



FACET

Forum Advocating Cultural &
Eco-Tourism Inc


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Constitution

Our Partners



Department of
Environment and Conservation

Our environment, our future 



to inspire and promote the responsible community use of Western Australia's cultural and natural heritage through tourism

FACET

Forum Advocating Cultural & Eco Tourism (FACET) Incorporated

1 NAME OF ASSOCIATION

The Name of the Association is Forum Advocating Cultural & Eco Tourism (FACET) Incorporated.

2 DEFINITIONS

In these rules, unless the contrary intention appears -

"Committee meeting" means meeting referred to in rule 15(1);

"Committee member" means a person nominated on to the Committee by a member; and referred to in paragraph (a), (b), (c), (d), (e) or rule 10(1);

"financial year"; the first financial year of the Association shall commence on the date of Incorporation and end on 30 June following. Subsequent financial years shall commence on 1 July and end on 30 June.

"an incorporated association" or "the association" being construed as a reference to the Association; and

"the committee" being construed as a reference to the Committee;

"general meeting" means meeting convened under rule 16;

"member" means member of the Association;

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

"special resolution" has the meaning given by section 24 of the Act;

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

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

"the Chairperson" means -

a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or

b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 10(1)(a) or, if the person is unable to perform his or her functions, the Vice Chairperson;

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

"the Secretary" means the Secretary referred to in rule 10(1)(c);

"the Treasurer" means the Treasurer referred to in rule 10(1)(d)

"the Vice Chairperson" means the Vice Chairperson referred to in rule 10(1)(b).

3 OBJECTS OF ASSOCIATION

1) The objects of the Association are:

- To inspire and promote the responsible community use of Western Australia's cultural and natural heritage through tourism.
- To promote within the community the sustainability and careful management of cultural and ecological resources for tourism;
- To provide community forums for the discussion of issues regarding cultural and eco tourism and the appropriate models of activity for Western Australia;
- To encourage the tourism industry to provide for the community, an authentic cultural and eco tourism experience and to foster understanding and appreciation of that experience through appropriate interpretation.
- To advocate and to influence government, industry and the public to achieve professional, well managed, ethical conduct in the industry;
- To assist in the development of professional information sharing and networking between interested parties within the tourism industry.

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.

4 POWERS OF ASSOCIATION

The Association shall for any of the purposes set out in the Objects have the following powers:

- a) the powers set out in Section 13 of the Associations Incorporation Act 1987;
- b) to co-operate, associate, or affiliate with any organisation or Association having similar or complementary objects;
- c) to purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges which the Association may think necessary or convenient;
- d) to build and maintain and repair any building and to alter any such building or any existing building and provide any such building with suitable equipment and facilities;
- e) to sell, lease or otherwise dispose of any real or personal property or interest therein;
- f) to invest any moneys of the Association not immediately required in any security authorised by law for the investment of trust moneys and to vary and transpose such investments at will and generally to manage the affairs of the Association and expend all moneys thereof;
- g) to enter into arrangements with any Government, Municipal, Local or other authority or any other society or body that may seem conducive to the objects of the association or any of them to obtain from any such Government or authority, society or body any rights or privileges or concessions and to carry out exercise and comply with such rights privileges and concessions;
- h) to take any gift or property whether subject to any special trust or not for any one of more of the Objects of the Association;
- i) to take such steps by personal or written appeals or otherwise as made from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise;

- j) to print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- k) to utilise any person or create any sub committees considered necessary for the efficient conduct of the Association.

5 QUALIFICATIONS FOR MEMBERSHIP OF ASSOCIATION

- 1) Membership of the Association is open to all persons with an interest in cultural and eco-tourism who subscribe to the objectives of the Association.
- 2) Membership is attained upon payment of an annual membership fee as determined by the Association in accordance with Rule 7(1).
- 3) A person who wishes to become a Member shall apply for membership to the Committee in writing in such form as the Committee from time to time directs.
- 4) The Committee Members shall consider each application made under sub rule (3) at a Committee Meeting and shall at the Committee Meeting or a subsequent Committee Meeting accept or reject that application.
- 4) Membership categories are:
 - Individual member;
 - Student member (full time enrolment at an educational institution);
 - Unwaged;
 - Corporate member;
 - Life member (upon nomination by a member of the Committee of Management and subsequent approval by that Committee, individuals shall be appointed life membership for long and outstanding service to the Association, by adoption of an ordinary resolution at a general meeting. Life members shall be entitled to all privileges of membership but shall not be liable for annual subscriptions).
- 5) Membership subscriptions become due on the first day of July each year.

6 REGISTER OF MEMBERS

- 1) The Secretary shall on behalf of the Association keep and maintain the register of members in accordance with section 27 of the Act and that register shall be so kept and maintained at his or her place of residence.
- 2) The Secretary shall cause the name of a person who dies or who ceases to be a Committee member under rule 8 or 9 to be deleted from the register of Committee members referred to in sub rule (1).

7 SUBSCRIPTIONS OF MEMBERS

- 1) The Committee of Management may from time to time, at a Committee meeting, determine the amount of the subscription to be paid by each member.
- 2) Each member shall pay to the Treasurer, on or before 1 (chosen month) 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 clause (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- 4) A member is a financial 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.

8 RESIGNATION OF MEMBERS OF ASSOCIATION

- 1) A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Committee member ceases on that delivery to be a member.
- 2) A person who ceases to be a member under sub rule (1) 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 that cessation.

9 EXPULSION OF MEMBERS OF THE ASSOCIATION

- 1) If the Committee considers that a member should be expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee shall communicate, either orally or in writing, to the member -
 - a) notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that 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, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- 3) Subject to sub rule (5), a member who is expelled under sub rule (2) from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel them is communicated to him/her under sub rule (2).
- 4) A member who is expelled under sub rule (2) from membership of the Association shall, if he/she wishes to appeal against that expulsion, give notice to the Secretary of his/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 may, after having afforded the member which gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Committee to expel that member group; and
 - b) the member who gave that notice does not cease to be a member unless and until the decision of the Committee to expel him or her is confirmed under this sub rule.

10 COMMITTEE OF MANAGEMENT

- 1) The affairs of the Association shall be managed by a Committee of Management consisting of -
 - a) a Chairperson;
 - b) a Vice-Chairperson;
 - c) a Secretary;
 - d) a Treasurer; and
 - e) not less than 4 other persons,

all of whom shall be members of the Association elected to membership of that Committee at an annual general meeting or appointed under sub rule (9).

- 2) At the commencement of the first annual general meeting to be held after the incorporation of the Association under the Act -

- a) if the Committee consists of an even number of members, half of that number, which half; or
- b) if the Committee consists of an odd number of members, the integral number of members nearest to, and exceeding, half of that odd number, the members comprised in which integral number,

shall be chosen by ballot, shall cease to be Committee members, but shall be eligible for re-election to membership of the Committee.

- 3) At the commencement of each successive annual general meeting after the annual general meeting referred to in sub rule (2), those 4 Committee members who have served for longer periods than the other Committee members shall cease to be Committee members, but shall be eligible for re-election to membership of the Committee.

- 4) Subject to sub rule (5), a person is not eligible for election to membership of the Committee unless a member has nominated him/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 28 days before the day on which the annual general meeting concerned is to be held.

- 5) Sub rules (4) and (7) do not apply to or in relation to a person who is eligible for re-election under sub rule (2) or (3).

- 6) A person who is eligible for election or re-election under this rule may at the annual general meeting concerned -

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

- 7) The Secretary shall ensure that notice of all persons seeking election to membership of the Committee is given to all members when notice is given to those members of the calling of the annual general meeting at which that election is to be held.

- 8) If the number of persons nominated for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled -

- a) the Secretary shall report accordingly to; and
- b) the Chairperson shall declare those persons to be duly elected as members of the Committee at,

the annual general meeting concerned.

- 9) When a casual vacancy within the meaning of rule 14 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 shall -

- i) hold office until the commencement of; and
- ii) be eligible for nomination to membership of the Committee at the next following annual general meeting.

11 CHAIRPERSON

- 1) Subject to this rule, the Chairperson shall preside at all general meetings and Committee meetings.
- 2) In the event of the absence from -
 - a) a general meeting of -
 - i) the Chairperson, the Vice-Chairperson; or
 - ii) both the Chairperson and the Vice-Chairperson, a Committee member elected by the other members present shall preside at the general meeting.
 - b) a Committee meeting of -
 - i) the Chairperson, the Vice-Chairperson; or
 - ii) both the Chairperson and the Vice-Chairperson, a committee member elected by the other committee members present,

shall preside at the general meeting or Committee meeting, as the case requires.

12 SECRETARY

The Secretary shall -

- 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 in respect of the register of members of the Association;
 - ii) section 28 of the Act in respect of the rules of the Association; and
 - iii) section 29 of the Act in respect of the record of the office holders, and any trustees, of the Association;
- d) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), 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.

13 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 Association and shall 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 the Treasurer and anyone of the Chairman, Deputy Chairman or Secretary;

- d) comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association;
- e) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- f) 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.

14 CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE

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 the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson;
- c) is convicted of an offense under the Act;
- d) is permanently incapacitated by mental or physical ill-health;
- e) is absent from more than -
 - i) 3 consecutive Committee meetings without submitting apologies; or
 - ii) 3 Committee meetings in the same financial year,of which he or she has received notice without tendering an apology to the person presiding at each of those Committee meetings.
- f) ceases to be a member of the Association.

15 PROCEEDINGS OF COMMITTEE

- 1) The Committee shall meet together for the dispatch of business not less than 4 times in each calendar year and the Chairperson may at any time convene a meeting of the Committee.
- 2) Each Committee member has a deliberate vote.
- 3) A question arising at a Committee meeting shall be decided by a majority of votes, but if there is an equality of votes, the person presiding at the Committee meeting shall have a casting vote in addition to his or her deliberative vote.
- 4) At a Committee meeting 5 Committee members constitute a quorum.
- 5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by Committee members present at the Committee meeting.
- 6) A Committee member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with those sections.

16 GENERAL MEETINGS

- 1) The Committee -
 - a) may at any time convene a special general meeting;
 - b) shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 23 of the Act; and
 - c) shall, within 30 days of -
 - i) receiving a request in writing to do so from not less than 5 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 special general meeting for the purpose of dealing with the appeal to which that notice relates.
- 2) The members making a request referred to in sub rule (1)(c)(i) shall -
 - 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 himself 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) -
 - a) the Committee shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
 - b) the Association shall pay the reasonable expenses of convening a holding the special general meeting.
- 5) Subject to sub rule (8), the Secretary shall give to all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting.
- 6) A notice given under sub rule (5) shall 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.
- 7) In the case of an annual general meeting, the order in which business is to be transacted is -
 - a) first, the consideration of the accounts and reports of the Committee;
 - b) second, the election of Committee members to replace outgoing Committee members; and
 - c) third, any other business requiring consideration by the Association in a general meeting.
- 8) The Secretary shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.

- 9) The Secretary may give a notice under sub rule (5) or (8) by -
 - a) serving it on a member personally; or
 - b) sending it by post or email to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.
- 10) When a notice is sent by post under sub rule (9)(b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

17 QUORUM IN PROCEEDINGS AT GENERAL MEETINGS:

- 1) At a general meeting 10% members present in person or by proxy or postal votes 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 16(5) or (8) -
 - a) as a result of a request or notice referred to in rule 16(1)(c) or as a result of action taken under rule 16(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 or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- 4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- 5) There shall 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 shall give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 7) At a general meeting -
 - a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - b) a special resolution put to the vote shall be decided in accordance with section 24 of the Act.
- 8) A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub rule (9).
- 9) At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by 3 or more members present in person or by proxy and, of so demanded, shall be taken in such manner as the Chairperson directs.
- 10) If a poll is demanded and taken under sub rule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 11) A poll demanded under sub rule (9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

18 AUDITOR

The Association, at the annual general meeting, shall elect an Auditor to inspect and report on the books of account and annual balance sheet of the Association. The Auditor shall not be a member of the Committee of the Association.

19 MINUTES OF MEETINGS OF ASSOCIATION

- 1) The Secretary shall 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 minutes book kept for that purpose.
- 2) The Chairperson shall ensure that the minutes taken of a general meeting or Committee meeting under sub rule (1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or 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 shall, until the contrary is proved, be 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 thereat; and
 - c) all appointments or elections purporting to have been made at the meeting have been validly made.

20 VOTING RIGHTS OF MEMBERS OF ASSOCIATION

- 1) Subject to these rules, each member present in person at a general meeting, or by proxy or via postal vote is entitled to a deliberative vote at a general meeting.
- 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) shall be so 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 shall be 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.

21 PROXIES OF MEMBERS OF ASSOCIATION

A member (in this rule called "the appointment member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointment member at, any general meeting.

22 RULES OF ASSOCIATION

- 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.
- 2) These rules bind every member and the Association to the same extent as if every member and the Association had signed these rules and agreed to be bound by all their provisions.
- 3) The Constitution shall be amended only at a general meeting of the Association. Amendments may be proposed by the Committee of Management or any member of the Association. In the latter case the Secretary shall be notified in writing of the proposed amendment not less than three weeks prior to a general meeting. All Association members shall be notified in writing of the proposed amendment at least seven days prior to a committee meeting. A majority of seventy five percent (75%) eligible to vote shall be required to change the constitution.

23 COMMON SEAL OF ASSOCIATION

- 1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 2) The Common Seal of the Association shall not be used without the express authority of the Committee and every use of that Common Seal shall be recorded in the minute book referred to in rule 19.
- 3) The affixing of the common seal of the Association shall be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- 4) The common seal of the Association shall be kept in the custody of the Secretary or such other person as the Committee from time to time decides.

24 INSPECTION OF RECORDS, ETC. OF ASSOCIATION

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

25 DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION

If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed -

- a) to another incorporated association having objects similar to those of the Association;

or

- b) for charitable purposes,

which incorporated association or purposes, as the case requires shall be determined by resolution of members when authorising and directing the Committee under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

26 INDEMNITY

The members of the Committee and every sub Committee and all other officers of the Association shall be indemnified out of the funds of the Association from and against all charges, costs, losses, damages and expenses which they or any of them shall or may incur or sustain in or about the execution of their respective offices except as may be occasioned by or through their own willful default and none of them shall be answerable for the acts of the others of them.

27 INTERPRETATION OF THE CONSTITUTION

The interpretation of these rules or any by-laws made thereunder shall be in the sole determination of the Committee of Management and shall be binding on all members.