



Friends of Australian Rock Art Inc

By-Laws of the Association

Guidance Note: This document is a supplement to the Model Rules of Association, approved on 21 March 2020, for our Association. These By-laws are specific to the functioning of the Friends of Australian Rock Art Inc.

BY-LAWS OF THE ASSOCIATION

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

2. 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 fora;
- (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.

3 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

4. Quorum at a General Meeting: Any six (6) members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting. Monthly Committee Meetings are open to the general membership, and considered to be a General Meeting.

5. Quorum at a Committee Meeting: Any six (6) committee members constitute a quorum for the conduct of the business of a committee meeting.

6. Quorum at an Annual General Meeting: Any twelve (12) members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.

7. The association's financial year will be the period of 12 months commencing on 1 January and ending on 31 December of each year.

PART 1: PRELIMINARY

1. Terms used
2. Financial year

PART 2 – ASSOCIATION TO BE NOT FOR PROFIT BODY

3. Not for profit body

PART 3 – Members

Division 1 -- Membership

4. Eligibility for membership of Association
5. Applying for Membership
6. Dealing with membership applications
7. Becoming a member
8. Classes of membership
9. When membership ceases
10. Resignation
11. Rights not transferrable

Division 2 - Membership fees

12. Membership fees

Division 3 – Register of members

13. Register of members

PART 4 – DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 – Term used

14. Term used: - member

Division 2 – Disciplinary action

15. Suspension or expulsion
16. Consequences of suspension

Division 3 -- Resolving disputes

17. Terms used
- 18, Application of Division
19. Parties to attempt to resolve dispute

- 20. How grievance procedure is started
- 21. Determination of dispute by committee

Division 4 – Mediation

- 22. Application of Division
- 23. Appointment of mediator
- 24. Mediation process

Add under (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

- a) **Venue:** Mediation will be held in the offices that are currently used by the FARA Committee for committee meetings. Currently, this is 41 Havelock St, West Perth, WA. In the future, this will be the CCWA Meeting Room, Lottery West House, 2 Delhi Street, West Perth.
- b) **Cost** for use of the space will be determined by the Lease holder.

- 25. If mediation results in decision to suspend or expel being revoked

PART 5 –COMMITTEE

Division 1 – Powers of Committee

26. Committee

(4) The powers conferred on the Association are those conferred by 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.

Division 2 --Composition of Committee and Duties of Members

27. Committee Members

- Change (3)(a) to read: Co-convenors (two no.);**
- (b) The secretary;**
- (c) The treasurer;**

(d) Add: The Public Officer must-

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

28. Co-convenors (two) -- in lieu of chairperson

29. Secretary

30. Treasurer

Division 3 –Election of committee members and tenure of officer

31. How members become Committee Members

32. Nomination of committee members

Add in:

(2) A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 1 days before the annual general meeting.

(6) A person who is eligible for election or re-election under rule Part 5, Div 3 (32) may –

- a) propose or second himself or herself for election or re-election; and
- b) vote for himself or herself.

33. Election of office holders

34. Election of ordinary committee members

35. Term of Office

36. Resignation and removal from office

37. When membership of committee ceases

38. Filling casual vacancies

39. Validity of acts

40. Payments to committee members

Division 4 –Committee meetings

41. Committee meetings

Add:

(4) 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.

(5) 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.

a) FARA Members are welcome to attend a Committee Meeting, but only Committee Members are allowed to vote on matters arising. Committee Meetings are considered to be General Meetings of FARA.

(6) At a Committee meeting six (6) Committee members constitute a quorum.

- (7) 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.
- (8) Sub-rule (4) (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.
- (9) 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.

42. Notice of committee meeting

43. Procedure and order of business

44. Use of technology to be present at committee meetings

45. Quorum for committee meetings

46. Voting at committee meetings

Add:

- (6) 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

(7) 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

47. Minutes of committee meetings

Division 5 –Subcommittees and subsidiary offices

48. Subcommittees and subsidiary offices

49. Delegation to subcommittees and holders of subsidiary offices

PART 6 – GENERAL MEETINGS OF ASSOCIATION

50. Annual General Meeting-----30 days in advance

51. Special General Meeting-----30 days in advance

52. Notice of General Meetings-----30 days in advance

53. Proxies

54. Use of technology to be present at general meetings

55. Presiding member and quorum for general meetings

Add: (6) At a general meeting six (6) members present in person constitute a quorum.

(7) Wherever possible, decision-making shall be made by consensus.

56. Adjournment of general meeting

57.

Voting at general meeting

58. When special resolutions are required

59. Determining whether resolution carried

60. Minutes of general meeting

PART 7 –FINANCIAL MATTERS

61. Source of funds

62. Control of funds

63. Financial statements and financial reports

PART 8 –GENERAL MATTERS

64. By-laws

65. Executing documents and common seal

66. Giving notice to members

67. Custody of books and securities

68. Record of office holders

69. Inspection of records and documents

70. Publication by committee members of statements about Association business prohibited

Add:

70. Gift Fund

- (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 association shall use gifts made to the gift fund and any money received because of them only for the principal purpose of the association.
- (3) 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.
- (4) As soon as:
 - a) the gift fund is wound up, or
 - b) the association’s endorsement as a deductible gift recipient is revoked
- (5) 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 the current *Income Tax Assessment Act*.

Add:

71. Distribution of surplus property on cancellation of incorporation or winding up

- (3) 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.

72. Alteration of rules

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

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

of.....
(insert APPLICANT'S residential or postal address –

Mobile no.....Email:.....
required under section 27 of the *Associations Incorporation Act (2015)*

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

.....
(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)

The corporate member acknowledges that 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.

**NOTICE OF GENERAL MEETING TO ALTER THE BY-LAWS
and/or the CONSTITUTION
of the**

Friends of Australian Rock Art Inc (FARA)

FARA 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 _____ 20_____.

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.