



Articles and Memorandum of Association

Ratified July 1st 2008

P.O. Box number 1824 Andover Hants SP11 7ZJ.

ARTICLE I

The name of this organisation shall be British Association of Sexual Educators (BASE). The abbreviation “BASE” and BASE’s logo shall stand for the organisation and their uses shall be strictly reserved for those formally approved by the officers of the Council of Members.

ARTICLE II PURPOSES

Section A: Not for Profit.

BASE is organised as a not-for-profit Association in the UK and shall abide by the laws of the United Kingdom.

Section B: Purposes.

The purposes for which BASE is established are to:

- 1) Engage in such activities as will encourage and provide for improvement in the quality of sexual education
- 4) Support research in the methods and techniques of sexual education,
- 5) Support the publication and dissemination of professional material on sexual education.
- 6) Seek to advocate for sexual education and take public policy positions on issues in the field of sexuality.
- 7) Provide forums and assemblies in which members of various disciplines studying sexuality may be heard and exchange ideas in a spirit of collegiality and provide educational opportunities in the field of sexuality for those engaged in other professional fields.
- 8) Provide an information service of resources to the general public, health professionals (professionals engaged in sexual health education) and other organisations.
- 10) Perform and do any and all such other acts as are necessary, convenient, and proper to the attainment of these objectives.

ARTICLE III MEMBERSHIP

BASE does not approve or accredit its members and membership of BASE does not imply any form of endorsement. Members adhere to the Code of Ethics of their own professional bodies where appropriate.

Section A: Membership Eligibility.

All members must agree to support BASE's purposes and mission, as well as the vision of sexual education which it advocates.

All members must also agree that they will abide by BASE's Articles and Memorandum of Association.

Section B: Categories of Membership.

There is one category of membership. Details of criteria are in BASE Policies and Procedures document. Members are eligible to serve on all Committees.

Section C: Representation of Membership Status by Members.

BASE Members may refer to their affiliation with BASE, but not in any way so as to imply that such Membership is a professional qualification relevant to practice within the field of sexual education.

Section D: Application for Membership.

Any person submitting an application for membership shall be considered under criteria and procedures that shall be established by the Council of Members.

Section E: Voting Rights.

Members do not have voting rights.

Section F: Resignation.

Members may resign from BASE at any time by giving written notice to the Secretary. Any Member who resigns in good standing shall, upon written application, be considered for reinstatement under such terms and conditions as shall be established by the Council of Members.

Section G: Denial and Termination of Membership.

By decision of the Council of Members, Members may be terminated from BASE for cause, as follows:

- 1) Non-payment of dues, fees, or assessments. Members terminated for this case shall be reinstated upon meeting the financial conditions indicated by BASE, subject to Policies and Procedures as determined by the Council of Members, and the conditions for reinstatement under Section H of the Articles and Memorandum of Association below.
- 2) Any conduct judged by the Council of Members to be a flagrant violation of these Articles and Memorandum of Association.
- 3) Failure to satisfy accurately or to maintain the requirements for membership.
- 4) Any conduct judged by the Council of Members to be inimical to BASE
- 5) Professional misconduct as indicated by disciplinary action undertaken by other legal, ethical, licensing, regulatory or professional bodies.
- 6) Failure to notify the BASE Council of Members in writing of any current or previous ethical violations, as well as any legal (civil or criminal), ethical, regulatory or licensing complaints upheld, that are relevant to professional practice. It is the obligation of every member to provide such information upon application for membership, and within thirty calendar days of the member's notification of any relevant professional complaint being upheld, or ethical, legal or regulatory action.
- 7) Failure to provide BASE with accurate and complete information, as required or requested, at the time of applying for membership or renewing membership.
- 8) Any of the conditions defined in parts 2-8 above constitute "not in good standing" for the purposes of Section H: Reinstatement.
- 9) The Council of Members shall determine the appropriateness of continued or terminated membership in BASE for any Member who is: (a) judged to have violated a civil or criminal law that is material and relevant to professional practice; (b) convicted of a criminal misdemeanour relevant to professional practice; (c) disciplined by a professional ethics body of any country in which the Member is practicing or has practiced; (d) disciplined by a national licensing or certification board or other regulatory agency; (e)

disciplined or discharged by an institutional grievance board or similar agency of any university, college, educational system, governmental agency, or similar organisation to which the Member belongs, over matters relevant to their professional practice;

10) The Council of Members is authorised to request such information from a Member as it deems necessary for the assessment of a Member's appropriateness for continued Membership or for termination of Membership. Such information gathered by the Council of Members shall be deemed confidential, as appropriate, by all BASE sources (unless required by law to release such information).

11) Termination of Membership shall require a two-thirds majority vote of the total number of Council of Members. Any decision by the Council of Members regarding a Member's status shall be final, and without appeal, as shall be any conditions the Council may impose for reinstatement.

Section H: Reinstatement.

Any Member who resigns in good standing shall, upon written application, be considered for reinstatement under terms and conditions established by the Council of Members. Former Members who departed "not in good standing" must apply to the Council of Members for reinstatement under such procedures and conditions as the Council may specify.

ARTICLE IV DUES AND ASSESSMENTS

The initial and annual dues and other assessments for Members of BASE shall be determined from time to time by the Council of Members. When a Member fails to pay dues and assessments in full, upon notification by mail or email, his or her name shall be removed from the Directory and other listings of Members, and his or her Membership shall be terminated. In special circumstances, for example in instances of personal hardship, the Council of Members shall have the power to adjust or waive, for a specified period of time, the dues and/or assessment obligations of any Member.

Specific dues are available for group membership and joint membership as follows:

Group membership	
- under 10 members	£90 annual fee
- under 20 members	£150 annual fee
- under 100 members	£500 annual fee
- over 100 members	on application

Joint membership

- Council of members & partner £45 annual fee
- Member & partner £50 annual fee

ARTICLE V COUNCIL OF MEMBERS

Section A: General Powers.

The affairs of BASE shall be managed by the Council of Members, which shall have supervision, control and direction of the affairs of BASE, and which shall determine its policies or changes thereof within the limits of these Memorandum of Association; and which shall actively prosecute and have discretion in the disbursement of its funds.

The Council of Members may adopt such rules and regulations, or “Policies and Procedures,” for the conduct of BASE’s business as it deems advisable or necessary. The Council of Members may also, in the execution of the powers granted, appoint such agents as it may deem necessary.

Section B: Composition.

The Council of Members shall be comprised of up to nine members with full voting privileges, including the Chair and elected officers.

Section C: Officers

All members of the Council of Members shall be Members of BASE.

Members of the council will include:

1. Chairperson, duly elected by the Council of Members, shall serve a three year term
2. Vice-chairs, as determined by the Council of Members
3. Secretary, duly elected by the Council of Members, shall serve a three year term
4. Treasurer, duly elected by the Council of Members, shall serve a three year term.

The Council of Members will appoint Members (either of the council, or general members) to specific appointments as agreed and voted upon by the Council. This may include official spokespersons on specific aspects of the work of BASE. This may also include chairpersons of Committees agreed and voted upon by the Council of Members.

Terms of office for all Council of Members positions shall begin on July 1st, and each Officer shall hold office until his or her successor is duly elected or appointed.

Section D: Resignation or Removal.

Any Officer may resign at any time by giving written notice to the Chairperson or Secretary. Any Officer may be removed by a two-thirds vote of the Council of Members whenever in their judgment the best interests of BASE would be served.

Section E: Remuneration and Conflicts.

Officers may be compensated for their time specifically acting on behalf of BASE, at a rate specified in the BASE Policy and Procedures document. Officers may also claim reasonable expenses for acting on behalf of BASE. All such compensation and expenses must be approved in advance by two other Council members. Council members shall have no undisclosed financial interest in the activities of BASE or bearing upon the conduct of these activities.

Section F: Absence of a Chair.

In the event that the Chair is, for any reason, unable to chair a meeting of the Council of Members, the Council Members shall have the right to elect, by simple majority, from among the Council members present, a Chairperson, who will conduct the business of that meeting, and who will be responsible for the appropriate recording and reporting of all matters undertaken or decided at that meeting.

ARTICLE VI OFFICERS

Section A: Officers.

The Officers of BASE shall be the Chairperson, Vice-chairpersons, Secretary, and Treasurer, as well as other such Officers as may be determined from time to time by the Council of Members.

Section B: Elections and Term of Office.

The Officers shall be elected by the Council of Members for a three year term, and terms of office shall commence on July 1st.

Section C: Removal.

Any Officer of BASE, may be removed by a two-thirds majority vote of the Council of Members whenever in their judgment the best interest of BASE would be served.

Section D: Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Council of Members.

Section E: Responsibilities

The Chairperson shall serve as the liaison for BASE to other professional and non-professional organisations.

The Chairperson shall submit an annual report to the Annual Business Meeting of the Council of Members.

The Chairperson shall perform all duties incident to the office of Chairperson, and such other duties as may be assigned from time to time by the Council of Members.

Vice-Chairs shall be responsible for assisting and liaising with the Chair and other Council Members, serve as Chair in the absence of the Chair and perform all duties incident to the office of Vice-Chair.

The Secretary shall be responsible for all of the official records of the meetings of the Council of Members and the committees of the Council of Members; shall be responsible for assuring that the business of BASE is conducted by a legitimate quorum; shall direct the distribution of minutes, reports and notices to the Council of Members; shall arrange for special meetings of the Membership; shall accept all correspondence addressed to the Council of Members; and shall be responsible for moving that correspondence forward for action by the Council of Members.

The Treasurer shall submit for Council of Members approval an annual operating budget for BASE; shall serve as Secretary in the absence of the elected Secretary; and in general shall perform all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the Council of Members. The Treasurer will be responsible for maintaining accurate accounts and bookkeeping relevant to the work of BASE.

ARTICLE VII MEETING OF THE COUNCIL OF MEMBERS

Section A: Annual Business Meeting.

An Annual Business Meeting of the Council of Members for receiving reports, and for such other business as may properly come before the meeting, shall be held at such day, time, and place, as shall be determined by the Council of Members.

Section B: Special Meetings.

A special Meeting of the council of members may be called by a majority of the Council of Members, or upon written request to the Secretary (stating the purposes of the proposed meeting) signed by at least 10% of the Council of Members. The time and place of such a meeting shall be determined by the Secretary, and it shall take place within sixty calendar days of the date on which such a meeting is called or requested.

Section C: Notice of Meetings.

Notice of the annual business meeting or of special meetings of the Council of Members, indicating time, date, and place, shall be disseminated at least forty-five calendar days prior to the date of the meeting. Dissemination of notice shall be delivered personally, sent by fax or email, or sent by mail, unless notice is waived.

Section D: Quorum.

The presence of at least 30% of the Council Members, or a minimum of three, shall constitute a quorum at any meeting of Council Members. No proxies shall be permitted.

Section E: Manner of Acting.

The act of a simple majority of the Members present at a meeting at which a quorum is present shall be the act of the Membership, except where otherwise provided by law or by these Memorandum of Association.

ARTICLE VIII STANDING COMMITTEES

Section A: Structure.

The Standing Committees of BASE, if any, are to be determined by the Council of Members. All Standing Committees shall have no less than three members. The Chairperson of all Standing Committees, shall be a Member of BASE.

No Chairperson of any Standing Committee shall serve in that position for more than two full consecutive terms of office of two-years. If a single partial term is served, for whatever reason, that person shall still be eligible to serve two full consecutive terms of office of two-years in that same position.

All Committees are responsible to the Council of Members, which will define the scope of the activities and reporting requirements of each Committee. The composition of every Committee shall be nominated by its Chairperson but subject to the approval of the Council of Members, except in instances specified by the provisions of this Memorandum of Association.

In addition to these Standing Committees, the Council of Members may form whatever additional Committees and related structures that it determines are necessary to meet the changing needs of BASE as an organisation.

Section B: Quorum and Reporting.

No Standing Committee business shall be conducted without a simple majority of the voting Committee Members present. At all meetings, a member of the committee shall be designated as recorder and a report kept of the proceedings.

The Chairperson of each Standing Committee will submit a summary report to the Council of Members, including any recommendations for action by the Council of Members. These reports shall be forwarded to BASE and to the Chairperson no less than fourteen calendar days prior to the scheduled meeting of the Council of Members

ARTICLE IX NON-DISCRIMINATION

The selecting of Officers, Committee Chairpersons, and Committee Members in BASE, and the retention and treatment of employees of BASE, as well as the provision of services by BASE shall be entirely without discrimination as to race, age, religion, gender, sexual orientation, national origin, marital status, socioeconomic status, or physical ability.

ARTICLE X BOOKS AND RECORDS

BASE shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Council of Members and sub Committees.

BASE will produce proper accounts to be audited annually by properly qualified accountant or auditor. BASE's financial year will be 6th April to 5th April.

BASE will maintain two hard copy folders containing all relevant documents pertaining to BASE, to be held by the Secretary and Treasurer. These records to be kept for a minimum of five years. All Council Members are responsible for ensuring that all relevant documents are forwarded to the Secretary.

ARTICLE XI FISCAL YEAR

The fiscal year shall be determined by the Council of Members.

ARTICLE XII INDEMNIFICATION

BASE shall indemnify the Members of the Council of Members and hold them harmless against all claims, actions, liabilities, judgments, and settlements, as well as any and all related expenses (including solicitor's fees and other legal costs) concerning any actual or alleged negligence, error, omission or act of the Members of the Council, arising out of his or her involvement or association with the Council of Members. BASE shall maintain appropriate insurance policies covering all Officers and Council Members in relation to these matters.

ARTICLE XIII AMENDMENT OF MEMORANDUM OF ASSOCIATION

These Memorandum of Association may be repealed or amended by a two-thirds vote of the entire Council of Members.

ARTICLE XIV DISSOLUTION

If BASE is wound up or dissolved, after all its debts and liabilities have been satisfied, any outstanding monies shall be donated to a charity chosen by the Council of Members.

APPENDIX TO THE ARTICLES AND MEMORANDUM - POWERS

TO ACT AS A CENTRAL BODY FOR THE PURPOSES OF CONSULTATION IN MATTERS OF EDUCATIONAL OR PUBLIC INTEREST CONCERNING SEXUAL EDUCATION

INCOME TO BE APPLIED TO OBJECTS

Section A

Members may apply for funding and expenses for activities directly related to the purposes of BASE and for which approval has been given by at least two Council Members. Such funding and expenses must be approved in advance.

Section B

Council Members may claim reasonable out of pocket expenses incurred in connection with the performance of their duties as Member of Council. This may include travel and accommodation costs as well as reimbursement for time and loss of earnings.

GIFTS AND SUBSCRIPTIONS/RAISING INCOME

BASE may seek and receive gifts, legacies, contributions, subscriptions and any other forms of monies. Such income must be applied to promoting the aims of BASE as described in Article IIB of these Articles and Memorandum of Association. Whilst BASE may, in return, offer such sponsors the opportunity to present their logo on BASE website and documents, this does not constitute an endorsement of said sponsors.

MEMBERS

To keep a register of members which may include their qualifications, appointments and experience. Members may post a description of their role/ services on the BASE web site (maximum 100 words) with a link to their website. BASE does not endorse, recommend or approve such postings.

ALLIANCES

To co-operate with other organisations to further the aims of BASE.

PUBLICITY

To engage in activities, such as lectures, talks and workshops, to promote the aims of BASE.

STAFFING

To employ staff as required to fulfil the obligations of BASE, subject to approval by the Council of Members.

GENERAL

To do all lawful things necessary to achieve the aims of BASE