



AUSTRALASIAN COLLEGE OF DERMATOLOGISTS

ACN 000 551 824

A company limited by guarantee

CONSTITUTION

Adopted by the College in general meeting on 29 November 2005 and including all amendments made on or before that date.

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1 NAME

The name of the College is Australasian College of Dermatologists.

2 INTERPRETATION

2.1 In this Constitution:

- 2.1.1 "**Audit Committee**" means the audit committee established by the Board pursuant to clause 28.6.
- 2.1.2 "**Board**" means the board of Directors of the College for the purposes of the Corporations Act being the whole or any number (not being less than a quorum) of the board of the College for the time being acting as such in accordance with this Constitution.
- 2.1.3 "**College**" means the Australasian College of Dermatologists ACN 000 551 824.
- 2.1.4 "**Committee**" means a committee established by the Board pursuant to clause 28.6.
- 2.1.5 "**Competent Authority**" means a medical registration authority of competent jurisdiction of New Zealand or of a state or territory of Australia, or some other country or a state or territory of another country recognised for the purpose of this clause 2.1.5 by the Board.
- 2.1.6 "**Constitution**" means this constitution as for the time being in force.
- 2.1.7 "**Corporations Act**" means the *Corporations Act 2001* or any statutory modification, amendment or re-enactment thereof for the time being in force and applicable to the College and any reference to any provision thereof is to the provision so modified, amended or re-enacted.
- 2.1.8 "**Director**" means a person duly appointed and acting as a director of the College in accordance with the Constitution and the Corporations Act.
- 2.1.9 "**Member**" means a person who is a member of the College pursuant to clause 11 and (unless otherwise indicated) includes a Fellow, an Honorary Member, an Associate Member, a Corresponding Member and a Fellow Emeritus.
- 2.1.10 "**Regional Faculty**" means a regional faculty continuing in existence or established by the Board in accordance with clause 30.

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- 2.1.11 "**Regional Faculty Committee**" means the governing body of a Regional Faculty established in accordance with clause 30.3.
- 2.1.12 "**Regulations**" means any regulations made by the Board in accordance with clause 29.
- 2.1.13 "**Seal**" means the common seal of the College (if it has one).
- 2.1.14 "**Secretary**" means any person for the time being appointed by the Board to perform the duties of a secretary of the College pursuant to Part 2D.4 of the Corporations Act and includes the Honorary Secretary appointed pursuant to clause 20.1.3.
- 2.2 Unless the contrary intention appears, in this Constitution:
- 2.2.1 words importing the singular include the plural, and words importing the plural include the singular;
- 2.2.2 words importing a gender include every other gender;
- 2.2.3 words used to denote persons generally or importing a natural person include any company, corporation, body corporate or other body (whether or not the body is incorporated);
- 2.2.4 a reference to a person includes that person's successors, legal personal representatives and permitted transferees;
- 2.2.5 a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
- 2.2.6 where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings; and
- 2.2.7 expressions referring to writing must be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
- 2.3 Headings and bold text are for convenience only and do not affect the interpretation of this Constitution.
- 2.4 The Constitution is to be interpreted subject to the Corporations Act. However, the rules that apply as replaceable rules to companies under the Corporations Act do not apply to the College.
- 2.5 Unless the contrary intention appears, a word or expression in a provision that is defined in section 9 of the Corporations Act has the same meaning in the Constitution as in that section.

3 AMENDMENT TO CONSTITUTION

No modification or repeal of this Constitution or any provision of this Constitution will be effective unless it is passed as a special resolution in accordance with the Corporations Act.

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4 OBJECTS

The objects for which the College is established are:

- 4.1 to train dermatologists and provide continuing professional development to dermatologists;
- 4.2 to support scientific research in the field of dermatology;
- 4.3 to educate the public and general practitioners about dermatological matters;
- 4.4 to provide advice and to make submissions and representations to governments, to political parties, authorities and other bodies; and
- 4.5 to liaise with medical colleges and other representative bodies.

5 POWERS

Solely for the purpose of carrying out the objects set out in clause 4, the College may, in any manner permitted by the Corporations Act:

- 5.1 exercise any power;
- 5.2 take any action; and
- 5.3 engage in any conduct or procedure,

which, under the Corporations Act a company limited by guarantee may exercise, take or engage in if authorised by its constitution.

6 INCOME AND PROPERTY

6.1 Distributions to Members

The income and property of the College, however derived, shall be applied solely towards the promotion of the objects of the College as set forth in clause 4 and no portion of the income or property of the College shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to any Member.

6.2 Payment for Services Rendered

Nothing in clause 6.1 prevents the payment in good faith of remuneration to any officer or employee of the College or to any Member in return for any services actually rendered to the College nor for goods supplied in the ordinary and usual course of business nor prevents the payment of interest at a commercial rate on money borrowed from any Member.

6.3 Payments to Directors

The Directors shall not be paid by way of remuneration for their services except that:

- 6.3.1 reimbursement for out-of-pocket expenses incurred in carrying out the duties of a Director shall be paid where payment does not exceed any amount previously approved by the Board;

6.3.2 payment for any service rendered to the College in a professional or technical capacity shall be made where the provision of that service has the prior approval of the Board and the amount payable is approved by a resolution of the Board and is on reasonable commercial terms; and

6.3.3 payment as an employee of the College shall be made where the terms of employment have been approved by resolution of the Board.

6.4 Payments to Members

Payment for any service rendered to the College by a Member in a professional or technical capacity, or reimbursement for out-of-pocket expenses incurred by a Member in carrying out the services rendered, shall be made where the provision of that service has the prior approval of the Board and the amount payable is approved by a resolution of the Board and is on reasonable commercial terms.

6.5 Payments to other entities

Nothing in clause 6.3 or 6.4 prevents the College making a payment to another company, body corporate or incorporated entity of which a Director is a member (“**Entity**”), but the College must not make a payment to an Entity if a Director holds more than one-hundredth part of the capital of the Entity.

7 LIMITED LIABILITY

The liability of the Members is limited.

8 LIMIT OF CONTRIBUTION BY MEMBERS IN WINDING UP

Every Member undertakes to contribute to the property of the College in the event of the same being wound up while he or she is a Member, or within one year after he or she ceases to be a Member, for payment of the debts and liabilities of the College contracted before he or she ceases to be a Member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$20.00.

9 EXCESS PROPERTY ON WINDING UP

If upon the winding up or dissolution of the College there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members but shall be given or transferred to some other institution or institutions having objects similar to the objects of the College, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the College under or by virtue of clause 6 hereof, such institution or institutions to be determined by the Members at or before the time of dissolution, and in default thereof by court application for determination, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

10 ACCOUNTS AND AUDIT

10.1 The Financial Year of the College shall be from 1 March to 28 February (or 29 February in the case of a leap year).

10.2 The Board shall, in accordance with the requirements of the Corporations Act:

10.2.1 cause proper accounting and other records to be kept; and

10.2.2 cause to be made out and laid before each annual general meeting of the College a balance sheet and profit and loss account in accordance with the requirements of the Corporations Act.

10.3 A properly qualified auditor or auditors must be appointed and his, her or their duties regulated in accordance with the requirements of the Corporations Act.

11 MEMBERSHIP

11.1 Classes of Members

The Members shall consist of the following classes:

11.1.1 Fellows

- (a) To be eligible for election as a Fellow a candidate must:
 - (1) be a medical practitioner who holds a medical qualification approved by the Board for the purposes of this clause; and
 - (2) either:
 - (A) undertake and complete a training program approved by the Board and pass an examination by the College; or
 - (B) in lieu of the training program and examination, have such other qualifications and experience as the Board considers adequate.
- (b) A candidate for election as a Fellow shall make application for the examination and application for membership in such form and containing such information as the Board may from time to time by Regulation have prescribed.
- (c) The Board shall consider the application for membership, the report and recommendation of the Board of Censors thereon and all relevant information in respect of the application for membership and in its absolute discretion may:
 - (1) elect the candidate to membership;
 - (2) reject the candidate's application; or
 - (3) suspend final determination for further evidence as to the candidate's qualifications.

11.1.2 Honorary Members

- (a) The Board may by a three-quarters majority of the Directors present elect as Honorary Members of the College persons of distinguished eminence.
- (b) Nomination of an Honorary Member must be made by a Fellow to whom the candidate is personally known and the nomination must

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be signed by 5 other Fellows and must set out the reasons for the nomination.

- (c) A candidate shall not become an Honorary Member unless the candidate has agreed to accept such membership.
- (d) Honorary Members shall be entitled to all the benefits and privileges of Fellows except that they shall not be entitled to vote at any meeting of the College or a Regional Faculty or propose or second any candidate for election as a Member or to any position in the College or to be elected to any such position.

11.1.3 *Associate Members*

- (a) The Board may by a three-quarters majority of the Directors present elect as Associate Members persons of distinguished eminence in the sciences bearing on dermatology or persons who have rendered signal service to the College.
- (b) Nomination of an Associate Member must be made by a Fellow to whom the candidate is personally known.
- (c) A candidate shall not become an Associate Member unless the candidate has agreed to accept such membership.
- (d) Associate Members shall be entitled to all the benefits and privileges of Fellows except that they shall not be entitled to vote at any meeting of the College or a Regional Faculty or propose or second any candidate for election as a Member or to any position in the College or to be elected to any such position.

11.1.4 *Corresponding Members*

- (a) Corresponding Members shall be entitled to all the benefits and privileges of Fellows except that they shall not be entitled to vote at any meeting of the College or a Regional Faculty or propose or second any candidate for election as a Member or to any position in the College or to be elected to any such position.
- (b) Corresponding Members shall be kept informed of all activities of the College and shall keep the College informed of current activities related to or concerning dermatology in their country of residence.
- (c) No new Corresponding Member shall be elected under this Constitution.

11.1.5 *Fellows Emeritus*

- (a) The Board may by a two-thirds majority of the Directors present elect as a Fellow Emeritus a Fellow of the College who has given long and distinguished service to the College.
- (b) Nomination of a Fellow Emeritus shall be made by a Fellow to whom the candidate is personally known.

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- (c) A candidate shall not become a Fellow Emeritus unless he or she has agreed to accept such membership.
- (d) A Fellow Emeritus shall be entitled to all the benefits and privileges of Fellows including the entitlement to vote at any meeting of the College or a Regional Facility and propose or second any candidate for election as a Member or to any position in the College or to be elected to any such position.
- (e) Each Fellow Emeritus shall be free from all subscriptions and shall be entitled to receive The Australasian Journal of Dermatology.

11.2 Nomination and election of Members

- 11.2.1 Nomination of an Honorary Member or an Associate Member shall be made in such form and shall contain such particulars as the Board may prescribe.
- 11.2.2 When a candidate has been duly elected as a Member the Secretary shall notify the candidate of his or her election and forward to the candidate a copy of the Constitution and Regulations.
- 11.2.3 Upon but not before payment of any entrance fee and subscription for the current year payable by the candidate, the candidate shall be entered into the register of Members and thereupon (subject to clauses 11.1.2(c), 11.1.3(c) and 11.1.5(c)) becomes a Member and is entitled to exercise his or her rights as a Member and to enjoy the privileges and benefits of the College.

12 FEES AND SUBSCRIPTIONS

- 12.1 The entrance fee (if any) and annual subscriptions payable by Members shall be as prescribed from time to time by the College in general meeting.
- 12.2 Until the Board otherwise resolves Honorary Members, Associate Members and Corresponding Members shall not be liable for entrance fees or subscriptions and in any event shall not be liable for a subscription in excess of one-half that payable by Fellows.
- 12.3 The Board may in its discretion waive the whole or any part of the entrance fee, subscription or levies which would otherwise be payable:
 - 12.3.1 by a Member who is resident either temporarily or permanently outside Australia;
 - 12.3.2 by a Member who in the opinion of the Board is suffering from financial hardship;
 - 12.3.3 in any case where the Board is satisfied that because the Member is no longer engaged in active practice as a dermatologist, payment should be waived; or
 - 12.3.4 in such other circumstances as the Board considers appropriate and upon such terms and conditions and for such time as the Board thinks fit.

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- 12.4 A Member who:
- 12.4.1 has attained the age of 70 years; and
 - 12.4.2 has satisfied the Board that he or she has retired from active practice,
- shall not thereafter be liable to pay more than one-half the annual subscription he or she would otherwise have had to pay.
- 12.5 The rights and privileges of every Member shall be personal to that Member and shall not be transferable by the Member's own act or by operation of law.
- 12.6 A Member shall not be entitled to exercise the rights and privileges of a Member or to be appointed as the proxy of another Member unless all monies due by him or her to the College have been paid.

13 DIPLOMA OF MEMBERSHIP OF THE COLLEGE

The College shall grant a Diploma of Membership of The Australasian College of Dermatologists to Fellows who are registered medical practitioners and graduates in medicine who satisfy the requirements for that Diploma as established by the Board from time to time.

14 CESSATION OR SUSPENSION OF MEMBERSHIP

14.1 Cessation of membership

A Member shall cease to be a Member in any of the following circumstances:

- 14.1.1 if by notice in writing to the College he or she resigns from membership;
- 14.1.2 if a resolution is passed for the Member's expulsion under clause 14.2;
- 14.1.3 if the membership of the Member is terminated under clause 14.3 or 14.4.

14.2 Expulsion – prejudicial conduct

14.2.1 The Board may by a three-quarters majority of the whole number of the members of the Board resolve that the conduct of a Member has in the opinion of the Board been prejudicial to the interests of the College and that the Member should be expelled.

14.2.2 A Member:

- (a) must be given at least 30 days' prior written notice that the Board proposes considering a resolution of the kind referred to in clause 14.2.1, including reasonable details of what has been alleged against the Member;
- (b) shall have the opportunity to make oral or written submissions to the Board at the meeting at which the resolution is considered, before the Board considers the resolution.

- 14.2.3 The Board must provide reasons for a decision to expel a Member no more than 45 days after the date on which a resolution to expel the Member is passed.
- 14.2.4 For the purposes of this clause 14.2, conduct prejudicial to the interests of the College includes, without limitation:
- (a) conduct by a Fellow which is declared by any competent court, tribunal or board to be professional misconduct;
 - (b) unsatisfactory professional conduct by a Fellow, where the conduct is such that it involves a substantial or consistent failure to attain or maintain reasonable standards of competence and diligence;
 - (c) conduct, whether occurring in the practice of dermatology or otherwise, which if established would justify a finding that a Fellow is not of good fame and character or is not a fit and proper person to continue the specialist practice of dermatology;
 - (d) conduct by a Fellow of a nature which is prescribed in any guidelines for the conduct of Fellows or dermatologists generally which are established by resolution of the Board and notified to Fellows.

14.3 Termination or suspension – registration as medical practitioner

- 14.3.1 A Fellow shall cease to be a Member if:
- (a) he or she is removed from a register of medical practitioners maintained by any Competent Authority; or
 - (b) his or her registration as a medical practitioner is suspended or terminated by any Competent Authority on the grounds of malpractice, misconduct, professional misconduct or unethical behaviour.
- 14.3.2 The Board may, by three-quarters majority, in its absolute discretion resolve to suspend the membership of a Fellow or impose such conditions as it thinks fit on the membership of a Fellow, including all rights and privileges of membership, for the duration of any period where:
- (a) the Fellow's right to carry on the practice of medicine is restricted in any manner by any Competent Authority; or
 - (b) any condition is imposed on the practice of the Fellow by any Competent Authority.
- 14.3.3 A Fellow whose membership has been terminated or has ceased pursuant to this clause 14.3 and:
- (a) whose registration as a medical practitioner is restored by the Competent Authority referred to; or
 - (b) whose suspension of registration has ended,

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may be restored as a Fellow, at the discretion of the Board, and upon such terms and conditions as the Board may determine.

14.4 Termination – non-payment

If:

- 14.4.1 all or any part of an entrance fee, annual subscription, levy or other amount payable by a Member to the College remains unpaid for more than 3 months after it has become due;
- 14.4.2 the Secretary has sent to the Member by registered post a letter requiring payment of the overdue amounts within one month after the date of the letter and stating that if such payment is not made the Board may terminate his or her membership; and
- 14.4.3 the required payment is not made within one month after the Secretary's letter,

the Board may resolve to terminate the membership of the Member.

14.5 Consequences of cessation of membership

- 14.5.1 Any Member who ceases to be a Member pursuant to the provisions of this clause 14:
 - (a) forfeits all rights and privileges which as a Member he or she did or may have enjoyed;
 - (b) has no right or claim upon the College or its property or funds; and
 - (c) must surrender to the College all certificates and titles issued by the College,

but remains liable for and must pay to the College all money which at the time of cessation of membership is due by him or her to the College.

- 14.5.2 No Member against whom any allegation has been made for the purpose of this clause 14 or who has been called on to show cause why he or she should not be expelled shall be entitled to commence or prosecute any action or legal proceedings for defamation against any Member who gave evidence (orally or in writing) or exercised any power or duty as a Director, it being a condition of membership of the College that:
 - (a) all complaints, notices, letters, evidence and other matters arising under or incidental to any complaint and the hearing and determination thereof; and
 - (b) all proceedings and utterances at general meetings and Board meetings held in connection therewith,

shall be absolutely privileged and protected accordingly and should any action or legal proceedings be taken as aforesaid this clause 14.5.2 shall if pleaded be an absolute bar thereto provided that this clause 14.5.2

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shall not protect any person against legal liability (if any) for making with express malice a statement false to the knowledge of such person.

15 GENERAL MEETINGS

15.1 Annual general meetings and extraordinary general meetings

- 15.1.1 Annual general meetings of the Members must be convened by the Board and held at the times and in the manner required by under the Corporations Act.
- 15.1.2 General meetings other than annual general meetings are called extraordinary general meetings.
- 15.1.3 An extraordinary general meeting:
 - (a) may be convened by any 3 Directors; and
 - (b) must be convened by the Board if requisitioned by Members in accordance with section 249D of the Corporations Act.

15.2 Business of general meetings

- 15.2.1 The ordinary business to be conducted at an annual general meeting shall be:
 - (a) to read and confirm the minutes of the preceding general meeting;
 - (b) to consider the report of the Directors;
 - (c) to consider the balance sheet, the income and expenditure account and the report of the auditor;
 - (d) to consider the report of the editor of The Australasian Journal of Dermatology;
 - (e) to receive as President the President Elect;
 - (f) to declare appointed members of the Board in accordance with clause 22;
 - (g) to appoint an Honorary Treasurer in accordance with clause 20.1.4; and
 - (h) to appoint an auditor if that office has become vacant or will become vacant at the meeting.
- 15.2.2 All business conducted at an annual general meeting, other than ordinary business referred to in clause 15.2.1, and all business conducted at any other general meeting of the College shall be special business.

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15.3 Notice

- 15.3.1 Subject to the provisions of the Corporations Act relating to agreements for shorter notice, at least 28 days' notice of any general meeting must be given specifying:
- (a) the place, day and time of the meeting; and
 - (b) subject to the Corporations Act, in the case of special business the general nature of such business.
- 15.3.2 Notice of every general meeting shall be given in any manner herein before authorised to:
- (a) every voting Member except those Members who have not supplied to the College an address for giving of notices to them; and
 - (b) the auditor or auditors for the time being of the College.
- No other person shall be entitled to receive notices of general meetings.
- 15.3.3 Without limiting the rights of Members under Division 4 of Part 2G.2 of the Corporations Act:
- (a) the Board may in its sole discretion accept from a Member notice of intention to propose a resolution at a general meeting and give notice of that resolution to Members; and
 - (b) at the discretion of the chairperson of a general meeting notice of a proposed resolution may be given to the Members present at the meeting.
- 15.3.4 The accidental omission to give notice of a general meeting to, or the non-receipt of any such notice by, any of the required recipients shall not invalidate the meeting or any resolution passed at the meeting.

16 PROCEEDINGS AT GENERAL MEETINGS

16.1 Quorum

- 16.1.1 No business may be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business.
- 16.1.2 The quorum for general meetings of the College is not less than 15 Fellows present in person.
- 16.1.3 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present:
- (a) the meeting, if convened on the requisition of Members, will be dissolved;
 - (b) in any other case, the meeting shall stand adjourned to such other day and such other time and place as the Board determines and notifies to Members (if required to do so by clause 16.3.2), and if at

such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Members present shall be a quorum.

16.2 Chairperson

- 16.2.1 The President shall be entitled to preside as chairperson at any general meeting.
- 16.2.2 If the President is not present and willing to act the President Elect shall be entitled to preside.
- 16.2.3 If the President and the President Elect are not present and willing to act the Immediate Past President shall be entitled to preside.
- 16.2.4 If the President, the President Elect and the Immediate Past President are not present and willing to act within 15 minutes after the time appointed for holding the meeting:
- (a) the Directors present shall choose one of their number to chair the meeting;
 - (b) if no Director is present, or if all the Directors present decline to take the chair, the Members present shall choose one of their number to chair the meeting.

16.3 Adjournment of general meetings

- 16.3.1 The chairperson of a meeting may, with the consent of any meeting at which a quorum is present and must, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 16.3.2 If a meeting is adjourned for 30 days or more notice of the adjourned meeting must be given as in the case of an original meeting, but otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17 VOTING AND POLLS

17.1 Deliberative and casting votes

- 17.1.1 A Member may vote in person or by proxy. On a show of hands every Member present, and every proxy of a Member, shall have one vote and on a poll every Member present in person or by proxy shall also have one vote.
- 17.1.2 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the resolution is being considered may exercise a second or casting vote.

17.2 Voting on show of hands

17.2.1 At any general meeting a resolution put to the vote of the meeting must be decided by a show of hands unless a poll is demanded pursuant to clause 17.3.1.

17.2.2 A declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect made in the book containing the minutes of the proceedings of the College, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

17.3 Voting by poll

17.3.1 A poll must be held on any resolution before a general meeting if demanded before or on the declaration of the result of the show of hands:

- (a) by at least 5 Members entitled to vote and present in person or by proxy; or
- (b) by a Member or Members representing not less than 10% of the total voting rights of all Members having the right to vote at the Meeting.

17.3.2 The demand for a poll may be withdrawn.

17.3.3 If a poll is duly demanded:

- (a) on the election of a chairperson or on a question of adjournment, it shall be taken forthwith;
- (b) otherwise, it must be taken at the meeting at which it is demanded or at an adjournment thereof, in such manner as the chairperson of the meeting directs,

and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

17.3.4 At all meetings where a poll is to be taken two scrutineers must be appointed by the chairperson of the meeting and they shall conduct the poll. In any case of doubt as to the formality or otherwise of any ballot paper the scrutineers must refer the same to the chairperson of the meeting whose decision shall be final.

18 PROXIES

18.1 Appointment of Proxies

18.1.1 Any Member may appoint a proxy to act on his or her behalf at any meeting which that Member may be entitled to attend and to exercise all rights and to discharge all duties which that Member might have.

18.1.2 Subject to clause 12.6, a proxy must be a Fellow of the College.

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- 18.1.3 The instrument appointing a proxy:
- (a) must be in writing and signed by the appointor and in a common or usual form or in such form as the Board may approve and which meets the requirements of the Corporations Act; and
 - (b) must be lodged with the Secretary not less than 24 hours before the time for holding the meeting or adjourned meeting at which the proxy proposes to vote,
- and in default the instrument will not be treated as valid.

18.2 Validity of proxy vote

A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation has been received by the Secretary before the commencement of the meeting or adjourned meeting at which the instrument is used.

19 POSTAL BALLOTS

- 19.1 Subject to the requirements of the Corporations Act as to special resolutions, whenever the Board thinks fit it may submit any question or resolution to the vote of all Members entitled to a vote at a general meeting of the College by means of a postal ballot.
- 19.2 The following provisions shall apply to any question or resolution submitted to Members by means of a postal ballot:
- 19.2.1 the Board shall determine:
 - (a) the form of the ballot paper;
 - (b) the polling date; and
 - (c) whether the postal ballot is to be a secret postal ballot,subject to the following provisions of this clause 19.2;
 - 19.2.2 the polling date shall be not less than nine weeks nor more than four months after the making of the determinations provided for in clause 19.2.1;
 - 19.2.3 where it has been determined that the postal ballot is to be a secret postal ballot, the Board must determine the manner in which the ballot shall be taken in order to ensure its secrecy;
 - 19.2.4 the ballot paper shall contain instructions as to the method of voting and shall provide for Members to mark their votes by making a cross opposite to the word "No" or the word "Yes" appearing in that order after the proposed resolution or in such other manner as the Board considers appropriate;

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- 19.2.5 the Secretary shall cause ballot papers to be prepared setting out the proposed resolution and in accordance with this clause 19 and the determination of the Board;
- 19.2.6 not less than five weeks before the polling date the Secretary shall cause one ballot paper to be forwarded by post to each Member entitled to vote. Unless the Board otherwise resolves each ballot paper forwarded to a Member shall bear that Member's name and the initials of the Secretary;
- 19.2.7 each Member entitled to vote shall mark his or her ballot paper in accordance with the instructions thereon, sign it, or the envelope or card (if any) provided for the purpose, and forward it in the envelope (if any) provided for the purpose by post or by personal delivery to the Secretary at the office nominated in the instructions so as to reach that office on or before the polling date. No vote shall be valid unless the ballot paper shall be marked and the envelope (if any) signed as aforesaid;
- 19.2.8 if any question arises as to the validity of any vote it shall be determined by the President and the Secretary and their determination thereon shall be final;
- 19.2.9 the Secretary shall mark off the votes received against a list of the members and the President and the Secretary shall count the valid votes;
- 19.2.10 the proposed resolution shall be deemed to be passed or rejected according to the number of valid votes for and against the resolution. In the event of an equality of votes the passing or rejection of the resolution shall be determined by the President who shall record his or her determination in the book of proceedings of the College;
- 19.2.11 the proposed resolution and the number of valid votes respectively for and against shall be entered in the said book of proceedings and signed by the President and Secretary;
- 19.2.12 no resolution shall be deemed to be invalid by reason of the non-receipt of any ballot paper by any Member or at his or her registered address or by the College;
- 19.2.13 any duties required by this clause 19.2 to be performed by the President or Secretary shall in the absence of either of them be performed by the President Elect or Honorary Treasurer respectively, or by the Chief Executive Officer.
- 19.3 Any resolution deemed by virtue of clause 19.2 to be passed shall subject to the Corporations Act, and other than in the case of a special resolution, have the same effect and operation as if it were a resolution validly passed at a general meeting of Members held on the polling date.

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20 OFFICE HOLDERS

20.1 Officeholders

Officeholders of the College are to be appointed as follows:

20.1.1 *President Elect*

- (a) In every odd-numbered year commencing in 2007, those Members entitled to vote on the election of the President shall elect, from among those Members who have nominated as a candidate pursuant to clause 20.1.1(d), a President Elect.
- (b) The Board must cause the election of the President Elect to be submitted to Members by means of a postal ballot:
 - (1) with a polling date no later than 14 days before the annual general meeting to be held in the year in which the election of the President Elect occurs; and
 - (2) otherwise held in accordance with clause 19.2.
- (c) The Secretary must call for nominations from Members for election to the office of President Elect not less than 4 weeks before the date the Secretary forwards ballot papers pursuant to clause 19.2.6.
- (d) Subject to clause 12.6 any Fellow may by notice in writing to the Secretary nominate any other Fellow as a candidate for election as President Elect. A nomination will only be accepted by the Secretary if it is seconded by at least one other Fellow (other than the nominator and the person nominated) and if the person nominated confirms to the Secretary that he or she is willing to accept the nomination. The Secretary must receive such nominations in the period beginning 4 weeks before, and ending 1 week before, the date the Secretary forwards ballot papers pursuant to clause 19.2.6.
- (e) Every person who is nominated as a candidate for election as President Elect must, not later than 1 week before the date the Secretary forwards ballot papers pursuant to clause 19.2.6, provide to the Secretary, for the Secretary to circulate to Members, a statement setting out:
 - (1) the candidate's "mission statement" in relation to his or her intentions should he or she be elected as President Elect; and
 - (2) the candidate's experience relevant to his or her candidacy for President Elect, including in particular his or her prior experience on the Board, council, a Regional Faculty Committee or any other Committee of the College.
- (f) If on a postal ballot for the election of President Elect no candidate receives at least 50% of the votes cast, the Board must cause a further postal ballot to be conducted in respect of the two

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candidates who receive the most votes (or in the case that the first and/or second ranked candidates, by votes, receive the same number of votes as another candidate(s), the two highest ranked candidates, by votes). The candidate who receives the most votes cast on the second ballot will be deemed to be the successful candidate. If on a second ballot votes are tied, the President will have a second or casting vote. If there is no President, or the President abstains from voting, the Board must appoint someone from among their number to exercise a second or casting vote, in lieu of the President.

A second postal ballot, if any, must be carried out by the Board as soon as is reasonably practicable, subject to and in accordance with clause 19.2.

- (g) No person shall be eligible to be nominated for election, nor for election, as President Elect within 2 years after he or she has most recently held office as President.

20.1.2 *President*

- (a) The President Elect shall become the President at the second annual general meeting following his or her election as President Elect.
- (b) No person may hold office as President for a longer continuous term than 2 years, except in so far as that period may be exceeded by reason of the person becoming President on a casual vacancy, in which case he or she will hold office in accordance with clause 26.1.
- (c) In the absence of the President from Australia, or if the President is not present at any meeting, the President Elect (and failing the President Elect, the Immediate Past President) shall have all the powers and authorities of the President.

20.1.3 *Honorary Secretary*

- (a) The Honorary Secretary:
 - (1) shall be appointed by the Board from the Fellows of the College; and
 - (2) shall be appointed or re-appointed (subject to clause 20.1.3(b)) at the first meeting of the Board after each annual general meeting held in every even-numbered year.
- (b) No person may be appointed for more than 2 consecutive terms as Honorary Secretary.
- (c) The Board may at any time fill any casual vacancy in the office of Honorary Secretary and may remove from office any Honorary Secretary appointed by it.
- (d) The Honorary Secretary's duties are:

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- (1) to attend general meetings of the College and meetings of the Board;
- (2) to undertake such duties as may be decided by the Board; and
- (3) to do everything else required of the Honorary Secretary or a Secretary under the Constitution or the Corporations Act.

20.1.4 Honorary Treasurer

- (a) The Honorary Treasurer:
 - (1) shall be appointed by the Board from among the Directors; and
 - (2) shall be appointed or re-appointed at the first meeting of the Board after each annual general meeting.
- (b) The Board may at any time fill any casual vacancy in the office of Honorary Treasurer and may remove from office any Honorary Treasurer appointed by it.
- (c) The Honorary Treasurer's duties are:
 - (1) to keep records of income and expenditure which shall be open for inspection by the auditor;
 - (2) to make recommendations to the Board on all matters affecting the finances of the College;
 - (3) to receive all monies due to the College and acknowledge receipt thereof;
 - (4) to make all payments of all sums debited to the College;
 - (5) to attend all meetings of the Board; and
 - (6) to chair the Audit Committee.

20.1.5 Immediate Past President

The President shall hold office until his or her immediate successor has assumed office and shall then become the Immediate Past President, and shall continue in that office for as long as his or her immediate successor remains President.

20.1.6 Censor in Chief

- (a) At the first Board meeting held after the annual general meeting held in 2008, and at the first Board meeting held after every third succeeding annual general meeting, the Board shall elect, from among the members of the Board of Censors who have nominated as a candidate pursuant to clause 20.1.6(b), a Censor in Chief.

- (b) The Secretary must call for nominations from members of the Board of Censors for election to the office of Censor in Chief not less than 4 weeks before the annual general meeting immediately preceding a Board meeting at which a Censor in Chief is to be elected.
- (c) Any member of the Board of Censors may by notice in writing to the Honorary Secretary, given not less than 14 days before the annual general meeting immediately preceding a Board meeting at which a Censor in Chief is to be elected, nominate himself or herself as a candidate for election as Censor in Chief.

21 BOARD

21.1 The Board is to consist of:

21.1.1 the President;

21.1.2 the President Elect;

21.1.3 the Honorary Secretary;

21.1.4 the Censor in Chief; and

21.1.5 one Director nominated by or elected in respect of each Regional Faculty in accordance with clause 22,

including, for the avoidance of doubt, whichever of them is then currently appointed as Honorary Treasurer pursuant to clause 20.1.4.

21.2 The Board shall have the power at any time, and from time to time, to appoint any Member as an addition to the Board, and to determine the period of his or her appointment and other terms and conditions of his or her appointment, in each case subject to the terms of the Constitution and the Corporations Act.

21.3 Every Director must, by no later than 12 months following the commencement of the Director's initial period in office, complete the 2 day training course "Governance and Finance" offered by the Australian Institute of Company Directors, or such other suitable training course as the Board may approve.

21.4 The Immediate Past President, although not a Director, may be consulted by the Board as and when the Board thinks necessary as an advisor.

22 NOMINATION OF DIRECTORS BY REGIONAL FACULTIES

22.1 Each Regional Faculty shall be entitled to nominate one Fellow (who can be, but need not be, a resident of the jurisdiction which comprises its region) ("**Regional Fellow**") as a Director.

22.2 The Fellow nominated by each Regional Faculty must be:

22.2.1 nominated;

22.2.2 put forward or elected by the members of the Regional Faculty for the purposes of nomination; and

- 22.2.3 notified to the Board,
in accordance with this Constitution and the Regulations.
- 22.3 Without limiting the matters which may be dealt with in the Regulations, the Regulations may prescribe:
- 22.3.1 the criteria a person must satisfy or meet in order to be eligible for nomination;
- 22.3.2 the process or procedure which is to be followed in determining which Fellow is to be nominated under clause 22.1, including processes or procedures which deal with:
- (a) calling for suggestions, recommendations or nominations from the Members who constitute a Regional Faculty;
 - (b) the form any suggestion, recommendation or nomination must take; and
 - (c) the timing and manner of a vote (whether by way of a prescribed simple majority vote, a preferential vote or otherwise) by the Members who constitute a Regional Faculty, on the suggestions, recommendations or nominations a Regional Faculty receives; and
- 22.3.3 the dates on, or periods over, which:
- (a) meetings must be convened for the purposes of determining which Fellow is nominated; and
 - (b) the nomination of the Regional Faculty must be notified to the Board.
- 22.4 The secretary of a Regional Faculty Committee must give the Honorary Secretary written notice of the Regional Fellow nominated by the Regional Faculty by the date set out in the Regulations, or if no such date is prescribed in the Regulations, within 7 days after his or her nomination.
- 22.5 If the secretary of a Regional Faculty Committee has not within 40 days before an annual general meeting given notice to the Secretary of the nomination of a Regional Fellow by the Regional Faculty to fill any vacancy in the Board which will arise at the annual general meeting, the Secretary may cause a resolution to be put to the annual general meeting for the election by the annual general meeting of a Regional Fellow as a Director.
- 22.6 Each Director nominated by a Regional Faculty or elected pursuant to clause 22.5 will hold office for the period:
- 22.6.1 beginning at the first annual general meeting at which the Director previously nominated by or elected in respect of the Regional Faculty has ceased to hold office; and
- 22.6.2 ending immediately before the annual general meeting held in the third year following the year in which he or she was most recently nominated or elected.

22.7 No Director may be nominated by a Regional Faculty or elected as a Director if the Director has already served more than 6 years on the Board (including, for the avoidance of doubt, any period as an officeholder of the College).

22.8 For the avoidance of any doubt, and whether or not a Regional Fellow nominated or elected as a Director pursuant to this clause 22 is also a member of the executive of a Regional Faculty, the Director so nominated or elected must represent all Members, and not merely those who are also members of any one or more of the Regional Faculties.

23 POWERS AND DUTIES OF BOARD

23.1 General management of College

The management of the business and affairs of the College shall be vested in the Board which may, in addition to the specific powers conferred on the Board by the Constitution, exercise all power of the College which are not by the Corporations Act or the Constitution required to be exercised by the College in general meeting, subject however to the provisions of the Constitution and of the Corporations Act, or to such resolution, not being inconsistent with those provisions, as may be passed by the College in general meeting; provided however that no such resolution shall invalidate any prior act of the Board which would have been valid if such resolution had not been passed or made.

23.2 Financial affairs

Without limiting clause 23.1:

23.2.1 the Board shall control the funds of the College and manage its financial affairs;

23.2.2 all cheques and other negotiable instruments, and all receipts for money paid to the College, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in the manner approved by the Board; and

23.2.3 the Board may, in its discretion, exercise all the powers of the College to raise or borrow money and to secure its repayment in such manner and on such terms and conditions as it thinks fit, including the issue of bonds, debentures or other securities charged on all or any part of the undertaking, assets or rights of the College.

23.3 Specific duties

Without limiting clauses 23.1 or 23.2, the Board must carry out the following specific duties and functions:

23.3.1 to develop, adopt, keep current, implement and monitor:

(a) a Governance Charter defining the Board's role and functions;

(b) a Board Policy outlining the matters reserved for decision by the Board;

(c) a Statement of Behaviours outlining the standards of conduct expected of each Director, to be signed by each Director;

- (d) a charter for each Committee; and
 - (e) a Strategic Plan for the College, including measures for assessing its success;
- 23.3.2 to assign particular portfolio responsibilities to specific Directors, to review the performance of those responsibilities from time to time and to review or re-assign as and when it thinks necessary those responsibilities;
- 23.3.3 to appoint on such terms and conditions as the Board thinks fit a Chief Executive Officer of the College;
- 23.3.4 to determine annual and long-term objectives for the Chief Executive Officer, and to undertake an annual review of the performance of the Chief Executive Officer;
- 23.3.5 to review on an annual basis, together with the Chief Executive Officer, the College's Strategic Plan and whether the objectives referred to in that Plan have been achieved;
- 23.3.6 to implement a system for communication and interaction between the Board and each Regional Faculty Committee, and to report to each Regional Faculty Committee on the proceedings of the Board after each of its meetings; and
- 23.3.7 to report to Members on its performance, no less frequently than once per year.

24 PROCEEDINGS OF BOARD

24.1 Meetings and notice of meeting

- 24.1.1 Subject to the following provisions of this clause 24, the Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 24.1.2 A Board meeting will be convened:
- (a) at any time by the President; or
 - (b) on the requisition of three or more members of the Board, by the Secretary.
- 24.1.3 Not less than fourteen days' notice of any Board meeting shall be given and such notice shall specify the business to be transacted. No business except of a routine nature shall be transacted at any Board meeting unless notice of it has been given either in the notice summoning the meeting or in some other notice given not later than fourteen days before the meeting. The decision of the chairman as to whether any business is or is not of a routine nature shall be conclusive.
- 24.1.4 As far as possible the Board should meet:

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- (a) at least once in each calendar month by teleconference or video conference or by other means of communication acceptable to the President in his or her discretion;
- (b) at least four times in each calendar year in person, on the following schedule:
 - (1) twice at the annual general meeting;
 - (2) once at the College's spring meeting;
 - (3) once on a rotating basis in the state capital of a Regional Faculty,with the objective of:
 - (4) meeting within the geographical area of each Regional Faculty at least once every 2 years; and
 - (5) ensuring that a Board meeting is preceded, if possible, by a meeting of the Regional Faculty of the state in which the Board meeting is held.

24.2 Business of meetings

- 24.2.1 At the first Board meeting after each annual general meeting the Board must:
 - (a) elect and appoint office holders if and as required by clause 20.1;
 - (b) appoint Censors of the College in accordance with clause 27.
- 24.2.2 The President shall be entitled to preside as chairperson at any meeting of the Board. If the President is absent the President Elect will preside. In the absence of both the President and the President Elect the Board may appoint a chairperson from among their number.
- 24.2.3 The quorum for a meeting of the Board shall be four. Any meeting at which a quorum is present shall be deemed competent to exercise all powers and discretions for the time being exercisable by the Board.

24.3 Voting and Board resolutions

- 24.3.1 Each member of the Board shall have one vote.
- 24.3.2 In the event of an equality of votes the chairperson shall have a second or casting vote.
- 24.3.3 The Board may determine that a postal ballot of Directors should be taken upon any matter or matters.
- 24.3.4 The postal ballot shall be taken in accordance with any Regulations and otherwise so far as may be in accordance with the provisions of clause 19. At least seven days shall be allowed between notification to

Directors of the proposed resolution and the last day for the return of voting papers.

24.4 Circulatory resolutions and the use of technology

24.4.1 A resolution in writing signed by all the Directors for the time being entitled to receive notice of meetings of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held provided that the Directors signing the resolution would constitute a quorum and would have power to pass such resolution at a meeting of the Board. Any such resolution may consist of several documents in similar form each signed by one or more Directors. Any such document sent by a Director by facsimile transmission, or other means of communication approved by the Board, shall be deemed to have been signed by such Director and to suffice for the purpose of this clause 24.4.1.

24.4.2 The contemporaneous linking together by telephone, video-conferencing or any other technology of a number of Directors not less than a quorum shall be deemed to constitute a meeting of the Board and all the provisions hereof as to meetings of the Board shall apply to such meetings by such technology, as long as each of the following conditions are met:

- (a) all the Directors for the time being entitled to receive notice of a Board meeting shall be entitled to notice of such meeting and to be linked by the relevant technology for the purposes of the meeting;
- (b) each of the Directors taking part in such meeting must be able to hear each of the other Directors taking part in the meeting; and
- (c) at the commencement of the meeting each Director must acknowledge his or her presence for the purpose of a meeting of the Directors to all the other Directors taking part.

24.5 Substitutes

24.5.1 If any Director nominated by or elected in respect of a Regional Faculty in accordance with clause 22 is unable or for any other reason does not attend a Board meeting, the Regional Faculty in respect of which the Director was nominated or elected (subject to compliance with the Corporations Act, including any requirement to give notice of appointment to ASIC) may appoint an alternative member of the Regional Faculty as a substitute director.

24.5.2 A substitute director shall have the same rights and powers at a Board meeting as the Director for whom he or she is substituting.

24.5.3 A Director may not represent one or more other Directors at a Board meeting.

24.6 Interest of Directors

24.6.1 A Director who has a material personal interest in a matter that relates to the affairs of the College must give the other Directors notice of the interest unless section 191(2) of the Corporations Act says otherwise.

24.6.2 A Director who has a material personal interest in a matter that is being considered by the Board must not be present while the matter is being considered, or vote on the matter, unless permitted to do so under section 195 of the Corporations Act.

24.7 Validity of acts

24.7.1 The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to the Constitution as the necessary quorum of the Board, the continuing member or members of the Board may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the College, but for no other purpose.

24.7.2 All acts done by any meeting of the Board, or any resolution of the Board, or of any committee of the Board or by any Director shall, notwithstanding that it is later discovered that there was some defect in the appointment of any such Board, committee or Director, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or committee member (as the case may be).

25 VACATION OF OFFICE BY DIRECTORS

The office of a Director, and any other office of the College held by the Director, will be vacated with immediate effect if:

- 25.1 the Director no longer holds or is prohibited from holding or is no longer eligible to hold office as a director by virtue of the Corporations Act or any order made under the Corporations Act;
- 25.2 the Director becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- 25.3 the Director dies;
- 25.4 the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- 25.5 the Director resigns from office by notice in writing to the College;
- 25.6 without permission of the Board the Director is absent from three consecutive Board Meetings held within a period of 12 months;
- 25.7 the Director holds any office of profit of the College other than as permitted by the Constitution;
- 25.8 the Director ceases to be a Member;
- 25.9 the Director has ceased or ceases to practise dermatology in Australia or New Zealand;
- 25.10 the Director is or becomes directly or indirectly interested in any contract or proposed contract with the College other than as permitted by the Constitution or the Corporations Act.

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26 CASUAL BOARD VACANCIES

- 26.1 In the event of a casual vacancy occurring in the office of President:
- 26.1.1 the President Elect shall become President forthwith and continue as such until the conclusion of the third annual general meeting thereafter held;
 - 26.1.2 the outgoing President shall not become the Immediate Past President but the Immediate Past President at that time shall continue as such.
- 26.2 In the event of a casual vacancy in the office of President Elect, whether by reason of the President Elect becoming President or a casual vacancy occurring in that office or for any other reason, the Board shall appoint from amongst the Fellows a President Elect who shall hold office for the remainder of the term of office of the former President Elect and who shall become President as provided in clause 20.1.2.
- 26.3 In the event of a casual vacancy occurring in the office of Immediate Past President the same shall not be filled.
- 26.4 In the event of a casual vacancy occurring among other Directors the same may be filled by the Board from among the Fellows or from among the Fellows of the Regional Faculty in respect of which the Director was nominated or elected as the case may be. A person appointed to fill a casual vacancy shall hold office for the remainder of the term of office of the Director in whose place he or she was appointed but (subject to clauses 20.1 and 25) shall be eligible for re-election or re-nomination as a Director.

27 BOARD OF CENSORS

- 27.1 There shall be a Board of Censors comprising the Censor in Chief and six other Censors appointed by the Board from the Fellows to hold office for a 5 year term. Not more than two of the Censors shall at any time be members of the same Regional Faculty. A Censor may not hold office for a longer continuous period than five years and shall not be eligible for re-appointment as a Censor within one year of ceasing to be a Censor.
- 27.2 Before appointing any Fellow as a Censor the Board must:
- 27.2.1 by written notice to Fellows call for nominations from among the Fellows for appointment as a Censor;
 - 27.2.2 receive nominations for appointment as a Censor for a period of not less than 21 days; and
 - 27.2.3 give due consideration, when appointing a person or persons as a Censor, to any nominations received.
- 27.3 Notwithstanding the provisions of the preceding paragraph only two Censors shall be obliged to retire from office in each year and the Board shall determine the order of retirement. The Board may at any time fill any casual vacancy occurring among the Censors.
- 27.4 The office held by a Censor shall be vacated if:

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- 27.4.1 by notice in writing to the Board the Censor resigns from office;
- 27.4.2 the Censor is removed from office by the Board;
- 27.4.3 the Censor ceases to be a Fellow of the College.
- 27.5 The Censor in Chief shall be chairperson of the Board of Censors.
- 27.6 The proceedings of the Board of Censors shall be subject to such Regulations as may be in force.
- 27.7 The duties of Board of Censors will be to:
 - 27.7.1 examine all applications for admission to examination for the Diploma of the College or for admission of Fellows;
 - 27.7.2 report on such applications to the Board;
 - 27.7.3 supervise any lectures, demonstrations or course of instruction by the College designed to assist candidates to obtain instruction in those matters in which the candidate will be examined for the Diploma of the College; and
 - 27.7.4 conduct the examination for the Diploma of the College according to the requirements established by the Board from time to time.
- 27.8 Directors and other officeholders of the College shall be eligible for appointment as Censors, but not more than one-third of the Board shall be Censors.

28 COMMITTEES

- 28.1 The Board may:
 - 28.1.1 delegate any of its powers and/or functions (not being duties imposed on the Directors as directors of the College by the Corporations Act or the general law) to one or more committees consisting of such Member or Members as the Board thinks fit, and may amend or revoke the terms of its delegation at any time; and
 - 28.1.2 appoint one or more advisory committees consisting of such Members or persons as the Board thinks fit, to act in an advisory capacity only,

in each case subject to a charter for each Committee to be developed and amended from time to time by the Board.
- 28.2 Before establishing any Committee or filling any vacant position on a Committee the Board must:
 - 28.2.1 by written notice to Members call for nominations from among Members for election to any position on the Committee which the Board proposes will be filled from among the Members;
 - 28.2.2 receive nominations for election to such position for a period of not less than 21 days;

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- 28.2.3 if the number of nominations received from Members for any Committee position exceeds the number of vacancies on that Committee to be filled from among the Members, put to Members (either at a general meeting or by way of postal ballot in accordance with the Constitution) the question of which nominees will fill the vacancy or vacancies.
- 28.3 Any Member appointed or elected to a Committee will be entitled to serve a term of 3 years, unless before that term has elapsed:
- 28.3.1 the Member resigns from the Committee;
- 28.3.2 the Member dies or his or her membership of the College terminates;
- 28.3.3 the Board revokes the appointment of the Member; or
- 28.3.4 the Board dissolves the Committee.
- 28.4 A Member whose term on a Committee has elapsed will be eligible for re-election or re-appointment to that Committee, unless:
- 28.4.1 the Member has ceased to be a member of the College; or
- 28.4.2 the Board has dissolved the Committee or it has otherwise ceased to exist.
- 28.5 Every Committee must:
- 28.5.1 meet at least 3 times in each calendar year, of which at least 1 meeting must be a meeting in person of the Committee members; and
- 28.5.2 report to the Board on their deliberations and activities within 30 days following each meeting, and more frequently as the Committee may determine or the Board may request.
- 28.6 There shall be established by the Board and maintained at all times an Audit Committee, being an advisory Committee consisting of the Honorary Treasurer (as chairperson), a person (not being a Member) appointed by the Board and having appropriate financial skills and experience, and such other Members or persons as the Board may determine.

29 REGULATIONS

- 29.1 The Board shall have power from time to time to make, vary and rescind regulations in relation to the College. Any regulations so made and for the time being in force and which are not inconsistent with the Constitution shall be binding on Members and shall have full effect accordingly.
- 29.2 Without restricting the generality of clause 29.1 the Board may make regulations as to:
- 29.2.1 the imposition, subject to approval of the Members in general meeting, of a levy or levies not exceeding in the aggregate in any one year 50% of the annual subscription payable by each Member;
- 29.2.2 the form and content of applications and nominations for examination or membership;

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- 29.2.3 the academic dress to be worn by officers of the College or Members or any class of Members;
- 29.2.4 any requirements for the attendance of Members at scientific and general meetings of the College;
- 29.2.5 the time and manner of contribution by Members of lectures or scientific papers to scientific meetings of the College;
- 29.2.6 in relation to Regional Faculties and Committees:
 - (a) their functions, powers and privileges;
 - (b) the qualifications, disqualifications, duties, functions, powers and privileges of the officers and members of such Regional Faculties and Committees; and
 - (c) the representation, if any, of such Regional Faculties and Committees on the Board, including the process by, or pursuant to, which, a Fellow may be nominated by a Regional Faculty for a position on the Board;
- 29.2.7 the conduct of courses and examinations for admission as a Member or any class of Member;
- 29.2.8 the duties of officers and employees of the College;
- 29.2.9 any arrangements with other bodies having similar objects for reciprocal concessions or otherwise;
- 29.2.10 the procedure at general meetings of the College;
- 29.2.11 subject to clauses 17, 18 and 19, voting by Members, the appointment of scrutineers and all matters incidental thereto;
- 29.2.12 subject to clauses 20, 21 and 22, the nomination and election of Directors; and
- 29.2.13 the carrying out of the duties of the Censors and the Censor in Chief.

30 REGIONAL FACULTIES

30.1 Establishment of Regional Faculties

- 30.1.1 Members residing in each of the states and territories of Australia shall constitute a separate Regional Faculty of the College.
- 30.1.2 Until the Board resolves to establish a separate Regional Faculty for the appropriate state or territory, Members residing in the Australian Capital Territory, Tasmania and the Northern Territory shall be members of the New South Wales, Victorian and South Australian Regional Faculties respectively.
- 30.1.3 In special circumstances and with prior approval of the Board and the nominated Regional Faculty Committee, a Member may become a member of a different Regional Faculty to where that Member resides.

- 30.1.4 Any Member not residing in Australia may be a member of such Regional Faculty as he or she may elect.

30.2 Regional Faculties – meetings

General meetings of a Regional Faculty shall be held at a time and place determined by the Regional Faculty Committee and a general meeting known as the annual general meeting of the Regional Faculty shall be held once in each calendar year.

30.3 Regional Faculty Committees

- 30.3.1 Each Regional Faculty shall have a Regional Faculty Committee which shall act in an advisory capacity to the Board on the affairs of the College within that Regional Faculty and may exercise any power delegated to it by the Board from time to time.
- 30.3.2 A member of a Regional Faculty Committee who is not a Director shall not have a vote in respect of any exercise of a power delegated by the Board but shall act in an advisory capacity only in relation thereto.
- 30.3.3 Each Regional Faculty Committee shall consist of a Regional Chairperson, a Treasurer, a Secretary and such number of Fellows as the Regional Faculty Committee shall fix from time to time being not less than three.
- 30.3.4 Each Director who is nominated or elected as the case may be in respect of a Regional Faculty shall be an *ex officio* member of the Regional Faculty Committee of the Regional Faculty of which he or she is a member.
- 30.3.5 The Regional Chairperson, the Treasurer, the Secretary and other members of the Regional Faculty Committee shall be elected by ballot of the Fellows of the Regional Faculty at the annual general meeting of the Regional Faculty in each year but the Regional Faculty Committee may decide that the election shall be by postal vote of Fellows of the Regional Faculty. The manner of nomination of candidates and of voting shall subject to any Regulations be determined by the Regional Faculty Committee.
- 30.3.6 Any two Fellows of a Regional Faculty may respectively propose and second any eligible Fellows of the Regional Faculty for election as a member of the Regional Faculty Committee. Such nomination shall be in the hands of the Secretary of the Regional Faculty Committee not less than 14 days prior to the annual general meeting of the Regional Faculty.
- 30.3.7 Any Director to be appointed pursuant to clause 22 in respect of a Regional Faculty shall subject to any Regulations be determined at the time and in the manner determined by the Regional Faculty Committee subject to any determination of the Regional Faculty in general meeting.
- 30.3.8 A Regional Faculty Committee shall meet at least twice in each year and at such meetings one half of the total number of members of the Regional Faculty Committee personally present shall be a quorum. Subject to clause 22, a Regional Faculty Committee may in lieu of a

meeting pass any resolution in accordance with the provisions of clause 24.4, which applies to Regional Faculty Committees as if references to "Board" and "Directors" instead were to "Regional Faculty Committees" and "members of Regional Faculty Committees".

30.3.9 If the Regional Faculty Committee so decides there may be a Secretary-Treasurer in lieu of a separate Secretary and a separate Treasurer.

30.3.10 Casual vacancies on any Regional Faculty Committee (other than in the Directors) may be filled by the remaining members of the Regional Faculty Committee from among qualified persons for the remainder of the current term of membership or office. Casual vacancies among Directors shall be filled in accordance with clause 26.

31 MINUTES OF PROCEEDINGS

31.1 Minutes of all proceedings of general meetings of the College and of Regional Faculties, and of meetings of Directors and of Regional Faculty Committees and other Committees, shall be entered, within one month after the relevant meeting is held, in books kept for that purpose and shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

31.2 Any minute so entered and purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

31.3 Where minutes have been so entered and signed then, unless the contrary is proved:

31.3.1 the meeting shall be deemed to have been duly convened and held;

31.3.2 all proceedings that are recorded in the minutes as having taken place at the meeting shall be deemed to have duly taken place; and

31.3.3 all appointments of officers or auditors that are recorded in the minutes as having been made at the meeting shall be deemed to have been validly made.

32 SEAL

32.1 The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a sub-committee of the Board authorised by the Board in that behalf.

32.2 Every instrument to which the Seal is affixed shall be signed by a Director and be countersigned by another member of the Board, the Secretary or by some other person appointed by the Board for the purpose.

33 NOTICES

33.1 A notice may be given by the College to any Member:

33.1.1 personally;

33.1.2 by sending it by post to the Member at the Member's registered address, or to the address, facsimile number, e-mail address or other address

supplied by him or her to the College for the giving of notices to him or her.

33.2 A notice sent by post is deemed to have been given 2 business days after it was posted. A notice sent by fax, or by other electronic means, is deemed to have been given on the next business day after it was sent.

34 LIABILITY, INSURANCE & INDEMNITY

34.1 For the purposes of this clause 34:

34.1.1 "**officer**" means every person who at any time is or has at any time been:

- (a) a Director or Secretary of the College; or
- (b) a person:
 - (1) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the affairs of the College; or
 - (2) who has the capacity to affect significantly the College's financial standing; or
- (c) in accordance with whose instructions or wishes the Directors are accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the directors of the College); and

34.1.2 "**duties of the Officer**" includes, in any particular case where the Directors consider it appropriate, duties arising by reason of the appointment, nomination or secondment (in any capacity) of an Officer by the College or, where applicable, a subsidiary of the College, to any other organisation;

34.1.3 "**to the relevant extent**" means:

- (a) to the extent the College is not precluded by law from doing so;
- (b) to the extent and for the amount that the Officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, in particular, an insurer under any insurance policy); and
- (c) where the liability is incurred in or arising out of the conduct of the business of another corporation, or in the discharge of the duties of the Officer in relation to another corporation, to the extent and for the amount that the Officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation; and

34.1.4 "**liability**" means all liabilities, losses, damages, costs, charges, expenses and penalties of any kind including, but not limited to, liability for negligence, also for legal costs incurred in defending any

proceedings (whether civil, criminal, judicial or administrative) or appearing before any court, tribunal, government authority or otherwise.

- 34.2 The College shall indemnify each Officer out of the assets of the College to the relevant extent against any liability incurred by the Officer in or arising out of the conduct by the College of its business or activities, or in or arising out of the discharge of the duties of the Officer.
- 34.3 Where the Board considers it appropriate, and to the extent to which the College is not precluded by law from doing so, the College may execute a deed of indemnity in such terms as the Board considers appropriate, in favour of any Officer.
- 34.4 Where the Board considers it appropriate, and to the extent to which the College is not precluded by law from doing so, the College may:
- 34.4.1 make payments of amounts by way of premium in respect of any contract effecting insurance on behalf, or in respect of, an Officer against any liability incurred by the Officer in, or arising out of, the conduct by the College of its business or activities, or in or arising out of the discharge of the duties of the Officer; and
 - 34.4.2 bind itself in any deed (in such terms as the Board considers appropriate) with any Officer to make the payments.
- 34.5 Where the Board considers it appropriate, the College may:
- 34.5.1 give a Director or former Director access to various papers of the College, including documents provided or available to the Board and other papers referred to in those documents; and
 - 34.5.2 bind itself in a deed (in such terms as the Board considers appropriate) with a Director or former Director to give that access.
- 34.6 Nothing contained in clause 34.5, or in any deed entered into between the College and any Director or former Director pursuant to that clause, shall in any way exclude, limit or restrict the right of access to the College's books conferred on such persons by the Corporations Act.

35 TRANSITION

35.1 Members

Those persons who have become Members before the adoption of the Constitution by the College, and who have not ceased to be Members, continue as Members following the adoption of the Constitution, with the same class of membership as they held immediately before the adoption of this Constitution.

35.2 Directors

35.2.1 Those persons who hold office of:

- (a) President;
- (b) President Elect;
- (c) Honorary Secretary;

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(d) Honorary Treasurer or

(e) Censor in Chief,

immediately before the adoption of the Constitution by the College, and who have not ceased to hold office, continue in office following the adoption of the Constitution, in the same office as they held immediately before the adoption of this Constitution, until that office is vacated in accordance with this Constitution.

35.2.2 All other Directors, who are in office immediately before the adoption of the Constitution by the College, must retire from office on or before 31 March 2006.

35.2.3 The vacancies created pursuant to clause 1.1.1 are to be filled in accordance with clause 22, provided that the Board may, in the interim, fill the positions as a 'casual vacancy'. A person appointed to fill a casual vacancy shall:

(a) hold office for the remainder of the maximum term of office of the Director in whose place he or she was appointed; and

(b) shall be eligible for re-election or re-nomination as a Director.