”) are to:

- a) provide play-based educational programs for children and youths, aged 0-26 years;
- b) promote interest in, and understanding of, the German language, within their families and the community;
- c) ensure that a suitable educational environment is established and maintained by maintaining the affairs of the playgroups, playschool, and activities programs properly within the responsibility of the Association; and,
- d) operate in a non-profit manner; i.e., any profits are for the sole benefit of the Association.

# SPIELWELT GERMAN PARENTS ASSOCIATION INCORPORATED

## RULES OF THE ASSOCIATION

### Contents

<b>Part 1</b>	<b>Preliminary</b>	<b>5</b>
1	Interpretation	
<b>Part 2</b>	<b>Membership</b>	<b>7</b>
2	Membership qualifications	
3	Nomination for membership	
4	Membership entitlements not transferable	
5	Cessation of membership	
6	Resignation of membership	
7	Fee, subscriptions etc	
8	Members' liabilities	
9	Disciplining of members	
10	Right of appeal of disciplined member	
<b>Part 3</b>	<b>Committee</b>	<b>11</b>
11	Powers of Committee	
12	Constitution and membership	
13	Election of Committee members	
14	Secretary	
15	Finance Officer	
16	Vacancies	
17	Removal of Committee members	
18	Committee meetings and quorum	
19	Delegation by Committee to sub-committee	
20	Voting and decisions	

<b>Part 4</b>	<b>General meetings</b>	<b>16</b>
21	Annual general meetings—holding of	
22	Annual general meetings—calling of and business at	
23	General meetings—calling of	
24	Notice	
25	General meetings—procedure and quorum	
26	Presiding member	
27	Adjournment	
28	Making of decisions	
29	Voting	
30	Appointment of proxies	
<b>Part 5</b>	<b>Miscellaneous</b>	<b>21</b>
31	Funds—source	
32	Funds—management	
33	Alteration of objects and rules	
34	Common seal	
35	Custody of books	
36	Inspection of books	
37	Service of notice	
38	Surplus property	
<b>Appendix 1</b>		<b>23</b>
<b>Appendix 2</b>		<b>24</b>
<b>Appendix 3</b>		<b>25</b>

## Part 1

## Preliminary

### 1 Interpretation

In these rules, unless a contrary intention appears:

**Committee** means the Committee of the Association as referred to in Part 3 of these rules.

**financial year** means the year ending on December 31.

**member** means a member, however described, of the Association.

**Playschool** means the playschool known by the name 'German Australian Playschool'.

**playgroup** means the playgroups known by the names, 'Spiel und Spass', 'Spiel und Sport', 'Spiel und Sproessling' and any future German playgroups founded by this Association, and registered with the Playgroups Association.

**activities program** means the programs for children and their families, offering play-based activities run in German or for the purpose of teaching German; including school holiday programs.

**President** means the person holding office under these rules as the president of the Association; whose duties include the general management of the activities run by the Association, and presiding over its meetings.

**Enrolment Secretary** means the person holding office under these rules as the Enrolment Secretary of the Association; whose duties include receiving, approving and processing applications for children wishing to participate in the activities run by the Association; and safely storing a register of their details.

**Public Officer** means the person holding office under these rules as the Public Officer of the Association; whose duties include liaison with the Registrar General's Office.

**register of members** means the register of members which the Association is required to keep and maintain.

**Secretary** means the person holding office under these rules as Secretary of the Association or, if no such person holds that office, the public officer of the Association.

**the Act** means the *Associations Incorporation Act 1991*.

**the Regulation** means the *Associations Incorporation Regulation 1991*.

**the Territory** means the Australian Capital Territory.

*the Association* means the Spielwelt German Parents Association Incorporated.

**Application of Legislation Act 2001**

The *Legislation Act 2001* applies to these rules in the same way as it would if they were an instrument made under the Act.



and, on the name being so entered, the nominee becomes a member of the Association.

#### **4 Membership entitlements not transferable**

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

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

#### **5 Cessation of membership**

A person ceases to be a member of the Association if the person—

- (a) dies or, for a corporation, is wound up; or
- (b) resigns from membership of the Association; or
- (c) is expelled from the Association; or
- (d) fails to pay the child's term enrolment fees or renew membership of the Association.

#### **6 Resignation of membership**

- (1) A member is not entitled to resign from membership of the Association except in accordance with this section.
- (2) A member may resign from membership of the Association by giving notice in writing to the Secretary.

#### **7 Fee, subscriptions etc**

- (1) Term fees are the only fees charged by the Association, and constitute the enrolment fee for children attending the Playgroup, Playschool or Activity programs.
- (2) The amount to be paid for term fees will be set by the Committee, and will be calculated for each child attending the Playgroup, Playschool or Activity on the basis of the number of sessions they book to attend during a term.
- (3) Term fees are to be paid prior to the commencement of the term by a date specified by the Committee. Failure to pay the term fee by that date will result in a child ceasing to be enrolled at the Playgroup, Playschool or Activity unless prior approval for late payment has been obtained from the Finance Officer or President.

## **8 Members' liabilities**

The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the member in relation to membership of the Association as required by section 7.

## **9 Disciplining of members**

- (1) If the Committee is of the opinion that a member—
  - (a) has persistently refused or neglected to comply with a provision of these rules; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;the Committee may, by resolution—
  - (c) expel the member from the Association; or
  - (d) suspend the member from the rights and privileges of membership of the Association that the Committee may decide for a specified period.
- (2) A resolution of the Committee under subsection (1) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection (3), confirms the resolution in accordance with this section.
- (3) If the Committee passes a resolution under subsection (1), the Secretary must, as soon as practicable, serve a written notice on the member—
  - (a) setting out the resolution of the Committee and the grounds on which it is based; and
  - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the Committee at or before the date of that meeting written representations relating to the resolution.
- (4) Subject to the Act, section 50, at a meeting of the Committee mentioned in subsection (2), the Committee must—

- (a) give to the member mentioned in subsection (1) an opportunity to make oral representations; and
  - (b) give due consideration to any written representations submitted to the Committee by that member at or before the meeting; and
  - (c) by resolution decide whether to confirm or to revoke the resolution of the Committee made under subsection (1).
- (5) If the Committee confirms a resolution under subsection (4), the Secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 10.
- (6) A resolution confirmed by the Committee under subsection (4) does not take effect—
- (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
  - (b) if within that period the member exercises the right of appeal—unless and until the Association confirms the resolution in accordance with section 10 (4).

## **10 Right of appeal of disciplined member**

- (1) A member may appeal to the Association in general meeting against a resolution of the Committee that is confirmed under section 9 (4), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) On receipt of a notice under subsection (1), the Secretary must notify the Committee which must call a general meeting of the Association to be held within 21 days after the date when the Secretary received the notice or as soon as possible after that date.
- (3) Subject to the Act, section 50, at a general meeting of the Association called under subsection (2)—
- (a) no business other than the question of the appeal may be transacted; and
  - (b) the Committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (c) the members present must vote by secret ballot on the question of whether the resolution made under section 9 (4) should be confirmed or revoked.

- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 9 (4), that resolution is confirmed.

## **Part 3                      Committee**

### **11                      Powers of Committee**

The Committee, subject to the Act, the regulation, these rules, and to any resolution passed by the Association in general meeting—

- (a) controls and manages the affairs of the Association; and
- (b) may exercise all functions that may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in general meeting; and
- (c) has power to perform all acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

### **12                      Constitution and membership**

(1) The Committee consists of—

- (a) the President,
- (b) the Finance Officer,
- (c) the Secretary,
- (d) the Enrolment Secretary, and
- (e) the Public Officer.

each of whom must be elected under section 13 or appointed in accordance with subsection (4).

- (2) Each member of the Committee holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (3) If there is a vacancy in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

### **13                      Election of Committee members**

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

- (a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate on the form at Appendix 3; and

- (b) must be given to the Secretary of the Association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated may fill the other roles, or choose to wait until another nomination is received.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee are to be filled by those candidates already nominated.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of office-bearers and ordinary Committee members must be conducted at the annual general meeting in the way the Committee may direct.

#### **14 Secretary**

- (1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, notify the Association of his or her address.
- (2) The Secretary must keep minutes of—
  - (a) all elections and appointments of office-bearers and ordinary Committee members; and
  - (b) the names of members of the Committee present at a Committee meeting or a general meeting; and
  - (c) all proceedings at Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

#### **15 Finance Officer**

- (1) The Finance Officer of the Association must—
  - (a) collect and receive all amounts owing to the Association and make all payments authorised by the Association; and
  - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

## **16 Vacancies**

- (1) For these rules, a vacancy in the office of a member of the Committee happens if the member—
  - (a) dies; or
  - (b) ceases to be a member of the Association; or
  - (c) resigns the office; or
  - (d) is removed from office under section 17 (Removal of Committee members); or
  - (e) becomes an insolvent under administration within the meaning of the Corporations Act; or
  - (f) suffers from mental or physical incapacity; or
  - (g) is disqualified from office under the Act, section 63 (1); or
  - (h) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

## **17 Removal of Committee members**

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

## **18 Committee meetings and quorum**

- (1) The Committee must meet at least once in each calendar year at the place and time that the Committee may decide.
- (2) Additional meetings of the Committee may be called by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subsection (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the Committee (one of whom must be the President) constitute a quorum for the transaction of the business of a meeting of the Committee
- (6) No business may be transacted by the Committee unless a quorum is present and, if within half an hour after the time

appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- (8) At meetings of the Committee—
  - (a) the President or, in the absence of the President, the Secretary presides; or
  - (b) if the President and the Secretary are absent, one of the remaining members of the Committee may be chosen by the members present to preside.

## **19 Delegation by Committee to sub-committee**

- (1) The Committee may, in writing, delegate to one or more sub-committees (consisting of the member or members of the Association that the Committee considers appropriate) the exercise of the functions of the Committee that are specified in the instrument, other than—
  - (a) this power of delegation; and
  - (b) a function that is a function imposed on the Committee by the Act, by any other Territory law, or by resolution of the Association in general meeting.
- (2) A function, the exercise of which has been delegated to a sub-committee under this section may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this section, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, in writing, revoke wholly or in part any delegation under this section.
- (7) A sub-committee may meet and adjourn as it considers appropriate.

## **20 Voting and decisions**

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are decided by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.
- (3) Subject to section 18 (5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.



- (a) must state the purpose or purposes of the meeting; and
  - (b) must be signed by the members making the requisition; and
  - (c) must be lodged with the Secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to call a general meeting within one month after the date when a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- (5) A general meeting called by a member or members mentioned in subsection (4) must be called as early as is practicable in the same way as general meetings are called by the Committee.

## **24 Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, send to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each member in the way provided in subsection (1) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under section 22 (2).
- (4) A member desiring to bring any business before a general meeting may give written notice of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **25 General meetings—procedure and quorum**

- (1) No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Seven members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting
- (3) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 3) constitute a quorum.

## **26 Presiding member**

- (1) The President presides at each general meeting of the Association.
- (2) If the President is absent from a general meeting, the members present must elect one of their number to preside at the meeting.

## **27 Adjournment**

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subsections (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **28 Making of decisions**

- (1) A question arising at a general meeting of the Association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or 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.
- (2) At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
- (3) If the poll is demanded at a general meeting, the poll must be taken—
  - (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - (b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## **29 Voting**

- (1) Subject to subsection (3), on any question arising at a general meeting of the Association a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (3) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable for the then current year.

## **30 Appointment of proxies**

- (1) Each member is entitled to appoint another member as proxy by notice given to the Secretary no later than 10 minutes before the time of the meeting for which the proxy is appointed.
- (2) The notice appointing the proxy must be in the form set out in Appendix 2.

## **Part 5**

## **Miscellaneous**

### **31 Funds—source**

- (1) The funds of the Association must be derived from term fees, donations, grants, scholarships, fundraising events, and, subject to any resolution passed by the Association in general meeting and subject to the Act, section 114, any other sources that the Committee decides.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt, unless the amount is deposited directly into the Association's account by the payer.

### **32 Funds—management**

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association must be used for the objects of the Association in the way that the Committee decides.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments under the value of \$500 must be signed by any one member of the Committee or employees of the Association, being members of the Committee or employees authorised to do so by the Committee. For values of \$500 and above, these instruments must be signed by two authorised members or employees.
- (3) The Association is a non-profit organization, and as such it is prevented from distributing profits or assets for the benefit of particular people - both while it is operating and when it winds up. The Association may make a profit, but any profit must be used to carry out the Association's purposes.

### **33 Alteration of objects and rules**

Neither the objects of the Association mentioned in the Act, section 29 nor these rules may be altered except in accordance with the Act.

**34 Common seal**

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be attached to any instrument except by the authority of the Committee and the attaching of the common seal must be attested by the signatures either of 2 members of the Committee or of one member of the Committee and the Secretary.

**35 Custody of books**

Subject to the Act, the regulation and these rules, the Secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.

**36 Inspection of books**

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

**37 Service of notice**

- (1) For these rules, a notice may be served by or on behalf of the Association on any member either personally or by sending it by email or post to the member at the member's address shown in the register of members.
- (2) If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is taken for these rules, unless the contrary is proved, to have been served on the person at the time when the letter would have been delivered in the ordinary course of post.

**38 Surplus property**

- (1) At the first general meeting of the Association, the Association must pass a special resolution nominating—
  - (a) another Association for the Act, section 92 (1) (a); or
  - (b) a fund, authority or institution for the Act, section 92 (1) (b);in which it is to vest its surplus property in the event of the dissolution or winding up of the Association.
- (2) An Association nominated under subsection (1) (a) must fulfil the requirements specified in the Act, section 92 (2).



## Appendix 2

### Spielwelt: Appointment of proxy form

I, .....  
(full name)

of .....  
(address)

a member of SPIELWELT GERMAN PARENTS ASSOCIATION  
INCORPORATED

appoint .....  
(full name of proxy)

Note A proxy vote may not be given to a person who is not a member of  
the Association.

of .....  
(address)

a member of that incorporated Association, as my proxy to vote for me on  
my behalf at the general meeting of the Association (annual general  
meeting or other general meeting, as the case may be) to be held on

.....(date)

and at any adjournment of that meeting

.....  
(Signature of appointing member)

Date .....

\*My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

(\*To be inserted if desired.)

## Appendix 3

### Nomination for Committee Position for Spielwelt German Parents Association Incorporated (incorporated under the *Associations Incorporation Act 1991*)

I, .....  
(full name of applicant)  
of .....(address)  
..... (occupation) apply to become  
a member of the Committee of the Spielwelt German Parents Association  
Incorporated (incorporated under the *Associations Incorporation Act 1991*), in the  
role of  
.....  
(committee position)  
If I am admitted as a member of the Committee, I agree to be bound by the rules  
of the Association for the time being in force.

.....  
(Signature of applicant) Date .....

I, .....  
(full name)  
a member of the Association, nominate the applicant, whom I have personally  
met, for the membership on the Committee of the Association.

.....  
(Signature of proposer) Date .....

I, .....  
(full name)  
a member of the Association, second the nomination of the applicant, whom I  
have personally met, for membership on the Committee of the Association.

.....  
(Signature of seconder) Date .....