

THE MAURITIAN NATIVE ARTS FOUNDATION RULES

1.0 The **Mauritian Native Arts Foundation (Australia)** is in these Rules called “**the Foundation**”.

2.0 Interpretation

- 2.1** In these Rules, unless the contrary intention appears:
- “**Committee**” means the Committee of Management of the Foundation.
 - “**Financial year**” means the year ending on 30 June.
 - “**Foundation**” shall have the same meaning as attributed to “**Association**” within the “**Associations Incorporated Act 1981**”.
 - “**General Meeting**” means a general meeting of members convened in accordance with Rule 12.
 - “**Mauritian Native Arts Foundation**” shall also be known and described as “**MNAF**”
 - “**Member**” means a member of the Foundation.
 - “**Native People**” shall mean People who have lived in Mauritius over a very long time, but also designates those whose ancestors were from Mauritius.
 - “**Ordinary Member of the Committee**” means a member of the Committee who is not an officer of the Foundation under Rule 14.2.
 - “**The Act**” means the **Associations Incorporation Act 1981**.
 - “**The Regulations**” means Regulations under the Act.
- 2.2** In these Rules, a reference to the secretary of the Foundation is a reference:
- (a) where a person holds office under these Rules as secretary of the Foundation—to that person; and
 - (b) in any other case, to the public officer of the Foundation.
- 2.3** Words or expressions contained in these Rules shall be interpreted in accordance with the **Interpretation of Legislation Act 1984** and the Act as in force from time to time.

3.0 Mission Statement, Aims and Objectives

3.1 Mission Statement

The Mauritian Native Arts Foundation (Australia) (MNAF) is a non-profit foundation to broaden understanding of and stimulate demand for Mauritian native art. This foundation has been formed to create awareness about Mauritian Native People, their cultures and art forms.

Our vision is to play a role in affirming the importance of Mauritian Native artwork by stimulating interest in it outside of Mauritius, expanding its availability, and thereby raising its value to the level at which it should be recognized. In so doing, MNAF hopes to contribute to the economic success of indigenous Mauritian artists and the villages they live in.

3.2 Aims and Objectives

MNAF's Objectives are to:

- *Improve* the economic well-being of Mauritian Native artists;
- *Invigorate* the education and training of the next generation of Mauritian Native artists;
- *Increase* general awareness of Mauritian Native cultures and provide opportunities to educate the public about the diverse cultural expressions of Mauritius indigenous peoples; and
- *Stimulate* demand for and help establish fair market pricing for works of art and music created by Mauritian Native people.
- *Represent* its members.
- *Support* the promotion of and create opportunities for Mauritian Native Artists to perform and sell their works in Australia.
- *Submit* views to the authorities on behalf of its members.

- *Advise* members on current and future issues affecting their businesses and professions.
- *Create* a business and professionals network, and produce an annual business directory for public distribution.
- *Organise* training activities in fields as diverse as information technology and international trade.
- *Establish and maintain* trade, business and professional exchanges between Australia and Mauritius.
- Initiate co-operation and affiliation programmes and other links with international organisations so as to further the interests of its members and the business community as a whole.

4.0 Membership

Members shall be grouped in the following categories:

- Founder Members
- Associate Members
- Artist Advisory Foundation Members and Strategic Partners

5.0 Founder Members

5.1 Founder members shall not exceed ten in number and shall be those in existence at the date of incorporation of the Foundation. Vacancies among founder members shall be filled by decision of the founder members at a general meeting. New founder members shall pay a joining fee. A person who is not a founder member of the Foundation at the date of the incorporation of the Foundation (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership unless:

- that person is nominated as provided in sub-clause 5.2 and
- admission as a founder member is approved by the founder members at a general meeting.

5.2 A nomination of a person as founder member of the Foundation:

- shall be made in the form set out in Appendix 1 and
- shall be lodged with the Secretary of the Foundation.

5.3 As soon as practicable after the receipt of a nomination, the secretary shall refer the nomination to the founder members in a general meeting.

5.4 Upon a nomination being referred to the founder members, the founder members present at the general meeting shall determine whether to approve or to reject the nomination.

5.5 Upon a nomination being approved by the founder members at a general meeting, the secretary shall, with as little delay as possible, notify the nominee in writing of the approval for membership of the Foundation and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the joining fee and the first year's annual subscription.

5.6 The secretary shall, upon payment of the amounts referred to in sub-clause 5.5 within the period referred to in that sub-clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a founder member of the Foundation.

5.7 A right, privilege, or obligation of a person by reason of membership of the Foundation:

- (a) is not capable of being transferred or transmitted to another person; and

(b) terminates upon the cessation of membership whether by death or resignation or otherwise.

6.0 Resignation and Expulsion of Founder Member

6.1 A founder member of the Foundation may resign from the Foundation by first giving one month's notice in writing to the Secretary of the intention to resign and upon the expiration of that period of notice, the founder member shall cease to be a founder member.

6.2 Upon the expiration of a notice given under sub clause 6.1, the Secretary shall make in the register of members an entry recording the date on which the founder member by whom the notice was given, ceased to be a founder member.

6.3 Subject to these Rules, the Committee may by resolution:

- expel a founder member from the Foundation;
- suspend a founder member from membership of the Foundation for a specified period; or
- fine a founder member an amount not exceeding \$100:

if the Committee is of the opinion that the founder member:

- has refused or neglected to comply with these Rules
- has been convicted of any misdemeanour or crime
- has been guilty of conduct unbecoming of a member or prejudicial to the interests of the Foundation or
- has, without cause acceptable to the Committee not served on the Committee for at least one term in any four year period, or has not participated in the activities of the Foundation.

6.4 A resolution of the Committee under sub-clause 6.3:

- does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the founder member of a notice under sub-clause 6.5 confirms the resolution in accordance with this clause; and
- where the founder member exercises a right of appeal to the Foundation under this clause, does not take effect unless the Foundation confirms the resolution in accordance with this clause.

6.5 If the Committee passes a resolution under sub-clause 6.3, the secretary shall, as soon as practicable, cause to be served on the founder member a notice in writing:

- (a) setting out the resolution of the Committee and the grounds on which it is based;
- (c) stating that the founder member may address the Committee at a meeting to be held not earlier than 14 and not less than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting;
- (d) informing the founder member that he or she may do one or more of the following:
 - (i) Attend that meeting;
 - (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (iii) Not later than 24 hours before the date of the meeting lodge with the secretary a notice to the effect that he or she wishes to appeal to the Foundation in general meeting against the resolution.

6.6 At a meeting of the Committee held in accordance with sub-clause 6.5, the Committee:

- (a) shall give to the founder member an opportunity to be heard;

- (b) shall give due consideration to any written statement submitted by the founder member; and
- (e) shall by resolution determine whether to confirm or to revoke the resolution.

6.7 If the secretary receives a notice under sub-clause 6.5, he or she shall notify the Committee and the Committee shall convene a general meeting of the Foundation to be held within twenty-one days after the date on which the secretary received the notice.

6.8 At a general meeting of the Foundation:

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the founder member shall be given an opportunity to be heard; and
- (f) the founder members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

6.9 If at the general meeting convened under sub-clause :

- (a) two-thirds of the founder members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
- (b) in any other case, the resolution is revoked.

7.0 Associate Members

7.1 Associate members shall be open to all Mauritian Native People and shall be deemed to include all persons (including non Mauritian Native People) who are associated with the promotion of Mauritian Native People, their cultures and art forms.

A person who is not an associate member of the Foundation at the date of the incorporation of the Foundation (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership unless:

- that person is nominated as provided in sub-clause 7.2 and
- admission as an associate member is approved by the committee.

7.2 A nomination of a person as associate member of the Foundation:

- shall be made in the form set out in Appendix 2 and
- shall be lodged with the Secretary of the Foundation.

7.3 As soon as practicable after the receipt of a nomination, the secretary shall refer the nomination to the Committee for consideration.

7.4 Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.

7.5 Upon a nomination being approved by the Committee, the secretary shall, with as little delay as possible, notify the nominee in writing of the approval for membership of the Foundation and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the joining fee and the first year's annual subscription.

7.6 The secretary shall, upon payment of the amounts referred to in sub-clause 7.5 within the period referred to in that sub-clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes an associate member of the Foundation.

7.7 A right, privilege, or obligation of a person by reason of membership of the Foundation:

- (g) is not capable of being transferred or transmitted to another person; and
- (h) terminates upon the cessation of membership whether by death or resignation or otherwise.

8.0 Resignation and Expulsion of Associate Member

8.1 An associate member of the Foundation may resign from the Foundation by first giving one month's notice in writing to the Secretary of the intention to resign and upon the expiration of that period of notice, the associate member shall cease to be an associate member.

8.2 Upon the expiration of a notice given under sub clause 8.1, the Secretary shall make in the register of members an entry recording the date on which the associate member by whom the notice was given, ceased to be a founder member.

8.3 Subject to these Rules, the Committee may be resolution :

- expel an associate member from the Foundation;
- suspend an associate member from membership of the Foundation for a specified period; or
- fine an associate member an amount not exceeding \$100:

if the Committee is of the opinion that the associate member:

- has refused or neglected to comply with these Rules
- has been convicted of any misdemeanour or crime
- has been guilty of conduct unbecoming of a member or prejudicial to the interests of the Foundation.

8.4 A resolution of the Committee under sub-clause 8.3:

- does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the associate member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
- where the associate member exercises a right of appeal to the Foundation under this clause, does not take effect unless the Foundation confirms the resolution in accordance with this clause.

8.5 If the Committee passes a resolution under sub-clause 8.3, the secretary shall, as soon as practicable, cause to be served on the associate member a notice in writing:

- (a) setting out the resolution of the Committee and the grounds on which it is based;
- (b) stating that the associate member may address the Committee at a meeting to be held not earlier than 14 and not less than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting;
- (d) informing the associate member that he or she may do one or more of the following:

- (i) Attend that meeting;
- (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
- (iii) Not later than 24 hours before the date of the meeting lodge with the secretary a notice to the effect that he or she wishes to appeal to the Foundation in general meeting against the resolution.

8.6 At a meeting of the Committee held in accordance with sub-clause 8.5, the Committee:

- (a) shall give to the associate member an opportunity to be heard;
- (b) shall give due consideration to any written statement submitted by the associate member; and

(i) shall by resolution determine whether to confirm or to revoke the resolution.

8.7 If the secretary receives a notice under sub-clause 8.5, he or she shall notify the Committee and the Committee shall convene a meeting of the Committee to be held within twenty-one days after the date on which the secretary received the notice.

8.8 At the Committee meeting convened under sub-clause 8.5:

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the associate member shall be given an opportunity to be heard; and
- (j) the Committee shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

8.9 If at the Committee meeting convened under sub-clause 8.8:

- (a) two-thirds of the Committee members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
- (b) in any other case, the resolution is revoked.

9.0 Artist Advisory Foundation Members and Strategic Partners

The Committee may accept as artist advisory foundation members or strategic partners persons or organizations who may help the Foundation by virtue of their status, knowledge or expertise in a particular field. Artist advisory foundation members and strategic partners shall not pay any entrance fee or yearly subscription and shall not be entitled to vote at any general meeting. They shall not take part in the administration of the Foundation without the approval of the Committee. However, they shall advise the committee on issues within their fields of expertise.

The Artist Advisory Foundation and Strategic Partners shall constitute an advisory board and will perform the following advisory functions:

1. To serve as a review committee for various issues such as artist agreements, purchasing practices, and distribution policies;
2. To advise on Mauritian Native cultures and provide opportunities to educate the public about the diverse cultural expressions of Mauritius indigenous peoples
3. To counsel MNAF in developing baseline criteria for participating artists,
4. To maintain MNAF's quality standards,
5. To review matters that is presented to the advisory by the foundation, and,
6. To identify effective ways to reach and maintain communications with the Mauritian diverse community of native artists.

Subject to these Rules, the Committee may by resolution and at its full discretion:

Withdraw and cancel the advisory foundation membership and / or strategic partnership, if the Committee is of the opinion that the artist advisory foundation member or strategic partner:

- has refused or neglected to comply with these Rules
- has been convicted of any misdemeanour or crime
- has been guilty of conduct unbecoming of a member or prejudicial to the interests of the Foundation.

10.0 Annual General Meeting

- 10.1** The Foundation shall in each calendar year convene an annual general meeting of its members.
- 10.2** The annual general meeting shall be held on such day as the Committee determines.
- 10.3** The annual general meeting shall be specified as such in the notice convening it.
- 10.4** The ordinary business of the annual general meeting shall be:
- to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - to receive from the Committee reports upon the transactions of the Foundation during the last preceding financial year;
 - to elect officers of the Foundation and the ordinary members of the Committee and
 - to receive and consider the statement submitted by the Foundation in accordance with section 30 (3) of the Act.
- 10.5** The annual general meeting may transact special business of which notice is given in accordance with these rules.
- 10.6** The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

11.0 Special General Meetings

All general meetings other than the annual general meeting shall be called special general meetings.

- 11.1** The Committee may, whenever it thinks fit, convene a special general meeting of the Foundation and, where, but for this sub-clause, more than fifteen months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- 11.2** The Committee shall, on the requisition in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Foundation.
- 11.2** The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 11.3** If the Committee does not cause a special general meeting to be held within the month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
- 11.4** A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and, all reasonable expenses incurred in convening the meeting shall be refunded by the Foundation to the persons incurring the expenses.

12.0 Notice of General Meeting

- 12.1** The Secretary of the Foundation shall, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Foundation, cause to be sent to each member of the Foundation at the address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- 12.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 12.3 A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

13.0 Proceedings at Meetings

- 13.1 All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- 13.2 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 13.3 Ten members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 13.4 If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 5) shall be a quorum.
- 13.5 The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Foundation.
- 13.6 If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the Meeting.
- 13.7 The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 13.8 Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- 13.9 Except as provided in sub-clauses 13.4 and 13.7, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 13.10 A question arising at a general meeting of the Foundation shall be determined on a show of hands and unless, before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Foundation is evidence of the fact, without proof of the number or proportion of the votes recorded in favour or, or against, that resolution.
- 13.11 Upon any question arising at a general meeting of the Foundation, a member has one vote only.

- All votes shall be given personally or by proxy.
- In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

13.12 If at a meeting a poll or any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

13.13 A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the Chairperson may direct.

13.14 A member is not entitled to vote at any general meeting unless all moneys due and payable by the member to the Foundation have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

13.15 Each member is entitled to appoint another member as a proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

13.16 The notice appointing the proxy shall be in the form set out in Appendix 3.

14.0 Committee of Management

The affairs of the Foundation shall be managed by the Committee of Management constituted as provided in Rule 14.6.

14.1 The Committee:

- shall control and manage the business and affairs of the Foundation;
- may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Foundation other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Foundation;
- may authorize the appointment of office holders other than those prescribed by these rules for the carrying out of functions as authorized in writing by the committee;
- subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Foundation; and
- shall authorize any news releases and / or public statements. The issue of unauthorized news release and / or public statements shall be the sole responsibility of the issuer and not that of the Foundation.

14.2 Not later than seven days after the annual general meeting, the members of the Committee shall appoint from among their numbers the following officers:

- a President;
- a Vice-President;
- a Secretary and
- a Treasurer

A member can hold more than one, but not more than two, of the aforementioned positions on the committee. For the purposes of these rules, the office of an officer of the Foundation or of member of the Committee becomes vacant if the officer or member:

- ceases to be a member of the Foundation;
- becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
- resigns from office by notice in writing given to the secretary.

14.3 The provisions of Rule 13.4 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause 14.2.

14.4 Each officer of the Foundation shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

14.5 In the event of a casual vacancy in any office referred to in sub-clause 14.2 the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

14.6 Subject to section 23 of the Act, the Committee shall consist of five members:

- four of these members shall be founder members elected by the founder members personally present at the annual general meeting;
- the secretary or public officer of the Foundation and
- one associate member who shall be elected by the associate members present at the annual general meeting of the Foundation in each year.

14.7 Each ordinary member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of election but is eligible for re-election.

In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Foundation to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

14.8 Nominations of candidates for election as members of the Committee:

- shall be made in writing, signed by two members of the Foundation and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- shall be delivered to the secretary of the Foundation not less than seven days before the date fixed for the holding of the annual general meeting.

14.9 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.

14.10 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

14.11 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

14.12 The ballot for the election of members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

15.0 Proceedings of the Committee

15.1 The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.

- 15.2** Special meetings of the Committee may be convened by the President or by any four of the members of the Committee.
- 15.3** Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 15.4** Any four members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 15.5** No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- 15.6** At meetings of the Committee:
- the President or in the President's absence the Vice-President shall preside; or
 - if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- 15.7** Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 15.8** Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 15.9** Written notice of each committee meeting shall be served on each member of the Committee by delivering it to the member at a reasonable time before the meeting or by sending it by pre-paid post addressed to him or her at his or her usual or last known place of abode at least two business days before the date of the meeting.
- 15.10** Subject to sub-clause 15.4 the Committee may act notwithstanding any vacancy on the Committee.

16.0 President of the Foundation

The president shall

- represent the Foundation on all occasions where so required, including the issue of statements and news releases on behalf of the Foundation. Such statements and news releases shall be authorized or as otherwise delegated by the Committee, prior to release
- preside over all meetings and all activities of the Foundation
- shall request the secretary to convene meetings of the Committee and general meetings any time when deemed it necessary to do so
- shall report on the activities of the Foundation during the year at the annual general meeting
- shall see to it that the rules of the Foundation are observed.

In the absence of the president, the vice-president shall act as president and shall have the same rights and enjoy the same privileges as the president.

17.0 Secretary of the Foundation

The secretary of the Foundation shall keep the members' register, minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

All correspondence to the Foundation shall be addressed to the Secretary and all outgoing correspondence shall be signed by the Secretary, unless otherwise approved by the Committee.

Except as otherwise provided in these Rules, the secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Foundation. All accounts, books, documents and securities of the Foundation shall be available for inspection and copying by any member of the Foundation upon request.

18.0 Treasurer of the Foundation

The Treasurer shall collect and receive all moneys due to the Foundation and make all payments authorised by the Foundation and shall keep correct accounts and books showing the financial affairs of the Foundation with full details of all receipts and expenditure connected with the activities of the Foundation.

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of either the President, Secretary or Treasurer.

The funds of the Foundation shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines. Annual subscriptions and joining fees shall be as determined by the Committee and approved at the Annual General Assembly.

19.0 Common Seal of the Foundation

The common seal of the Foundation shall be kept in the custody of the secretary.

The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Foundation.

20.0 Alteration of Rules of the Foundation, Notices and Winding Up

20.1 These rules and the statement of purposes of the Foundation shall not be altered except in accordance with the Act.

20.2 A notice may be served by or on behalf of the Foundation upon any member either personally or by sending it by post to the member at the address shown in the Register of Members.

20.3 Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

20.4 In the event of the winding up or the cancellation of the incorporation of the Foundation, the assets of the Foundation shall be disposed of in accordance with the provisions of the Act.

21.0 Disputes and Mediation

- 21.1** The grievance procedure set out in this rule applies to disputes under these Rules between:
(a) a member and another member; or
(b) a member and the Foundation.
- 21.2** The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 21.3** If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 21.4** The mediator must be:
(a) a person chosen by agreement between the parties; or
(b) in the absence of an agreement:
(i) in the case of a dispute between a member and another member, a person appointed by the committee of the Foundation; or
(ii) in the case of a dispute between a member and the Foundation, a person who is mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 21.5** A member of the Foundation can be a mediator.
- 21.6** The mediator cannot be a member who is a party to the dispute.
- 21.7** The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 21.8** The mediator, in conducting the mediation, must:
(a) give the parties to the mediation process every opportunity to be heard; and
(b) allow due consideration by all parties of any written statement submitted by any party; and
(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 21.9** The mediator must not determine the dispute.
- 21.10** If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF MAURITIAN NATIVE ARTS FOUNDATION- otherwise known as MNAF.

I, (occupation) desire to become a
member of
(name of the Foundation).

In the event of my admission as a member, I agree to be bound by the Rules of
the Foundation for the time being in force.

Signature of Applicant

Date

I, (name),

a member of the Foundation, nominate the applicant, who is personally
known to me, for membership of the Foundation.

Signature of Proposer

Date

I, (name),

a member of the Foundation, second the nomination of the applicant, who is
personally known to me, for membership of the Foundation.

Signature of Proposer

Date

**APPENDIX 2
FORM OF APPOINTMENT OF PROXY**

I,
of
being a member of (name of Incorporated
Foundation) appoint
of being a member
of that Incorporated Foundation, as my proxy to vote for me on my behalf at
the general meeting of the Foundation (annual general meeting or special
general meeting, as the case may be) to be held on
19 and at any adjournment of that meeting.
My proxy is authorised to vote in favour of/against (delete as appropriate) the
resolution (insert details).
Signed
Date