

## CONSTITUTION

### PERSATUAN SEKOLAH JERMAN PULAU PINANG (DEUTSCHER SCHULVEREIN PENANG)

#### CLAUSE 1: NAME

1. The Association shall be known as

#### **PERSATUAN SEKOLAH JERMAN PULAU PINANG (DEUTSCHER SCHULVEREIN PENANG)**

Hereinafter referred to as "the Association".

2. Meaning of name:

3. Level: **Negeri**

#### CLAUSE 2: ADDRESS

1. The registered address is

**Honorary Consul of the Federal Republic of Germany,  
BMC Sdn. Bhd.  
Suite 9.07, 9th Floor, MWE Plaza 8, Lebuh Farquhar,  
10200 Penang, Malaysia**

or at such other place as may from time to time be decided by the General Meeting, and the postal address is

**Honorary Consul of the Federal Republic of Germany,  
BMC Sdn. Bhd.  
Suite 9.07, 9th Floor, MWE Plaza 8, Lebuh Farquhar,  
10200 Penang, Malaysia**

2. The registered and postal addresses shall not be changed without the prior approval of the Registrar of Societies.

#### CLAUSE 3: OBJECTIVE

(1)

The purpose of the Association is the establishment and operation of a school for general education, including kindergarten and pre-school levels for German and German-speaking pupils, subject to prior approval by the relevant Malaysian authority (Departments of Education and Immigration). The Association is to be of benefit to the public and therefore non-profit oriented.

(2)

The purpose of the Association is to enable German-speaking pupils to enjoy a German language education based on German educational objectives according to the German curriculum.

(3)

Furthermore, the school sets itself the task of familiarizing German pupils with the culture and language of Malaysia, to maintain human and cultural context with the host country through extra-curricular activities and in all matters concerning the welfare of pupils and the school staff.

(4)

Within the framework of these objectives, the language education program of the Association shall also be open to pupils who are not of German nationality, as far as they master the German language sufficiently to be able to follow the classes, subject to sufficient capacities being available and in the absence of any opposition due to legal provisions of Malaysia.

(5)

Organisation and management of the school shall be based on these objectives. They shall be determined in detail in consultation with the Ministry of Foreign Affairs, with the participation of the Ambassador of the Federal Republic of Germany in Malaysia.

#### **CLAUSE 4: MEMBERSHIP**

(1)

The members of the Association can be legal persons as well as natural persons who are at least 18 years of age and have sufficient command of the German language.

(2)

At least one parent or guardian of a pupil must make an application for membership.

(3)

Every application for membership shall be submitted to the board for approval. The board may at its discretion reject any application without assigning any reason thereof.

(4)

Every applicant whose application has been approved shall, upon payment of the yearly subscription, be admitted as a member of the Association and shall be entitled to all privileges of membership.

#### **CLAUSE 5: RESIGNATION AND TERMINATION**

(1)

Membership shall expire in the event of the members death, his resignation or his expulsion from the Association. Membership also lapses if dues payable have not been settled within two (2) months, despite a written reminder.

(2)

Any resignation has to be notified to the board in writing and becomes effective at the end of a financial year.

(3)

Members can be expelled by the decision of the board, if their conduct is damaging the Association reputation or interests. Before the decision is made, the member concerned is to be given the opportunity to state his position. The decision requires the majority of two thirds (2/3) of the board members present in an ordinary board meeting. The decision and the reasons for the expulsion must be notified to the member concerned. The member has the right to appeal to the General Meeting. The decision by a simple majority of the General Meeting shall be final.

#### **CLAUSE 6: SOURCE OF INCOME**

(1)

The yearly subscription fee, which may be amended by the General Meeting if and when required, payable by a member shall be as follows:

Subscription fee

Legal person RM 1,500.00/yearly

Natural person RM 300.00/yearly

The yearly subscription fee is due at the time of admittance and subsequently on 1. January of each and every year. It shall be paid within two (2) months failing which, the member shall be deemed to have resigned from the Association.

(2)

Special levy or subscription for particular purposes may be raised from the members by resolution of a General Meeting of the members. Upon passing such resolution, the special levy or subscription shall be paid within two (2) months failing which the member shall be deemed to have resigned from the Association.

#### **CLAUSE 7: GENERAL MEETING**

(1)

The General Meeting is the highest decision-making body of the Association. It shall be conducted in German language at least once at the beginning of each and every financial year (Annual General Meeting).

Extraordinary General Meetings of the Association shall be convened whenever the board deems it desirable or upon a joint written request of not less than one-fifth (1/5) of the total membership stating the objects and reasons for such a meeting. An Extraordinary General Meeting requisitioned by members shall be convened not later than 30 days from the date of such requisition.

(2)

General Meetings are convened and chaired by the Chairman of the board (President).

(3)

The invitation shall be in writing, specifying the agenda, and is to be sent out at least two (2) weeks before the General Meeting.

(4)

Additional agenda points have to be presented to the Secretary, at least one (1) week prior to the General Meeting.

(5)

The details of the agenda as well as the relevant annexes are to be sent to the members at least one week prior to the General Meeting including the minutes of the last Extraordinary General Meeting, complete with annexes, if any.

The following additional annexes are required for each Annual General Meeting,

- the report of the President
- the report of the Treasurer
- the report of the Teachers
- the annual statement of accounts for the previous financial year
- the draft budget
- the nomination form for the election of board members
- the minutes of the last Annual General Meeting, complete with annexes, if any.

(6)

All members of the Association are entitled to vote. Legal persons may transfer their voting right to a representative who shall be entitled to vote and hold office within the Association. Decisions of the General Meeting are taken by a simple majority of votes of the members present, who have the right to vote.

(7)

The business of the Annual General Meeting shall include

- the adoption of the report of the board on the working of the Association during the previous year
- the adoption of the audited statement of accounts for the previous year
- any other business of which written notice should have been given to the Secretary at least one (1) week before the meeting
- the election of Office-Bearers

The business of the Extraordinary General Meeting shall include the decision on the matters clearly stated in the agenda or the request of the members.

(8)

The supreme authority of the Association is vested in a General Meeting of the members. At least one half of the total membership or twice the total members of the board, whichever is lesser, must be present at a General Meeting for its proceedings to be valid and to constitute a quorum. If half an hour after the scheduled meeting a quorum is not present, the meeting shall be postponed to a later date (not exceeding 30 days) to be decided by the board, and if a quorum is not present, half an hour of the time appointed for the postponed meeting, the members present shall have the power to proceed with the business of the day but shall not have the power to alter the constitution of the Association or to make decision affecting the whole membership of the Association. If no quorum is present after half an hour from the time appointed for the Extraordinary General Meeting requested by members, the meeting shall be cancelled and no Extraordinary General Meeting shall be requisitioned for the same purpose until after the lapse of at least 6 months from the date thereof.

## CLAUSE 8: COMMITTEE

(1)

The committee (board) consisting of the following who shall be termed Office-Bearers of the Association shall be elected at every Annual General Meeting:

1. President
2. Secretary
3. Treasurer
4. Four (4) ordinary Board Members

(2)

Names for the above offices shall be proposed and seconded, and election shall be by a simple majority vote of the members at every Annual General Meeting. All Office-Bearers shall hold office for one year and shall be eligible for re-election. Only members of the Association can be elected to the board. All members elected to the board are required to obtain written approval from the Registrar of Societies.

(3)

If a board member resigns before his term of office is completed, the board may choose a complimentary member. The additional selection requires confirmation at the next Annual General Meeting.

(4)

The function of the board shall be to organize and supervise the day-to-day activities of the Association and to make decisions on matters affecting its running within the general policy laid down by the General Meeting. The board may not act contrary to the expressed wishes of the General Meeting and shall always remain subordinate to the General Meeting. It shall furnish a report to each Annual General Meeting on its activities during the previous year.

In detail, the board shall fulfil the following functions:

- Appointment, Contracting and Termination of teachers, interns and service providers
- Enforcement of the regulations determined by the General Meeting
- Deliberation and drawing up of the draft budgets for each new financial year
- Collection and administration of the funds required for the Association, control and compliance with budgetary provisions. The board decides about the raising of loans with the term of less than one year of an amount, which, individually, or jointly with other loans does not exceed one-sixth of the annual budget
- Representation of the Association in or out of court, the making and acceptance of legal declarations on behalf of the Association and execution of legal translations of all types
- Deliberation and applications to reduce yearly subscription and teaching fees

- Deliberation and acceptance or expulsion of members of the Association
- The board shall deal with all matters regarding the cooperating schools
- Establishment of the annual report for the Annual General Meeting
- Determination of School and Kindergarten fees
- Promote the Association and acquire additional members and cooperation schools

(5)

The board shall meet at least once every quarter, online or in presence, except during school holidays, and a seven (7) days notice of such meeting shall be given to the Office-Bearers by the Secretary. The board has a quorum if at least four-seventh (4/7) of the Office-Bearers are present. The decisions of the board are taken by simple majority of the votes cast by Office-Bearers present who are entitled to vote.

(6)

Any Office-Bearer who fails to attend three (3) consecutive meetings without leave or satisfactory explanation to the board shall be deemed to have resigned from the board.

(7)

The board may appoint teachers, interns and service provider as it deems necessary. It may suspend or dismiss any of the staff for neglect of duty, dishonesty, incompetence, refusal to carry out the decisions of the board, or for any other reason which is deemed good and sufficient in the interest of the Association.

#### **CLAUSE 9: DUTIES OF OFFICE BEARERS**

(1)

The President shall chair all General Meetings and board meetings. She/He shall be "primus inter pares" (first among equals) and represent the Association in dealing with outside parties.

(2)

The Secretary shall conduct the business of the Association in accordance with its rules and shall carry out the instructions of the General Meeting and the board meetings. She/He shall be responsible for conducting all correspondence and keeping all books, documents and papers except financial records. She/He shall maintain a membership register with particulars of name, age, occupation and address of every member. She/He shall try to attend all meetings and record the proceedings. She/He shall within twenty-eight (28) days after the holding of the Annual General Meeting submit the annual returns of the Association to the Registrar of Societies as required under Section 14 (1) of the Societies Act, 1966.

(3)

The Treasurer shall be responsible for the financial affairs of the Association. She/He shall keep accounts of all its financial transactions and shall be responsible for the completeness and accuracy.

(4)

The ordinary board members shall be responsible for other roles and responsibilities such as marketing, intern management or school coordination and assist in the running of the association.

(5)

The board shall ensure that teachers, pupils, parents and guardians have the opportunity for appropriate involvement and participation in the Association.

#### **CLAUSE 10: FINANCIAL PROVISION**

(1)

Subject to the following provisions of this rule, the funds of the Association may be expended for any purpose necessary for the carrying out of its objectives, including the expenses of its administration, the audit of its accounts, the payment of its paid staff and service providers and allowances and expenses of its Office-Bearers. They shall on no account be used to pay the fine of any member who may be convicted in a court of law.

(2)

The Treasurer may hold a petty cash advance not exceeding RM 500.00 at any one time. All money in excess of the sum shall within seven (7) days of receipt be deposited in a bank approved by the board. The bank account shall be in the name of the Association.

(3)

All cheques or withdrawal notices on the Associations account shall be signed jointly by the President and the Treasurer.

(4)

No single or combined yearly expenditure exceeding RM 5,000.00 at any time shall be incurred without the prior approval of the board. Single expenditure of less than RM 5,000.00 may be approved jointly by the President, Secretary and Treasurer. Single or combined yearly Expenditure above RM 100,000.00 may be approved by a General Meeting.

(5)

As soon as possible after the end of each financial year, a statement of receipt and payments together with a balance sheet for the year shall be prepared by the Treasurer and audited by the Auditor appointed under rule 11. The audited accounts shall be submitted for the approval of members at the Annual General Meeting and copies of it shall be made available at the registered address of the Association for the perusal of members.

(6)

The financial year of the Association shall commence on 1st September and end on 31st December.

#### **CLAUSE 11: AUDITORS**

The appointed auditors shall audit the entire management. They will be appointed by the General Meeting based on a proposal of the board of the Association.

#### **CLAUSE 12: PROPERTY ADMINISTRATOR / TRUSTEES**

(1)

All assets shall be registered in the name of the Association, by the Treasurer who shall hold the asset administration.

(2)

All immovable assets shall only be bought, sold, withdrawn or transferred after approval by the General Meeting.

#### **CLAUSE 13: INTERPRETATION**

(1)

Between General Meetings, the board shall interpret the constitution, rules and regulations of the Association and when necessary, determine any point on which these are silent.

(2)

Except where they are contrary to or inconsistent with the policy laid down by the General Meeting, the decisions of the board shall be binding on all members of the Association unless or until countermanded by a resolution of a General Meeting.

#### **CLAUSE 14: ADVISOR / PATRON**

The board may, if so required, appoint an Advisor or Patron of the Association provided the appointed person expressed written consent in advance.

#### **CLAUSE 15: PROHIBITION**

(1)

The Association shall not hold any lottery, whether confined to its members or not in the name of the Association or its Office-Bearers or members. Gambling of any kind is strictly forbidden.

(2)

Neither the Association nor its members shall attempt to restrict or in any matter interfere with the trade or prices or engage in any Trade Union activities as defined in the Trade Union Act 1959.

(3)

Benefits as defined under Section 2 of the Societies Act 1966 shall not be given by the Association to any member or members dependent.

(4)

If the Association earn income from ancillary business, these funds are to be employed to develop, promote and carry out the Associations objective in that financial year. Excess earnings must not be distributed to members in the form of dividends, bonus or profit.

The Association may pay fees or reimburse expenses to Office-Bearers, service providers or other persons for services rendered to the Association.

## CLAUSE 16: AMENDMENT OF CONSTITUTION

The rules in the constitution as well as the rules and regulations of conduct of the association shall not be altered or amended except by resolution of a General Meeting. Application for any such amendments shall be made to the Registrar of Societies within sixty (60) days from the date of approval by the General Meeting. Such alterations or amendments shall take effect only from the date of approval by the Registrar of Societies.

## CLAUSE 17: DISSOLUTION

(1)

The Association may be dissolved by a resolution of not less than two-third (2/3) of the total number of the members of the Association expressed at a General Meeting specially convened for this purpose.

(2)

In the event of the Association being dissolved, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged and the remaining funds, if any, shall be donated to charitable associations, as may be decided upon by the General Meeting.

(3)

The Registrar of Societies shall be informed of the dissolution within fourteen (14) days by the board.

## CLAUSE 18: FLAG, LOGO AND BADGE

1. Flag: - Description -

2. Logo - Description -



a) Structure

The official emblem of the Association features three books held together by a ribbon. The ribbon shows the two letter d&s (Deutscher Schulverein) - (German School Association). The books are in the colours of the Federal Republic of Germany, while the ribbon features colours of Penang.

b) Signification

The three books serve to suggest an educational organization. By binding the books with a book belt, it projects a well-organized establishment with harmony and strength. The German national colours are incorporated into the book pages. The initial d&s as in "Deutscher Schulverein" is formed with the book belt in the colours of Pulau Pinang. Overall it is a balanced identity and it is easily recognized and remembered.

3. Badge: - Description -