THE AUSTRALASIAN COLLEGE OF DERMATOLOGISTS

ACN 000 551 824
ABN 99 411 356 609

A public company limited by guarantee

CONSTITUTION

As adopted by the College following the postal ballot of Members ending 7 December 2015.
<table>
<thead>
<tr>
<th></th>
<th>TABLE OF CONTENTS</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>DEFINITIONS AND INTERPRETATION</td>
<td>1</td>
</tr>
<tr>
<td>2</td>
<td>OBJECTS AND POWERS</td>
<td>3</td>
</tr>
<tr>
<td>3</td>
<td>MEMBERSHIP</td>
<td>4</td>
</tr>
<tr>
<td>4</td>
<td>GENERAL MEETINGS</td>
<td>7</td>
</tr>
<tr>
<td>5</td>
<td>OFFICE HOLDERS</td>
<td>11</td>
</tr>
<tr>
<td>6</td>
<td>BOARD</td>
<td>14</td>
</tr>
<tr>
<td>7</td>
<td>COMMITTEES</td>
<td>19</td>
</tr>
<tr>
<td>8</td>
<td>REGULATIONS</td>
<td>20</td>
</tr>
<tr>
<td>9</td>
<td>REGIONAL FACULTIES</td>
<td>20</td>
</tr>
<tr>
<td>10</td>
<td>MINUTES OF PROCEEDINGS</td>
<td>22</td>
</tr>
<tr>
<td>11</td>
<td>NOTICES</td>
<td>22</td>
</tr>
<tr>
<td>12</td>
<td>ACCOUNTS, AUDIT AND SEAL</td>
<td>22</td>
</tr>
<tr>
<td>13</td>
<td>NOT-FOR-PROFIT</td>
<td>23</td>
</tr>
<tr>
<td>14</td>
<td>LIMITED LIABILITY OF MEMBERS</td>
<td>24</td>
</tr>
<tr>
<td>15</td>
<td>LIABILITY, INSURANCE &amp; INDEMNITY OF OFFICERS</td>
<td>24</td>
</tr>
<tr>
<td>16</td>
<td>AMENDING THIS CONSTITUTION</td>
<td>26</td>
</tr>
</tbody>
</table>
THE AUSTRALASIAN COLLEGE OF DERMATOLOGISTS
CONSTITUTION

THE AUSTRALASIAN COLLEGE OF DERMATOLOGISTS
ACN 000 551 824
ABN 99 411 356 609

A public company limited by guarantee

CONSTITUTION

1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Constitution:

1.1.1 “ACNC Act” means the Australian Charities and Not-for-profits Commission Act 2012 (Cth).

1.1.2 “Act” means the Corporations Act 2001 (Cth).

1.1.3 “Board” means the board of Directors of the College with a quorum to transact business.

1.1.4 “College” means The Australasian College of Dermatologists ACN 000 551 824 ABN 99 411 356 609.

1.1.5 “Committee” means a committee established by the Board pursuant to clause 7.

1.1.6 “Competent Authority” means a medical registration authority within or outside Australasia recognised by the Board.

1.1.7 “Constitution” means this constitution of the College.

1.1.8 “Dean of Education” means the person holding that office pursuant to clause 5.4.

1.1.9 “Director” means a person for the time being who performs the role of director of the College.

1.1.10 “Honorary Secretary” means the Appointed Director holding that office pursuant to clause 5.3.

1.1.11 “Member” means a person who is a member of the College pursuant to clause 3.

1.1.12 “President” means the person holding that office pursuant to clause 5.2, and includes acting President determined by the Board.

1.1.13 “President Elect” means the person holding that office pursuant to clause 5.1.
1.1.14 “Regional Faculty” means a regional faculty determined by the Board pursuant to clause 9.

1.1.15 “Regional Faculty Committee” means the governing body, the rules of which are determined by the Board pursuant to clause 9, of a Regional Faculty.

1.1.16 “Regulations” means any regulations made by the Board pursuant to clause 8.

1.1.17 “Secretary” means a person who performs the duties of company secretary of the College and includes the Honorary Secretary.

1.1.18 “Terminable Conduct” means conduct of a Member which is, in the opinion of the Board:

(a) prejudicial to the interests of the College;
(b) professional misconduct;
(c) unsatisfactory professional conduct;
(d) not that of a fit and proper person;
(e) not that of a person of good fame and character;
(f) conduct unbecoming of members; or
(g) any other similar conduct specified in the Regulations.

1.2 Interpretation

Unless the contrary intention appears, in this Constitution:

1.2.1 the singular includes the plural and vice versa;
1.2.2 words importing a gender include other genders;
1.2.3 a reference to a person includes that person's successors, legal personal representatives and permitted transferees;
1.2.4 a reference to any statute, code or other law includes regulations and other instruments made under it and includes consolidations, amendments, re-enactments or replacements of any of them;
1.2.5 other grammatical forms of defined words or expressions have corresponding meanings;
1.2.6 a reference to writing includes all modes of representing or reproducing words, figures or symbols in a visible form;
1.2.7 headings, bold text and the table of contents are for convenience only and do not affect the interpretation of this Constitution;
1.2.8 a reference to a document or instrument, including this Constitution, includes a reference to that document or instrument as novated, altered or replaced from time to time; and

1.2.9 a word or expression that is defined in section 9 of the Act has the same meaning in this Constitution as in that section.

1.3 Replaceable rules

This Constitution is to be interpreted subject to the Act and the ACNC Act. However, the replaceable rules, as defined under the Act, do not apply to the College.

2 OBJECTS AND POWERS

2.1 Objects

The objects of the College are to:

2.1.1 advance education, training and research in the practice of dermatology;

2.1.2 determine and maintain professional standards for the practice of dermatology in Australia and New Zealand;

2.1.3 support scientific research in the field of dermatology;

2.1.4 educate the public and other health care professionals about dermatological matters;

2.1.5 provide an environment promoting fellowship, development and support; and

2.1.6 provide authoritative advice, information and opinion to other professional organisations, to governments and to the public.

2.2 To effect these Objects, the College will:

2.2.1 promote high standards of practice, ethics and professional integrity in relation to training, specialist education, assessment, scientific research and dermatological practice to improve the health of the community;

2.2.2 establish education and training programs for medical practitioners to become competent specialist dermatologists;

2.2.3 establish the status of Fellowship of the College and to assess and to admit appropriately qualified medical practitioners to that status;

2.2.4 encourage and support Fellows to undertake continuous professional development;

2.2.5 work with governments and other relevant organisations to achieve the provision of a well-qualified, experienced workforce in Australia;
2.2.6 provide advice and support to Fellows to assist them in establishing an appropriate work/life balance and to meet the challenges of their professional lives;

2.2.7 advocate on any issue which affects the ability of the College members to meet their responsibilities to patients and to the community; and

2.2.8 promote cooperation with organisations which have objectives similar to the College in Australia and New Zealand, as well as internationally.

In pursuit of the achievement of these Objects, the College shall have all powers and functions necessary or desirable to the maximum extent permitted by law.

2.3 Powers

Solely for the purpose of carrying out the objects set out in clause 2.1, the College may, in any manner permitted by the Act and the ACNC Act:

2.3.1 exercise any power;

2.3.2 take any action; and

2.3.3 engage in any conduct or procedure,

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

3 MEMBERSHIP

3.1 Classes of Members

The Members of the College comprise:

3.1.1 Fellows with the right to attend and vote at general meetings; and

3.1.2 Members of such other non-voting classes determined by the Board.

Subject to this Constitution, the Board may specify the rights, benefits, privileges, entitlements, obligations, liabilities, eligibility and status of these classes in the Regulations and may establish other subclasses or categories within each class.

3.2 Eligibility of Fellows

A person is eligible to be a Fellow if he or she:

3.2.1 is registered as a medical practitioner with a Competent Authority; and

3.2.2 has completed the training and examination program (or equivalent) set by the Board,

subject to any exceptions or special requirements in the Regulations.

3.3 Admission of Members

The Board may:
3.3.1 upon application by a person, admit or refuse to admit the person as Member; and

3.3.2 on the Board’s motion (other than for general Fellowship) with a person’s consent, admit the person as Member,

in the Board’s absolute discretion in accordance with any procedure, forms and other requirements specified in the Regulations.

3.4 Fees and Subscriptions

The Board may, in its absolute discretion and as it sees fit:

3.4.1 determine the entrance fees (if any), annual subscriptions or levies payable by Members, which may vary within each class, subclass or category of Membership; and

3.4.2 waive all or part of the entrance fees, annual subscriptions or levies due depending on the Member’s circumstances.

3.5 Personal rights and Unfinancial Members

A Member’s rights and privileges are:

3.5.1 personal; and

3.5.2 may not be exercised unless all money due to the College has been paid.

3.6 Diploma or Masters of the College

The College may grant a Diploma or Masters of The Australasian College of Dermatologists, which may be known by some other name determined by the Board, to:

3.6.1 Fellows who are registered medical practitioners; and

3.6.2 graduates in medicine,

who satisfy the Diploma’s or Masters’ requirements in the Regulations.

3.7 Ceasing to be a Member

A person automatically ceases to be a Member:

3.7.1 if the person resigns by written notice to the College — effective upon the College’s receipt of the notice or a later date specified in the notice;

3.7.2 upon the person’s death;

3.7.3 upon the person’s name being removed from the register of a Competent Authority or other professional authority; and

3.7.4 upon the Board making a resolution under clause 3.8 to terminate the person’s Membership, subject to any rights of appeal in the Regulations.
3.8 **Grounds for Board to terminate Membership**

The Board may at any time terminate a person’s Membership or warn, counsel or censure a Member if the Member:

3.8.1 engages in Terminable Conduct, provided that the decision is made by a three-quarters majority of the whole number of the members of the Board, and the Member is afforded a reasonable opportunity in accordance with the Regulations to respond to the allegations made;

3.8.2 ceases to be eligible for admission to Membership of the College;

3.8.3 refuses or neglects to comply with the provisions of this Constitution or the Regulations;

3.8.4 the Member is suspended from practice by a Competent Authority;

3.8.5 has any condition or restriction imposed on his or her right to practise by a Competent Authority;

3.8.6 has a finding of professional misconduct recorded against them;

3.8.7 is found guilty by a court of an indictable offence;

3.8.8 is convicted of an offence under the *Health Insurance Act 1973* (Cth);

3.8.9 ceases to be a financial Member;

3.8.10 has a debt to the College which remains unpaid for one year or more;

3.8.11 becomes untraceable because the Member cannot be contacted using any of the addresses recorded on the register of Members; or

3.8.12 the Member becomes a person whose estate or person is liable to be dealt with in any way under the law relating to mental health or disability.

3.9 **Consequences of ceasing Membership**

A person who ceases to be a Member:

3.9.1 forfeits all rights, privileges and entitlements of Membership;

3.9.2 remains liable to pay any amount due to the College before Membership ceased;

3.9.3 must return any certificates, diplomas and titles issued by the College, unless otherwise required by the Regulations; and

3.9.4 must cease to use the College’s nomenclature or represent that he or she is a Fellow or Member, or otherwise associated with the College.

3.10 **Retired Members**

Clauses 3.7.3 and 3.8 do not apply if and to the extent that a Member has his or her name removed from the register of a Competent Authority or other professional
authority where the reason for that removal is that the Member has retired from practice and as a consequence is not participating in relevant professional development activities.

3.11 Register of Members

The College must maintain a register of Members in accordance with the Act and the ACNC Act which contains details including the dates on which Membership commenced and ceased.

4 GENERAL MEETINGS

4.1 Annual and special general meetings

4.1.1 The Board must convene and hold annual and special general meetings of the Members if required by the Act and the ACNC Act (for example, on a Members’ requisition).

4.1.2 Three Directors may convene special general meetings of the Members.

4.1.3 General meetings other than annual general meetings are called special general meetings.

4.2 Ordinary business of annual general meetings

The ordinary business of an annual general meeting is to:

4.2.1 receive and consider the minutes of the preceding general meeting;
4.2.2 consider the Directors’ report;
4.2.3 consider the financial report and the auditor’s report;
4.2.4 receive as President the President Elect;
4.2.5 confirm and ratify as a whole the Appointed Directors the Board is seeking to appoint at the annual general meeting in accordance with clause 6.2.3;
4.2.6 appoint an auditor if that office has or will become vacant at the meeting; and
4.2.7 consider any other matter set out in the Regulations.

4.3 Special business

The special business of:

4.3.1 an annual general meeting is all business specified in the notice of meeting which is not ordinary business in clause 4.2; and
4.3.2 a special general meeting is all business specified in the notice of meeting.
Subject to the Act and the ACNC Act, the notice of meeting must specify the general nature of such special business.

4.4 Notice – Content

Subject to section 249H(2) of the Act relating to agreements for shorter notice and the ACNC Act, at least 21 days’ notice of any general meeting must be given specifying the place, day and time of the meeting.

4.5 Notice – Recipients

4.5.1 Notice of every general meeting must be given in accordance with clause 4.4 to:

(a) every voting Member except those who did not supply to the College an address for notices; and

(b) the auditor of the College.

4.5.2 No other person is entitled to receive notices of general meetings.

4.5.3 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 does not invalidate the meeting or any resolution passed at the meeting.

4.6 Member proposed resolutions

Without limiting the rights of Members under Division 4 of Part 2G.2 of the Act or under the ACNC Act, and unless the Act or the ACNC Act require otherwise:

4.6.1 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

4.6.2 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.

4.7 Quorum

4.7.1 No business may be transacted at any general meeting unless a quorum is present when the meeting proceeds to business.

4.7.2 The quorum for general meetings of the College is not less than 15 Fellows present in person.

4.7.3 If within half an hour of the time scheduled to start the general meeting a quorum is not present:

(a) the meeting, if convened on the requisition of Members, will be dissolved; and

(b) in any other case, the meeting must stand adjourned to such other day, time and place as the Board determines and notifies to Members (if required to do so by clause 4.9.3).
4.7.4 If at an adjourned meeting under clause 4.7.3 a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Members present shall be a quorum.

4.8 Chairperson

4.8.1 The President may chair a general meeting.

4.8.2 If the President is not present and willing to act the President Elect (or if there isn’t one, the acting President) may chair.

4.8.3 If the President, acting President and the President Elect are not present and willing to act within 15 minutes after the time appointed to hold the meeting:

(a) the Directors present may choose one of their number to chair the meeting;

(b) if no Director is present, or if all the Directors present decline to chair, the Fellows present shall choose one of their number to chair the meeting.

4.9 Adjournment of general meetings

4.9.1 The chairperson of a meeting:

(a) may, with the consent of any meeting at which a quorum is present; and

(b) must, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

4.9.2 No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.9.3 If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting. It is not otherwise necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

4.10 Deliberative and casting votes

4.10.1 A Member may vote in person or by proxy. On a show of hands every Member present, and every proxy of a Member, has one vote. On a poll every Member present in person or by proxy has one vote.

4.10.2 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting may exercise a second or casting vote.
4.11 Voting on show of hands

4.11.1 A resolution put to the vote of the general meeting must be decided by a show of hands unless a poll is demanded pursuant to clause 4.12.1.

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

4.12 Voting by poll

4.12.1 A poll must be held on a resolution before the general meeting if demanded on or before the chair declaring the result of the show of hands by:

(a) at least 5 Members entitled to vote and present in person; or

(b) Members representing not less than 10% of all Members having the right to vote at the Meeting.

4.12.2 The demand for a poll may be withdrawn.

4.12.3 If a poll is demanded:

(a) when electing a chairperson or on a question of adjournment, it must be taken immediately;

(b) otherwise, it must be taken at the general meeting at which it is demanded (or at its adjournment), in such manner as the chairperson of the meeting directs.

The result of the poll is the resolution of that meeting.

4.12.4 Two scrutineers appointed by the chairperson of the general meeting must conduct the poll. The scrutineers must refer any query as to a ballot paper's validity or otherwise to the chairperson whose decision is final.

4.13 Appointment of Proxies

4.13.1 A Member may appoint a proxy to act on his or her behalf at any general meeting which that Member may attend and exercise his or her rights.

4.13.2 Subject to clause 3.5, a proxy must be a Fellow.

4.13.3 The instrument appointing a proxy must be:

(a) in writing and signed by the appointor;

(b) in a Board approved form consistent with the Act and the ACNC Act; and
4.14 Validity of proxy vote

A vote given according to the proxy instrument is valid despite:

4.14.1 the death, or unsoundness of mind, of the principal; or

4.14.2 revocation of the instrument or of the authority under which the instrument was executed,

if no knowledge in writing of that fact was received by the Secretary before the commencement of the meeting or adjourned meeting at which the instrument is used.

4.15 Postal Ballots

4.15.1 Subject to the requirements of the Act as to special resolutions and the ACNC Act, the Board may if it thinks fit submit any question or resolution to the vote of all Members entitled to a vote at a general meeting by postal ballot (including an electronic postal ballot).

4.15.2 The Board may determine in the Regulations:

(a) the form of the ballot paper or electronic ballot paper;

(b) the polling date; and

(c) whether the postal ballot is to be a secret postal ballot.

5 OFFICE HOLDERS

Office holders of the College are to be elected or appointed as follows:

5.1 President Elect

5.1.1 Commencing in 2017 whenever the President Elect becomes the President under clause 5.2.1 or 5.5.2 (which will generally be every two years), the Members entitled to vote on the election of the President shall elect by postal ballot, from among those Members who have nominated as a candidate pursuant to clause 5.1.4, a President Elect. The procedure shall otherwise be specified in the Regulations.

5.1.2 The Board must submit the election of the President Elect to Members by postal ballot:

(a) with a polling date no later than 14 days before the annual general meeting to be held that year; and

(b) otherwise held in accordance with clause 4.15.
5.1.3 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 4.15.

5.1.4 Subject to clause 3.5 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 4.15.

5.1.5 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 4.15, provide to the Secretary, for the Secretary to circulate to Members, a statement setting out:

(a) the candidate’s “mission statement” in relation to his or her intentions should he or she be elected as President Elect; and

(b) the candidate’s experience relevant to his or her candidacy for President Elect, including in particular his or her prior experience on the Board, a Regional Faculty Committee or any other Committee of the College.

5.1.6 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 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 4.15.

5.1.7 A person is not eligible to be elected or nominated for election as President Elect within 2 years after he or she has most recently held office as President.

5.2 President

5.2.1 The President Elect becomes the President at the second annual general meeting following his or her election as President Elect.
5.2.2 A person may not hold office as President for a longer continuous term than 2 years, except where the person became President on a casual vacancy in accordance with clause 5.5.

5.2.3 In the President’s absence from Australia or a meeting, the President Elect (or if there isn’t one, the acting President) has all the powers and authorities of the President.

5.3 **Honorary Secretary**

5.3.1 The Honorary Secretary:

(a) shall be appointed and removed by the Board from the Appointed Directors who are Fellows;

(b) shall be appointed or re-appointed at the first meeting of the Board after every third annual general meeting; and

(c) shall have the duties decided by the Board.

5.3.2 A person may not be appointed for more than 2 consecutive terms as Honorary Secretary.

5.3.3 The Board may fill a casual vacancy in the office of Honorary Secretary from the Appointed Directors who are Fellows.

5.4 **Dean of Education**

5.4.1 If the Dean of Education’s term of office ends, then a replacement Dean of Education is to be elected or appointed to serve a term of:

(a) three years between annual general meetings (if the election takes effect at the end of an annual general meeting); otherwise

(b) three years from the date of appointment.

5.4.2 The procedure to nominate and elect or appoint a Dean of Education will be in accordance with the Regulations.

5.4.3 A person is not entitled to be re-elected or re-appointed as Dean of Education if he or she held office for a continuous period longer than 6 years unless he or she is subsequently absent from that office for 12 months.

5.5 **Casual Board Vacancies**

5.5.1 If a casual vacancy occurs in the office of President, the President Elect becomes President and will continue until the end of the second annual general meeting from that vacancy.

5.5.2 If a casual vacancy occurs in the office of President Elect including pursuant to clause 5.5.1, the Board must appoint from the Fellows a President Elect who shall hold office for the remainder of the term of office of the former President Elect and who becomes President at the end of that term of office despite clause 5.2.
5.5.3 If a casual vacancy occurs in the offices of both the President and President Elect:

(a) the Board must elect an existing Director who is a Fellow to hold office for the remainder of the term of office of the former President; and

(b) a replacement President Elect must be elected by the Members in accordance with clause 5.1.

5.5.4 If a casual vacancy occurs among any Appointed Director, the Board may appoint another person, in his or her place until the end of the next annual general meeting.

6 BOARD

6.1 Composition of the Board

The Board consists of:

6.1.1 the President;

6.1.2 the President Elect;

6.1.3 the Dean of Education; and

6.1.4 four Appointed Directors pursuant to clause 6.2, from which one will be appointed as Honorary Secretary.

6.2 Appointed Directors

6.2.1 Subject to this Constitution, the Board must determine any other procedures or matters in relation to the conduct of the appointment of Appointed Directors and has the power to make Regulations for that purpose.

6.2.2 Unless the Board resolves otherwise, the Secretary:

(a) is responsible for the conduct of the selection process of Appointed Directors; and

(b) may decide all matters in relation to the conduct of the selection process, subject to this Constitution and the Regulations.

6.2.3 The Regulations pursuant to clause 6.2.1 must be consistent with the following:

(a) Before each annual general meeting, the Secretary must publicly call for Appointed Director candidates who must be either:

   (i) Fellows; or

   (ii) independent persons who are not Fellows.
(b) The Secretary must convene a committee for the purpose of conducting the nominations and recommendations process.

(c) The committee may, but is not required to, interview all candidates for becoming an Appointed Director.

(d) Subject to clause 6.2.3(e), the committee must recommend candidates to be appointed as Appointed Directors on the basis of their skills, background and expertise.

(e) Despite clause 6.2.3(d), when the committee make their recommendations and when the Board makes its appointments, they must ensure that:

(i) at least one Appointed Director is a Fellow;

(ii) at most two Appointed Directors may be non-Fellows; and

(iii) a majority of the Directors are Members.

(f) At the Board meeting preceding each annual general meeting, the Board may select the Appointed Directors it seeks to appoint after considering the recommendations from the committee conducting the nominations and recommendations process.

(g) The Secretary must ask the Members to confirm and ratify as a whole the Appointed Directors the Board is seeking to appoint at the annual general meeting.

(h) If the Members confirm and ratify the Board’s proposed appointment of Appointed Directors as a whole, the Appointed Directors commence as Directors at the end of the annual general meeting at which the appointments were confirmed and ratified.

(i) If the Members do not confirm and ratify the Board’s proposed appointment of Appointed Directors as a whole, the Board may repeat the preceding nominations and recommendations process, and select other Appointed Directors to submit to the Members to confirm and ratify by postal ballot. If the Members confirm and ratify those appointments, the Appointed Directors commence as Directors when the Secretary announces the results of the postal ballot.

6.2.4 Subject to clause 6.2.5, an Appointed Director holds office until the end of the third annual general meeting after the annual general meeting at which his or her appointment was first confirmed and ratified, or after the appointment was announced (as the case may be).

6.2.5 If the Board considers there to be exceptional circumstances, the Board may appoint an Appointed Director for a shorter term than under clause 6.2.4 if the Board so determines at the time of appointment.

6.2.6 If the requirements under clause 6.2.3(e) are not met, the Board must not (except in the case of emergencies or to protect the College’s
6.3 Transition

Despite any provision to the contrary, on and from the date this clause 6.3 takes effect ("Transition Date"):  

6.3.1 the President immediately before the Transition Date continues as President until the next President commences pursuant to clause 5.2.1;  

6.3.2 the President Elect immediately before the Transition Date continues as President Elect until he or she becomes the next President pursuant to clause 5.2.1;  

6.3.3 the Dean of Education immediately before the Transition Date continues as the Dean of Education under this Constitution;  

6.3.4 the Honorary Secretary immediately before the Transition Date continues as Honorary Secretary for his or her original term of office under former clause 5.3;  

6.3.5 any Director co-opted under former clause 6.2 (Co-option to the Board) will be deemed to be an Appointed Director and shall serve the remainder of his or her term under former clause 6.2 and any former Regulations made for the purposes of that clause; and  

6.3.6 the Directors nominated under former clause 6.3 (Nomination of Directors by Regional Faculties) continue as Directors but shall retire at the end of the 2016 AGM. However, for the purposes of clause 6.2 at least one of these Directors must be re-appointed as an Appointed Director for a term of office from the 2016 AGM until the end of the 2017 AGM.

In this clause 6.3:  

(a) “2016 AGM” means the annual general meeting held in the 2016 calendar year which reports on the College’s activities for the year ended 31 December 2015.

(b) “2017 AGM” means the annual general meeting held in the 2017 calendar year which reports on the College’s activities for the year ended 31 December 2016.

6.4 General governance of the College

6.4.1 The Board is responsible for the governance, business and affairs of the College. In addition to the specific powers conferred on the Board by this Constitution, the Board may exercise all powers of the College which are not by the Act, the ACNC Act or this Constitution required to be exercised by the College in general meeting.
6.4.2 The powers under clause 6.4.1 are subject to this Constitution, the Act and the ACNC Act, or to such resolution, not being inconsistent with those provisions, as may be passed by the College in general meeting.

6.4.3 No resolution under clause 6.4.2 invalidates any prior act of the Board which would have been valid if such resolution had not been passed or made.

6.4.4 The Board may give effect to its power and duties by Regulations and Board endorsed policy.

6.5 Financial affairs

Without limiting clause 6.4:

6.5.1 the Board controls the College’s funds and manage its financial affairs;

6.5.2 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

6.5.3 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.

6.6 Meetings and notice of meeting

6.6.1 Subject to the remainder of this clause 6, the Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

6.6.2 A Board meeting will be convened:

(a) at any time by the President; or

(b) on the requisition of three or more Directors, by the Secretary.

6.6.3 Not less than ten days’ notice of any Board meeting shall be given. The notice must specify the business to be transacted. The Board may only transact business of a routine nature unless notice of any other business 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 chair as to whether business is routine is conclusive.

6.7 Business of meetings

6.7.1 The President may chair a meeting of the Board. If the President is absent the President Elect (or if there isn’t one, the acting President) will preside. In the absence of the President, the acting President and the President Elect, the Board may appoint a chairperson from among their number.
6.7.2 The quorum for a meeting of the Board is four. A meeting at which a quorum is present may exercise all powers and discretions of the Board.

6.8 Voting and Board resolutions

6.8.1 Each member of the Board shall have one vote.

6.8.2 In the event of an equality of votes the chairperson has a second or casting vote.

6.8.3 The Board may determine that a postal ballot of Directors should be taken upon any matter.

6.9 Circulatory resolution

6.9.1 A written resolution signed or approved by technological means (other than any Director on leave of absence) is taken to be a decision of the Board passed at a meeting of the Board duly convened and held.

6.9.2 The written resolution may consist of:

(a) several documents in like form, each signed by one or more Directors and, such a resolution takes effect on the last date on which a Director signs one of the documents; or

(b) permanent records indicating the identity of each Director, the text of the resolution and the Director’s agreement or disagreement to the resolution, as the case may be, and such a resolution takes effect on the date on which the last Director indicates his or her approval.

6.10 Technology enabled meetings

The Board may hold a technology enabled meeting if.

6.10.1 all Directors (other than any Director on leave of absence) have access to the technology to be used for the meeting; and

6.10.2 those Directors participating by technological means can hear, or can hear and read the communications of all other participating Directors.

6.11 Interest of Directors

6.11.1 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 Act or the ACNC Act require otherwise.

6.11.2 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 Act or under the ACNC Act.
6.12 Validity of acts

6.12.1 The continuing members of the Board may act despite any vacancies, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the quorum of the Board, the continuing Directors 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.

6.12.2 All acts done by any meeting of the Board, or any resolution of the Board, or of any committee 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, committee member or member (as the case may be).

6.13 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 the Director:

6.13.1 no longer holds, is prohibited from holding, or is no longer eligible to hold office as a director pursuant to the Act or the ACNC Act;

6.13.2 becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

6.13.3 dies;

6.13.4 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;

6.13.5 resigns from office by notice in writing to the College;

6.13.6 without permission of the Board is absent from three consecutive Board Meetings held within a period of 12 months;

6.13.7 holds any office of profit of the College other than as permitted by this Constitution;

6.13.8 where the Director is a Member, ceases to be a Member;

6.13.9 where the Director is a Member, has ceased or is ceasing to practise dermatology in Australasia;

6.13.10 is or becomes directly or indirectly interested in any contract or proposed contract with the College other than as permitted by this Constitution, the Act or the ACNC Act.

7 COMMITTEES

7.1 General requirements for Committees

Subject to this Constitution:
7.1.1 The Board may:

(a) delegate any of its powers and/or functions (not being duties imposed on the Directors as directors of the College by the Act, the ACNC Act or the general law) to one or more committees with the name selected and consisting of such Member or Members as the Board thinks fit; and

(b) amend or revoke the terms of its delegation at any time.

7.1.2 A person whose term on a Committee has ended is eligible for re-election or re-appointment to that Committee, unless:

(a) the person has ceased to be a Member; or

(b) the Board has dissolved the Committee; or

(c) it has otherwise ceased to exist.

7.2 Reporting Committee performance

The President must report to the membership at each annual general meeting on:

7.2.1 the Committees constituted under this Constitution;

7.2.2 any significant changes made to their functions; and

7.2.3 the Board’s assessment of the effectiveness of each Committee’s performance.

8 REGULATIONS

The Board may from time to time to make, vary and rescind regulations in relation to the College. The Regulations for the time being in force, and which are not inconsistent with this Constitution, are binding on Members and have full effect accordingly.

9 REGIONAL FACULTIES

9.1 Establishment of Regional Faculties

9.1.1 Members residing in each of the states and territories of Australia shall constitute a separate Regional Faculty of the College.

9.1.2 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.

9.1.3 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.

9.1.4 Any Member not residing in Australia may be a member of such Regional Faculty as he or she may elect.
9.1.5 The governing rules of a Regional Faculty do not take effect unless approved by the Board.

9.2 Regional Faculties – meetings

9.2.1 General meetings of a Regional Faculty must be held at a time and place determined by the Regional Faculty Committee.

9.2.2 A general meeting known as the annual general meeting of the Regional Faculty must be held once in each calendar year.

9.3 Regional Faculty Committees

9.3.1 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. The committee may exercise any power delegated to it by the Board from time to time.

9.3.2 A member of a Regional Faculty Committee who is not a Director does not have a vote in respect of any exercise of a power delegated by the Board but may provide advice.

9.3.3 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.

9.3.4 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.

9.3.5 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.

9.3.6 Unless otherwise determined by a Regional Faculty Committee, the proceedings applicable to the Board under clause 6 will apply with applicable changes to the Regional Faculty Committee.

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

9.3.8 Casual vacancies on any Regional Faculty Committee (other than the Directors) may be filled by the remaining members of the Regional Faculty Committee from among qualified persons for the rest of the
current term of office. Casual vacancies among Directors must be filled in accordance with clause 5.5.

10 MINUTES OF PROCEEDINGS

10.1 Minutes of all proceedings of:

10.1.1 general meetings of the College and of Regional Faculties; and

10.1.2 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. The minutes must be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting and entered within 1 month.

10.2 Minutes entered and signed are prima facie evidence of the proceedings to which they relates.

10.3 For entered and signed minutes, unless the contrary is proved:

10.3.1 the meeting is deemed to have been duly convened and held;

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

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

11 NOTICES

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

11.1.1 personally;

11.1.2 by sending it by post to the Member at the Member's registered address; or

11.1.3 by sending it 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.

11.2 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.

12 ACCOUNTS, AUDIT AND SEAL

12.1 The Financial Year of the College is 1 January to 31 December.

12.2 The Board must, in accordance with the Act and the ACNC Act:

12.2.1 cause proper accounting and other records to be kept; and
12.2.2 present at each annual general meeting of the College a financial report in accordance with the Act and the ACNC Act.

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

12.4 The Board must provide for the safe custody of the common seal, which may only be used by the authority of the Board or an office holder of the Board given that authority.

13 NOT-FOR-PROFIT

13.1 Distributions to Members

13.1.1 The income and property of the College, however derived, must be applied solely towards the promotion of the objects of the College in clause 2.1.

13.1.2 The income or property of the College must not be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to any Member.

13.2 Payment for Services Rendered

Nothing in clause 13.1 prevents the payment in good faith:

13.2.1 of remuneration to any officer or employee of the College;

13.2.2 to any Member in return for any services actually rendered to the College;

13.2.3 for goods supplied in the ordinary and usual course of business; or

13.2.4 of interest at a commercial rate on money borrowed from any Member.

13.3 Payments to Directors

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

13.3.1 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;

13.3.2 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

13.3.3 payment as an employee of the College shall be made where the terms of employment have been approved by resolution of the Board.
13.4 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.

13.5 Payments to other entities

Nothing in clause 13.3 or 13.4 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.

13.6 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 clauses 13.1 to 13.5, 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.

14 LIMITED LIABILITY OF MEMBERS

14.1 The liability of the Members is limited.

14.2 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.

15 LIABILITY, INSURANCE & INDEMNITY OF OFFICERS

15.1 In this clause 15:

15.1.1 “officer” means every person who is or has been:

(a) a Director or Secretary of the College; or

(b) a person who:

(i) makes, or participates in making, decisions that affect the whole, or a substantial part, of the affairs of the College; or

(ii) has the capacity to affect significantly the College’s financial standing; or
(iii) 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

15.1.2 “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 its subsidiaries, to any other organisation;

15.1.3 “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

15.1.4 “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.

15.2 The College indemnifies 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 conducting the College’s business or activities, or in or arising out of discharging the Officer’s duties.

15.3 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.

15.4 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:

15.4.1 make payments of amounts by way of premium in respect of any contract effecting insurance on behalf of, or in respect of, an Officer against any liability incurred by the Officer in, or arising out of conducting the College’s business or activities, or in or arising out of discharging the Officer’s duties; and

15.4.2 bind itself in any deed (in such terms as the Board considers appropriate) with any Officer to make the payments.

15.5 Where the Board considers it appropriate, the College may:
15.5.1 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

15.5.2 bind itself in a deed (in such terms as the Board considers appropriate) with a Director or former Director to give that access.

15.6 Nothing contained in clause 15.5, 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 Act and the ACNC Act.

16 AMENDING THIS CONSTITUTION

The Members may modify or repeal this Constitution or any of its provisions by special resolution in accordance with the Act and the ACNC Act.