



**Goethe Society WA**

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**Constitution of  
Goethe Society WA Inc.  
From 31 March 2005**

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## 1. Name

The name of this body shall be "GOETHE SOCIETY WA INC. and it shall hereafter be referred to as "Society".

## 2. Definitions

In these rules, unless the contrary intention appears:

"Annual General Meeting"	means the meeting held each year in accordance with Rule 8
"Executive Committee"	means the Executive Committee of Management of the Society
"Extraordinary General Meeting"	means a meeting held in accordance with Rule 8.2
"Member"	means a Member of the Society
"President"	means the person elected at the Annual General Meeting or the Extraordinary General Meeting to act as chairperson of the Society
"Rules"	means the Constitution of the Society as amended from time to time
"Secretary"	means the person referred to in Rule 7.3
"Society"	means "The Australian Goethe Society Inc. (Western Australian Branch)"
"The Act"	means the Associations Incorporations Act 1987 (Western Australia) as amended from time to time
"Treasurer"	means the person referred to in Rule 7.4
"Vice- President"	means the person referred to in Rule 7.2
"Year"	means a year commencing on the first day of January and ending on the thirty-first day of December.

### 3. Objectives

The objectives of the Society shall be to advance interest in German literature, the German language and German culture in general in Western Australia.

The Society shall pursue these aims by organising lectures, discussions, film screenings, German classes and in any other suitable way.

### 4. Powers

The Society has the power to do all such things necessary, incidental or conducive to the attainment of the objectives of the Society.

### 5. Non-Profit

The income and property of the Society shall be applied solely towards the promotion of the objectives of the Society. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to the Members of the Society, provided that nothing shall prevent the payment in good faith of remuneration to any officer, employee of the Society or any other person in return for services authorised by the Executive Committee rendered to the Society.

### 6. Membership

The Society shall be non-political and non-sectarian. There shall be Ordinary Members, Associate Members, Honorary Members and Corporate Members.

Applicants may be admitted by the Executive Committee on a request for admission by an intending member. Membership commences with the date of payment of the first annual subscription.

Members of the incorporated association may inspect records and documents of the incorporated association.

#### 6.1 Ordinary Members:

Anyone with an interest in the objectives of the Society may apply to become an Ordinary Member.

#### 6.2 Associate Members:

Spouses of Ordinary Members and students are eligible for Associate Membership, at a reduced annual subscription. Associate Members have the rights of Ordinary Members.

6.3 Honorary Members:

May be elected by the Executive Committee for an outstanding contribution to the Society or its declared objectives. Honorary Members have the rights of Ordinary Members.

6.4 Corporate Members:

Companies, institutions, associations and similar bodies, that wish to support the Society and its objectives, may become Corporate Members by paying an annual fee set by the Executive Committee. Corporate Members are not eligible for election to the Executive Committee, nor are they entitled to vote at any meeting of the Society.

6.5 Subscription:

The annual subscription is decided by the Executive Committee which may adjust the amount from time to time. Subscriptions cover the calendar year.

6.6 Termination of Membership:

Membership terminates when the subscription is not paid by March 31<sup>st</sup> of the current year.

The Executive Committee can expel from the Society any Member whose membership is judged harmful to the interests of the Society. There is a right of appeal to an Extraordinary General Meeting called for that purpose or to an Annual General Meeting held within thirty days.

Any Member may resign from the Society and such resignation must be in writing and forwarded to the Secretary of the Society.

Upon ceasing to be a Member of the Society for any reason whatsoever he or she shall not be entitled to the return of his or her membership subscription or any portion thereof.

7. Executive Committee

7.1. Nominations, Voting Office Terms & Conditions

- (a) The Executive Committee consists of President, Vice-President, Secretary, Treasurer and four (4) additional Committee Members.
- (b) Nominations for positions on the Executive Committee shall be presented by two Members, other than the candidate, together with the candidate's written acceptance by 31<sup>st</sup> December of each year. They shall be lodged with the Secretary together with a brief statement from the candidate introducing him-/ herself to the members. The candidates' statements will be sent out together with the call for renewal of subscription during January of each year. If there is more than one nomination for any office a secret ballot shall be held at the Annual General Meeting.

- (c) The President, Vice-President, Treasurer, Secretary and Committee Members shall hold office for a term of two years and shall be eligible for re-election. The term of office for all Members of the Executive Committee will finish at the conclusion of the relevant Annual General Meeting.
- (d) The election of President, Treasurer and two Committee Members on the one hand and of the Vice-President, Secretary and the two remaining Committee Members on the other hand, shall take place in alternate years.
- (e) The Executive Committee shall also have the power to co-opt members of the Society for a specific purpose and /or period to the Executive Committee.
- (f) Any casual vacancy arising between elections shall be filled by the Executive Committee for the unexpired portion of the original term of office.
- (g) The quorum for the Executive Committee shall be four (4) Members, two of whom have to be the President, Vice-President, Treasurer or Secretary. The Executive Committee shall conduct and manage the affairs of the Society, by a *simple* majority of votes. The President, or Acting-President, shall have a casting vote.
- (h) Any Member of the Executive Committee having a financial interest in any matter being voted on shall abstain from voting on this matter.

#### 7.2 President and Vice-President:

The President shall preside at all General Meetings and Committee Meetings.

In the event of the absence from an Annual General Meeting of the President, the Vice-President must preside at the Annual General Meeting. In the event of the absence from an Annual General Meeting of both the President and Vice-President, a Member elected by the other Members present at the Annual General Meeting must preside at the Annual General Meeting.

In the event of the absence from a Committee Meeting of the President, the Vice-President shall preside at the Committee Meeting. In the event of the absence from a Committee Meeting of both the President and the Vice-President, a Committee Member elected by the other Committee Members present at the Committee Meeting shall preside at the Committee Meeting.

#### 7.3 Secretary:

The Secretary shall:

- (a) co-ordinate the correspondence of the Society;

- (b) keep full and correct minutes of the proceedings of the Committee Meetings and distribute such minutes before the next Meeting to the Committee Members;
- (c) have custody of books, documents, records and register of the Society pertaining to his/her duties;
- (d) maintain a record of the names and postal addresses of the Members; and
- (e) perform such other duties as are imposed by the Executive Committee.

7.4 Treasurer:

The Treasurer shall:

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Society and shall issue receipts for those moneys in the name of the Society and pay all moneys into accounts of the Society;
- (b) whenever directed to do so by the Executive Committee, submit to the Executive Committee a report, balance sheet or financial statement in accordance with that direction;
- (c) have custody of all securities, books and documents of a financial nature and accounting records of the Society; and
- (d) perform such other duties as are imposed by the Executive Committee.

8. Meeting of Members

The Annual General Meeting shall be held in March of each year.

The Annual General Meeting shall transact the following business:

- (a) receive the report of the Executive Committee on the previous year;
- (b) receive the audited statements of the accounts for the previous year;
- (c) elect the Executive Committee for the ensuing year;
- (d) elect or appoint an auditor for the ensuing year; and
- (e) discuss any other business.

8.1 Notice of Annual General Meeting:

Four weeks' notice of the Annual General Meeting shall be given by the Secretary to Members. The notice shall specify the date, place and

time of the Annual General Meeting and the general nature of the business to be transacted.

**8.2 Extraordinary General Meeting:**

An Extraordinary General Meeting of Members may be called at the request of the President or the Secretary or the Treasurer or of any four (4) Members of the Executive Committee or of one fifth of the financial Members. Such a meeting shall be held within thirty days (30) of such a request and all Members shall be notified in writing not less than fourteen (14) days before such a meeting. Such a meeting shall be convened by the Secretary upon written notice.

**9. Voting at Annual or Extraordinary General Meetings**

20% of the Members shall form a quorum at Members' meetings. In the event of a quorum not being present 30 minutes after the advertised time for the meeting, those members present shall constitute a quorum. Any resolution shall be by a simple majority.

Members may vote by postal vote or by proxy at the discretion of the committee

Members who have who have applied for and been granted a postal or proxy vote may not subsequently be permitted to vote at the meeting also.

**10. Finance and Property**

The funds of the Society shall be deposited in a bank account in the name of the Society. Amounts shall be withdrawn by cheque and each cheque shall be signed either by the Treasurer and either the President or Secretary.

The annual report and audited Statement of Financial Position shall be submitted to Members at the Annual General Meeting.

Unless otherwise determined, the Members of the Executive Committee of the Society for the time being shall be deemed to be Trustees of the Society, to hold property, real or personal, belonging to the Society. This includes an impressed system of petty cash with a float of \$50:00 (fifty dollars) for each committee member.

**11. Dissolution**

The Society may at any time, with the consent of 75% of members voting at an Extraordinary General Meeting called for that purpose, be dissolved.

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same must not be paid to or distributed among the Members, or former Members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objectives and which is not



carried out for the purposes of profit or gain to its individual Members, and which association shall be determined by resolution of the Members. If such a determination cannot be given the payment or distribution shall be determined by a Judge of the Supreme Court of the State of Western Australia.

## 12. Change of Constitution

The Constitution may be changed by the consent of 75% of members voting at an Annual General Meeting or at an Extraordinary Meeting, provided that all Members are notified of the proposed changes four (4) weeks before the Annual General Meeting or the Extraordinary Meeting.

Any person who becomes a Member must accept this Constitution and has the right to receive a copy of it.

## 13. Auditors

The Society shall elect or appoint, at the Annual General Meeting, a suitably qualified person as auditor to hold office for the ensuing year.

No Member of the Executive Committee shall be eligible for the election as Auditor.

The Auditor shall:

1. examine the books, accounts, vouchers and relative financial records of the Society annually for the year ending 31 December;
2. prepare a report on the audit for presentation at the Annual General Meeting together with the Statement of Financial Position and the Statement of Financial Performance.
3. report immediately to the Committee any deficiency on monies or goods; and
4. be entitled to require from the Executive Members such information and explanation as may be necessary for the performance of the Auditor's duties.

## 14. Common Seal

The Secretary shall have the custody of the Common Seal of the Society. The Common Seal shall only be fixed to any document pursuant to a resolution of a General or Extraordinary Meeting and Committee Meeting. Any two (2) of the President, Vice-President, Secretary and Treasurer shall countersign the affixation of the Seal and the Secretary shall keep a record of all documents to which the Seal shall be affixed.