



MS Management System

The Multiple Sclerosis Society of Western Australia (Inc)

ABN 75 638 080 972

Seeking the Cure, Providing the Care

Information Sheet No.: IS-001

Date: 30 September 2008

Constitution and Rules of the Society

1 NAME

The name of the Association is "The Multiple Sclerosis Society of Western Australia (Incorporated)", hereafter known as the Society.

2 REGISTERED OFFICE

The registered office of the Society shall be in such place as the Board shall from time to time determine.

3 OBJECTS

3.1 The objects for which the Society is established are:

- (a) To meet the needs of Members, Provisional Members and Prospective Members, from the resources of the Society.
- (b) To provide from time to time such facilities as the Board considers necessary or desirable to meet the needs of Members, Provisional Members and Prospective Members throughout Western Australia.
- (c) To employ such paid, voluntary or seconded staff as are necessary or desirable for the attainment of the objects of the Society and, through the Board, to supervise such staff.
- (d) As far as the law will permit and subject to the provisions of all relevant Statutes, Rules, Regulations and by-laws and of all licences issued in pursuance thereof, to generate income and to collect funds and to accept donations, subscriptions and bequests to further the aims and objects of the Society.
- (e) To apply all funds held by the Society towards the welfare of the Society, its Members, Provisional Members and Prospective Members and its administration and running costs.

(f) To make known to the general public, by any desirable means, the aims and objectives of the Society.

(g) To educate the Members, Provisional Members, Prospective Members, Associates and the public, about Multiple Sclerosis.

(h) To provide all Members, Provisional Members, Prospective Members and Associates with access to information regarding the achievements in and the progress of research into Multiple Sclerosis.

(i) To support research work towards the prevention, treatment, control and cure of Multiple Sclerosis.

(j) To do all such acts and things as are conducive to the attainment of all or any of the aforementioned objects of the Society.

4 POWERS

4.1 The Society shall have the power to:

(a) Purchase, take on lease, take in exchange, hire or otherwise acquire and maintain any real or personal property and any rights and privileges in relation thereto.

(b) Sell, exchange, lease, mortgage, hire, dispose of, turn to account or otherwise deal with all or any part of the real and personal property of the Society.

(c) Borrow or raise and secure the payment of money in such a manner as the Society thinks fit with power to issue debentures and grant mortgages, charges or any other class of security and to redeem or discharge any such securities.

(d) Invest and deal with the moneys of the Society not immediately required for the purposes of the Society in such manner as from time to time may be determined.

(e) Appoint, employ and pay appropriate staff and dismiss or suspend any staff.

(f) (i) Lay out, construct, build, erect, alter or maintain premises for the time being belonging to, occupied by or provided to the Society; any buildings and other erections incidental thereto and

(ii) Furnish, fit up and maintain the same for the use of the Society and provide all necessary equipment, appliances and conveniences for that purpose.

(iii) Pull down, destroy and rebuild any buildings and other erections belonging to or occupied by the Society.

(iv) The exercise of these powers shall be subject to the relevant laws, by-laws, regulations and the

terms of all relevant agreements and contracts.

(g) To conduct any business enterprise or undertaking for the benefit of the Society, as approved by the Board and subject to all relevant laws.

4.2 Where the Society exercises its power as laid down in 4.1 and plans to expend the equivalent of any amount in excess of 10% of members funds as shown in the previous annual balance sheet, the Board will advise the Financial Members, Financial Provisional Members and Financial Associate Members, 28 days prior to the expenditure.

5 MEMBERSHIP, PROVISIONAL MEMBERSHIP & ASSOCIATESHIP

5.1 Any person with Multiple Sclerosis who is a permanently domiciled of Western Australia may be a Member, provided the current annual subscription has been paid, accepted by the Board, and that the person has been enrolled on the register of Members.

(a) Any person diagnosed by a neurologist as having probable or definite Multiple Sclerosis, may be a Member, provided the current annual subscription has been paid, accepted by the Board, and that the person has been enrolled on the register of Members.

(b) Any person who does not have a diagnosis of probable or definite Multiple Sclerosis but has another similar related neurological disorder and is currently enrolled as a Member and is financial at the time of the adoption of this Constitution may be a Member, provided the current annual subscription has been paid, accepted by the Board, and that the person has been enrolled on the register of Members.

(c) Any person who is a Member under 5.1(a) but is subsequently rediagnosed and found not to have Multiple Sclerosis may be an Associate Member, provided the current annual subscription has been paid, accepted by the Board, and that the person has been enrolled on the register of Associate Members.

5.2 (a) Any person who has applied for membership under Section 5.1(a) and who is awaiting diagnosis by a neurologist may be a Provisional Member for a period of twelve months provided it can be reasonably assumed that the person will be eligible under Section 5.1(a) and provided the current annual subscription has been paid, accepted by the Board, and that the person has been enrolled on the register of Provisional Members. Provisional Membership may be renewed by the Board of Directors.

(b) Should a neurologist not confirm the person's eligibility under Section 5.1(a) the person's Provisional Membership shall be immediately terminated. The person shall be notified in writing of their termination of membership of the Society. In the case of a person's Membership being terminated, the annual subscription already paid by the person to the Society shall be non

refundable.

(c) A person who is a Provisional Member shall have the same rights as a Member until such time as he or she becomes a Member or his/her Provisional Membership is terminated.

5.3 Any person by reason of their active support of the Society (with the exception of paid staff of the Society and staff seconded from other organisations) may be an Associate - Individual provided the current annual subscription has been paid, accepted by the Board and such person has been enrolled on the register of Associates.

5.4 Any organisation or company by reason of their commercial or professional interest in the work of the Society may be an Associate - Organisation provided the current annual subscription has been paid, accepted by the Board and such organisation or company has been enrolled on the register of Associates.

5.5 (a) The amount of annual subscription payable by each class of membership shall be the amount determined by the Board from time to time.

(b) No annual subscription need be paid by Members under 18 years of age.

5.6 Any financial Member/Provisional Member/Associate over 18 years of age is eligible to vote.

5.7 Any financial Member/Provisional Member who attains employment with the Society and who is over the age of 18 years shall retain full voting rights, but if employed with the Society will not be eligible for election to the Board.

6 CESSATION OF MEMBERSHIP

6.1 A Member/Provisional Member/Associate may by notice in writing, posted or delivered at the registered office of the Society, resign from the Society at any time.

6.2 (i) If any Member/Provisional Member/Associate shall wilfully refuse or neglect to comply with the provisions of the Constitution and Rules of the Society or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a Member, Provisional Member or Associate, or prejudicial to the interests of the Society, the Board shall have power by resolution to terminate that person's Membership/Provisional Membership/Associateship of the Society and remove their name from the Register of Members/Provisional Members/Associates.

(ii) Any Member / Provisional Member / Associate whose Membership / Provisional Membership / Associateship of the Society is terminated by the Board under the provisions of this Rule shall be notified forthwith of such termination and may, within fourteen (14) days of such notification, if supported by at least six Members/Provisional Members/Associates, request the Chief Executive to convene a Special General Meeting of Members/Provisional Members/Associates of the Society for the purpose of hearing and determining an appeal against such termination.

6.3 A person who, for any reason whatever, ceases to be a Member/Provisional Member/Associate of the Society shall not have any claim monetary or otherwise upon the Society, its funds or assets.

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 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.

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.

7.9 A Director who has an interest in any contract, arrangement or understanding pursuant to Rule 7.8 shall not be counted towards constituting a quorum 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.

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 Provisional Members and Financial Associates who are enrolled on the Register of Members and the Register of Associates on the day on which Nominations open.

9.3 If more candidates are proposed and seconded than there are vacancies to be filled, a ballot shall be held in the following manner:

(a) The Returning Officer shall within ten days of the closing of nominations post to all financial Members/Provisional Members/Associates who are entitled to vote a ballot paper or papers, together with 2 envelopes, one marked "ballot papers" and one which shall be numbered by the Returning Officer prior to posting. This envelope shall be addressed to the Returning Officer.

(b) All ballot papers shall be so printed as to show clearly the full names of the candidates arranged in an order determined by the Returning Officer by lot, and a rectangle shall be printed opposite and to the left of the name of each candidate. Ballot papers may be accompanied, if the candidate so desires, by a biography of 200 words or less. On the reverse, sub-clauses (d) & (e) of this section 9.3 shall be printed.

(c) Every ballot paper shall be personally initialled in a discernible ink, by the Returning Officer and the President, the Senior Vice President, or the Vice President.

(d) The method of voting shall be that the voter shall mark his/her vote on the voting paper by placing

(i) the figure 1 in the rectangle opposite the name of the candidate whom he/she votes as his/her first

preference; and

(ii) the figures 2, 3 and 4 and so on, as the case requires, in the rectangles opposite the respective names of such of the remaining candidates as he/she may desire, so as to indicate by such numerical sequence the order of his/her preference for all or any such candidates.

(e) The voting paper shall be rejected if the voter has not placed the figure 1 against the name of one candidate, but the voting paper shall be valid notwithstanding that the voter has not placed any other figures on the voting paper or figures against the names of all candidates, and has not indicated any preference as between the remaining candidates or any one or more of them.

(f) An absolute majority of votes in any count means a number greater than one half of the total number of valid voting papers (excluding voting papers which are exhausted).

(g) A remaining candidate means a candidate not already elected or defeated.

(h) Where in any count the voting papers counted to a candidate already elected or defeated have to be distributed amongst the remaining candidates and any such voting paper does not indicate the voter's next succeeding preference of a remaining candidate, such voting paper shall be deemed to be exhausted.

(i) Where there is any repetition of a figure or any break in the consecutive numbering of the preferences marked by a voter on the voting paper, only the preference or preferences preceding such repetition or break shall be taken into account.

(j) The voter shall place the ballot paper in the envelope provided, seal the ballot envelope and place it in the reply paid envelope and either post or deliver such envelope, so as to reach the Returning Officer before the appointed time, which shall be at 4.30pm on the fourth day before the Annual General Meeting. All envelopes so received by the Returning Officer shall be checked and if valid shall be placed unopened in a locked ballot box provided for that purpose, and no ballot paper shall be accepted after the appointed time.

(k) The ballot box will be opened by the Returning Officer in the presence of two scrutineers, one of whom shall be the Society's Auditor. All reply paid envelopes shall be opened and ballot envelopes removed. After all ballot envelopes have been removed, the Returning Officer shall open same.

(l) They shall be opened and counted by the Returning Officer and the scrutineers; the result of the count shall be given to the Chairperson on the day of the Annual General Meeting.

(m) A ballot paper may only be completed personally by the Member/Provisional Member/Associate to whom it is sent as aforesaid and no Attorney or other agent may exercise the voting rights of a Member/Provisional Member/Associate, however a person who is physically incapable of writing may vote by attorney if witnessed by a Justice of the Peace or a Commissioner for Declarations.

(n) At an election where only one director is to be elected and there are only 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 shall be duly elected.

2 If the two candidates have received an equal number of votes, the candidate to be elected shall be determined by the Returning Officer by lot immediately.

(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:

(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 At the first meeting of Board of Directors following the Annual General Meeting each year, the Chairperson shall call for nominations for the positions of President, the Senior Vice President, the Vice-President and a Treasurer. Candidates must be proposed and seconded by members of the Board. Existing office bearers shall be eligible for re-election.

9.5 Voting for each candidate for a position as an Office Bearer shall be by ballot and shall be decided by a majority of the votes of the members of the Board present.

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.

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.

10.4 Any vacancy occurring on the Board in respect to an Elected Director between elections 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.

10.5 Any vacancy occurring on the Board in respect to an Appointed Director may be filled by resolution of the Elected members of the Board and the person so appointed shall hold office for the balance of the original term of the vacancy.

11 DISQUALIFICATION OF DIRECTORS

11.1 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 becomes bankrupt; or
- (c) if he/she becomes insane; or
- (d) if he/she is convicted of a felony;
- (e) if he/she becomes incapable in the opinion of a suitable qualified medical practitioner, of performing the duties of a Board Member; or
- (f) if he/she ceases to be a Member or a Provisional Member or an Associate of the Society.

11.2 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. The Board may then proceed to fill such vacancy as empowered by these Rules.

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.

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).

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 and shall be convened upon receipt by the Chief Executive of a requisition for that purpose signed by at least ten (10) Members or Provisional Members and ten (10) Associates.

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 A copy of the minutes of all general meetings shall be available for perusal by Members, Provisional Members and Associates on request.

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. 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. 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.

14.2 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.

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.

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 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.

18 BANK ACCOUNTS

18.1 A bank account or accounts shall be opened in the name of the Society and operations thereon shall be strictly in accordance with the provisions of the Western Australian Charitable Collections Act 1946.

18.2 All Cheques shall be signed by any two 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

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. The Auditor's Report shall be made available to Members/Provisional Members/Associates as soon as possible after it has been completed.

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 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.

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;

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.

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 1948" as amended from time to time.

(b) "Board" or "Board of Directors" means the board of directors of the Society constituted pursuant to the provisions of these Rules.

(c) "Board Meeting" means a meeting of the Board of Directors.

(d) "Chairperson" means the person elected to act as chairperson for any meeting.

(e) "Directors" means and includes those Members and Associates of the Society who from time to time constitute the Board of Directors of the Society.

(f) "Chief Executive" or "Secretary" means the person appointed to act in such capacity by the Board of Directors.

(g) "meeting of Members Provisional Members and Associates" means and includes Annual General Meetings and Special General Meetings.

- (h) "Member" means any person currently domiciled in W.A., who has been admitted to Membership of the Society in keeping with these Rules.
- (i) "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.
- (j) "Provisional Member" means any person currently domiciled in W.A., who has been admitted to Provisional Membership of the Society in keeping with these Rules.
- (k) "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.
- (l) "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.
- (m) "Register of members" means the written record of financial and unfinancial Members, Provisional Members and Associate Members
- (n) "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.
- (o) "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.
- (p) "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.
- (q) "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.
- (r) "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.

Document Management Revision Log

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	Revision to Clause 7.2 to reflect Snr Vice President will automatically assume the responsibilities of the President in his absence. Amend Clause 7.3(ii) to reflect to facilitate longer term planning and continuity. Clause 8.2(a) created to Section 8 allow for prompt decision making where urgent decisions are required. 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). Addition of Clause 10.5 to allow Board to recruit suitably qualified Directors for vacant positions. Clause 12.7 amended as required per Clause 8.2(a).
	30 September 2008	Clause 13.1 amended as required by Association's Incorporation Act