



SAGSE

Scholarships for
Australian-German
Student Exchange

Rules of Association

Scholarships for Australian - German Student Exchange Inc. ABN-
50 105 866 293

Amended as at 24 March 2026

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1. Name, origin, objects and purposes

1.1 Name and origin

- (a) The name of this incorporated association is 'Scholarships for Australian-German Student Exchange Inc.'
- (b) The Association **originated** to foster understanding, friendship and goodwill between the Commonwealth of Australia and the Federal Republic of Germany, thus upholding the vision of the Association's founder, Fritz von Einem Joosten, by:
- (i) organising a scholarship program which offers senior secondary students from **Australia enrolled or enrolling in an accredited German language course**, the opportunity to represent their country and enhance their intercultural experiences through a student exchange in Germany; and
 - (ii) collaborating with GDANSA (Gesellschaft für Deutsch - Australischen / Neuseeländischen Schüleraustausch) to offer German students a similar opportunity for intercultural experience, in particular by placing German scholarship recipients with host families in **Australia**.

1.2 Objects and purposes

- (a) The sole charitable object and purpose of the Association is to provide money for **scholarships, bursaries and prizes to students throughout Australia who are Australian citizens or permanent residents within the meaning of the Australian Citizenship Act 2007 (Cth), on the basis of merit or for reasons of equity, to promote education in:**
- (i) **secondary courses and tertiary courses in the German language and culture; and**
 - (ii) **educational institutions overseas, by way of study of a component of a course covered by Rule 1.2(a)(i).**
- (b) The Association must establish and maintain a public fund entitled "SAGSE Scholarship Fund" (**Public Fund**) for the sole purpose of enabling the Principal Purpose.

1.3 Non-profit

- (a) The Association is a non-profit organisation and must not carry on business for the purpose of distributing profit to Members.
- (b) The income, property, profits and financial surplus of the Association, whenever derived (including the Public Fund), must be applied solely towards the promotion of the Principal Purpose and no portion of it will be paid or transferred directly or indirectly by way of **distribution, bonus or otherwise by way of profits, or in any other way, to Members or any other person, except that nothing in these Rules will prevent the payment in good faith of:**
- (i) remuneration to any officer or employee of the Association or to any Member in return for services actually rendered to the Association;
 - (ii) supply of goods or services to the Association in the ordinary course of business by a Member; or

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→→ "Financial year" means the year ending on 30 June.¶
→→ "General Meeting" means a general meeting of members convened in accordance with Rule 11.¶
→→ "Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Rule 21.¶
→→ "The Act" means

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(iii) making a payment to a Member in carrying out the Association's objects and purposes.

1.4 Activities

(a) In furtherance of the Principal Purpose, the Association's activities may include, but are not limited to, any of the following:

- (i) sourcing and securing gifts, donations and Deductible Contributions from the community;
- (ii) inviting applications from students who are Australian citizens, or permanent residents of Australia, and who are otherwise eligible for a scholarship, bursary or prize, to apply for such scholarship bursary or prize;
- (iii) establishing, varying or revoking any processes, principles or guidelines to assess whether a person is eligible for a scholarship, bursary or prize;
- (iv) requesting applications for relief from the community;
- (v) promoting and advertising the Association to raise awareness of its activities;
- (vi) seeking volunteers to assist the Association as and when required; and
- (vii) establishing, varying or revoking any processes, principles or guidelines for the management of the Association.

(b) Solely for the purpose of furthering the Principal Purpose, the Association:

- (i) may do all other things incidental or conducive to furthering the Principal Purpose; and
- (ii) has the capacity and powers of a body corporate under the Associations Act subject to the provisions of these Rules.

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2. Definitions and interpretation

2.1 Definitions

In these Rules, unless the contrary intention appears:

- ACNC** means the Australian Charities and Not-for-Profits Commission.
- ACNC Act** means the Australian Charities and Not-for-Profits Commission Act 2012 (Cth) and all regulations made under said ACNC Act.
- Annual General Meeting** has the meaning provided in Rule 6.1.
- Association** means the incorporated association specified in Rule 1.1 registered under the Associations Act.

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<u>Associations Act</u>	means the <u>Associations Incorporation Reform Act 2012 (Vic) and the Associations Regulations.</u>
<u>Associations Regulations</u>	means the <u>Regulations made under the Associations Act.</u>
<u>ATO</u>	means the <u>Commissioner of Taxation of the Commonwealth of Australia.</u>
<u>Committee</u>	means the <u>Committee of Management of the Association.</u>
<u>Deductible Contribution</u>	means a gift or contribution to a <u>Deductible Gift Recipient for which a donor may claim a tax deduction under the ITAA97.</u>
<u>Deductible Gift Recipient</u>	means an organisation that is <u>endorsed by the ATO as a deductible gift recipient pursuant to section 30-120 of the ITAA97.</u>
<u>Financial Year</u>	means <u>each period of 12 months ending on 31 December.</u>
<u>General Meeting</u>	means a <u>general meeting of Members convened in accordance with Rule 6.3.</u>
<u>Governing Law</u>	means the <u>law governing the Association specified in Rule 15</u>
<u>ITAA36</u>	means the <u>Income Tax Assessment Act 1936 (Cth) and regulations made under said ITAA36.</u>
<u>ITAA97</u>	means the <u>Income Tax Assessment Act 1997 (Cth) and regulations made under said ITAA97.</u>
<u>Member</u>	means a <u>member of the Association.</u>
<u>Ordinary Member of the Committee</u>	means a <u>Member of the Committee who is not an Officer of the Association under Rule 7.2.</u>
<u>Principal Purpose</u>	means the <u>objects and purposes set out in Rule 1.2(a).</u>
<u>Privacy Law</u>	means: <ul style="list-style-type: none"> (a) <u>the Privacy Act 1988 (Cth) including the Australian Privacy Principles, and any new or replacement privacy principles under that Act;</u> (b) <u>and any other requirement under Australian or State law or industry code relation to the handling (including security) of personal information (including Personal Information as defined in the Privacy Act 1988 (Cth)).</u>
<u>Public Fund</u>	has the meaning given in <u>Rule 1.2(b).</u>
<u>Public Fund Committee</u>	has the meaning given in <u>Rule 14.6.</u>
<u>Registrar</u>	means the <u>Registrar of Incorporated Associations under the Associations Act.</u>

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Responsible Person means a person who has a degree of responsibility to the community as a whole or performs a significant public function and includes school principals, judges, clergyman, solicitors, doctors, accountants and other professional persons, mayors, councillors, town clerks and members of parliament. Generally, they are persons who perform a public function or they belong to a professional body (such as the Institute of Chartered Accountants, State Law Societies and Medical Registration Boards) which has a professional code of ethics and Rules of conduct.

Special General Meeting has the meaning provided in Rule 6.2.

2.2 Interpretation

In these Rules unless a contrary intention is expressed:

- (a) a reference to the Secretary is a reference:
 - (i) where a person holds office under these Rules as Secretary of the Association - to that person; and
 - (ii) in any other case, to the public officer of the Association.
- (b) a reference to a **Member** of the Association includes, in the case of a body corporate, a nominee of the body corporate.
- (c) words or expressions contained in these Rules shall be interpreted in accordance with the **Interpretation of Legislation Act 1984 (Vic)** and the **Associations Act** as in force from time to time.

3. Application for Membership

3.1 Eligibility for Membership

- (a) A natural person who is nominated and 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.
- (b) 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**) shall not be admitted to **Membership**:
 - (i) unless nominated as provided in **Rule 3.2**; and
 - (ii) the admission as a **Member** is approved by the Committee.

3.2 Nomination

- (a) A nomination of a person for **Membership** of the Association shall be lodged with the Secretary.

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→ (a)→ shall be made in writing in the form set out in Appendix 1 or in any other form approved by the

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(b) As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Committee.

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(c) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.

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(d) Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing of the approval for Membership of the Association and request payment within the period of 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.

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(e) The Secretary shall, upon payment of the amounts referred to in Rule 3.2(d) within the period referred to in that Rule, enter the nominee's name in the register of Members and, upon the name being so entered, the nominee becomes a Member of the Association.

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3.3 Membership Rights and Liabilities

(a) A right, privilege, or obligation of a person by reason of Membership of the Association:

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(i) is not capable of being transferred or transmitted to another person; and

(ii) terminates upon the cessation of Membership whether by death or resignation or otherwise.

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(b) Subject to the Associations Act:

(i) a Member of the Association merely because of being such a Member is not liable to contribute towards the payment of:

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(A) the debts and liabilities of the Association; or

(B) the costs, charges and expenses of the winding up of the Association.

(ii) Membership of the Association is not taken to confer on a person any right, title or interest (whether legal or equitable) in the property of the Association.

3.4 Entrance Fee and Annual Subscription

(a) The entrance fee is such amount as the Committee determines.

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(b) The annual subscription is such amount as the Committee determines and is payable in advance on or before 1 July in each year.

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(c) The Committee may determine different levels of fees under this Rule for different classes of Member.

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4. Register of Members

The Secretary shall keep and maintain a register of Members in which shall be entered the full name, address, the email address last given by the member (if available), date of entry of the name, and, if relevant, Membership class of each Member.

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5. Resignation and Expulsion of Members

5.1 Resignation of Member

- (a) A **Member** of the Association who has paid all moneys due and payable by the **Member** to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of his or her intention to resign and, upon the expiration of that period of notice, the **Member** ceases to be a **Member**.
- (b) Upon the expiration of a notice given by a **Member** under **Rule 5.1(a)**, the Secretary shall make in the register of **Members** an entry recording the date on which the **Member** ceased to be a **Member**.

5.2 Expulsion, Suspension and Fines

- (a) Subject to these Rules, the Committee may by resolution:
- expel a **Member** from the Association;
 - suspend a **Member** from **Membership** of the Association for a specified period; or
 - fine a **Member** an amount not exceeding \$20.
- if the Committee is of the opinion that the **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.
- (b) A resolution of the Committee under **Rule 5.2(a)**:
- does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the **Member** of a notice under **Rule 5.2**, confirms the resolution in accordance with this **Rule**; and
 - where the **Member** exercises a right of appeal to the Association under this **Rule**, does not take effect unless the Association confirms the resolution in accordance with this **Rule**.
- (c) If the Committee passes a resolution under **Rule 5.2(a)**, the Secretary shall, as soon as practicable, cause to be served on the **Member** a notice in writing:
- setting out the resolution of the Committee and the grounds on which it is based;
 - stating that the **Member** may address the Committee at a meeting to be held not earlier than 14 and not less than 28 days after service of the notice;
 - stating the date, place and time of that meeting;
 - informing the **Member** that he or she may do one or more of the following:
 - attend that meeting;

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(B) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and	Deleted: → (ii)
(C) not later than 24 hours before the date of the meeting lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Association in <u>General Meeting</u> against the Resolution.	Deleted: → (iii) → Deleted: general meeting
(d) At a meeting of the Committee held in accordance with <u>Rule 7.8</u> , the Committee:	Deleted: → (4) →
(i) shall give to the <u>Member</u> an opportunity to be heard;	Deleted: sub-clause (2), Deleted: -
(ii) shall give due consideration to any written statement submitted by the <u>Member</u> ; and	Deleted: → (a) → Deleted: member
(iii) shall by resolution determine whether to confirm or to revoke the resolution.	Deleted: → (b) → Deleted: member
(e) If the Secretary receives a notice under <u>Rule 5.2(c)(iv)(C)</u> , he or she shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within twenty-one days after the date on which the Secretary received the notice.	Deleted: → (c) → Deleted: → (5) → Deleted: sub-clause (3),
(f) At a general meeting of the Association convened under <u>Rule 6.3</u> :	Deleted: → (6) →
(i) no business other than the question of the appeal shall be transacted;	Deleted: sub-clause (5)- Deleted: → (a) →
(ii) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;	Deleted: → (b) →
(iii) the <u>Member</u> shall be given an opportunity to be heard; and	Deleted: → (c) → Deleted: member
(iv) the <u>Members</u> present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.	Deleted: → (d) → Deleted: members
(g) If at the general meeting:	Deleted: → (7) → Deleted: -
(i) two-thirds of the <u>Members</u> vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and	Deleted: → (a) → Deleted: members
(ii) in any other case, the resolution is revoked.	Deleted: → (b) →
<u>5.3 Grievance procedure</u>	Deleted: ANNUAL GENERAL MEETING¶ 8. → (1) →
(a) The grievance procedure below applies to disputes under these Rules between:	
(i) a Member and another Member;	
(ii) a Member and the Committee;	
(iii) a Member and the Association.	
(b) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.	
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5.4 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

5.5 Appointment of mediator

(a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 5.4, the parties must within 10 days:

- (i) notify the Committee of the dispute; and
- (ii) agree to or request the appointment of a mediator; and
- (iii) attempt in good faith to settle the dispute by mediation.

(b) The mediator must be:

- (i) a person chosen by agreement between the parties; or
- (ii) in the absence of agreement:
 - (A) if the dispute is between a Member and another Member - a person appointed by the Committee; or
 - (B) if the dispute is between a Member and the Committee or the Association - a person appointed or employed by the Dispute Settlement Centre of Victoria.

(c) A mediator appointed by the Committee may be a Member or former Member of the Association but in any case must not be a person who:

- (i) has a personal interest in the dispute; or
- (ii) is biased in favour of or against any party.

5.6 Mediation process

(a) The mediator to the dispute, in conducting the mediation, must:

- (i) give each party every opportunity to be heard; and
- (ii) allow due consideration by all parties of any written statement submitted by any party; and
- (iii) ensure that natural justice is accorded to the parties throughout the mediation process.

(b) The mediator must not determine the dispute.

5.7 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Associations Act or otherwise at law.

6. Meetings of Members

6.1 Annual General Meetings

- (a) The Association shall in each calendar year convene an Annual General Meeting of its Members.
(b) The Annual General Meeting shall be held on such day as the Committee determines.
(c) The Annual General Meeting shall be specified as such in the notice convening it.
(d) The ordinary business of the Annual General Meeting shall be:
(i) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
(ii) to receive from the Committee reports upon the transactions of the Association during the last preceding Financial Year;
(iii) to elect officers of the Association and the Ordinary Members of the Committee; and
(iv) to receive and consider the financial statements submitted by the Association.
(e) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
(f) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

6.2 Special General Meetings

- (a) All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
(b) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this Rule, more than fifteen months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
(c) The Committee shall, on the requisition 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.
(d) The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the address of the

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Secretary. It may consist of several documents in a like form, each signed by one or more of the **Members** making the requisition.

(e) If the Committee does not cause a **Special General Meeting** to be held within the month after the date on which the requisition is sent to the address of the Secretary, the **Members** making the requisition, or any of them, may convene a **Special General Meeting** to be held not later than three months after that date.

(f) A **Special General Meeting** convened by **Members** in accordance with these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

6.3 Notice of meetings

(a) The Secretary shall, at least 14 days before the date fixed for holding a **General Meeting** of the Association, cause to be sent to each **Member** of the Association, at the address appearing in the register of **Members**, a notice by pre-paid post stating the place, date and time of the meeting, and the nature of the business to be transacted at the meeting.

(b) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

(c) A **Member** desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next **General Meeting** after the receipt of the notice.

6.4 Proceedings at meetings

(a) All business that is transacted at a **Special General Meeting** and all business that is transacted at the **Annual General Meeting** with the exception of that specially referred to in these Rules as being the ordinary business of the **Annual General Meeting** shall be deemed to be special business.

(b) No item of business shall be transacted at a **General Meeting** unless a quorum of **Members** entitled under these Rules to vote is present during the time when the meeting is considering that item.

(c) Five (5) **Members** (being **Members** entitled under these Rules to vote at a **General Meeting**) present in person or by proxy constitute a quorum for the transaction of the business of a **General Meeting**.

(d) If, within half an hour after the appointed time for the commencement of a **General Meeting**, a quorum is not present, the meeting if convened upon the requisition of **Members** shall be dissolved and in any other case 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. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the **Members** present (being not less than 3) shall be a quorum.

(e) The President, or in the President's absence, a Vice-President, shall preside as Chairperson at each **General Meeting** of the Association.

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(f) If the President and all Vice-Presidents are absent from a **General Meeting**, the **Members** present shall elect one of their number to preside as Chairperson at the Meeting.

(g) The Chairperson of a **General Meeting** at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(h) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the **General Meeting**.

(i) Except as provided in Rules 6.4(a) and 6.4(b), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

(j) A question arising at a **General Meeting** of the Association shall be determined 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 Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and 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.

(k) Upon any question arising at a **General Meeting** of the Association, a **Member** has one vote only.

(l) All votes shall be given personally or by proxy.

(m) 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.

(n) If at a meeting a poll or any question is demanded by not less than three **Members**, it shall 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.

(o) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the Chairperson may direct.

(p) A **Member** is not entitled to vote at any **General Meeting** unless all moneys due and payable by the **Member** to the Association have been paid, other than the amount of the annual subscription payable in respect of the current **Financial Year**.

(q) 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.

(r) The notice appointing the proxy shall be in the form set out in Schedule 2.

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7. Committee of Management

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7.1 Management and Powers

(a) The affairs of the Association shall be managed by the Committee constituted as provided in Rule 7.2(a).

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(b) The Committee:

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(i) shall control and manage the business and affairs of the Association;

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(ii) may, subject to these Rules, the Associations Regulations and the Associations 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

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(iii) subject to these Rules, the Associations Regulations and the Associations Act, has power to perform all such acts and things as appear to the Committee to be essential or appropriate for the proper management of the business and affairs of the Association.

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7.2 Composition of Committee

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(a) The Committee shall consist of:

(i) a Responsible Person;

(ii) the officers of the Association; and

(iii) up to 8 Ordinary Members.

each of whom shall be elected at the Annual General Meeting of the Association in each year.

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(b) The officers of the Association shall be:

(i) a President;

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(ii) two Vice-Presidents;

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(iii) a Treasurer; and

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(iv) a Secretary.

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Either or both of the Treasurer and the Secretary may also (but need not be) a Vice-President.

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7.3 Secretary

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(a) The Secretary shall keep minutes of the resolutions and proceedings of each General Meeting and each Committee meeting in books provided for that purpose together with a record of the names of persons present at Committee meetings. Members shall be

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permitted access to, and may obtain copies of, the minutes of General Meetings, including financial statements submitted at General Meetings, by appointment with the Secretary.

(b) The minutes must record the following:

(i) the names of the Members in attendance at the meeting;

(ii) the business considered at the meeting;

(iii) any resolution on which a vote is taken and the result of the vote;

(iv) any material personal interest disclosed under Rule 7.10.

(c) The Secretary must perform any duty or function required under the Associations Act.

7.4 Treasurer

The Treasurer:

(a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and

(b) shall 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.

7.5 Term of office

Each officer of the Association or Ordinary Member of the Committee shall, subject to these Rules, hold office until the next Annual General Meeting after the date of his or her election but is eligible for re-election.

7.6 Election of Committee

(a) Nominations of candidates for election as officers of the Association or as Ordinary Members of the Committee;

(i) shall be made in writing and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(ii) shall be delivered to the Secretary by no later than the date fixed for the holding of the Annual General Meeting.

(b) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

(c) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

(d) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

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→ (3) →

Deleted: shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.¶
→ (4) → In the event of a casual vacancy in any office referred to in sub-clause (1) the Committee may appoint a member of the Association to the vacant office and the member so appointed may continue in office up to and including the conclusion of the next annual general meeting following the date of the appointment.¶
22. → (1) → Subject to section 23 of the Act, the Committee shall consist of-¶
→ (a) → the officers of the Association; and¶
→ (b) → up to 5 ordinary members-¶
→ each of whom shall be elected at the annual general meeting of the Association in each year.¶
→ (2) → Each ordinary member

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ELECTION OF OFFICERS AND VACANCY¶
23. → (1) →

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(e) The ballot for the election of officers and Ordinary Members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

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7.7 Vacancy

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(a) In the event of a casual vacancy in any office referred to in this Rule 7.7, the Committee may appoint a Member of the Association to the vacant office and the Member so appointed may continue in office up to and including the conclusion of the next Annual General Meeting following the date of the appointment.

(b) For the purposes of these Rules, the office of the Responsible Person, an officer of the Association or of an Ordinary Member of the Committee becomes or is vacant if:

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(i) the officer or Member (or the body corporate that the officer or Member represents, as appropriate) ceases to be a Member of the Association;

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(ii) the officer or Member becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth);

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(iii) the officer or Member resigns from office by notice in writing given to the Secretary; or

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(iv) despite the operation of Rule 7.6(b), the office (whether of the Responsible Person, an officer or of an Ordinary Member of the Committee) is not filled at an Annual General Meeting.

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7.8 Removal of Members of Committee

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(a) The Association in a General Meeting may by resolution remove any Member of the Committee before the expiration of the Member's term of office and appoint another Member in his or her stead to hold office until the expiration of the term of the first-mentioned Member.

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(b) Where the Member to whom a proposed resolution referred to in Rule 7.8(a) makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that they be notified to the Members of the Association, the Secretary or the President may send a copy of the representations to each Member of the Association or, if they are not so sent, the Member may require that they be read out at the meeting.

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7.9 Proceedings of the Committee

(a) The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.

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(b) Meetings of the Committee may be convened by the President, the Secretary, or any two of the Members of the Committee.

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(c) Notice shall be given to Members of the Committee of any meeting specifying the general nature of the business to be transacted.

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(d) A majority of Members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

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(e) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.

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(f) At meetings of the Committee:

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(i) the President or in the President's absence a Vice-President shall preside; or

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(ii) if the President and all Vice-Presidents are absent, such one of the remaining Members of the Committee as may be chosen by the Members present shall preside.

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(g) Questions arising at a meeting of the Committee shall be determined on a show of hands or, if demanded by a Member, by a poll taken in such manner as the person presiding at the meeting may determine.

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(h) Each Member present at a meeting of the Committee (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.

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(i) Written notice of each Committee meeting shall be served on each Member of the Committee by delivering it to the Member at a reasonable time before the meeting or by sending it by pre-paid post or facsimile addressed to him or her at his or her usual or last known place of abode or business address at least two (2) business days before the date of the meeting.

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(j) Subject to Rule 7 6(d) the Committee may act notwithstanding any vacancy on the Committee.

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7.10 Conflict of interest

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(a) A Committee Member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.

(b) The Member:

(i) must not be present while the matter is being considered at the meeting; and

(ii) must not vote on the matter.

(c) This Rule does not apply to a material personal interest:

(i) that exists only because the Member belongs to a class of persons for whose benefit the Association is established; or

(ii) that the Member has in common with all, or a substantial proportion of, the Members of the Association.

(d) The conflict of interest register must record the following:

(i) the name and position of the Member who has disclosed a material personal interest;

(ii) a description of the nature and extent of that interest;

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(iii) a management plan documenting actions required to mitigate the conflict.

8. Sub-committees

8.1 Sub-committees

- (a) The Committee may establish such sub-committees, for such purposes, as it thinks fit. Each sub-committee shall consist of at least one Member of the Committee, and such other persons as the Committee, or the convener of that sub-committee, may co-opt from time to time.
- (b) The Committee shall nominate a convener for each sub-committee, and may remove or replace him or her as the Committee thinks fit.
- (c) Each sub-committee shall meet at such times, and conduct its proceedings in such manner, as the convener of that sub-committee decides (subject to any directions from the Committee).

9. Seal

9.1 Seal

- (a) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (b) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two Members of the Committee or of one Member of the Committee and of the Public Officer of the Association.

10. Alteration of Rules

10.1 Alteration of Rules

- (a) The Rules, including the Principal Purpose, of the Association shall not be altered except in accordance with the Associations Act.
- (b) In so far as is required under the ACNC Act, the ITAA36 or the ITAA97, the ACNC and the ATO shall be notified in writing of any alterations made to these Rules (and to avoid doubt those Rules applicable to the Public Fund) or the Principal Purpose.

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26. → The Secretary shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.¶
TREASURER¶
27. → The

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→ (a) →

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28. → (1) → The Association in general meeting may by resolution remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned member.¶
→ (2) → Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.¶
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11. Notices

11.1 Notices

(a) A notice may be served by or on behalf of the Association upon any Member either:

(i) personally;

(ii) by prepaid registered post to the Member at the address recorded for the Member on the register of Members; or

(iii) sent by email to the current email address for notices,

at the address shown in the Register of Members.

11.2 Deemed Delivery

Where a document is properly addressed prepaid and posted to a person as a letter, the document shall unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

12. Winding-up, cancellation and surplus assets

12.1 Winding-up and cancellation

The cancellation of the incorporation of the Association or winding-up of the Association, may only be done in accordance with the Associations Act.

12.2 Surplus Assets not to be distributed to Members

If the Association is wound up, any surplus assets must not be distributed to a Member or a former Member, unless that Member or former Member is an organisation described in Rule Error!
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12.3 Distribution of Surplus Assets

(a) Subject to Rule 12.4, the Associations Act, any other applicable legislation and any court order, any surplus assets that remain after the Association is wound up or cancelled must be distributed to one or more organisations which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Association.

(b) The decision as to the one or more organisations to be given the surplus assets must be made by a Special General Meeting at or before the time of winding up. If the relevant officers of the Association do not implement this decision, the Association may apply to the Supreme Court to make this decision.

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12.4 Winding up of Public Fund

If:

- (a) the Public Fund is wound up; or
 - (b) the Association's Deductible Gift Recipient endorsement is revoked (whether or not the Association or the Public Fund is to be wound up).
- any surplus assets of the Public Fund remaining after the payment of liabilities attributable to the Public Fund must be transferred to one or more funds, authorities or institutions:
- (c) which is charitable at law;
 - (d) has a purpose that is similar to the Principal Purpose; and
 - (e) to which Deductible Contribution may be made.
- as decided by the Committee.

13. Custody of records

13.1 Custody of Records

- (a) Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (b) The Committee must on request make available, or provide copies of, these Rules available to Members and applicants for membership free of charge.
- (c) All accounts, books, documents and securities of the Association shall be available for inspection by any Member of the Association upon request.
- (d) Subject to Rule 13.1(e), a Member may request a copy of, or make a copy of, any of the records of the Association and the Association may charge a reasonable fee for the provision of a copy of such a record.
- (e) The Committee may refuse disclosure or refuse to permit a Member to inspect and/or take copies of records of the Association:
 - (i) that relate to confidential, personal, employment, commercial or legal matters;
 - (ii) where to do so in the reasonable opinion of the Committee may be prejudicial to the interests of the Association; or
 - (iii) if to permit disclosure, inspection or the copying of such records would in the reasonable opinion of the Committee, breach Privacy Law.

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14. Funds and Public Fund

14.1 Fund-raising generally

- (a) The Association may raise funds from sources which include, but are not limited to, the following:
- (i) Members, including by entrance fees and annual subscriptions;
 - former scholarship winners;
 - (iii) Members and their guests at social or fund-raising functions conducted by the Association;
 - (iv) the public generally, including corporations and other organisations for the purposes of funding scholarships offered by the Association; and
 - (v) through grants, interest and any other sources approved by the Committee.

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APPENDIX 1¶

APPLICATION FOR MEMBERSHIP OF →¶
(Name of Association)¶

14.2 Management of Non-Public funds

- (a) The Association must open an account with a financial institution into which all of the Association's revenue (that is not deposited to the Public Fund in accordance with Rule 14.8) is deposited and from which all expenditure of the Association (that is not expenditure of the Public Fund) is made.
- (b) Subject to any restrictions imposed by a General Meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (c) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by either the President or the Treasurer, and countersigned by one other Member of the Committee.
- (e) All funds of the Association (that are not Public Funds) must be deposited into the financial account of the Association no later than five (5) business days after receipt.
- (f) Despite Rule 14.2(a), the Committee may authorise the Treasurer to maintain a petty cash fund for minor and incidental expenses of the Association.
- (g) The Treasurer must record the withdrawal or deposit of an amount from the petty cash fund at the time of the transaction.

14.3 Financial records

- (a) The Association must keep financial records that:
- (i) correctly record and explain its transactions, financial position and performance;
 - and

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(ii) enable financial statements to be prepared as required by the Associations Act.

(b) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

14.4 Financial statements

(a) For each Financial Year, the Committee must ensure that the requirements under the Associations Act relating to the financial statements of the Association are met.

(b) Without limiting Rule 14.4(a), those requirements include:

(i) the preparation of the financial statements; and

(ii) if required, the review or auditing of the financial statements; and

(iii) the certification of the financial statements by the Committee; and

(iv) the submission of the financial statements to the Annual General Meeting of the Association; and

(v) the lodgement, if applicable, with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

14.5 Public Fund

The Association must maintain the Public Fund for the Principal Purpose:

(a) to which all Deductible Contributions are to be made and held;

(b) to which any money received by the Association because that money is a Deductible Contribution to be credited; and

(c) other than the money or property described in Rule 14.5(a) and (b) above, does not receive any other money or property.

14.6 Public Fund Committee

(a) In accordance with Rule 8.1(a) and this Rule 14.6 the Committee will establish a sub-committee to administer the Public Fund (**Public Fund Committee**). The Committee will appoint the members of the Public Fund Committee. The Committee may also remove members from the Public Fund Committee.

(b) The Public Fund Committee must consist of at least three persons, the majority of whom must be Responsible Persons.

(c) Subject to this Rule 14, the Committee may specify:

(i) the manner in which proceedings of the Public Fund Committee are to be conducted;

(ii) the matters which the Public Fund Committee must have regard to in carrying out its functions for the Principal Purpose; and

(iii) any other matters concerning the Public Fund Committee or its functions that the Committee decides, provided those matters are consistent with the Principal Purpose.

14.7 Public invited to contribute

The general public will be invited to make Deductible Contribution to the Public Fund to be used for the Principal Purpose.

14.8 Separate Financial Account

- (a) Notwithstanding Rule 14.2(a), the Association must open a separate account with a financial institution (**Public Fund Account**) into which all money in Rule 14.5 is received by the Public Fund and from which all expenditure of the Public Fund is made.
- (b) Subject to any restrictions imposed by a General Meeting of the Association or by the Committee, the Public Fund Committee may approve expenditure on behalf of the Association for the Principal Purpose.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of and in respect of the Public Fund and the Public Fund Account shall be signed by two of the President, the Treasurer, and a member of the Public Fund Committee.
- (d) All funds received by the Association for the Public Fund must be deposited into the Public Fund Account no later than five (5) business days after receipt.
- (e) The Association must maintain clear accounting procedures in respect of the Public Fund.

14.9 Receipts

All receipts issued for gifts (whether money or property) made to the Public Fund must state:

- (a) the name of the Association and the Public Fund;
- (b) the Australian Business Number of the Association;
- (c) the fact that the receipt is for a gift; and
- (d) any other matter required to be included on the receipt under the ITAA97.

15. Governing law

15.1 Governing Law

These Rules are governed by the laws of Victoria.

Schedule 1 Application for Membership

Application for Membership

Scholarships for Australian - German Student Exchange Inc. ABN 50 105 866 293

I,
(Full name of applicant)

of
(Address)

.....
(Occupation)

desire to become a Member of Scholarships for Australian-German Student Exchange 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:

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(Name of the Association)¶
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in

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Schedule 2 Form of appointment of proxy

I,
(Name)

of
(Address)

being a Member of Scholarships for Australian - German Student Exchange Inc ABN 50 105 866 293
(the Incorporated Association)

appoint

of

being 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 Special General Meeting, as the case may be) to be held on
20 and at any adjournment of that meeting.

My proxy is authorised to vote:

*as the proxy deems fit:

*in favour of/against (delete as appropriate) the resolution (insert details).

(delete as appropriate: if no selection is made the proxy may vote as deemed fit)

Signed (Member granting proxy)

Date

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(Name of

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