



**Friends of Australian Rock Art Inc**

## **Constitution**

**(Rules of Association)**



# RULES OF ASSOCIATION

## Name of Association

1 The name of the Association is **Friends of Australian Rock Art Inc.**

## Definitions

2 In these rules, unless the contrary intention appears-

"annual general meeting" is the meeting convened under paragraph (b) of rule 18 (1);

"Committee meeting" means a meeting referred to in rule 16;

"Committee member" means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10 (1);

"convene" means to call together for a formal meeting;

"department" means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;

"financial year" means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

"general meeting" means a meeting to which all members are invited;

"member" means member of the Association;

"ordinary resolution" means resolution other than a special resolution;

"poll" means voting conducted in written form (as opposed to a show of hands);

"Public Officer" means the Public Officer referred to in paragraph (d) of rule 10 (1);

"Rock Art" means stone arrangements, images made in and/or on rock substrate, and other associated rock and stone features that carry cultural significance and archaeological interest;

"special general meeting" means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 24 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"the Act" means the *Associations Incorporation Act 1987*;

"the Association" means the Association referred to in rule 1;

"the Co-convenor" means the Co-convenor referred to in paragraph (a) of rule 10 (1);

"the Commissioner" means the Commissioner for Fair Trading exercising powers under the Act;

"the Committee" means the Committee of Management of the Association referred to in rule 10 (1);

"the Facilitator" means in relation to the proceeding at a Committee meeting, the person presiding at the Committee meeting in accordance with rule 16 (2);

"the Secretary" means the Secretary referred to in paragraph (b) of rule 10 (1);

"the Treasurer" means the Treasurer referred to in paragraph (c) of rule 10 (1);

### **Objects of Association**

**3** (1) The Objects of the Association are -

- (a) raise public awareness in Australia and internationally of the significance of Australian Aboriginal and Torres Strait Islander heritage as manifest in rock art and in other material of cultural significance;
- (b) plan and conduct campaigns for the protection of Australian Aboriginal and Torres Strait Islander cultural heritage as manifest in rock art and in other material of cultural significance;
- (c) support the traditional owners and custodians of Australian Aboriginal and Torres Strait Islander lands and waters in their struggles for recognition, retention, and safeguarding of their heritage as expressed in rock art and in other material of cultural significance;
- (d) promote, lobby and campaign for conservation and protection of the natural environment;
- (e) prepare and make submissions to the Australian and Western Australian parliaments, government departments and agencies, and to international and other bodies, in support of all and any of these Objects;
- (f) conduct or support litigation in support of any or all of these Objects;
- (g) to seek to have representatives appointed to advisory committees, boards of enquiry, and like flora;
- (h) cooperate with other organisations sharing all or any of these Objects; and
- (i) to do all things lawful in support of any or all of these Objects.

(2) The property and income of the Association shall be applied solely towards the promotion of the Objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those Objects.

## **Powers of Association**

- 4** The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -
- (a) acquire, hold, deal with, and dispose of any real or personal property;
  - (b) open and operate bank accounts;
  - (c) invest its money -
    - I. in any security in which trust monies may lawfully be invested; or
    - II. in any other manner authorised by the rules of the Association;
  - (d) borrow money upon such terms and conditions as the Association thinks fit;
  - (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
  - (f) appoint agents to transact any business of the Association on its behalf;
  - (g) enter into any other contract it considers necessary or desirable; and
  - (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

## **Qualifications for membership of Association**

- 5** (1) Membership of the Association is open to any person who -
- (a) supports the Objects of the association;
  - (b) agrees to be bound by the Association's Constitution; and
  - (c) pays the prescribed membership fee set down by the Association in rule 7 below.

## **Register of members of Association**

- 6** (1) The Secretary, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (2) The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the members at a general meeting decide.

- (3) The Secretary must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule

### **Subscriptions of members of Association**

- 7 (1) The members may from time to time at a general meeting determine the amount of the subscription to be paid by each member.
  - (2) Each member must pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule (1).
  - (3) Subject to sub-rule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
  - (4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within 3 months thereafter, or such other time as the Committee allows.

### **Termination of membership of the Association**

- 8 Membership of the Association may be terminated upon-
  - a) receipt by the Secretary or another Committee member of a notice in writing from a member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
  - b) non-payment by a member of his or her subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 7 (3); or
  - c) expulsion of a member in accordance with rule 9.

### **Suspension or expulsion of members of Association**

- 9 (1) If the Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate, either orally or in writing, to the member-
  - a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
  - b) particulars of that conduct,not less than 30 days before the date of the Committee meeting referred to in paragraph (a).
- (2) At the Committee meeting referred to in a notice communicated under sub-rule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel

or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

- (3) Subject to sub-rule (5), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).
- (4) A member who is suspended or expelled under sub-rule (2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule (3).
- (5) When notice is given under sub-rule (4)-
  - a) the Association in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
  - b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.

### **Committee of Management**

- 10** (1) Subject to sub-rule (9), the affairs of the Association will be managed exclusively by a Committee of Management consisting of-
- a) two Co-convenors;
  - b) a Secretary;
  - c) a Treasurer;
  - d) a Public Officer, and
  - e) not less than six (6) other persons,
- all of whom must be members of the Association.
- (2) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule (8).
  - (3) Subject to sub-rule (8), a Committee member's term will be from his or her election at an annual general meeting until the election referred to in sub-rule (2) at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Committee.
  - (4) Except for nominees under sub-rule (7), a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by-

- a) the nominator; and
  - b) the nominee to signify his or her willingness to stand for election, to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.
- (5) A person who is eligible for election or re-election under this rule may –
- a) propose or second himself or herself for election or re-election; and
  - b) vote for himself or herself.
- (6) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled-
- a) the Secretary must report accordingly to; and
  - b) the Facilitator must declare those persons to be duly elected as members of the Committee at,
- the annual general meeting concerned.
- (7) If vacancies remain on the Committee after the declaration under sub-rule (6), additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Facilitator must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- (8) If a vacancy remains on the Committee after the application of sub-rule (7), or when a casual vacancy within the meaning of rule 15 occurs in the membership of the Committee-
- a) the Committee may appoint a member to fill that vacancy; and
  - b) a member appointed under this sub-rule will -
    - (i) hold office until the election referred to in sub-rule (2); and
    - (ii) be eligible for election to membership of the Committee at the next following annual general meeting.
- (9) The Committee may delegate, in writing, to one to more sub-committees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than-
- a) the power of delegation; and
  - b) a function which is a duty imposed on the Committee by the Act or any other law.

- (10) Any delegation under sub-rule (9) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- (11) The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (9).

### **Co-convenor**

**11** (1) Subject to this rule, one or other or both of the Co-convenors must-

- a) determine the time and place of meetings, and if necessary;
- b) ensure that the appropriate notices of meetings, motions and agendas are given;
- c) ensure a Facilitator is appointed for each meeting unless previous arrangements have been made; and
- d) ensure that the business of each meeting is properly dealt with.

### **Secretary**

**12** The Secretary must-

- a) co-ordinate the correspondence of the Association;
- b) keep full and correct minutes of the proceedings of the Committee and of the Association;
- c) comply on behalf of the Association with-
  - (i) section 27 of the Act with respect to the register of members of the Association, as referred to in rule 6;
  - (ii) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
  - (iii) section 29 of the Act by maintaining a record of -
    - (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 22; and
    - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those

referred to in paragraph (c) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and

- e) perform such other duties as are imposed by these Rules on the Secretary.

## **Treasurer**

**13** The Treasurer must-

- a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
- d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-
  - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
  - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
  - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
  - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- e) whenever directed to do so by either Co-convenor, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- g) perform such other duties as are imposed by these rules on the Treasurer.\

## **Public Officer**

**14** The Public Officer must-

- a) be responsible for the providing the necessary information to the Commissioner in respect of the Association;
- b) be responsible for other administrative activities as required by the Act.

## **Casual vacancies in membership of Committee**

- 15** A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-
- a) dies;
  - b) resigns by notice in writing delivered to either Co-convenor or, if the Committee member is a Co-convenor, to the other Co-convenor and that resignation is accepted by resolution of the Committee;
  - c) is convicted of an offence under the Act;
  - d) is permanently incapacitated by mental or physical ill-health;
  - e) is absent from more than-
    - I. 3 consecutive Committee meetings; or
    - II. 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings;of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
  - f) ceases to be a member of the Association; or
  - g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

## **Proceedings of Committee**

- 16** (1) The Committee must meet together for the dispatch of business not less than six times in each year and either of the two Co-convenors, or at least half the members of the Committee, may at any time convene a meeting of the Committee.
- (2) The Committee shall at the commencement of each meeting appoint a Facilitator of the meeting. As far as possible, the Committee shall rotate the responsibility for facilitating its meetings.
- (3) Decision making at a Committee meeting shall wherever possible be by consensus as set out in rule 17.
- (4) At a Committee meeting six (6) Committee members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.
- (6) As required under sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must-

- a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
  - b) not take part in any deliberations or decision of the Committee with respect to that contract.
- (7) Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.
- (8) The Secretary must cause every disclosure made under sub-rule (6) (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

## **Decision making**

- 17 (1)** The Committee and any sub-committees shall make decisions by consensus, and the following decision-making procedures shall apply;
- a) any proposal that would bind the Committee or any sub-committee in respect of its policy or action must be moved by one member and seconded by another member;
  - b) any proposal that does not attract a seconder shall lapse, but may be re-introduced;
  - c) it shall be responsibility of the Facilitator to ensure that all members of the Committee or sub-committee shall have reasonable opportunity to speak to a proposal before any decision is taken;
  - d) decisions shall wherever possible be reached by consensus;
  - e) consensus is reached when all members support the proposal, or, at least, when no member states that she or he is withholding consensus;
  - f) a member who does not support a proposal may be asked to abstain from the decision, so that a decision may be made;
  - g) where consensus cannot be reached, the Committee or sub-committee should if possible agree to defer a decision to a later meeting, in order to give members the opportunity to rethink the proposal in a way that could attract consensus support;
  - h) if one or more members continue to be opposed to a proposal and withhold consensus, and the proposal is considered by other members of the Committee or sub-committee to be urgent, then, if at least half the members of the Committee or sub-committee believe a decision to be urgent, a decision may be taken by simple majority vote; and
  - i) if a vote is taken the Facilitator of the meeting shall have one vote only, and if the votes are tied, the proposal shall lapse, but may be reintroduced at a later meeting.

- (2) Where in the opinion of a committee member a decision that would bind the Association in its policy or action is required to be made between meetings, the following procedure shall apply:
- a) the committee member shall cause a notice to be sent to all committee members stating the proposed decision;
  - b) the proposal shall be adopted if no member objects to it; and
  - c) if any member objects, the proposal shall be determined in the negative and may be raised at the next Committee meeting

## General meetings

### 18 (1) The Committee-

- a) may at any time convene a special general meeting;
  - b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and
  - c) must, within 30 days of-
    - (i) receiving a request in writing to do so from not less than six (6) members, convene a special general meeting for the purpose specified in that request; or
    - (ii) the Secretary receiving a notice under rule 9 (4), convene a general meeting to deal with the appeal to which that notice relates.
  - d) must, after receiving a notice under rule 9 (4), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Committee's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Committee.
- (2) The members making a request referred to in sub-rule (1) (c) (i) must-
- a) state in that request the purpose for which the special general meeting concerned is required; and
  - b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to-
- a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or

- b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Committee.
- (4) When a special general meeting is convened under sub-rule (3) (a) or (b) the association must pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (7), the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify-
  - a) when and where the general meeting concerned is to be held; and
  - b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (6) Subject to sub-rule (7), the Secretary must give to all members not less than 21 days notice of an annual general meeting and that notice must specify-
  - a) when and where the annual general meeting is to be held;
  - b) the particulars and order in which business is to be transacted, as follows-
    - (i) first, the consideration of the accounts and reports of the Committee;
    - (ii) second, the election of Committee members to replace outgoing Committee members; and
    - (iii) third, any other business requiring consideration by the Association at the general meeting.
- (7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (8) The Secretary must give a notice under sub-rule (5), (6) or (7) by-
  - a) serving it on a member personally; or
  - b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6.
- (9) When a notice is sent by post under sub-rule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

### **Quorum and proceedings at general meetings**

- 19** (1) At a general meeting twelve (12) members present in person constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 18 (5) or (6)-

- a) as a result of a request or notice referred to in rule 18 (1) (c) or as a result of action taken under rule 18 (3) a quorum is not present, the general meeting lapses; or
  - b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person may nevertheless proceed with the business of that general meeting as if a quorum were present.
  - (4) The Facilitator may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
  - (5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
  - (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 18 of the adjourned general meeting as if that general meeting were a fresh general meeting.
  - (7) At a general meeting, a poll may be demanded by the Facilitator or by three or more members present in person and, if so demanded, must be taken in such manner as the Facilitator directs.
  - (8) If a poll is demanded and taken under sub-rule (7) in respect of an ordinary resolution, a declaration by the Facilitator of the result of the poll is evidence of the matter so declared.
  - (9) A poll demanded under sub-rule (7) must be taken immediately on that demand being made.

## **Minutes of meetings of Association**

- 20** (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Facilitator must ensure that the minutes taken of a general meeting or Committee meeting under sub-rule (1) are checked and signed as correct by the Facilitator of the general meeting or Committee meeting to which those minutes relate or by the Facilitator of the next succeeding general meeting or Committee meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
- a) the general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
  - b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
  - c) all appointments or elections purporting to have been made at the meeting have been validly made.

## **Voting rights of members of Association**

- 21** (1) Subject to these rules, and wherever possible, decision-making shall be made by consensus.
- (2) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.
- (3) An appointment made under sub-rule (2) must be made by a resolution of the board or other governing body of the body corporate concerned-
- a) which resolution is authenticated under the common seal of that body corporate; and
  - b) a copy of which resolution is lodged with the Secretary.
- (4) A person appointed under sub-rule (2) to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

## **Rules of Association**

**22** (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-

- a) subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;
  - b) within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
  - c) an alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;
  - d) an alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
  - e) an alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

## **Common seal of Association**

- 23** (1) The Association must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 20.
  - (3) The affixing of the common seal of the Association must be witnessed by any two of the Co-convenors, the Secretary and the Treasurer.
  - (4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

## **Inspection of records, etc. of Association**

- 24** (1) A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

- (2) In any financial year where the turnover of the Association does not exceed \$100,000 then the Committee must within three months of the end of the financial year cause the Association's financial records for that financial year to be audited by a suitable person other than an officer of the Association, or anyone who has assisted in the preparation of the accounts, or the spouse or de-facto partner of anyone mentioned above.
- (3) If in any financial year the turnover of the Association exceeds \$100,000 but less than \$1 million then the Committee must within three months of the end of the financial year cause the Association's financial records for that financial year to be audited, and within 28 days of receipt of the auditor's report cause a copy of that report to be provided to each member. The auditor shall be a member of CPA Australia or a member of the Institute of Chartered Accountants in Australia.
- (4) If in any financial year the turnover of the Association exceeds \$1 million then the Committee must within three months of the end of the financial year cause the Association's financial records for that financial year to be audited, and within 28 days of receipt of the auditor's report cause a copy of that report to be provided to each member. The auditor shall be a person who is a registered company auditor. The auditor must be fully independent of the Association and of the Management Committee. A copy of the auditor's statement must lodged with the Commissioner in conjunction with the Annual Return from the Public Officer.

## **Gift Fund**

**25** (1) The association may maintain for the principal purpose of the association a gift fund:

- a) to be named "The Friends of Australian Rock Art Gift Fund";
  - b) which can receive gifts of money or property for the purposes of one or more of the objectives of the association; and
  - c) which can have credited to it any money received by the association because of those gifts.
- (2) The gift fund cannot receive any money or property other than that stated at Rule 25(1)
- (3) The association shall use gifts made to the gift fund and any money received because of them only for the principal purpose of the association.
- (4) Receipts issued for gifts to the gift fund must state:
- a) the full name of the association;
  - b) the Australian Business Number of the association; and
  - c) the fact that the receipt is for a gift.
- (5) As soon as:
- a) the gift fund is wound up, or
  - b) the association's endorsement as a deductible gift recipient is revoked under subdivision 30-BA of the Income Tax Assessment Act 1976

any surplus assets of the gift fund must be transferred to another fund, authority or institution, which has similar objectives to the association . This body must also be able to receive tax-deductible gifts under division 30 of the *Income Tax Assessment Act 1997*.

## **Disputes and mediation**

- 26** (1) The grievance procedure set out in this rule applies to disputes under these rules between-
- a) a member and another member; or
  - b) a member and the Association; or
  - c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement-
    - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;
    - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
- (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or refer unresolved disputes to the State Administrative Tribunal for determination.

### **Distribution of surplus property on winding up of Association**

- 27** 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 objects 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.

APPLICATION FOR MEMBERSHIP OF THE INCORPORATED ASSOCIATION  
**Friends of Australian Rock Art Inc**

I.....  
(Insert APPLICANT'S name)

of.....  
(insert APPLICANT'S residential or postal address -  
required under section 27 of the Associations Incorporation Act (1987))

apply to become a member of the above Association.

If my application is accepted, I agree to be bound by the rules of the Association.

**Signature:**..... **Date:**.....

----- **Applicants to detach and keep** -----

**INFORMATION for APPLICANTS**

- If your application is accepted, your name and address, as provided above, **must** be recorded in a register of members and be made available to other members, upon request, under section 27 of the *Associations Incorporation Act*.
- If the obligations under the *Associations Incorporation Act* are not complied with the Association can be wound up.
- You can contact the Association at FARA, C/- Conservation Council of WA Inc.  
Lotteries House, 2 Delhi St., West Perth. WA
- You can access or correct personal information (your name and address) by contacting the Association as indicated above.

**OTHER INFORMATION**

- If your application is accepted you are entitled to inspect and make a copy of the register of members under section 27 of the *Associations Incorporation Act*.
- If your application is accepted you are entitled to inspect and make a copy of the rules (constitution) of the association under section 28 of the *Associations Incorporation Act*.

**If your application for membership is rejected by the Committee:** You may give notice of your intention to appeal within 14 days of being advised of the rejection (rule 5(4)). The Association in a general meeting, no later than the next annual general meeting, must confirm or set aside the decision of the Committee rejecting your application, after giving you a reasonable opportunity to be heard or to make written representations to the general meeting (rule 5(5)).

## APPOINTMENT OF CORPORATE MEMBER REPRESENTATIVE – Association Rule 21

.....  
(Insert name of CORPORATE MEMBER of incorporated association)

advises that, on ....., it **RESOLVED** that  
(Insert date of meeting)

.....  
(Insert name of REPRESENTATIVE of the above corporate member)

represent it at:

(Tick  only **ONE** of the following)

the general meeting/s on .....  
(Insert relevant date/s)

**OR**

all general meetings

of **Friends of Australian Rock Art Inc**

**WITNESSED / AUTHORISED BY:**  
(if required under the CORPORATE MEMBER'S rules)

**SIGNATURE:**

**NAME:**

**POSITION:**

**DATE:**

**SIGNATURE:**

**NAME:**

**POSITION:**

**DATE:**

(Insert CORPORATE MEMBER'S common seal)



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The corporate member acknowledges that according to rule 19(4) of the Association a person appointed to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

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# NOTICE OF GENERAL MEETING TO ALTER THE RULES (CONSTITUTION) – Association Rule 22

## Friends of Australian Rock Art Inc

is convening a general meeting at which the following resolution/s will be proposed as special resolutions to alter the rules of the association.

The meeting will be held at \_\_\_\_\_ a.m./p.m. on \_\_\_\_\_  
the \_\_\_\_\_ 200\_\_\_\_\_.

The meeting will take place at \_\_\_\_\_  
\_\_\_\_\_

### SPECIAL RESOLUTION/S:

Currently rule.....states: ..... ..... ..... ..... ..... It is proposed to alter this rule so that it states as follows: ..... ..... .....
---

Currently rule.....states: ..... ..... ..... ..... ..... It is proposed to alter this rule so that it states as follows: ..... ..... .....
---

### OR

A list of alterations to the rules which will be proposed as special resolutions at the meeting is attached.

### INFORMATION for MEMBERS

- Alterations to the rules can only be made if supported by 75% of members voting at the meeting
- Alterations to the rules only take effect when lodged with the Department of Consumer & Employment Protection.



**FRIENDS OF AUSTRALIAN ROCK ART (FARA) Inc.**

**Registered Association: A1013368J**

**COMMITTEE MEMBER CANDIDATE NOMINATION FORM**

In accordance with Section 10 (7) of the Friends of Australian Rock Art Constitution,

I hereby nominate:

---

for the position of (Co-convenor x 2, Secretary, Treasurer, Public Officer or Committee member)

---

Nominated by: \_\_\_\_\_

Signed: \_\_\_\_\_

**CONSENT OF CANDIDATE**

I hereby advise the Secretary of my consent to this nomination.

Candidate's name: \_\_\_\_\_

Signed: \_\_\_\_\_

Dated: \_\_\_\_\_