

Summary of Proposed Changes to Rules of Association of Alliance Française de Perth

Changes 1. and 2. below have been highlighted only the first time they appear in the document which follows, but have thereafter been changed throughout.

All other changes have the original text crossed out, and the proposed change in red and highlighted alongside, (eg ... at least ~~7~~14 days ...)

1. Replacing the term *Committee* with *Board* throughout the document (to better convey the legislative and governance responsibilities of members)
2. Replacing the term *Director* with *Executive Director* throughout the document
3. 7.1 (a) Reducing the maximum number of elected voting members from thirteen to nine
4. 7.2 (b) Increasing the deadline for receipt of signed confirmation from each election candidate from 7 days to 14 days
5. 7.2 (c) Increasing the elected term of the President from one to two years with a maximum of six (not five) consecutive years
6. 7.2 (e) Clarifying the clause that sets election terms as three years and requires ordinary members of the Committee to retire and seek re-election at the end of a three-year term.
7. 7.3 (b) Reducing the number of absences from meetings without an apology from four to three to trigger resignation of a board member
8. 8.1 (iii) Inserting a new clause - "carry out an annual review of the performance of the Executive Director based on key performance indicators agreed between the Executive Director and the Board;"
9. 8.1 (vi) Inserting a new clause - "appoint an Acting Executive Director should there be an absence of more than two months between the previous Executive Director leaving and the new Executive Director arriving in Western Australia;"
10. 8.2. (c) Inserting a new clause - "provide advice to the French Government regarding the recruitment of the Executive Director;"

These are the new Rules of the Association
adopted at the Special General Meeting
held on2022

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President of the Alliance Francaise de Perth Inc.

AMENDED RULES
Of
ALLIANCE FRANCAISE DE PERTH INC

Adopted by special resolution at a Special General Meeting held on2022
Lodged with the Commissioner for Consumer Protection on2022
Approved by Fondation Alliance Française in Paris on2022

1 THE ASSOCIATION

- (a) The name of the Association is **ALLIANCE FRANCAISE DE PERTH INC.**
- (b) The Association, a non-profit-making Association, established in terms of the statutes and goals of the Alliance Francaise de Paris created in Paris in 1883 and whose continuity is ensured by the “Fondation Alliance Française” since January, 1st 2008, aims at promoting the French language in the state of Western Australia gathering those who desire to contribute to developing knowledge and taste for the French culture and language and, on a larger scale, fostering a better mutual understanding between Western Australia and France through linguistic and cultural relationships.
- (c) The Association operates under the context of responsible and well-balanced management, which guarantees its spirit of independence.
- (d) The Association does not consider political or religious affiliations and prohibits any discriminatory behaviour.
- (e) The duration of the Association is unlimited. Its principal office is located in Perth, Western Australia.
- (f) The Association permanently exists, subject to the approval of its statutes by the FAF.

2. DEFINITIONS

In these Rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015* of Western Australia;

Annual General Meeting is the meeting referred to in Rule 9 (a);

Association means the Association named in Rule 1(a);

Commissioner means the Commissioner for Consumer Protection exercising powers under the Act;

Board means the committee of management of the Association referred to in Rule 5;

Convene means to call together for a formal meeting;

Executive Director means a person appointed as Executive Director of the Association as provided in Rule 7(2) (j).

FAF means Fondation Alliance française in Paris

Financial year means each period of 12 months commencing on 1 January and ending on 31 December;

General Meeting means a meeting to which all Members are invited;

Member means an ordinary member of the Association who is financial and, in Rules 5 and 6 in relation to a member who is expelled from the Association, includes the former member.

President means the President referred to in Rule 7.2(c)

Secretary means the Secretary referred to in Rule 7.2(i).

Special General Meeting means a General Meeting other than the Annual General Meeting;

Special resolution has the meaning given by section 51 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 and, 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.

Tier 1 association means an incorporated association which has an annual revenue of less than \$250,000 (or other amount proscribed by the Commissioner).

Tier 2 association means an incorporated association which is not a tier 1 association or a tier 3 association.

Tier 3 association means an incorporated association which has an annual revenue of more than \$1,000,000 (or other amount prescribed by the Commissioner).

Treasurer means the Treasurer referred to in Rule 7.2(i)

3 OBJECTS OF ASSOCIATION

3.1 Objects

The objects of the Association are:

- (a) to create French language courses;
- (b) to support French language teaching in Western Australian educational institutions by way of courses, distribution of books, prizes or medals, language competitions etc.
- (c) to disseminate French or Francophone cultural material (on written or visual or electronic support documents) through the provision of appropriate facilities (libraries, resource centres, media-libraries, movie clubs, exhibition and theatre rooms) and by participating in French and foreign cultural communication channels and cultural exchanges;
- (d) to organise French cultural and national events such as recitals, shows, exhibitions, conferences, artistic festivals and seminars as well as meetings of recreational or promotional value; and
- (e) to foster a better understanding between Western Australia and France by organising cultural and language study exchanges with France or other French-speaking countries or locally.

3.2 Powers of Association

The powers conferred on the Association are the same as those conferred by section 14 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 any investment policy adopted by the Board;
- (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; and
- (g) enter into any other contract it considers necessary or desirable.

3.3 Resources

The resources of the Association comprise:

- (a) income from the services rendered by the Association (fees for enrolment in French classes, for the film club, for the library etc.) and from functions organised by the Association,
- (b) the membership fees from Members,
- (c) donations and legacies accepted by the Board, and
- (d) subventions it might be endowed with.

3.4 Use of property

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.

4. MEMBERSHIP

4.1 Eligibility for membership

- (a) Any person who supports the objects or purposes of the Association is eligible to apply to become a Member.
- (b) An individual who has not reached the age of 15 years is not eligible to apply for a class of membership that confers full voting rights.

4.2 Applying for membership

A person who wants to become a Member must apply in writing, or by any other electronic means acceptable to the Association, to the Executive Director.

4.3 Becoming a member

An applicant for membership of the Association becomes a member when

- (a) the applicant's application is accepted; and
- (b) the applicant pays any membership fees payable to the Association under rule 4.6.

The Executive Director must, in accordance with section 36 of the Act, provide each Member, in hard copy or electronically, with a copy of these Rules when their membership commences and upon any subsequent request.

4.4 Types of Membership

The Association is composed of:

- (a) ordinary Members up-to-date with their membership fees;
- (b) honorary members appointed by the Board;
- (c) benefactor members, who have offered the Association an outstanding contribution; and
- (d) schools and other teaching institutions represented by their principal teacher of French.

4.5 Register of Members

- (a) The Executive Director, on behalf of the Association, must comply with section 53 of the Act by keeping and maintaining in an up to date condition a register of the Members of the Association and their postal, residential or email addresses.
- (b) The register must be so kept and maintained at the principal place of business of the Association, or at such other place as the Members at a General Meeting decide.
- (c) The Executive Director must cause the name of a person who dies or who ceases to be a Member under Rule 4.7 to be deleted from the register of members referred to in this sub-Rule 4.5.
- (d) Upon the request of a Member, the Executive Director 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.
- (e) If
 - (i) a Member inspecting the register of Members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (ii) a Member makes a written request under section 56(1) of the Act to be provided with a copy of the register of Members.

The Board may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

- (f) A Member must not use or disclose information in a record or document referred to in this sub-Rule) above except for a purpose
 - (i) that is directly connected with the affairs of the Association; or

(ii) that is related to complying with a requirement of the Act.

4.6 Membership fees

- (a) Membership fees for Members are determined by resolution of the Board from time to time.
- (b) Each Member must pay to the Association, annually on or before 1 July or such other date as the Board from time to time determines, the amount of the membership fee determined under Rule 4.6 (a).
- (c) A Member whose membership fee is not paid within 3 months after the relevant date fixed by or under Rule 4.6 (b) above ceases on the expiry of that period to be a Member, unless the Board decides otherwise.
- (d) A person exercises all the rights and obligations of a Member for the purposes of these rules if his or her membership fee is paid on or before the relevant date fixed by or under sub-Rule (b) above or within 3 months thereafter, or such other time as the Board allows.

4.7 Termination of Membership

- (a) A person ceases to be a Member when any of the following takes place
 - (i) for a Member who is an individual, the individual dies;
 - (ii) for a Member who is a body corporate, the body corporate is wound up;
 - (iii) the person resigns from the Association under Rule 4.8
 - (iv) the person is expelled from the Association under Rule 5.1;
 - (v) the person ceases to be a Member under Rule 4.6(c)

- (b) The Executive Director must keep a record, for at least one year after a person ceases to be a Member, of
 - (i) the date on which the person ceased to be a Member; and
 - (ii) the reason why the person ceased to be a Member.

4.8 Resignation

- (a) A Member may resign from membership of the Association by giving written notice of the resignation to the Executive Director.
- (b) The resignation takes effect

- (i) when the Executive Director receives the notice; or
- (ii) if a later time is stated in the notice, at that later time.
- (iii) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the *owed amount*) at the time of resignation.
- (iv) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

4.9 Rights not transferable

The rights of a Member are not transferable and end when membership ceases.

5 DISCIPLINARY ACTION, DISPUTES AND MEDIATION

5.1 Disciplinary action, suspension and expulsion

- (a) The Board may decide to suspend a Member's membership or to expel a Member from the Association if
 - (i) the Member contravenes any of these Rules; or
 - (ii) the Member acts detrimentally to the interests of the Association.
- (b) The Executive Director must give the Member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- (c) The notice given to the Member must state
 - (i) when and where the Board meeting is to be held; and
 - (ii) the grounds on which the proposed suspension or expulsion is based; and
 - (iii) that the Member, or the Member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion;
- (d) At the Board meeting, the Board must
 - (i) give the Member, or the Member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
 - (ii) give due consideration to any submissions so made; and

(iii) decide

(1) whether or not to suspend the Member's membership and, if the decision is to suspend the membership, the period of suspension; or

(2) whether or not to expel the Member from the Association.

(e) A decision of the Board to suspend the Member's membership or to expel the Member from the Association takes immediate effect.

(f) The Board must give the Member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.

(g) A Member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under sub-Rule (f) above, give written notice to the Executive Director requesting the appointment of a mediator under Rule 6.

(h) If notice is given under sub-Rule (g) above, the Member who gives the notice and the Board are the parties to the mediation.

5.2 Consequences of suspension

(a) During the period a Member's membership is suspended, the Member

(i) loses any rights (including voting rights) arising as a result of membership; and

(ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.

(b) When a Member's membership is suspended, the Executive Director must record in the register of members

(i) that the Member's membership is suspended; and

(ii) the date on which the suspension takes effect; and

(iii) the period of the suspension.

(c) When the period of the suspension ends, the Executive Director must record in the register of members that the Member's membership is no longer suspended.

5.3 Resolving disputes

(a) In this sub-rule 5.3

grievance procedure means the procedures set out in this sub-rule 5.3;

party to a dispute includes a person

- (i) who is a party to the dispute; and
 - (ii) who ceases to be a Member within 6 months before the dispute has come to the attention of each party to the dispute.
- (b) The procedure set out in this Rule 5 applies to disputes
- (i) between Members; or
 - (ii) between one or more Members and the Association.
- (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- (d) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by sub-Rule (c) above, any party to the dispute may start the grievance procedure by giving written notice to the Executive Director of
- (i) the parties to the dispute; and
 - (ii) the matters that are the subject of the dispute.
- must
- (e) Within 28 days after the Executive Director is given the notice, a Board meeting be convened to consider and determine the dispute.
- Board
- (f) The Executive Director must give each party to the dispute written notice of the meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (g) The notice given to each party to the dispute must state
- (i) when and where the Board meeting is to be held; and
 - (ii) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- (h) If
- (i) the dispute is between one or more Members and the Association; and
 - (ii) any party to the dispute gives written notice to the Executive Director stating

that the

party

(1) does not agree to the dispute being determined by the Board; and

(2) requests the appointment of a mediator under Rule 6, the Board must not determine the dispute.

5.4 Determination of dispute by Board

(a) At the Board meeting at which a dispute is to be considered and determined, the Board must

(i) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and

(ii) give due consideration to any submissions so made; and

(iii) determine the dispute.

(b) The Executive Director must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.

(c) A party to the dispute may, within 14 days after receiving notice of the Board's determination under sub-Rule (a) (iii) above, give written notice to the Executive Director requesting the appointment of a mediator under Rule 6.

(d) If notice is given under sub-Rule (c) above, each party to the dispute is a party to the mediation.

6 MEDIATION

6.1 Application of Division

(a) This Division applies if written notice has been given to the Executive Director requesting

the appointment of a mediator

(i) by a Member under Rule 5.1(g) or

(ii) by a party to a dispute under Rule 5.3(h) or 5.4(c)

(b) If this Division applies, a mediator must be chosen or appointed under rule 6.2.

6.2 Appointment of mediator

(a) The mediator must be a person chosen

(i) if the appointment of a mediator was requested by a Member under Rule 5.1(g) by agreement between the Member and the Board; or

(ii) if the appointment of a mediator was requested by a party to a dispute under rule Rule 5.3(h) or 5.4(c) by agreement between the parties to the dispute.

(b) If there is no agreement for the purposes of sub-Rule (a) (i) or (ii) above, then, subject to sub-Rules (c) and (d) below, the Board must appoint the mediator.

(c) The person appointed as mediator by the Board must be an independent person who acts as a mediator for bodies corporate or for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by

(i) a Member under Rule 5.1(g) or

(ii) a party to a dispute under Rule 5.3(h)

(iii) a party to a dispute under Rule 5.4(c) and the dispute is between one or more members and the Association.

(d) The person appointed as mediator by the Board may be a Member or former Member of the Association but must not

(i) have a personal interest in the matter that is the subject of the mediation; or

(ii) be biased in favour of or against any party to the mediation.

6.3 Mediation process

- (a) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (b) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (c) In conducting the mediation, the mediator must
 - (i) give each party to the mediation every opportunity to be heard; and
 - (ii) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (iii) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (d) The mediator cannot determine the matter that is the subject of the mediation.
- (e) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (f) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

Note for this rule:

Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated association's rules.

6.4 If mediation results in decision to suspend or expel being revoked

- If
- (a) mediation takes place because a Member whose membership is suspended or who is expelled from the Association gives notice under Rule 5.1(g); and
 - (b) as the result of the mediation, the decision to suspend the Member's membership or expel the Member is revoked,
- that revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion.

7. ADMINISTRATION AND OPERATION OF THE ASSOCIATION

7.1 The Board

- (a) The Association is administered by a Board comprising a maximum of ~~13~~ **9** elected voting members (including the President).
- (b) A person may be a Board member if the person is an individual who has reached 18 years of age, is a Member and is not prevented from being a member of the Board by section 39 of the Act.
- (c) Subject to the Act, these Rules, the by-laws (if any) and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (d) The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).
- (e) If a person ceases for any reason to be a member of the Board, he/she must, as required by section 41 of the Act, as soon as practicable thereafter deliver to the Executive Director all documents and records pertaining to the management of the affairs of the Association which are in his/her possession (including copies of documents and records which are stored on a computer).

7.2 Election of the Board

- (a) Each of the President and the other voting members of the Board is elected by secret ballot at the Annual General Meeting in accordance with Rule 9(k).
- (b) Each candidate for election as President or a voting member of the Board must deliver to the Executive Director at least ~~7~~ **14** days before the relevant Annual General Meeting a signed confirmation that he/she is a candidate for election and is not prohibited by section 39 of the Act from being a member of the Board.

Note for this rule:

Section 39 of the Act prohibits a person who, in the preceding 5 years, has become bankrupt or has been convicted of an indictable offence relating to a company, an offence relating to fraud or dishonesty or any offence in relation to the duties of officers of an association or to debts of an insolvent association, from being a member of the committee of an association.

- (c) The President is elected for a period of ~~one~~ **two** years and may be re-elected at the end of this period. The President cannot retain his/her office for more than ~~five~~ **six** consecutive years but will be eligible for election again after a period of at least one year during which he/she does not hold that office.
- (d) Ordinary voting members of the Board:

- (i) are elected for a period of three years and may, subject to paragraph ii below, be re-elected at the end of this period;
- (ii) cannot be re-elected for more than nine consecutive years but will be eligible for election again after a period of at least one year during which he/she is not a voting member of the Board.

~~(e) One third of the ordinary voting members of the Board must retire at each Annual General Meeting (notwithstanding that a retiring member may not then have completed his/her current three year period). The members to retire shall be those who have been longest in office. If the number of ordinary voting members who have been longest in office exceeds one third of the total number of ordinary voting members of the Board, then, in the absence of agreement between them, the members to retire (up to one third of the ordinary voting members of the Board) shall be selected by lots drawn between them. In this Rule 7.2(e), the expression "one third" includes the number nearest to one third.~~

(e) Any ordinary member that has served for a three-year period since election is required to retire at the Annual General Meeting held at the end of the three year term. If the number of ordinary voting members who fall within this category exceeds one third of the total number of ordinary voting members of the Board, then, in the absence of agreement between them, the members to retire (no more than one third of the ordinary voting members of the Board) shall be selected by lots drawn between them. In this Rule 7.2(e), the expression "one third" includes the number nearest to one third.

- (f) In the event of a casual vacancy, the Board may appoint a replacement member. The choice of the Board is to be ratified at the next General Meeting.
- (g) In addition to the elected members, the Board may invite up to 4 representatives of the cultural, business, educational or consular communities to become members of the Board in their own right but such invited members of the Board do not have the right to vote at its meetings.
- (h) The Board may appoint an Honorary President from among its members for distinguished services rendered to the Association. The Honorary President is automatically a member of the Board but is not entitled to vote at its meetings.
- (i) ~~During its first session~~ **As soon as practicable** following the Annual General Meeting, the Board elects by secret ballot one or two Vice-Presidents, a Secretary and a Treasurer who shall form, together with the President, the executive sub-committee of the Association.
- (j) Should a Executive Director be appointed by the relevant French authority, he/she shall be part of the Board and the executive sub-committee as an ex officio member, in an advisory capacity but without the right to vote.

7.3 Proceedings of Board

- (a) The Board meets at least four times a year and each time it is convened by the President or upon the request of a quarter of its members who are entitled to vote.
- (b) Any Board member entitled to vote who has failed to attend ~~four~~ **three** consecutive meetings of the Board without a legitimate excuse is considered to have resigned from the Board.
- (c) The President (or, if absent, one of the Vice Presidents) presides at all meetings of the Board and, in the event of a tied vote, has a second or casting vote.
- (d) The attendance of 50 per cent of Board members entitled to vote is necessary for the validity of matters referred to in Rule 7.4 below. The attendance of five Board members entitled to vote is necessary for all other matters.
- (e) The presence of a Board member at a Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (f) A Board member who participates in a Board meeting as allowed under Rule 7.3(e) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
- (g) Minutes of each meeting should be recorded by the Secretary, signed by the President and by the Executive Director or Secretary and produced for approval at the beginning of the following meeting.
- (h) As required under sections 42 and 43 of the Act, a Board member having any direct or indirect material personal interest in a matter being considered at a meeting of the Board (except if that personal interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the Association is established or is otherwise excluded under sections 42 or 43 of the Act), must-
 - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board and at the next General Meeting of the Association;
 - (ii) not be present while the matter is being considered at the meeting; and not vote on the matter.

7.4 Board decisions requiring approval by a General Meeting

Resolutions of the Board relating to:

- (a) the acquisitions, exchange and transfer of any real property which is required to further the objectives of the Association;
 - (b) the establishment of mortgages on any such real property;
 - (c) leases of real property (whether as lessor or lessee) for a period of more than nine years; and
 - (d) loans to the Association
- must be subject to the approval of a special resolution at a General Meeting.

7.5 No remuneration for Board Members

No member of the board of directors may receive any remuneration from the Alliance Française they sit on, neither in respect of services provided within the framework of their own profession nor in respect of an internal job provision of services. Therefore, no employee of Alliance Française can become a member of the Board of Executive Directors.

8 DUTIES OF THE COMMITTEE AND OFFICERS

8.1 Duties of the Board

- (a) The duties of the Board are to:
 - (i) formulate the financial, preservation and development policy of the Association's assets;
 - (ii) approve the annual work plan and organisational chart proposed by the Executive Director;
 - (iii) carry out an annual review of the performance of the Executive Director based on key performance indicators agreed between the Executive Director and the Board;
 - (iv) appoint an Acting Executive Director should there be an absence of more than two months between the previous Executive Director leaving and the new Executive Director arriving in Western Australia;
 - (iv) assist with the planning and implementation of the Association's functions;
 - (v) fix the membership fees of the Association;
 - (vi) provide the necessary signature by proxy to support the Executive Director in his or her management, and
 - (vii) carry out other tasks which the Board considers necessary for the wellbeing of the Association.

- (b) In accordance with section 45 of the Act each member of the Board must exercise his or her powers and discharge his or her duties
 - (i) in good faith in the best interests of the Association; and
 - (ii) for a proper purpose.
- (c) In accordance with section 46 of the Act each member of the Board must not improperly use his or her position to
 - (i) gain an advantage for the member or another person; or
 - (ii) cause detriment to the Association.
- (d) In accordance with section 47 of the Act a person who obtains information because the person is, or has been, a member of the Board of an association must not improperly use the information to
 - (i) gain an advantage for the person or another person; or
 - (ii) cause detriment to that association.

8.2 Duties of the President

The duties of the President are to:

- (a) ensure the legal representation of the Association,
- (b) ensure adherence to these Rules and that resolutions taken by both the General Meeting and the Board are respected;
- (c) provide advice to the French Government regarding the recruitment of the Executive Director;
- (d) proceed with the recruitment and lay-off of the administrative and teaching staff upon the Executive Director's suggestions;
- (e) oversee the general performance by the Board of its duties;
- (f) establish and maintain systems to ensure an adequate supply of information to the Board; and
- (g) carry out such other tasks which the Board considers necessary from time to time

8.3 Duties of the Treasurer

The duties of the Treasurer are to:

- (a) ensure that the Association complies with Part 5 of the Act with respect to the accounting records of the Association by:
 - (i) having in place systems for:
 - (a) keeping such accounting records as correctly recorded and explain the

- financial transactions and financial position of the Association;
- (b) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
- (c) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (ii) auditing (where required by the Act) and 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;
- (b) report the economic situation of the Association by submitting balance sheets and other accounts to the Board on a regular basis;
- (c) approve financial documents together with the President and the Executive Director; and
- (d) carry out such other tasks which the Board considers necessary from time to time.

8.4 Duties of the Executive Director

The duties of the Executive Director are to:

- (a) manage the Association in accordance with the statutes, regulations and resolutions of the Board;
- (b) 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;
- (c) pay all moneys referred to in paragraph (b) above into such account or accounts of the Association as the Board may from time to time direct;
- (d) make payments from the funds of the Association with the authority of the Board and in so doing ensure that all cheques and other payments are signed or approved by himself or herself and at least one other authorised Board member or in such other manner as the Board may from time to time resolve;
- (e) if the Association is a tier 1 association, coordinate the preparation of the Association's financial statements before their submission to the Association's Annual General Meeting;
- (f) if the Association is a tier 2 association or tier 3 association, coordinate the preparation of the Association's financial report before its submission to the Association's Annual General Meeting;
- (g) provide any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (h) comply on behalf of the Association with :

- (i) section 54(1) of the Act with respect to the register of Members of the Association, as referred to in Rule 4.6;
- (ii) section 35 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, 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 58 of the Act by maintaining a record of
 - (a) the names and residential, postal or email 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 Board and persons who are authorised to use the common seal of the Association under Rule 8; and
 - (b) the names and residential, postal or email addresses of any persons who are appointed or act as trustees on behalf of the Association,
 and the Executive Director 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;
- (i) 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 (h) above;
- (j) suggest the recruitment and lay-off of teaching and administrative staff to the President;
- (k) under the authority of the President, represent the Association in accordance with these Rules and the Act and exercise any other specific powers as directed by the Board;
- (l) submit the annual budget and the organisational work-plan for approval by the Board;
- (m) submit to the Board the necessary documentation for a good monitoring of the work-plan and budget executing; and
- (n) carry out such other tasks which the Board considers necessary from time to time

8.5 Duties of the Secretary

The duties of the Secretary are to:

- (a) keep full and correct minutes of the proceedings of the Board and of General Meetings of the Association; and
- (b) carry out such other tasks which the Board considers necessary from time to time.

9. GENERAL MEETINGS

- (a) A General Meeting of the Association's Members gathers at least once a year and is convened each time by the Board. The Board must convene Annual General Meetings within the time limits provided for the holding of such meetings by section 50 of the Act, that is, in every calendar year within 6 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. A special General Meeting may be convened at any time for any purpose upon the request of the Board or at least 25 per cent of ordinary Members.
- (b) A General Meeting is made up of all registered Members on the date of invitation to the General Meeting for which at least 14 days' notice must be given.
- (c) The notice of a General Meeting must give details of the agenda for the General Meeting and must be sent to all Members by post to the recorded postal address of the Member or by electronic transmission to the recorded email address of the Member or by any other generally acceptable electronic means of communication. Documents referred to in the notice or to be discussed at the General Meeting may be displayed on the Association's website instead of being sent with the notice.
- (d) The President (or, if absent, one of the Vice Presidents) presides at all General Meetings and, in the event of a tied vote, has a second or casting vote.
- (e) All Members are entitled to attend a General Meeting. The quorum for a General Meeting is 10 Members. These Members can either be physically present or have granted proxy to another Member. If this quorum is not reached, the General Meeting is re-convened after a period of fifteen days, at which time any resolution it makes will be valid, regardless of the level of attendance.
- (f) Each Member physically present has one vote for himself/herself and one vote for each Member for whom he or she has been appointed the proxy but so that no Member may hold proxies for more than five other Members.
- (g) At a General 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.
- (h) 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.
- (i) The agenda for each Annual General Meeting is set by the Board.
- (j) The Annual General Meeting receives and considers

- (i) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act;
- (ii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act; and
- (iii) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report.

The Annual General Meeting may also make decisions on financial planning for the following financial year. It debates all other items on the agenda.

- (k) The Annual General Meeting also elects the President and the new Board as provided in Rule 7.2. Members of the Board are elected by nomination on a single secret ballot. The President is elected by majority vote on a single secret ballot or, if there are more than two candidates for the presidency, two secret ballots. The second ballot comprises only the two candidates who have obtained the greatest number of votes at the first ballot.
- (l) The Annual General Meeting also elects one or more auditors who cannot be members of the Board but can be re-elected each year.
- (m) The annual report and accounts are made available to all Members.

10. COMMON SEAL OF ASSOCIATION

- (a) The Association may execute a document without using a common seal if the document is signed by any two of the President, the Executive Director and the Treasurer or another person authorised by the Board.
- (b) If the Association has a common seal, its corporate name must appear on it in legible characters.
- (c) The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded in the minutes referred to in Rule 8(5) (a).
- (d) The affixing of the common seal of the Association must be witnessed by any two of the President, the Executive Director and the Treasurer or another person authorised by the Board.
- (e) The common seal of the Association must be kept in the custody of the Executive Director or of such other person as the Board from time to time decides.

11. AMENDMENT OF THESE RULES

- (a) The Rules can only be amended by a special resolution passed at a General Meeting upon a proposal by the Board or by 10 per cent of the Members. Such a

proposal is to be submitted to the Board at least one month before the meeting.

- (b) Within one month of the passing of a special resolution altering these 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 Board 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 the Act.
- (c) An alteration of the Rules of the Association does not take effect until:
 - (i) Rule 11(b) is complied with; and
 - (ii) the said amendments have been approved by the FAF.
- (d) An alteration of the Rules of the Association having effect to change the name of the Association does not take effect until Rules 11(a) to (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 Rules 11(a) to (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- (f) An official specimen of the amended Rules, duly signed and lodged with the Commissioner under Rule 11(b), together with evidence of its lodgement with the Commissioner should be sent to the FAF for filing purposes.

12. DISSOLUTION OF THE ASSOCIATION

In the event of the winding up or dissolution of the Association a General Meeting must appoint one or more company administrators charged with the liquidation of the Association's assets. If 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 of the Association. The surplus property must be given or transferred to another Alliance Française operating in Western Australia or, in the absence thereof, 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, which association shall be determined by resolution of the Members after its approval by the company administrators.