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LAWYERS

Constitution

The Australasian Dermatopathology Society

A company limited by guarantee

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Constitution

The Australasian Dermatopathology Society (Society)

1 INTERPRETATION

1.1 Definitions

In this Constitution unless the context otherwise requires:

Act means the Corporations Act 2001 (Cth).

ASIC means the Australian Securities and Investments Commission or any successor body.

Associate Member has the meaning given in clause 6.2(b).

Board means the board of Directors.

Constitution means this document and includes any variation or replacement of it.

Director means any Fellow Member appointed as a director or an alternate director who is acting in that capacity.

Fellow Member has the meaning given in clause 6.2(a).

Member means a member of the Society admitted under clause 6.3.

Office means the registered office of the Society.

President means the Director elected or appointed to that position in accordance with this Constitution.

Register means the register of Members to be kept pursuant to the Act.

Regulations means the *Corporations Regulations 2001* (Cth).

Replaceable Rules means the replaceable rules under, or as referred to in, the Act.

Secretary means any person appointed as company secretary of the Society.

Special Resolution has the meaning given in the Act.

1.2 Interpretation

In this Constitution:

- (a) words importing the singular number include the plural number and vice versa; words importing any gender include every other gender; and words referring to a person include corporations;
- (b) where a word or an expression is defined, another part of speech or grammatical form of that word or expression has a corresponding meaning;

- (c) any reference to a clause is a reference to a clause of this Constitution;
- (d) headings to clauses are added for convenience only and do not affect interpretation;
- (e) annotations or words which refer to sections of the Act, Regulations or to Replaceable Rules do not form part of the Constitution;
- (f) where a word or an expression used in this Constitution is defined in the Act, it has the same meaning in this Constitution unless the context otherwise requires;
- (g) a reference to any Act, regulation, rule or similar instrument includes any consolidations, amendments or re-enactments of it, any replacements of it, and any regulation or other statutory instrument issued under it;
- (h) **includes** means includes without limitation; and
- (i) **writing** includes printing, lithography, photography and other modes or reproducing or representing words in a visible form.

1.3 **Replaceable Rules**

The Replaceable Rules do not apply in respect of the Society except when they are expressly stated to apply.

1.4 **Written notice**

Written notice includes notice given by way of:

- (a) facsimile; or
- (b) electronic transmission.

2 **PUBLIC COMPANY LIMITED BY GUARANTEE**

The Society is a public company limited by guarantee and does not have share capital.

3 **OBJECTS OF THE SOCIETY**

The objects for which the Society is established are:

- (a) to foster an interest in dermatopathology among dermatologists and pathologists;
- (b) to promote training in dermatopathology by instituting scientific meetings, demonstrations and seminars;
- (c) to provide and disseminate teaching material in dermatopathology;

- (d) to bring together dermatologists and pathologists for the benefit of dermatopathology;
- (e) to encourage research in dermatopathology and allied fields; and
- (f) to do all things, and to take all actions expedient, incidental and conducive to the achievement of the above objectives.

4 POWERS OF THE SOCIETY

The Society has the legal capacity and powers of an individual anywhere in the world. The Society also has all the powers of a body corporate.

5 INCOME AND PROPERTY OF THE SOCIETY

5.1 Income and property to be applied towards objects

All income and property of the Society must be solely applied towards the promotion of the objects of the Society set out in clause 3.

5.2 No payments to Members

Subject to clause 5.3, no part of the income or property of the Society may be paid by way of dividend, bonus or otherwise to the Members.

5.3 Payments in good faith

Nothing in this Constitution prevents the Society from making any payment in good faith:

- (a) of reasonable and proper remuneration to any employees of the Society;
- (b) to any Member in relation to any contract, right or claim in which that Member is interested or which arises other than by virtue of the Member's membership of the Society;
- (c) of reasonable interest on any money lent to the Society by any Member;
- (d) of reasonable or proper rent for premises let by any Member to the Society;
or
- (e) any scholarship or bursary provided to any Member intended to further the objects of the Society.

6 MEMBERSHIP

6.1 Membership categories

Membership of the Society is divided into two categories as follows:

- (a) Fellow Members; and
- (b) Associate Members.

6.2 Eligibility for Membership

To be eligible for admission as a Member:

- (a) **(Fellow Members)** a person must be:
 - (i) a Fellow of The Australasian College of Dermatologists;
 - (ii) a Fellow of The New Zealand Dermatology Society Incorporated, if and when such a class of fellowship exists;
 - (iii) a Fellow of The Royal College of Pathologists of Australasia;
 - (iv) a pathologist or dermatologist qualified or practising as such in any international jurisdiction and recognised by the Board as having equivalent qualifications or experience to persons admitted under the categories set out in clauses 6.2(a)(i) to 6.2(a)(iii) (inclusive) above; or
 - (v) a Commonwealth Government-accredited medical practitioner specialist in dermatology or pathology;
- (b) **(Associate Members)** a person must be:
 - (i) a trainee in an approved post recognised by either:
 - (A) The Australasian College of Dermatologists;
 - (B) The New Zealand Dermatology Society Incorporated;
 - (C) The Royal College of Pathologists of Australasia; or
 - (ii) a person active or eminent in dermatopathology and nominated for membership by a Fellow Member.

6.3 Entry as a Member

- (a) Subject to clause 6.2, any person may apply in writing to the Secretary to be a Member.
- (b) Any person who applies to be a Member under clause 6.3(a) must comply with the conditions or requirements for membership of the Society as set out in clause 6.2 and as may be additionally stipulated from time to time by the Directors or the Members in general meeting.
- (c) Every applicant for membership of the Society must sign an undertaking to be bound by the provisions of this Constitution.
- (d) Admission to membership of the Society will only become effective upon the passing of a resolution of the Directors that the Member's name be entered

into the Register. The Directors must not unreasonably delay consideration of such a resolution.

- (e) The rights and privileges of a Member are personal, non-transferable and cease on the death of a Member or on the cessation of a Member's membership.

6.4 **Membership fees**

- (a) A Member of the Society must, on admission to membership, pay to the Society a fee as determined by the Directors.
- (b) In addition to any amount payable by the Member under clause 6.4(a), a Member must pay to the Society an annual membership fee, in such amounts and upon such dates as determined by the Directors. The annual membership fee may be waived by the Directors and may vary as between classes of Members.

6.5 **Expulsion of Members**

- (a) If any Member:
 - (i) wilfully refuses or neglects to comply with the provisions of this Constitution;
 - (ii) has conducted himself or herself in a way which has brought discredit upon the Society; or
 - (iii) fails to pay the membership fees under clause 6.4 within 3 months after they become due,

the Directors may by resolution expel that Member from the Society and remove that Member's name from the Register.

- (b) The Member in respect of which a resolution under clause 6.5(a)(i) or (ii) is proposed, must be given at least 14 days' notice of the Directors' meeting at which the resolution is to be considered and must be given an opportunity to:
 - (i) attend the meeting; and
 - (ii) give a written explanation or defence in relation to the resolution proposed under clause 6.5(a)(i) or (ii).

6.6 **Cessation of membership**

A Member will cease to be a Member if the Member gives written notice of his or her resignation to the Secretary of the Society.

7 CALLING MEETINGS OF MEMBERS

7.1 Calling of meetings of Members by a Director

A Director may call a meeting of the Members.

7.2 Amount of notice of meetings

- (a) Subject to clause 7.2(b) at least 21 days' notice must be given of a meeting of the Members.
- (b) The Society may call on shorter notice:
 - (i) an annual general meeting, if all the Members entitled to attend and vote at the annual general meeting agree beforehand; and
 - (ii) any other general meeting, if Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- (c) The Society cannot call an annual general meeting or other general meeting on shorter notice if it is a meeting of the kind referred to in clause 7.2(d).
- (d) At least 21 days' notice must be given of a meeting of the Society at which a resolution will be moved to:
 - (i) remove an auditor under section 329 of the Act; or
 - (ii) remove a Director under clause 11.3(b) or appoint a Director in place of a Director removed under that clause.

7.3 Notice of meetings of Members to Members and Directors

- (a) Written notice of a meeting of the Members must be given individually to each Member entitled to vote at the meeting and to each Director.
- (b) The Society may give the notice of a meeting to a Member:
 - (i) personally;
 - (ii) by sending it by post to the address of the Member in the Register or the alternative address (if any) nominated by the Member;
 - (iii) by sending it to the facsimile number or electronic address (if any) nominated by the Member; or
 - (iv) by any other means permitted under the Act.
- (c) A notice of meeting sent by post is taken to be given 2 days after it is posted. A notice of meeting sent by facsimile, or other electronic means, is taken to be given on the day on which the sender obtains machine acknowledgment of successful transmission.

7.4 Auditor entitled to notice and other communications

The Directors must give the Society's auditor, if any:

- (a) notice of a general meeting in the same way that a Member is entitled to receive notice; and
- (b) any other communications relating to the general meeting that a Member is entitled to receive.

7.5 Contents of notice of meetings of Members

A notice of a meeting of the Members must:

- (a) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
- (b) state the general nature of the meeting's business;
- (c) if a Special Resolution is to be proposed at the meeting, set out an intention to propose the Special Resolution and state the resolution; and
- (d) if a Member is entitled to appoint a proxy, contain a statement setting out the following information:
 - (i) that the Member has a right to appoint a proxy;
 - (ii) whether or not the proxy needs to be a Member; and
 - (iii) that a Member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

7.6 Notice of adjourned meetings

When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.

7.7 Meeting not invalidated

The accidental omission to give notice of a meeting or the non-receipt of notice by any person does not invalidate the proceedings at that meeting unless the court, on the application of the person concerned, a person entitled to attend the meeting or ASIC, declares proceedings at the meeting to be void.

8 HOLDING MEETINGS OF MEMBERS

8.1 Purpose

A meeting of Members must be held for a proper purpose.

8.2 Time and place for meetings of Members

A meeting of Members must be held at a reasonable time and place.

8.3 **Technology**

The Society may hold a meeting of its Members at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

8.4 **Quorum**

- (a) No business may be transacted at any general meeting unless a quorum of Members entitled to vote is present at the time when the meeting proceeds to business. A quorum is constituted by, subject to clause 8.4(b), 12 Members. For the purposes of this clause 8.4 "Member" includes a person attending as a proxy.
- (b) If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting, the two or more members present constitute a quorum.

8.5 **Chairing meetings of Members**

- (a) The President is to be the chair at every general meeting of the Society. If the President cannot or will not chair a general meeting or is not present within 15 minutes after the time appointed for the holding of the meeting the Directors present may elect one of their number to be the chair of the meeting but if they do not do so the Members present must elect the chair of the meeting.
- (b) The chair must adjourn a meeting of the Members if the Members present with a majority of votes at the meeting agree or direct that the chair must do so.

8.6 **Auditor's right to be heard at general meetings**

- (a) The Society's auditor (if any) is entitled to attend any general meeting of the Society.
- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
- (c) The auditor is entitled to be heard even if:
 - (i) the auditor retires at the meeting; or
 - (ii) the meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

8.7 **Adjourned meetings**

- (a) A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- (b) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

8.8 **Annual general meetings**

(a) **Holding of annual general meetings**

The Society must, if required by the Act, hold an annual general meeting.

(b) **Business of annual general meeting**

The business of an annual general meeting may include any of the following, even if not referred to in the notice of meeting;

- (i) the consideration of the annual financial report, Directors' report and auditor's report;
- (ii) the election of Directors;
- (iii) the appointment of the auditor; and
- (iv) the fixing of the auditor's remuneration.

(c) **Questions at annual general meetings**

- (i) The chair of an annual general meeting must allow a reasonable opportunity for Members as a whole at the meeting to ask questions about or make comments on the management of the Society.
- (ii) If the Society's auditor or their representative is at the meeting, the chair of the annual general meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask the auditor or their representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

9 **VOTING AT MEMBERS' MEETINGS**

9.1 **How many votes a Member has**

- (a) On a show of hands each Fellow Member has 1 vote.
- (b) On a poll, each Fellow Member has 1 vote.
- (c) The chair has a casting vote in addition to any vote they have as a Fellow Member.
- (d) Each Associate Member is entitled to receive notice of and to attend Members' meetings but will not have voting rights.

9.2 Eligibility to vote

A Member's vote will not be counted at a Members' meeting unless that Member has paid all membership fees due under clause 6.4.

9.3 Objections to right to vote at a meeting of the Members

A challenge to a right to vote at a Members' meeting:

- (a) may only be made at the meeting; and
- (b) must be determined by the chair, whose decision is final.

9.4 How voting is carried out

- (a) A resolution put to the vote at a Members' meeting must be decided on a show of hands unless a poll is demanded.
- (b) On a show of hands, a declaration by the chair is conclusive evidence of the result. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour of or against the resolution.
- (c) Subject to this Constitution and the Act, resolutions of Members are to be decided by simple majority of votes cast in respect of the relevant resolution.

9.5 Matters on which a poll may be demanded

- (a) A poll may be demanded on any resolution proposed at a Members' meeting.
- (b) Without limiting clause 9.5(a), a poll can be demanded on any resolution concerning:
 - (i) the election of the chair of a meeting; or
 - (ii) the adjournment of a meeting.
- (c) A demand for a poll may be withdrawn.

9.6 When a poll is effectively demanded

- (a) At a Members' meeting a poll may be demanded by:
 - (i) at least 5 Members entitled to vote on the resolution;or
 - (ii) the chair.
- (b) The poll may be demanded:
 - (i) before a vote is taken on the proposed resolution;

- (ii) before the voting results on a show of hands on the proposed resolution are declared; or
- (iii) immediately after the voting results on a show of hands on the proposed resolution are declared.

9.7 **When and how polls must be taken**

- (a) A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.
- (b) A poll on the election of a chair or on the question of an adjournment must be taken immediately.
- (c) The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

10 **PROXIES**

10.1 **Who can appoint a proxy**

Each Member who is entitled to attend and vote at a meeting of the Members may appoint a person as the Member's proxy to attend and vote for the Member at the meeting.

10.2 **Rights of proxies**

A proxy appointed to attend and vote for a Member has the same rights as the Member:

- (a) to speak at the meeting, except while the Member is present;
- (b) to vote on a poll and on a show of hands (but only to the extent allowed by the appointment); and
- (c) to join in a demand for a poll.

10.3 **Society sending appointment forms or lists of proxies must send to all Members**

If the Society sends a Member a proxy appointment form for a meeting or a list of persons willing to act as proxies at a meeting:

- (a) if the Member requested the form or list, the Society must send the form or list to all Members who ask for it and who are entitled to appoint a proxy to attend and vote at the meeting; or
- (b) otherwise, the Society must send the form or list to all its Members entitled to appoint a proxy to attend and vote at the meeting.

10.4 **Appointing a proxy**

- (a) An appointment of a proxy is valid if it is signed, or otherwise authenticated in a manner prescribed by the Regulations, by the Member making the appointment and contains the following information:
- (i) the Member's name and address;
 - (ii) the Society's name;
 - (iii) the proxy's name or the name of the office held by the proxy; and
 - (iv) the meetings at which the appointment may be used if it is not a standing one.

An appointment may be a standing one.

- (b) The President or in the President's absence, the chair appointed in accordance with clause 8.5(a) may determine in its absolute discretion that a proxy is valid even if it does not contain all of the information referred to in clause 10.4(a).
- (c) An undated appointment is taken to have been dated on the day it is given to the Society.
- (d) An appointment may specify the way the proxy is to vote on a particular resolution. If it does:
- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
 - (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
 - (iii) if the proxy is the chair, the proxy must vote on a poll, and must vote that way; and
 - (iv) if the proxy is not the chair, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.
- (e) If a proxy is also a Member, this clause does not affect the way that the person can cast any votes they hold as a Member.
- (f) An appointment does not have to be witnessed.
- (g) A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

10.5 **Proxy documents**

- (a) For an appointment of a proxy for a meeting of Members to be effective, the following documents must be received by the Society at least 48 hours before the meeting:

- (i) the proxy's appointment; and
 - (ii) if the appointment is signed or otherwise authenticated in a manner prescribed by the Regulations by the appointor's attorney, the authority under which the appointment was signed or authenticated or a certified copy of the authority.
- (b) If a meeting of Members has been adjourned, an appointment and any authority received by the Society at least 48 hours before the resumption of the meeting are effective for the resumed part of the meeting.
- (c) The Society receives an appointment or an authority when it is received at any of the following:
- (i) the Office;
 - (ii) a facsimile number at the Office; or
 - (iii) a place, facsimile number or electronic address specified for the purpose in the notice of meeting.
- (d) If the notice of meeting specifies other electronic means by which a Member may give the appointment or authority, then the appointment or authority will be received by the Society as prescribed by the Regulations.

10.6 **Validity of proxy vote**

- (a) A proxy who is not entitled to vote on a resolution as a Member may vote as a proxy for another Member who can vote if their appointment specifies the way they are to vote on the resolution and they vote that way.
- (b) Unless the Society has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
- (i) the appointing Member dies;
 - (ii) the Member is mentally incapacitated;
 - (iii) the Member revokes the proxy's appointment; or
 - (iv) the Member revokes the authority under which the proxy was appointed by a third party.

11 **DIRECTORS**

11.1 **Composition of Board**

- (a) The Society must have at least 3 Directors, but must not have more than 12 Directors, appointed or elected in accordance with this Constitution to the following individually elected Board positions:
- (i) President;

- (ii) Vice-President (Dermatology);
 - (iii) Vice-President (Pathology);
 - (iv) treasurer;
 - (v) secretary;
 - (vi) education officer; and
 - (vii) committee Member (of which there may be up to six Members, at least one of whom must be qualified to practice in the field of dermatology and at least one of whom must be qualified to practice in the field of pathology).
- (b) All Directors must be Fellow Members of the Society and at least 2 Directors must be ordinarily resident in Australia.

11.2 Election and appointment of Directors

- (a) A Director must vacate their position as a Director:
- (i) if the Director was appointed at an annual general meeting, at the second annual general meeting following that Director's appointment; or
 - (ii) otherwise, at the third annual general meeting following that Director's appointment; and
- subject to clause 11.2(b) and clause 11.2(c), a Director will be eligible for re-election as a Director.
- (b) Subject to clause 11.2(c), to be elected or appointed as a Director a person must:
- (i) be a Fellow Member; and
 - (ii) have given their written nomination and consent to become a Director to the Society before the commencement of the relevant annual general meeting or the Directors' meeting at which their election or appointment is to be considered.
- (c) Fellow Members that have:
- (i) served as President at any time in the preceding two years are not eligible to be re-elected or appointed to the Board position of President; and
 - (ii) served as a Director in the same Board position (other than President in which case clause 11.2(c)(i) applies) in the six consecutive years prior to the date of their proposed re-election or re-appointment (**Previous Office**), are not eligible to be elected or appointed to their Previous Office.

- (d) Subject to clause 11.2(b) and clause 11.2(c), any casual vacancy occurring in the Directors may be filled by the Board from Fellow Members, and any Fellow Member so appointed as a Director will hold office until the next annual general meeting at which time that Fellow Member will be eligible for re-election.

11.3 **Appointment and removal of Directors**

(a) **Directors may appoint other Directors**

Subject to clause 11.2(b) and clause 11.2(c), the Directors may appoint a Fellow Member as a Director in order to make up a quorum for a Directors' meeting even if the total number of Directors is not enough to make up a quorum. Any person so appointed must be confirmed in office at the Society's next annual general meeting. If the appointment is not confirmed, the person ceases to be a Director at the end of the annual general meeting.

(b) **Society may remove and appoint Directors**

The Society in general meeting may by resolution:

- (i) remove a Director from office despite anything in this Constitution, any agreement between the Society and the Director or any agreement between any or all Members and the Director; and
- (ii) appoint a new Director.

(c) **Resolution for appointment**

A resolution passed by the Society in general meeting appointing or confirming the appointment of 2 or more Directors is void unless:

- (i) a resolution is passed that the appointments or confirmations may be voted on together; and
- (ii) no votes are cast against the resolution.

11.4 **Interested Directors**

(a) **Director may not hold certain offices**

A Director may not hold any office or position of profit (other than that of auditor) under the Society or under any company promoted by the Society or in which the Society is a shareholder or otherwise interested.

(b) **Director may enter into certain contracts**

Notwithstanding any rule of law or equity to the contrary, a Director may contract, transact, or enter into an arrangement with the Society and no such contract, transaction or arrangement entered into by or on behalf of the Society or any other contract, transaction or arrangement in which a Director is in any way interested is avoided or rendered voidable because of that person being a Director.

(c) **Disclosure of material interest**

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

(d) **Voting by interested Directors**

(i) A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:

(A) be present while the matter is being considered at the meeting; or

(B) vote on the matter

unless;

(C) clauses 11.4(d)(iii) or 11.4(d)(iv) allow the Director to be present; or

(D) the interest does not need to be disclosed under section 191 of the Act.

(ii) The Director may be present and vote if Directors who do not have a material personal interest in the matter have passed a resolution that:

(A) identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Society; and

(B) states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present.

(iii) The Director may be present and vote if so entitled under a declaration or order made by ASIC under section 196 of the Act.

(iv) If there are not enough Directors to form a quorum for a Directors' meeting because of clause 11.4(d)(i)(A) or 11.4(d)(i)(B), 1 or more of the Directors (including those who have a material personal interest in that matter) may call a general meeting and the general meeting may pass a resolution to deal with the matter.

11.5 **Remuneration of Directors**

The Directors are not entitled to Directors' fees for serving in that capacity. However, payments may be made to a Director:

(a) for the payment of out-of-pocket expenses properly incurred in connection with the carrying out of duties of a Director, including attendance at any meeting of the Society or of the Board or any committee of Directors, where the payments do not exceed an amount previously approved by the Board;

- (b) for any service rendered to the Society in a professional or technical capacity, 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; or
- (c) as an employee of the Society, where the terms of employment have been approved by a resolution of the Board.

11.6 **Vacation of office**

The office of a Director automatically becomes vacant if the Director:

- (a) resigns by giving written notice to the Secretary of the Society;
- (b) is removed pursuant to the provisions of section 203D of the Act;
- (c) is removed from office in accordance with this Constitution or the Act; or
- (d) is disqualified from managing corporations under Part 2D.6 of the Act.

11.7 **Financial benefits**

The Society must not provide financial benefits to a Director except as permitted by, and in accordance with, the provisions of the Act.

11.8 **Defect in appointment**

Notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director, or a Member of a committee, or to act as a Director, or that a person so appointed was disqualified, all acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are valid as if the person had been duly appointed and was qualified to be a Director or to be a Member of the committee.

12 **POWERS AND DISCRETIONS OF DIRECTORS**

12.1 **Business of the Society**

The business of the Society must be managed by or under the direction of the Directors who may exercise all the powers of the Society except any powers that the Act or this Constitution require to be exercised by the Society in general meeting. No resolution made by the Society in general meeting invalidates any prior act of the Directors which would have been valid if the resolution had not been made.

12.2 **Appointment of attorneys**

The Directors may by power of attorney appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Society for such purposes, with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors), for the period and subject to such conditions as the Directors think fit.

12.3 **Appointment of auditor**

The Directors must appoint an auditor of the Society if an auditor of the Society has not been appointed by the Society in a general meeting within 1 month after the day on which the Society was incorporated.

12.4 **Directors discretion**

Unless otherwise provided, if the Directors are given a power or discretion under this Constitution, subject to law they may exercise the power or discretion in any manner that they, in their absolute discretion, see fit.

13 **DELEGATION**

13.1 **Power to delegate**

The Directors may delegate any of their powers to:

- (a) a committee of Directors;
- (b) a Director;
- (c) an employee of the Society; or
- (d) any other person.

13.2 **Delegate to act in accordance with directions**

The delegate must exercise the powers delegated in accordance with any directions of the Directors.

13.3 **Effectiveness of exercise of delegate's power**

The exercise of the power by the delegate is as effective as if the Directors had exercised it.

13.4 **Meetings of committees**

The meetings and proceedings of a committee must be carried out in accordance with the provisions in this Constitution relating to the meetings and proceedings of Directors, subject to any necessary changes and any directions made by the Directors.

13.5 **Directors liable for delegate**

If the Directors delegate a power under clause 13.1, the Directors are responsible for the exercise of the power by the delegate as if the power had been exercised by the Directors themselves unless exonerated under section 190(2) of the Act.

14 DIRECTORS' RESOLUTIONS AND MEETINGS

14.1 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director signs.

14.2 Calling Directors' meetings

A Director may at any time and the Secretary on the request of a Director must convene a meeting of the Board.

14.3 Use of technology

A Directors' meeting may be called or held by telephone, facsimile, electronic mail or by using any other technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.

14.4 Chairing Directors' meetings

The President will chair meetings of the Directors unless the President is not present within 15 minutes after the time appointed for holding the meeting in which case the Directors may elect one of their number present to chair the meeting.

14.5 Quorum at Directors' meetings

- (a) Subject to clause 11.4(d) a quorum for a meeting of the Board is constituted by 5 Directors or such other number determined by the Board.
- (b) A Board Meeting quorum exists only if at least one Director forming that quorum is a dermatologist and at least one Director forming that quorum is a pathologist.
- (c) The quorum must be present at all times during the meeting.

14.6 Passing of Directors' resolutions

Questions arising at any Directors' meeting must be decided by a majority of votes. Each Director present at a Directors' meeting has 1 vote. In the case of an equality of votes, the chair does not have a second or casting vote.

15 ALTERNATE DIRECTORS

- 15.1 A Director may appoint an alternate to exercise some or all of the Director's powers for a specified period.

- 15.2 If the appointing Director requests the Society to give the alternate Director notice of Directors' meetings, the Society must do so.
- 15.3 The exercise of a Director's power by an alternate Director has the same effect as would the exercise of the power by the Director.
- 15.4 The appointing Director may terminate the alternate Director's appointment at any time.
- 15.5 An appointment or its termination must be in writing. A copy must be given to the Secretary of the Society.
- 15.6 An alternate Director automatically vacates office if the appointor vacates office as a Director or terminates the alternate Director's appointment.

16 SECRETARY

- 16.1 If required by the Act, there must be at least one Secretary for the Society who is ordinarily resident in Australia and who is appointed by the Directors for a term and on the conditions determined by them.
- 16.2 The Secretary must be a natural person who has attained the age of 18 years.
- 16.3 The Secretary is entitled to attend and be heard on any matter at all meetings of Members including annual general meetings.
- 16.4 The Directors may suspend, remove or dismiss the Secretary.

17 MINUTES

17.1 Society must keep minute books

The Society must keep minute books in which it records within 1 month:

- (a) proceedings and resolutions of meetings of the Members;
- (b) proceedings and resolutions of Directors' meetings (including meetings of a committee of Directors);
- (c) resolutions passed by Members without a meeting; and
- (d) resolutions passed by Directors without a meeting.

17.2 Minutes to be signed

The Society must ensure that minutes of a meeting are signed within a reasonable time after the meeting by either:

- (a) the chair of the meeting; or
- (b) the chair of the next meeting.

17.3 Resolution without meeting

The Society must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.

17.4 Location of minute books

The Society must keep the minute books of the Society at:

- (a) the Office;
- (b) the Society's principal place of business in Australia; or
- (c) another place approved by ASIC.

17.5 Inspection by Members

The Society must ensure that the minute books for the meetings of its Members and for resolutions of Members passed without meetings are open for inspection by Members free of charge.

17.6 Requests by Members

- (a) A Member may ask the Society in writing for a copy of:
 - (i) any minutes of a meeting of the Members or an extract of the minutes; or
 - (ii) any minutes of a resolution passed by Members without a meeting.
- (b) If the Society does not require the Member to pay for the copy, the Society must send it:
 - (i) within 14 days after the Member asks for it; or
 - (ii) any longer period that ASIC approves.
- (c) If the Society requires payment for the copy, the Society must send it:
 - (i) within 14 days after the Society receives the payment; or
 - (ii) within any longer period that ASIC approves.

18 INSPECTION OF BOOKS

The Directors may but are not required to authorise a Member to inspect books of the Society.

19 INSPECTION OF ACCOUNTS

The Directors may determine whether and to what extent, and at what times and places, and under what conditions or regulations, the accounting and other records of the Society, or any of them, are to be opened to the inspection of Members not being Directors, and no Member (not being a Director) has any right to inspect any account or book or paper of the Society, except as conferred by statute or authorised by the Directors.

20 NOTICES

20.1 When notice is given

Where a specified period (including a particular number of days) must elapse or expire from or after the giving of a notice before an action may be taken, neither the day on which the notice is given or the day on which the action is to be taken may be counted in calculating the period.

20.2 Notice by Members of address for service

Each Member must notify the Society in writing of an address for service of notices. Subject to this Constitution and the Act, if the Member fails to do so, the Member is not entitled to any notice.

20.3 How notices are given

Subject to the Act and this Constitution, the Society may give notice and a person may give notice to the Society:

- (a) personally;
- (b) by post, to the last known address of the recipient;
- (c) by facsimile number or electronic address (if any) nominated by the recipient; or
- (d) by any other means consented to by the sender and the recipient.

20.4 When notices are taken to be given

A notice sent by post is taken to be given 2 days after it is posted. A notice by facsimile or other electronic means is taken to be given on the day on which the sender obtains machine acknowledgment of successful transmission.

21 LIABILITY OF MEMBERS

The liability of the Members is limited.

22 WINDING UP

- 22.1 If the Society is wound up during the time of a Member's membership or within 1 year afterwards, each Member undertakes to contribute to the assets of the Society for payment of:
- (a) debts and liabilities of the Society contracted before the Member's membership ceases;
 - (b) costs, charges and expenses of the winding up of the Society; and
 - (c) adjustment of the rights of the contributories amongst themselves,
- such amount as may be required but not exceeding \$10.00.
- 22.2 If upon the winding up or dissolution of the Society, there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property must not be paid or distributed among the Members of the Society.
- 22.3 All remaining property of the Society under clause 22.2 must be paid and applied by the Society to one or more like entities, organisations or institutions which have rules prohibiting the distribution of their assets and income to their Members.
- 22.4 The Directors must before or at the time of dissolution or winding up of the Society select the institution or institutions to which property will be transferred under clause 22.3.
- 22.5 If after the dissolution or winding up of the Society the Members have not made a selection under clause 22.4, the selection will be determined by the Chief Judge of the Equity Division of the Supreme Court of New South Wales or such other judge of that court as may handle or acquire jurisdiction in the matter.
- 22.6 If effect cannot be given to clauses 22.3 to 22.5 (inclusive), the property under clause 22.2 must be given to a charitable purpose.

23 INDEMNITY

23.1 Indemnity against proceedings

Subject to clause 23.5, every person who is or has been a Director, Secretary or executive officer of the Society or its related bodies corporate is indemnified, to the maximum extent permitted by law, out of the property of the Society against any liabilities for costs and expenses incurred by that person:

- (a) in defending any proceedings relating to that person's position with the Society, whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or which are withdrawn before judgment; or
- (b) in connection with any application in relation to any proceedings relating to that person's position with the Society, whether civil or criminal, in which relief is granted to that person under the Act by the court.

23.2 Indemnity against liabilities

Subject to clause 23.5, every person who is or has been a Director, Secretary or executive officer of the Society or its related bodies corporate is indemnified, to the maximum extent permitted by law, out of the property of the Society against any liability incurred by the person as such a Director, Secretary or executive officer to another person (other than the Society or its related bodies corporate) unless the liability arises out of conduct involving a lack of good faith.

23.3 Insuring officers of the Society

The Society may pay a premium for a contract insuring a person who is or has been a Director, Secretary or executive officer of the Society or its related bodies corporate against:

- (a) any liability incurred by that person as such a Director, Secretary or executive officer which does not arise out of conduct involving a wilful breach of duty in relation to the Society or a contravention of section 182 or 183 of the Act; and
- (b) any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position with the Society, whether civil or criminal and whatever the outcome provided the costs and expenses are not incurred for the reasons set out in section 199A(3) of the Act.

23.4 Society may make separate contracts and bring separate actions

- (a) The Society may confirm the indemnities in clauses 23.1 and 23.2 by separate contract with, or on behalf of, 1 or more of the persons indemnified.
- (b) The indemnities given by the Society in clauses 23.1 and 23.2 do not affect the right of the Society to bring any demand or action against any Director, Secretary or executive officer of the Society or its related bodies corporate, including any demand or action arising out of the negligence of that person.

23.5 Directors may resolve to not indemnify

Provided the Society has not confirmed the indemnity under clause 23.4(a) by a contract which is in force, the Directors may resolve that the indemnities in clauses 23.1 and 23.2 are not to apply to a specified person or class of persons.

23.6 Interpretation

Nothing in clauses 23.1 to 23.4 (inclusive) is to be taken to limit the power of the Society, as permitted by the Act, to indemnify or pay a premium for a contract insuring a person who is, or has been, an officer of the Society or its related bodies corporate.

23.7 Payments not remuneration

Any payment made by the Society under clauses 23.1 to 23.3 (inclusive) does not constitute remuneration for the purposes of this Constitution.

24 AMENDING THIS CONSTITUTION

24.1 Special Resolution

The Society may modify or repeal this Constitution or a provision of this Constitution, by a Special Resolution that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

24.2 Date effective

A Special Resolution modifying or repealing this Constitution takes effect:

- (a) if no later date is specified in the resolution, the date on which the resolution is passed; or
- (b) on a later date specified in or determined in accordance with the resolution.