This is the annexure of ………. pages marked “**A**” referred to in the Form No. …….

Signed by me and dated ….../.…../……

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Signature(s)

***Western Australia***

***Sexology Society (Inc)***

Incorporated 1986

Updated

CONSTITUTION

2011

Adopted

At the Special General Meeting \_\_\_\_\_\_\_\_\_\_\_\_\_\_

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**RULES OF ASSOCIATION**

### **Name of Association**

The name of the Association is **Western Australia Sexology Society (Inc),** hereinafter referred to as “the Society”, “the Association” or “WASS”.

### **Definitions**

In these rules, unless the contrary intention appears-

* 1. “annual general meeting” is the meeting convened under paragraph (b) of rule 16 (1);
  2. “Board meeting” means a meeting referred to in rule 15;
  3. “Board member” means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10 (1);
  4. “convene” means to call together for a formal meeting;
  5. “department” means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;
  6. “financial year” means a period not exceeding 15 months fixed by the Board, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;
  7. “General Meeting” means a meeting to which all members are invited;
  8. “Member” means member of the Association;
  9. “ordinary resolution” means resolution other than a special resolution;
  10. “poll” means voting conducted in written form (as opposed to a show of hands);
  11. “Special General Meeting” means a general meeting other than the annual general meeting;
  12. “special resolution” has the meaning given by section 24 of the Act, that is-
  13. A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.
  14. At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.
  15. If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.
  16. “the Act” means the *Associations Incorporation Act 1987*;
  17. “the Association” means the Association referred to in rule 1;
  18. “the President” means-

(a) in relation to the proceedings at a Board meeting or   
 General Meeting, the person presiding at the Board   
 meeting or General Meeting in accordance with rule 11; or

(b) otherwise than in relation to the proceedings referred to in   
 paragraph (a), the person referred to in paragraph (a) of rule   
 11.1 or, if that person is unable to perform their   
 functions, the Vice President;

* 1. “the Commissioner” means the Commissioner for Consumer Protection exercising powers under the Act;
  2. “the Board” means the Board of Management of the Association referred to in rule 11.1;
  3. “the Secretary” means the Secretary referred to in paragraph (c) of rule 11.1;
  4. “the Treasurer” means the Treasurer referred to in paragraph (d) of rule 11.1;
  5. “the Vice-President” means the Vice-President referred to in paragraph (b) of rule 11.1.

### **Objects of Association**

The objects of the Association are:

* 1. To provide a Western Australian Association that represents the interests of local, community and State issues regarding the broad areas of education, therapy, professional training and research in sexology.
  2. To promote professional development in the area of human sexuality.
  3. To advance the scientific study of all aspects of human sexuality.
  4. To promote at local, community, State, National and International levels the exchange of ideas, information and resources about human sexuality.
  5. To arrange, provide for, or to participate in conferences, seminars, workshops, public meetings, professional meetings, lectures and classes on human sexuality.
  6. To arrange, provide for, or to participate in providing for, scientific research in sexology.
  7. To initiate and or support the publication of professional and educational material on human sexuality.
  8. To promote community knowledge and acceptance of human sexual behaviour and attitudes.
  9. To promote and or provide information on services available in the area of sexuality.
  10. To promote the concept of equality and the right of the individual to make choices about their own sexuality without infringing the rights of others.
  11. To promote philosophical and political debate in the area of human sexuality.
  12. To be active in promoting legislative changes where appropriate.
  13. To initiate or sponsor any other activities which relate to the objects of the Society.
  14. To work with State and Federal Governments and other key organisations to accredit quality training in sexology.
  15. To develop strategies for State and National registration of the specialist titles: ‘Sexologist’, ‘Sexuality Therapist’, ‘Sexuality Educator’, ‘Forensic Sexologist’, ‘Medical Sexologist’ and ‘Sexuality Researchers’.
  16. To support and promote the membership of relevant regional organisations which specialise in the field of sexology.
  17. To join with other State, National and International organisations to promote achievement of these objectives

### **Powers, structure and operation of Association**

* 1. The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association-
  2. May do all things necessary or convenient for carrying out its objects and purposes, and in particular, may –

a) acquire, hold, deal with, and dispose of any real or personal   
 property;

b) open and operate bank accounts;

c) invest its money:

i) in any security in which trust monies may lawfully be invested; or

ii) in any other manner authorised by the rules of the Association;

d) borrow money upon such terms and conditions as the Association   
 thinks fit;

e) give such security for the discharge of liabilities incurred by the   
 Association as the Association thinks fit;

f) appoint agents to transact any business of the Association on its   
 behalf;

g) enter into any other contract it considers necessary or desirable;  
 and

h) may act as trustee and accept and hold real and personal property   
 upon trust, but does not have power to do any act or thing as a   
 trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

* 1. The Society’s structure is based on the representation of its membership in fulfilling the objectives noted herein.
  2. The management and operation of the Society is through the Society’s *Board of Management* (also noted herein as ‘BoM’), duly elected through the processes noted in this constitution and any bylaws and processes appropriately adopted and noted within the operation procedures of the Society.

### **Qualifications for membership of Association**

* 1. Membership of the Association is open to all people who agree with the objects of the Society and who are willing to abide by the ‘Ethics of Practice’ developed by the Society that will change from time to time.
  2. A person who wishes to become a member must-
     1. apply for membership to the Board in writing on the prescribed forms or through web-based forms and processes -
     2. signed by that person and by both of the members referred to in paragraph 5.2.4; and
     3. in such form as the Board from time to time directs; and
     4. be proposed by one member and seconded by another member.
  3. The Board members must consider each application made under sub-rule 5.2 at a Board meeting and must at the Board meeting or the next Board meeting accept or reject that application.
  4. An applicant whose application for membership of the Association is rejected under sub-rule 5.3 must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
  5. When notice is given under sub-rule 5.4, the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Board to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.

### **Register of members of Association**

* 1. The Board of Management may appoint a member of the BoM to conduct the role of the ‘Membership Registrar’. This role if not appointed elsewhere resides with the Secretary.
  2. The Secretary/Membership Registrar, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Association and their email, postal or residential address and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register in so far as names and email addresses, but shall have no right to remove the register for that purpose.
  3. The register must be so kept and maintained at the Secretary/Membership Registrar’s place of residence, or at such other place as the members at a General Meeting decide.
  4. The Secretary/Membership Registrar must cause the name of a person who dies or who ceases to be a member under rule 9 to be deleted from the register of members referred to in sub-rule 6.2.

### **Membership Categories**

# The Society shall consist of the following five (5) categories of membership:

* 1. ***Professional Membership***
     1. This membership has full voting rights within WASS.
     2. A professional member will be a person who has at least:

1. twenty (20) hours sexuality values and attitudes training
2. ten (10) hours of training on sexuality topics, other than above
3. works in an area of sexuality at least 15 hrs per week – this can include teaching, research, counselling, child protection, development and/or distribution of sexuality resources and other areas as defined by the BoM from time to time.
   * 1. Professional members will be noted on the WASS web site
   1. ***General Membership***
      1. This membership has voting rights on all matters within WASS other than professional membership issues.
      2. This membership category is for those people who agree with the objects of the society and have an interest in the areas of sexology
   2. ***Honorary Life Members*** 
      1. This membership has full voting rights within WASS
      2. Life membership may be conferred by the Society upon individuals who are eminent persons who have made an outstanding contribution to the work of the Society or to the field of sexology.
   3. **Student membership**
      1. This membership has no voting rights within WASS; apart from the Student member representative on the Board, as noted in rule 16.2, which has a vote at Board Meetings.
      2. This membership is open to all students, over 16 years of age, who are studying at least three quarter-time at a Nationally recognised educational setting.
      3. Evidence of such will need to be provided with the initial application and on application of continuation of such level of membership.
   4. **Organisation Membership**
      1. This membership is open to Organisations who agree with the objects and philosophy of WASS.
      2. This membership has two votes within WASS – nominated in writing and signed by the senior manager of the organisation to one or two nominated persons from the organisation.

### **Subscriptions of members of Association**

* 1. The members may from time to time at a General Meeting determine the amount of the subscription to be paid by each member; this may include joining and rejoining fees.
  2. Each member must pay to the Treasurer, annually on or before 1 July, or such other date as the Board from time to time determines, the amount of the subscription determined under sub-rule 8.1.
  3. Subject to sub-rule 8.4, a member whose subscription is not paid within one (1) month after the relevant date fixed by or under sub-rule 8.2 ceases on the expiry of that period to be a member, unless the Board decides otherwise.
  4. A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule 8.2 or within 1 month thereafter, or such other time as the Board allows.
  5. Membership fees in individual cases may be lowered or waived at the discretion of the Board of Management. This is termed Concessional Subscription and as a guide to this, which may change from time to time at a General Meeting:

1. the Membership Registrar will recommend to the Board that an application for concession membership be considered if it is requested and shown by the applicant that they are either not working, working part-time, have retired, are on a pension, have a health care card and are in financial hardship.
2. the Board has the power to allow such an application to be at a Concession Subscription and this can be at Professional Member level, General Member level, or Student Member level, and does not alter the voting rights of the member at the status of membership granted

### **Termination of membership of the Association**

Membership of the Association may be terminated upon-

* 1. Receipt by the Secretary or another Board member of a notice in   
      writing from a member of their resignation from the Association.   
      Such person remains liable to pay to the Association the amount of   
      any subscription due and payable by that person to the Association but unpaid at the date of termination; or
  2. Non-payment by a member of his or her subscription within three   
      months of the date fixed by the Board for subscriptions to be paid,   
      unless the Board decides otherwise in accordance with rule 8.3;   
      or
  3. Expulsion of a member in accordance with rule 10.

### **Suspension or expulsion of members of Association**

* 1. If the Board considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association and/or in conflict with the Society’s ‘Ethics of Practice’ the Board must communicate, either orally or in writing, to the member-

a) notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that   
 suspension or expulsion will be decided; and

b) particulars of that conduct, not less than 30 days before the date of the Board meeting referred to in paragraph (a).

* 1. At the Board meeting referred to in a notice communicated under sub-rule 10.1, the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
  2. Subject to sub-rule 10.5, a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule 10.2.
  3. A member who is suspended or expelled under sub-rule 10.2 must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule 10.3.
  4. When notice is given under sub-rule 10.4 -

a) the Association in a general meeting, must either confirm or set aside the decision of the Board to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and

b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Board to   
 suspend or expel him or her is confirmed under this sub-rule.

### **Board of Management**

* 1. Subject to sub-rule 11.10, the affairs of the Association will be managed exclusively by a Board of Management consisting of seven (7) members with at least four (4) being professional members -

1. a President (must be a professional member);
2. a Vice-President (must be a professional member);
3. a Secretary;
4. a Treasurer; and
5. two additional members (known as Ordinary Board members)
6. a Student member representative (must be a student member)

all of whom must be members of the Association.

* 1. Board members must be elected to membership of the Board at an Annual General Meeting or appointed under sub-rule 11.8. Their term of office is for two (2) years in that position and may only serve for two (2) consecutive terms in the same office.
  2. The position of President may only be filled by a person who has served for at least 12months on the WASS Board of Management within three (3) years prior to the election
  3. Subject to sub-rule 11.8, a Board member’s term will be from their election at an annual general meeting until the election referred to in sub-rule 11.2 at the next annual general meeting after his or her election, they are eligible for re-election to membership of the Board.
  4. Except for nominees under sub-rule 11.7, a person is not eligible for election to membership of the Board unless a member has nominated them for election by delivering notice in writing of that nomination, signed by-

1. the nominator; and
2. the nominee to signify his or her willingness to stand for election,

to the Secretary not less than 7 days before the day on which the Annual General Meeting concerned is to be held.

* 1. A person who is eligible for election or re-election under this rule may propose or second themself for election or re-election; and vote for themselves.
  2. If the number of persons nominated in accordance with sub-rule 11.4 for election to membership of the Board does not exceed the number of vacancies in that membership to be filled-

a) the Secretary must report accordingly to; and

b) the President must declare those persons to be duly elected as   
members of the Board at the Annual General Meeting concerned.

* 1. If vacancies remain on the Board after the declaration under sub-rule 11.6, additional nominations of Board members may be accepted from the floor of the Annual General Meeting. If such nominations from the floor do not exceed the number of vacancies the President must declare those persons to be duly elected as members of Board. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board, elections for those positions must be conducted.
  2. If a vacancy remains on the Board after the application of sub-rule 11.7, or when a casual vacancy within the meaning of rule 15 occurs in the membership of the Board:

1. the Board may appoint a member to fill that vacancy; and
2. a member appointed under this sub-rule will:
3. hold office until the election referred to in sub-rule 11.2; and
4. be eligible for election to membership of the Board, at the next following Annual General Meeting.
   1. The Board may delegate, in writing, to one to more sub-committees (consisting of such member or members of the Association as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than:
5. the power of delegation; and
6. a function which is a duty imposed on the Board by the Act or any other law.
   1. Any delegation under sub-rule 11.10 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.
   2. The Board may, in writing, revoke wholly or in part any delegation under sub-rule 11.10.
   3. The Board will continue to work with long standing portfolios and sub committees and where necessary appoint others with specific tasks and reporting structures:
   4. The Annual General Meeting and through the Board will revise and alter the procedures of these long standing portfolios and sub-committees from time to time and these will be noted as to their tasks and reporting in the procedures manual of the Society.
   5. The Board will ensure that revisions or practical updates of operational issues (for example, joining fees, rejoining fees, and date for rejoining without incurring a late fee, are made clear to members and are detailed in the operating procedures manual).

### **President and Vice-President**

* 1. Subject to this rule, the President must preside at all General Meetings and Board meetings.
  2. In the event of the absence from a general meeting of-

a) the President, the Vice-President; or

b) both the President and the Vice-President, a member elected by   
the other members present at the general meeting,

must preside at the General Meeting.

* 1. In the event of the absence from a Board meeting of:

a) the President, the Vice-President; or

b) both the President and the Vice-President, a Board member   
elected by the other Board members present at the Board   
meeting,

must preside at the Board meeting.

### **Secretary**

The Secretary must:

* 1. Co-ordinate the correspondence of the Association;
  2. Keep full and correct minutes of the proceedings of the Board and   
      of the Association;
  3. Comply on behalf of the Association with section 27 of the Act with respect to the register of members of the Association, as referred to in rule 6;
  4. Comply on behalf of the Association with section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and

Comply with Section 29 of the Act by maintaining a record of -

* + 1. The names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the Association under rule 23; and
    2. The names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,
  1. And the Secretary must, upon the request of a member of the   
      Association, make available the record for the inspection of the   
      member and the member may make a copy of or take an extract   
      from the record but will have no right to remove the record for   
      that purpose;
  2. Unless the members resolve otherwise at a General Meeting, have   
      custody of all books, documents, records and registers of the   
      Association, including those referred to in paragraph 13.3 but other than those required by rule 13 to be kept and maintained by, or in the   
      custody of, the Treasurer; and
  3. Perform such other duties as are imposed by these rules on the   
      Secretary.

### **Treasurer**

The Treasurer must:

* 1. Be responsible for the receipt of all moneys paid to or received by, or by them on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
  2. Pay all moneys referred to in paragraph 14.1 into such account or accounts of the Association as the Board may from time to time direct;
  3. Make payments from the funds of the Association with the authority of a General Meeting or of the Board and in so doing ensure that all transactions signed by themselves in conjunction and at least one other authorised Board member, or by any two others as are authorised by the Board;
  4. Comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by-

Keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;

Keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;

Keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and

* + 1. Submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
  1. Whenever directed to do so by the President, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
  2. Unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs 14.4 and 14.5; and
  3. Perform such other duties as are imposed by these rules on the   
     Treasurer.

### **Casual vacancies in membership of Board**

A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member:

* 1. Dies;
  2. Resigns by notice in writing delivered to the President or, if the   
     Board member is the President, to the Vice-President and   
     that resignation is accepted by resolution of the Board;
  3. Is convicted of an offence under the Act;
  4. Is permanently incapacitated by mental or physical ill-health;
  5. Is absent from more than-

1. 3 consecutive Board meetings; or
2. 3 Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings;

of which meetings the member received notice, and the Board   
 has resolved to declare the office vacant;

* 1. Ceases to be a member of the Association; or
  2. Is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Board member.

### **Meetings and Proceedings of Board of Management**

* 1. The Board must meet together for the dispatch of business not less than four (4) times in each year and the President, or at least half the members of the Board, may at any time convene a meeting of the Board.
  2. Each Board member has a deliberative vote.
  3. A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board meeting will have a casting vote in addition to their deliberative vote.
  4. At a Board meeting four (4) Board members constitute a quorum.
  5. Subject to these rules, the procedure and order of business to be followed at a Board meeting must be determined by the Board members present at the Board meeting.
  6. As required under sections 21 and 22 of the Act, a Board member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the Association is established), must-
     1. As soon as they become aware of that interest, disclose the nature and extent of their interest to the Board; and
     2. Not take part in any deliberations or decision of the Board with respect to that contract.
  7. Sub-rule 16.6.1 does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board is an employee of the Association.
  8. The Secretary must cause every disclosure made under sub-rule 16.6.1 by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.

### **General meetings**

The Board:

* 1. May at any time convene a Special General Meeting;
  2. Must convene Annual General Meetings within the time limits provided for the holding of such meetings by section 23 of the Act,   
     that is, in every calendar year within 4 months after the end of the   
      Association's financial year or such longer period as may in a   
      particular case be allowed by the Commissioner,
  3. Must, within 30 days of -

1. receiving a request in writing to do so from not less than six (6) voting members, convene a special general meeting for the purpose specified in that request; or

b) the Secretary receiving a notice under rule 10.4, convene a Special General Meeting to deal with the appeal to which that notice relates.

c) must, after receiving a notice under rule 5.4, convene a Special General Meeting, no later than the next Annual General Meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next Annual General Meeting in relation to the Board’s rejection of their application and the Association at that meeting must confirm or set aside the decision of the Board.

* 1. The members making a request referred to in sub-rule 17.3 a) must:

a) state in that request the purpose for which the special general meeting concerned is required; and

b) sign that request.

* 1. If a Special General Meeting is not convened within the relevant period of 30 days referred to-

a) in sub-rule 17.3 a), the members who made the request concerned may themselves convene a Special General Meeting as if they were the Board; or

b) in sub-rule 17.3 b), the member who gave the notice concerned may him or herself convene a Special General Meeting as if he or she were the Board.

* 1. When a special general meeting is convened under sub-rule 17.5 a) or b), the Association must pay the reasonable expenses of convening and holding the Special General Meeting.
  2. Subject to sub-rule 17.9, the Secretary must give to all members not less than 14 days notice of a Special General Meeting and that notice must specify -

a) when and where the general meeting concerned is to be held; and

b) particulars of the business to be transacted at the general meeting   
concerned and of the order in which that business is to be transacted.

* 1. Subject to sub-rule 17.9, the Secretary must give to all members not less than 21 days notice of an Annual General Meeting and that notice must specify-

a) when and where the annual general meeting is to be held;

b) the particulars and order in which business is to be transacted, as   
 follows -

i) first, the consideration of the accounts and reports of the Board;

ii) second, the election of Board members to replace outgoing Board members; and

iii) third, any other business requiring consideration by the Association at the general meeting.

* 1. A special resolution may be moved either at a Special General Meeting or at an Annual General Meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule 17.7 or 17.8, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
  2. The Secretary must give a notice under sub-rule 17.7, 17.8, or 17.9, by -

a) serving it on a member personally; or

b) sending it by email or post to a member at the address of the member appearing in the register of members kept and maintained under rule 6.

* 1. When a notice is sent by post under sub-rule 17.8 b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by email or ordinary prepaid mail.

### **Quorum and proceedings at General Meetings**

* 1. At a general meeting nine (9) voting members, or 15% of the voting membership of the Association (whichever is more), present in person constitute a quorum.
  2. If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under rule 17.5 or 17.6 -

a) as a result of a request or notice referred to in rule 17.3 or as a   
result of action taken under rule 17.5 a quorum is not present, the   
 general meeting lapses; or

b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

* 1. If within 30 minutes of the time appointed by sub-rule 18.2 b), for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
  2. The President may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
  3. There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
  4. When a General Meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 17 of the adjourned general meeting as if that general meeting were a fresh general meeting.
  5. At a general meeting-

a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule 18.9; and

b) a special resolution put to the vote will be decided in accordance   
 with section 24 of the Act as defined in rule 2, and, if a poll is   
 demanded, in accordance with sub-rules 18.9 and 18.11.

* 1. A declaration by the President of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule 18.9.
  2. At a general meeting, a poll may be demanded by the President or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the President directs.
  3. If a poll is demanded and taken under sub-rule 18.9 in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.
  4. A poll demanded under sub-rule 18.9 must be taken immediately on that demand being made.

### **Minutes of meetings of Association**

* 1. The Secretary must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.
  2. The President must ensure that the minutes taken of a general meeting or Board meeting under sub-rule 19.1 are checked and signed as correct by the President of the general meeting or Board meeting to which those minutes relate or by the President of the next succeeding general meeting or Board meeting, as the case requires.
  3. When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-

a) the General Meeting or Board meeting to which they relate (in this   
 sub-rule called "the meeting") was duly convened and held;

b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and

c) all appointments or elections purporting to have been made at the   
 meeting have been validly made.

### **Voting rights of members of Association**

* 1. Subject to these rules, each voting member present in person or by proxy at a general meeting is entitled to a deliberative vote.
  2. A member which is an Organisation Member may appoint in writing one or two natural persons, whether or not they are a member, to represent it and deliver their two votes at a particular General Meeting or at all General Meetings.
  3. An appointment made under sub-rule 20.2 must be made by a resolution of the board or other governing body of the Organisation Member concerned-

a) which resolution is authenticated under the common seal of that organisation; and

b) a copy of which resolution is lodged with the Secretary seven (7) days in advance of the General Meeting.

* 1. A person appointed under sub-rule 20.2 to represent a member which is a Organisation Member is deemed for all purposes to be a member until that appointment is revoked by the Organisation Member or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

### **Proxies of members of Association**

* 1. A voting member (in this rule called "the appointing member") may appoint in writing another voting member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any General Meeting.
  2. The form of proxy shall be in the usual or common form or in such other form as may be approved from time to time by the Society’s Board of Management.
  3. No individual member other than the Chairperson of the meeting may hold more than one proxy vote for any General Meeting.
  4. The Chairperson of the General Meeting may hold no more than three (3) proxy votes.
  5. All proxy votes must note the Agenda item that the voting is for, or note that proxy voting is for all items, or may clearly specify the vote on any specific agenda item.
  6. All proxy forms are to be signed and dated by the appointing member and signed by a witness other than the appointed member, signed by the appointing member as being in favour of holding the proxy vote and submitted to the Secretary (or appointed person) at the relevant time in the agenda of the General Meeting – when all voting members are noted as present or by proxy.

### **Rules of Association**

* 1. The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-
  2. Subject to sub-rule 22.5 and 22.6, the Association may alter its rules by special resolution but not otherwise;
  3. Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
  4. An alteration of the rules of the Association does not take effect until sub-rule 22.3 is complied with;
  5. An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules 22.1 to 22.3 are complied with and the approval of the Commissioner is given to the change of name;
  6. An alteration of the rules of the Association having effect to alter the objects or purposes of the Association does not take effect until sub-rules 22.1 to 22.3 are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
  7. These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

### **Common seal of Association**

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

### **Inspection of records, etc. of Association**

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

### **Disputes and mediation**

* 1. The grievance procedure set out in this rule applies to disputes under these rules between:

1. a member and another member; or
2. a member and the Association; or
3. if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
   1. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
   2. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
   3. The mediator must be-
4. a person chosen by agreement between the parties; or
5. in the absence of agreement-
6. in the case of a dispute between a member and another member, a person appointed by the Board of the Association;
7. in the case of a dispute between a member or relevant non-member, as defined by sub-rule 25.1 c), and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
   1. A member of the Association can be a mediator.
   2. The mediator cannot be a member who is a party to the dispute.
   3. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
   4. The mediator, in conducting the mediation, must -
8. give the parties to the mediation process every opportunity to be heard;
9. allow due consideration by all parties of any written statement submitted by any party; and
10. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
    1. The mediator must not determine the dispute.
    2. The mediation must be confidential and without prejudice.
    3. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **Distribution of surplus property on winding up of Association**

* 1. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members.
  2. The surplus property will be given or transferred to another Association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which Association shall be determined by resolution of the members.

**End of Association Rules.**

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***I hereby certify by signing below, and initialling every page, that this document is a true and correct copy of the amended Constitution of the Western Australia Sexology Society (Inc), as passed at the Special General Meeting on***

WASS Secretary: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_

Ms Peta Green

Witness signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name of Witness: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_