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7 BOARD OF DIRECTORS

7.1 The control and government of the property and affairs of the Society shall be vested in a governing body known as the Board of Directors, and those Members, or Associates elected to the Board shall be known as Directors.

7.2 The Office Bearers of the Society shall be as follows:

A President, a Senior Vice President, a Vice President and a Treasurer. At least one of the Senior Vice President or the Vice President shall be a person with multiple sclerosis or a person who is or has been a carer of a person with multiple sclerosis.

7.3 The Board of Directors of the Society shall consist of not more than fourteen persons, who are Members, or Associates, elected or appointed as follows:

- (i) Eight Directors elected in accordance with the Rules; and
- (ii) Six Directors each appointed from time to time by simple resolution of the Elected Directors for a term of three (3) years.

All Directors shall be eligible for re-election or re-appointment.

7.4 The Board may invite any person to attend Meetings of the Board. Persons so invited shall not have power to vote at such meetings.

7.5 The Chief Executive of the Society or a director shall be appointed by the Board and shall act as Secretary of the Society, but in the case of the Chief Executive shall not have the power to vote at Board Meetings. In the absence of the Chief Executive from such meetings, a Director duly selected at that meeting or an invited person will act as Secretary for the duration of that meeting.

7.6 Directors who are Members of the Society retain the rights and privileges offered by the Society to its Members.

7.7 A Member or Associate shall not be appointed or elected as or remain as a Director if the Member, or Associate:

- (i) is an employee of the Society or that Member's, or Associate's spouse, child, brother, sister, step-brother, step-sister, defacto spouse or parent is an employee of the Society; or
- (ii) has been in the employ of the Society at any time within two years prior to the date of that Member's, or Associate's appointment or election.

7.8 A Director shall disclose to the Board any matter which shall give rise to a conflict of interest or potential conflict of interest arising out of any proposed contract arrangement or understanding between that Director and the Society and any Director proposing to enter into a contract arrangement or understanding with the Society shall disclose that Director's interest in that contract arrangement or understanding to the Board.



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- 7.9 A Director who has an interest in any contract, arrangement or understanding pursuant to Rule 7.8 shall not be present whilst the matter is being considered by the Board and shall not vote at any Meeting of Directors, Special General Meeting or Annual General Meeting convened to deal with any contract arrangement or understanding pursuant to Rule 7.8 nor shall such Director affix the seal to and sign the instrument in respect of any such contract arrangement or understanding.

8 POWER AND DUTIES OF THE BOARD OF DIRECTORS

- 8.1 The business of the Society shall be managed by the Board of Directors who may pay all expenses incurred by the Society and may exercise all such powers of the Society as are not by the Act or by these Rules required to be exercised by the Society in meetings of Members, Provisional Members and Associates.

- 8.2 The Board of Directors may delegate any of its powers to a committee consisting of such Director or Directors or appointed Directors as they think fit. The Chairperson of each committee will be appointed by the Board of Directors. The Board of Directors may invite any person to attend committee meetings.

Persons so invited shall not have the power to vote at such meetings. Any committee so formed shall in the exercise of the powers so delegated, conform to all directions that may be given by the Board of Directors. The President shall not have a committee vote unless elected to that committee. The Chief Executive shall act as Secretary and not have a vote.

- (a) In addition to the powers vested in the Board by Rule 8.2 the Officers of the Society shall constitute the Executive Committee of the Board. It shall be the duty of the Executive Committee to deal with any matters and exercise any powers and functions required to be dealt with by the Board under these Rules or delegated to it by the Board and it shall furnish a report to the Board of any action taken by it. The Chairperson (who shall have a casting as well as a deliberative vote) of meetings of the Executive Committee shall be President, or in the absence of the President shall be the Senior Vice President.
- 8.3 The Board may define the powers and duties of any other officer of the Society and from time to time may alter or limit any such powers and duties in such manner as may be deemed desirable.
- 8.4 The Board shall cause Minutes to be made for its own record and reference in books provided for the purpose:
- (a) of all appointments of officers made by the Board,
- (b) of the names of all persons present at all Board Meetings and all committee meetings constituted for a specific purpose: and
- (c) of all resolutions and proceedings at all Board Meetings and all committee meetings.



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- 8.5 The Board must ensure that minutes are taken and kept of each Board meeting.
- 8.6 The minutes must record:
- (a) the names of the Board members present at the meeting;
 - (b) the name of any person attending the meeting at the invitation of the Board;
 - (c) details of disclosures made by Board members in accordance with section 42 of the Act relating to material personal interests of the Board member;
 - (d) the business considered at the meeting;
 - (e) any motion on which a vote is taken at the meeting and the result of the vote.
- 8.7 The minutes of a Board meeting must be entered in the Society's minute book within 30 days after the meeting is held.
- 8.8 The Chairperson must ensure that the minutes of a Board meeting are reviewed and signed as correct by:
- (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next committee meeting.
- 8.9 When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that:
- (a) the meeting to which the minutes relate was duly convened and held;
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

9 ELECTION OF THE BOARD OF DIRECTORS

- 9.1 The Board will appoint a Returning Officer each year who will be responsible to conduct the election of the Directors of the Society. The Returning Officer will invite nominations for the vacant positions on the Board from financial Members, Provisional Members and Associates of the Society, in writing, on a nomination form, at least twenty-eight (28) days and not more than forty (40) days prior to the Annual General Meeting. Candidates must be proposed and seconded by two financial Members and/or Provisional Members and/or Associates of the Society and accepted by the candidate who shall sign the nomination form.
- 9.2 Nominations will be open for seven (7) days. The opening and closing dates will be specified in the invitation mentioned in 9.1.
- (a) The Members and Provisional Members and Associates who are entitled to vote are all the Financial Members and Financial



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- (o) At an election where only one director is to be elected, and there are more than two candidates, the result of the election shall be ascertained as follows:
1. The candidate who has received the greatest number of first preference votes, if that number constitutes an absolute majority of the votes cast, shall be duly elected.
 2. If no candidate has an absolute majority of the votes cast, the Returning Officer shall:
 - (i) declare the candidate who has received the fewest first preference votes, a defeated candidate:
 - (ii) distribute the voting papers counted to such defeated candidate among the remaining candidates next in order of the voters' preference:
 - (iii) after such distribution, again ascertain the total number of votes given to each remaining candidate.
 3. The candidate who has then received the greatest number of votes, if such number constitutes an absolute majority of the votes cast, shall be duly elected.
 4. If no candidate then has an absolute majority of votes, the process of declaring the candidate who has the fewest votes a defeated candidate and distributing the voting papers counted to such defeated candidate amongst the remaining candidates next in order of the voters' preference shall be repeated, and the votes shall be re-counted after every such re-distribution until one candidate has received an absolute majority of votes, and such candidate shall be duly elected.
 5. Whenever two or more candidates have an equal number of votes, and one of them has to be a defeated candidate, that candidate shall be determined by the Returning Officer by lot immediately.
- (p) At an election where two or more directors are to be elected, the result of the poll shall be ascertained as follows:
1. The first vacancy shall be filled in the manner provided in 9.3(o);
 2. The second vacancy shall be filled in the following manner:
 - (i) the Returning Officer shall re-arrange all the voting papers (other than the voting papers which are exhausted) under the names of the other candidates in accordance with the first preference indicated thereon, except that each voting paper on which a first preference for the already elected candidate is indicated shall be placed in the parcel of the candidate next in order of the voters' preference, and ascertain the total number of votes given to each candidate;



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- (ii) the candidate who has received the greatest number of votes if that number constitutes an absolute majority of the votes cast shall be elected;
 - (iii) if no candidate has an absolute majority of the votes cast, the Returning Officer shall apply the same procedure as provided in 9.3 (o) 2 to 5 inclusive (with necessary alterations).
3. A third or subsequent vacancy shall be filled in the manner provided in 9.3 (p) 2 for filling the second vacancy (with necessary alterations).

Election of Office Bearers

- 9.4 Immediately after the Annual General meeting each year the Returning Officer shall, by notifying all Board members, call for nominations from among the Board Members to be submitted for the positions of President, Senior Vice President, Vice President and Treasurer. The Returning Officer shall provide a form for nominations and each nomination shall be in writing and shall be proposed and seconded by members of the Board.
- 9.5 The period for nominations will remain open until twenty-four hours before the scheduled time of commencement of the first meeting of the Board of Directors following the Annual General Meeting.
- 9.6 If at the time of the said Board meeting there is no nomination for any of the positions to be filled (President, Senior Vice President, Vice President and Treasurer) the Chairman shall, at that meeting, call for nominations for such position or positions and if nominations are received a ballot shall be conducted by the Returning Officer as under 9.7.
- 9.7 Voting for each candidate for a position as an Office Bearer shall be by secret ballot conducted by the Returning Officer at the first meeting of the Board of Directors following the Annual General Meeting and shall be decided by a majority of the votes of the members of the Board present.
- 9.8 An Office Bearer so elected shall hold office until:
- That Office Bearer ceases for any reason to be a member of the Board, or
 - The end of the Board meeting at which Office Bearers are elected in the year following his or her election, whichever is the earlier.

10 RETIREMENT OF DIRECTORS

- 10.1 (a) One quarter of the Elected Directors or if their number is not two or a multiple of two, then the nearest one quarter or if there is no nearest quarter, then to the next highest number, shall retire from office at each Annual General Meeting.



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- (b) The two Appointed Directors whose term of office is the oldest taken from their last date of appointment shall retire from office at the first meeting of the Board after the Annual General Meeting.
- 10.2 A retiring Director shall be eligible to be an Elected Director or an Appointed Director.
- 10.3 As between persons who become Elected Directors on the same day or Appointed Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

11 RESIGNATION, REMOVAL AND APPOINTMENT OF DIRECTORS

- 11.1 A Director may resign from the Board by written notice given to the secretary, or if the resigning member is the secretary, given to the Chairperson.
- 11.2 The resignation takes effect:
 - (a) when the notice is received by the secretary or the Chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- 11.3 At a general meeting, the Society may by resolution:
 - (a) remove an Elected Director from office; and
 - (b) elect a member to fill the vacant position.
- 11.4 A Board member who is the subject of a proposed resolution under rule 11.3 may make written representations (of a reasonable length) to the secretary or Chairperson and ask that the representations be provided to the members.
- 11.5 The secretary or chairperson may give a copy of the representations to each member, or if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.
- 11.6 The office of a Director of the Board shall be vacated:
 - (a) if his/her office be declared vacant by a Special Resolution of the Society; or
 - (b) if he/she resigns from the Board or is removed from office under rule 11.3; or
 - (c) if he/she becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act; or
 - (d) if he/she becomes permanently unable to act as a Board Member because of a mental or physical disability; or
 - (e) if he/she dies or otherwise ceases to be a Member or a Provisional Member or an Associate of the Society.



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- 11.7 Any Director who shall be absent from three (3) consecutive Board Meetings, except through illness or reasonable excuse, shall unless he/she has been granted leave of absence, cease to be a Director.
- 11.8 Any vacancy occurring on the Board in respect to an Elected Director between elections or an elected position that was not filled by election at the most recent annual general meeting or under rule 11.3(b) may be filled by a Member, a Provisional Member or an Associate appointed by the Board but that person shall retire at the next Annual General Meeting following such appointment. Such person shall be eligible for re-election to the Board.
- 11.9 Any vacancy occurring on the Board in respect to an Appointed Director may be filled by resolution of the Elected Directors of the Board and the person so appointed shall hold office for the balance of the original term of the vacancy.
- 11.10 If the position of secretary becomes vacant, the committee must appoint a member to fill the position within 14 days after the vacancy arises.
- 11.11 Subject to the requirement for a quorum under rule 14 the committee may continue to act despite any vacancy in its membership.
- 11.12 If there are fewer Board members than required for a quorum under rule 14 the Board may act only for the purposes of:
- (a) appointing Board members under this rule; or
 - (b) convening a general meeting.
 - (c)

12 PROCEEDINGS OF DIRECTORS

- 12.1 The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as the Directors think fit, pursuant to Rule 16.2, provided that a Board Meeting shall be held at least every three (3) months.
- 12.2 Questions arising at any Board Meeting shall be decided by a majority vote provided that in the case of an equality of votes, the Chairperson shall have a second or casting vote.
- 12.3 Any member of the Board may requisition a Board Meeting at any time and, upon receipt of such a request the President shall convene the meeting as soon as possible.
- 12.4 The President shall preside at all Board Meetings as Chairperson and, if the President shall not be present at a meeting of the Board, the Senior Vice President or in the absence of both the President and the Senior Vice President, the Vice President shall preside. If the Vice President is not available, the members of the Board present shall choose one of their numbers to be Chairperson of the meeting.



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- 12.5 In the absence of the nominated chairperson or nominee a committee shall elect a Chairperson of its own meetings and, in general, the rules of procedure shall conform to those laid down for Board Meetings.
- 12.6 Each Committee shall furnish to each regular Board Meeting a report of its activities and shall make such recommendations to the Board on the subject matter of its activities as it shall deems desirable.
- 12.7 All acts done pursuant to a resolution of the Board, the Executive Committee or any committee acting under delegated powers, or by any person acting as a member of the Board shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such members or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and qualified to be a Director or committee person (as the case may be).
- 12.8 The presence of a Director at a Board meeting need not be by attendance in person but may be by a Director and each other Director at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 12.9 A Director who participates in a Board meeting as allowed under rule 12.8 is taken to be present at the meeting and, if the member votes at the meeting, the members is taken to have voted in person.

13 MEETINGS OF MEMBERS

- 13.1 The Annual General Meeting shall be held no later than 30 October in each year.
- 13.2 The business of the Annual General Meeting shall be:
- To confirm the minutes of the previous Annual General Meeting as a true and correct record of proceedings.
 - To deal with business arising from those minutes.
 - To receive a report from the Board detailing the activities of the Society since the last Annual General Meeting.
 - To receive the Auditors' report.
 - To receive the Treasure's report.
 - To receive other reports.
 - To deal with special business.
 - To deal with business on notice.
 - To confirm the election of persons to the Board of Directors.
 - To appoint the Auditor for the coming year.
- 13.3 Special General Meetings may be convened from time to time by the Board.



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- 13.4 The President shall preside as Chairperson of every general meeting of Members, Provisional Members and Associates provided that in the event that the President:
- (a) is absent from a meeting of Members/Provisional Members/Associates; or
 - (b) Although present at a meeting of Members/Provisional Members/Associates does not desire to act as Chairperson.
- The Senior Vice President or in the event that the Senior Vice President is unable or unwilling to act as Chairperson the Vice-President shall be appointed to act as Chairperson by the Members/Provisional Members/Associates present at the meeting and entitled to vote and in the absence of the Vice President the Members/Provisional Members/Associates shall appoint one of their number to be Chairperson for that meeting.
- 13.5 The Chairperson may upon a majority vote of Members/Provisional Members/Associates present and entitled to vote at any meeting, adjourn such meeting to such later time and place as may be agreed by such Members/Provisional Members/Associates but no business shall be transacted at any adjourned meeting except business which was due to be transacted at the meeting adjourned as aforesaid.
- 13.6 Minutes of the proceedings of every meeting shall be entered and kept in the Minute Book and those Minutes when signed by the President shall be conclusive evidence that the proceedings the subject thereof were regular and actually took place as recorded in the minutes and shall be binding on the Members/Provisional Members/Associates.
- 13.7 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 13.8 In addition, the minutes of each annual general meeting must record:
- (a) the names of the members attending the meeting; and
 - (b) any proxy forms given to the Chairperson of the meeting under rule 15.9; and
 - (c) the financial statements or financial report presented at the meeting; and
 - (d) any report or the review of auditor's report on the financial statements or financial report presented at the meeting.
- 13.9 The minutes of a general meeting must be entered in the Society's minute book within 30 days after the meeting is held.
- 13.10 The Chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by:
- (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next general meeting.



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- 13.11 When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
- (a) the meeting to which the minutes relate was duly convened and held;
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.
- 13.12 A copy of the minutes of all general meetings shall be available for perusal by Members, Provisional Members and Associates on request.
- 13.13 The Board must convene a special general meeting if at least 20% of the members require a special general meeting to be convened. The members requiring a special general meeting to be convened must:
- (a) make the requirement by written notice given to the Secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- 13.14 The special general meeting must be convened within 28 days after notice is given under rule 13.13(a).
- 13.15 If the Board does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- 13.16 A special general meeting convened by members under rule 13.15:
- (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- 13.17 The Society must reimburse any reasonable expenses incurred by the members convening a special general meeting under rule 13.15.
- 13.18 The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 13.19 A member who participates in a general meeting as allowed under rule 13.18 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.

14 QUORUMS

- 14.1 Five (5) Members/Provisional Members/Associates present and eligible to vote at any general meeting of the Society shall constitute a quorum.



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- 14.2 Five (5) Directors or Appointed Directors or both as the case may be present and eligible to vote at any meeting of the Board shall constitute a quorum.
- 14.3 The quorum of any committee of the Board other than the Executive Committee, shall be fixed by that Committee. A quorum of the Executive Committee shall be any three of the Officers of the Society.
- 14.4 Should there be no quorum present within fifteen minutes from the time for which any general or Board or Committee meeting is called, the meeting shall be dissolved and the names of the Members/Provisional Members/Associates present recorded in the Minute Book.

15 VOTES

- 15.1 Subject to Rule 15.8, every resolution submitted to a meeting of Members/Provisional Members/Associates or their proxies shall be decided by a majority of the votes of those Members/Provisional Members/Associates or their proxies with voting rights present and entitled to vote.
- 15.2 Only enrolled Members/Provisional Members/Associates shall be entitled to vote and for all questions the voting power shall be one vote per Member/Provisional Members/Associate.
- 15.3 Except when a ballot is properly demanded pursuant to this Rule, voting shall be by a show of hands (to include proxies) and a declaration by the Chairperson as to the result of any such vote together with the subsequent entry to that effect in the Minute Book shall be conclusive evidence of that fact.
- 15.4 A ballot may be properly demanded before or on the declaration of the result of any vote on a show of hands (to include proxies) by five (5) Members/Provisional Members/Associates present and entitled to vote.
- 15.5 If a ballot is properly demanded, it shall be taken in such a manner as the Chairperson decides.
- 15.6 In the case of an equality of votes, whether on show of hands or on a poll, the Chairperson shall be entitled to a second or casting vote.
- 15.7 A ballot demanded on the election of a Chairperson or on the question of adjournment, shall be taken forthwith. A ballot demanded on any other question shall be taken at such time as the Chairperson directs.
- 15.8 A resolution to confirm the expulsion, after an appeal, of a Member/Provisional Member/Associate, alter or repeal the Constitution and Rules or wind up the Society shall be decided only on the vote of 75% of those enrolled Members/Provisional Members/Associates, or their proxy, present at any meeting called for that purpose.
- 15.9 Subject to rule 15.10, a member may appoint an individual who is also a member as his or her proxy to vote (if the member is eligible to vote) and speak on his or her behalf at a general meeting.



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- 15.10 A member may be appointed the proxy for not more than 5 other members.
- 15.11 The appointment of a proxy must be in writing and signed by the member making the appointment.
- 15.12 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- 15.13 An associate member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any questions at a particular general meeting, as specified in the document by which the appointment is made.
- 15.14 A copy of the document by which the appointment is made must be given to the secretary before any general meeting to which the appointment applies.
- 15.15 The appointment has effect until:
 - (a) the end of any general meeting to which the appointment applies; or
 - (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the secretary.

16 NOTICES

- 16.1 Subject to Rule 16.7, a minimum of fourteen (14) days written notice of all Annual General Meetings and Special General Meetings shall be given to Members/Provisional Members/Associates, such notice to include details of the general nature of the business to be transacted.
- 16.2 Unless otherwise agreed by the Board a minimum of seven (7) days written notice of all Board Meetings shall be given to Directors and Appointed Directors. This rule will apply to all Committees and Sub-Committees associated with the operations of the Society.
- 16.3 Meetings may be convened on shorter notice with the consent of all persons entitled to receive notice. This rule will apply to all Committees and Sub-Committees associated with the operations of the Society.
- 16.4 The accidental omission to give notice of a meeting or the non-receipt of notice by any member shall not invalidate the proceeding of that meeting.
- 16.5 A notice may be given by the Society to any Member/Provisional Member/Associate either personally or by sending it by post to that person's last recorded residential address. This rule will apply to all Committees and Sub-Committees associated with the operations of the Society.
- 16.6 Any notice sent by post shall be deemed to have been served on the third day following that on which the letter containing the same is posted and in proving such service it shall be sufficient to prove that the letter was properly addressed and stamped and put in to the post office. A certificate in writing signed by the Chief Executive that the letter, containing the notice was so addressed, stamped and posted shall be conclusive evidence thereof. This rule will apply to all Committees and Sub-Committees associated with the operations of the Society.



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- 16.7 In the event that a meeting is adjourned for ten (10) days or more, notice of the place and time of the adjourned meeting shall be given to all persons entitled to receive such notice, as soon as is practical. This rule will apply to all Committees and Sub-Committees associated with the operations of the Society.

17 ACCOUNTS AND DOCUMENTS

- 17.1 The Directors shall cause proper accounts to be kept with respect to:
- (a) All sums of money received and expended by the Society and the way in which sums have been received and expended.
 - (b) All sales and purchases of property (both real and personal) by the Society; and
 - (c) The assets and liabilities of the Society.
- 17.2 The accounts shall be kept at the registered office of the Society, or at such other place or places as the board thinks fit, and shall be open at all reasonable times to inspection by the Directors.
- 17.3 Subject to the Act and these rules, no Member/Provisional Member/Associate (not being a Director) shall have any right of inspection of accounts, books or other documents of the Society except as authorised by the Members/Provisional Members/Associates of the Society in a meeting of Members/Provisional Members/Associates.

17A INSPECTION OF RECORDS AND DOCUMENTS

- 17A.1 Rule 17A.2 applies to a member who wants to inspect:
- (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of Board members, and other persons authorised to act on behalf of the Society, under section 58(3) of the Act; or
 - (c) any other record or document of the Society.
- 17A.2 The member must contact the Secretary to make the necessary arrangements for the inspection.
- 17A.3 The inspection must be free of charge.
- 17A.4 If the member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- 17A.5 The member may make a copy of or take an extract from a record or document referred to in rule 17A.1(c) but does not have a right to remove the record or document for that purpose.



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- 17A.6 The member must not use or disclose information in a record or document referred to in 17.3(c) except for a purpose:
- (a) that is directly connected with the affairs of the Society; or
 - (b) that is related to complying with a requirement of the Act.

18 CONTROL OF FUNDS

- 18.1 The Society must open an account or accounts in the name of the Society with a financial institution from which all expenditure of the Society is made and into which all funds received by the Society are deposited.
- 18.2 Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Society.
- 18.3 The Board may authorise the treasurer to expend funds on behalf of the Society up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 18.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Society must be signed by two of the of the President, the Senior Vice President, the Vice President, the Treasurer, Chief Executive or other members of the Board or staff as the Board determines from time to time.

18A FINANCIAL STATEMENTS AND FINANCIAL REPORTS

- 18A.1 For each financial year, the Board must ensure that the requirements imposed on the Society under Part 5 of the Act relating to the financial statements or financial report of the Society are met.
- 18A.2 Without limiting Rule 18A.1, those requirements include:
- (a) if the Society is a Tier 1 Association, the preparation of the financial statements;
 - (b) if the Society is a Tier 2 Association or Tier 3 Association, the preparation of its financial report;
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable;
 - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable;
 - (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.



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19 AUDITORS

- 19.1 The Auditors shall be elected at each Annual General Meeting. It shall be their duty to examine the books and accounts of the Society and audit the balance sheet prepared by the Treasurer for presentation to the Annual General Meeting and at any time when requested to do so by the Board.
- 19.2 The Auditor's Report shall be made available to Members/Provisional Members/Associates as soon as possible after it has been completed.

19A PAYMENTS TO BOARD MEMBERS

- 19A.1 In this rule:
- (a) **Board member** includes a member of a sub-committee of the Board;
 - (b) **Board meeting** includes a meeting of a sub-committee of the Board.
- 19A.2 A Board member is entitled to be paid out of the funds of the Society for any out-of-pocket expenses for travel and accommodation properly incurred:
- (c) in attending a Board meeting;
 - (d) in attending a general meeting; or
 - (e) otherwise in connection with the Society's business.

19B RECORD OF OFFICE HOLDERS

- 19B.1 The record of Board members and other persons authorised to act on behalf of the Society that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.

19C CUSTODY OF BOOKS AND SECURITIES

- 19C.1 Subject to rule 19C.2, the books and any securities of the Society must be kept in the secretary's custody or under the secretary's control.
- 19C.2 The financial records and, as applicable, the financial statements or financial reports of the Society must be kept in the treasurer's custody or under the treasurer's control.
- 19C.3 Rule 19C.1 and rule 19C.2 have effect except as otherwise decided by the Board.
- 19C.4 The books of the Society must be retained for at least 7 years.

20 COMMON SEAL

- 20.1 The Common Seal of the Society shall be kept in the custody of the Chief Executive and shall only be affixed by resolution of the Board. From time to



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time, the Board may give authorisation for the affixing of the seal to specific documents. Such affixing of the seal shall be recorded in the minutes of the subsequent Board Meeting. Every writing to which the seal shall have been affixed shall be signed by two (2) Directors and countersigned by the Secretary.

21 FINANCIAL YEAR

- 21.1 Unless and until the Board of Directors otherwise determines, the financial year shall conclude on the 30th day of June in each year and all books shall be closed as at that date.

22 HONORARY CONSULTANT OFFICERS

- 22.1 The services of honorary consultant, medical, legal or other professional officers may be co-opted in such fields and in such subjects as may from time to time be determined by the Directors. Persons so co-opted shall not have power to vote at Board Meetings.

23 ALTERATIONS OF RULES

- 23.1 These rules or any of them may be added to rescinded or amended at any meeting of Members provided that the notice convening such meeting shall have specified the proposed alterations, additions, repeals or new rules and the same shall have been passed in accordance with Rule 15.8.

24 HONORARY MEMBERSHIP/ASSOCIATESHIP

- 24.1 Any person who has rendered particular service to the Society or who is considered to have particular special knowledge of or experience in any matter covered by the objects of the Society, may, by a resolution of the Board, be appointed an Honorary Member/Associate for their lifetime or for a specified period, provided that the number of Honorary Memberships/Associateships appointed for life shall not any time exceed twelve (12). An Honorary Member/Associate shall be entitled to all privileges of Membership/Associateship.

25 NON PROFIT

- 25.1 The assets and income of the Society shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its Members/Provisional Members/Associates by way of bonus or dividend, except in furtherance of its objects or except as bona fide compensation for expenses incurred on behalf of the organization.

25.2



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26 WINDING UP

- 26.1 If upon the winding up or dissolution of the Society there remains after satisfaction of its debts and liabilities any property whatever the same shall be transferred to some other institution or society having objects similar or partly similar to the objects of the Society and such institution or society shall be one to which income tax deductible gifts can be made.
- 26.2 If the Society's Deductible Gift Fund Recipient status is revoked any surplus assets in its Gift Fund shall be transferred to some other institution or society having objects similar or partly similar to the objects of the Society and such institution or society shall be one to which income tax deductible gifts can be made.
- 26.3 In the case of 26.1 and/or 26.2 above, such society or institution shall be determined by the Directors at or before the time of dissolution and in default thereof by the Minister who at the time has the responsibility for administering the Charitable Collections Act and if and so far as effect cannot be given to the aforesaid provisions then to some charitable body to be determined by the said Minister.

27 PwMS

- 27.1 The Board of Directors will support the continued existence of PwMS with a regional, interstate and international identity which will
- (a) provide a forum for the members of PwMS to discuss issues and matters of concern;
 - (b) advise the Board, through the President of PwMS who shall sit on one of the Management Committees of the Board (pursuant to 8.2) as to services needed and to provide feedback on how services and programs are operating.
- 27.2 PwMS will act at all times in accordance with the rules for PwMS which shall be determined in consultation with members of PwMS and shall be ratified by the Board of Directors.

28 OUTREACH GROUPS AND REGIONAL CENTRE ADVISORY COMMITTEES

- 28.1 The Board of Directors will support the continuing existence of Outreach and Regional Advisory Committees which will
- (a) assist the Chief Executive Officer to identify the needs of Members, Provisional Members and prospective Members in the Outreach and Regional areas;
 - (b) make known to the Chief Executive Officer, whether the needs of Members, Provisional Members and prospective Members in the Outreach and Regional areas are being met;



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28.2 The Outreach Groups and Regional Centre Advisory Committees will act at all times in accordance with the Rules for the Outreach Groups and Regional Centre Advisory Committees which shall be determined in consultation with the members of those geographical areas and shall be ratified by the Board of Directors.

28A DISCIPLINARY ACTION

28A.1 In this rule:

- (a) **member**, in relation to a member who is expelled from the Society, includes a former member.

28A.2 The Board may decide to suspend a member's membership or to expel a member from the Society if:

- (a) the member contravenes any of these rules; or
- (b) the member acts detrimentally to the interests of the Society.

28A.3 The secretary 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.

28A.4 The notice given to the member must state:

- (a) when and where the Board meeting is to be held; and
- (b) the grounds on which the proposed suspension or expulsion is based; and
- (c) 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.

28A.5 At the Board meeting, the Board must:

- (a) give the member or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
- (b) give due consideration to any submissions so made; and
- (c) decide:
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Society.

28A.6 A decision of the Board to suspend the member's membership or to expel the member from the Society takes immediate effect.

28A.7 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.



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- 28A.8 A member whose membership is suspended or who is expelled from the Society may, within 14 days after receiving notice of the Board's decision under rule 28A.7, give written notice to the secretary requesting the appointment of a mediator pursuant to rule 28C.
- 28A.9 If notice is given under rule 28A.8 the member who gives the notice and the Board are the parties to the mediation.

28B RESOLVING DISPUTES

- 28B.1 In this rule:
- (a) grievance **procedure** means the procedures set out in this rule
 - (b) 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.
- 28B.2 The grievance procedure applies to disputes:
- (a) between members; or
 - (b) between one or more members and the Society.
- 28B.3 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.
- 28B.4 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 28B.3, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of
- (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- 28B.5 Within 28 days of the Secretary receiving notice pursuant to rule 28B.4, a Board meeting must be convened to consider and determine the dispute.
- 28B.6 The Secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- 28B.7 The notice given to each party to the dispute must state:
- (a) when and where the Board meeting is to be held; and
 - (b) 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 committee about the dispute.



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- 28B.8 If:
- (a) the dispute is between one or more members and the Society; and
 - (b) any party to the dispute gives written notice to the Secretary stating that the party:
 - (i) does not agree to the dispute being determined by the Board; and
 - (ii) requests the appointment of a mediator under rule 28C,
- the Board must not determine the dispute.
- 28B.9 At the Board meeting at which a dispute is to be considered and determined, the Board must:
- (a) 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
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- 28B.10 The Board 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 committee meeting at which the determination is made.
- 28B.11 A party to the dispute may, within 14 days after receiving notice of the Board's determination under sub-rule 28B.9(c), give written notice to the Secretary requesting the appointment of a mediator under rule 28C.
- 28B.12 If notice is given under rule 28B.11 each party to the dispute is a party to the mediation.

28C MEDIATION

- 28C.1 This rule applies if written notice has been given to the Secretary requesting the appointment of a mediation:
- (a) by a member under rule 28A.8; or
 - (b) by a party to a dispute under rule 28B(b)(ii) or rule 28B.11.
- 28C.2 If rule 28C.1 applies a mediator must be chosen or appointed under rule 28C.3 to rule 28C.6.
- 28C.3 The mediator must be a person chosen:
- (a) if the appointment of a mediator was requested by a member under rule 28A.8 – by agreement between the member and the Board; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 28B(b)(ii) or rule 28B.11 – by agreement between the parties to the dispute.
- 28C.4 If there is no agreement for the purposes of rule 28C.3, then subject to rules 28C.5 and 28C.6 the Board must appoint the mediator.



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- 28C.5 The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
- (a) a member under rule 28A.8; or
 - (b) a party to a dispute under rule 28B.8(b)(ii); or
 - (c) a party to a dispute under rule 28B.11 and the dispute is between one or more members and the Society.
- 28C.6 The person appointed as mediator by the Board may be a member or former members of the Society but must not:
- (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.
- 28C.7 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 28C.8 In conducting the mediation, the mediator must:
- (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 28C.9 The mediator cannot determine the matter that is the subject of the mediation.
- 28C.10 The mediation must be confidential, and any information that is 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.
- 28C.11 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- 28C.12 If:
- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Society gives notice under rule 28A.8; 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.



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29 DEFINITIONS AND INTERPRETATION

In construing this Constitution and these Rules unless the context or subject matter otherwise indicates or requires:

- (a) "The Act" means the "*Associations Incorporation Act 2015*" as amended from time to time.
- (b) "Appointed Director" means a person appointed by the Elected Directors pursuant to these rules;
- (c) "Associate" means any person, company or organisation that is not eligible to be a "Member" and has been admitted to Associate Membership of the Society in keeping with these Rules.
- (d) "Board" or "Board of Directors" means the board of directors of the Society constituted pursuant to the provisions of these Rules.
- (e) "Board Meeting" means a meeting of the Board of Directors.
- (f) "Chairperson" means the person elected to act as chairperson for any meeting.
- (g) "Directors" means and includes those Members and Associates of the Society who from time to time constitute the Board of Directors of the Society.
- (h) "Chief Executive" or "Secretary" means the person appointed to act in such capacity by the Board of Directors.
- (i) "Elected Director" means a person elected to the Board pursuant to these rules and includes a person appointed to fill a position on the Board previously held by an Elected Director;
- (j) "Financial Member" or "Provisional" or "Associate" means a Member or Provisional Member or Associate 18 years of age or over, who has paid or for whom has been paid the current subscription and whose subscription has been accepted by the Society.
- (k) "meeting of Members Provisional Members and Associates" means and includes Annual General Meetings and Special General Meetings.
- (l) "Member" means any person currently domiciled in Western Australia, who has been admitted to Membership of the Society in keeping with these Rules.
- (m) "Office Bearers" means and includes those persons from time to time elected by the Directors to specific positions within the Board, i.e. President, two (2) Vice Presidents and a Treasurer. The President, Senior Vice President, Vice President and Treasurer are also known as the Executives.



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- (n) "Outreach Groups and Regional Centre Advisory Committee" means the Committees set up to assist the Chief Executive Officer to identify the needs of Members, Provisional Members and prospective Members in the Outreach and Regional areas and established in keeping with these Rules.
- (o) "Provisional Member" means any person currently domiciled in Western Australia, who has been admitted to Provisional Membership of the Society in keeping with these Rules.
- (p) "Prospective Member" means a person who has not sought membership of the Society but would be eligible for membership under Section 5.1 of these rules.
- (q) "PwMS" means the group set up from the membership of the Society and established in keeping with these Rules. This group is established to provide a forum to discuss issues and matters of concern and to consult with the Board.
- (r) "Register of members" means the written record of financial and unfinancial Members, Provisional Members and Associate Members
- (s) "Patron" means that person who at any time holds the position of the Governor of the State of Western Australia or such other person chosen by the Board.
- (t) "Register of Members" means the register of members referred to in section 53 of the Act.
- (u) "Returning Officer" means the person appointed pursuant to these Rules to conduct the election of the Directors of the Society and any ballots required by these Rules.
- (v) "Special General Meeting" means a general meeting of the Society other than the annual general meeting
- (w) "Special resolution" means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;
- (x) "Tier 1 Association" means an incorporated association to which section 64(1) of the Act applies;
- (y) "Tier 2 Association" means an incorporated association to which section 64(2) of the Act applies;
- (z) "Tier 3 Association" means an incorporated association to which section 64(3) of the Act applies.



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Rev No	Revision Date	Summary of Amendment
01	22 September 2001	Change constitution to reflect services available to people with multiple sclerosis who are permanently domiciled in Western Australia. Section 5.
02	29 September 2001	Change Clause 15.8 to reflect 75% on advice from Ministry of Fair Trading.
03	30 September 2003	<p>Revision to Clause 7.2 to reflect Snr Vice President will automatically assume the responsibilities of the President in his absence</p> <p>Amend Clause 7.3(h) to reflect to facilitate longer term planning and continuity.</p> <p>Clause 8.2(a) created to Section 8 allow for prompt decision making where urgent decisions are required.</p> <p>Clauses 9.3, 9.4, 12.4, 13.4(b) and 18.2 amended due to creation of Snr Vice President role as per Section 7.2. – Additions to Section 10 clauses 10.1(a) and 10.3(a) as per 7.3(ii).</p> <p>Addition of Clause 10.5 to allow Board to recruit suitably qualified Directors for vacant positions.</p> <p>Clause 12.7 amended as required per Clause 8.2(a).</p>
04	30 September 2008	Clause 13.1 amended as required by Association's Incorporation Act
05	27 October 2012	<p>Clause 7.3 amended: deletion of 'provided that in the year 2003 two Directors shall be appointed for a term of one year, two for a term of two years and two for a term of three years.' previously under point (ii).</p> <p>Clause 9.4 & 9.5 amended and 9.6, 9.7 & 9.8 added.</p>
06	22 October 2015	Clause 3 amended
07	21 September 2017	Changes relating to <i>Associations Incorporation Act 2015 (WA)</i> as per Deed Poll dated 23 August 2017 and approved by Consumer Protection, Department of Mines, Industry Regulation and Safety on 21 September 2017.